

**Governance Structure Committee
Minutes
APPROVED BY EXECUTIVE COMMITTEE 10/13/2020
August 12, 2020 – 3:30 p.m.
Remote Meeting via Zoom**

Present: Chuck Rankin, Judy Drake, Lisa Holmes, Eric Snow, Ed Fairbrother, Steve Thayer, Jim Bower, Kevin Williams
Vacancy: 1 (seat previously held by Greg Pellicano)
Excused: Bud Shattuck
Staff: Elin Dowd, Executive Director; Debra Meeker, Administrative/Computer Assistant, Michelle Cocco, Clerk of the Board

Call to Order

Mr. Rankin, Chair, called the meeting to order at 3:03 p.m.

Changes to the Agenda

There were no changes to the agenda.

Approval of Minutes – May 21, 2020

It was MOVED by Ms. Drake, seconded by Mr. Snow, and unanimously adopted by voice vote by members present by videoconference, to approve the minutes of May 21, 2020 as presented. MINUTES APPROVED.

Ms. Dowd reviewed the history of communications with the Department of Financial Services and the process that has been undertaken to get to this point in the approval process. She highlighted the most significant change contained in the new MCA that includes creating the Executive Committee to advance administrative responsibilities throughout the year and having one annual Board meeting. This was never an issue with the Department of Financial Services. She said the Consortium is being required to revise and get approval by all Participants each time new municipalities join the Consortium. Several attempts were made to try to communicate to the DFS how much of an administrative burden this would post; however, their position did not change.

Ms. Dowd said the DFS was very specific about approving specific wording on when we approve new territories has to go to DFS and the Certificate of Authority has to updated. The next step will be to update the Certificate of Authority. Also, in having new members join, there was a lot of discussion over the year about the penalty or having each new municipality commit to having within three years of the entities' groups come on board. They were supportive of this but wanted the risk charge/penalty to be removed.

Ms. Dowd said the draft MCA will be sent to all Participants following this meeting along with a cover letter outlining the changes. A new 2021 MCA will also need to be approved as it will contain the new members.

It was MOVED by Mr. Snow, seconded by Mr. Bower, and unanimously adopted by voice vote by members present, to approve the following motion:

The Governance Structure/MCA Review Committee hereby approves the final draft Municipal Cooperative Agreement as delegated by the Board of Directors and authorizes the Executive Director to circulate to Participants for review and approval by each governing body.

Ms. Drake thanked members for their dedication in taking on the MCA update. She spoke of the process, stating this should be sent out and signed by municipalities as the 2020 MCA and after new municipalities are brought in for 2021 it should be sent out again for approval of the 2021 MCA. She suggested holding off until approval of new members at the September Board meeting and sending both with a cover letter to municipal boards for approval and asking for the Mayor or Supervisor to sign the 2020 MCA. There was consensus to send out both MCA's at the same time along with an explanatory cover memo.

Ms. Drake will report back to the Board that the Committee's work is complete and the Executive Committee will be reviewing the bylaws.

Adjournment

The meeting adjourned at 3:27 p.m.