

# Pittsburgh Land Bank – Interim Board of Directors

## Meeting Minutes

July 17, 2014, 3:00 p.m., City Council Chambers

Present: Mr. Jerome Jackson; Mr. Lloyd Hedlund; Ms. Barbara Valaw; Mr. Richard Carrington; Ms. Ronell Guy; Mr. Daniel Wood

Next Meeting: July 31, 2014, 3:00 p.m., City Council Chambers

- I. Review Minutes from Last Meeting
  - a. Mr. Jackson asked members to review the minutes from the July 3, 2014 meeting and if they had any comments.
    - i. Ms. Guy asked if the minutes had been changed to reflect that she was not present for the first two votes. Mr. Chintalapalli stated that he made the change to the minutes.
    - ii. There were no further comments or questions.
  - b. Mr. Jackson asked for a motion to approve the meeting minutes.
    - i. Ms. Valaw made the motion, with Mr. Hedlund seconding.
    - ii. Mr. Jackson called for a vote, with the motion passing unanimously.
- II. Board Chair Report Out
  - a. Mr. Jackson stated that Tuesday, July 15, he attended the six-month meeting with the R.K. Mellon Foundation regarding Operation Better Block (OBB). At the end of that meeting, the representatives from R.K. Mellon asked about the Land Bank and stated that they would commit up to \$20,000 for the Land Bank, so long as Interim Board provides a letter stating the use of the funds.
    - i. Ms. Guy and Mr. Jackson discussed whether the Pittsburgh Land Bank is a 501c3. Mr. Jackson, Ms. Valaw, and Ms. Guy had further conversation on the topic. Mr. Jackson clarified that R.K. Mellon was willing to provide the money to the City or OBB to then give to the Land Bank in the event the Land Bank is not a 501c3. Members had further discussion over whether the Land Bank is a 501c3. Mr. Hedlund offered to get the incorporation certificate to see whether the Land Bank is a 501c3.
    - ii. Ms. Guy stated that she has spoken to the R.K Mellon Foundation, the Heinz Endowments, the Pittsburgh Foundation, and the Buhl Foundation.
    - iii. Mr. Jackson asked for members to raise any concerns they have around where the money should be held.
      1. Mr. Carrington raised the question around whether the Interim Board was getting ahead of itself since they had not defined the use of the money yet. Mr. Wood then asked if there was clarification over what the funds would be used for. Mr. Jackson cited the Interim Board's discussion at their last meeting around paying for legal services, a facilitator for the retreat, operations, etc. He stated that \$20,000 was the amount R.K. Mellon could give without going to before its board. Ms. Guy stated that the funds would be used for marketing, legal

services, etc., and anything remaining could be held over for the Initial Board to use.

2. Mr. Carrington then discussed the requirements around transferring an account from the Interim Board to the Initial Board stating that he isn't comfortable with putting another entity in charge of the Land Bank's funds. Ms. Guy asked how the funds would be dispersed through OBB or the City (e.g. admin fee), and raised a point that for now the Interim Board is the Land Bank board and they need to establish their role as the leader of the Land Bank rather than various outside groups. Ms. Valaw and Ms. Guy had further conversation around outside groups, with Ms. Guy stating that PCRG has received \$50,000 to do public engagement around the Land Bank.
- iv. Mr. Hedlund returned to the meeting with the certificate of incorporation for the Pittsburgh Land Bank. Members agreed that the certificate did not state whether the Land Bank is a 501c3. Ms. Guy stated that obtaining 501c3 status would take a couple months, so there would be a need for a fiscal agent in the meantime. She noted other agencies (e.g. the POISE Foundation) to avoid any conflict or appearance of impropriety with having OBB act as fiscal agent, given Mr. Jackson serves as their executive director. Mr. Jackson stated that R.K. Mellon would need to have a comfort level with any fiscal agent, so the foundation could provide a list of potential fiscal agents to the Interim Board.
  - v. Ms. Valaw cited language in the legislation stating the Pittsburgh Land Bank is an entity unto itself and there is not anything in the documents that deems the Land Bank a charitable organization. Ms. Valaw, Mr. Jackson, and Ms. Guy have further discussion around the process of establishing a 501c3. Ms. Valaw stated that she isn't comfortable with the Land Bank's assets in accounts other than its own. Ms. Guy stated that you can act as a nonprofit organization (NPO) without having 501c3 status if you act as an NPO and use a fiscal agent. Ms. Valaw questioned whether the Land Bank would meet 501c3 standards. Ms. Guy and Ms. Valaw had further conversation around the 501c3 status. Ms. Valaw stated this is something they would need to ask of legal counsel. Ms. Guy stated that she wanted to question Ms. Bethany Davidson if she knew about the 501c3 status. Mr. Jackson asked the members if they were okay with Ms. Davidson approaching the table to be questioned.
    1. The members agreed for Ms. Davidson to approach the table to be questioned.
    2. Ms. Guy asked Ms. Davidson if the Pittsburgh Land Bank is a 501c3. Ms. Davidson stated that the Land Bank is not a 501c3 yet and there is not a defined tax status as the articles of incorporation haven't been filed.
  - vi. Mr. Jackson asked the members how they wanted to proceed with R.K. Mellon. Ms. Valaw asked if the Land Bank does not have articles of incorporation then are they in position to accept money. Ms. Guy replied that the Land Bank has an EIN number and is already incorporated. Mr. Jackson stated that since foundations give their monies to 501c3 organizations, the foundations would prefer to use a 501c3 fiduciary for the Land Bank. He continued that there is an understanding among the foundation community of the need for money for the Land Bank so the Interim Board can accomplish its work.

