

## Cape Cod and Islands Water Protection Fund Management Board

### Bylaws Committee

Tuesday June 18, 2019

11:00 AM

Draft Minutes

#### Committee Members:

Rae Ann Palmer	Truro	Present
Mark Ells	Barnstable	Present
Andrew Gottlieb	Mashpee	Present
Ben deRuyter	Brewster	Present
Don Howell	Harwich	Present
Sheryl McMahon	Dennis	Absent

#### Dukes and Nantucket County Liaisons Present:

Gail Barmakian	Oak Bluffs	Present/Remote
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#### Others Present:

Kristy Senatori	Cape Cod Commission
Erin Perry	Cape Cod Commission

Kristy Senatori, Executive Director of the Cape Cod Commission (Commission), welcomed committee members and facilitated introductions.

Ms. Senatori introduced the first order of business, to elect chair and vice-chair of the committee, and opened nominations.

Andrew Gottlieb nominated Mark Ells for chair and Don Howell for vice-chair. The committee voted unanimously to approve the nominations. Ms. Senatori identified term limits will be established in bylaws.

Mr. Ells called the meeting to order at 11:05.

Mr. Ells proceeded with review of the draft bylaws and opened the floor for comment.

Gail Barmakian requested clarification on her participation on the committee. Ms. Senatori clarified that she is welcome to participate at the chairs discretion but is a non-voting participant. Mr. Ells welcomed Ms. Barmakian's participation.

Mr. Howell suggested adding to the bylaws that the committee is subject to open meeting law.

Ms. Senatori suggested going through the bylaws section by section and the committee agreed. Rae Ann Palmer suggested the committee focus on substantive comments.

Ms. Senatori noted the Commission has worked with outside counsel on the draft bylaws and that they serve as an outline for the committee's discussion. Commission staff can come back with additional drafts based on comments.

Mr. Ells asked if a definitions section might be needed and suggested asking counsel if they should be included.

Mr. Gottlieb suggested language that the terms used are consistent with underlying statute unless otherwise noted.

The committee had no comments or revisions article 1.

Mr. Ells moved the discussion to article 2, purpose and powers.

Mr. Gottlieb suggested section 2.1(c) be revised to reference that expenditures and disbursements from the Cape Cod and Islands Water Protection Fund (Fund) are approved consistent with statutory authorization. He noted the statute is clear about what the Fund can be used for. Mr. Howell suggested revising section 2.1(d) to read more clearly.

Ben deRuyter asked if there is anything from the Fund that will be used to reimburse the Commission for services rendered. Mr. Gottlieb said there is a provision that allows for reimbursement for the Commission.

Mr. deRuyter noted that the Cape Cod and Islands Water Protection Fund Management Board (Board) might want to report revenues by town in the annual report. Committee indicated desire to collect this information and that it would be at the Board's discretion to include it in the annual report.

The committee members indicated the need to include language that states the extent the information is available from the departments of the Commonwealth of Massachusetts, the Board will provide it in an annual report.

Mr. Ells noted that the Board has the authority to expend funds on administrative support and services of a certified public accountant. Committee members discussed whether a public accountant could be included with the administrative support, as part of the Commission's budget. Mr. deRuyter asked if the Board needs to create this additional administrative function if the funds remain with the State Treasurer. Mr. Gottlieb suggested the Commonwealth could potentially include this in their state audit functions. This could be discussed with the Massachusetts Clean Water Trust. Commission staff agreed to seek clarification and amend language as necessary.

Mr. Howell suggested adding language to Section 2.2 regarding the Board being subject to Open Meeting Law.

Mr. Ells moved the discussion to article 3, membership.

Ms. Barmakian requested clarification on ex-officio members and if there might be an opportunity for someone else to participate on behalf of the Martha's Vineyard Commission Executive Director in the event he cannot attend. Committee members noted that the Martha's Vineyard Commission Executive Director is named in the legislation and there is no provision for an alternate or designee. Commission staff agreed to discuss with counsel for clarification.

