

**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 Mickelson, CWC Attorney Shane Topham

1. OPENING

- a. **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.

2. 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:

- a. **October 5, 2020 Minutes for Approval.**

- b. **Committees Update:**

- i. **Executive Committee: Minutes of October 9, 2020.**
ii. **Budget Finance Audit Committee: October 29, 2020 Minutes**

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

- c. **Legislative Land Tenure Committee:**

- i. **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

1 to show that the Mountain Transportation System (“MTS”) and the Federal Legislation go hand in
2 hand. He asked to see a redline version of the bill.

3
4 It was noted that Mike Reberg discussed the topic with Mayor Wilson who wished to see a summary
5 written by staff that discussed the changes made but also explains why the bill was moving forward
6 without the land exchanges. Chair Robinson believed that in addition to the summary, ideas related
7 to land tenure should be included. Mr. Reberg agreed and felt that the summary should include
8 information about how the land exchanges could take place in the future.

9
10 **d. Short-Term Projects Committee.**

11
12 **e. Transportation Committee: Update MTS Process.**

13
14 **i. October 21, 2020 Stakeholders Council.**

15
16 **ii. November 13/14, 2020 Summit**

17
18 Chair Robinson reviewed the agenda items for the November 2, 2020, CWC Board Meeting.

19
20 **f. Stakeholder Council Leadership – Vice-Chair Appointment.**

21
22 Chair Robinson reported that the Chair of the Stakeholders Council has resigned. Current Vice-Chair,
23 Dr. Kelly Bricker will be temporarily filling the Chair position. As a result, a member of the
24 Stakeholders Council, Jan Striefel, was recommended to fill the Vice-Chair position in Dr. Bricker’s
25 place. The matter was to be discussed at the November 2, 2020, CWC Board Meeting.

26
27 **3. Executive Committee Discussion.**

28
29 **a. Operational Item:**

30
31 **i. CWC Employee Handbook:**

32
33 Chair Robinson informed the Committee that there are two open items related to the CWC Employee
34 Handbook. Those items relate to the number of hours a full-time employee will work in a typical
35 week and Paid Time Off (“PTO”). CWC Attorney, Shane Topham did a rewrite of the handbook to
36 make it more succinct and streamlined. The latest CWC Employee Handbook draft was shared with
37 the Committee.

38
39 Laura Briefer questioned whether all 22 PTO days are given to employees at the beginning of the
40 year. She also had questions related to the “use it or lose it” policy for PTO days. Ms. Briefer felt
41 that having a cap on the number of days that can be rolled over into the next year would be more
42 appropriate.

43
44 Mr. Topham noted some of the changes had been made to the CWC Employee Handbook. He
45 wondered if the Personal Appearance section needed modification to specify that employees should
46 be clean and dressed presentably. The Executive Committee did not believe the personal appearance
47 section needed additional clarification or modification.

1 Mr. Perez reported that a change was made to specify that full-time employees work five days per
2 week, 8 hours per day, and 40 hours per week during a typical work week. He raised a question
3 related to the number of hours used to describe a part-time employee. Mr. Topham noted that if a
4 full-time employee works 40 hours per week, a part-time employee by definition would work less
5 than 40 hours per week. Mr. Reberg believed that if an employee works more than 29 hours per week,
6 employers need to offer some kind of health insurance. He felt there should be a distinction since
7 employees working less than 29 hours per week would not be eligible for benefits. Chair Robinson
8 suggested that the handbook state that part-time employees work less than 29 hours a week.
9

10 Mr. Topham questioned how to classify an employee that works 30 to 40 hours per week. Mayor
11 Peterson stated that someone could be hired with a salary based on 32 hours a week and the salary
12 would dictate the number of hours. Mr. Reberg believed there are federal laws that state that an
13 employee who works an average of more than 29 hours per week must be offered health insurance.
14 Anything less than 40 hours would be considered part-time but employees who work less than 29
15 hours per week would not be eligible for benefits.
16

