**MINUTES OF THE CENTRAL WASATCH COMMISSION EXECUTIVE COMMITTEE MEETING HELD MONDAY, OCTOBER 19, 2020 AT 3:30 P.M. THE MEETING WAS CONDUCTED ELECTRONICALLY WITHOUT A PHYSICAL LOCATION, AS AUTHORIZED BY THE GOVERNOR’S EXECUTIVE ORDER DATED MARCH 18, 2020.**

**Present:**  Chair Chris Robinson, Mayor Erin Mendenhall, Mayor Mike Peterson, Laura Briefer, Mike Reberg, Carl Fisher, Helen Peters

**Staff:** CWC Executive Director Ralph Becker, CWC Deputy Director Blake Perez, Communications Director Lindsey Nielsen, Office Administrator Kaye Mickelso1n, CWC Attorney Shane Topham

1. **OPENING**
2. **The Meeting will be Called to Order by the Chair of the Board Christopher F. Robinson.**

Chair Chris Robinson called the meeting to order via Zoom at approximately 3:30 p.m.

1. **November 2, 2020, CWC Board Meeting: Draft**

Chair Robinson reviewed the agenda items for the November 2, 2020, Central Wasatch Commission (“CWC”) Board Meeting. The **draft** agenda was discussed as follows below:

1. **October 5, 2020 Minutes for Approval.**
2. **Committees Update:**
3. **Executive Committee: Minutes of October 9, 2020.**
4. **Budget Finance Audit Committee: October 29, 2020 Minutes**

* **Introduction of Use of Reserves Request.**

1. **Legislative Land Tenure Committee:**
2. **Recommend Public Comment at 11/2 Board Meeting New Draft Congressional Legislation.**

CWC Executive Director, Ralph Becker reported on the most recent Legislative/Land Tenure Committee Meeting. The Committee recommended moving forward with the Congressional Legislation drafting process with the removal of the land exchanges. Mr. Becker redrafted the bill to eliminate the land exchanges and address technical clean up. The Committee suggested releasing the redrafted bill for public review with a 30-day public comment period.

Chair Robinson wondered if the draft would be available before the November 13, 2020, Mountain Transportation System Virtual Summit. Mr. Becker noted that there is a draft ready that can be released soon after the November 2, 2020, Board Meeting if approved by the Board for public comment. Chair Robinson believed it would be beneficial to discuss the redrafted bill at the Summit to show that the Mountain Transportation System (“MTS”) and the Federal Legislation go hand in hand. He asked to see a redline version of the bill.

It was noted that Mike Reberg discussed the topic with Mayor Wilson who wished to see a summary written by staff that discussed the changes made but also explains why the bill was moving forward without the land exchanges. Chair Robinson believed that in addition to the summary, ideas related to land tenure should be included. Mr. Reberg agreed and felt that the summary should include information about how the land exchanges could take place in the future.

1. **Short-Term Projects Committee.**
2. **Transportation Committee: Update MTS Process.**
3. **October 21, 2020 Stakeholders Council.**
4. **November 13/14, 2020 Summit**

Chair Robinson reviewed the agenda items for the November 2, 2020, CWC Board Meeting.

1. **Stakeholder Council Leadership – Vice-Chair Appointment.**

Chair Robinson reported that the Chair of the Stakeholders Council has resigned. Current Vice-Chair, Dr. Kelly Bricker will be temporarily filling the Chair position. A s a result, a member of the Stakeholders Council, Jan Striefel, was recommended to fill the Vice-Chair position in Dr. Bricker’s place. The matter was to be discussed at the November 2, 2020, CWC Board Meeting.

1. **Executive Committee Discussion.**
2. **Operational Item:**
3. **CWC Employee Handbook:**

Chair Robinson informed the Committee that there are two open items related to the CWC Employee Handbook. Those items relate to the number of hours a full-time employee will work in a typical week and Paid Time Off (“PTO”). CWC Attorney, Shane Topham did a rewrite of the handbook to make it more succinct and streamlined. The latest CWC Employee Handbook draft was shared with the Committee.

