



**CRSA GOVERNANCE SUBCOMMITTEE
THURSDAY, NOVEMBER 12th, 2020 TELECONFERENCE MEETING
3:30 PM
MEETING MINUTES**

BOARD MEMBERS IN ATTENDANCE: Michael Walsh, Designee for OPM Secretary Melissa McCaw; Edward Zelinsky; Christine Shaw, Office of the State Treasurer; Keisha Palmer

ALSO IN ATTENDANCE: Natalie Braswell, Office of the State Comptroller; Jessica Muirhead, Office of the State Comptroller

1. CALL TO ORDER

2. DISCUSSION OF GOVERNING DOCUMENTS

- a. **History of the Governing Documents.** Jessica Muirhead went over a memo which covered the changes in the Bylaws and Policies and Procedures represented in the most recent versions of the documents, obtained from Pullman and Comley. Ms. Muirhead noted that no changes could be found in the bylaws since they were approved in the draft meeting minutes of August 2019 CRSA Board meeting. She also noted that no changes were reflected in the most recent policies and procedures from the original drafts.
- b. **Bylaws.** Ms. Muirhead asked Attorney Palmer to go over her comments on the bylaws. Attorney Palmers made the following recommended changes to the bylaws:
 - i. **Section 2.4.** Strike *“The Authority shall not be required to hold any meeting at such office”* due to redundancy. The subcommittee agreed to make the suggested change to this section.
 - ii. **Add new section 3.6:** Add a new language *“The composition form, and qualification of the Board shall be in accordance of the applicable provisions of the Act and shall be considered amended pursuant to any amendments to the Act and effective on such effective dates applicable to the Act”* to add flexibility to the bylaws if there is an amendment to the Act. The subcommittee agreed to make the suggested change to this section.
 - iii. **Section 4.1(a).** Ms. Muirhead suggested to add *“and means”* after *“place”* to reflect a possible need to hold meetings digitally. The subcommittee agreed to this addition.
 - iv. **Section 4.3.** Strike *“posted on the door of the place where the planned meeting was to be held”* and *“ at least twenty four hours prior to the time set for the rescheduled time, if*

any” to remove administrative burden. The subcommittee agreed to make the suggested change to this section.

- v. **Section 4.4.** Add “electronic means” before “postal mail.” Strike sentence “*email is also an acceptable ... other form of notice.*” Ms. Shaw suggested that the language reflect the reality of Covid-19 and similar public emergencies so that the work of the Board can be carried out under the bylaws.
- vi. **Section 4.5.** Add “(i) is considered present for the entirety of the meeting and (ii) is physically, including by remote attendance, present” to include implied assent to the meeting if a Board member leaves early without stopping the meeting. Ms. Shaw asked if this was standard practice with other quasi-governmental boards, Attorney Palmer said that it was. The subcommittee agreed to make the suggested change to this section.
- vii. **Article V, Section 5.1.** Attorney Palmer asked whether the Board should specify a Treasurer as an officer in addition to the Chairperson and Vice-Chairperson, noting that a Treasurer was standard. Ms. Shaw suggested that the language around specific officers remain broad. Attorney Braswell agreed that a Treasurer would be useful in the future but not necessary now. The subcommittee agreed to not make any changes to this section.
- viii. **Section 5.5.** Attorney Palmer requested that “and the Authority” should be added after each instance of “Program” in this paragraph, to reflect that Executive Director’s ability to execute actions on behalf of the Authority as well as the Program. The subcommittee agreed to make the suggested change to this section.
- ix. **Article V.** Attorney Palmer asked whether we should include who has check signing authority for the CRSA in the bylaws. Attorney Braswell agreed that it would be a good idea. Ms. Muirhead asked whether this should be outlined in the purchasing policy instead of the Bylaws; Attorney Palmer suggested the check signing authority should be included in section 5.7 of the bylaws. Ms. Shaw commented that the Bylaws should be very broad. The subcommittee agreed to leave section 5.7 as is and not include additional check-signing authority details in the Bylaws.
- x. **Article VII, Section 7.1.** Attorney Palmer asked whether the Board should state the fiscal year in the Bylaws or suggest a fiscal year to adopt to the Board. Ms. Shaw, Attorney Braswell, and Attorney Palmer discussed the benefits and pitfalls of adopting the State’s fiscal year versus calendar year. Attorney Palmer suggested that the State’s fiscal year would make it difficult to plan on a calendar year basis. Ms. Muirhead noted that the reporting requirements require reports on a calendar year and quarterly basis. Ms. Shaw added that calendar year reports are typically for the previous fiscal year (the previous June – July period.) Ms. Muirhead asked whether the fiscal year should be included in the bylaws or left to resolution of the Board. Attorney Braswell and Palmer agreed that the fiscal year should be stated in the bylaws. Ms. Shaw asked if there was a provision that would require a process to change the fiscal year in the future. Attorney Palmer said that there should not be. The subcommittee agreed to recommend to the Board to adopt the State’s fiscal year in the Bylaws.

