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2
3 **MINUTES OF THE CENTRAL WASATCH COMMISSION (“CWC”) EXECUTIVE/**
4 **BUDGET/AUDIT COMMITTEE MEETING HELD ELECTRONICALLY ON MONDAY,**
5 **MARCH 21, 2022, AT 3:30 P.M.**
6

7 **Present:** Chris Robinson, Chair
8 Mayor Jeff Silvestrini
9 Ralph Becker, Ex-Officio Member
10

11 **CWC Staff:** Blake Perez, Deputy Director
12 Lindsey Nielsen, Communications Director
13 Kaye Mickelson, Office Administrator
14

15 **Excused:** Mayor Erin Mendenhall
16

17 **Others:** Laura Briefer
18 Carl Fisher
19 Steve Van Maren
20 Patrick Shea
21

22 **OPENING**
23

- 24 1. **Chair of the Board, Christopher F. Robinson, will Open the CWC**
25 **Executive/Budget/Audit Committee Meeting, Plus Comment on the Electronic**
26 **Meeting, No Anchor Location, as Noted.**
27

28 Chair Chris Robinson called the meeting to order at 3:30 p.m.
29

30 The Legislature, pursuant to Section 52-4-207(4), required the Committee to read a determination,
31 which was as follows:
32

33 ‘I, as the Chair of the Board of Commissioners (the “Board”) of the Central Wasatch
34 Commission (“CWC”), hereby determine that conducting Board or Committee Meetings
35 at any time during the next 30 days at an anchor location presents a substantial risk to the
36 health and safety of those who may be present at the anchor location. The COVID-19
37 pandemic remains and the recent rise of more infectious variants of the virus merits
38 continued vigilance to avoid another surge in cases, which could again threaten to
39 overwhelm Utah’s healthcare system.’
40

1 **2. (Action) The Executive/Budget/Audit (“EBA”) Committee will Consider Approving**
2 **the Minutes of the February 28, 2022, Meeting.**

3
4 **MOTION:** Mayor Silvestrini moved to approve the February 28, 2022, Executive/Budget/Audit
5 Committee Meeting Minutes. Chair Robinson seconded the motion. The motion passed with the
6 unanimous consent of the Committee.
7

8 **CENTRAL WASATCH STRATEGIC PLAN**
9

10 **1. The EBA Committee will Review and Discuss the Central Wasatch Commission**
11 **Strategic Plan, as Presented by Staff.**

12
13 CWC Deputy Director, Blake Perez discussed the Central Wasatch Commission Strategic Plan.
14 Based on direction from the CWC Board, the recommendations included in the Common Ground
15 Institute (“CGI”) report were condensed so it was clear to see all of the recommendations, the
16 suggested strategies, and the current status of each recommendation. CWC Staff could take the
17 “Central Wasatch Commission Strategic Plan” and develop a work plan for Fiscal Year 2022-
18 2023.
19

20 Chair Robinson noted that the CWC Board had come close to adopting the Restatement and
21 Recommitment to the Values and Principles of the Mountain Accord document at the last meeting.
22 However, there were concerns voiced by the ski resorts, and as a result, the document was not
23 approved at that time. An additional public comment process was underway. It seemed that the
24 initial comments from the ski resorts were based on another version of the document, which was
25 titled, “The Central Wasatch Compact.” Chair Robinson clarified that the “Restatement and
26 Recommitment to the Values and Principles of the Mountain Accord” document would be adopted
27 by the CWC Board and the organization was not seeking endorsement from the ski resorts or other
28 Stakeholders.
29

30 Ex-Officio Member, Ralph Becker noted that he reached out to some of the General Managers of
31 the ski resorts seeking additional comments and information. The managers intended to share their
32 comments in writing. He reported that different concerns had been expressed but there was a
33 commitment from all ski resorts to continue to engage in discussions. Chair Robinson wondered
34 if there was anything the ski resorts wanted to be changed in the Restatement and Recommitment
35 to the Values and Principles of the Mountain Accord document. Ex-Officio Becker explained that
36 some were concerned about the action items. Chair Robinson pointed out that the action items
37 were not included in the document. He clarified that the document would not amend the Mountain
38 Accord, but it was a recommitment to the timeless values and principles. Ex-Officio Becker
39 believed the ski resorts now understood and accepted that the approval of the document was a
40 specific CWC Board action.
41

42 Chair Robinson was hopeful that at the April 4, 2022, CWC Board Meeting, the Restatement and
43 Recommitment to the Values and Principles of the Mountain Accord document would be adopted.
44 Mayor Silvestrini agreed and noted that he was interested in hearing additional comments from
45 the ski resorts. It seemed that there was a misunderstanding about what the organization was
46 trying to accomplish with the values and principles document.

