

**Policies & Procurement Committee
January 12, 2006 Meeting**

Draft Minutes

Members Present: Benson Cohn, Committee Chairman
Mark Cooper
Theodore Martland

CRRA Staff Present: Tom Kirk, President
Laurie Hunt, Director of Legal Services
Jim Ruel, Purchasing Manager
Donna Tracy, Executive Assistant
Kristen Greig, Secretary to the Board/Paralegal

Chairman Cohn called the meeting to order at 9:30 a.m. and noted that there was a quorum.

1. DISCUSSION REGARDING REVISIONS TO ETHICS POLICY

Vice-Chairman Martland asked for confirmation that the policy was being revised so it would be consistent with changes to the State Code of Ethics. Chairman Cohn responded that some of the changes were technical changes to conform with the changes in the statute and others deal with municipal officials and what constitutes a conflict of interest.

Ms. Hunt distributed a copy of Section 36 of Public Act 05-287. Chairman Cohn noted that with the proposed revisions, CRRA's Ethics Policy is inconsistent with this Section and would have to be fixed.

Chairman Cohn said he would like to review the policy one page at a time.

Page One – No issues.

Page Two

Chairman Cohn noted that "municipal official" has been defined to include only the municipal officials who were appointed to the Board by virtue of being municipal officials. Chairman Cohn pointed out that there are individuals on the Board who happen to be municipal officials but who are not appointed in that capacity and asked if there was any reason these individuals have to be treated differently. Ms. Hunt responded in the negative. Chairman Cohn suggested broadening the definition to include municipal officials, even if they are not appointed because they hold a municipal position.

Vice-Chairman Martland asked if the definition would include municipal employees, even if they are not an elected official. Chairman Cohn responded that he thought the definition should be broad enough to cover municipal employees because this definition directly correlates with a section of the policy that states that a municipal official does not have a conflict as long as the issue being voted on does not give his or her municipality unequal treatment.

Chairman Cohn asked if the rest of the changes on Page 2 were for the purpose of defining municipal official and substantial conflict. Ms. Hunt responded in the affirmative.

Page 3

Chairman Cohn stated that the language for the procedure regarding employees who wish to take on other employment should be clear in stating that the procedure only applies when the employee is remaining in the employ of CRRA, not when leaving for another job. The Committee agreed.

Page 4

Chairman Cohn asked for confirmation that all of the changes relate to the restructuring of the definition. Ms. Hunt confirmed.

Page 5

Chairman Cohn noted that a section on reporting was deleted and asked if that was because it was otherwise covered. Ms. Hunt responded in the negative and stated that the section was in conflict with CRRA's "no gift" policy. Since no gifts are allowed, there is no need for a formal procedure for reporting gifts.

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Chairman Cohn asked if the section on an "employee who participates substantially . . ." was deleted because it is covered in another section. Ms. Hunt said that section could now be found on page 7. Chairman Cohn asked about the change "nothing shall be construed to prohibit . . ." Ms. Hunt explained that the change was made following discussion with the Committee a couple of months ago, but after reviewing the statute, said that she had some concern that the change was in conflict with what is actually required of quasi-public agency members so it was deleted.

Chairman Cohn asked if the rest of the changes were because of the change to the "public official" definition. Ms. Hunt responded in the affirmative.

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Chairman Cohn asked if the deletion from part 5 is because the information is in the definition. Ms. Hunt again responded in the affirmative.

Regarding subsection (d)(2), Mr. Kirk stated that the intent is to keep former CRRA employees insulated from CRRA business for one year after their employment with CRRA, and pointed out that the policy limits employees for one year after the signing of a contract. Mr. Kirk said that there could be a situation where lengthy negotiations prior to signing a contract could limit one's employment for longer than one year, and potentially several years. Mr. Kirk noted that this ends up insulating the employee for more than one year and asked if that could be changed to one year from the end of employment, rather than one year from the signing of a contract. Ms. Hunt stated that the one-year limitation from the signing of the contract was a statutory requirement.

Chairman Cohn requested confirmation that the remaining changes were technical changes and changes having to do with the definition. Ms. Hunt confirmed.

