

**LAKEFRONT MANAGEMENT AUTHORITY
BOARD TRAINING MEETING AGENDA
TUESDAY, May 23, 2023 - 5:30 P.M.**

**New Orleans Lakefront Airport
Terminal Conference Center
6001 Stars and Stripes Blvd.,
New Orleans, LA, 70126**

Present: Commissioner Anthony Richard
Commissioner Stan Brien
Commissioner Robert Drouant
Commissioner Brian Egana
Commissioner Adonis Exposé
Commissioner Wilma Heaton (Arrived at 6:20 PM)
Commissioner Dawn Hebert
Commissioner Jennifer Herbert
Commissioner Renee Lapeyrolerie
Commissioner Carlos Williams

Absent: Commissioner Esmond Carr
Commissioner Howard Rodgers, III
Commissioner Monika Gerhart
Commissioner Sandra Thomas
Commissioner Michelle White

Staff

Present: Louis Capo, LMA Executive Director
Vanessa McKee, Assistant to the ED, Board Secretary
Mike Sciavicco, LMA Harbormaster
Adam Gulino, LMA Director of Engineering and Operations
Bruce Martin – LMA Director of Aviation

Public: Ashley Haspel
Christel Slaughter, Ph.D.; SSA Consultants and Presenter
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The Full Board of the Lakefront Management Authority met on Tuesday, May 23, 2023, at 5:30 PM for a Board Training Meeting at 6001 Stars and Stripes Blvd., New Orleans, LA 70126.

I. Call to Order

Chair Egana called the meeting to order at 5:52 PM

II. Pledge of Allegiance

Commissioner Hebert led in the Pledge of Allegiance.

III. Roll Call

Mr. Capo called the roll. With (9) members present, a quorum was

established.

IV. Opening Comments

Chair Richard thanked everyone for their attendance and announced that he has been working with Commissioner Egana who will be taking the lead in this evening's training exercise.

Commissioner Egana talked about the mission and vision of the LMA and how each appointed commissioner has a talent that could contribute to the success of the agency by working together to achieve our goals in light of some differences we may have.

He welcomed Dr. Slaughter and the experience she will share with the commissioners this evening. He also shared that as our first training, it would be limited to (2) hours. He looked forward to this being the first of more to come. He thanked Chair Richard for trusting him to lead the training

V. Motion to Adopt Agenda

A motion was offered by Commissioner Hebert; seconded by Commissioner Drouant. All were in favor. The motion passed.

VI. Public Comments – Limited to (2) Minutes

Ashley Haspel commented that she commended the board for engaging in professional development. She also commented on missing minutes on the website.

VII. New Business

- 1. Effective Board Governance presented by Christel C. Slaughter Ph.D. of SSA Consultants.**

Chair Egana introduced Dr. Slaughter who discussed the following presentation slides with the commissioners.



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Enabling Legislation



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LMA Enabling Legislation

Revised Statute
Title 30 - Public Contracts, Works and Improvements
§30-12.1. Lalefront Management Authority creation, composition, powers, duties, functions
Chambers Act, 1997, Stat. § 30-12.1 (2023)
§30-12.1 - Lalefront Management Authority creation, composition, powers, duties, functions
 A. The Lalefront Management Authority, hereafter referred to as the "Authority", is hereby created as a political subdivision possessing full corporate power to manage, control, regulate, operate, and maintain any non-fixed protection facility or improvement asset or function within a levee district.



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Lalefront Management Authority - NFRAMA

The NFRAMA is a political subdivision and public board created by the Louisiana Legislature and it must comply with Louisiana Open Meetings Law, La.R.S. 49:151, et seq.

The Executive Administration upon completion of public meetings and review of recommendations for these meetings. Hearing agendas must be available, and formal meeting minutes must be provided for all Board and Committee meetings. In the writing of this plan, the Authority shall use best meeting a month and use its meeting committees with monthly meetings.



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LMA Committees

The standing committees are Airport, Finance, Marine, Commercial Real Estate, Legal and Recreation and Subdivision. In addition, ad hoc committees such as Human Resources, Insurance, and HR hold public meetings on an as needed basis.

Executive Administration has a responsibility to lead these meetings in a manner sensitive to the public and in accordance with the Louisiana Open Meetings Law and additionally must respond to the public as requested when requests are made for public information.



