

Attendance

| Voting Officers | Name | Present | Absent | Voting Directors | Present | Absent |
|---------------------------|------------------------|---------|----------|-----------------------|---------|--------|
| President | Eleanor Ingersoll (EI) | x | | Matt Atkins (MA) | x | |
| Vice President | Justin Fishman (JF) | x | | Joe Brin (JB) | x | |
| Treasurer | Cait Allen (CA) | x | | Dan Doyle (DD) | x | |
| Secretary | Chris Mullen (CM) | x | | Don Finley (DF) | x | |
| Ex Officio Officer | | | | Philip Holzhauer (PH) | x | |
| Executive Director | Lucy Erdelac (LE) | x | | Mike McPhilly (MM) | x | |
| Guests | | | | Noah Swistak (NS) | x | |
| QVNA Attorney | Joyce Sun, Esquire | | by phone | | | |

Meeting Agenda

I. Call to Order

The meeting was called to order at 7:00 p.m. 12 voting Board members were in attendance therefore a quorum existed, and Board action could be taken.

II. Guest Speaker Joyce Sun

QVNA legal counsel Joyce Sun joined the meeting by phone to discuss what is considered a conflict of interest and when recusal is necessary as it pertains to Board Members. JS reviewed the board's conflict of interest policy which is based on IRS guidelines.

- A board member can give a presentation to the board and answer questions, however, she/he has to say in the presentation that she/he has a conflict, then leave before either discussion begins or the vote happens. In addition, she/he:
 - Isn't supposed to talk to folks outside of meetings to build a consensus, as mentioned in the definition of "recuse". (JS recommends adding that language to the conflict of interest to prevent behind-the-scenes, out-of-the-meeting persuasion by the person with the conflict.
 - Should not receive an excess financial benefit for a service, meaning beyond what is considered "fair market value" whether the person who potentially will receive it is the board member or a family member.
- To help QVNA document the board's due diligence regarding potential conflicts of interest, board minutes based on contemporaneous notes for the meeting should have:
 - A statement of when the board member left the meeting before discussion started, and that he/she did not vote.
 - The names of the people who did vote.
 - Recap of the discussion of whether the compensation was fair and reasonable in light of the nature of the work, as well as the hours worked. (A statement that after Justin left, the remaining board members discussed whether the money to be paid was reasonable and not in excess of fair market value.)
 - A description of how the Board had a specific discussion of comparables – such as what other organizations, both/or for-profit and nonprofit, pay for work like this: Ideally having three comparables which could come from indeed.com, calling friends at another organization or company to get comparables, etc.
 - The minutes should summarize any comparables and how they were obtained.
- In regard to a fiscally sponsored group: "What is a person of interest? Would other officers that have some interest in a fiscally sponsored group be a person of interest?" Joyce Sun referred back to QVNA's board conflict

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of interest policy.

Reflecting on board discussion at the June meeting regarding the Courtyard Mentor Network (CMN), a fiscally sponsored group, President Eleanor Ingersoll reminded the board that the program manager for Summer at Courtyard was paid by QVNA at a monthly rate significantly higher than that requested for the CMN program manager. The issue of a potential board member conflict of interest was discussed because CMN’s program manager is related to QVNA Vice President Justin Fishman, founder of CMN.

There being no further questions, Joyce Sun left the meeting.

Director Mike McPhilly introduced a motion to assign a board task force to work with legal counsel to determine the best way for QVNA to provide financial support to Courtyard Mentor Network (CMN) programs. The task force will present its findings at the October board meeting. After discussion it was withdrawn without a vote.

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| No action taken: | For information only. |
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III.Meeting Minutes

The minutes provided in the board package from the June 1st meeting were not the final draft, therefore, the final draft minutes will be resubmitted to the board for review and approval.

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| Next Step: | Lucy Erdelac will provide June’s final draft minutes to the board for review. |
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IV.Financials

Treasurer Cait Allen presented the July financials. QVNA is in a healthy financial position, with continued revenue growth and controlled expenses. Noted:

- 2022 parking lot expenses will exceed budget because of our new parking lot management company (LAZ) insurance requirements. The amount has not yet been identified, and is pending an insurance company inspection.
- Membership (both income and number of members has decreased since January. The Membership Committee will look to raise the numbers.

