

MINUTES OF THE TOWN OF SOUTHTON
2009 CHARTER REVISION COMMISSION

August 5, 2009

The Charter Revision Commission of the Town of Southington held their regular meeting on Wednesday, August 5, 2009. Chairman David Zoni called the meeting to order at 7:00 o'clock, p.m. with the following in attendance:

James Michlewski, William M. Knoegel, Kenneth J. Paradis, Richard Post, Sandra E. Feld, Joseph Landrie, Brian F. Callahan and David J. Derynoski

Staff: Mark J. Sciota, Town Attorney

A quorum was determined

Summary Minutes – meeting recorded on audio and video tapes.

The Pledge of Allegiance to the American Flag led by Mr. George Roberge, who was in the audience, was recited by everyone in attendance.

Approval of Minutes

Chairman Zoni called for a motion to approve the July 15, 2009 minutes. Mr. Landrie requested a change be made to the minutes on pages 13 and 22 wherein his name was spelled incorrectly. Minutes changed from Joseph Landry to Joseph Landrie. Chairman Zoni called for a motion to approve the minutes, as amended. Mr. Callahan made a motion to approve the Minutes, as amended. Mr. Michlewski seconded. Motion passed unanimously on a voice vote.

Commissioner Communications

Mr. Zoni asked if there were any commissioner communications or comments.

There were none.

Public Communications

Arthur Cyr, 103 Berlin Avenue. Mr. Cyr was requesting that the Commission consider a new item for discussion to be placed in the “Items for Discussion, Debate and Action” section of the next meeting. He referenced Section 503 of the Charter, Parks and Recreation, and also the flow chart on the web site which exactly shows that the Park and Rec. Board is not directly under the Town Manager like all of the other departments. He commented it is more like the Police and Fire Boards and although the verbiage is different wherein the Town Council has a lot more leeway as to what they can do. I think that since the Town Council has taken most of the responsibility of the day to day

coverage of the Parks and Recreation functions that is time to bring that Board under the same umbrella as all of the other departments in Town. Mr. Cyr commented on the newly erected Parks and Rec. sign at the site of the former Southington Drive In. Mr. Cyr further commented that it was his understanding that \$4,000 had been spent to erect this sign prior to any work being done at the site. We have a contaminated building, piles of dirt, no parking, no anything; however, the Park and Rec. Board was “foolish enough” to spend \$4,000 for a sign. Mr. Cyr felt it was time to take Park and Rec. and bring it under the Town Manager and directly under the Town Council and if the Board is to exist it should be strictly advisory. Mr. Cyr once again requested that the Commission review Section 503 of the Charter and the flow chart which is on the website.

There were no other speakers under public communications.

Discussion, Debate and Action on Schedule B items.

Mr. Zoni opened discussion of items to be deliberated and discussed in an effort to make an up or down decision to have language put into the Charter to reflect concepts. Only two items remain. First item:

Update to Section 1107 to comport with Section 2-204 of the Code of Ethics.

Mr. Zoni stated that this is part of an ordinance and it does have a section regarding conflict of interest. The Carter Section 1107 also has a section regarding conflict of interest and right now they do not comport with one another. The Code in the Code of Ethics is more strict and the idea is to make them the same. Discussion was opened.

Mr. Post handed out proposed changes on the issue. See Exhibit attached and incorporated into these Minutes). We had discussed this off and on at previous meetings. The concept of his handout was that he took what is in the Code of Ethics Section 2-203 and 2-204 and copied it with a few changes. The underlines are words to be deleted from that language and the bold is what was to be added. Everything else is from the Code of Ethics.

The thought is that this would be included in the Charter 1107 in place of what is there now and we still have the Code of Ethics which has some additional requirements which are based on the State ethics and the changes that might happen that we are required to incorporate. These words potentially may not be impacted by that and the idea would be that by having this in the Charter it would raise the bar slightly when the Town Council members vote on issues where they have either personal or even professional potential conflict of interest.

Mr. Post continued to state, as you can see on the first page, paragraph C, everything above there in B and above have not been changed, the thoughts are to eliminate the current wording which states Town Planner so on and so forth and in place of it add generic language and include members of their household the additional language would read “Town officials and members of his or her household, including domestic partner and his or her dependants or the employer or business of any of these people. So we add

a little bit more generic language and expand it a little bit more what people could potentially be involved in a conflict of interest.

In Section D on page 2 back side, right now there is not much consequence, essentially no consequence for violators of this in the Charter itself. The idea is to add the following words if indeed someone was to violated this article an addition would read “Violators shall be publicly censored by the panel they serve and his/her vote would be disqualified.” So it adds a little more consequence.

Mrs. Feld commented that the bottom of page 1, the bold was left out, D.

Mr. Post acknowledged. So going back to the bottom of page 1, it talks about eliminating the word private and add the word personal in its place and that is referring to financial or personal interest in any action legislative or otherwise by town officials. The idea is that if people have a personal financial or other personal interest that would be grounds for them to recluse themselves. Then below that at the bottom of page 1, instead of the language that exists now “remove himself/herself from the panel”, replace that to include “recluse himself/herself by leaving the meeting site until the matter has been dispensed.”

Mr. Knoegel addressed the chair stating that he was very much in favor of what Mr. Post had put together. He stated, we have had some measures to try to get to some of the ethics that have been dismissed, but I do believe that the Code of Ethics is a much more stringent, tighter format and I think that it should pretty much be reflected in the Charter and I think it needs consistency and I believe this effort on Mr. Post’s part reflects the issues.

Chairman Zoni had a question for the Town Attorney stating he received something from his office regarding the suggested language and it was marked up by the type of markings that he does and questioned where that originally came from.

Attorney Sciota responded it was sent out originally, during the conversation, the co-ordinance section to review side by side with 1107. There were some comments made about the wordage changes and those were made during the process and that is where they came from. That section that you all have is to compare with the current 1107 which is the Ordinance part of -204.

Mr. Landrie thanked Mr. Post for the effort put into the proposed changes and agreed with them whole heartedly. He stated we do need to strengthen our Code of Ethics to make people responsible and if they do not respond in an appropriate action they should be censored. The Board should approve these changes as submitted.

Mrs. Feld made a motion to move the issue to C.

Mr. Callahan requested an opportunity to speak on the issue and Mrs. Feld responded “by all means.”

Mr. Zoni stated that there was a motion on the issue. Attorney Sciota confirmed discussion could continue.

Mr. Callahan asked if this was the “gang of six” tonight and everything was going to be pushed through. Mr. Landrie commented, “point of order”.