Mr. Gottlieb suggested the Board could adopt a policy that allows designees from the Islands that meet the criteria for Board membership are invited to attend and participate as non-voting members. Ms. Senatori noted that the Board voted this at their first meeting, but a more specific vote could be taken regarding individual participation from the Island communities.

Ms. Barmakian noted her appreciation for any flexibility that can be provided around Island community participation.

Mr. Howell noted the need to clarify section 3.3 to reference the appointing authorities' local procedures.

Committee members discussed and agreed that ex-officio members are full participants in all deliberations.

Mr. Ells moved the discussion to article 4, officers.

Committee members agreed that a section on qualifications is unnecessary. They agreed to one-year terms that run from July 1 through June 30 with no term limits. They also agreed to a procedure that allows nominations from the floor with a majority vote to elect officers.

Mr. Ells moved the discussion to article 5, committees and designees.

Committee members discussed the need for and potential structure and functions of an executive committee. Mr. Gottlieb suggested keeping an executive committee as a placeholder in the bylaws and empowering the committee, defining responsibilities and membership in the future, when needed. Committee members agreed.

Committee members discussed and agreed to broaden the bylaws committee to one that covers bylaws and regulations.

Mr. Howell suggested clarifying language to make it clear that the committees make recommendations to the full Board for their consideration.

Mr. Ells moved the discussion to article 6, actions by the Board; meetings.

Committee members agreed that there is no Board action that requires a super majority vote. They also agreed this might be revisited once regulations are written and/or additional information is available regarding revenues.

Mr. Howell suggested an explicit statement that a quorum is a majority of the appointed membership present. Mr. Gottlieb suggested clarifying the section on remote participation to state that remote

participants can vote, but do not count as part of the quorum. Ms. Senatori noted that a remote participation policy will have to go before the Board for a vote.

Committee members discussed the need for an attendance policy, suggesting notification of a members appointing authority if said member is in violation of the attendance policy.

Committee members suggested the attendance policy may be revisited if/when the Island communities become members of the Fund.

Committee members suggested striking section 6.5, participation by members in matters involving their appointing authority.

Ms. Barmakian asked about the meeting schedule moving forward and Ms. Senatori suggested a more predictable schedule of meetings could be established in the future.

Mr. Ells moved the discussion to article 7, administration, finance, and record-keeping.

Mr. Howell suggested adding a reference to the public records law in Section 7.2.

Committee members agreed the full Board is responsible for reviewing and approving the annual report and the annual audit report.

Committee members agreed the Board will act through the Commission to make arrangements for the annual audit.

Committee members agreed the Commission may propose a budget for approval on an annual basis.

Mr. Ells moved the discussion to article 8, execution of instruments.

Mr. Howell suggested and the committee agreed that the first section of article 8 should be clear that the chair and vice chair may execute agreements upon a vote of the Board.

Mr. Ells moved the discussion to article 9, regulations, forms and fees.

Mr. Gottlieb suggested removing language in section 9.1 regarding the process for submission and review of applications for submission and the committee agreed.

Committee members agreed to strike section 9.2 and amend this section to only address regulations.

Mr. Ells moved the discussion to article 10, code of conduct.

Mr. deRuyter, Ms. Palmer, and Mr. Ells provided suggestions for existing code of conduct language that might be used in these bylaws.

Ms. Senatori suggested we would review the language and provide revisions to this section in the next draft.

Mr. Ells moved the discussion to article 11, effective date, amendments.

Mr. Howell suggested that the text of any future amendments be included on the meeting notice and the committee agreed.

Mr. Ells moved the discussion to article 12, general provisions. Committee members had no comments on this section.

Mr. Ells asked for any final general comments on the draft bylaws and there were no additional comments.

Ms. Senatori said Commission staff will work with counsel to revise and reconvene the committee later in the summer.

The meeting adjourned at 12:35.