



DOWNTOWN
LANSING INC.

DLI Board Meeting – February 9, 2023 – 11:30 a.m.

DLI Office

112 S. Washington Square

Lansing, MI 48933

Our Mission

Downtown Lansing Inc. is dedicated to making Lansing a place where people want to be, by encouraging its businesses, neighborhoods, and stakeholders to build a dynamic culture known for its vibrancy, sustainable growth, and business friendly environment.

AGENDA

- I. Call to Order:
- II. Citizen's Comments (items not on the agenda) *The public may comment for up to three minutes.*
- III. Correspondence – Letter from Kositcheks
- IV. Special Guests: Andy Kilpatrick
- V. Consent Agenda Approvals
 -  Agenda for March 9, 2023
 -  Minutes from February 9, 2023
 -  Committee Reports
 -  Monthly Financials - Jim Tischler
- VI. Old Town Updates (Robert Doran-Brockway)
- VII. Reports
 -  Director Report – Cathleen Edgerly
 -  President's Report- Ashlee Willis
- VIII. Action/Discussion Items
 - Conflict of Interest Policy
 - State of Downtown
 - Update on Humanitarian Needs Downtown
 - Conflict of Interest Resolution for Branding RFP
- IX. Other New Business
- X. Closed Session - Executive Direct Review
- XI. Adjourn DLI Board Meeting (*Motion Required for Adjournment*)

Ashlee Willis, President
Jim Tischler, Treasurer
J.V. Anderton, Past President
Karl Dorshimer, Member

Jen Estill, Vice President
Trevor Benoit, Secretary
Tamera Carter, Member
Jennifer Hinze, Member

Board Advisors:

Patricia Spitzley, City Council
Robert Doran-Brockway

WELCOME!

Visitors are invited to attend all meetings of the DLI Board.

If you wish to address the Board, you will be recognized by the President during Citizen's Comments

Downtown Lansing Inc.
Board of Directors Meeting Minutes
February 9, 2023

Members Present: A. Willis, K. Dorshimer, J. Estill, T. Benoit, J.V. Anderton, T. Carter, J. Hinze (Zoom), J. Tischler

Members Absent:

Board Advisors Present: Robert Doran-Brockway (Zoom)

Board Advisors Absent: Patricia Spitzley

Staff Present: C. Edgerly, J. Reinhardt, J. Anderson

Guests Present: Mayor Andy Schor

- I. **Call to Order:** A. Willis called the meeting to order at 11:30 a.m.
 - II. **Citizen's Comments:** None
 - III. **Correspondence:** None
 - IV. **Special Guests:** Mayor Andy Schor attended and provided an update on projects in the city, especially throughout the downtown, his priorities for the year ahead, and answered Board and staff questions. C. Edgerly asked about the potential for more funding to be allocated by the State to support DLI's Strategic Action Plan and vision for the future of downtown. Mayor is unsure if a separate request could be issued again but could consider having DLI specific funding to oversee programs and downtown management added to other funding requests.
 - V. **Consent Agenda Approvals**
 1. Agenda for February 9, 2023
 2. Minutes from January 12, 2023
 3. Committee Reports
 4. Monthly Financials - Jim Tischler
- J. Tischler moved to approve Consent Agenda items, J. Estill supported. **Motion Passed.**
- VI. **Old Town Updates:** Robert Doran-Brockway shared upcoming events and discussions happening with OTCA. Updates include:
 - The annual meeting last Tuesday.
 - Chocolate Walk next weekend.
 - Strategic plan implementation.
 - On boarding new board members.
 - Two new planned development projects in Old Town.
 - VII. **Reports:**
 - **Director Report:** Cathleen will be presenting the DLI Budget to the committee of the whole on Monday May 1st at 5:30 p.m. and has been working with the city interim budget director to that end.
 - Small Business Grant Updates:** To date, over 25 applications have been received from Downtown businesses applying for Small Business Support grants using CDBG and city ARPA dollars.
 - CMA Update:** Last month the CMA steering committee met for a deep dive into

Downtown Lansing Inc.
Board of Directors Meeting Minutes
February 9, 2023

the residential data with Sharon Woods, as well as a brief update from the CIB Planning and SmithGroup.

- **President's Report:** A. Willis expressed her appreciation for the DLI board and staff's engagement with DEI work sessions and SWOT analysis.