Mr. Zoni stated that Mrs. Feld did have the right to make a motion at any time. Those motions require discussion. The only motions that cannot be discussed are motions to table. Mr. Zoni stated there was a motion and asked if there was a second to the motion.

Mr. Knoegel seconded the motion.

Chairman Zoni asked if there was additional discussion on the motion.

Mr. Callahan requested a further explanation as to the household, members of the household what specifically is it? In-laws, daughter-in-laws, son-in-laws? Query of Mr. Post what is your explanation of the wording?

Mr. Post stated this language by design was meant to be generic it could be immediate household but again I am not an attorney. Typically when language is generic as this is it is the intent of it. The thought is if a family has a business interest and that representative votes on the issue to advance their family’s financial interest, it may or may not be to the benefit of the Town because that person potentially has a bias toward their or their family’s personal financial gain. By design it is meant to be generic as opposed to listing all types of groupings.

Mr. Callahan then stated that he was a bit concerned as he had not had a chance to read it and he wanted to make sure we cover all areas. He then questioned what about another employee of the Town, i.e. a son or son-in-law working in another department and a person is on the Town Council or the Finance Board does that individual recluse himself?

Mr. Post stated that perhaps we need to be more exact as to what is quoted. That is the idea to eliminate personal family tied bias on town issues.

Mr. Callahan stated that was exactly what he was trying to understand if everything is covered or are we just doing something and not have everything covered. Additionally, I would like to have Attorney Sciota review the content and make sure everything is covered. I also have a concern not only with business in a family, what is the family? You may reach a point where a Board has to decide who is their peer? He commented I think we need to be more specific as this is a small town and there are some things that are difficult. There are many people who have intermarried, etc. and almost always there will be someone on a certain board that has a relative serving, police, fire, teacher, etc. and somehow those issues have to be addressed.

Mr. Post responded that his submission was meant to be a starting point which we can build from.

Chairman Zoni interjected that he realized this was a much smaller group tonight and the tendency was to speak out. He reminded the group to speak via the Chair.

Mr. Michlewski then stated that he liked the idea of the Conflict of Interest becoming more current with what is going on with the world today. The way I read the language in the Conflict of Interest as it is stated right now, it basically refers to contracting and purchasing. He commented that is why he would like to see it become more encompassing due to the fact that there is a lot more to conflict of interest than just contracting and purchasing. Mr. Michlewski questioned Attorney Sciota if the language as written encompassed everyone. Attorney Sciota responded that his next step would be to review what was submitted and then proceed to draft language based on the context as submitted to him. He further commented that he would not rule on what was just submitted. He commented the procedure as he understood it was that language comes to him, he reviews the language, drafts language and presents the proposed drafted language to the Commission.

Chairman Zoni interjected that Mark's purpose tonight was to ascertain the Commission's intent. Mr. Callahan then commented that was his concern, he wanted it done right the first time.

Mr. Derynoski then commented that one thing that this proposal does not have is that there is nothing in here that identifies how a determination is going to be made on how a person or individual should be secluded. He continued perhaps there should be a subsection as to when there is a question if a person should be secluded. There may need to be a source to get a determination. Chairman Zoni interjected we do have a Board of Ethics.

Attorney Sciota then stated there are two ways to achieve that answer. Someone can get an advisory opinion from the Board of Ethics and also under the Charter can be obtained a confidential, non-discloseable opinion from the Town Attorney's office. Query is that something to be written into this? Response it is already in the Charter.

Mr. Post then stated the thought is to be as specific as possible without being overboard so that there does not need to be an interpretation, etc. Additionally he would also like to have some language as clear as possible, at least in most cases, when someone has to seclude himself/herself and there must be some consequences automatically if it is violated. Chairman Zoni questioned Mr. Post; you are referred to Section D correct? Response, yes.

Mr. Landrie then stated that everyone has spoken and a vote should be taken. Chairman Zoni commented there is a motion and a second to move this item to Schedule C for review by the Town Attorney and actual write up of the language. He instructs Attorney Sciota to have a roll call vote:

Mr. Post	yes
Mr. Michlewski	yes
Mr. Landrie	yes
Mr. Knoegel	yes
Ms. Feld	yes
Mr. Derynoski	yes
Mr. Callahan	yes
Mr. Paradis	yes
Mr. Zoni	yes

All in favor, **motion carried item moved to Schedule C.**

Chairman Zoni then addressed the second item under Schedule B

Review of Section 302 – Definition Chairman and Vice Chairman.

Chairman Zoni commented that this item had been introduced by one of our members, Mr. Derynoski as we were having the discussion on mayor/manager which concept has been abandoned but this discussion still remains.

Mr. Derynoski then stated that he would recommend at this point that this issue be dismissed as we are not going in that direction. Mr. Derynoski makes a motion to dismiss, seconded by Mr. Michlewski. No discussion followed.

Chairman Zoni calls for a roll call vote:

Mr. Post	yes
Mr. Michlewski	yes
Mr. Landrie	yes
Mr. Knoegel	yes
Ms. Feld	yes
Mr. Derynoski	yes
Mr. Callahan	yes
Mr. Paradis	yes
Mr. Zoni	yes

All in favor, **motion carries to DISMISS this item.**

Discussion, Deliberation, Debate and Action on Schedule C items.

Chairman Zoni then stated that these items have been moved to Schedule C and the Commission does have drafted language prepared by Attorney Sciota for review and discussion and to determine if there is an agreement on a certain item which should be moved forward to Schedule D.

Item: Modify budget timeline allowing Town Council amendments one meeting before the final vote only.

Attorney Sciota started the discussion and stated there are certain time frames we have to work with. The first step in that timeframe is when all of the Department heads get their budgets to the Manager which starts the triggering point. The Manager can not submit his budget until the Governor submits her budget which is normally the first week in February. There are some constraints involved. The Board of Education budget is irrelevant to our argument here. Attorney Sciota then continued there is a long time frame for the Board of Finance, a six or seven week period, which may not be something that they totally need. The triggering standpoint is the first public hearing for the Board of Finance which is the first Monday in April. That date could easily be moved into March because the Board of Finance gets their budget from the Manager's office the end of February. They do not start their deliberations, etc. until after that first public hearing. Subsequently I would suggest, after input from the Board of Finance, to move that meeting forward into March which would start the process much quicker. The Board of Finance would have approximately two to three weeks with the budget prior to the public hearing, once the public hearing takes place, then they can proceed with their workshops.

Attorney Sciota commented, the purpose of the above, as he understood it, is that you want to use or add a Town Council meeting specifically for an amendment session whether it be a normally scheduled one or one that is set forth in the Charter. That meeting would be specifically to cover all amendments brought forth on the general government side of the budget.