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2011 Louisiana Laws
Revised Statute
Title 30 - Public Contracts, Works and Improvements
§30-12.12 - Ownership and management of non-fixed protection facilities and activities
§30-12.12. Ownership and management of non-fixed protection facilities and activities



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§30-12.12. Ownership and management of non-fixed protection facilities and activities
 A. Any facility or improvement within a levee district within the territorial jurisdiction of an authority which facility or improvement is not directly related to providing adequate drainage, flood control, or water resource development pertaining to levee district, floodway protection, or saltwater intrusion, that is owned or operated by a board of commissioners of the levee district, including all such rights-of-way, structures, and improvements situated therein, or controlled therein, for such systems, shall be managed and controlled by the non-fixed protection facility management authority. For no other reason shall the "authority" without the necessity of any other act or instrument, created for the purposes of this section only, the authority shall be the successor to the board and the board of commissioners of such levee district. The state through the division of administration shall continue the routine maintenance of all such non-fixed properties or facilities until the authority receives responsibility for such maintenance.



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(B)(7) The authority may enter into contracts, agreements, or cooperative endeavors of any nature with a state agency, political subdivision, or other legal entity or person, or any combination thereof, for the operation and maintenance of any facility or improvement, which a manager or controls pursuant to Subsection A of this section.

(2) The authority may sell, lease, or otherwise transfer any such property and perform any and all things necessary to carry out the objects of this section, provided that any such sale or transfer shall be for full and adequate consideration, and any proceeds therefrom be paid within thirty days following the sale or transfer to a trust or other person of the proceeds to the Authority and twenty percent of the proceeds to the members of the class established in the matter of "Hague and Clark, Writing and Printing, Co., Ltd. et al. vs. Board of Levee Commissioners" District No. 17-817 of the Twenty-Fifth Judicial District Court for the Parish of Plaquemine, to satisfy the outstanding debt of the Orleans Levee District pursuant to the judgment dated December 11, 2000, and the settlement agreement heretofore referred to. If the authority determines that the sale, lease, or transfer of such property is appropriate, it shall first offer the property to political subdivisions for the lands to which the property is located and state agencies conducting operations in that parish, other than levee districts, political subdivisions, or agencies responsible for flood control. If any such public entity is interested in acquiring the property, the authority shall evaluate proposals, submitted by those entities, if no such proposal is received, or if such proposals are not determined to be in the best interest of the authority, the property may be offered for sale or lease as otherwise provided by law.

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C. The authority shall be composed of the following members who shall be subject to the same qualifications as the elected official shall be appointed to serve as a member of the authority:

(1) One member appointed by the Southeast Louisiana Flood Protection Authority East.

(2) One member appointed by the state senator representing Senate District No. 8 and Senate District No. 9, and by the state representative representing House District No. 41, House District No. 56, House District No. 68 and the member appointed by the Congressional Representative representing Congressional District No. 2. At least one member appointed shall be a lawyer, at least one member shall be a certified public accountant, and at least one member shall be a notary.

(3) One member appointed by the Mayor of the City of New Orleans.

(4) One member appointed by each New Orleans city council member in whose district a levee flood area is located.

(5) Two members appointed jointly by the presidents of the Louisiana Lake Water, Lake Terrestre and Lake Oaks property owners associations.

(6) One member appointed by the secretary of the Department of Transportation and Development.

(7) One member appointed by the Lake Pontchartrain Basin Foundation.

(8) One member appointed by the board for the New Orleans City Park.

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(d)(1) Members of the authority shall serve a term of four years. Any vacancy occurring on the authority shall be filled in the same manner as the original appointment for the unexpired portion of the position vacated.

(2) A majority of the members of the authority shall constitute a quorum for the transaction of official business and all official actions of the authority shall require an affirmative vote by a majority of the members present and voting at a meeting.

(3) Members of the authority shall not receive any compensation for serving on the board but each member shall receive not more than fifty dollars per day for attendance at meetings of the authority or its subcommittees. In addition, members may be reimbursed for mileage expenses incurred while in the performance of their official duties at the rate established by the division of administration for travel by state officials.

(4) Members of the authority shall file annual financial disclosure statements pursuant to R.S. 42:1124.2.1.