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Chairman Cohn noted that this is where the policy is inconsistent with the Public Act that was distributed earlier in the meeting. Chairman Cohn suggested that if the President or an employee sees a conflict of interest, the conflict be reported first to the Chairman of the Board. Mr. Kirk agreed that the statute does not prohibit management from bringing the conflict to the attention of the Chairman first to allow him the opportunity to rectify the problem. If the problem is not rectified then management is required to report the conflict to the Office of State Ethics.

Ms. Hunt stated that if there has been a violation of the Code of Ethics, it must be reported to the Office of State Ethics, but if there is only a pending issue on a conflict then the reporting obligation is not in effect yet and the Chairman can address the issue. Director Cooper added that there must be reasonable cause to believe there was a violation, not just the perception of a conflict, before reporting to the Office of State Ethics. Mr. Kirk agreed that just because there is a conflict, does not inherently mean there has been a violation, as long as the conflict is handled correctly. Vice-Chairman Martland stated that perceived conflicts should be handled internally before reporting to the Office of State Ethics. Director Cooper noted that the policy also allows the President to report information to the Organizational Synergy & Human Resources Committee to determine if there is reasonable cause before going to the Office of State Ethics.

Chairman Cohn stated that the reporting to the Office of State Ethics has to be included in the policy, but said that in the case of a member, it would be the Chairman who would make the report rather than the President. Ms. Hunt stated that, in the unlikely event the issue involves the Chairman, the President would be obligated to report to the Office of State Ethics. Mr. Kirk asked if it would be beneficial to include language in the policy that states that nothing in the policy shall be construed to limit any CRRA employee's or member's ability to go to the Office of State Ethics if they believe there has been a violation. Director Martland stated that he thought the issue should be brought to the Chairman first if it involves a Board member. Chairman Cohn said that if the Chairman does not resolve the issue to the complainant's satisfaction, the complainant is obligated to report it to the Office of State Ethics.

Page 9

Chairman Cohn stated that there were only technical changes to page 9.

Ms. Hunt stated that Director O'Brien requested that the policy include reference to the statute that requires annual financial filing by all members. Mr. Hunt said that reference would be added.

Chairman Cohn asked the Committee if they would like to see the policy again before it is brought to the Board. Director Martland stated that he thought it was ready to go to the Board. Mr. Kirk offered to make the corrections and distribute the policy to the Committee prior to its inclusion in the Board package. The Committee agreed.

Chairman Cohn requested a motion regarding the above-captioned item. Director Cooper made the following motion:

RESOLVED: That the Committee recommends the revised Ethics Policy to the full Board subject to an interim review of the suggested changes made by the Committee.

Vice-Chairman Martland seconded the motion.

The Committee agreed to bring the policy to the February Board meeting to allow sufficient time for revisions and subsequent review.

The motion previously made and seconded was approved unanimously.

2. REVIEW STATUS OF ACTION REGARDING THE REPORT ON QUASI-PUBLIC AGENCIES

Mr. Kirk noted that Chairman Pace requested that the Policies & Procurement Committee review the changes that were made in response to the recommendations made by the Governor's Report on Quasi-Public Agencies. Mr. Kirk noted that the minor changes that had to be made took effect on January 1st. Mr. Kirk said that the Performance Management Report for Senior Management would be reviewed by the Organizational Synergy & Human Resources Committee at its January meeting. Mr. Kirk said that the only substantial change that CRRA had to make was the elimination of compensatory time for senior management, which based on the recommendation of the Policies & Procurement Committee was defined as the President, Chief Financial Officer, Director of Legal Services, Director of Environmental Affairs and the Director of Operations.

Chairman Cohn referred the Committee to page five of the report where the recommendations are listed. The Committee thoroughly reviewed the list of recommendations, including compensatory time, vehicle use, cell phone use, credit card use, life and disability insurance, retirement plan contributions, education reimbursement, and documentation requirements. Regarding the documentation, Vice-Chairman Martland asked if CRRA could publicize that all of its documentation is in line with the recommendations of the Governor's task force on quasi-public agencies. Mr. Kirk responded that all of CRRA's reports are available online at CRRA's website and sent to the required parties. Mr. Kirk noted that the Organizational Synergy & Human Resources Committee acts as the recommended Compensation Committee and all of the recommended changes were made by that Committee.

