



MEETING MINUTES FOR THE OCTOBER 22, 2024 (6:00 to 8:00 PM) SPECIAL PUBLIC MEETING, UpCDP

Location: Joyce Beers Community Center @ the HUB, 3900 Vermont St

I Board Meeting: Parliamentary Items

Members in attendance: Sophia Alexander, John Barney, Mary Brown, Benny Cartwright, Matthew Driver, Patty Ducey-Brooks, Mike Calloway, Alberto Guardado, Daniel Mullen, Ben Nicholls, Tami Ratliffe (arrived late at an unrecorded time), Anar Salayev, Mike Singleton (Chair), Issac Warner, and Margit Whitlock. quorum required: 9, members present: 14 **quorum met.**

Public members who signed in: Tom Mullaney, Mat Wahlstrom, Cinay Yurkovich, Peter Raymond, Wes Morgan, Roland Feghali, and Travis Pluss.

1. Adoption of Agenda

P. Ducey-Brooks commented on whether to adopt the agenda and suggested an alternative course. A conversation occurred regarding this comment that included members of the public.

- **Motion** (B. Nicholls/ B. Cartwright): “Adopt the agenda as presented.”
- **Motion passed** (8 yeas/5 neas/1 abstain). J. Barney, M. Brown, M. Driver, P. Ducey-Brooks, D. Mullen opposed. M. Singleton abstained.

2. Approval of Minutes.

The meeting minutes from Sept. 1, 2024, were pushed to the November meeting

II Organizational Items

1. Special Action Item #1a: Challenges to the Election

a) Continued discussion of the challenge #5 against BikeSD

- A discussion occurred among the board and members of the public regarding the validity of the challenge and the validity of the nonprofit status of Bike SD at the time of the election.
- There was a wide -ranging discussion concerning procedure and whether A. Salayev could participate in the discussion. He answered some factual questions from the group.
- M. Singleton presented his research and perspective to the challenge stating that Bike SD had been a valid nonprofit organization at the time of the election, Although there are several locations on the internet where one can look to see the non-profit status of an organization, the California Dept. of Justice, California Attorney General's Registry of Charitable Trusts and the California Franchise Tax Board is the primary source. The challenges were based mostly on the out of certification of the 501 (c)-3 status of BikeSD Outreach instead of the 501 (c)-4 BikeSD. Either one would qualify for the candidate approval process. Several of the websites that are used to verify status were not up to date over the summer and the query process for BikeESD versus BikeSD Outreach has been confusing to many that may have looked the status up. BikeSD had made efforts in May to get the status of the 501 (c) 3 for BikeSD Outreach updated. However, the 501 (c) 4 certification was in place when Anar submitted as a candidate.
- **Motion** (I. Warner/ S. Alexander): “Accept the original vote concerning Anar Salayev of BikeSD and reject the challenge since UpCPG has found that BikeSD originally met the candidate requirements and subsequently clarified and further documented the non-profit requirements based on updated information.”
- **Motion passed** (8/5/2) with John Barney, Matthew Driver, Mary Brown, Patty Ducey-Brooks, and Daniel Mullen opposed; and A. Salayev (recusal) and M. Singleton abstained.



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b) Discussion of Challenge #6 Against Hillcrest Business Association

