

Metropolitan Planning Council

Board of Governors Meeting Minutes

Wednesday, December 13, 2023

Where: MPC

Time: 12:00 – 2:00 p.m.

140 S. Dearborn

Members in attendance:

Bernard Loyd
Darlene Hightower
David Mook
Elle Ramel
Eileen Chin
Ellen Carnahan
Julian Posada
Laritza Lopez
Linda Goodman

Matt Reilein
Meena Beyers
Melissa Washington
Paul Carlisle
Ramiro J Atristáin-Carrión
Unmi Song
Zena Diggs

Staff in attendance:

Audrey Wennink
Chandra Christmas-Rouse
Dan Cooper
Debbie Liu
Greg Gurley
Justin Williams
Kendra Freeman

Kimberly Johnson
Kris Tionson
Morgan Murphy
Sara Atlas
Seth Montague
Shira Zisook

Welcome: 12:06 pm *Chair Carlisle* welcomed MPC board members to the fourth quarter board meeting.

Carlisle highlighted the agenda for today's meeting:

- President's Report
- Financial Updates
- Development and Communications Updates
- Programmatic Updates
- Governance Updates

Chair Carlisle asked for a motion to approve the September 27, 2023, meeting minutes.

Washington moved to approve. *Reilein* seconded. The minutes were approved as presented.



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President's Report:

Darlene O. Hightower, President & CEO

Hightower provided a brief update on staffing and operations. *Hightower* further provided several programmatic highlights for the year, including involvement in the Plan of Action for Regional Transit (PART) Plan recently submitted to the Illinois General Assembly; engagement with the Mayor's office by preparing a Mayoral Transition Briefing Book; participating on the housing and transportation transition committees; hosting webinars on built environment issues for incoming alderpersons and engaging in local and national advocacy on funding for lead service line replacement. A comprehensive president's update was included in the December 13th Board agenda packet.

Financial Updates:

Ramiro J. Atristain-Carrion, Treasurer, and Gregory Gurley, COO

Gurley provided a high-level overview of the 2023 operating budget through October 31, 2023. Total YTD Revenue Actuals \$3,263,420; Total YTD Expense Actuals \$3,930,451; Net Assets as of 12/2022 at \$14,868,802 and Net Assets as of 10/31/2023 at \$16,548,838. A summary of the balance sheet was also presented.

Member Atristain-Carrion provided a high-level overview of the 2024 operating budget for review and approval. The 2024 revenue goal is \$4,711,230 and the proposed expense goal is \$4,711,230. The fundraising goal for 2024 is ambitious and the Finance Committee requested that a contingency plan be developed by the staff in Q1-Q2 of 2024, to have readiness for any mid-course corrections upon any unforeseen circumstances, including a larger draw from the Board Reserve/Endowment. *Chair Carlisle* stated that the 3.75% draw from the Reserve is reasonable for a non-profit. *Carlisle* thanked the Finance Committee and staff for their hard work on the 2024 operating budget. There being no further discussion, *Carlisle* asked for a motion to approve the 2024 Operating budget. Member Loyd moved to approve the 2024 Operating budget. Second by Member Washington. None opposed, the 2024 Operating budget was approved as presented.

Governance Committee Updates:

Julian Posada, Co-Chair and Matt Reilein, Co-Chair

Member Reilein presented the 2024 slate of Officers and Executive Committee members for review and approval. Member *Carlisle* moved to approve. Second by Member *Washington*. The motion was approved.

- Darlene Hightower, President & CEO
- David Williams, Board General Counsel
- Jessica Droste Yagan
- Julian Posada
- Kyle Barnett, Vice Chair Development
- Manuel Flores
- Matthew Reilein
- Meena Beyers
- Melissa Washington, Vice Chair
- Paul C. Carlisle, Chair
- Ramiro Atristain-Carrion, Treasurer

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Member *Reilein* presented the 2024 Board structure proposed changes for review and approval.

PROPOSED CHANGES

<p>EXECUTIVE ADVISORS</p> <ul style="list-style-type: none">• Keep Executive Advisors and leverage this for individuals who want to support MPC, but not join the board. Keep \$15k contribution but consider reducing the amount we expect to raise in our 2024 budget due to lower number of EA members and time needed to re-introduce event offerings; plan 2 events for this group in 2024.• Consider the role of the Board Chair in helping drive peer-to-peer attendance and engagement	<p>LEGACY TRUSTEES</p> <ul style="list-style-type: none">• Criteria could be:<ul style="list-style-type: none">◦ Existing board member◦ long-term active and distinctive board service◦ held an important leadership role◦ nominated by the Executive Committee• MPC would keep Trustees on donor lists for solicitations• Hold an awards ceremony in 2024 as part of 90th anniversary to thank them for their service
<p>BOARD</p> <ul style="list-style-type: none">• Up to 30 Members; each member is on one operational committee and acts as a subject matter expert to be tapped for various programmatic projects as needed• Commit to \$1k individual give and \$25k or more through, corporation or their networks• Members are influencers and connectors for the work• Responsibilities include fundraising, targeted programmatic expertise; operational oversight and strategy support	<p>ADVISORY COUNCIL</p> <ul style="list-style-type: none">• The council has 3 meetings per year. There are no separate committee meetings by issue area. Meetings are strategy sessions, not updates. Council members can also be tapped individually for projects based on their expertise.• The Advisory Council is a feeder for potential board members• Responsibilities are strategy support, and to provide an annual donation to MPC