Laura Briefer questioned whether all 22 PTO days are given to employees at the beginning of the year. She also had questions related to the “use it or lose it” policy for PTO days. Ms. Briefer felt that having a cap on the number of days that can be rolled over into the next year would be more appropriate.

Mr. Topham noted some of the changes had been made to the CWC Employee Handbook. He wondered if the Personal Appearance section needed modification to specify that employees should be clean and dressed presentably. The Executive Committee did not believe the personal appearance section needed additional clarification or modification.

Mr. Perez reported that a change was made to specify that full-time employees work five days per week, 8 hours per day, and 40 hours per week during a typical work week. He raised a question related to the number of hours used to describe a part-time employee. Mr. Topham noted that if a full-time employee works 40 hours per week, a part-time employee by definition would work less than 40 hours per week. Mr. Reberg believed that if an employee works more than 29 hours per week, employers need to offer some kind of health insurance. He felt there should be a distinction since employees working less than 29 hours per week would not be eligible for benefits. Chair Robinson suggested that the handbook state that part-time employees work less than 29 hours a week.

Mr. Topham questioned how to classify an employee that works 30 to 40 hours per week. Mayor Peterson stated that someone could be hired with a salary based on 32 hours a week and the salary would dictate the number of hours. Mr. Reberg believed there are federal laws that state that an employee who works an average of more than 29 hours per week must be offered health insurance. Anything less than 40 hours would be considered part-time but employees who work less than 29 hours per week would not be eligible for benefits.

Mr. Topham and Chair Robinson discussed possible changes to the CWC Employee Handbook draft. Mr. Topham suggested stating, “A part-time employee regularly works less than 40 hours per week. Part-time employees are entitled only to those benefits required by statute or as otherwise approved by the CWC Board.” He felt this wording would add clarity and give the Board flexibility.

Chair Robinson asked if the CWC was continuing to do the $50 per month mobile phone reimbursement. Mr. Becker confirmed this was the case. Mr. Topham noted that he made an addition to the section to specify that there would be no expectation of privacy when someone uses CWC equipment for personal use.

The Committee discussed PTO days. Ms. Briefer asked if there would be a set amount of rollover days. Chair Robinson suggested that days could accrue at the rate of two days per month and up to 11 days of PTO could be carried forward from the immediately preceding fiscal year. Ms. Briefer suggested there be a cap on PTO days. She believed a cap of 40 PTO days would be appropriate. Chair Robinson noted that 40 PTO days seemed excessive. He felt it was important to encourage people to use their days during the year rather than carry them over. Office Administrator, Kaye Mickelson noted that the CWC does not have an accrual accounting system.

Mr. Reberg felt that the full amount of PTO days should be given to the employee on the date they are hired. This would cover both vacation time and sick time. He noted that with a small staff, it could be difficult to take vacation days if someone else is sick or has left their position. Ms. Briefer felt that immediate accrual was likely simpler administratively as well. Mr. Topham asked if the Committee wanted to provide immediate accrual of PTO days upon hire with PTO days on a prorated basis for partial years. Chair Robinson felt that was an appropriate change. Mr. Topham suggested stating that no more than 22 days of PTO may be carried forward for any subsequent fiscal year.

Mayor Peterson liked Chair Robinson’s initial suggestion, where employees would accrue two days of PTO per month. Chair Robinson noted that they had not stated the rate at which PTO days were accruing, other than to note that they would be prorated for partial years. Mr. Reberg and Ms. Briefer felt it was important to give employees the full amount of PTO days on the first date of employment, due to the potential need for sick leave. Mayor Peterson stated that as long as there is a cap on the number of days that can be carried over, he would be agreeable to the proposed changes. Ms. Briefer noted that Salt Lake City has something very similar in place to what was proposed.