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| Motion: | Cait moves to approve July finances. JF seconds |
| Vote: | Motion passes unanimously |

- The Finance Committee recommends Boyer & Ritter LLC to be QVNA’s new accounting firm. Three firms submitted proposals. After reviewing proposals and Zoom meetings with each firm, the committee chose B&R.
- Our accounting firm line item expense will be lower than budgeted in 2022 because QVNA’s scope of work has changed. (Monthly reporting and financial dashboarding are prepared by staff, negating the need for an outside firm to do so.)

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| Motion: | Cait Allen moves that the Board approve contracting with Boyer & Ritter, LLC for accounting services to prepare and file QVNA’s state and federal tax returns and conduct an annual review of QVNA’s financial statements. |
| Vote: | Motion passes unanimously |

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V. Parking Lot Management Company

Executive Director Lucy Erdelac reported on the process of finding a new parking lot management company to replace Parkway. This has been her highest priority because the transition of companies must occur on or before September 30th.

- Technology and database transition must occur.
- Current parkers must contract with LAZ and provide electronic source for monthly payment
- Parkers’ access cards must be remotely transitioned by LAZ to provide customers with as seamless of a service transition as possible.
- Lucy Erdelac will draft an announcement to customers which will be emailed under Eleanor Ingersoll’s signature.
- No new parkers will be added to the lot until staff is confident that transition of current customers is complete. Avoiding and mitigating transition issues is key.

After meeting and reviewing proposals from three management firms, LAZ Parking is recommended for immediate Board approval.

- The change in management operations will result in a cost increase that QVNA will absorb.
- We will also need to look into increased liability insurance. Laz will also identify repair that need to be repaired prior (potholes, painting car stops yellow, realigning of bricks in Carpenters Way, additional signage, and pedestrian ingress and egress signs)

QVNA legal counsel, Joyce Sun, drafted a parking lot management contract based on LAZ’s standard template. After careful review of QVNA’s lot operational requirements and counsel’s recommendations, we are ready to submit the contract to LAZ upon board approval.

- It is a 3-year agreement with 180-day notice of canceling required (to be agreed upon).
- Director Matt Atkins requested that the contract be circulated to the board after it is signed.

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| Motion: | LE moves that the Board approve contracting with Laz Parking to be the parking lot operator for QVNA’s Community Parking Lot as soon as the contract terms, drafted by QVNA legal counsel, have been accepted by Laz as submitted or as negotiated with Laz by QVNA President, Treasurer CA and Executive Director. MM seconds. |
| Vote: | Motion passes unanimously. |

VI. Presidents Report

- This past weekend, an anonymous group, calling themselves the Friends of Serenity Park, distributed door hangers to houses about the proposed project with photos of protests, police and flag burning, stating “It’s PERFECT for public assembly” (aka protests) so that they can use Phila as a political tool. Buses, bull-horns, and banners will certainly be in YOUR future, Queen Village!” The door hangers provoked negative reactions from neighbors and on social media.
 - In August, the *Inquirer* published two articles about the Statue of Peace (Aug. 13 and 19). On Monday, September 19th, the City Arts Commission has scheduled a public meeting on Zoom to discuss The Philadelphia Peace Plaza (Statue of Peace).

