

**LAKEFRONT MANAGEMENT AUTHORITY
BYLAWS COMMITTEE MINUTES
TUESDAY, March 28, 2024 – 4:30 P.M
6001 Stars and Stripes Blvd.
New Orleans, LA 70126**

PRESENT: Commissioner Jennifer Herbert –Chair
Commissioner Robert Drouant
Commissioner Philip Clinton

ABSENT: Commissioner Stanley Cohn – Vice Chair
Commissioner Howard Rodgers

STAFF: Louis Capo – Executive Director
Vanessa McKee – Assistant to the Executive Director
Shalanda Goffner-Adams – LMA Admin. Coordinator

ALSO

PRESENT: Commissioner A. Richard (arrived at 4:53 pm)
Commissioner E. Carr (arrived at 4:50 pm)
Commissioner B. Egana (arrived at 4:50 pm)
Julian Holloway – South Shore Harbor Resident
L. Brook - South Shore Harbor
R. Wirstrom – South Shore Harbor Resident
Joe Vail – South Shore Harbor Resident
Russ F. Raucher – South Shore Harbor Resident
Kelli Chandler – SELFPA
Michael Brendale – EBLPD Capt.
Thomas Harrington – EBLPD Chief
Ryan Fester – FPA Engineer
Mike Gillen – SSH Resident

The Bylaws Committee Meeting of the Lakefront Management Authority was held on Thursday, March 28, 2024, at 4:31 PM, at the Lakefront Airport Terminal Building, 2nd Floor Conference Center, 6001 Stars, and Stripes Blvd., New Orleans, Louisiana 70126, after due legal notice of the meeting was sent to each Board member and the news media and posted.

- I. **Called to Order at 4:31 PM.**
- II. **Pledge of Allegiance led by Chair Herbert**
- III. **Roll Called by Mr. Capo. (3) members were present for a quorum.**
- IV. **Opening Comments – Chair Jennifer Herbert**

Chair Herbert said the committee was formed to address issues and to establish the board's fiduciary duties as part of the statute. The legal staff suggested the revisions that we will look through today.

- V. **Motion to Adopt Agenda**
A motion was offered by Commissioner Clinton and seconded by Commissioner Drouant.

Hearing no questions or comments, Chair Herbert called for a vote. All were in favor. The motion passed.

- VI. **New Business**
 1. **Motion to recommend approval of Amended and Restated By-Laws for the Lakefront Management Authority.**

Commissioner Clinton asked if the charge of this committee is limited to discussing fiduciary duties only; or could we also look at other provisions of the bylaws as well.

Chair Herbert and Mr. Metzger said that you are allowed to make recommendations for revision on any subject.

Chair Richard present at 4:53 PM

The committee and staff discussed the following revisions:

- General formatting
- **Mr. Dye** talked about the duties of authority members as defined in the bylaws referred to as commissioners. The statute that created SELFPA has a provision that created a fiduciary obligation for its commissioners on the FPA. There were no correlating provisions for authority members or commissioners in the statute when the LMA

was created. He informed the committee that the best way to better recognize the fiduciary obligations that the commissioners owe to the LMA, which exist in the law, would be to create this provision in the bylaws.

Mr. Dye said that the starting point for the first draft of the provision came from the statute that created SELFPA, Title 9, and a supreme court case that discusses fiduciary language.

- He addressed the question of recourse for violations of fiduciary duties to be incorporated within the provision:
 - The Board of Ethics would address financial matters
 - Robert's Rules of Order contains a disciplinary proceeding that could involve censorship, or other measures being taken

Commissioner Clinton asked if Robert's Rules of Order addressed removal provisions.

Mr. Metzger informed the committee that Chapter 15 of Robert's Rules of Order exclusively discusses censorship, expelling, suspension, and removal which is the same as expelling. The statute would outweigh Robert's Rules of Order, as it does not give the board the right to vote to expel/remove a member.

Mr. Capo questioned if the phrase "appearance of impropriety".

Mr. Metzger defined "impropriety" as loyalty, free from undue influence

Mr. Dye explained that the "undue influence" language originated from the Flood side; the "appearance of impropriety" language originated from case law and language used by the Bar Association. Conflict of interest is embedded with loyalty.

Mr. Metzger informed the committee that they did not have to take action today. They could defer the motion to review the revisions to be approved at the next committee meeting.

Commissioner Drouant agreed with the suggestion to defer the

motion.

Mr. Dye recommended that the committee send the revisions within a timeframe that would allow the full board in advance of the next meeting to create a process and to allow time for feedback.

Commissioner Clinton asked if it was mandatory to come back to the committee in April. He felt that the committee would need more time to review and revise the bylaws.

Mr. Metzger replied he knew of none.

Mr. Dye explained that he added a line for the version and revised date to be able to identify the latest version of the bylaws.

Mr. Metzger added that the meeting notice is currently 48 hours but The Open Meetings Law states that agendas should go out 24 hours in advance of the meeting. This change would allow more time to draft and send out the agendas.

Commissioner Clinton had a few administrative changes to suggest and would send them to the committee and staff.

Mr. Metzger discussed the recommended changes to the Executive Director's procurement authority increasing his authority to \$60,000 must comply with federal, state, and local laws.

Chair Herbert added, for confirmation, that change orders will continue to go through both the committee recommendations followed by the full board's approval.

Mr. Dye explained that in 2018 the LMA board adopted an internal control policy for budgeting and the transfer of funds across the different cost centers. There is a policy that governs the flow of funds within LMA.

Mr. Capo added that the policy states that he has the authority to move funds up or down within the same property. He cannot move funds from one property to another property without board approval.

Chair Herbert suggested that this policy remain

Commissioner Clinton said he would like to see written clarification of the duties of the executive director and the board. He offered to work with the staff and legal team on the appropriate wording utilizing the proper statutes and case law.

There was more discussion from the legal staff on the delegation of authority. The committee decided to have further discussion offline to determine the best approach and revisit it at the next committee meeting.

Commissioner Drouant offered a motion to continue the process of reviewing the bylaws and to reset for another meeting when necessary.

Chair Herbert called for a vote. All were in favor. The motion passed.

VI. Public Comments – Limited to (2) Minutes

Commissioner Egana thanked the Chairwoman for their conversation. He said he was in support of the revision of the bylaws. He also agreed with some of Commissioner Clinton's suggestions regarding delineating the duties of the board and the executive director. He offered to send Chair Herbert a copy of the bylaws from other committees and boards he serves on.

Chair Herbert thanked Commissioner Egana for his words of support. She looked forward to reading the information he sent.

She announced that the next meeting would be announced when scheduled and called for adjournment.

VII. Announcement of the next Airport Committee Meeting

1. TBA

VII. Adjourn at 5:02 pm.

A motion was offered by Commissioner Clinton and seconded by Commissioner Drouant.