1. Ms. Valaw asked about the status of funds from City Council. Mr. Hedlund stated that the legislation authorizing the funds in question was held for one week for discussion to happen next week.
  2. Ms. Valaw recommended using a 501c3 fiscal agent that does not have representation on the Interim Board. Mr. Wood and Ms. Guy agreed.
  - vii. Ms. Valaw stated that the Interim Board needs to determine if the Land Bank will be a 501c3, NPO, etc.
  - viii. Mr. Jackson and Ms. Guy further discussed the need for funding.
  - ix. Mr. Carrington stated that only real issue is the ethics behind who will manage the money. He specifically cited the administration costs as an example of an outside group benefiting from the process. He also cited his personal experience operating an NPO without 501c3 status.
  - x. Ms. Valaw asked if there would be a possibility for a potential funder to give money directly to the Land Bank since there would be a need for the Interim Board to consult legal counsel before choosing a fiscal agent and there would be need to assess any potential fiscal agents.
    1. Mr. Jackson clarified that the money potentially coming from the City wouldn't come directly to the Land Bank; it would be held by the City and paid directly to legal counsel. Mr. Wood agreed.
    2. Ms. Guy cited the POISE Foundation and the Urban League as potential fiscal agents and mentioned that the Interim Board could obtain free legal counsel. She stated that the lack of structural documents as the main hurdle for the Interim Board towards accepting any money, saying they needed to have clarity around the process before moving forward.
    3. Mr. Jackson stated that he would speak with R.K. Mellon about whom they are comfortable with as a fiscal agent for the Land Bank.
  - b. Mr. Hedlund agreed with Ms. Guy around the need for established processes and structural documents. He said that he hadn't anticipated the Land Bank would obtain funding before, but now that it is apparent they are going to raise funding there is a need for structural documents.
    - i. Mr. Jackson stated that he would add an item for the discussion around structural documents to the next meeting agenda.
    - ii. Mr. Hedlund clarified that Interim Board would merely be drafting the documents and not adopting them.
- III. Treasurer's Report
- a. With Mr. Barron being absent, there was no discussion on this item. Members agreed to move on in the agenda.
- IV. Google Doc Information
- a. With no one present to provide the training, members agreed to move on in the agenda.
  - b. Mr. Wood stated that he has created a Google Doc that members can use for their work on the policies and procedures topics.
- V. Board Retreat
- a. Mr. Jackson stated that Ms. Guy provided him with three names for potential retreat facilitators and he is in process of contacting them. He then requested the other members to provide him with additional names.
    - i. Mr. Hedlund asked for Mr. Jackson to share the names he had thus far. Mr. Jackson replied that Ms. Guy gave him the names and contact information of Dr.

Ron Daniels; Mr. Mark Levin with Regional Housing Legal Services; Ms. Angela Blackwell with PolicyLink; and Ms. Kim Graziani with Center for Community Progress. Mr. Jackson stated that he is also going to contact PACE and Ms. Irene McLaughlin.