Mr. Reberg clarified that a maximum of 22 PTO days could be carried over and 22 PTO days would be accrued at the beginning of each fiscal year. Chair Robinson confirmed this and stated that the maximum number of PTO days an employee could have in one year was 44. Mr. Topham stated that he would clean up the CWC Employee Handbook draft and make the discussed changes at the conclusion of the Executive Committee Meeting.

1. **Recommendation for Approval: Executive Committee to CWC Board.**

**MOTION:** Mayor Peterson moved that the Executive Committee forward a recommendation of approval to the CWC Board for updates made to the CWC Employee Handbook. Chair Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.

1. **Operational Item:**
2. **Bylaws: Treasurer and Secretary Position Descriptions.**

Mr. Topham reported that the revised bylaws contained the Treasurer and Secretary position descriptions. The Executive Committee looked at the redline changes made and the sections involving the duties of the Secretary and Treasurer were discussed. Mr. Topham noted that there are robust statutes in the Municipal Code regarding the duties of a City Recorder or City Treasurer but there were not as many statutes in the Interlocal Agreement (“ILA”) concerning those offices in interlocal entities. Chair Robinson reported that a Secretary and Treasurer delegated many of the responsibilities listed in the bylaws to staff. Items D and E were their main responsibilities in addition to attending meetings.

Mr. Topham added a more robust assignment provision and revised the Treasurer position to allow delegation to staff. The text was edited and changed to specify that Treasurer and Secretary positions can “assign CWC Staff members to assist.” Mayor Mendenhall wondered if the accountability would still remain with a Board Member. Mr. Topham felt there should be someone on the Board level who is ultimately responsible. The Executive Committee believed that the Treasurer and Secretary position descriptions had been updated appropriately.

The Committee next discussed ex-officio members. Mr. Topham reported that he originally believed sections would need to be revised to comply with the latest amendment to the CWC ILA. However, ex-officio Commission Members are members of the Board but do not represent a member. The line discussing the admission of additional members to the CWC would not be applicable to ex-officio Commission Members. It stated, “The total number of all Commissioners entitled to vote on matters shall not exceed 10.” Mr. Topham added a line that noted that ex-officio members are not eligible to vote. Chair Robinson noted that Commissioners were not able to delegate their vote to a proxy. Someone can attend meetings and share their perspectives but cannot vote.

Chair Robinson commented that he did not want sole responsibility for approving matters over $40,000. Mayor Peterson wondered where the $40,000 threshold came from. Mr. Topham believed it was an arbitrary number. Chair Robinson suggested changing the number to separate matters between $5,000 and $19,000 and separate matters over $20,000.

Mr. Topham discussed wording in the bylaws. He questioned whether things would be approved by the Executive Committee or if a recommendation would be made by the Executive Committee with approval being handled by the Board. Chair Robinson suggested a recommendation by the Executive Director and the Executive Committee followed by approval by the Board. Mr. Becker noted that there may be time considerations and the Executive Committee may not always be able to meet. Mayor Peterson noted that the Executive Committee may be able to vote over the phone. Mr. Becker stated that notice had to be given and a meeting would need to be held.

Chair Robinson read the following from the bylaws, “With review, selection, and approval by the Chair prior to purchase.” He felt it needed to either say “approval by the Board” or be changed to, “following a recommendation by the Executive Director and approval by the Executive Committee.” Mr. Becker and Mr. Topham noted that all agreements must be approved by the Board. Chair Robinson stated that the sentence could be updated to say, “with review, selection, and approval by the Board prior to purchase, following a recommendation by the Executive Director.” Mr. Becker commented that there had been times where there were strict deadlines for projects. Chair Robinson had been able to review those projects and give his okay, subject to approval from the Board. Mr. Becker felt that a similar situation could occur when meetings are less frequent. Mr. Topham stated that the bylaws were drafted so that the entity could move faster when needed. The statement related to approval by the Chair was added because the Chair was unlikely to approve anything that would not have Board support.