Attorney Sciota further commented it could be extended further on the back end with the things to worry about is setting the mill rate and getting the tax bills out. The mill rate currently is set somewhere around the third week in May because the first meeting of the Town Council which is the second Monday is when the budget is approved. Shortly thereafter the Board of Finance meets and sets the mill rate. He stated we could buy ourselves a couple weeks during that process also if needed. If your purpose is to have an amendment meeting of the Town Council, we can move things around to achieve that goal.

Chairman Zoni questioned Attorney Sciota concerning paragraph three of the draft. Chairman Zoni questioned and stated, right after the public hearing of the Town Council we would entertain amendments, is that correct? Further questioning language that indicated those amendments would have to be voted on that night. Chairman Zoni stated that is exactly what we are trying to avoid.

Attorney Sciota then stated no you would use the second meeting in April as the Town Council public hearing meeting and then you have a meeting after that to discuss just the amendments. The second meeting in April becomes the Town Council public hearing because there is nothing in here that requires the Town Council to have a public meeting on the budget. Chairman Berry a few years ago started that and now everyone loves the

idea and they thought it was forever but it has not been going on forever. Chairman Berry instituted that two or three years ago. Consequently we have a public hearing prior to the Council actually voting on the budget which is the last meeting in April. He continued if we keep that theory and then have a meeting subsequent to that which is not the budget meeting, but having an amendment meeting and then you would either move the budget meeting one week further so you would then set the mill rate the fourth week in May instead of the second or third week in May. There is time to move things around it is just a decision on what the Commission feels is best.

Chairman Zoni then commented well then I guess we really can't take any further action on this item as we do not have the language. Attorney Sciota responded there was some ambiguity and there needs to be an agreement on a timetable as related to the Town Council and the Board of Finance. He further stated the point of all of this is that you do not want the budget meeting night to become a situation where you are arguing over amendments and that was the purpose of putting this time table together.

Ms. Feld commented to Attorney Sciota that she would like to see what the Board of Finance has to say, while he is doing the rewriting of the language. Attorney Sciota responded that was a good point because we could take the time off of them or put it later in May or a combination of both to make it work. The closer we get to June we will have issues with the Assessor and the Tax Department and I do not want to make the Board of Finance too constrained so it will probably be a combination of both. He stated that he hoped the Commission understood the theory and he could work on the dates.

Chairman Zoni then stated that since Attorney Sciota had brought up the public hearing not actually being part of the Charter and we are discussing this anyway, he questioned the Commission if there was any desire to make this part of the Charter provision. Chairman Zoni questioned Attorney Sciota if they had that authority. He responded that there is a mandatory public hearing on the Board of Finance side and certainly if this Board felt that was something they wanted to recommend to the Town Council that their meeting in April be a public hearing just on the budget, absolutely you have the authority to recommend that. Chairman Zoni asked if anyone had thoughts and stated this seemed to be a popular concept. All agreed.

Attorney Sciota commented he would meet with Chairman Moise of the Board of Finance and work on dates and draft verbiage for the next meeting. Chairman Zoni called for action.

Ms. Feld makes a motion to Table this item, seconded by Mr. Derynoski. Group voice vote of approval, **Item Tabled.**

Item: Police and Fire Reporting Structure.

Chairman Zoni stated that this issue primarily has to do with the involvement of the Town Manager's office regarding the police and fire activities. He continued as you know right now they are governed by commissions that are appointed by the Council and

the Town Manager really has no direct control over any aspects of the police and fire except the budget. Chairman Zoni indicated there was verbiage from the Town Attorney and was there discussion on this item.

Mr. Michlewski questioned Attorney Sciota and stated that Phil Pomposi testified that the Parks and Recreation which is in Section 503A which talks about a commission not under the Town Manager got put under the Town Manager, is that correct?

Attorney Sciota stated there is an actual ordinance that states that the Town Council on a resolution by the Council can modify or even eliminate the Parks Board anytime it so desires. That did not take a Charter change. There was a direction on the day to day operation which shifted from the Park Board to the Administration. Mr. Michlewski then responded with an additional question. Can the Town Council do this with the police and fire? Response, No there is no provision in the Charter that allows them to do that. There was a specific provision under Parks and Rec. which allowed them to do that.

Chairman Zoni asked if anyone had any questions as to the wording as presented at this point. He continued he had received some communication from a couple of the other commissioners who were concerned that part of the language, as related to the second half of this verbiage, as related to the day to day operation and they felt it was too strict to make that big of a move. They were concerned mostly with the governance of the Chief and the non union personnel that the Manager have some authority on a consultant basis if you will. He questioned if anyone had any comment.

Mr. Callahan then commented that he did not feel that having the Town Manager serving as a consultant served any further purpose other than to set him up for a fall. It would seem to me that the Town Manager should be responsible for their salaries, all the financial changes, whatever should have to go through and have the Town Manager sign off on it because it will change the budget; it will change the structure.

The Police Commission and the Fire Commission as he understands it should be there as an advisory board to represent the public to oversee what's going on. But anything that has to do with money, payroll, department head, additions to the budget all should go through the Town Manager.

Mr. Michlewski commented that he agreed with Mr. Callahan. He believed it is an excellent way to deal with it, just the financial side only with the current commissions basically having public control. He also liked the idea of the finances only to the Town Manager.

Mrs. Feld asked for clarification.

Mr. Michlewski explained leaving the commissions as they are now but pushing the financial part of a department over to the Town Manager.

Several commission members commented that that was the way it is now.

Chairman Zoni stated yes at the time of the budget process but not in the day to day operation or throughout the year.

Attorney Sciota commented that like any other department head, the Chief of Police or Fire Chief gets a budget along with their boards present a budget to the Manager. The Manager like any other department makes any modifications he feels necessary and then sends it along to the Board of Finance. Once the budget is approved individual lines, like any other department head, the Chief spends for whatever reason for that particular line item. However, when it comes to salary increases, etc. etc. most of the Police Department is collective bargaining so that is the union aspect of it. The non-collective bargaining people are part of the budget process which is exactly what was just mentioned and that comes through the Manager's office. Even the Manager doesn't make the final call on salaries. He makes a recommendation for salaries and then the Board of Finance or the Town Council is the ultimate authority on how ought the non-union people get paid.

Mr. Michlewski thanked Attorney Sciota for clearing up the issue.

Mr. Knoegel stated that he has been reviewing the issue about what Brian has been saying about stream lining services but the thing that keeps running through his mind especially Jim Verderame cancelled but even Dennis Conroy about the Civilian review piece. His thought is that there is a tendency some times that if you put it under a Town Manager form of government, that it is possible, in particular the Police Force, and little less Fire Department, it would be politicized and when it comes to Public Safety it is paramount that people have confidence that your public safety officials are above reproach, not pro any type of political overlay that might hamper that execution. Once we make our vote but he feels he is siding with keeping it in its current fashion.