- ii. Mr. Jackson said that he would make sure the potential facilitators could meet the dates the Interim Board had agreed to and also provide proposals for the members to review.
  - iii. Ms. Guy clarified that Dr. Daniels and Ms. Blackwell would most likely send staff for any facilitation by their respective organizations.
- b. Ms. Valaw asked if more than one of the facilitators was available, would they have the groups make presentations to the Interim Board. Mr. Jackson and Ms. Guy discussed which of the organizations are in-town and out-of-town. Mr. Jackson said that if there were a few available then the Interim Board would be able to request proposals and possibly presentations of the potential facilitators.

VI. Community Engagement

- a. Ms. Valaw asked for a status update on using the City's land bank website. Mr. Hedlund replied that Mr. Carter was going to reach out to the Department of Innovation and Performance to publish materials on the site so there would be one source of information for the members to circulate. Mr. Jackson said that he would follow up with Mr. Carter.
- b. Ms. Valaw asked about televising the meetings. Members discussed whether the cameras were live during the meeting. Ms. Valaw stated that if the meetings are televised there is still a need to provide public notice they are being broadcast and asked if the meetings are televised then how would that work should future meetings be held at sites in the community. Ms. Guy cited the need to connect the Pittsburgh Land Bank more to the community than city government in order to increase its transparency. Mr. Hedlund cited the fact that there were public attendees at the meeting and stated that televising the meetings would become more difficult in another site.
- c. Mr. Jackson stated that he wants to make sure that members are doing something each week to increase public awareness of the Land Bank, citing that he asked PCRG to notify its member organizations and that he has Operation Better Block showing the meeting dates on its webpage. Ms. Guy asked about members waiting to increase public awareness until members had agreed upon common language. Mr. Jackson stated that he was merely stating the time of the meetings. Ms. Guy cited the importance of members reaching out through various channels to those without computers and televisions.
- d. Mr. Hedlund and Ms. Guy discussed moving Interim Board meetings to neighborhoods with members agreeing to add discussion on this topic to their next agenda.
- e. Mr. Jackson asked for any discussion on creating a uniformed message for the Land Bank.
  - i. Ms. Guy recommended tabling the item until next meeting. Mr. Jackson stated that he would like for one of the members to draft a message for the Interim Board to react to. Mr. Wood asked for clarification around the uniformed message. Ms. Guy recommended using the materials prepared by PCRG to serve as the basis for the message from the Interim Board, citing the importance of a unified message to show consistency to the community. Mr. Hedlund agreed with the importance of a unified message.

- ii. Members had conversation around contacting the City webmaster and what materials to put on the Land Bank webpage. Mr. Hedlund cited the July 3 meeting minutes where Mr. Carter stated he would contact the webmaster. Ms. Valaw stated that members have already agreed to post the agendas and meeting minutes; post the Interim Board meeting times; that the meetings would be televised; work as a group to develop unified language; and that the other materials should be online as soon as possible. Ms. Guy cited the criticism that the process around crafting the legislation wasn't inclusive, so she wants to ensure the Land Bank from now on is inclusive and the Interim Board has the responsibility to make the process as inclusive as possible for all constituents.
- iii. Mr. Jackson stated that next week members would work on the unified language and that language could be used for a press release.
- iv. Mr. Wood stated that he would reach out to the City webmasters.

VII. Policies and Procedures Review and Discussion

a. Ethics Guidelines for Board Members and Staff

- i. Ms. Salinetto was scheduled to research and outline this topic and without her present, members agreed to move on in the agenda.

b. Transfer of City-owned Property into the Land Bank

- i. Ms. Guy stated she has not had the chance to speak with Mr. Carter, Ms. Salinetto, and Mr. Barron, who were also scheduled to research and outline this topic.
- ii. Mr. Jackson asked if it was necessary to add more time between meetings for members to do work on the policies and procedures. Mr. Hedlund asked if members would be interested in meeting every two weeks instead of weekly. Ms. Guy cited the need to establish processes before moving into policies and procedures. She recommended tabling the policies and procedures to give the Interim Board time to work on developing organizational documents, seeing the retreat as a means to start work on the policies and procedures and this would give members time to do research. She cited various potential objectives for the Land Bank as a reason for the Interim Board to determine what it values prior to working on policies and procedures. Mr. Hedlund cited language in the legislation that provides guiding principles for the organization. Ms. Guy stated there is still a need to define the overarching principles and priorities from the categories in the legislation. Mr. Hedlund cited the worksheet prepared by Mr. Jackson as a tool to do that work and he would support members completing the worksheet. Ms. Valaw raised the issue of fiduciary responsibility and whether that is to the city government or the neighborhoods, saying there is the potential for conflict between the city government's needs and the community's needs and goals. Ms. Guy raised the issue of how the Land Bank could work within affordable housing, citing this as an example of the importance for the Interim Board to establish priorities.
  - 1. Mr. Jackson asked if there was a motion with Ms. Guy motioning for there to be a focus on process and overarching principles at the next meeting.
    - a. Mr. Jackson clarified that the motion was for discussion at the next meeting and there is not a need for a motion. Ms. Guy agreed, stating that it should just be a discussion at the next meeting.

