



**NAUGATUCK VALLEY
COUNCIL of GOVERNMENTS**

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MINUTES

Naugatuck Valley Council of Governments (NVCOG) – Policy Subcommittee

Council of Governments Central Naugatuck Valley (COGCNV) Conference Room

49 Leavenworth Street, Suite 303

Waterbury, CT 06702

11 AM, Friday, September 12, 2014

NVCOG Members: Ken Cockayne, Mayor, Bristol; Ed St. John, First Selectman, Middlebury; Bob Mezzo, Mayor, Naugatuck; Kurt Miller, First Selectman, Seymour; Amy Desaulniers, Proxy, Wolcott.

Staff: Samuel Gold, Executive Director of the Council of Governments Central Naugatuck Valley (COGCNV); Joanna Rogalski, Regional Planner with COGCNV; Rick Dunne, Executive Director of the Valley Council of Governments (VCOG); Mark Nielsen, Senior Planner with VCOG; and Sean Kelleher, Policy Coordinator with VCOG.

1. Introductions, Public Comment

Samuel Gold called the meeting to order at 11:05 a.m. Mr. Gold welcomed the subcommittee members to the first NVCOG policy subcommittee meeting. He explained how the NVCOG MOA detailed the creation, role and tasks of the policy subcommittee, which included approving policies for by-laws and code of ethics. The purpose of the meeting was to discuss the draft documents, gather comments, and make adjustments to the text. Eventually, whether officially or unanimous support, the NVCOG policy subcommittee will be making a recommendation for adoption by the NVCOG Transitional Executive Committee (TEC). The policy subcommittee will decide when the document is ready to be considered for adoption. Before adoption, the documents will be sent to the policy subcommittee Chief Elected Officials (CEO) for review, then on to the attorneys for legal review.

Those in attendance introduced themselves. Joanna Rogalski read the names of those NVCOG policy subcommittee members not in attendance: Kevin Delgobbo, alternate for Mayor Neil O’Leary of Waterbury, Anita Dugatto, Mayor of Derby, Bob Mezzo, Mayor of Naugatuck and Ed St. John, First Selectman of Middlebury. Mayor Mezzo and First Selectman St. John arrived later and joined the policy subcommittee meeting.

There was no public comment.

2. Summary of the NVCOG By-Law and Code of Ethics work to date

Ms. Rogalski informed the attendees that the meeting would be more informal, with the purpose to get members’ comments, opinions and identify areas that members feel need more attention. Member comments will be incorporated into the draft that will be sent

to the attorneys for legal review. She then summarized the By-law and Code of ethics work completed by NVCOG staff members Rick Dunne, Samuel Gold, Sean Kelleher and Joanna Rogalski. From June 2014 to August 2014, code of ethics, policies and by-laws of COGCVN, VCOG, Capital Region COG, Central Connecticut COG, River COG, and other COG's, were reviewed and analyzed for best practices. All these resources were used to create draft documents of by-laws and code of ethics, which reflected where NVCOG staff had formed a policy consensus. An electronic copy of the by-laws working document was projected onto the conference room screen. Current draft documents incorporated much of the working document text.

Ms. Rogalski introduced Sean Kelleher, a policy coordinator hired to guide the analysis and drafting of NVCOG by-law and code of ethics documents.

Mr. Kelleher described the projected working document as the baseline comparison document of VCOG and COGCVN policy practices. River COG's by-laws were referenced as an example of what a merged COG by-law document may resemble. River COG's by-laws were also used as a template for a consolidated NVCOG by-law document. Mr. Kelleher referenced other Connecticut COG by-law documents for their uniqueness and applicability NVCOG. However, there were some unique challenges of drafting policy for NVCOG that could not be resolved by referencing existing documents because of recent changes in CT law. Four key areas of ongoing by-law analysis and need for legal review were identified. One area was Alternates; whether they are permitted and legal for COG's, and the need for resolution on the question of representation by Elected Officials. A second, and closely related, area was Proxies, specifically whether permanent proxies are permitted for another representative. Results of analysis and legal review of either of these two will affect the other. A third area was the Regional Planning Commission (RPC). The CT General Assembly removed almost all language related to regional planning agencies from the CT General Statutes (CGS). The VCOG and COGCVN RPC's are viewed as useful and necessary parts of the Council of Governments, but no RPC justification was found in the CGS. Thus previous CGS language relating to RPC was adopted in the by-laws, and also amended so that there were no CGS references. This was done to ensure that the RPC has the power and ability to act. The issue of dues was the fourth area for further analysis and review. The working group wanted to assure that there continue to be hard penalties for dues non-payment. However the penalties would not be automatic and members themselves would have a bigger say in how penalties would be removed instead of how they would be applied. Leaving the choice in when penalties would be applied makes the occurrence less likely to happen or less likely to be viewed as a serious consequence for non-payment of dues. Through the use of automatic penalties the non-payment of dues hopefully becomes a more punishable action. Moving the choice to removal rather than application hopefully lessens the appearance of penalties as being an overtly political act, making penalties more equal and fair among all members. Line items charges have been levied as penalties for non-payment of dues in other COG's and have been considered for NVCOG delinquent members. Line item charges would be for mandatory services that are performed in the delinquent member's municipality. Usually

