

**MINUTES OF THE CENTRAL WASATCH COMMISSION (“CWC”) EXECUTIVE/ BUDGET/AUDIT COMMITTEE MEETING HELD ELECTRONICALLY ON MONDAY, MARCH 21, 2022, AT 3:30 P.M.**

**Present:**  Chris Robinson, Chair

Mayor Jeff Silvestrini

 Ralph Becker, Ex-Officio Member

**CWC Staff:** Blake Perez, Deputy Director

 Lindsey Nielsen, Communications Director

 Kaye Mickelson, Office Administrator

**Excused:** Mayor Erin Mendenhall

**Others:** Laura Briefer

 Carl Fisher

 Steve Van Maren

 Patrick Shea

**OPENING**

1. **Chair of the Board, Christopher F. Robinson, will Open the CWC Executive/Budget/Audit Committee Meeting, Plus Comment on the Electronic Meeting, No Anchor Location, as Noted.**

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

The Legislature, pursuant to Section 52-4-207(4), required the Committee to read a determination, which was as follows:

‘I, as the Chair of the Board of Commissioners (the “Board”) of the Central Wasatch Commission (“CWC”), hereby determine that conducting Board or Committee Meetings at any time during the next 30 days at an anchor location presents a substantial risk to the health and safety of those who may be present at the anchor location. The COVID-19 pandemic remains and the recent rise of more infectious variants of the virus merits continued vigilance to avoid another surge in cases, which could again threaten to overwhelm Utah’s healthcare system.’

1. **(Action) The Executive/Budget/Audit (“EBA”) Committee will Consider Approving the Minutes of the February 28, 2022, Meeting.**

**MOTION:** Mayor Silvestrini moved to approve the February 28, 2022, Executive/Budget/Audit Committee Meeting Minutes. Chair Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.

**CENTRAL WASATCH STRATEGIC PLAN**

1. **The EBA Committee will Review and Discuss the Central Wasatch Commission Strategic Plan, as Presented by Staff.**

CWC Deputy Director, Blake Perez discussed the Central Wasatch Commission Strategic Plan. Based on direction from the CWC Board, the recommendations included in the Common Ground Institute (“CGI”) report were condensed so it was clear to see all of the recommendations, the suggested strategies, and the current status of each recommendation. CWC Staff could take the “Central Wasatch Commission Strategic Plan” and develop a work plan for Fiscal Year 2022-2023.

Chair Robinson noted that the CWC Board had come close to adopting the Restatement and Recommitment to the Values and Principles of the Mountain Accord document at the last meeting. However, there were concerns voiced by the ski resorts, and as a result, the document was not approved at that time. An additional public comment process was underway. It seemed that the initial comments from the ski resorts were based on another version of the document, which was titled, “The Central Wasatch Compact.” Chair Robinson clarified that the “Restatement and Recommitment to the Values and Principles of the Mountain Accord” document would be adopted by the CWC Board and the organization was not seeking endorsement from the ski resorts or other Stakeholders.

 Ralph Becker noted that he reached out to some of the General Managers of the ski resorts seeking additional comments and information. The managers intended to share their comments in writing. He reported that different concerns had been expressed but there was a commitment from all ski resorts to continue to engage in discussions. Chair Robinson wondered if there was anything the ski resorts wanted to be changed in the Restatement and Recommitment to the Values and Principles of the Mountain Accord document. Becker explained that some were concerned about the action items. Chair Robinson pointed out that the action items were not included in the document. He clarified that the document would not amend the Mountain Accord, but it was a recommitment to the timeless values and principles. Becker believed the ski resorts now understood and accepted that the approval of the document was a specific CWC Board action.

Chair Robinson was hopeful that at the April 4, 2022, CWC Board Meeting, the Restatement and Recommitment to the Values and Principles of the Mountain Accord document would be adopted. Mayor Silvestrini agreed and noted that he was interested in hearing additional comments from the ski resorts. It seemed that there was a misunderstanding about what the organization was

trying to accomplish with the values and principles document.

Mr. Perez reported that CWC Staff would work on adding action items from the Mountain Accord into a matrix. The matrix would highlight the following:

* What is the action?
* What is the status?
* Who is responsible?
* What do we want to do about it?

