



**Minutes
of the Board of Directors Special Meeting
September 4, 2019
4:00PM-5:30PM
Downtown Library**

Present: Gregory Davis, *president*, David Barrett, *vice-president*, Arunan Arulampalam, Melvyn Colon, Andrew Diaz-Matos (phone), Floyd Green, Steve Harris, Eddie Keith (phone), Antonio Matta, Dan O’Shea, Mark Overmyer-Velazquez, Phyllis Shikora (phone), Geraldine Sullivan, and Karen Taylor (phone).

Also Present: Bridget Quinn-Carey, chief executive officer; Brenda Miller, executive director, Culture and Communications; Homa Naficy, executive director, The American Place; Gilda Roncari, donor relations director; Mary Tzambazakis, chief administrative officer; Karl Fisher, finance director, and Mark Parrino, facilities director.

Absent: Ana Alfaro, Andréa Comer, Eddie Keith

1. Call to Order

President Gregory Davis called the meeting to order at 4:10 p.m.

2. Capital Plan

The Capital Plan was introduced at the Board of Directors Retreat of March 2019.

Ms. Quinn-Carey gave an overview of the strategies for each site. A ranking criteria was developed to best prioritize each project. The Board discussed each project in detail.

Board Action: A motion to adopt the Capital Plan was made by David Barrett and seconded by Steve Harris. The motion was unanimously approved.

3. Bylaws

At the August 2019 Board of Directors meeting, the bylaws were reviewed and approved as to changes to bring before the Corporators at the annual meeting. The Governance Committee made one last update at their August meeting. Mr. Barrett gave an update on the term limits. Mr. Barrett recommends that a provision be added to be able to make an exception under term limits.

Board Action: A motion to accept the addition to the bylaws was made by Dan O’Shea and seconded by Floyd Green. The motion was unanimously approved.

The new Governance Committee Chair is Karen Taylor.

4. Adjourned

Board Action: A motion was made by Greg Davis and seconded by Steve Harris to adjourn the special meeting at 5:35 p.m. The motion was unanimously approved.

Respectfully submitted,
Bridget Quinn-Carey
CEO and Acting Secretary