Discussed upcoming downtown events and encouraged board members to show support by attending.

Updates were provided on the Capital investment package being put together by the Lansing Chamber of Commerce and its impact on Downtown Lansing. C. Edgerly will reach out the Chamber regarding any updates that DLI would like included.

VIII. Action/Discussion Items

1. **RFQ for DLI Rebrand:** J. Estill recused herself and exited the room due to concerns regarding conflict of interest before discussion began. Staff and the Board discussed the draft RFP for a DLI Rebrand.

J. Tischler moved to authorize staff to disseminate RFP and review with the city attorney the possibility of a Board members firm responding to the RFP and any potential conflicts. J.V. Anderton supported. Motion Passed.

2. **DEI Homework and Update:** The board discussed the DEI SWOT analysis and next steps. The Executive Committee will review budget, the next SWOT follow-up conversation and upcoming quarterly work with Dr. Bailey.
3. **Winterfest Update:** J. Anderson recapped the first weekend of Lansing Winterfest which brought 600-850 attendees downtown, and we discussed the success and opportunities to be involved, support as volunteers and Board members. This month-long event includes the following upcoming activities:

Winterfest - Saturdays
2/11 BrrrrrCrawl 4-8pm
2/18 Market 11am-4pm
2/25 Riverfront Party 4-8pm

IX. Other New Business: None

- X. **Adjourn:** A. Willis moved to adjourn at 12:33 p.m. Second by J. Tchler. Meeting adjourned at 12:33 p.m.

Edgerly, Cathleen

From: Kositcheks <Kositcheks@ameritech.net>
Sent: Thursday, February 9, 2023 11:38 AM
To: Edgerly, Cathleen
Subject: [EXTERNAL] Kositchek letter attached
Attachments: IMG_20230209_0003.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

Dear Cathleen,

I appreciate all that you and your team do to keep downtown moving in a positive way.

I am forwarding a recent letter I received from a potential downtown customer.

I have placed a phone call to this gentleman and left a message. The parking department should be made aware of this situation.

We know first hand that downtown ticketing is aggressive. Many times our customers have not be given enough time to enter our store to give us their plate number before a ticket is issued. Can we get someone to address our concern?

I think we all want a healthy downtown with a good parking system. The city and the business owners should be on the same page.

If you would like to discuss this matter please call me or stop in our store.

Sincerely,

David

Mark Anthony Ybarra
12748 Ontonagon Drive
DeWitt, Michigan 48820
(517) 488-4035
markanthonyybarra@comcast.net

Kositchek's Menswear
Attn: Store Manager
113 N Washington Square
Lansing, MI 48933

Dear Store Manager,

Thursday, February 2, 2023

I am writing to inform you of an incident involving the City of Lansing parking enforcement department on January 17, 2023.

I am a permanently disabled person who visited downtown Lansing on 01/17/2023 to purchase men's clothing for an upcoming social gathering. Within one minute of pulling into a parking space across the street from your store, I was confronted by a parking enforcement department employee who was rude, disrespectful, and highly unprofessional. She [the employee] cited me for not having purchased parking meter time. I tried – politely – to explain to her that I had just arrived and was going to pay for my parking. Unfortunately, she ignored me and sped away in her vehicle.

I am informing you about this episode for two reasons:

- (1) Disabled people, like myself, take time to gather their things, get their bearings, and exit parked vehicles. This basic courtesy and understanding were disregarded not only by the employee in question but also Mayor Andy Schor who has refused to respond to any of my concerns. A formal complaint has been filed with the Michigan Department of Civil Rights per the Elliott-Larsen Civil Rights Act.
- (2) Because I felt more than offended and disrespected, I chose not to remain in downtown Lansing to shop for clothing and instead went into the surrounding suburbs where I would not be unnecessarily harassed or threatened. I have to wonder, for your sake, how much business is being lost at your store and other establishments due to the behavior of certain city employees?

I hope one day to be able to return to your store. This is all very unfortunate, but Mayor Schor needs to hold his employees accountable for their actions or this is going to continue.

Thank you for taking the time to read and consider this letter.

