

Pittsburgh Land Bank – Interim Board of Directors

Meeting Minutes

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

Present: Mr. Jerome Jackson; Mr. Shawn Carter; Ms. Kim Salinetto; Mr. Lloyd Hedlund; Ms. Barbara Valaw; Mr. Richard Carrington; Mr. Daniel Wood

Next Meeting: July 10, 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 June 26, 2014 meeting and if they had any comments.
 - b. With there being no comments, Mr. Hedlund made a motion to approve the minutes as presented.
 - i. Ms. Valaw seconded the motion.
 - ii. Mr. Jackson called for a vote, with the motion passing unanimously.
- II. Board Chair Report Out
 - a. Mr. Jackson stated that he is waiting on a reply from the City Law Department (i.e. Solicitor) as he wanted to use the language out of the approved minutes for the specific questions. He also has heard nothing from the Solicitor on having a lawyer present at the Interim Board meetings.
 - i. Mr. Carter stated that it may not be appropriate for City Law to provide legal advice due to the fact the Pittsburgh Land Bank is separate entity from the City. He presumed that will be the answer from the Solicitor's office; therefore, there would be a need to have discussion around obtaining outside counsel. Mr. Jackson responded that he would prefer to wait for official word from the Solicitor before pursuing other counsel. Mr. Carrington stated that he would prefer to have a backup plan and it would be in the best interest to pursue a backup plan while waiting on a decision from the Law Department. Mr. Hedlund and Misses Valaw and Salinetto agreed.
 - ii. Ms. Valaw stated that without the Law Department there would be a need to engage outside counsel. She spoke of the limited ability of counsel to work pro bono, noting that Ms. Irene McLaughlin offered to work for July, but she also noted the Interim Board's lack of funding if they were to hire counsel. She spoke further on the differences between pro bono and paid counsel.
 - iii. Mr. Carter stated there could be the potential of having the City issue a request for proposals (RFP) for counsel and to have the City pay for the counsel out of land sale proceeds. He said that the selection of counsel could still be by the Interim Board even though the City would pay for it. Ms. Valaw replied that the body paying for the services is the client. She recommended that the City pays the Land Bank or that foundations pay the Land Bank, and then the Land Bank hire its counsel. Mr. Carter responded that the contract could address that issue so that the interests of the Land Bank would not be superseded. Ms. Valaw restated her position that the Land Bank could pay counsel from funding

provided to the body by the City or foundations. Mr. Carter agreed that it would be better to pay counsel than to have pro bono counsel. Mr. Carrington also agreed on paying counsel, but doing so would raise issues for the Interim Board to consider around the process and timeline of requesting funds from City Council and the vetting process of counsel through an RFP. He stated that given the time likely required to undertake such a process, the Interim Board should consider requesting an extension of their time period to City Council. Mr. Hedlund recommended that the Interim Board use an RFP process to seek counsel, regardless of the funding source. Mr. Jackson agreed. He then stated that in his experience with the City and foundations, their processes could add significant time to the Interim Board's process. Mr. Carter cited instances where City Council has been able to act on shorter time periods around time sensitive issues, however, it would still be important to have the process be well publicized and create a description of criteria in the RFP that is clear. He stated that he sees it as worthwhile to ask Council for the funding, but that the members would need to think of alternatives because City Council or the Mayor could say no. Mr. Wood agreed that the Interim Board should reach out to City Council and then evaluate their options at that time.