Mr. Landrie then stated that a lot of people have spoken on this issue not only tonight but before through comments from the general public. Rather than just make a motion to table this issue, Mr. Landrie made a motion to dismiss. Seconded by Mr. Derynoski. Chairman Zoni calls for any other comments.

Ms. Feld commented about how impressed she was with what Jim Verderame had to say about the importance of a civilian review board and that's what we have now. So with a lot of thought she felt it should be left the just the way it is.

Mr. Landrie then commented that that was actually what his motion was, to leave it the way it is.

Chairman Zoni instructed Attorney Sciota to have a roll call vote:

Mr. Post	yes
Mr. Michlewski	yes
Mr. Landrie	yes
Mr. Knoegel	yes
Ms. Feld	yes
Mr. Derynoski	yes
Mr. Callahan	yes
Mr. Paradis	yes
Mr. Zoni	no

Prior to his vote he commented that as everyone knew he was a proponent of this from the beginning and I thought some change was necessary so he cast a no vote.

Motion carried by majority, **item is dismissed.**

Item: **No Person Can Serve on Multiple Boards.**

Chairman Zoni stated that this had to do with Eligibility, Section 210. Mr. Zoni stated they had the verbiage in front of them and it is actually an addition to the Code that is there. Chairman Zoni then read the current verbiage:

“No person shall be eligible for election to any town office who is not at the time of election a qualified voter of the town.”

In addition to the above the following paragraph is suggested:

“No person serving on an elected board shall serve on any other board elected or appointed unless it is a sub committee of the board for which they serve. This section shall not apply to persons serving on the Charter Revision Commission or where membership is required by the Connecticut General Statues.”

Chairman Zoni commented that this discussion stemmed out of a concern that there was a member of the Finance Board who was also serving on the Police Commission and we felt the Police Commission had some budgetary control and the Finance Board had a lot of budgetary control so there was a thought of a definite conflict and this language could limit it. As you all know it is difficult sometimes to get people to serve whether elected or appointed. Chairman Zoni opened the subject up for discussion.

Mr. Derynoski asked for clarification on the building committees for town buildings.

Attorney Sciota clarified that building committees are sub committees of the Council or the Board of Education. This applies to sitting boards, elected or appointed. The State requires certain elected officials to serve on boards such as the SEED Commission. The Charter Revision says you “may allow” some number to serve on a percentage of the boards. Sub committees of the boards, especially the BOE or the Town Council where there are many sub committees (i.e. insurance, building, energy, etc.) this is allowed.

Mr. Knoegel stated that he was much in favor of this provision. He believed that the town has grown and we have a very informed, he thought, electorate out there and if we put it out there that we want to be more inclusive, we want more people involved in the process, what better way to bring people into the government and enhance the parties and even the independents for that matter. He feels that if we bring more people into the process and show more transparency he felt people would get away from the feeling that you can't change Town Hall it will forever stay the same so why bother. This is a way of recruiting new people into the system, bring them up into the ranks and maybe have more elected positions after time. No further discussion.

Mr. Callahan makes a motion to move this item to Schedule D, seconded by Mr. Post. Chairman Zoni called for a roll call vote.

Mr. Post	yes
Mr. Michlewski	yes
Mr. Landrie	yes
Mr. Knoegel	yes
Ms. Feld	yes
Mr. Derynoski	yes
Mr. Callahan	yes
Mr. Paradis	yes
Mr. Zoni	yes

Motion carried, **Item moved to Schedule D.**

Item: **Town Manager Serves by Contract.**

Chairman Zoni stated that we had suggested language prepared by the Town Attorney and requested commentary on that item.

Ms. Feld indicated that additional information was circulated from Mr. Michlewski. See attached and incorporated into these minutes.

Chairman Zoni also indicated that an email had been received from Mr. Michlewski under date of July 28, 2009. Then a comment to Attorney Sciota that he believed his language had been prepared prior to that date.

Mr. Michlewski then commented that he liked the three-year contract idea as it dovetailed in with the existing system that is in place for the Board of Education for the Superintendent. In light of issues around the way the Town is administered I like the idea of an annual vote of confidence so to speak. It points to the Town Council members as to where they stand with the performance of the Town Manager. Some of the other items are truly just administrative changes that need to replace some of the sections in 305 (of the Charter). A note to the minutes Section 305 is referenced as Removals and

Suspensions. (Administration) A good example is the change in contract and determination process. You can do it that way or we can just do it through a contract. Attorney Sciota then raised the question, do you want it easier to waive the provisions.

Mr. Michlewski responded no not so much easier to waive the provisions for qualifications, right now the way it reads the Council can literally waive every requirement going. My feeling there I would like the Council to have some leeway but I am a tax payer and the rest of the folks in this room are also and it is only fair to them that whoever gets the job if anything is waived that there needs to be some way of saying at some point in time you need to have that education.

Attorney Sciota responded, right I have no problem with that. My question is right now it requires three-quarters of the Council to waive, you want to drop it down to two-thirds, that is seven votes now but only six votes are necessary with your language.

Mr. Michlewski responded yes I have no problem with six votes out of the nine. The real issue is that as long as the vote of confidence is in there also it is fine. Also with the three years. Okay after the first year, that person still gets three years and if that individual was not up to speed by the next vote of confidence, then that individual would still have time to find alternate employment and the Town has the opportunity to find another Town Manager if that was necessary.

Attorney Sciota then responded this would be similar to the superintendent system; wherein, there would be a three year and every year an additional year is added.

Mr. Derynoski then commented that some years back that was changed but the superintendent does start with a three-year contract. The contract is reviewed when there are 13 months remaining. The reason we changed that was for the reason that a three year contract renewed each year is a perpetual contract.

Mr. Michlewski agreed with Mr. Derynoski but stated the idea was to still have a three-year contract to be fair to any Town Manager. At the end of that year that Town Manager has not performed, you do not add another year and then the individual either has two years to get it together or find alternate job employment.

Mr. Callahan then stated that he would like to hear more about the way the superintendent's employment works.

Chairman Zoni then commented obviously this is done by policy and I think we might be a bit mistaken and be confused by what we think is policy of the Council and Charter. The concept of having a Town Manager that works under a contract was our original goal. The specifics of the contract are something that is negotiated with the Council but that is my opinion. If we get too specific and we move this along to the Council, the Council will just bounce it back to us because they may not like the specifics that we have and the entire issue could die. I do not think anyone wants to see that happen.