Mayor Peterson believed that if the Board Chair had the opportunity to review an item, the Board as a whole would ratify that approval. Chair Robinson wanted the sentence to state, “following a recommendation by the Executive Director and approval by the Executive Committee.” Mr. Topham made the necessary changes. He believed it would be easier to get together any necessary meeting of the Executive Committee rather than the full Board.

The Executive Committee reviewed the section on Risk Management. There were no concerns about the updates. The Committee discussed the Fund Balance Policy section in Chapter 11. Chair Robinson recommended the section either be filled out by Mr. Topham or deleted. Mr. Topham believed the Investment Policy section covered the Fund Balance Policy. Chair Robinson suggested renaming the previous chapter to Investment and Fund Balance Policy and removing Chapter 11 altogether. Mr. Topham made changes to the bylaws and presented them to the Executive Committee.

**MOTION:** Mayor Peterson moved that the Executive Committee forward a recommendation of approval to the CWC Board for updates to the bylaws. Chair Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.

1. **Recommend to BFAC Redefinition of Treasurer Position Description.**

Mr. Becker reported that there had been difficulties with the roles for those involved with the Budget, Finance, and Treasurer positions within the CWC. Mayor Mendenhall was currently serving as Treasurer but she had expressed concerns about her role. It was noted that many of the duties had been performed by Mayor Silvestrini. Staff had arrived at the following two tentative recommendations:

* Define the Treasurer position so that it is clear that there is the ability to delegate that authority to the Assistant Treasurer or others; and
* Separate out the Treasurer position so that the Executive Committee membership isn’t necessarily the same as the officer position.

Mayor Mendenhall could remain on as a member of the Executive Committee and Mayor Silvestrini could assume the position of Treasurer. Mr. Becker believed this would help clean up the officer and Executive Committee operations. Chair Robinson asked who is currently serving on the Executive Committee. Mr. Becker reported that there is a Chair, Vice-Chair, Treasurer, and Secretary. Chair Robinson asked for clarification and asked if Mayor Mendenhall would not be an officer but remain a member of the Executive Committee and Mayor Silvestrini would be an officer but not be a member of the Executive Committee. Mr. Becker confirmed that was the case. Chair Robinson commented that this solution would be recommended to the full CWC Board.

1. **Request Secretary Position Description from Shane Topham.**

The Secretary position description was updated by Mr. Topham and the CWC Executive Committee.

1. **Stakeholders Council Membership and Leadership:**
2. **Stakeholder Decision Tree Document for Discussion.**
3. **Stakeholder Spreadsheet of Terms/Status.**
4. **Review Stakeholder Rules and Procedures.**
5. **Recommendation for Jan Striefel to become Vice-Chair and Serve to Completion of Term: 6/30/21.**

Chair Robinson reported that the Chair of the Stakeholders Council had resigned and Vice-Chair Dr. Kelly Bricker was willing to serve as Chair. A member of the Stakeholders Council, Jan Striefel, was recommended to fill the Vice-Chair position. Chair Robinson noted that there had been some concern over whether Vice-Chair Bricker could also contract with the CWC for the Visitor Management Study in the future. He believed a temporary solution would be to elevate Vice-Chair Bricker to the Chair position and ask Ms. Striefel to assume the Vice-Chair position. The intent was to inform the Stakeholders Council of the Executive Committee recommendation on October 21, 2020. Further discussions and possible approvals would take place during the November 2, 2020 Board Meeting.

Mr. Perez commented that the Chair and Vice-Chair terms expire on June 30, 2021. Chair Robinson noted that the recommendation would be for Vice-Chair Bricker to fill the unexpired term of Chair and Ms. Striefel to fill the unexpired term of Vice-Chair. The matter was to be revisited at the beginning of the next fiscal year. Mr. Becker believed the rules and procedures automatically allow the Vice-Chair to assume the position of Chair. He still felt it was wise to have Board approval. Mr. Becker reported that staff was looking to fill some of the vacancies on the Stakeholders Council at the beginning of the year.

