

**MINUTES OF THE CENTRAL WASATCH COMMISSION (“CWC”) BOARD MEETING HELD FRIDAY, JUNE 9, 2023, AT 2:00 P.M. THE MEETING WAS CONDUCTED BOTH IN-PERSON AND VIRTUALLY VIA ZOOM. THE ANCHOR LOCATION WAS THE CENTRAL WASATCH COMMISSION OFFICES LOCATED AT 41 NORTH RIO GRANDE STREET, SALT LAKE CITY, UTAH.**

**Board Members:** Chair Christopher F. Robinson

Mayor Erin Mendenhall

 Mayor Michael Weichers

 Mayor Monica Zoltanski

 Mayor Roger Bourke

 Mayor Jeff Silvestrini

 Mayor Dan Knopp

**Staff:** Lindsey Nielsen, Executive Director of Policy

 Blake Perez, Executive Director of Administration

**Others:** Will McCarvill

 Laura Briefer

 Shane Topham

 Kimberly Bell

**OPENING**

1. **Chair of the Board Christopher F. Robinson will Open the CWC Board Meeting.**

Chair Chris Robinson called the CWC Board Meeting to order at approximately 2:00 p.m.

**EXECUTIVE COMMITTEE UPDATE**

1. **CWC Staff will Present the Fraud Risk Assessment Questionnaire to the Board.**

Executive Director of Administration, Blake Perez, reported that every year all public entities are required to go through the Fraud Risk Assessment Questionnaire. He presented the questionnaire to the CWC Board. The organization did a good job with the basic separation of duties. Based on what has been checked off, the organization was in the low-risk zone. The score was 375/395. Mr. Perez planned to send the questionnaire to the Auditor. It covers everything in the bylaws, employee agreements, training, etc. Both the questionnaire and a written briefing were included in the Meeting Materials Packet. Mayor Silvestrini needs to sign the document before it would be submitted.

**CWC STAFFING STRUCTURE**

1. **The Central Wasatch Commission Board will Discuss and Decide Future Staffing Levels, Roles, and Responsibilities for the Upcoming Fiscal Year.**

Chair Robinson reported that a Transition Memo was distributed to CWC Board Members from Mr. Perez. Another memo was sent out by Executive Director of Policy, Lindsey Nielsen. The last day that Mr. Perez will work for the organization is June 30, 2023. He wondered if it would be possible for everyone to get together a few days before that date to thank him for his service. Mr. Perez agreed to act as an Independent Contractor if needed, so the CWC Board needed to decide whether that was something there was interest in. If so, there needs to be a discussion about the duties and compensation for those services. Mr. Perez noted in his memo that his Employment Agreement provides the opportunity for a bonus. He asked if the CWC Board would consider providing that $6,000 bonus for his time served. The memo outlined in good detail pending projects as well as the accomplishments of the CWC that he had assisted with.

In the memo from Ms. Nielsen, there were several options listed. For example, the continuation of Co-Executive Directors or having one Executive Director with a couple of reports. All of the models included three people with two-full time and one part-time employee. The CWC Board needs to talk about what they think is best for the organization moving forward. Chair Robinson explained that his preferred structure is not to have Co-Executive Directors. That was done because both Mr. Perez and Ms. Nielsen were extremely talented and there was a desire to keep both within the organization. However, with Mr. Perez moving, it was no longer necessary to have Co-Executive Directors. The CWC Board now needed to decide if Ms. Nielsen should become the Executive Director or if there was a desire to allow for other applicants as well. It was also necessary to determine what the organizational chart should look like under the Executive Director.

Chair Robinson noted that for personnel matters, the CWC Board can go into a Closed Session. It was not proper to discuss the structure in a Closed Session but discussing appointments to a position would be appropriate to discuss within a Closed Session. Mayor Silvestrini agreed with the comments shared about the Co-Executive Directors. That was done because both Mr. Perez and Ms. Nielsen were excellent and well-qualified. Since Mr. Perez will be leaving the organization, it did not make sense to continue with the Co-Executive Director format. In terms of organizational structure, he preferred the first option that was outlined in the memo.

The first option was as follows:

* An Executive Director who reports to the CWC Board and assumes Stakeholders Council management as well as transportation.
* There would be a Director of Operations, which would be a full-time position, who would assume the administrative tasks, treasury appropriations, and budget.
* There would also be a part-time Community Engagement Intern.

Chair Robinson believed that particular option made the most sense. Ms. Nielsen clarified that she proposed changing the title to Community Engagement Coordinator instead of Community Engagement Intern.

Mayor Mendenhall liked the first proposal the best. Mayor Silvestrini also expressed his support for that format moving forward. Mayor Weichers asked what the other proposals looked like. Mayor Silvestrini noted that with the first option, the second in command would be in charge of formulating the budget and administrative work. In proposal three, that person was more of a communication and grant funding person. He felt it made more sense to move forward with the first option. Mayor Weichers wondered who the communications and grant writing responsibilities would fall on with the first option. Ms. Nielsen explained that the Executive Director would handle those responsibilities. She reviewed the current separation of duties between the Co-Executive Directors. Currently, Mr. Perez takes care of the transportation, budget, and Stakeholders Council administration. Ms. Nielsen oversees different aspects of the organization, including communications. In the first proposal, the Executive Director would do everything Ms. Nielsen currently does in addition to the Stakeholders Council administration and transportation work.