Sincerely,





Promotions Committee Meeting

February 8 at 4pm

AGENDA

1. Call to order/approval of January minutes: (motion needed)

2. DLI Updates: Jazmin/ Whitney

Winterfest recap and feedback

- First weekend underway, went great with hot cocoa stands and ice sculptures. About 600 attendees there.
- Next weekend Brrrrr Crawl, join if you can. Volunteers needed 2/18 and 2/25. Need Hungry Hippo (4 people on a team) and Euchre (2 people on a team) participants to [register](#).
- Winterfest Feedback
 - Laminate names/something more firm for ice sculpture sponsors in the wind.
 - More uniformity in cocoa containers - smaller cocoa was more chocolate-y but cooled off faster.
 - Walkable, good crowd at cocoa stand.
 - Capital City cocoa stand didn't have anything across the street to draw folks over there.
 - **Total event footprint too big.**
 - Condense footprint, but nice to include Michigan Ave since things are normally on Washington.
 - Cut a block up to Nuthouse, Capital City Market could come up further.
 - More volunteers needed. Aim for 2 people at each station to help with coverage/no shows/etc. Smaller footprint would help with this.
 - Taking care of the weather situation at s'mores stations, things were blowing off the tables, maybe a reclosable container that you could work inside of.
 - Talked to a lot of people who aren't normally Downtown on the weekend, which was cool.
 - Proud and thankful that people showed up to volunteer, shared on social.

- Speakers weren't playing Downtown and it seemed quiet, is there a budget to buy bluetooth speakers?
- Jazmin looking into solutions.

DEI workshop

- As a staff/board, meeting with Dr. Bailey who specializes in DEI work. Taking a hard look at org and selves to learn about the work to help educate volunteer committees, anyone who works with DLI. Think about spoken/written words, following mission. Run events through a checklist of what things look/feel/sound like. Including everyone, have confidence to come forward if you see things that feel like red flags. Sometimes we're in a bubble, want to rely on committees and supporters to bring diverse thoughts and ideas to the table.
- Trying to pinpoint holes, put more actionable items together to do things versus talking about them.

Rebrand

- RFQ put together and out. Logo, colors, website, newsletter, etc. Making sure that mission is front of mind, thinking through how people perceive DLI (quasi-city), be our own person/clear about the work that we do.

3. Volunteer hours from January:

- Ryan: 5
- Colton: 11
- Hannah: 3
- Sarah: 2
- Dana: 4.5

4. Projects:

● **Lansing Winterfest**

Sign up to volunteer <https://signup.com/go/dJLPECM>

- **Winterfest Brrrrr Crawl: Saturday, 2/11 from 4-8 p.m.** Cozy up at some of your favorite Downtown Lansing bars & breweries during this guided Winterfest BrrrrrCrawl! Sip & stroll in the Social District!

MichiGrain Distillery | 4pm American Fifth | 5pm MP Social | 6pm Lansing Brewing Company | 7pm

- **Arctic Bazaar: Saturday, 2/18 from 11 a.m.-4 p.m.** Come hang out at Reutter Park to enjoy ice skating, live music from AOTA, family-fun, and small business shopping!
 - Donate cans to offset sign up cost? How to operate in the space that makes sense. Ask Punks for Lunch what sort of things they need.
 - People might share because of the community aspect.

- **Winterfest Riverfront Party: Saturday, 2/25 from 4-8 p.m.** Let's party at Rotary Park with a Cold Butt Kayak Race, a Cold Butt Euchre Tournament, live music (karaoke and dance party), and other winter fun & games!

- **Bunny Hop on the Square-Saturday, 4/8/23 11am-1pm**
 - Will mirror Trick or Treat on the Square, easter egg hunt is happening on Capitol lawn.
 - Stop at businesses for eggs, goodies, etc.
 - Golden eggs mixed in with Downtown bucks or \$5 gift cards to the businesses.
 - Have every business list what they're offering and what their special golden egg is.
 - Social posts about different golden egg options leading up to event.
 - Bunny hop org has agreed to either let us borrow their bunny volunteer or the bunny costume.
 - Looking for an event sponsor to cover signage, balloons, etc. Potentially Consumers.