- iv. Ms. Valaw reiterates that the Interim Board still hasn't heard back from the Solicitor's office and noted that the Law Department doesn't have the billable hour requirements that private counsel has. She stated that regardless of the response from City Council on funding, the Interim Board needs to determine a process around the solicitation of funds from foundations.
- b. Mr. Carrington posed a question as to who the Interim Board is to use for advice in determining their charge and answering related questions. Mr. Carter cited that due to the severability of the Land Bank from the City, the Solicitor's office would probably not want to liable for decisions of the Land Bank. Mr. Hedlund stated that the City Law Department would also probably not want to set a precedent of providing advice to the Land Bank, likewise City Council wouldn't want to provide funding to the Land Bank.
 - i. Mr. Carter cited the eventual transfer of tax liens from the City to the Land Bank as an instance of the City giving money to the Land Bank (e.g. \$4 million per year). Ms. Valaw clarified that the City is still collecting liens, stating that the collection process is going on regardless.
 - ii. Mr. Carrington and Mr. Jackson had discussion around the support on City Council, but want to ensure the Land Bank is the body paying for the counsel.
- c. Mr. Jackson asks the members if there is a motion on a proposed plan of action should the Solicitor's office decline the Interim Board's request. Ms. Valaw made a motion that if the Law Department declines the request from the Interim Board, then the Land Bank would engage outside counsel through a competitive process and at that time explore fundraising options to pay for the outside counsel. Mr. Wood seconded the motion.
 - i. Mr. Carter stated that he would alter the motion so that both plans would be pursued simultaneously. Ms. Valaw suggested that members work on drafting an RFP and pursuing funding at the same time, with Mr. Carter agreeing. Mr. Carrington asked if the request to City Council would be made to all the members or just the sponsors of the legislation. Mr. Carter replied that the request would need to go to the Council President. Ms. Valaw suggested that members have a conversation with the Council President to see how feasible their request would be.

- ii. Mr. Jackson and Mr. Carter clarified that the motion is amended to allow for simultaneous action. Ms. Valaw recommended that there be a separate motion around fundraising. Mr. Hedlund and Mr. Wood agreed. Mr. Carter and Mr. Jackson had further discussion around amending the motion.
- iii. Ms. Salinetro raised the question around fundraising being needed for things other than counsel. She asked whether the members should make the motion around fundraising larger in scope to allow for a single ask to City Council or the foundations. Mr. Jackson restated that they remove the fundraising language from this motion and present a separate motion on fundraising.
- iv. Ms. Valaw then made a motion, as amended, that while the Law Department decides on the request from the Interim Board, the Land Bank will begin work on developing a competitive process to obtain outside counsel so should the Law Department decline the request the Interim Board would then be able to engage outside counsel through the competitive process.
 - 1. Mr. Wood seconded the amended motion.
 - 2. Mr. Jackson asked for a vote on the amended motion, with it passing unanimously.
- d. Mr. Jackson asked for a separate motion on fundraising. Mr. Carrington made a motion for the Interim Board to look into fundraising and funding to pay for unforeseen costs. Ms. Salinetro seconded the motion.
 - i. Mr. Carrington asked members if they see fundraising and funding as the same. Ms. Valaw and Mr. Carter agreed they are the same.
 - ii. Mr. Carrington stated that this motion would include asking questions to City Council around their intentions in the legislation for the Interim Board to acquire and pay for counsel and other services. He also cited the need to ask other land banks for their advice. Mr. Hedlund agreed, saying that would fall under researching best practices.
 - iii. Ms. Valaw recommended having Interim Board members contact foundations. Mr. Carter stated that a successful request to the foundations would most likely need to come from the Mayor's office. Mr. Jackson disagreed, citing a conversation with R.K. Mellon. He stated that the Interim Board would need to make a proposal around the uses of the funds directly to the foundations.
 - iv. Mr. Carrington asked about the appropriateness of requesting funds before receiving actual estimates for services, using legal proposals as an example. Ms. Salinetro stated that the Interim Board could include an amount in any future RFPs. Mr. Carrington and Ms. Valaw had conversation around the costs for legal services, with Ms. Valaw stating the Interim Board could either have counsel with a max price contract or with a monthly retainer fee.
 - v. Members had discussion around what the Interim Board would need to fund and who would be seeking the funding. They had further conversation on if there was a need to amend the motion or table it until they had selected a Treasurer.
 - vi. Mr. Jackson called for a vote on the motion, with the motion passing unanimously.