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- As a result of neighbors’ concerns, QVNA’s community meeting has been moved up one week to Wednesday, September, 14 at 6:30pm at St. Philip Neri’s church hall. Shinjoo Choo of the Peace Plaza Committee will present the latest pocket park designs, discuss the statue and answer questions. The meeting will be videotaped and released on YouTube.
- Since 2017, QVNA has convened three community meetings, provided online space on QVNA.org for neighbors’ comments, and in April 2018, QVNA submitted a position, as requested by the city. The board voted to “not block” the project.
- After many years of advocating with the City, ILMC and DRWC to determine who has financial responsibility for updating faulty lighting in the Queen Street Tunnel, bright LED lighting was installed in the Queen Street Tunnel in August by the City’s Streets Department . Board members rejoiced at this news.
- ILMC Quarterly Meeting update: In Spring 2023, spalling concrete repair work will occur under I-95 in the QVNA parking lot. EI stated QVNA’s concerns about its impact on our parking lot (customer access and QVNA’s income and ILMC lease expense). QVNA has asked that we be given as much time as possible to prepare for the number of spaces that may be required by PennDOT contractor equipment, and the length of time the repairs may take.
- Regarding the November board election, EI stated that she will not seek a position on the board. In addition, Vice President Justin Fishman stated that he will not seek a position on the board.

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| No action taken. | For information only. |
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VII. Nominations Committee Report

Nominations Chair Chris Mullen reported that we currently have four nominees for board candidacy. CM will be getting information to two more people and Executive Director Lucy Erdelac LE has two others that are considering self-nomination.

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| No action: | For information only. |
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VIII. Zoning Committee Update

Director Noah Swistak reported:

- 314 Pemberton St requested variance for max building height/roof deck. Cmte to issue letter of support.
- 1005 S 3rd St requested variance to legalize part of the building for AirBNB rental. Cmte issued a letter of support.
- 780 S 2nd St requested variance to legalize a side window along Fulton St to be used for take-out food. Based on the zoning code’s definition of take-out window and public meeting, cmte unanimously agreed to oppose the window via removal or fixing it shut. Cmte will recommend to ZBA that take out business be allowed to continue through the front door.
- 850 S 2nd St requested variance to use part of the building for AirBnB rental. Cmte to issue letter of support.
- 506 S 4th St requested variance requested for min sq feet per dwelling. Public meeting scheduled for 9-14-22.
- 300-02 South St (former Jon’s Bar & Grille) SSHD is the coordinating RCO. Variance requests use for Assembly & Entertainment to open an Arts Center. Public meeting scheduled for 9-20-22.

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IX. Community Coalition for Interstate Management

NS reported that a group of neighbors have an idea to paint the wall along Front Street between South and Pemberton St. This was elevated to CCIM and it will be brought up to the ILMC meeting. The neighbors are looking to do it as soon as possible. JF suggested that there be a section set aside for kids in the neighborhood to put their touch on it.

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X. Executive Director Report

LE highlighted her written report:

- Update vehicle-related crime:
 - Starting in May, vehicle-related crime sky-rocketed across the 3rd district in the specific area under I-95 and on the streets abutting the highway. In QV, the areas in and around the Queen Street Tunnel and our parking lot were the hardest hit. Mid-July was the tipping point (coinciding with QVNA's loss of the Parkway contract).
 - Starting July 22nd, Capt. McBride was provided with additional resources (7/22/22) to patrol this specific geography (Lombard to Oregon, and crime has been dramatically reduced.
 - LE has established a working relationship with the 3rd district crime analyst. A reporting of stolen vehicles was requested and now appears on the weekly crime bulletin.
 - Newest vehicle-related crime is gasoline theft via putting holes into gas tanks.
 - Vehicle vandalism is rarely reported to police so there are no reliable crime stats.
- Grant window opens on Sept 5th and closes on October 2th.
- Holiday Volunteer Celebration scheduled for Sunday, December 11th at Settlement Music School from 4-7pm. This is the first Volunteer Celebration since 2019.

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| No action: | For information only |
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XI. Membership Committee Report

CA provided highlights/lessons learned about June's Tour d'Art event.

- 40 tickets sold, 4 art galleries, DiBrunos catering
- For future planning:
 - Identify liability insurance options
 - Confirm air conditioning of all locations (SSHD's gallery had no AC)
 - Design marketing materials with call to action
 - Ticket pricing: consider tiered with lower price for QVNA members.

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| No action: | For information only |
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XII. Other Business

No other topics were raised.

XIII. Meeting Adjournment

There being no other business, the meeting was adjourned at 9:05 PM
Respectfully submitted by Chris Mullen on September 8th.