- The challenge as well as public input and board discussions, asked if there was any conflict of allowing a business that receives funding from the City of San Diego to be allowed on the board of a City of San Diego committee. Other concerns and comments were related to the claim that the HBA is not a business but a non-profit and should have only been allowed to run for the non-profit spot on the board.
- A discussion occurred among the board and members of the public regarding whether a business can also be a nonprofit and whether the HBA had paid their business tax.
- M. Singleton presented a summary of his resolution to the challenge stating that the HBA is a business despite also being a nonprofit organization. The interim chair concluded that the HBA can be considered both a business and a non-profit. All non-profits are first businesses, albeit not for making a profit. But not all businesses are non-profits. Having B. Nicholls run on the business seat made sense to the Interim Chair and the Election Committee. Ben would represent all businesses in Hillcrest and is well connected to bring those constituent priorities into the discussion of the UpCPG meetings
 - **Motion on procedure** (B. Cartwright/ S. Alexander): “Waive nonparticipation of conflicted board member rule and ask B. Nicholls specific questions relating to this item, with no subjective statements and no advocating for a position statement or a motion”.
 - **Motion passed** (9/4/2). Opposition individuals unrecorded, B. Nicholls and M. Singleton abstained.
- B. Nicholls answered questions with continued discussion with comments heard from the public.
 - **Motion** (M. Whitlock/ B. Cartwright): “Accept the original vote regarding B. Nicholls and reject the challenge since UpCPG has found that the HBA does meet the requirements of a business and has a valid SD business certification letter”.
 - **Motion passed** (7/6/1). T. Ratliffe, J. Barney, M. Driver, M. Brown, P. Ducey-Brooks, and D. Mullen opposed; B. Nicholls abstained; M. Singleton broke the tie.

c) Discussion on Challenge #7 Against Zach Thompson

- The public and the Board had discussions centered on why Zach Thomas was allowed to run for a Board position, considering his position with Vibrant Uptown, his involvement in the Election Committee and his professional input as an attorney reviewing the Operating Procedures. Zach did not win the seat he was running for. Some of the public discussion and board discussion was based more on a concern for the appearance of conflict of interest instead of the actual breaking of any rules or guidelines in the Operating Procedures.
- M. Singleton presented his resolution of the topic stating that the issue was moot since Z. Thompson’s election had failed. Review of the approval process conducted by the Interim Chair and discussions and research of the Election Committee did not turn up any improper approvals. A review of the Operational Procedures also determined that Zach’s involvement in Vibrant Uptown was not at odds with these procedures nor having worked as a consultant or volunteer with the Election Committee would have prevented him from running.
- The discussion with the public and some board members emphasized that more needs to be done to help future elections go smoother and to adjust the Operating Procedures to build back confidence of the community for future elections.
 - **Motion** (B. Nicholls/ B. Cartwright): “The UpCPG has found that allowing Z. Thompson to run was appropriate and this decision had no impact on the outcome of the election.”



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- **Friendly amendment** (M. Singleton *“dismiss the challenge since UpCPG has found that allowing Zach to run was consistent with the operating procedures, and this decision had no effect on the results. However, the Board also directs the election committee to adjust the operating procedures and voting processes to avoid the appearance of unfair practices and implement checks and balances that will restore confidence in the election process. These checks and balances will need to be implemented by the next election. Amendment was accepted.*
- **Motion passed** (12/0/2). M. Singleton abstains, D. Mullin not present at the time of the vote.

d) Discussion on Challenge #8 Concerning Posting of More Detailed Voting Results

- The public comments and board member comments on this topic indicate that more detailed information should have been posted on the UpCPG website than what was available there for downloading. Overview / presentation materials were produced from the Election Buddy software showing candidates position and a general tally of votes per candidate. Spreadsheets of all votes were also provided on the website. In responding to this request, the Interim Chair obtained an auditable report and had it placed on the UpCPG website for anyone to access. Since the middle of September, the website contains the overview (labeled as slides), the detailed spreadsheets (labeled as Detail) and the Auditable Reports (labeled as ElectionBuddy Reports).
- M. Singleton presented his resolution of the topic stating that he had confirmed that the detailed election results had been posted and therefore the challenge had been resolved. Also, the Operational Procedures do not require the ElectionBuddy reports to be downloadable by the public. However, having them on the website for all to download is a good policy and method of improving voter confidence.
 - **Motion** (A. Guardo/ S. Alexander): “Dismiss this challenge since UpCPG exported election materials and made them available to the complainant and the public.”
 - Friendly amendment (M. Singleton): “Dismiss this challenge since UpCPG exported election
 - **Motion passed** (13/0/1), M. Singleton abstained.
 - **Procedural Motion** (B. Nicholls/ B. Cartwright): Extend the meeting by 10 minutes. Motion passed (14/0/1). M. Singleton abstained.

