

**MANSFIELD DOWNTOWN PARTNERSHIP
NOMINATING COMMITTEE
SPECIAL MEETING
Town Hall, Conference Room B
Monday, March 12, 2012**

3:00 PM

MINUTES

Present: Chair Philip Lodewick by phone, Steve Bacon by phone, Toni Moran (acting on behalf of Mayor Betsy Paterson), and Steve Rogers

Staff: Cynthia van Zelm, John Zaccaro

1. Call to Order

Cynthia van Zelm helped to facilitate the meeting as Chair Philip Lodewick was calling in by phone. The meeting was called to order at 3:10 pm.

2. Approval of Minutes from February 2, 2012

Philip Lodewick made a motion to approve the February 2, 2012 minutes. The motion was seconded by Steve Rogers. The minutes were approved unanimously.

3. Review of Conflict of Interest Policy and Other Potential Bylaws Changes

John Zaccaro, the Partnership's attorney, reviewed the town of Mansfield's current Code of Ethics and the proposed changes to the Code of Ethics as approved by the Town's Personnel Committee on January 24, 2012, as it applies to the Partnership's Board and committee members, and staff.

He also reviewed the applicability of the Code when the Partnership is acting as the town's municipal development agent as contained in the proposed new Code. Mr. Zaccaro said that because the Partnership's proposed changes to its conflict of interest policy requires disclosure regardless of whether the Partnership is acting as the municipal development agent, he is recommending that the issue of whether a potential conflict is disclosed to the Board of Ethics, should be done on a case by case basis.

He said he identified some areas when the Partnership is not acting as the municipal development agent for Storrs Center such as membership recruitment and the planning of events such as the *Festival on the Green*.

Mr. Zaccaro did not recommend any further changes to the previously reviewed changes to the conflict of interest policy. He said it will be important to communicate to committee members that they now have to disclose any potential conflict of interest.

Toni Moran reiterated that the policy in the draft Code of Ethics prohibits a person voting on an issue if a conflict is identified. It is incumbent on the person to recuse themselves from voting in this situation.

Mr. Zaccaro confirmed former Partnership attorney Lee Cole-Chu's opinion that the Partnership does need to comply with the Town's Code of Ethics when it is operating as the municipal development agent for Storrs Center.

Steve Bacon noted that an attorney's professional code of ethics prohibits them from disclosing clients. Mr. Bacon does not read the Partnership's conflict of interest policy or the Town's proposed Code of Ethics changes to require that a client be disclosed, but rather the nature of the potential conflict.

There was some discussion about whether disclosures are public or confidential. Ms. Moran will follow-up on future discussion of this issue at the next review at the Town level.

Ms. van Zelm said there was an additional process change proposed for the Bylaws that Mr. Zaccaro had noted. The time period to send out an agenda for the annual Partnership meeting can be no more than 30 days before the meeting. The time period to send out Bylaws changes has to be at least 45 days. In order to avoid sending out two notices within weeks of each other, Mr. Zaccaro proposed that the meeting notice and Bylaws change notice go out at the same time.

Mr. Lodewick made a motion to recommend to the Board of Directors the following proposed changes to the Bylaws. Mr. Bacon seconded the motion. The motion was approved.

Recommended changes are the following:

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 IV

MEETINGS OF MEMBERS

Section 4. Notice of Meetings. Notice of the Annual Meeting and special meetings of the membership shall be mailed to each member, addressed to such member's residence or usual place of business, not less than twelve nor more than thirty days before the day on which the meeting is to be held, or sent by facsimile or electronic mail to such address or delivered to such member personally, not later than ten days before the day on which the meeting is to be held. Notice will also be placed on the Partnership's website not later than twelve days before the day on which the meeting is to be held and may also be sent to a local newspaper. Each such notice shall state the purpose or purposes of the meeting, the date, time and place of such meeting, and by whose order it was called. If a Bylaw change is to be acted upon, the proposed action must be described in the notice of the meeting. Notwithstanding the foregoing, the notice of a meeting, at which a Board of Directors approved Bylaws amendment is to be acted upon, may be included with the written notice and copy of the Bylaws amendment required to be mailed to each member at least 45 days in advance of such meeting under Article XVII below, and no further notice of such meeting shall be required.

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.

6. Annual Meeting

The Committee continued discussion of a speaker for the annual meeting and suggested inviting UConn President Susan Herbst.

7. Adjourn

Mr. Bacon made a motion to adjourn. Mr. Rogers seconded the motion. The meeting adjourned at 3:52 pm.

Minutes taken by Cynthia van Zelm