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D. The authority may otherwise provide for the implementation of this Section by the adoption of rules and regulations pursuant to the Administrative Procedure Act. The authority shall not be subject to the rules and regulations of the Department of Transportation and Development.

E. No action taken pursuant to this Section or to any provision of this Part shall do any of the following:

(1) Impair the obligation of outstanding bonded indebtedness or of any other contract of any levee district.

(2) Impair the ability of any levee district to satisfy any outstanding judgment, any legal action, or claim pending against the district on the effective date of this Section.

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F. The authority shall elect from its members a chairman and a secretary and shall select a vice-chairman to serve in the absence of the chairman. The authority may employ an executive director and such personnel as may be necessary to implement the provisions of this Section.

G. The authority shall be responsible for the development and implementation of a management plan to best utilize the assets under its jurisdiction and maximize the benefits, attributes, and revenue potential of such assets. Such plan shall include parameters for the interactions between the authority and other political subdivisions in the geographical areas of the assets under the jurisdiction of the authority and shall detail a procedure and process for the operation, maintenance, sale, lease, or transfer of any facility or improvement managed or controlled by the authority.

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Louisiana's
Open Meetings Law
(R.S. 42:11 – R.S. 42:20)

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Louisiana's Open Meetings Law Purpose

- The Open Meetings Law is meant to ensure that decisions by the government are made in an open forum. The Open Meetings Law operates in conjunction with Louisiana's Public Records Law to ensure compliance with Article XI, Section 8 of the Louisiana Constitution's mandate that "no person shall be denied the right to observe the deliberations of public bodies and examine public documents, except in cases established by law."

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Louisiana's Open Meetings Law General Application

- Louisiana's Open Meetings Law applies to the meetings of any "public body" unless an express provision in R.S. 42:13, R.S. 42:17, or R.S. 42:18 allows the meeting to be closed.
- The law also applies to any official committee of the public body that has been delegated any of these functions by the public body, or any official committee or gathering of the body that consists of a quorum of the body.
- The Open Meetings Law does not apply to closed meetings or social gatherings of members of a public body at which there is no vote or other action taken, including formal or informal polling of the members.

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Louisiana's Open Meetings Law Quorum Issues

- The default definition of a quorum is a simple majority of the total membership of a public body. Absent a statutorily defined quorum for the body, the body's quorum must be a simple majority.
- Vacant positions must be counted in determining a quorum and will not reduce the number of members required to be present to conduct business.
- No official action may be undertaken by the body in the absence of a quorum of the body.

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Louisiana's Open Meetings Law
Quorum Issues cont...

- For purposes of the **Open Meetings Law**, a "walking quorum" is a meeting of a public body in which some members leave the meeting and different members enter the meeting, precluding the physical presence of an actual quorum, but resulting in an actual quorum over the course of the discussion.
- A walking quorum can also occur via email or other electronic means where there are conversations with a quorum of the public body through multiple smaller conversations of less than a quorum.

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Louisiana's Open Meetings Law
Meeting Notice

- All public bodies, except the legislature and its committees, shall give written public notice of any meeting.
- If the meeting is a regular meeting established by law, resolution, or ordinance, the written public notice must be given (1) at the beginning of each calendar year and (2) no later than twenty-four (24) hours, exclusive of Saturdays, Sundays, and legal holidays, before any regular special or re-scheduled meeting.

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Louisiana's Open Meetings Law
Meeting Notice cont...

- A copy of the notice must be placed at the place of the meeting or at the official office of the body or published in the official journal of the public body no less than twenty-four hours, exclusive of Saturdays, Sundays, and legal holidays, before the scheduled time of the meeting.
- If the public body has a website, it shall post notice of its meetings via the internet on the website for no less than twenty-four hours, exclusive of Saturdays, Sundays, and legal holidays, immediately preceding the meeting.

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Louisiana's Open Meetings Law
Meeting Agendas

- The required written public notice for any individual meeting requires that an agenda be attached. Each item listed on the agenda shall be listed separately and described with reasonable specificity.
- The agenda shall not be changed less than 24 hours, exclusive of Saturdays, Sundays, and legal holidays, prior to the scheduled time of the meeting.

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Louisiana's Open Meetings Law
Meeting Agendas cont...