III. Board Meeting Procedure

- a. Mr. Jackson stressed the importance of keeping the meetings productive and on task. He asked members if there would be a need to adopt stricter procedures in the event

meetings became unruly. Mr. Carter cited the Interim Board adopting Robert's Rules of Order (RRO) at the last meeting and raised the question around the ability to limit members. Mr. Jackson stated that in RRO there is a provision where each member receives two opportunities to speak per item. Mr. Carter states that under RRO the Chair has the ability to stop unrelated conversation and that RRO outlines a process around debate. Mr. Jackson expressed the desire to have an open discussion during the meetings, but there is a need to balance that with keeping meetings productive. Mr. Carter stated that the Interim Board should follow RRO since they have already adopted them instead of additional procedures. He then raised a question around what happens when there is a complete breakdown in a meeting. Mr. Jackson cited the ability to use procedures in RRO to limit conversation. He continued that his preference is to keep the discussion more open, but if the meetings become unruly then he would enforce RRO more closely. Mr. Carrington recognized the Chair's ability to make that decision. He then referenced the dual roles of many members and asked if the Chair would need to hold individual discussions with members to focus the group. Mr. Jackson stated that he plans to meet with individual members. Mr. Carrington referenced the Chair's power to control unruly behavior in order to enable the Interim Board to get work done.

- b. Mr. Jackson stated his intention to meet with each member individually to discuss ways to keep the meetings productive.
- c. Mr. Carter cited a procedure in RRO that allows for members to remove an unruly member from a particular meeting. Members had discussion over ability to remove a member from a meeting.
- d. Mr. Hedlund stated that the Interim Board has shown the ability during today's meeting to move forward and be productive, and he doesn't see a need to adopt additional measures outside of RRO.
- e. Mr. Jackson restated his intention to meet with each of the members individually.

IV. Executive Committee Appointment

- a. Mr. Jackson asked for discussion on what duties would fall on the Treasurer, with members agreeing for those duties to include:
 - i. Opening a bank account for the Land Bank;
 - ii. Writing checks and paying any bills for the Land Bank;
 - iii. Attending any meetings or discussions with funders or potential funders of the Land Bank; and
 - iv. Providing a Treasurer's report at board meetings.
- b. Mr. Carter recommended waiting until next week to hold a vote on the position, citing a lack of interested parties and the fact that two Interim Board members weren't present.
 - i. Ms Valaw made a motion for the members to wait until their next meeting to vote for a Treasurer. Mr. Carter seconded the motion.
 - ii. Mr. Jackson called for a voted on the motion, with it passing unanimously.

V. Board Retreat

- a. Mr. Jackson requested that members send information around to the other members about their ideas on the structure of the retreat. He stressed the importance of a focused plan for the retreat to help determine who best to act as the facilitator. He also stated the likelihood of the retreat needing to be on a Saturday.
 - i. Mr. Carter recommended using the Citistats Room; having the Mayor's Office or City Council provide food; and Ms. McLaughlin serve as the facilitator given her

background and availability. Mr. Carrington questioned whether having Ms. McLaughlin serve as the facilitator would then preclude the Interim Board from using her in another capacity later in the process and there would be a great potential for conflict of interest. Mr. Carter stated that Mr. Carrington outlined a valid point, but Mr. Carter believes Ms. McLaughlin would notify the Interim Board of any potential for conflict before agreeing to an assignment.