- iii. Mr. Jackson asked again whether members wanted to continue with weekly meetings. Ms. Guy stated her preference to meet every two weeks.
  1. Mr. Hedlund motioned to change the meeting schedule to a biweekly meeting schedule, keeping the same day and time (i.e. Thursday at 3:00 p.m.). Ms. Guy seconded the motion.
    - a. Ms. Guy stated the need to make the public aware of the change in meeting schedule.
    - b. Mr. Carrington stated his intention to vote against the motion, as it stands, citing the original intention of having weekly meetings was to keep the Interim Board working. He continued that he does not feel it is appropriate yet for the members to reduce their meetings and asked about longer meeting times. Mr. Jackson suggested going to three hour meetings. Ms. Valaw clarified that the 3:00 p.m. start time was due to the requirements of City Council on the meeting space and recommended the Interim Board meet from 3:00 p.m. to 6:00p.m.
    - c. Mr. Wood stated that he always saw the meetings as a time for the Interim Board members to congregate and discuss the work that was completed between meetings and that he does not see how a longer meeting every other week helps with that. Mr. Hedlund stated that the intention of going biweekly was to provide members with more time to do work between meetings, not for convenience. Mr. Wood stated that he believes that the work on process and principles can be done concurrently with the work on policies and procedures. Ms. Guy agreed with Mr. Wood and Mr. Hedlund, citing the extra time between meetings as having the ability to provide for more work to be done by members with the discussion happening at the meetings.
    - d. Mr. Carrington stated that by going biweekly the work schedule would be pushed into October and potentially longer given the extra tasks discussed by the Interim Board. He reaffirmed his preference for keeping the meetings weekly.
    - e. Mr. Jackson stated his preference for increasing the meeting time if they would be held biweekly because there would still need to be time for discussion on work done between the meetings. Mr. Hedlund agreed.
    - f. Mr. Hedlund amended the motion to increase the meeting time to three hours (i.e. 3:00 p.m. to 6:00 p.m.)
      - i. Mr. Jackson called for a vote on the motion, with the motion passing by a vote of 5-1.
        1. Misses Valaw and Guy and Messrs. Jackson, Hedlund, and Wood voted in favor of the motion.
        2. Mr. Carrington voted against the motion.
  2. Under the motion, members agreed their next meeting would be Thursday, July 31 from 3:00 p.m. to 6:00 p.m. Mr. Jackson said that he

would make the changes to the work schedule for the policies and procedures.

3. Mr. Carrington asked if the presenters for a given policies and procedures topic aren't present for a meeting would there be a way to ensure discussion still happens. Members talked about the ability for Google Docs to allow for information on topics to be available for all members to review.

VIII. New and Other Business

- a. Ms. Guy stated that she had contacted some potential funders, as discussed at the last meeting. While Mr. Jackson would call the R.K. Mellon Foundation, from her conversations the following meetings had been set:
  - i. July 21 at 11:30 a.m. with Ms. Jane Downing of the Pittsburgh Foundation. The meeting would take place at the Pittsburgh Foundation offices.
  - ii. July 22 at noon with Ms. Diana Bucco of the Buhl foundation. The meeting would take place at the offices of the Northside Coalition for Fair Housing.
  - iii. Mr. Hedlund requested that Ms. Guy send the dates, times and locations to the Interim Board members.
  - iv. Ms. Guy also said that she was still waiting to hear from Mr. Rob Stephany with the Heinz Endowments.

IX. Next Meeting

- a. Mr. Jackson reviewed the items raised during this meeting to be added to the agenda for the next meeting as:
  - i. Discussion of structuring documents;
  - ii. Discussion of changing meeting place; and
  - iii. Discussion of process and principles.

X. Adjournment

- a. Mr. Hedlund motioned to adjourn with Ms. Guy seconding the motion.
- b. The meeting adjourned at 4:37 p.m.