Mr. Knoegel then commented that he thought one of the problems is that the current situation is that the Town Manager serves at the pleasure of the Council. This is where I have a little difference than Mr. Michlewski as I would definitely like to start out with a three-year contract and then perhaps a five year contract and another five year contract. I do not think you can keep tacking on additional years and in that respect I do agree with Mr. Derynoski. Mr. Knoegel then commented he would rather have finite years attached to those extensions. I do believe it is our job to come up with what we feel as a Commission that we think is the best representative advisory thing that we want to put forth. If the Town Council then wants to send it back to us, then we do have the ability to revise it a second time by taking into consideration their commentaries.

Mr. Derynoski then stated it is a policy of the Board that the superintendent works under a contract and the three-year limit on the contract is regulated by State Statute under the State Board of Education. We can not give a superintendent a contract longer than three years so that is the limitations there. The approach we took from years back was a perpetual contract is a lifetime contract. Yes you would want a superintendent to stay but if for some reason that individual does not get the one year extension to perpetuate the three-year contract, they might get the wrong impression about what is happening and that was never the case. It was a personal feeling of the Board at the time and the Board by majority vote agreed to use that approach and it has been in place ever since and it works fine.

Mr. Derynoski then commented referring back to the Council and the activity that the Council should take in oversight of the Town Manager, he thought the Town Council should have the ability to either extend the contract or even the content of the contract should be left in the hands of the Town Council.

Mr. Michlewski then stated just one more additional thing that he liked the idea to continue to add because it is already in the Charter and that is the addition to Section 402 A note to the minutes Section 402 is referenced as Powers and Duties (of the Town Manager). Mr. Michlewski then read, "Manager shall promulgate written procedures and policies for all aspects of duties with periodic review by the Town Council". He further stated that he did not see that going in any contract but into the Charter as specifically saying this is what a good chunk of what the Town Manager does rather than currently what he remembered seeing in the Charter which basically says the Town Council decides what he is doing. He felt it needs to be a little more specific than that.

Ms. Feld commented through the Chair, periodic review, what period are you talking about? Mr. Michlewski responded periodic could be anything we want it to be. Ms. Feld questioned what would you want it to be. Mr. Michlewski's response was probably annual. We have some current issues on policies and procedures because the Board of Finance, he believed, had some issues concerning a checking account recently. He further stated that what he found was that if an organization had well defined policies and procedures in place then you also do not have lawsuits evolving from individuals trying to authorize their own over time.

Ms. Feld then referred back to the periodic review and added that she would recommend that the period be every two years after the municipal election so it would be every two years when a new Town Council takes their seats, therefore it would be every odd year.

Mr. Derynoski then stated the Board of Education has two volumes of policies which covers everything and it makes life much easier but we do not have the superintendent responsible for the policies and procedures. I would recommend that it should be the Town Council to put policies and procedures together, working with the Town Manager and the various department heads to come up with how we want the government to run, the departments to run and how everyone interacts with everyone else.

The Board of Education also has a perpetual review. We do not do a complete review of the policies each year; however, each year we cover certain sections and he thought it was on a five-year cycle so every five years the entire policy is reviewed. In this case the superintendent carries out the policies. He further commented that he did feel it should be the Town Council who is responsible for putting the policies into place and then carried out by the Town Manager.

Mr. Post then stated that he liked the idea of having the procedures every other year and perhaps have it the way it is but specify manager or his or her designated representative or something like that. He thought the manager should be responsible for that and for those who actually do them perhaps there should be some flexibility. He also would like the Town Council to have some input into that but primarily to have the procedures to be done by the Manager. Mr. Post cited an example of what he believed was a current job description for the administration function in a town.

Mr. Post had a couple more points he cited, first he like the idea of the three-year contract as Mr. Derynoski had commented it pretty much matches some of the other areas in our Town and the State. Secondly, he stated that he also liked the annual vote by Council members and the key point there is that it is public. This point enables our citizens to see how each Council member voted concerning the renewal or non-renewal of the contract. Thirdly, he referred to Section 305, which includes the termination for cause so if an individual is doing something horribly wrong then that individual should not last out the three-year contract. He stated that he did like the idea of the three-year contract and the ability to have it renewed but with the annual vote of confidence.

Mr. Callahan then commented that he had some concerns; namely, speaking of a three-year contract and Ms. Feld had stated that she would like a review done every other year and that would be pretty hard to do because that will be one year prior to the three-year term be up.

Ms. Feld responded no that is not what I was referring to. My comments were directed to Section 402, five years. Mr. Callahan then understood. Mr. Callahan then stated well then my question of Mr. Post and Mr. Callahan is the annual vote of confidence in public, you are not talking about his review as that would be done in executive session. Mr. Post then responded, you are correct as any review would be confidential but irregardless if it

was a poor review for example then the Council might want to not review the contract. His point was however the Council voted, their vote should be made public.

Attorney Sciota then commented that the Council action would have to be in public session whether it was to extend or not. Attorney Sciota also stated that if no votes were cast, then the Council people would state the reason for the no votes. Attorney Sciota then referred back to what Mr. Michlewski had stated as that action would give the Manager x number of years now to find another job. He continued and stated that every employment contract that he has ever drafted has the clause that if an individual is inept of doing their job the individual can be terminated. He continued even without a contract our current Manager could be fired tomorrow for any reason. Concerning the annual vote of confidence, he believed what the Commission was referring to was the fact as to whether or not the contract would be extended another year and that must be in public session.

Further discussion, Mr. Callahan stated that in previous meetings there was a discussion about terms, a three or five year term and someone made the comment that they would be reluctant to move their family on a three-year contract because it just not secure enough. Mr. Callahan stated that in lieu of that issue, he would like to explore the five-year contract especially with the idea that an individual can be terminated for lack of performance because it is a performance review. We are not going to dictate as to how the Council would recruit someone and write a contract, that individual would be subject to dismissal for lack of performance. A five-year contract would give an individual security if he was doing his job, however, if he was not, you could dismiss the individual.

Mr. Landrie then stated that at one time he had even mentioned a five-year term but now he was in favor of a three year term. Mr. Landrie questioned if a manager would move his family from out of state or even another town for a three-year term. Now, offering someone a three-year contract is like “golden”. The job market has no jobs. A three-year contract now is like a thirty-year contract. Therefore, three years is more than adequate.

Mrs. Feld also supported the three-year contract as well

Mr. Knoegel repeated that earlier he supported the 3-5-5 concept because in all likelihood that if someone is not up to the task it will show in the first three years. If they get through the first three years then they go to the next segment of five and then five after that and then they know they are here to stay. They don't need to worry about uprooting quite as much and we can build more confidence in who ever the future Town Manager might be.