- ii. Mr. Jackson stated that the members need a facilitator with experience in building an organization, not necessarily solely legal expertise. Mr. Carter disagreed, stating the focus for the retreat should be on policies and procedures. Mr. Jackson restated that establishing a goal for the retreat would help inform the choice for a facilitator.
 - iii. Mr. Carter stated that he would want for the retreat to produce a largely completed document on policies and procedures. He continued that the weekly board meetings provide limited time for work with most of the work really needing to happen between meetings with groupings of members that then report back to the full Interim Board. He stated that the Interim Board primarily deals with business items at meetings. Mr. Wood agreed and said the focus of the retreat should be the goals and objectives of the Pittsburgh Land Bank and what are the policies and procedures to get those done.
- b. Mr. Jackson asks members for input on the date and time period for the retreat.
 - i. Mr. Carter recommended that Mr. Jackson distributes a Doodle poll to members via email listing potential days in July and August.
 - ii. Members agreed for 6-8 hour time period for the retreat.
 - iii. Ms. Salinetto cited that the upcoming City Council recess would increase the weekday availability of council staff during August.
 - c. Mr. Jackson stated that he wants to allow for the absent members to add their input to the scope of the retreat and asked for members to hold further discussion until next week's meeting.

VI. Creation of Subcommittee for Policies & Procedures

- a. Mr. Carter recommended that the Executive Committee be the group to form an outline for the policies and procedures. Mr. Carrington questioned this idea since in the legislation the whole Interim Board was tasked with creating the policies and procedures, so would it be appropriate for the officers to form an outline alone. Mr. Carter replied that he has a comfort level with tasking the Executive Committee because they represent a cross section of the Interim Board's membership and the members voted for the officers. Mr. Carrington clarified that rather than forming a new subcommittee, the Interim Board would instead task the Executive Committee, with Mr. Jackson further clarifying that the Executive Committee will include the to-be-elected Treasurer. Mr. Hedlund stated that he supports the idea but that the members should hear from the officers. He also cited the members' ability to contact each other between meetings in order to keep the other members abreast of their work.
 - i. Mr. Jackson stated that he didn't feel it was appropriate for the officers to develop the policies and procedures. Ms. Salinetto asked for clarification on whether the Executive Committee was to draft policies and procedures or just create an outline for the policies and procedures. Mr. Carter questioned whether the work should be done by the officers or delegated by the Interim

Board to other members. Mr. Jackson asked for further clarification on the scope of work in question.

- ii. Ms. Valaw recommended that members rotate the responsibility to divide the work and provide for input of all members.
 - iii. Mr. Carrington stated that he understood the work in question to be creating an outline for the full Interim Board to fill in with the responsibilities then assigned to members based off the outline.
 - iv. Mr. Carter interpreted Ms. Valaw's comments as requiring the Interim Board to develop a work plan. Ms. Salinetto then stated she had broken down the policies and procedures outlined on the first handout Ms. Valaw provided at the last meeting into weekly discussion topics. She continued that such a schedule would allow for members to pull precedents on specific topics during the time between meetings and do some work to inform their discussion and the development of policies and procedures. Mr. Carrington stated that he had envisioned a similar process to what Ms. Salinetto described where the Interim Board members would be able to pull out consistent policies from various land banks and adapt those policies that what is appropriate for Pittsburgh. Mr. Hedlund recommended that the members be assigned to individual topics, with the work still being done between board meetings. Mr. Wood recommended creating a Google Doc to allow all members access to each other's work so they would be able to include additional ideas and feedback.
 - v. Mr. Jackson asked if the Interim Board were to adopt the outline provided by Ms. Salinetto then what would be the purpose of the retreat. Mr. Carter stated that the retreat would give them time to work on the topics not addressed in the outline and those that would still need work. He cited the concerns expressed by Mr. Carrington at the last meeting that the members make sure work still happen in advance of any retreat. Mr. Wood agreed.
 - vi. Mr. Hedlund stated that he likes idea of creating a Google Doc to allow for collaboration and restated his preference to assign members to topics
 - vii. Mr. Jackson asked for clarification if the scope of work would be research and writing policies or just research. Mr. Hedlund and Mr. Wood replied that a simple template could be used to outline the policies and stressed the importance of having something drafted prior to a meeting for the members to react to and build upon.
 - viii. Ms. Salinetto states that some topics may require outside expertise, so those topics could be addressed at a retreat.
- b. Mr. Carrington expressed concern over the completeness of Ms. Salinetto's outline, stating that he would prefer not to adopt the outline at this time to ensure the effectiveness of a retreat. Mr. Hedlund replied that the Interim Board is drafting policies and procedures, not adopting them. He continued that while it is still important to be thorough, the Initial Board will need to ensure the policies and procedures are complete. Mr. Carter stated that he is comfortable with adopting Ms. Salinetto's list as a work schedule. Ms. Salinetto reiterated that she used the handout prepared by Ms. Valaw for last meeting as basis for this list. Mr. Jackson responded that the list would need to include the items on both of the handouts prepared by Ms. Valaw. Ms. Valaw restated that the first handout she prepared outlined the policies and procedures listed in the legislation, with the second handout listing those she saw as policies and procedures the Land Bank would need but that weren't in the legislation. Mr. Jackson

