

MINUTES

CARPC Bylaws Workgroup of the Capital Area Regional Planning Commission

August 30, 2007

City-County Building, 210 MLK Jr. Blvd., Room 309, Madison WI

5:30 p.m.

Present: Martha Gibson, Larry Palm

Staff Present: Chris Gjestson, Michael King

The meeting convened at 5:45 p.m. Commissioners Gibson and Palm discussed with CAPD staff the draft CARPC bylaws, which had been discussed at the August 23 CARPC meeting. Commissioners Euclide and Kamperschroer had provided written comments for review by the work group. Mr. King provided a memo to the work group dated August 30, 2007, providing his comments and suggestions on the draft bylaws.

Commissioner Palm requested that the following changes be reflected in an updated “clean” version of the bylaws, with changes identified in a separate document. The changes are as follows (page and line numbers refer to the 9/4/07 draft).

1. Page 2, Line 75 (Article 1, Section 7, paragraph a.): To clarify, paragraph a. deleted and replaced with “Any decision of the Commission that requires a vote of at least eight (8) Commissioners pursuant to these Bylaws or by law is defined to be a “Supermajority Decision” for purposes of these Bylaws, and shall be subject to the procedure set forth in this Section.”
2. Page 2, Line 79 (Article 1, Section 7): Staff suggests that the Commission may wish to discuss whether or not all 5 items in section 7 should be Supermajority Decisions, or if the requirement should only apply to USA/LSA amendments.
3. Page 2, Line 81 (Article 1, Section 7, subparagraph 2): Subparagraph added to indicate the Supermajority requirement for regional plan adoption and amendment, to be consistent with the same requirement for USA/LSA amendments, which constitute an amendment to the *Dane County Water Quality Plan* (and other adopted regional plans).
4. Page 3, Line 91 (Article 1, Section 7, paragraph d.): Deleted “at which at least eight (8) members are present and able to vote” because attendance cannot be mandated.
5. Page 3, Line 100 (Article 1, Section 7, paragraph f.): Deleted the paragraph which provided for a repeat of paragraph d.; three meetings was considered by the work group - and members at the 8/23/07 Commission meeting - to be too many.
6. Page 4, Line 139 (Article 2, Section 5) and Page 5, Line 204 (Article 4, Section 2): Does the CARPC Chair automatically chair meetings of the Executive Committee?
7. Page 5, Line 196 (Article 4, Section 1): Language was added to this section to create an Executive Committee and a Personnel Committee as standing committees. The section still allows for the creation of other committees.

8. Page 5, Line 205 (Article 4, Section 2): Staff recommended language be added to indicate the general purpose of the Executive Committee, and to indicate that the Committee is not authorized to make policy recommendations. Also, the duties of the Executive Committee are specified in this section, which are 1) ensure that the proposed annual budget is provided to Commissioners and the Budget and Personnel Panel, 2) approve disbursements (paying bills), 3) approve transfer between line items of an adopted budget, 4) lead the performance evaluation of the Executive Director, and 5) other duties and powers as specified by the Commission. The language “Executive Committee shall generally administer the affairs of the Commission...” is deleted. Language specifying that 3 members constitute a quorum was deleted, since the membership is not specified, and it is not necessary to indicate that a majority of members represents a quorum (per Robert’s Rules of Order).
9. Page 6, Line 232 (Article 4, Section 3): Added section. Describes the duties of the Personnel Committee, which are 1) review and approval of staff hiring and firing, 2) review of appeals made by employees regarding disciplinary actions taken by the Executive Director, and 3) review of appeals made by employees regarding decisions made by the Executive Director on employee grievances.
10. Page 6, Line 250 (Article 4, Section 5): Deleted “Executive Committee” from being authorized to make appointments to other bodies.
11. Page 6, Line 258 (Article 5, Section 1): The following language was removed as a redundancy: “Whenever a vacancy in the position of Executive Director exists, and if the hiring authority of the Budget and Personnel Panel has been transferred to the Commission, recommendations for filling the position shall be made by the Commission.”
12. Page 6, Line 263 (Article 5, Section 1): King suggested that the principal duties of the Executive Director should be spelled out in the Charter. He noted that the position was an important part of the structure of the organization and compared it to city/village/town administrators duties being spelled out in an ordinance or charter. Gibson suggested that he prepare a memo for review by the Commission. Staff recommended that the following language from the Executive Director job description be added: “The Executive Director shall (i) supervise, direct, and oversee the conduct and performance of staff; (ii) plan, organize and prioritize the activities of the Commission; (iii) develop and manage an annual budget and work plan to implement the goals and objectives of the Commission; and (iv) perform duties as assigned by the Commission and as described in the Executive Director position description.”
13. Page 7, Line 281 (Article 5, Section 2): Consistent with the suggested creation of the standing Personnel Committee, the following sentence is added: “No Commission employee may be terminated by the Executive Director without the concurrence of the Personnel Committee.”
14. Page 8, Line 340 (Article 7, Section 5): Language amended to provide for consideration by the full Commission of disbursements “outside the ordinary and necessary operating expenses of the Commission or for payments on consulting contracts.”

The meeting adjourned at 6:48 p.m.

Recorded by Chris Gjestson