1
2 Mr. Perez reported that CWC Staff would work on adding action items from the Mountain Accord
3 into a matrix. The matrix would highlight the following:

- 4
5 • What is the action?
6 • What is the status?
7 • Who is responsible?
8 • What do we want to do about it?
9

10 The matrix would be included in the packet for the April 2022 CWC Board Meeting. Chair
11 Robinson stated that after the last CWC Board Meeting, Ex-Officio Becker shared a potential
12 timeline of what the next four months could look like if the organization decided to focus on “The
13 Central Wasatch Compact.” Chair Robinson felt the focus should be on the CGI report. He did
14 not believe “The Central Wasatch Compact” should be considered before the end of the fiscal year.
15 Mayor Silvestrini agreed that the more pressing work should be handled first.

16
17 The Executive/Budget/Audit Committee continued to review the “Central Wasatch Commission
18 Strategic Plan.” Mr. Perez reported that CWC Staff had discussed the idea of a new vision,
19 mission, and purpose statement. It was important to incorporate some of the CGI
20 recommendations into that language. Mayor Silvestrini felt that was appropriate. He noted that
21 the CWC Board Retreat took place in November, but the organization may not want to wait until
22 next November to start doing more strategic planning. Chair Robinson suggested that a short
23 retreat could be scheduled for June 2022. Mayor Silvestrini felt that would be useful.

24
25 Laura Briefer believed it would be helpful to have a communication timeline in the “Central
26 Wasatch Commission Strategic Plan. For instance, the items in B needed to be accomplished
27 before moving onto the items in C. There needed to be a certain type of order in place. Mayor
28 Silvestrini noted that input from the Stakeholders Council may also be useful. It was beneficial to
29 hear from other voices outside of the CWC Board. Chair Robinson agreed. Ex-Officio Becker
30 reminded the Committee that during the Mountain Transportation System (“MTS”) work, a session
31 was held with the Stakeholders Council, and a lot of the CWC Board Members listened in. He felt
32 that type of process could allow the CWC Board to hear different Stakeholders Council opinions.

33
34 Chair Robinson noted that the “Central Wasatch Commission Strategic Plan” had a section related
35 to governance. Mr. Perez reported that the CGI recommendation was that the governance
36 structure, created by Interlocal Agreement, remain the same. However, there were questions about
37 the level of engagement with the State of Utah and with Salt Lake County. He noted that there
38 were strategies listed that related to State and County outreach. Additionally, there needed to be
39 clearer definitions about the roles of the CWC Board, Executive/Budget/Audit Committee, and
40 Stakeholders Council. For instance, which decisions were made by each party.

41
42 Chair Robinson asked how the roles would be defined. Mr. Perez explained that if the CWC Board
43 Meetings shifted from monthly to quarterly, there needed to be clear definitions about the role of
44 the Executive/Budget/Audit Committee and how decisions would be made in between meetings.
45 It was also important to consider how the CWC Board would utilize the Stakeholders Council.
46 There could be specific action items for the Council to focus on or the Council could be asked to

1 share suggestions. He stressed the importance of clearly defining the roles and expectations. Chair
2 Robinson asked that CWC Staff share a recommendation about the roles and the structure. Mr.
3 Perez noted that CWC Staff could work on a recommendation and share it at the next CWC Board
4 Meeting. Mayor Silvestrini felt that would be useful and would start the discussions.