The matrix would be included in the packet for the April 2022 CWC Board Meeting. Chair Robinson stated that after the last CWC Board Meeting, Ex-Officio Becker shared a potential timeline of what the next four months could look like if the organization decided to focus on “The Central Wasatch Compact.” Chair Robinson felt the focus should be on the CGI report. He did not believe “The Central Wasatch Compact” should be considered before the end of the fiscal year. Mayor Silvestrini agreed that the more pressing work should be handled first.

The Executive/Budget/Audit Committee continued to review the “Central Wasatch Commission Strategic Plan.” Mr. Perez reported that CWC Staff had discussed the idea of a new vision, mission, and purpose statement. It was important to incorporate some of the CGI recommendations into that language. Mayor Silvestrini felt that was appropriate. He noted that the CWC Board Retreat took place in November, but the organization may not want to wait until next November to start doing more strategic planning. Chair Robinson suggested that a short retreat could be scheduled for June 2022. Mayor Silvestrini felt that would be useful.

Laura Briefer believed it would be helpful to have a communication timeline in the “Central Wasatch Commission Strategic Plan. For instance, the items in B needed to be accomplished before moving onto the items in C. There needed to be a certain type of order in place. Mayor Silvestrini noted that input from the Stakeholders Council may also be useful. It was beneficial to hear from other voices outside of the CWC Board. Chair Robinson agreed. Ex-Officio Becker reminded the Committee that during the Mountain Transportation System (“MTS”) work, a session was held with the Stakeholders Council, and a lot of the CWC Board Members listened in. He felt that type of process could allow the CWC Board to hear different Stakeholders Council opinions.

Chair Robinson noted that the “Central Wasatch Commission Strategic Plan” had a section related to governance. Mr. Perez reported that the CGI recommendation was that the governance structure, created by Interlocal Agreement, remain the same. However, there were questions about the level of engagement with the State of Utah and with Salt Lake County. He noted that there were strategies listed that related to State and County outreach. Additionally, there needed to be clearer definitions about the roles of the CWC Board, Executive/Budget/Audit Committee, and Stakeholders Council. For instance, which decisions were made by each party.

Chair Robinson asked how the roles would be defined. Mr. Perez explained that if the CWC Board Meetings shifted from monthly to quarterly, there needed to be clear definitions about the role of the Executive/Budget/Audit Committee and how decisions would be made in between meetings. It was also important to consider how the CWC Board would utilize the Stakeholders Council. There could be specific action items for the Council to focus on or the Council could be asked to share suggestions. He stressed the importance of clearly defining the roles and expectations. Chair Robinson asked that CWC Staff share a recommendation about the roles and the structure. Mr. Perez noted that CWC Staff could work on a recommendation and share it at the next CWC Board Meeting. Mayor Silvestrini felt that would be useful and would start the discussions.

Item E in the “Central Wasatch Commission Strategic Plan” was reviewed. Mr. Perez reported that in the CGI report, there were two tracks: one was the discretion and authority granted to CWC Staff and one was future staffing levels. The recommendation was to give clear direction to CWC Staff to analyze issues, formulate recommendations, and build consensus around issues in the Central Wasatch Mountains. He noted that the CWC Board would decide what they wanted to receive from CWC Staff, including CWC Staff recommendations for action items. Chair Robinson felt it was appropriate for CWC Staff to share recommendations. It was beneficial to have options to consider. Mayor Silvestrini believed it would be worthwhile to let CWC Board Members know when the Executive/Budget/Audit Committee specifically asked for recommendations.

Future staffing levels were discussed. Mr. Perez explained that the CGI report called for staffing levels to stay the same, but noted that there may be opportunities to fluctuate with the pending retirement of two CWC Staff Members. The future staffing levels would be considered by the CWC Board. Chair Robinson felt that the decisions related to staffing should be made alongside the Fiscal Year 2022/2023 budget. Ms. Briefer agreed. Mr. Perez reported that the Executive/Budget/Audit Committee would see a tentative budget during the April 2022 meeting, with gaps filled in for staffing levels. The full CWC Board would see that information in the Meeting Materials Packet for the May 2022 CWC Board Meeting. Mayor Silvestrini noted that there were certain things that needed to be determined before the budget could be finalized. There would be a Closed Session where some of the staffing options would be discussed.

