

**MANSFIELD DOWNTOWN PARTNERSHIP  
NOMINATING COMMITTEE  
SPECIAL MEETING  
Town Hall, Conference Room B  
Thursday, February 2, 2012**

**3:00 PM**

**MINUTES**

Present: Chair Philip Lodewick, Steve Bacon, Honey Birkenruth, Betsy Paterson, and Steve Rogers

Staff: Cynthia van Zelm, Lee Cole-Chu

**1. Call to Order**

Chair Philip Lodewick called the meeting to order at 3:05 pm.

**2. Approval of Minutes from January 5, 2012**

Steve Bacon made a motion to approve the January 5, 2012 minutes. The motion was seconded by Honey Birkenruth. The minutes were approved unanimously.

**3. Discussion of Board Members' Terms**

Cynthia van Zelm reviewed the status of Board members' terms for appointed and elected positions.

After discussion by the Committee, Mr. Lodewick said that he will follow-up with Harry Birkenruth and Dennis Heffley to see if they would like to serve another term. Mr. Lodewick will also follow-up with a potential new member of the Board who would be on the ballot for election at the Annual Meeting in June.

**4. Discussion of Executive Committee Position**

Mr. Lodewick will follow-up with Board member Frank McNabb to ascertain if he would like to serve in the At-Large position on the Executive Committee.

**5. Review of Conflict of Interest Policy and Other Potential Bylaws Changes**

Ms. van Zelm reviewed the proposed changes to the Bylaws with the main emphasis being on changes to the conflict of interest policy. In Article I, the principal office was changed to 4 South Eagleville Road to reflect the move in

office to the Town Hall in late May 2011. In Article V, the hyphen between “ex” and “officio” was deleted to be consistent with the rest of the Bylaws. In Article VI, Section 1, the Mayor “may” be entitled to appoint one member ... was changed to “shall,”; a comma was deleted after Treasurer; last sentence in this Section was changed to “If at any time the foregoing provisions of this section do not fill **all** eight seats on the Executive Committee...from **the** eight seats.

The main changes in the conflict of interest policy were to add committee members to be covered under the conflict of interest policy and to add that the Partnership’s Board, committee members, and staff, when overseeing the construction or improvement of any Town facility or otherwise, when acting as a municipal development agent for the Town, would comply with the Town of Mansfield’s Code of Ethics.

The Committee approved by consensus the following changes to bring to the Board of Directors for its consideration at its next meeting:

BYLAWS  
of  
MANSFIELD DOWNTOWN PARTNERSHIP, INC.

ARTICLE I

PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Mansfield Downtown Partnership shall be at 4 South Eagleville Road, Town of Mansfield, Connecticut or such other location as the Board of Directors may approve from time to time. Except such books as may be kept by the Town of Mansfield at Mansfield Town Hall, books and records of the Partnership shall be accessible from the Principal Office.

ARTICLE V

BOARD OF DIRECTORS

Section 2. Number of Directors. The Board of Directors of the Partnership shall consist of up to nineteen members as described in this section. Three directors shall be appointed by the President of the University of Connecticut. Three directors shall be appointed by the Town Council of Mansfield, Connecticut. Three directors shall be appointed by the Mansfield Business and Professional Association. Three directors shall be *ex officio* with full voting powers, the Mayor of the Town of Mansfield (or the Mayor’s designee); the President of the University of Connecticut (or the President’s designee in addition to the President’s appointed Directors); and the Chairperson of the Mansfield Business and Professional Association Executive Committee. Six directors shall be elected by the Partnership’s members. One Director shall be an enrolled student at the University of Connecticut’s Storrs campus (undergraduate or graduate, full-time or part-time) nominated by the Nominating Committee (see Article VI, Sec. 3) and appointed by the Board of Directors. The Partnership may, by amendment to these bylaws, either increase

or decrease the number of Directors.

Section 3. Qualifications of Directors. All Directors shall be at least 18 years old and individual members of the Partnership in good standing.