5
6 Item E in the “Central Wasatch Commission Strategic Plan” was reviewed. Mr. Perez reported
7 that in the CGI report, there were two tracks: one was the discretion and authority granted to CWC
8 Staff and one was future staffing levels. The recommendation was to give clear direction to CWC
9 Staff to analyze issues, formulate recommendations, and build consensus around issues in the
10 Central Wasatch Mountains. He noted that the CWC Board would decide what they wanted to
11 receive from CWC Staff, including CWC Staff recommendations for action items. Chair Robinson
12 felt it was appropriate for CWC Staff to share recommendations. It was beneficial to have options
13 to consider. Mayor Silvestrini believed it would be worthwhile to let CWC Board Members know
14 when the Executive/Budget/Audit Committee specifically asked for recommendations.

15
16 Future staffing levels were discussed. Mr. Perez explained that the CGI report called for staffing
17 levels to stay the same, but noted that there may be opportunities to fluctuate with the pending
18 retirement of two CWC Staff Members. The future staffing levels would be considered by the
19 CWC Board. Chair Robinson felt that the decisions related to staffing should be made alongside
20 the Fiscal Year 2022/2023 budget. Ms. Briefer agreed. Mr. Perez reported that the
21 Executive/Budget/Audit Committee would see a tentative budget during the April 2022 meeting,
22 with gaps filled in for staffing levels. The full CWC Board would see that information in the
23 Meeting Materials Packet for the May 2022 CWC Board Meeting. Mayor Silvestrini noted that
24 there were certain things that needed to be determined before the budget could be finalized. There
25 would be a Closed Session where some of the staffing options would be discussed.

26
27 Mayor Silvestrini reported that the budget needed to be approved at the June 6, 2022, CWC Board
28 Meeting. There would be a public hearing held that day. The tentative budget would be adopted
29 at the May 4, 2022, CWC Board Meeting. That meant that there was an opportunity to discuss the
30 tentative budget at the April meeting as well. It was important to have a decent idea of what the
31 staffing levels would look like and what would be done about compensation, given the labor
32 market. He explained that it was difficult to put a budget together without that information.

33
34 The Committee discussed the section related to majority voting, weighted voting, and consensus
35 voting. Chair Robinson believed the default should be consensus voting, with an opportunity to
36 shift to majority voting in certain circumstances. He noted that there were very rarely split votes,
37 but if 40% of the voting members asked for a majority vote, that could be triggered. Chair
38 Robinson pointed out that the CGI recommendation was to default to a majority vote. However,
39 he felt it would be best to default to consensus and have a mechanism to shift to a majority vote.

40
41 Ms. Briefer suggested that the Executive/Budget/Audit Committee make a determination about
42 the type of vote that would take place ahead of the CWC Board Meeting. Mayor Silvestrini
43 wondered if this was an issue that needed to be formalized since the MTS discussions were the
44 only example of when there had been difficulty reaching consensus. Chair Robinson
45 recommended that the default vote be consensus. If the Executive/Budget/Audit Committee
46 believed an item required a majority vote, that would be noted on the CWC Board Meeting agenda.

1 If it was not noted on the agenda, a motion approved by at least three CWC Board Members could
2 trigger a majority vote. He asked CWC Staff to refine the language further.

3
4 Mr. Perez reported that CGI recommended that CWC Board Meetings be quarterly rather than
5 monthly. The Chair could elect to cancel a meeting or schedule a special meeting if needed. This
6 was similar to the Stakeholders Council format. He explained that the idea was to start the
7 quarterly meeting schedule in the new fiscal year. For instance, the meetings could take place in
8 August and December. The Executive/Budget/Audit Committee would still meet monthly to
9 handle business. It was also suggested that the CWC Board Retreat take place in November. Mr.
10 Perez reported that the CWC Board still needed to meet in April, May, and June for transition
11 planning and completing the budget. The audit could be addressed during the August 2022 CWC
12 Board Meeting. Chair Robinson wondered whether bi-monthly meetings would be preferable to
13 quarterly meetings. Mayor Silvestrini and Ms. Briefer agreed that bi-monthly meetings were best.
14