17 Mr. Topham and Chair Robinson discussed possible changes to the CWC Employee Handbook draft.
18 Mr. Topham suggested stating, "A part-time employee regularly works less than 40 hours per week.
19 Part-time employees are entitled only to those benefits required by statute or as otherwise approved
20 by the CWC Board." He felt this wording would add clarity and give the Board flexibility.
21

22 Chair Robinson asked if the CWC was continuing to do the \$50 per month mobile phone
23 reimbursement. Mr. Becker confirmed this was the case. Mr. Topham noted that he made an addition
24 to the section to specify that there would be no expectation of privacy when someone uses CWC
25 equipment for personal use.
26

27 The Committee discussed PTO days. Ms. Briefer asked if there would be a set amount of rollover
28 days. Chair Robinson suggested that days could accrue at the rate of two days per month and up to
29 11 days of PTO could be carried forward from the immediately preceding fiscal year. Ms. Briefer
30 suggested there be a cap on PTO days. She believed a cap of 40 PTO days would be appropriate.
31 Chair Robinson noted that 40 PTO days seemed excessive. He felt it was important to encourage
32 people to use their days during the year rather than carry them over. Office Administrator, Kaye
33 Mickelson noted that the CWC does not have an accrual accounting system.
34

35 Mr. Reberg felt that the full amount of PTO days should be given to the employee on the date they
36 are hired. This would cover both vacation time and sick time. He noted that with a small staff, it
37 could be difficult to take vacation days if someone else is sick or has left their position. Ms. Briefer
38 felt that immediate accrual was likely simpler administratively as well. Mr. Topham asked if the
39 Committee wanted to provide immediate accrual of PTO days upon hire with PTO days on a prorated
40 basis for partial years. Chair Robinson felt that was an appropriate change. Mr. Topham suggested
41 stating that no more than 22 days of PTO may be carried forward for any subsequent fiscal year.
42

43 Mayor Peterson liked Chair Robinson's initial suggestion, where employees would accrue two days
44 of PTO per month. Chair Robinson noted that they had not stated the rate at which PTO days were
45 accruing, other than to note that they would be prorated for partial years. Mr. Reberg and Ms. Briefer
46 felt it was important to give employees the full amount of PTO days on the first date of employment,
47 due to the potential need for sick leave. Mayor Peterson stated that as long as there is a cap on the

1 number of days that can be carried over, he would be agreeable to the proposed changes. Ms. Briefer
2 noted that Salt Lake City has something very similar in place to what was proposed.

3
4 Mr. Reberg clarified that a maximum of 22 PTO days could be carried over and 22 PTO days would
5 be accrued at the beginning of each fiscal year. Chair Robinson confirmed this and stated that the
6 maximum number of PTO days an employee could have in one year was 44. Mr. Topham stated that
7 he would clean up the CWC Employee Handbook draft and make the discussed changes at the
8 conclusion of the Executive Committee Meeting.

9
10 **ii. Recommendation for Approval: Executive Committee to CWC Board.**

11
12 **MOTION:** Mayor Peterson moved that the Executive Committee forward a recommendation of
13 approval to the CWC Board for updates made to the CWC Employee Handbook. Chair Robinson
14 seconded the motion. The motion passed with the unanimous consent of the Committee.

15
16 **b. Operational Item:**

17
18 **i. Bylaws: Treasurer and Secretary Position Descriptions.**

19
20 Mr. Topham reported that the revised bylaws contained the Treasurer and Secretary position
21 descriptions. The Executive Committee looked at the redline changes made and the sections
22 involving the duties of the Secretary and Treasurer were discussed. Mr. Topham noted that there are
23 robust statutes in the Municipal Code regarding the duties of a City Recorder or City Treasurer but
24 there were not as many statutes in the Interlocal Agreement (“ILA”) concerning those offices in
25 interlocal entities. Chair Robinson reported that a Secretary and Treasurer delegated many of the
26 responsibilities listed in the bylaws to staff. Items D and E were their main responsibilities in addition
27 to attending meetings.