Attorney Braswell asked if the Bylaws would need to be posted for a 30-day public comment period after these changes are recommended to the Board. Ms. Muirhead responded that the Bylaws will need to be posted for an additional 30-day public comment period before they can be adopted by the Board.

- c. **Policies and Procedures.** Ms. Muirhead asked Attorney Palmer to go over her comments on the Policy and Procedures.

- i. **Procurement Policy.** Attorney Palmer recommended adding “and dispositions” after “acquisitions” in the paragraph following “Certain Real Estate Transactions.” Ms. Shaw asked whether the Authority would ever acquire any property that could require a disposition change. Attorney Palmer suggested that the policy should be symmetrical to reflect the General Statutes section 4b-23. The subcommittee agreed to add this change to the policy.
- ii. **Budget and Plan of Operations.** Attorney Palmer recommended to change the word “suggested” to “proposed” throughout this policy. The subcommittee agreed to add this change to the policy.
- iii. **Hiring and Promotion.** Ms. Muirhead noted that the policy covers hiring, filling vacancies, and termination, but that the policy does not outline promotion, acknowledging that the CRSA currently has no employees. Attorney Palmer suggested that the details of promotion and employment actions should be included in an employee handbook when the CRSA employees exist. The subcommittee agreed to keep the language as-is and leave further details to an employee handbook.
- iv. **Using Surplus Funds.** No comments or changes were recommended for this policy.
- v. **Compensation and Benefits.** Attorney Palmer asked whether having an employee grading system would make sense for the Authority. Ms. Shaw commented that this policy is too detailed and should be shortened to allow for more flexibility; Attorneys Braswell and Palmer agreed. The subcommittee agreed to strike the policy language from “*Such programs and policies may include...*” through “*E. Policies regarding compensatory time, flex-time and telecommuting; severance pay and benefits; and any other employee compensation and benefits programs aimed at attracting and retaining qualified personnel*” as well as “*The Board shall review the Authority’s employee compensation and benefits programs on at least an annual basis.*” The subcommittee agreed to make the suggested changes to the policy.
- vi. **Equal Employment Opportunity and Affirmative Action.** No comments or changes were recommended for this policy.
- vii. **Disclosure of Third Party Fees.** No comments or changes were recommended for this policy.
- viii. **Program Modification.** No comments or changes were recommended for this policy.
- ix. **Ethics Policy.** Ms. Muirhead noted that this policy has never been presented to the Board previously and has never been posted for the 30-day comment period. Attorney Palmer commented that the policy is too long and restates existing State Statute. She recommended keeping section III (B) and changing the language to include an “appearance of a conflict of interest” to the existing wording. Attorney Palmer additionally recommended that the Ethics policy more simply state that the Authority will follow the State’s ethics statutes rather than restate the statutes, so that it can be in compliance with any changes. The committee agreed to strike the language from section I through section VI, excluding section III (B) and section I (H) and any sections referencing its own statute (§31-417).
- d. **Motion to approve changes.** Mr. Zelinsky made a motion to approve the Bylaws, Policies, and Procedures as amended and authorize that they be presented to the full Board. Mr. Walsh seconded the motion. The motion passed unanimously by voice vote.

3. ADJOURNMENT

- a. The meeting adjourned at 4:39 PM.