



MEMORANDUM

TO: Douglas Downtown Development Authority

FROM: Lisa Nocerini, City Manager

DATE: July 15, 2025

RE: Legal Guidance on Officer Meetings and the Michigan Open Meetings Act (OMA)

At the direction of the DDA during a recent meeting, I contacted the City Attorney to request legal guidance regarding the applicability of the Michigan Open Meetings Act (OMA) to meetings held by officers of the Douglas Downtown Development Authority.

The DDA currently operates with a nine-member board. The inquiry specifically sought clarification on whether a group of four officers—Chair, Vice Chair, Treasurer, and Secretary—may meet outside of full DDA meetings for the purpose of agenda preparation, coordination, and discussion of background materials, without violating the OMA.

The following questions were posed to the City Attorney:

- Whether such officer meetings, involving fewer than a quorum, are permissible under OMA as long as no binding decisions are made.
- Whether these meetings could be considered a “committee” or “sub-quorum meeting” subject to OMA if held regularly or if they perform deliberative functions.
- What best practices or legal safeguards should be implemented to ensure compliance with the OMA if such meetings are held.

The DDA has emphasized a desire to ensure full transparency and compliance with state law. To support that effort, a copy of the DDA’s 2022 bylaws was also provided to the attorney for reference.

The City Attorney’s written response will be provided at your places for review and discussion during the **8-27-2025** DDA meeting.