Mr. Knoegel continued on another point around Section 402, in deference to what Mrs. Feld had stated. Mr. Knoegel was leaning more toward what Mr. Derynoski said because there are so many written policies and procedures. To ask that to be done every two years may be too cumbersome of a task but if made part of a routine over a five-year cycle would be a better approach. Then all the departments over a period of time will be reviewed and the Council will have input also. That to Mr. Knoegel is more like

planning, long range planning. Mr. Knoegel commented that is what we have been demanding and we wanted to see more of and it flows within the concept of what we are looking for in the years out.

Chairman Zoni commented on Section 402 stating that it defined the powers and duties of the Town Manager. He questioned if “aspects of duties” pertained to the Town Manager’s employees or is he defining his own duties? He thought that the Council should be defining the responsibilities, not the Manager.

Mr. Michlewski commented ...(after reading part of Section 402 quickly) that includes personnel and any administrative ...(reading quickly) and all aspects of the Town Manager’s Office. That’s not just the Town Manager but everything he administers.

Mr. Derynoski then commented under Section 402, (under the Town Manager’s purview) he would recommend it not be put there but put in the Charter but still maintained that the Town Council should set the guidelines of how everybody should be working. The Town Manager should be the Chief Executive Officer to implement all the policies and be responsible for their implementation. Not their writing, but can input when they are put together for clarification but the Council should take the responsibility on how the Town is run. The Town Manager should manage, make sure all procedures and policies are handled in accordance with the wishes of the Council.

Mr. Michlewski commented that he agreed in principle, however history has basically shown that that does not happen in this Town. For example look at overtime, check books, etc. to know that that has not happened. So if we have the language it must be very specific saying “The Town Council in conjunction with the Town Manager”. As long as that modification is there, Mr. Michlewski had no real issue with it and referred to recent Record Journal indicating we have some real issues there.

Chairman Zoni commented that we don’t govern by the Record Journal (laughter).

Mr. Derynoski added his agreement but stated that the problem is we don’t have policies in place which is the problem. Once they are in place and if they are not enforced, then the Council has someplace to go to get an understanding as to why.

Discussion followed with Ms. Feld and Attorney Sciota discussing the ability to follow with all the jumping around. The need to summarize and very closely read the summary minutes which hopefully picked up the items. Attorney Sciota had an email to work with and had been taking notes along the way to assist.

Ms. Feld went on to comment concerning the Town Council and that she liked the fact that they would be responsible to work on this the way the Board of Education does, not all at once, but on a rotating basis, parts of it at a time, so that within a given period of time as the Board of Ed does within a five-year period, the Board does get through the whole thing. The Town Council should also do that. Ms. Feld commented looking at the personnel and administrative periodic updates they have not been looked at since 1984.

The Town Council should take responsibility to insure that they are updated. This should be done in conjunction with the Town Manager and the Town Manager should be the CEO to implement it.

Mr. Post then commented that there should be a generic best practice for the Town and the Town Manager and everyone else should have the same general requirement and that is to develop good procedures. He questioned if it should be under the Town Manager or a generic thing. It should be town wide. Being town wide then the Town Manager should also have a requirement. If there was some way to put that into the Town Charter requiring that all Managers, that would be better and the best practice that could be used in the guidelines. While the Town Council determines what the Town Manager does, for the new procedure the person who is going to do the work should write up the draft and then have the Town Council review it because it is very difficult for someone who is not doing the detailed job to write up a procedure for that person.

Chairman Zoni asked if the procedures that the Board of Education uses, were they developed from scratch.

Mr. Derynoski responded that they were generic procedures that were purchased some years back from Cape. Every school district in the state has policies and regulations which break down the specifics. Subsequently there are two forms, the polices followed by the regulations. Regulations are not anything that are enforceable, they are guidelines. It is the policies that are enforceable. Mr. Derynoski recommended that generic wording be used in the Charter that gives the responsibility of the Council to prepare, maintain, whatever policies and procedures for the Town. Followed by the wording that the Town Manager will be the responsible party to implement those policies and procedures throughout everyone under him.

Mr. Zoni then commented I am certain that the Town is not void of policies and procedures as I had voted on several of them myself.

Mr. Derynoski then responded well one last thing I would think that there are other towns that have full blown policies and procedures so possibly the sharing of documents could be possible to make it a little easier for the Town Council. The Board of Education has a subcommittee made up of four members and it is there responsibility to meet and review the policies and procedures.

Mr. Knoegel, reflecting back to Mr. Michlewski's point he thought that what this would force the Town Council to do is to do more oversight. I think what would help is that it would give them a little more ability to know the operations of the different departments, the administrators' deficiencies, if they see any potential contractual problems, budget problems, planning perspectives. The Town Council would be aware and then they could advise and work with the Town Manager and Town Attorney and various department heads to perhaps forestall future problems.

Mr. Callahan stated that he agreed with all of the discussions and that the Town Council should set the policies and procedures and directly his comments to Attorney Sciota, he knew that in industries or businesses there are all types of polices and procedures and those possibly could be reviewed and utilized.

Mr. Landrie then stated, let us have Attorney Sciota take all of the information back and draft language that can be reviewed. We are not formalizing anything tonight and also I make a motion to take a ten minute recess, seconded by Mr. Michlewski, all in favor, ten minute recess taken at 8:15 p.m.

Meeting resumed at 8:25 p.m.

Following the recess, Mr. Callahan made a motion to Table this item, seconded by Mr. Derynoski, voice vote, all in favor, **Item Tabled.**

Item: Provision for Council Override of Board of Finance

Chairman Zoni refreshed the Commission by stating that prior discussion was that currently it takes a super majority of six votes on the Town Council and it has been proposed that the votes be increased to seven. Mr. Zoni indicated that the Commission had language in front of them and it does affect Section 729 and 761. Chairman Zoni opened the item for discussion.

Ms. Feld commented that she was a little confused when this first came up did it come up for both Section 729 and 761? Chairman Zoni responded that it may not have and he believed the Town Attorney took our intent and realized that it shows up in two places.

Attorney Sciota then responded that he assumed the group would debate if in fact they wanted it in two places or just one.

Mr. Derynoski commented that personally he believed six votes was adequate rather than changing it to seven.

Mr. Post interjected that he liked the seven votes because the Board of Finance who does all the detail, should have a little edge in that it should be slightly more difficult for the Town Council to override it but I also like having it in one place rather than two different sections.