- **Spring Clean Up & Block Party/Adopt-a-Spot starts**
 Saturday, 4/23/23 9:30-11:30am (tentatively)
 - Get supplies and meet at DLI, get assigned an area to clean up. Washington Square, Michigan Ave, leave rain gardens alone.
 - Volunteer lunch afterwards, 12-1. Location TBD, food is donations (asked for 50/50 last year).
 - Need volunteers, need a volunteer to reach out to restaurants (check in with DLI first).
 - **Designing public spaces is in charge. Jazmin checking with Julie to see what they need assistance on.**

- **Forks & Corks**
 - Jazmin working on securing Friday, April 28th with Hall 224.
 - Might not be officially open, but should be enough. If it doesn't work out with construction, looking for suggestions for a backup.
 - VIP hour from 6-7, live cooking demo from the restaurant providing the food.
 - Live jazz band throughout the whole event.
 - Wooden swing with flowers around it/on top for pictures.
 - Technically this is a fundraiser for DLI.
 - Goal is \$10,000.

- **Community action day?**

- Could include a cleanup, could provide food for Punks for Lunch to distribute, other supplies/needs.
- More organized DLI committing to be out on this day doing these things.
- Prepaid food truck for a day, provide vouchers for that for folks that are in need. Social/emotional aspect like an art project or something to take with as a confidence builder.
- Community health services, mobile dentists who might come to a community service fair or hours where resources are available.
 - Planning on a community health/wellness day in Reutter Park (vaccinations, testing, mobile dentist, other resources) in May.
 - Sparrow does a mobile clinic spring-fall, just have to go to their website and request a day for them to come.
 - Delta Dental, BCBS.

5. Volunteer tasks throughout the month:

- Take photos and send to Whitney when out and about Downtown/ Old Town
- Post & Tag your photos using #GrubLansing #ShopLansing #LiftUpLocal

6. Upcoming dates to note:

7. Adjourn



Design & Public Spaces Committee Meeting

Date: February 23, 2023

Meeting at 4pm - DLI Office, 112 S. Washington Sq.

Volunteers in Attendance: Trevor Benoit, Joe Lewis (Zoom), Kristi James (Zoom)

Staff Attendance: Julie Reinhardt

DLI Organizational Goals

- Sense of place
- Residential and business development
- Collaboration

Design/Public Spaces Goals

- Welcoming Spaces
- Equitable Spaces
- Meaningful Spaces

MINUTES

1. Call to order: 4:09 p.m.
2. Approval of prior month minutes and volunteer hours. Committee Reviewed and approved the minutes from our January meeting.
3. DLI Updates:
 - a. New music system for DT to replace current system being discussed with the city.
 - b. Winterfest dates for rest of month. Volunteers needed
 - c. Small Business Support Grants
4. Project Deep Dives/Updates
 - Design:
 - Streetscape Redesign Project: (Julie D., Joe L., Trevor B.)
 - Discussed draft survey for Businesses please have all feedback in by March 1st.
 - Discussed draft survey for individuals looking to launch Mar 15th. All committee members to send feedback by deadline to J. Durnham
 - Other - Kristi and Dennis to meet with Julie regarding hanging baskets, neighborhood in Bloom grants, and Adopt-A-Spot
 - ARTery Alley lighting moving forward and next steps
5. **Other business/New Ideas:**
 - a. MSUFCU requesting a Spring patio. Committee discussed what that looks like
6. **Adjourn:** Motion to adjourn at 5:02 p.m. Motion Passed

DLI General Fund
Statement of Activity
February 2023

	Feb 23
Ordinary Income/Expense	
Income	
Assessment Transfer Income	0.00
Business Development.	200.00
Design & Public Spaces.	400.00
Grant Income	0.00
Middle Village	0.00
Misc Income	0.00
Promotions.	3,075.00
Total Income	3,675.00
Expense	
Business Development	15,965.02
Design & Public Spaces	780.09
Information Technology	1,968.00
Middle Village Micro Market	273.95
Misc. Operating	57,417.04
Organization	1,121.81
Personnel	23,845.11
Promotions	4,521.56
Total Expense	105,892.58
Net Ordinary Income	-102,217.58
Net General Fund Balance	2,485,661.00

DLI General Fund
Profit & Loss Budget vs. Actual
July 1, 2022 through February 28