- To add items to an agenda at the meeting itself, the Open Meetings Law requires unanimous approval of the members present to add an item to the agenda.
- Any motion for a vote to add an item to the agenda shall include with reasonable specificity the subject matter of the additional agenda item and the purpose for adding the item to the agenda.
- Unless required by ordinance, charter provision or adopted policy to the contrary, public entities may remove, table, or withdraw agenda items by a majority vote of those members present.

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Louisiana's Open Meetings Law
Agenda Items and Voting

- Before the public body may take any action on an item, the presiding officer or designee shall read aloud the description of the item.
- Members must vote viva voce. This requirement has been determined to require the physical presence of the member and prohibits submission of votes in writing by absent members, or through vote via telephone. Further, members are not allowed proxies unless specifically afforded this right by specific statute and may not undertake voting by secret ballot.
- The viva voce requirement also precludes voting by a show of hands alone.

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**Louisiana's Open Meetings Law
Public Participation**

- The legal purpose of open meetings is to allow individuals to observe and participate in the deliberations of public bodies.
- Public bodies must provide an opportunity for public comment prior to action on the agenda item upon which a vote is to be taken. The governing body may adopt reasonable rules and restrictions regarding the comment period.
- A similar obligation is imposed for school boards, except that public comment must occur prior to taking any vote and must occur before each topic and not at the beginning of the meeting.

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**Louisiana's Open Meetings Law
Valid Reasons for "Closed" Executive Sessions**

- Decision of character, professional competence, or physical or mental health of a person
- Strategy sessions or negotiations with respect to collective bargaining, prospective litigation after formal written demand, or litigation when an open meeting would have a detrimental effect on the bargaining or litigating position of the public body
- Decision regarding the report, development, or course of action for security personnel, plans, or devices, including discussions concerning cybersecurity plans, financial security procedures, and assessment and implementation of any such plans or procedures

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**Louisiana's Open Meetings Law
Valid Reasons for "Closed" Executive Sessions
cont...**

- Investigative proceedings regarding allegations of misconduct
- Cases of extraordinary emergency, limited to natural disaster, threat of epidemic, civil disturbances, suppression of insurrections, the repelling of invasions, or other matters of similar magnitude
- Discussions between a city or parish school board and individual students or the parents or tutors of these students, or both

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Louisiana's Open Meetings Law
Going into Executive Session

- For a public body to enter into an executive session, a vote of 2/3 of members present at an open meeting, for which proper notice was given, is necessary.
- If a public body wishes to take up an item for which executive session is authorized but which was not published on the agenda, the public body must first have a unanimous vote to add the item to the agenda. Then the public body must have a 2/3 vote to go into executive session on that item.

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Louisiana's Open Meetings Law
While in Executive Session

- A public body may not go into executive session for any reason that is not a specifically authorized exception. The executive session must be strictly and solely for that exception.
- General matters or matters tangential to the specifically authorized exception may not be discussed in executive session.
- Additionally, no votes may take place in executive session.

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Consequential Questions

- Does our board understand the elements of the duty of care, the duty of loyalty, and the duty of obedience?
- Does our board understand how our fiduciary duties relate to our responsibilities in carrying out our functions? How does our board discuss these matters?
- Does our board have a robust conflict of interest policy that also addresses duties of loyalty? What does the board do when a conflict is identified?
- What internal controls are applied to prevent legal violations such as fraud, theft of intellectual property, embezzlement, and employment discrimination? Are they effective?

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Conduct Yourself with Incredible Integrity

- Act in the institution's best interests, putting it ahead of your personal preferences and political allegiances. Regardless of how you were selected, as a board member you do not "represent" a particular group of constituents.
- Presumptively disclose conflicts—actual and perceived—and duties of interest. As a member of the board, act on the side of disclosing more—rather than less—information and then step aside from voting and, sometimes, discussions.
- Uphold the highest ethical standards. Model the values, ethics, and morals that the board expects of the administration and staff.



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Respect the Difference Between the Board's Role and the

- The principle supports the fundamental function of understanding governance by defining how boards and CEOs/administrators should work collaboratively toward a common vision. In order to achieve shared governance, you must:
 - Be humble and respect your partners in governance and leadership. Use your position to better understand others' perspectives and take them into account.
 - Provide advice and counsel, but leave operational decisions to the administration. Serve as a thought partner, sounding board, and problem solver by sharing your relevant expertise and experience.