The Committee determined that CRRA is in full compliance with the recommendations of the report and Chairman Cohn stated that he would report that to the Board.

3. DISCUSSION OF CHARITABLE GIVING POLICY

Chairman Cohn noted that this issue was raised by Chairman Pace in reference to a youth football team in Hartford. Mr. Kirk stated that he has some concerns about being in the situation where CRRA has to evaluate who are the most worthy subjects of any kind of charitable giving. Director Martland stated that this same issue was raised in relation to the National Geographic issue. Mr. Kirk said that CRRA is also reviewing whether it is appropriate to continue giving a scholarship that is funded by a neighbor of the Shelton Landfill who encroached on CRRA property. Mr. Kirk noted that the scholarship is awarded to a Shelton resident that is studying something related to CRRA's mission. Director Cohn stated that, while recognition of the football

team might be a small item, it is not related to CRRA's purpose. Mr. Kirk pointed out that CRRA is required by statute to have a procedure for awarding grants.

Mr. Kirk noted that during the unwinding of the National Geographic deal, the Attorney General sent CRRA a letter stating that CRRA had exceeded its authority. Mr. Kirk said that the Attorney General's understanding of the purpose for having a procedure to award grants is that awarding a grant is appropriate only when it promotes the mission of CRRA.

It was the consensus of the Committee that Chairman Cohn would report to the Board that CRRA should not be getting into the area of grants at this time, especially for situations that are not directly related to CRRA's mission.

4. APPROVAL OF MINUTES OF THE NOVEMBER 15, 2005 SPECIAL POLICIES & PROCUREMENT COMMITTEE MEETING

Chairman Cohn requested a motion to accept the minutes of the November 15, 2005 Special Policies & Procurement Committee meeting. The motion made by Vice-Chairman Martland was seconded by Chairman Cohn.

The minutes were approved. Director Cooper abstained as he was not present at the meeting.

5. APPROVAL OF MINUTES OF THE DECEMBER 1, 2005 POLICIES & PROCUREMENT COMMITTEE MEETING

Chairman Cohn requested a motion to accept the minutes of the December 1, 2005 Policies & Procurement Committee meeting. The motion made by Director Cooper was seconded by Chairman Cohn.

The minutes were approved. Vice-Chairman Martland abstained as he was not present at the meeting.

6. EXECUTIVE SESSION

Chairman Cohn requested a motion to enter into Executive Session to discuss pending litigation with appropriate staff. The motion made by Vice-Chairman Martland and seconded by Director Cooper was approved unanimously. Chairman Cohn requested that the following people remain for the Executive Session, in addition to the Committee members:

Mr. Kirk
Ms. Hunt

The Executive Session commenced at 10:30 a.m. and concluded at 11:05 a.m. Chairman Cohn noted that no votes were taken.

7. **REVIEW AND RECOMMEND FOR BOARD APPROVAL RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES**

Chairman Cohn requested a motion regarding the above-captioned item. Vice-Chairman Martland made the following motion:

WHEREAS, CRRA has entered into Legal Service Agreements with various law firms to perform legal services; and

WHEREAS, the Board of Directors, on June 23, 2005, authorized certain amounts for payment of fiscal year 2006 projected legal fees; and

WHEREAS, CRRA has incurred greater than anticipated legal expenses in connection with its future planning efforts, documentation in connection with its new recycling center, and certain other matters;

NOW THEREFORE, it is RESOLVED: That the following additional amounts be authorized for payment of projected legal fees to be incurred through June 30, 2006:

<u>Firm:</u>	<u>Amount:</u>
Halloran & Sage	\$200,000
Heneghan, Kennedy & Doyle	\$ 40,000

Director Cooper seconded the motion.

The motion previously made and seconded was approved unanimously.

8. **ADJOURNMENT**

With no other business to discuss, Chairman Cohn requested a motion to adjourn the meeting. The motion made by Director Cooper and seconded by Vice-Chairman Martland was passed unanimously.

The meeting was adjourned at 11:07 a.m.

Respectfully submitted,

Kristen B. Greig
Secretary to the Board/Paralegal