In the third proposal, the Executive Director would take on all of the administrative tasks, budget building, reporting the audit, and so on. The second in command, the Director of Development and Communications, would then take over the intern management, website management, and social media management. In the third proposal, there was an expectation for further organizational development. Ms. Nielsen noted that with the third proposal, a Director of Development and Communications could specifically focus on events that the CWC wanted to hold. For instance, the Wasatch Symposium. That would be an organization-wide effort, so the Executive Director would help but that work would fall mainly under the responsibilities of the Director of Development and Communications. Laura Briefer wondered if those functions could also be part of the Director of Operations in the first proposal. She was not sure how much bandwidth was needed for grant writing. Ms. Nielsen thought that would fall well within the scope of a Director of Operations.

Mayor Silvestrini noted that during the CWC Board Retreat, there was discussion about a Strategic Plan. He wondered if that was covered within the different options. Ms. Nielsen explained that the Strategic Plan was addressed by the tasks included in the Task Chart. As for things that are being added such as the Youth Council, the potential grant program, and the Wasatch Symposium, those had all been accounted for as well. Chair Robinson did not believe the exact nature of option one and option three needed to be determined at the current time. He believed there was a desire to have one Executive Director. The job descriptions and exact titles under that Executive Director position were less important to determine now. It seemed that there was a desire to choose option one with some potential alterations to include some elements of option three. He suggested that the CWC Board move into Closed Session to discuss outstanding personnel items.

Mr. Perez referenced the memo that he distributed. In it, he suggested that the CWC Board hire around the Strategic Plan. Development was key as was having a transportation person. Some rough budget numbers were included in the memo for reference. He was able to offer Consultant help for approximately two months to assist the organization as it transitions to a new structure. He stated that it has been a wonderful four years. The experience working with the CWC has been rewarding and a lot was accomplished. There was discussion about a Closed Session.

**CLOSED SESSION**

1. **Upon Affirmative Vote of the Board, Chair Christopher F. Robinson will Open a Closed Session for the Purposes of Discussing the Character, Professional Competence, or Physical or Mental Health of One or More Individuals as Authorized by UTAH CODE ANN. 52-4-205(1)(a).**

**MOTION:** Mayor Mendenhall moved that the CWC Board go into CLOSED SESSION for the Purpose of Discussing the Character, Professional Competence, or Physical or Mental Health of an Individual, as Authorized by Utah Code Ann. 52-4-205(1)(a). Mayor Knopp seconded the motion. Vote on Motion: Mayor Zoltanski-Aye; Mayor Weichers-Aye; Mayor Silvestrini-Aye; Mayor Mendenhall-Aye; Mayor Knopp-Aye; Mayor Bourke-Aye; Chair Robinson-Aye. The motion passed with the unanimous consent of the Board.

Chair Robinson asked that Will McCarvill, CWC Legal Counsel Shane Topham, and Laura Briefer be included in the Closed Session as well as the CWC Board Members. The participants left the meeting for the Closed Session.

The Board was in closed session from \_\_\_\_ p.m. to \_\_\_\_ p.m.

**CLOSED SESSION ENDS AND THE BOARD MEETING REOPENS**

1. **Upon an Affirmative Vote of the Board, Chair Christopher F. Robinson will End the Closed Session and Re-Open the CWC Board Meeting.**

The CWC Board Meeting was reopened.

Chair Robinson asked that there be CWC Board support for the following course of action:

* Ms. Nielsen would be made Executive Director of the CWC, subject to the Executive/Budget/Audit Committee and CWC Legal Counsel negotiating a one-year Employment Contract that would be similar to the existing employment contract that ended on June 30, 2023. Some modifications would be made to the job description.
* The Executive/Budget/Audit Committee would work with Ms. Nielsen to further flesh out the job descriptions for the full-time and part-time positions. Some combination of options one and three would be considered and the information included in the Transition Memo from Mr. Perez would be considered. The job descriptions would be finalized and the recruitment process would be discussed with the Executive/Budget/Audit Committee.
* With respect to the request from Mr. Perez for a bonus, it was not appropriate as a public sector entity to do that since there was a resignation. With respect to contract work with Mr. Perez, there was a desire to work with Ms. Nielsen and the Executive/Budget/Audit Committee to determine what contract services would be needed moving forward. An Executive/Budget/Audit Committee Meeting would be scheduled to discuss those matters. Shane Topham would prepare a draft employment agreement for that meeting.

Mr. Perez clarified that the bonus request was based on work done over the last fiscal year and had nothing to do with his resignation. It was a separate request. Chair Robinson noted that bonuses may be considered for both Mr. Perez and Ms. Nielsen but he was concerned that it would look like it was a termination bonus. Bonuses for both Executive Directors had not been discussed during previous Closed Sessions so that was something that would need to be done during the next Executive/Budget/Audit Committee Meeting. A final decision had not been made. Ms. Nielsen offered to send out potential dates for the Executive/Budget/Audit Committee Meeting.

**PUBLIC COMMENT**

There was no public comment.

**COMMISSIONER COMMENT**

There were no additional comments.

**ADJOURN BOARD MEETING**

1. **Chair of the Board Christopher F. Robinson will Close the CWC Board Meeting.**

**MOTION:** Mayor Silvestrini moved to ADJOURN the CWC Board Meeting. Mayor Knopp seconded the motion. The motion passed with the unanimous consent of the Board.

The meeting adjourned at 3:12 p.m.

***I hereby certify that the foregoing represents a true, accurate, and complete record of the Central Wasatch Commission Board Meeting held Friday, June 9, 2023.***

**Teri Forbes**

Teri Forbes

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Minutes Secretary

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