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Think Independently and Act Collectively

- Think for yourself, reach your own conclusions, and share your perspective productively.
- Speak up on important issues, even if they are uncomfortable or unpopular. The board and organization lose out—or may even be put at risk—when directors remain silent.
- Express your concerns diplomatically to the appropriate person(s) at an appropriate time. Be intentional about what you communicate, how, when, where, and to whom.



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Duty of Care


- The obligation to provide the level of care that an ordinarily prudent person would exercise in a similar position and under similar circumstances.
- Being interested in, and informed about, the organization's mission, goals, and plans.
- Preparation before board and committee meetings (e.g., reviewing agenda, reports, etc.).
- Active participation in meetings.
- Remaining alert to potential concerns and problems.
- Adding for more information (e.g., from management, accountants, attorney, etc.) before making decisions.
- Investigating irregularities and/or violations in governance of the organization.



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Duty of Loyalty


- The duty of loyalty revolves primarily around board members' financial self-interest and the potential conflict this can create. When a board member is making decisions affecting the organization, the organization must have their undivided allegiance.
- This means not only in decision-making on behalf of the organization, but also that a board member may never use information obtained as a member for personal gain. Rather, they must act in the best interest of the organization.
- Every board member's compliance with the organization's policy surrounding conflicts of interest starts with full disclosure of any potential conflicts, to avoid the appearance of impropriety.
- When a conflict of interest does arise, the affected director has an obligation to recuse himself or herself from participating in the discussion and/or decision.



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Duty of Obedience

- The duty of obedience is about respecting the limits of the board's power and using that power to help the organization fulfill its mission — while also respecting and obeying the law. The flip side of this is that board members must not act inconsistently with the organization's mission.
- In other words, directors have a duty to make decisions that serve the purpose of upholding and perpetuating the organization's mission-guiding decision-making to help keep the company on course toward its stated objectives.
- Board members need to be ready to question initiatives, investments, or other plans that could degrade or derail the mission.





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What is a Fiduciary?

The term "fiduciary" has its origins in the Latin, *fiduciaris*, denoting the importance of trust and confidence in the fiduciary relationship.

In short, a fiduciary is a person who acts on behalf of someone or something else, whether an individual, a citizen, or a tax payer, for example.



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Characteristics of Great Boards





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1. Understand Their Role and Responsibilities...

...and have board members who are clear about their role and their responsibilities to the organization. They know they are there as directors, rather than an executive team, and are committed to fulfilling their legal duties.

There is a clear understanding of the authority that lies with the board, and what has been delegated to board committees or staff.



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2. Lead Strategically and Support the Executive Director

The most important task for a board is to choose the organization's Executive Director. Having the right person in this key role is vital for organizational success.

They know the difference between strategy and operations and stay much more in the strategic realm. That's not to say they don't oversee performance. However, great boards really focus on strategy and policy areas, and are confident that the staff have the skills, aptitudes and delegated authority needed to ensure operations run smoothly.



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3. Commit to Ongoing Learning

There is no doubt that the best boards are those that are committed to ongoing development of their own members, both as individuals and as a team.

Mandatory annual training and documents to be familiar with include the Bylaws, Emergency Operations Manual, Employee Handbook, and annual budgets.



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4. Get the Right Information at Board Meetings

Great boards know what information they need to make decisions, and insist on getting it in the right format, and at the right time.

They ensure that the senior management team develops a robust reporting framework, and make sure information presented is accurate, complete, focused and understandable.



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5. Work as a Team

They have a clear sense of shared purpose, even when they have healthy disagreements about the best course of action.

Knowing that fellow board members have the best interests of the organization at heart leads to a culture of respect and team spirit among board members.



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6. Understand the Open Meetings Law and Proper Conduct Before and During Public Meetings

The board's conduct sets the tone for the rest of the agency. Great boards understand what can be considered a "walking quorum" and the problems with "polling" the board.

They understand the need for processes and protocols for meeting preparation including compliance with public notification laws requiring timely and postings in certain places, recommending agenda items, and communications with senior staff regarding questions about agenda items.