the line item charges are much higher than the dues, which would hopefully make dues non-payment less preferable. Mr. Gold added that the line item charges would not be applied immediately: if dues would be paid at some point in year one of the delinquency then penalties could be avoided. Thus penalties would be a distant but heavy consequence for delinquent membership. Mr. Kelleher then asked attendees if they had any questions regarding the draft documents.

3. Discussion of the NVCOG By-law and Code of Ethics draft documents

The discussion began with a discussion of the by-laws documents. First Selectman Miller raised concerns about proxies, specifically the need for permanent proxies that it be easy for CEO's to notify a proxy to attend a meeting in their place. Mr. Gallagher described the proxy letter process and how a letter would be required for each meeting a proxy attends. Rick Dunne described the legislature's rationale for Proxies and Alternates and differences between VCOG and COGCNV regions' CEO representation processes. The current VCOG MPO process whereby a CEO issued proxy letter is given for each meeting meets current legislation requirements. Alternates are a different matter. Mr. Dunne thinks the statute was pretty clear that the legislature wanted the Council of Governments to run things and they wanted Chief Elected Officials to sit on councils of governments. Legislature's intention in the future is to funnel more money for operations of shared services through these regions and felt elected officials should be in charge of that money, and can't be just appointees or other people. By-laws will also include a review of who is defined as a chief elected official and what is meant by the absence of a chief elected official. Mr. Gold illustrated this CEO question with the example of town manager municipal government. He also mentioned the need to clarify the meaning of absence, i.e. that a CEO is not present at a meeting, or that there is no CEO for that municipality. Proxies could be emailed with a copy of the agenda for each Board meeting that a CEO could not attend. The intent is not that a stack of Proxy forms be filled in with future dates and filled in at one time. Mr. Dunne elaborated that the proxy/alternate issues will be revisited by the legislature for elaboration and needed clarification, that the NVCOG staff will review how other COG's are dealing with the issue, and reminded attendees that proxies were valid until someone challenges the proxy at the meeting. Legal question remains if this puts COG's at risk of votes if proxy votes on behalf of a CEO. Section 3 in the NVCOG by-law draft addresses this alternate-proxy issue and is being left to the attorneys for legal advice. Mr. Gold mentions that the proxy-alternate issue is important to bring up in the legislature because there are town managers in the NVCOG who are not CEO's but act as Chief Administrative Officers, and in larger CT municipalities the CEO does not attend the COG meetings but appoints a representative, so it is a state-wide issue that needs resolution. Dues concerns centered on line-item charges for delinquent members: charges need to be identified, and shown as, consequences imposed only upon long-term delinquent members.

The discussion topic moved to the code of ethics draft. First, to who is the code applicable? There are less-than-clear definitions in the code of ethics, a quality which hinders understanding on whether and how it applies to certain individuals, for example,

the definition of “immediate family.” The code of ethics applicability to contractors was raised. Should contractors be held to the code of ethics, and if they are, what time period of their business transactions should be applied? Could an attestation in the agreement that the contractor has no conflicts of interest be included? A comment followed that if a Council member independently contracts with an entity, the Council has no reason to ensure that the entity abides by the Council’s code of ethics. A question was posed by First Selectman Kurt Miller regarding sanctioning power, specifically, how does a CEO who has been sanctioned by the COG (potentially removed from his representative status within the COG) ensure his member is represented? Potential solutions were discussed. One solution was that a member appoints an alternate. Another solution relegated the question to the member electorate to decide in the next election. Other comments regarding sanctioning power included the need to be clearer on what constitutes a violation and the need to define a conflict of interest. The discussion came to a close with a statement of the need for legal review on this matter.

4. **Workflow Update of the NVCOG Policy Subcommittee**

Further comments could be submitted by e-mail. Comments would be incorporated into the document before the drafts were to be sent to both VCOG and COGCNV attorneys for legal review. Final drafts of the by-laws and code of ethics documents would be sent to the CEO members for review. There is a possibility that another meeting would not be necessary if there was a consensus of the NVCOG policy subcommittee members that the documents were ready for consideration by the NVCOG TEC.

5. **Other**

Other NVCOG policy subcommittee tasks were discussed.

6. **Adjournment**

Meeting was adjourned at 11:50 a.m.

Respectfully submitted by
Joanna B. Rogalski
Regional Planner, COGCNV