Mayor Silvestrini reported that the budget needed to be approved at the June 6, 2022, CWC Board Meeting. There would be a public hearing held that day. The tentative budget would be adopted at the May 4, 2022, CWC Board Meeting. That meant that there was an opportunity to discuss the tentative budget at the April meeting as well. It was important to have a decent idea of what the staffing levels would look like and what would be done about compensation, given the labor market. He explained that it was difficult to put a budget together without that information.

The Committee discussed the section related to majority voting, weighted voting, and consensus voting. Chair Robinson believed the default should be consensus voting, with an opportunity to shift to majority voting in certain circumstances. He noted that there were very rarely split votes, but if 40% of the voting members asked for a majority vote, that could be triggered. Chair Robinson pointed out that the CGI recommendation was to default to a majority vote. However, he felt it would be best to default to consensus and have a mechanism to shift to a majority vote.

Ms. Briefer suggested that the Executive/Budget/Audit Committee make a determination about the type of vote that would take place ahead of the CWC Board Meeting. Mayor Silvestrini wondered if this was an issue that needed to be formalized since the MTS discussions were the only example of when there had been difficulty reaching consensus. Chair Robinson recommended that the default vote be consensus. If the Executive/Budget/Audit Committee believed an item required a majority vote, that would be noted on the CWC Board Meeting agenda. If it was not noted on the agenda, a motion approved by at least three CWC Board Members could trigger a majority vote. He asked CWC Staff to refine the language further.

Mr. Perez reported that CGI recommended that CWC Board Meetings be quarterly rather than monthly. The Chair could elect to cancel a meeting or schedule a special meeting if needed. This was similar to the Stakeholders Council format. He explained that the idea was to start the quarterly meeting schedule in the new fiscal year. For instance, the meetings could take place in August and December. The Executive/Budget/Audit Committee would still meet monthly to handle business. It was also suggested that the CWC Board Retreat take place in November. Mr. Perez reported that the CWC Board still needed to meet in April, May, and June for transition planning and completing the budget. The audit could be addressed during the August 2022 CWC Board Meeting. Chair Robinson wondered whether bi-monthly meetings would be preferable to quarterly meetings. Mayor Silvestrini and Ms. Briefer agreed that bi-monthly meetings were best.

The section related to representation and engagement with external entities was reviewed. Mr. Perez stated that the recommendation was to encourage the CWC to engage with member jurisdictions and relevant non-CWC entities. That included organizations such as the U.S. Forest Service and the Utah Department of Transportation (“UDOT”). It was also important to consider whether CWC Staff should be on other Boards or Commissions by formal invitation or on an informal basis. Another option was to consider whether there was a State agency that could be an Ex-Officio Member or informal participant. Chair Robinson believed it was essential to engage with those types of agencies on a regular basis. Ex-Officio Becker noted that CWC Staff often spoke to staff members from those agencies, but the CWC Board did not always hear about those discussions. It would be possible to share monthly updates with Board Members.

Funding was discussed. Mr. Perez explained that the CGI report found CWC Board Members were comfortable with their current jurisdiction contributions. The recommendation was to continue to seek external funding to support short-term projects and other initiatives. He felt the CWC was on the right path with that. There were a few strategies for funding that could be pursued. One strategy was to determine whether the CWC Board wanted to create a 501(c)(3) subsidiary of the CWC in order to accept donations. The organization had previously pursued State appropriations and could leverage dollars to apply for grants. Mr. Perez noted that the list provided in the CGI report could be reviewed further and a funding plan could be finalized.