recommended that the Ms. Salinetto's list serve as a starting point, but allow for the addition of items as they arise. He suggested that members review the list and pick those items they want to work on.

- c. Ms. Valaw cited members' previous troubles with accessing Google docs. Mr. Carter and Mr. Jackson agreed. Mr. Carter recommended using technical support.
- d. Mr. Carter then cited the need for a list to establish a schedule and serving as a means to focus the group. He asked who would be assigning the topics. Mr. Jackson stated he prefers to allow the members to choose their own topics. Mr. Hedlund stated that he supports adopting the list, but suggest that the dates on the list be pushed back by one week. Members had discussion around the need for a motion since the Interim Board is already charged with working on the policies and procedures. Mr. Jackson stated that he sees it more as means to set the agenda.
- e. Ms. Valaw suggested having Google doc in-service at next meeting
- f. Members had further discussion around the need for a motion, with Mr. Jackson asking for a motion.
 - i. Mr. Carter made a motion for the adoption of the list provided by Ms. Salinetto as the Interim Board's tentative work plan; with the provision the dates listed were moved back by one week. Mr. Wood seconded the motion.
 - ii. Mr. Jackson called for a vote, with the motion passing unanimously.
 - iii. Mr. Jackson asked Ms. Salinetto to distribute the list and ask members to put their names next to topics they would like to work on.

VII. Community Engagement

- a. Mr. Jackson asked a question around means for the Interim Board to provide public notice of their meetings. Mr. Carter recommended having City Council make announcements at their public meetings; having the City Clerk post meeting notices; and to televise the meetings. Mr. Carrington mentioned using news releases and newspaper advertisements. Mr. Jackson recommended that members send notices to their respective contact lists via email. Mr. Carrington agreed, stating that through the Interim Board members they represent all areas of the City.
 - i. Mr. Jackson asked about Mr. Carter's suggestions involving City Council and the City Clerk. Mr. Carter replied that those requests would have to go through the Council President's office.
- b. Mr. Carter and Mr. Jackson had discussion over the Interim Board's ability to use the City's Land Bank website, with Mr. Carter stating he could ask the City's webmaster to make information available online.
- c. Ms. Valaw asked if City Council Chambers will remain the location of the meetings with the other members agreeing Chambers would remain the location.

VIII. Policies and Procedures Discussion

- a. Members felt the discussion on policies and procedures was dealt with during the discussion of creating a subcommittee for policies and procedures.

IX. New and Other Business

- a. Members had no new or other business to discuss.

X. Next Meeting

- a. Mr. Hedlund asked that the next meeting agenda include the election of a Treasurer for the Interim Board.
- b. Mr. Carrington requested for members to compile a list of all the land banks in the country. Mr. Wood and Mr. Carrington discussed the documents previously made available online for members to review. Ms. Valaw specifically referenced a report on land banks from the Center for Community Progress.
- c. Members agreed the next meeting would be Thursday, July 10, 2014 at 3:00 p.m. in City Council Chambers.

XI. Adjournment

- a. Mr. Jackson called for a motion to adjourn.
 - i. Mr. Hedlund made the motion. Ms. Salinetto seconded the motion.
 - ii. Meeting adjourned at 4:58 p.m.