

# Independence Avenue Community Improvement District

## Board of Directors

### Regular Meeting

#### May 18, 2017

A regular meeting of the Board of Directors of the Independence Avenue Community Improvement District (CID) was held at the IACID office at 2657 Independence Avenue on May 18th, 2017. All of the directors having duly received notice of the time, place and purpose of the meeting and consenting to the transaction of any and all business which may come before the meeting, in accordance with the bylaws of the corporation.

Attendance was as follows:

Directors:

Chairman Bobbi Baker-Hughes: present  
Vice Chair Dr. Elaine Joslyn: present  
Secretary Bill Dana: present  
Treasurer Jon Henderson: present  
Member-At-Large Charlie Passantino: present

A quorum was present.

Also in attendance:

Sergeant at Arms Joe Mika: present  
Chris Kline, Husch Blackwell: present  
Ellen Schwaller Goebel, bookkeeper for the IACID: present

CALL TO ORDER:

Bobbi Baker-Hughes called the meeting to order at 11:05 a.m.

Chris Kline of Husch Blackwell reported that the Agenda was posted 24 hours in advance of this meeting on the IACID website and that a physical copy of the Agenda was posted on front window of the IACID office, visible to the public, again 24 hours in advance. Due to a clerical error at Husch Blackwell, the Agenda was not posted at their office until May 18th, 2017. He reported that the posting both online and at the IACID office fulfilled all legal requirements for posting.

APPROVAL OF MINUTES

The minutes of the March 27th, 2017 meeting were reviewed.

**Bobbi Baker-Hughes called for a motion on the minutes. Upon a motion by Mr. Henderson, seconded by Dr. Joslyn, the minutes were approved with corrections by a vote of 4 Aye, 0 Nay. Ms. Baker Hughes did not vote.**

## FINANCIAL REPORTS

Treasurer Jon Henderson presented the following reports:

- Balance Sheet as of April 30, 2017
- Profit and Loss Year to Date as of April 30, 2017

**Bobbi Baker-Hughes called for a motion on the financial reports. Upon a motion by Mr. Passantino, seconded by Mr. Dana, the financial reports were approved with no corrections by a vote of 4 Aye, 0 Nay. Ms. Baker Hughes did not vote.**

## ACTION ITEMS/RESOLUTIONS

There were no action items or resolutions.

## OLD BUSINESS

Bobbi Baker-Hughes reviewed the recommendations from the City of Kansas City audit. In response to each item, she noted as follows:

Items 1 & 2: *The IACID Board should engage a qualified certified public accountant (CPA) knowledgeable in the principles of government accounting and auditing to conduct an annual financial audit, review all prior payments and reimbursements for adequate documentation and compliance with contracts, and identify improper payments for which the IACID should seek recovery AND The IACID Board should engage a qualified professional knowledgeable in internal controls and separate from the CPA engaged to conduct the annual financial audit to recommend improvements to the IACID's internal control structure and processes for board adoption.*

The City Treasurer's office recommended S. Conner as a potential auditor; S. Conner is interested in conducting the review of processes and will provide the names of several other firms to conduct the audit in the immediate future. Bobbi Baker-Hughes expects to contract with both the auditors and the review of financial processes before the end of May.

Items 3 & 4: *The IACID Board should ensure board minutes reflect all resolutions and actions taken by the board, including a record of the board members' votes AND The IACID Board should identify the individual members of the board, record the members present and not present in the board meeting minutes, and only accept motions, seconds to motions, and votes from board members.*

These have been addressed in the template created for Board Meeting Minutes.

Item 5: *The IACID Board should ensure IACID officers, agents, and employees follow the IACID's bylaws by providing a written disclosure of the nature and extent of their interest related to IACID contracts or other services.*

Bobbi Baker-Hughes supplied a tentative Conflict of Interest Resolution to the Board for review, which will be discussed and voted on during the next Regular Board Meeting, and a sample of a Related Party Questionnaire for review, to be discussed at the next Regular Board Meeting.

Item 6: *The IACID Board should ensure the district manager complies with resolution 2015-05 by clearly recusing herself from all matters related to the managing agency.*

The Board Meeting Minutes Template contains an ongoing reminder to document all necessary recusals.

Item 7: *The IACID Board should submit to the city a slate of successor directors for appointment as directors' terms expire.*

The IACID has passed a Resolution as requested, and Chris Kline of Husch-Blackwell has sent our current slate to the City of Kansas City for approval.

Item 8: *The IACID Board should revise its bylaws to be consistent with RSMo. Section 67.1471.3 and approve its annual budget no later than 30 days before the first day of a fiscal year.*

Chris Kline advised that Husch-Blackwell will prepare such a Resolution to be discussed and voted on at the next Board Meeting.

Items 9: *The IACID Board should establish a regular meeting schedule, post it on the IACID website, and post changes to upcoming meetings as changes are known.*

The IACID is preparing a permanent notice of our meeting schedule on the website, and will post changes as necessary.

Item 10: *The IACID Board should ensure information posted on the IACID website is accurate and complete, and add IACID reports including, but not limited to annual reports and budgets, to the website.*

The IACID will be posting annual reports and budgets shortly.

#### NEW BUSINESS

Bobbie Baker-Hughes reported on the installation of five new security cameras on Independence Avenue, which was completed May 17th, 2017. She will be meeting with the KC Police Department this afternoon to make a public announcement about the cameras, and the Police Department will issue a press release thanking the IACID.

#### ADJOURNMENT

**Bobbie Baker-Hughes called for a motion on adjournment. Upon a motion by Mr. Passantino, seconded by Mr. Henderson, the meeting was adjourned by a vote of 4 Aye, 0 Nay. Ms. Baker Hughes did not vote.**

William M. Dana, Jr.  
Secretary for the Independence Avenue Community Improvement District