28
29 Mr. Topham added a more robust assignment provision and revised the Treasurer position to allow
30 delegation to staff. The text was edited and changed to specify that Treasurer and Secretary positions
31 can “assign CWC Staff members to assist.” Mayor Mendenhall wondered if the accountability would
32 still remain with a Board Member. Mr. Topham felt there should be someone on the Board level who
33 is ultimately responsible. The Executive Committee believed that the Treasurer and Secretary
34 position descriptions had been updated appropriately.

35
36 The Committee next discussed ex-officio members. Mr. Topham reported that he originally believed
37 sections would need to be revised to comply with the latest amendment to the CWC ILA. However,
38 ex-officio Commission Members are members of the Board but do not represent a member. The line
39 discussing the admission of additional members to the CWC would not be applicable to ex-officio
40 Commission Members. It stated, “The total number of all Commissioners entitled to vote on matters
41 shall not exceed 10.” Mr. Topham added a line that noted that ex-officio members are not eligible to
42 vote. Chair Robinson noted that Commissioners were not able to delegate their vote to a proxy.
43 Someone can attend meetings and share their perspectives but cannot vote.

44
45 Chair Robinson commented that he did not want sole responsibility for approving matters over
46 \$40,000. Mayor Peterson wondered where the \$40,000 threshold came from. Mr. Topham believed
47 it was an arbitrary number. Chair Robinson suggested changing the number to separate matters
48 between \$5,000 and \$19,000 and separate matters over \$20,000.

1
2 Mr. Topham discussed wording in the bylaws. He questioned whether things would be approved by
3 the Executive Committee or if a recommendation would be made by the Executive Committee with
4 approval being handled by the Board. Chair Robinson suggested a recommendation by the Executive
5 Director and the Executive Committee followed by approval by the Board. Mr. Becker noted that
6 there may be time considerations and the Executive Committee may not always be able to meet.
7 Mayor Peterson noted that the Executive Committee may be able to vote over the phone. Mr. Becker
8 stated that notice had to be given and a meeting would need to be held.
9

10 Chair Robinson read the following from the bylaws, "With review, selection, and approval by the
11 Chair prior to purchase." He felt it needed to either say "approval by the Board" or be changed to,
12 "following a recommendation by the Executive Director and approval by the Executive Committee."
13 Mr. Becker and Mr. Topham noted that all agreements must be approved by the Board. Chair
14 Robinson stated that the sentence could be updated to say, "with review, selection, and approval by
15 the Board prior to purchase, following a recommendation by the Executive Director." Mr. Becker
16 commented that there had been times where there were strict deadlines for projects. Chair Robinson
17 had been able to review those projects and give his okay, subject to approval from the Board.
18 Mr. Becker felt that a similar situation could occur when meetings are less frequent. Mr. Topham
19 stated that the bylaws were drafted so that the entity could move faster when needed. The statement
20 related to approval by the Chair was added because the Chair was unlikely to approve anything that
21 would not have Board support.
22

23 Mayor Peterson believed that if the Board Chair had the opportunity to review an item, the Board as
24 a whole would ratify that approval. Chair Robinson wanted the sentence to state, "following a
25 recommendation by the Executive Director and approval by the Executive Committee." Mr. Topham
26 made the necessary changes. He believed it would be easier to get together any necessary meeting of
27 the Executive Committee rather than the full Board.
28

29 The Executive Committee reviewed the section on Risk Management. There were no concerns about
30 the updates. The Committee discussed the Fund Balance Policy section in Chapter 11. Chair
31 Robinson recommended the section either be filled out by Mr. Topham or deleted. Mr. Topham
32 believed the Investment Policy section covered the Fund Balance Policy. Chair Robinson suggested
33 renaming the previous chapter to Investment and Fund Balance Policy and removing Chapter 11
34 altogether. Mr. Topham made changes to the bylaws and presented them to the Executive Committee.
35

36 **MOTION:** Mayor Peterson moved that the Executive Committee forward a recommendation of
37 approval to the CWC Board for updates to the bylaws. Chair Robinson seconded the motion. The
38 motion passed with the unanimous consent of the Committee.
39

40 **ii. Recommend to BFAC Redefinition of Treasurer Position Description.**
41

42 Mr. Becker reported that there had been difficulties with the roles for those involved with the Budget,
43 Finance, and Treasurer positions within the CWC. Mayor Mendenhall was currently serving as
44 Treasurer but she had expressed concerns about her role. It was noted that many of the duties had
45 been performed by Mayor Silvestrini. Staff had arrived at the following two tentative
46 recommendations:
47

- 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.

iii. Request Secretary Position Description from Shane Topham.