LA Open Meetings Law
[http://legis.la.gov/legis/ncf/ncf.nsf/\(openmeetinglaw\)/openmeetinglaw.pdf](http://legis.la.gov/legis/ncf/ncf.nsf/(openmeetinglaw)/openmeetinglaw.pdf)



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7. Understand Public Records Laws

Great boards understand the concept of allowing the public "unfiltered access" to public documents - this can include emails, texts, etc.

And the importance of properly using and regularly checking FRB email.

LA Open Meetings Law
[http://legis.la.gov/legis/ncf/ncf.nsf/\(openmeetinglaw\)/openmeetinglaw.pdf](http://legis.la.gov/legis/ncf/ncf.nsf/(openmeetinglaw)/openmeetinglaw.pdf)



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8. Understand the Public Bid Law...

...and the importance of following proper RFP/RFQ protocols.

They always follow the stricter law to ensure a competitive process and successful reimbursement when considering procurement after a disaster.



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9. Understands the Louisiana State Civil Service System's Relationship with the LMA

What can and cannot be done from a legal and ethical standpoint with regard to merit system employees.



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A good Board of Directors team is one where ideas are flowing freely - and where each idea is met with an initial welcome, an intellectual challenge, an expression of gratitude, a rigorous scrutiny and a readiness for action.

Ayn Rand



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Role of the Executive Director

- Representing the organization in negotiations and public events
- Maintaining regulatory license
- Hiring, directing, educating, evaluating, and disciplining staff
- Preparing the annual budget and managing finances
- Overseeing staff and programs
- Planning operations consistent with board's long-term plan
- Reporting to board on programs and operations
- Staying abreast of new developments and keeping the board up-to-date
- Remaining current on appropriate management operations
- Monitoring compliance with federal, state, and local laws/program rules

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Seems Pretty Simple, Right?

The slippery slope of complacency...



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Deadly Sin No. 1
Over-Reliance on Treasurer or Finance Committee



- Understand your financial statement
- Ask questions when you don't understand
- Ask for a one-on-one session if needed
- No question is "too dumb"
- REMEMBER you are accountable to the taxpayers



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Deadly Sin No. 2
Conflicts of Interest

Purchasing	Hiring
Purchasing goods or services from companies/sole profits owned or controlled by board members	Hiring family members

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Deadly Sin No. 3
Allowing One Board Member to Dominate



- This is a **board** problem - don't expect staff to handle!
- Should fall to the board chair
- If they are destructive, they should be added to step down

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Deadly Sin No. 4
Confusing Governance with Micromanagement



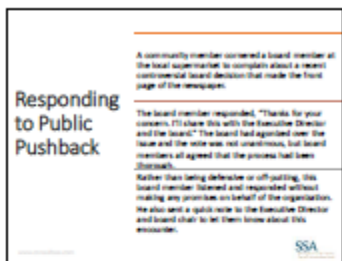
When board members cross the line and direct other staff or programs, they must remember...

Believe: power is stronger than position power!
or...

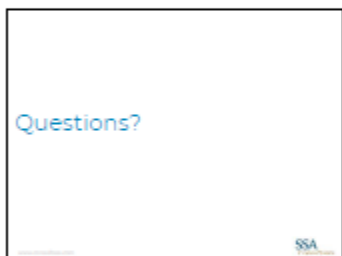
It's not what you know, it's who you know.

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Chair Richard thanked Commissioner Egana for taking the lead. He also thanked the commissioners and staff for their attendance which shows their commitment. He said the board members complement one another with their different backgrounds and expertise. He said that although a lot of information was covered, he hoped that the one thing everyone gets out of the training is teamwork.

Commissioner Egana also thanked Dr. Slaughter for her thought-provoking information. He shared his thoughts that he viewed this training as a reset for the board members to learn to work together to better represent ourselves, the agency, and its constituents.

Commissioner Egana called for an adjournment.

A motion was offered by Commissioner Williams; seconded by Commissioner Heaton.

VIII. Announcement of the next Regular Board Meeting

- **Thursday, May 25, 2023, at 5:30 PM**

IX. Adjourn at 7:58 PM

In accordance with the Americans with Disabilities Act, please contact Vanessa McKee at (504) 355-5990 to advise if special assistance is needed and the type of assistance requested.

Public Notice Posted: Monday, May 22, 2023, at 4:00 PM