	Jul '22 - Jun 23	Budget	% of Budget
Ordinary Income/Expense			
Income			
Assessment Transfer Income	225,445.00	365,000.00	61.77%
Business Development.	45,800.00	67,000.00	68.36%
Business Match on Main	0.00	0.00	0.0%
Design & Public Spaces.	21,500.00	50,000.00	43.0%
Grant Income	3,100,000.00	5,022,800.00	61.72%
Middle Village	32,091.66	64,000.00	50.14%
Misc Operating Income	20,081.46	0.00	100.0%
Operations Transfer	0.00	85,000.00	0.0%
Organization.	0.00	2,000.00	0.0%
Promotions.	28,750.00	30,000.00	95.83%
Transfers In	0.00	100,000.00	0.0%
Total Income	3,473,668.12	5,785,800.00	60.04%
Expense			
Business - Match on Main	25,000.00	50,000.00	50.0%
Business Development	303,457.04	1,920,000.00	15.81%
Design & Public Spaces	103,442.70	280,000.00	36.94%
Grants	0.00	10,000.00	0.0%
Information Technology	17,712.00	25,000.00	70.85%
Middle Village Micro Market	1,088.42	37,800.00	2.88%
Operations	290,276.64	349,000.00	83.17%
Organization	21,130.16	60,200.00	35.1%
Personnel			
Fringe Benefits	13,448.92	18,000.00	74.72%
Salaries	177,099.70	329,000.00	53.83%
Total Personnel	190,548.62	347,000.00	54.91%
Promotions	61,316.33	55,000.00	111.48%
Transfers Out	0.00	1,750,000.00	0.0%
Total Expense	1,013,971.91	4,884,000.00	20.76%
Net Ordinary Income	2,459,696.21	901,800.00	272.75%
Other Income/Expense			
Other Income	0.00	238,686.00	0.0%
Net Other Income	0.00	238,686.00	0.0%
Net General Fund Balance	2,459,696.21	1,140,486.00	215.67%

MARCH DIRECTORS REPORT

Small Business Grant Updates: To date, close to 40 applications have been received from Downtown businesses applying for Small Business Support grants using CDBG and city ARPA dollars. Our review team has met twice, awarding just over \$600,000 in Small Business Support grants to 14 businesses. The review team will meet again this coming Friday, March 10 to review additional completed and final grant applications, before next month's scheduled meeting, with a goal of awarding \$1,000,000 in Small Business Support grants by the end of April.

CMA Updates – Mark Your Calendars! Below are the upcoming Comprehensive Market Analysis meetings. We'd like board participation outside of just the Executive Committee at the Steering Committee meeting! Please let Cathleen know if you can attend.

- Leadership Team Only: Wednesday, March 8 at 12:00 p.m. (VIRTUAL)
- **Full Steering Committee:** Wednesday, April 12, 12:00-1:00 p.m. (VIRTUAL)

State of Downtown 2023: Mark your calendars and Save the Date for Downtown Lansing Inc.'s State of Downtown Address! We plan on holding this annual address **Thursday, April 13 at 6:00 p.m.** at the Knapps Building Doors open at 5:30 p.m. We would like to have 100% Board attendance.

International Downtown Association Emerging Leaders Fellowship: I'm pleased to share that I've been selected as one of 30 downtown and neighborhood leaders, chosen to participate in the International Downtown Association's 2023 Emerging Leader Fellowship class in NYC June 4-9, 2023. As part of this deeply immersive fellowship experience, we'll be working hands-on in various parts of NYC with each day featuring projects and topics that cover the following topics:

- Connecting Economic Development projects with the community
- Common Urban Downtown Issues
- Outdoor Seating/Community Spaces
- Downtowns for Everyone & other Urban Placemaking Management tools

I am grateful to have been selected from other applicants across the world, and look forward to bringing back tools and ideas from what I learn, to be applied here in Downtown Lansing. IDA will share a public announcement next month.

Downtown Planner Position: C. Edgerly will be interviewing top applicants this week for the Downtown Design & Planning Director position. I hope to offer a top candidate the position by the end of this month.

DLI Branding RFP: The deadline for all interested agencies to submit their completed Proposals for DLI's rebrand is March 17th. W. Roberts and C. Edgerly as the staff overseeing the RFP process will present recommendations to the Executive Committee and Board next month.

Upcoming Budget & Council Committee Meetings

- **March 13 at 5:30 p.m.** – Committee of the Whole to discuss & take action on downtown businesses being added to Social District (Cathleen)
- **March 15 at 4:00 p.m.** - Council Committee on Development & Planning, 4:00 p.m. (Ashlee & Cathleen)
- **March 27 at 7:00 p.m.** – Mayor's Budget presentation to Council (Can any Board members attend as Cathleen & Julie will be at the Main Street Now Conference?)