Some Stakeholders Council Members wanted to create their own agenda and priorities, while other Stakeholders Council Members wanted to receive CWC Board direction. Mr. Perez felt there needed to be a balance. Some of the suggested strategies in the CGI report were to train Stakeholders Council leadership, review and update the Rules and Procedures document, and clarify a process. Chair Robinson wondered whether it would improve communication between the Stakeholders Council and CWC Board if the Chair and Vice-Chair of the Stakeholders Council were invited to attend the Executive/Budget/Audit Committee Meetings. The Committee could provide further direction to the Stakeholders Council leadership during those meetings. Ms. Briefer liked the suggestion and felt that it would improve the flow of information.

Ex-Officio Becker noted that in the past, a portion of each CWC Board Meeting was dedicated to Stakeholders Council updates. In an effort to simplify the meetings, that had been dropped as a regular matter of business. However, it would likely be beneficial to add it back into the meetings. Chair Robinson felt that for general communication purposes, it would be ideal to have the Chair and Vice-Chair of the Stakeholders Council attend the Executive/Budget/Audit Committee Meetings. There may be a need from time to time to share updates at the CWC Board Meeting.

**BUDGET AND AUDIT ITEMS**

1. **Mayor Silvestrini will Provide an Update on the Budget Building Process for Fiscal Year 2022/2023.**

Mayor Silvestrini reported that he met with CWC Staff and a spreadsheet had been created for the draft Fiscal Year 2022/2023 Budget. There were still some question marks that made it difficult to complete the tentative budget, but that would be discussed further during the Closed Session. The intention was to discuss the budget at the next Executive/Budget/Audit Committee Meeting and adopt the tentative budget at the May 4, 2022 CWC Board Meeting. In May and June, the budget would be finalized and adopted by the CWC Board.

**INFORMATIONAL: RESOLUTIONS FOR APRIL 4, 2022, BOARD MEETING**

1. **Resolution 2022-03 Appointing Nann Worel as a Commissioner of the Central Wasatch Commission.**
2. **Resolution 2022-14 Board Adopting Restatement and Recommitment to the Values and Principles of Mountain Accord.**
3. **Resolutions Recognizing and Thanking Commissioners Wilson and Bradley for their Service on the Central Wasatch Commission.**
4. **Resolution to Contract with Auditor Greg Ogden for Three Fiscal Years.**

The Executive/Budget/Audit Committee Members reviewed the Resolutions for the April 4, 2022 CWC Board Meeting. There were no objections to the agenda items.

**CLOSED SESSION**

1. **Chair of the Board Christopher F. Robinson will Begin a Closed Session for the Purposes of Discussing the Character, Professional Competence, or Physical or Mental Health of an Individual as Authorized by Utah Code Annotated 52-4-205(1)(a).**

**MOTION:** Mayor Silvestrini moved that the Executive/Budget/Audit Committee begin a Closed Session for the purposes of discussing the character, professional competence, or physical or mental health of an individual, as authorized by Utah Code Annotated 52-4-205(1)(1). Chair Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.

The Executive/Budget/Audit Committee Members went into Closed Session at 4:55 p.m. Ms. Briefer was asked to join the Closed Session as a representative of Mayor Erin Mendenhall.

**CLOSED SESSION ENDS**

1. **Chair of the Board Christopher F. Robinson will End the Closed Session for the Purposes to Discuss the Character, Professional Competence or Physical or Mental Health of an Individual as Authorized by Utah Code Annotated 52-4-205(1)(a) and Reopen the Central Wasatch Commission Board Meeting.**

The Closed Session ended at 5:30 p.m.

**COMMITTEE MEETING RE-OPENS**

1. **Chair of the Board Christopher F. Robinson will Reopen the CWC Executive/Budget/Audit Committee Meeting following the Closed Session.**

The Executive/Budget/Audit Committee Meeting was reopened following the Closed Session.

**ADJOURN COMMITTEE MEETING**

1. **Chair of the Board Christopher F. Robinson will Close the CWC Executive/Budget/Audit Committee Meeting.**

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

The Central Wasatch Commission Executive/Budget/Audit Committee Meeting adjourned at approximately 5:33 p.m.

***I hereby certify that the foregoing represents a true, accurate, and complete record of the Central Wasatch Commission Executive/Budget/Audit Committee Meeting held Monday, March 21, 2022.***

Teri Forbes

Teri Forbes

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Minutes Secretary

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