Section 4. Term of Office. Each Director's term shall be three years, except that *ex officio* Directors' terms shall only end when they leave their respective offices and the term of the University of Connecticut student Director shall be one year from the date of appointment by the Board of Directors pursuant to Section 2 of this Article V. With the exception of *ex officio* Directors and the University of Connecticut student Director, Directors' terms of office shall be staggered so that one third of the terms expire each year. In addition to any shorter terms, no Director elected by the members may serve more than two consecutive three-year terms.

## ARTICLE VI

### COMMITTEES

#### Section 1. Executive Committee.

(a) Composition. There shall be an Executive Committee of the Board of Directors, the membership of which shall not exceed eight in number. Five of the members of the Executive Committee shall be the Partnership's President, Vice President, Treasurer and Secretary, and the Chair of the Finance and Administration Committee, *ex officio*. If the Mayor of the Town of Mansfield is not one of the five *ex officio* members of the Executive Committee, the Mayor shall be entitled to appoint one member of the Executive Committee (who may be the Mayor himself or herself) to serve at the pleasure of the Mayor. If the President of the University of Connecticut is not one of the five *ex officio* members of the Executive Committee, the President shall be entitled to appoint one member of the Executive Committee (who may be the President himself or herself) to serve at the pleasure of the President. There shall be one member-at-large, who shall be nominated by the President and approved by the Board of Directors. If at any time the foregoing provisions of this section do not fill all eight seats on the Executive Committee, any vacancy shall be filled by the Board of Directors.

## EXHIBIT A

### MANSFIELD DOWNTOWN PARTNERSHIP, INC. CONFLICT OF INTEREST POLICY

1. A conflict of interest may exist if a member of the Partnership's Board of Directors or of any Partnership committee, or a member of his/her immediate family, has a relationship with another person who, or organization which, does or seeks to do business with the Partnership as a developer, contractor, vendor, or otherwise; or who or which reasonably could benefit in a way different from general public benefit from a decision of, or from an action taken by, the Partnership. Partnership Board and committee members shall disclose all activities that might be reasonably seen as conflicts

of interest within the meaning of the preceding sentence whenever a possible conflict appears, and annually thereafter so long as the facts creating the possible conflict exist.

In order that each decision of the Partnership's Board and committees shall be the decision only of Board or committee members who are free of conflicts of interest pertinent to the decision, the following procedures shall be followed:

- a. Every Partnership Board or committee member, immediately upon identifying a possible conflict or having the same called to his/her attention, shall disclose to the Board or the committee, as the case may be, having responsibility for making the decision at hand all essential facts pertaining to the possible conflict. (Such disclosure shall not, *per se*, constitute an admission that a conflict exists.)
  - b. Unless the remaining Board or committee members, by vote recorded in the minutes of the meeting in which the vote occurs, unanimously determine that a conflict of interest does not exist, the subject Board member shall avoid any attempt to influence other Board or committee members, or Partnership employees, directly or indirectly, with regard to the matter at hand and shall absent himself/herself from the discussion and vote on the matter.
  - c. Whenever the Partnership, by its Board or any committee, officer or employee, is overseeing the construction or improvement of any Town of Mansfield facility, or otherwise acting as municipal development agency for the Town of Mansfield, each Board or committee member, officer and employee shall comply with the Town of Mansfield Code of Ethics (Mansfield Code Ch. 25), as amended from time to time.
  - d. Failure to comply with the above policy shall be grounds for removal from office.
2. Every Partnership decision to enter into any contract shall be presumed to be free of influence of any conflict of interest, *i.e.*, proper and fair to the Partnership and the public interest, if it is made in the ordinary course of business on terms no less favorable to the Partnership than those offered by the contractor(s) to third parties.

Ms. van Zelm said there has also been some discussion of combining some committees which would be a Bylaws change but if changes were recommended, they would come after the Partnership's strategic planning process.

## **6. Annual Meeting**

The Committee discussed a speaker for the annual meeting in June. Mr. Lodewick will invite Governor Malloy, Secretary of State Denise Merrill, Congressman Joe Courtney, and President Herbst to make remarks at the annual meeting.

## **7. Adjourn**

Ms. Paterson made a motion to adjourn. Mr. Rogers seconded the motion. The meeting adjourned at 3:55 pm.

*Minutes taken by Cynthia van Zelm*