- **April 10 at 5:00 p.m.,** Committee of the Whole (COW) Budget Overview by interim City Budget Director (Cathleen & Any others interested)
- **May 1, COW at 5:30 p.m.** – DLI Budget presentation by Cathleen
- **May 15 at 7:00 p.m.-** City Council to adopt budget

Businesses Now Open/Re-Opened:

- Tavern & Tap – ReOpened in the former Troppo location
- Two Roses Tattoo-Open now on Kalamazoo St.

Businesses Coming Soon

- UnoDeuce Media-New location opening March/April
- Middle Village 2023 Cohort – March 18, 2023. Grand Opening will be held towards the end of April
- Bobcat Bonnies – Spring/Summer 2023
- Tri-Star Trust – Spring, 2023
- Basic Bee Boutique -Spring/Summer 2023
- Sylvia's Sudsery - Spring 2023
- Sparrow Bloom – Summer 2023
- The Artists Umbrella – Summer 2023



CONFLICT OF INTEREST POLICY

The Board of Directors, Committee Members, and all employees of Downtown Lansing Inc. shall exercise the utmost good faith in all transactions relating to their duties for Downtown Lansing.

In their dealings with and on behalf of Downtown Lansing Inc., they should be held to a strict rule of honest and fair dealing between themselves and the association. They shall not use their positions, or knowledge gained, in such a way that a conflict, real or perceived would arise between the interest of Downtown Lansing Inc., and that of the individual or the organization that they serve. Any actual or threatened violation of this prohibition should be promptly disclosed.

The Board of Directors, Committee Members, and all DLI employees shall not accept any material gifts, favors, or hospitality that might influence their decision-making or compromise their judgment in actions affecting Downtown Lansing Inc. Any actual or threatened violations of this prohibition should be promptly disclosed.

Although positions of divided interest with potential conflict may exist from time to time, such instances shall not be permitted to influence adversely the welfare of Downtown Lansing Inc. and the volunteer committees or Board. Therefore, any persons subject to this policy shall promptly disclose for him/her and members of his/her immediate family:

- 1.) The existence of any actual or pending employment, appointment, activity, relationship or other position which may be of divided interest with Downtown Lansing Inc.; and
- 2.) The existence of any actual or pending investment, contract, conveyance, purchase, sale, or other transaction directly or indirectly involving or affecting such persons and which might involve a real or apparent material conflict with the interest of Downtown Lansing Inc.
- 3.) The existence of shared interests with an organization where projects or ideas discussed at a Main Street committee or Board level would be used to benefit another organization or individual.

The disclosure required by this policy shall be made to the President of the Board of Directors. Each year, all employees, board members, and committee members shall complete and sign a conflict of interest statement. Any member found to violate this policy will be subject to immediate removal from association with Downtown Lansing Inc.

Signing this statement covers the period of January 1, 2023 through December 31, 2023.
I have reviewed the Conflict of Interest Policy and agree to its terms.

Signature

Date

Printed name Role with Downtown Lansing Inc.

(Adopted 2-9-2023)

RESOLUTION #2023-01
BY THE DOWNTOWN LANSING INC. EXECUTIVE DIRECTOR
RESOLVED BY THE DOWNTOWN LANSING INC. BOARD OF DIRECTORS

WHEREAS, Downtown Lansing Inc. has Board members sign an annual conflict of interest form; and

WHEREAS, recognizing that JEN ESTILL, Owner of Redhead Design Studio could have a conflict of interest with submitting a proposal or being involved in any way with the the current DLI Rebrand RFP review and approval process

WHEREAS, the DLI Board met on February 9, 2023 to review the DLI Rebrand RFP to review for edits and approve for staff to post the RFP, and Jen Estill recused herself for the review and approval;

NOW, THEREFORE, BE IT FINALLY RESOLVED, the Downtown Lansing Inc. Board of Directors, hereby, resolved that anytime discussion, review, or action is taken regarding the DLI Rebrand RFP and selection of an agency to conduct the rebrand, JEN ESTILL will be required to recuse herself and not be able to participate in any review, discussion or action to remove any conflict of interest.