Mr. Reberg asked when Phase 1 of the Visitor Management Study would take place. He noted that Mayor Wilson was concerned about the potential conflict with Vice-Chair Bricker’s participation. Mr. Becker reported that the Visitor Management Study had not yet gone out Requests for Proposal (“RFP”). The Board approved it subject to the Sandy City Council’s budget and requested participation from some private sources. Mr. Becker reported that a Sandy City Council Member hoped to have that budget item on their agenda before the end of the month. It would be up to the CWC Board to decide at the November 2, 2020 meeting whether to approve Phase 1 of the Visitor Management Study.

Mr. Becker noted that Vice-Chair Bricker helped prepare a Scope of Services that was reviewed and recommended by the Stakeholders Council. Upon approval by the Board, the plan for the Visitor Management Study would be to go out for an RFP, receive proposals in a competitive process, and select someone to perform the work. He noted that there are no current conflicts of interest with Vice-Chair Bricker. It was expected that she would need to recuse herself from certain discussions. Mr. Reberg wondered whether she could hold the Chair position and compete for the Visitor Management Study contract. Mr. Becker confirmed this but noted that Vice-Chair Bricker would recuse herself from all consideration discussion and actions related to that item.

Mr. Reberg asked when Visitor Management Study applications will take place for the Phase 1 contract. Mr. Becker believed it would begin early next year. Chair Robinson asked if Mr. Reberg felt that Vice-Chair Bricker should not be elevated to Chair. Mr. Reberg clarified that Mayor Wilson worried that there could be issues if Vice-Chair Bricker becomes Chair and competes for the Visitor Management Study contract. Mayor Peterson did not share those same concerns. He was unsure what Vice-Chair Bricker’s involvement would be with the contract but noted that she is objective and has a professional background. He wanted to allow her to serve as Chair of the Stakeholders Council until there is a conflict. Mr. Reberg did not have concerns about Vice-Chair Bricker’s objectivity but wondered how her position may look externally. Chair Robinson believed it was wise to be cautious of outside scrutiny.

Mayor Peterson recommended making adjustments to the Chair and Vice-Chair positions for the Stakeholders Council. He noted that Vice-Chair Bricker could be asked to step aside or recuse herself during certain discussions if legal counsel feels it is necessary. Mr. Becker reported that Vice-Chair Bricker would assume the Chair at the next Stakeholders Council Meeting unless the Executive Committee does not approve the change. The Committee believed it would be appropriate to recommend Vice-Chair Bricker and Ms. Striefel to serve as Chair and Vice-Chair of the CWC Board.

The status of the Stakeholders Council membership was discussed. Mr. Becker reported that there are currently 29 members. The CWC Charter calls for the Stakeholders Council to have 28 to 35 members. At the beginning of the new year, the process would begin to fill the remaining membership positions and discuss potential changes to the Chair and Vice-Chair. Ms. Mickelson reported that this information was outlined in the Decision Tree inside the Board packet.

**MOTION:** Mayor Peterson moved that the Executive Committee forward a recommendation of approval to the CWC Board for the Chair and Vice-Chair positions on the Stakeholders Council. Chair Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.

1. **Adjournment.**

**MOTION:** Mayor Peterson moved to adjourn the Executive Committee Meeting. Chair Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.

The Central Wasatch Commission Meeting adjourned at approximately 5:15 p.m.

***I hereby certify that the foregoing represents a true, accurate, and complete record of the Central Wasatch Commission Executive Committee Meeting held Monday, October 19, 2020.***

Teri Forbes

Teri Forbes

T Forbes Group

Minutes Secretary

Minutes Approved: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_