Reilein provided an overview of the board structure process that took place between the December 2022 board meeting and November 2023. We had great conversations and engagement with board members who shared their passions, opinions, and thoughts and ultimately their realization of the need for change to the board structure. The process also included a board survey, two board member focus groups, one-on-one meetings with board members, interviews with peer organizations, board updates, and reviews by the Governance and Executive Committees. Member *Posada* mentioned that an independent consultant was hired to facilitate the process.

Member *Reilein* presented a summary of the Key findings which included reducing board size, improving board engagement, and defining board roles and responsibilities in fundraising. *Reilein* emphasized that reducing the Board size could lead to more effective Board



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management. The Governance and Executive Committees have approved the recommendations.

A robust discussion ensued around Board size, roles, responsibilities, and communication improvement. There was some uncertainty among board members regarding, board expectations for engagement and fundraising. Member *Carnahan* reiterated that the one-page summary of board expectations has not changed in over a decade. During that period, there were expectations that board members would give \$1k in their capacities and work to bring in an additional \$25,000 through their organizations or contacts. Whether and how those expectations were communicated and enforced was unclear and likely led to misunderstandings. *Ramel* suggested that board members also contribute significant time to the organization's programmatic work, which should be considered in discussions of board expectations. *Reilein* highlighted the challenges of managing a large board and the importance of personal interactions for advancing the work and making hard decisions. Members *Carnahan* and *Washington* expressed support for the ongoing process of clarifying roles and improving communication between Board members.

A discussion ensued around board responsibilities and the roles of Executive Advisors, Advisory Council/Cross-Committees, and Legacy Trustees. The new board structure involves a shift from Board members focusing solely on programmatic oversight to a focus on operational oversight. Board members would now be asked to serve on an operational committee (Development, Governance, Audit & Finance, Investment) in addition to providing expertise in a particular programmatic area. *Hightower* pointed out the importance of staff connecting with board members on issue areas (Housing, Development, Planning, Transportation, Environment, Government) and board members utilizing their expertise as mentors within Cross-Committee forums. However, best practices include transitioning into a governing and fundraising board. Members can lend their expertise for programmatic work through participation with the Advisory Council or through ad hoc initiatives working with the staff.

The overall recommendations include reducing the board to 30 members, providing clear guidance on board expectations for fundraising and governance, continuing with the advisory council in a cross-committee format, and having specific criteria for the Legacy Trustee designation.

After an enthusiastic discussion around the proposed changes, Chair *Carlisle* made a motion to approve the proposed changes to the Board and stakeholder structure. Seconded by Member *Carnahan*. In Favor – Members *Carlisle*, *Chin*, *Diggs*, *Lopez*, *Mook*, *Carnahan*, *Posada*, *Reilein*, *Song*, *Beyers*, *Washington*, *Atristain-Carrion*. Opposed – Member *Loyd*. Abstained – Members, *Goodman*, and *Ramel*. The motion and the proposed changes to the Board structure were approved.

Chair *Carlisle* expressed gratitude for a robust and insightful conversation.

Development and Communications Update:

Darlene Hightower, President & CEO

Hightower presented a high-level summary of the 2023 fundraising snapshot, a year-end forecast for 2023, and a year-over-year revenue snapshot of 2019-2023. She also discussed the importance of relationship-building and outreach to new funders including government



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agencies. She highlighted the role of the Board as ambassadors and mentioned plans for one-on-one meetings with the Governance Committee members and Staff. The organization's upcoming 90th anniversary was discussed, including plans for a series of events and a fundraising goal of one million dollars. Hightower also provided an overview of the 2024 fundraising strategy, which included engaging lapsed donors, prospect research, identifying sponsors for the 90th anniversary, and expanding government support.

2022 Programmatic & Policy Updates:

Kendra Freeman, VP of Programs

Freeman provided a high-level overview of the 2023 programmatic work. Kendra covered several key points including work in the Mayoral transition teams; the launch of the Advancing Innovative Homeownership Solutions study; and the difficulties in balancing multiple projects. A brief overview of the 2024-25 Programmatic Work Plan was provided. She also discussed the City Development Process Improvement Initiative, which is an extension of work done through We Rise and existing work on zoning and planning.

The meeting adjourned to Executive Session at 1:54 pm.