Attorney Sciota then questioned do you feel it is more important on the Town Budget or by all appropriations during the budget year? Right now for the Town Council to override the Board of Finance there are two different ways. Number one, of course, is the budget itself; that is the annual budget. Secondly, what was eluded to, but not specifically discussed, was that during the budget year there are several things for special appropriations that go on that different departments will request. He further explained that during the budget year, the Town is using, what we refer to as "contingency funds" to supplement a department's budget, during the budget year, the Board of Finance can

say no to the request, however, the Town Council can override that vote with six votes. In the budget year itself, there are two different aspects so that is what you have to think about.

Mr. Landrie then stated that since he was the one who brought this up originally, I would like it to pertain to the annual budget and he was in favor of having seven (7) votes for the simple reason that right now we can have six members of the same party on the Town Council and Mr. Landrie felt that by increasing it by one to seven votes it brings the other party in, whoever that might be. Mr. Landrie commented that the Board of Finance does a fantastic job and I just want to make it more difficult and fairer to the Board of Finance that instead of a supermajority of six, change it to seven votes. He concluded he would like it changed to seven votes and to pertain only to the annual budget.

Ms. Feld then clarified so you are referring only to Section 729 correct. Response from Mr. Landrie, yes.

Mr. Post then commented that he would also like seven as pertained to the annual budget and to remain the vote at six votes within the budget year. Mr. Knoegel also stated that he was in accordance with what Mr. Landrie had proposed and he further stated that he realized quite a few members were not in attendance for the meeting but he felt that they would agree with the decision.

Mr. Callahan then made a motion to move this item to Schedule D, referencing Section 729 only, Mr. Landrie seconded the motion. Chairman Zoni called for further comments.

Mr. Zoni then stated that when he had first heard this proposal I empathized with Mr. Landrie as it had a nice bipartisan ring however I will state this as it should be taken into consideration as Mr. Landrie stated the way our Charter reads now we do have the possibility of having a Town Council with six members from one political party. The voters would have elected those six individuals based on the platform of those six individuals from one political party.

My point is that because the voters did in fact vote these six people in, from one political party, they did want their platform to go forward. Chairman Zoni commented do we, in fact, want to hamper that platform if there is something that the party of six having the ability to control everything at that point and, does in fact have a mandate from the voters, would we really want to hamper their ability as they said they would fulfill certain obligations or to implement platform issues that they believe in. He further stated that without the ability they would lose their ability to move forward as they had told the voters they would do. Mr. Zoni ended by commenting that he just thought he would throw that thought out for consideration.

Mr. Post then stated that he in fact liked the idea of the other party, whoever that might be, to have that one opportunity because in today's political arena there is too much of just voting along party lines. Chairman Zoni then commented that one person could just become an obstruction to what needed to be done.

Mr. Callahan then stated no three people could stop a vote on an issue not just one. He further stated that he agreed with Mr. Post and stated that any party that has a platform, that platform is in generalities but when you start to get into specific budgets he thought hardly ever does that reflect what the platform is. He thought that without going to seven votes you would totally be disregarding the minority party. The minority votes would just be rolled over, having seven votes would call everyone into play. There being no further discussion, Chairman Zoni called upon Attorney Sciota for a roll call vote.

Mr. Post	yes
Mr. Michlewski	yes
Mr. Landrie	yes
Mr. Knoegel	yes
Ms. Feld	yes
Mr. Derynoski	no
Mr. Callahan	yes
Mr. Paradis	yes
Mr. Zoni	no

Motion passed, Section 729 of this item will move to Section D.

Item: Section 208 Board of Finance vacancies to be filled by Board of Finance and Water Board to be filled by Water Board

Chairman Zoni indicated this is to comport with other sections of the Charter where the committee or the commission actually fills its own vacancy. We found a couple o boards where it was not like that but we would like to make them like that.

Ms. Feld commented that this is really boiler plate because all of the other committees in Town have the opportunity to fill their own empty seats until the next election. The only ones that do not that are elected are the Water Board and the Board of Finance so it is just a matter of bringing them into line with everything else.

Chairman Zoni asked if there were any questions or comments with the proposed wording. There being none, Chairman Zoni entertained a motion.

Motion made by Mr. Derynoski to move this item to Schedule D, seconded by Ms. Feld. Chairman Zoni called for a roll call vote.

Mr. Post	yes		
Mr. Michlewski	yes		
Mr. Landrie	yes		
Mr. Knoegel	yes		
Ms. Feld	yes		
Mr. Derynoski	yes		
Mr. Callahan	yes		
Mr. Paradis	yes	Mr. Zoni	yes

Motion passed, item moved to Schedule D.

Item: Appropriations or Bonds Ordinances reimbursable by Grants be exempt from public referendum if net amount is below the threshold established in Section 746(b).

Appropriations or Bonds Ordinance mandated by court order be exempt from public referendum established in Section 746(b).

Chairman Zoni indicated that the next two items were part of the same verbiage. Section 746 has to do with exemptions regarding public referendums, it concerns items that will be reimbursed and also court ordered. Chairman Zoni called for discussion.

Ms. Feld made a motion to move both items to Schedule D with one proviso that the funding be in writing, the grant must be confirmed in writing, seconded by Mr. Derynoski. Chairman Zoni called for a voice vote.

All in favor, items one and two in Section 746(b) are moved to Schedule D.

Item: Modification of Section 746 (a) requiring referendum coincide with general election.

Chairman Zoni indicated this was an item brought to the Commission's attention by a resident and the concept is to coordinate referendums with the general election. As you are aware the public is required to vote on items that exceed \$1 million as part of Section 746 and there is a suggestion that these types of referendum be in coordinated with general election. We do not have any verbiage because there were some exemptions that we had discussed. Chairman Zoni opened the floor for discussion.

Mr. Derynoski stated that he was in favor of having a referendum vote in coordination with the general election however there has to be some type of caveat in the event something comes up that may not be able to wait until a general election.

Attorney Sciota commented that once you start listing items, in 2009 there may be things that are not on a list in the future. Consequently, he thought that from a triggering stand point that all the referendums take place in November except the Town Council may, with supermajority, six votes can have a referendum other than November. This will take into account that someone will have to prove to the Council, at least six members of the Council, that something has to go now and there is a definite reason why.

Mr. Derynoski commented that was exactly what he was thinking.

Mr. Knoegel then directed a comment toward Attorney Sciota for clarification and questioned that he had thought Attorney Sciota had drafted exemption language as related to open space purchases, other property purchases, sewer issues, etc., were those some of the items that you were referring to.

Attorney Sciota responded if you had exact language then those are the types of things that I had recommended to you as items that might pop up prior to a November election that might be a necessity to the Town. That is what you asked me to do and I did do that; however, that is not what I would recommend. Attorney Sciota explained there is something that the Council needs to have in front of them that perhaps may not be on the list therefore the Council will be hung up by the Charter if we just list items and an item that has to be done is not on the list. Attorney Sciota stated that he believed the super majority of the Council is the way to go. The administration is going to have to prove to the Council, six members of the Council as to why we can not wait until November to do something.