2. Special Action Item #2: Officer Elections

- M. Singleton outlined the importance of setting board officers. After some questions and debate, a slate was discussed including M. Singleton for Chair, Matt for Vice Chair, Ben Nicholls for Secretary, and Alberto Guardo for Treasurer.
- A. Salayev requested that B. Nicholls also be considered for Vice Chair.
 - **Procedural Motion** (B. Nicholls/ B. Cartwright): “Extend the meeting by 10 minutes”. Motion passed (14/0/1). M. Singleton abstains.
 - **Motion:** “Elect M. Singleton chair”. **Motion passed** (14/0/1). M. Singleton abstains.
 - **Motion:** “Elect M. Driver as Vice Chair”. **Motion passed** (10/3/2). Driver and Singleton abstain.
 - **Motion:** “Elect B. Nicholls as Vice Chair”. Motion fails (3/10/2). B. Nicholls and M. Singleton abstain. Secretarial note: the motion is redundant but is included for completeness.
 - **Motion:** “Elect A. Guardo Treasurer”. Motion passed (13/0/2). A. Guardo and M. Singleton abstain.
 - **Motion:** “Elect B. Nicholls Secretary. Motion passed (13/1/2). B. Nicholls opposes and M. Singleton abstain, and Don Mullan absent from the table.



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Special Action Item #3: External Committee Representation

- M. Singleton introduced the required appointments for representatives to other organizations and requested people volunteer to represent the group on those committees. He noted that J. Barney had been participating on the Airport Advisory Board. M. Singleton indicated he wanted to volunteer on the Balboa Park Committee.
- The chair appointed himself, the Vice Chair, or A. Guardo, in that order, as representatives to the Community Planners Committee stating he would write a letter on behalf of the group stating such.
 - **Motion:** Appoint M. Singleton to Balboa Park Committee Representative. **Motion passed** (9/5/1) with M. Singleton abstaining. Opposition unrecorded.
 - **Motion:** Appoint M. Calloway to Balboa Park Committee Representative. **Motion fails** (6/8/1) with M. Singleton abstaining. Opposition unrecorded. Secretarial note: the motion is redundant but is included for completeness.
 - **Motion:** Appoint J. Barney to the Airport Advisory Board. **Motion passed** (13/0/2)
 -) with M. Singleton abstaining.
 - **Motion:** Appoint D. Mullen to the Airport Advisory Board. **Motion failed** (2/12/1) with M. Singleton abstaining. Secretarial note: the motion is redundant but is included for completeness.

Special Action Item #4: Standing Committees

- M. Singleton introduced his proposed Standing Committees and requested those interested in volunteering as Chairs of committees should let him know.
- The committees he suggested were: Project Collaboration, Community Engagement, and Election Committees.
- He also suggested the group consider a Public Facilities and Infrastructure; and an Historic Resources Committee.
- B. Nicholls suggested a Bylaw Review Committee (or add this responsibility to the Election Committee).
- A suggestion was made from the public that the Election Committee be formed now rather than later.
- A discussion among the board and public occurred concerning the Chair of the election committee.
- It was also noted that the committee should be less than fifty percent of the board to avoid Brown Act conflict.
- After a brief discussion Mike Singleton appointed T. Ratliffe to chair the committee and S. Alexander, T. Ratliffe, J. Barney, P. Ducey-Brooks, Matt Driver and B. Nicholls to serve on it.

Special Item #5: Future Meetings.

- A discussion occurred regarding the location of future meetings and M. Singleton announced the next meeting would occur on November 6 to accommodate the national election.

Information Item #1: University Heights Vacancy.

- This item was directed to the Election Committee to meet and consider prior to the Nov 6. meeting.
 - Motion (B. Nicholls): “Adjourn the meeting”.
 - This motion was accepted by the Chair at 8:10pm.

Draft and unapproved 10-30-24 BN/MS, Modified 11-09-24 MS, Final Approved 11/19/2024