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

c. Stakeholders Council Membership and Leadership:

i. Stakeholder Decision Tree Document for Discussion.

ii. Stakeholder Spreadsheet of Terms/Status.

iii. Review Stakeholder Rules and Procedures.

iv. 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.

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

9
10 Mr. Becker noted that Vice-Chair Bricker helped prepare a Scope of Services that was reviewed and
11 recommended by the Stakeholders Council. Upon approval by the Board, the plan for the Visitor
12 Management Study would be to go out for an RFP, receive proposals in a competitive process, and
13 select someone to perform the work. He noted that there are no current conflicts of interest with Vice-
14 Chair Bricker. It was expected that she would need to recuse herself from certain discussions.
15 Mr. Reberg wondered whether she could hold the Chair position and compete for the Visitor
16 Management Study contract. Mr. Becker confirmed this but noted that Vice-Chair Bricker would
17 recuse herself from all consideration discussion and actions related to that item.

18
19 Mr. Reberg asked when Visitor Management Study applications will take place for the Phase 1
20 contract. Mr. Becker believed it would begin early next year. Chair Robinson asked if Mr. Reberg
21 felt that Vice-Chair Bricker should not be elevated to Chair. Mr. Reberg clarified that Mayor Wilson
22 worried that there could be issues if Vice-Chair Bricker becomes Chair and competes for the Visitor
23 Management Study contract. Mayor Peterson did not share those same concerns. He was unsure
24 what Vice-Chair Bricker's involvement would be with the contract but noted that she is objective and
25 has a professional background. He wanted to allow her to serve as Chair of the Stakeholders Council
26 until there is a conflict. Mr. Reberg did not have concerns about Vice-Chair Bricker's objectivity but
27 wondered how her position may look externally. Chair Robinson believed it was wise to be cautious
28 of outside scrutiny.

29
30 Mayor Peterson recommended making adjustments to the Chair and Vice-Chair positions for the
31 Stakeholders Council. He noted that Vice-Chair Bricker could be asked to step aside or recuse herself
32 during certain discussions if legal counsel feels it is necessary. Mr. Becker reported that Vice-Chair
33 Bricker would assume the Chair at the next Stakeholders Council Meeting unless the Executive
34 Committee does not approve the change. The Committee believed it would be appropriate to
35 recommend Vice-Chair Bricker and Ms. Striefel to serve as Chair and Vice-Chair of the CWC Board.

36
37 The status of the Stakeholders Council membership was discussed. Mr. Becker reported that there
38 are currently 29 members. The CWC Charter calls for the Stakeholders Council to have 28 to 35
39 members. At the beginning of the new year, the process would begin to fill the remaining membership
40 positions and discuss potential changes to the Chair and Vice-Chair. Ms. Mickelson reported that
41 this information was outlined in the Decision Tree inside the Board packet.

42
43 **MOTION:** Mayor Peterson moved that the Executive Committee forward a recommendation of
44 approval to the CWC Board for the Chair and Vice-Chair positions on the Stakeholders Council.
45 Chair Robinson seconded the motion. The motion passed with the unanimous consent of the
46 Committee.

1 **4. Adjournment.**

2
3 **MOTION:** Mayor Peterson moved to adjourn the Executive Committee Meeting. Chair Robinson
4 seconded the motion. The motion passed with the unanimous consent of the Committee.

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

1 *I hereby certify that the foregoing represents a true, accurate, and complete record of the Central*
2 *Wasatch Commission Executive Committee Meeting held Monday, October 19, 2020.*
3

4 Teri Forbes

5 Teri Forbes

6 T Forbes Group

7 Minutes Secretary

8

9 Minutes Approved: _____