Ms. Feld then asked Attorney Sciota the second paragraph is what you have recommended and Ms. Feld recited language, “ the second and more appropriate way the referendum can take place other than in November with a super majority vote on the Council, six, seven, eight or nine” and then commented she would definitely agree with that and that leaves it open.

Chairman Zoni then commented it leaves it open for us (the Commission) to pick one of those numbers, six, seven, eight or nine. Attorney Sciota then stated a super majority does not necessarily have to be more than six, super means more than the normal majority. He further stated that we in our Charter call a super majority six, but by definition it could be more than six. He stated his recommendation was six because that is what we do for a super majority for our Council.

Mr. Post indicated that his initial thought was to have it specified six.

Chairman Zoni stated that he believed Attorney Sciota was given ideas and direction on this item and would go back to revise the language for the next meeting. Chairman Zoni called for a motion to table. Motion to table made by Mr. Derynoski, seconded by Mr. Callahan, no discussion, voice vote, all in agreement, **item tabled** until the next meeting.

No other items.

Miscellaneous

Chairman Zoni then noted as you can see we are down several members and yet we did get a lot accomplished. It is summer time, vacation schedules have conflicted so he stated that he had taken the liberty of asking the Town Manager’s office to save August 20th as a potential meeting date rather than August 19th. August 19th is our regular schedule date. He instructed Attorney Sciota to poll the members, via email, to attempt to get as much membership here at the next meeting as we can. If the August 19th date works better that is fine, if not August 20th, whatever date has the most majority as we are approaching the final decisions as to what moves on and we really should all have a voice in those decisions.

Adjournment

Motion to adjourn made by Ms. Feld, seconded by Mr. Derynoski, meeting was adjourned at 8:45 p.m.

David Zoni, Chairman
Charter Revision Commission

Attachments:

Proposed addition to Charter 1107 based on Code of Ethics 2-203/204; draft 7/1/2009

Town Manager

Proposed addition to Charter 1107 based on Code of Ethics 2-203/204; draft 7/1/2009

EDITS (to Code of Ethics 2-203/204): Underline =delete; **bold** =add

General rules of conduct. No town official, member of a board, commission or agency or employee of the town shall engage in any business or transaction or shall have a private, financial or personal interest, direct or indirect, which is in conflict with the proper discharge of his/her official duties in the public interest and would tend to impair his/her independence or judgment of action in the performance of his/her official duties. This section shall not apply to contracts awarded to the lowest responsible bidder after public advertisement, nor to governmental tasks which are merely ministerial in character

Conflicts of interest.

(a) *Private business or professional enterprise.* A conflict of interest exists if the officer, official, employee or member of any town agency, union or non union, has a private financial or personal interest in the outcome, or is the owner, shareholder, member, partner, officer, employee or other participant of, or in, a private business or professional enterprise that will be affected by the outcome of any matter under consideration before him/her.

(b) *Speculative or investment activities.* A conflict of interest exists if the officer, official or employee, or any member of any town agency has such interest in any matter as it relates to investment activities that shall benefit from use of confidential information gained from such officer, official or employee, or member of any town agency.

(c) *Town employees (full time, part time).* All full-time employees of the town shall devote all their time and effort in the fulfillment of their assigned duties during those hours when it is customary for the town to conduct business, such hours to include meetings held outside of customary business hours where the employee's presence is necessary to facilitate town business and is job-related. All part-time employees of the town shall be available at times necessary to fulfill their duties or at the convenience of their supervisor or other departments to facilitate town business during hours in which town business is customarily conducted. No full-time employee shall engage in any activities other than town business during hours in which the town customarily conducts its business, unless such activity conforms with established town policies set by any board, commission or agency, the deputy town manager, or the town manager. The town planner, assistant town planner, town engineer or assistant town engineer, building inspector or zoning enforcement officer **Town Officials & Members of his or her household, including a domestic partner and his or her dependents or the employer or business of any of these people** are specifically prohibited from engaging in any activity (in which they have a personal interest or private financial interest as herein defined) relating to the purchase and sale, or development of land or buildings (other than their personal residences).

(d) *Duty to disclose and abstain.* Any town official, member of a board, commission or agency or employee who has a private (**personal**) financial or personal interest in any action, legislative or otherwise, by any town agency and who is a member of, participates in discussion with, or gives an official opinion to such town agency, shall disclose on the written records of such agency the true nature and extent of such interest and refrain from any comment or vote on the matter and remove himself/herself from the panel **recuse himself/herself by leaving the meeting site** until the matter has been dispensed. The failure of any officer, official, or employee or member of any

town agency to disqualify himself or herself from action if any situation where a conflict of interest exists shall constitute a violation of this article **and violators shall be publicly censured by the panel they serve and his/her vote will be disqualified.** This section shall not apply to:

- (1) Contracts awarded to the lowest responsible bidder after public advertisement;
 - (2) Unpaid appointed officials during a declared state of emergency;
 - (3) Matters requiring disclosure to, or approval by, a court;
 - (4) Interests by virtue of ownership of stock in a publicly held corporation in an amount less than ten (10) percent of the corporation's issued and outstanding stock.
- (e) *Litigation.*

No town official, member of a board, commission or agency or employee of the town shall appear in behalf of private interests before any agency of the town nor shall he/she represent private interests in any action or proceeding against the town in any litigation when such appearance or representation would be in conflict with or would tend to impair his/her independence of judgment and action in the performance of his/her official duties as such town official, member of a board, commission or agency, or employee. An elected town official shall not appear before a town agency (except on behalf of constituents in the course of performing his/her duties as a representative of the electorate) when such appearance or representation would be in conflict with or would tend to impair his/her independence of judgment and action in the performance of his/her official duties as such town official. Any town official, member of a board, commission or agency or employee may appear before a town agency in the performance of official, public or civic obligations.

Town Manager

- => Three-Year Contract
- => Extensions to Three Years Annually by Public Town Council Vote (similar to School Superintendent)
- => Annual Vote of Confidence by Council Members -Public Review
- => Section 305a -Change to Reflect Contract and Determination Procedures (or contract can cover termination for cause)
- => Section 401-Language Changes on Contract. Also, should be waiver of qualifications by supermajority, not three quarters. Any such waived requirement to be fulfilled within certain timeframe after appointment.
- => Section 402. Expanded to include personnel and any administrative duties that require periodic updates. Manager shall promulgate written procedures and policies for all aspects of duties with periodic review by town council.

Dated: 7/28/09