15 The section related to representation and engagement with external entities was reviewed. Mr.
16 Perez stated that the recommendation was to encourage the CWC to engage with member
17 jurisdictions and relevant non-CWC entities. That included organizations such as the U.S. Forest
18 Service and the Utah Department of Transportation (“UDOT”). It was also important to consider
19 whether CWC Staff should be on other Boards or Commissions by formal invitation or on an
20 informal basis. Another option was to consider whether there was a State agency that could be an
21 Ex-Officio Member or informal participant. Chair Robinson believed it was essential to engage
22 with those types of agencies on a regular basis. Ex-Officio Becker noted that CWC Staff often
23 spoke to staff members from those agencies, but the CWC Board did not always hear about those
24 discussions. It would be possible to share monthly updates with Board Members.
25

26 Funding was discussed. Mr. Perez explained that the CGI report found CWC Board Members
27 were comfortable with their current jurisdiction contributions. The recommendation was to
28 continue to seek external funding to support short-term projects and other initiatives. He felt the
29 CWC was on the right path with that. There were a few strategies for funding that could be
30 pursued. One strategy was to determine whether the CWC Board wanted to create a 501(c)(3)
31 subsidiary of the CWC in order to accept donations. The organization had previously pursued
32 State appropriations and could leverage dollars to apply for grants. Mr. Perez noted that the list
33 provided in the CGI report could be reviewed further and a funding plan could be finalized.
34

35 Some Stakeholders Council Members wanted to create their own agenda and priorities, while other
36 Stakeholders Council Members wanted to receive CWC Board direction. Mr. Perez felt there
37 needed to be a balance. Some of the suggested strategies in the CGI report were to train
38 Stakeholders Council leadership, review and update the Rules and Procedures document, and
39 clarify a process. Chair Robinson wondered whether it would improve communication between
40 the Stakeholders Council and CWC Board if the Chair and Vice-Chair of the Stakeholders Council
41 were invited to attend the Executive/Budget/Audit Committee Meetings. The Committee could
42 provide further direction to the Stakeholders Council leadership during those meetings. Ms.
43 Briefer liked the suggestion and felt that it would improve the flow of information.
44

45 Ex-Officio Becker noted that in the past, a portion of each CWC Board Meeting was dedicated to
46 Stakeholders Council updates. In an effort to simplify the meetings, that had been dropped as a

1 regular matter of business. However, it would likely be beneficial to add it back into the meetings.
2 Chair Robinson felt that for general communication purposes, it would be ideal to have the Chair
3 and Vice-Chair of the Stakeholders Council attend the Executive/Budget/Audit Committee
4 Meetings. There may be a need from time to time to share updates at the CWC Board Meeting.
5

6 **BUDGET AND AUDIT ITEMS**

7 8 **1. Mayor Silvestrini will Provide an Update on the Budget Building Process for Fiscal** 9 **Year 2022/2023.**

10
11 Mayor Silvestrini reported that he met with CWC Staff and a spreadsheet had been created for the
12 draft Fiscal Year 2022/2023 Budget. There were still some question marks that made it difficult
13 to complete the tentative budget, but that would be discussed further during the Closed Session.
14 The intention was to discuss the budget at the next Executive/Budget/Audit Committee Meeting
15 and adopt the tentative budget at the May 4, 2022 CWC Board Meeting. In May and June, the
16 budget would be finalized and adopted by the CWC Board.
17

18 **INFORMATIONAL: RESOLUTIONS FOR APRIL 4, 2022, BOARD MEETING**

19 20 **1. Resolution 2022-03 Appointing Nann Worel as a Commissioner of the Central** 21 **Wasatch Commission.**

22 23 **2. Resolution 2022-14 Board Adopting Restatement and Recommitment to the Values** 24 **and Principles of Mountain Accord.**

25 26 **3. Resolutions Recognizing and Thanking Commissioners Wilson and Bradley for their** 27 **Service on the Central Wasatch Commission.**

28 29 **4. Resolution to Contract with Auditor Greg Ogden for Three Fiscal Years.**

30
31 The Executive/Budget/Audit Committee Members reviewed the Resolutions for the April 4, 2022
32 CWC Board Meeting. There were no objections to the agenda items.
33

34 **CLOSED SESSION**

35 36 **1. Chair of the Board Christopher F. Robinson will Begin a Closed Session for the** 37 **Purposes of Discussing the Character, Professional Competence, or Physical or** 38 **Mental Health of an Individual as Authorized by Utah Code Annotated 52-4-** 39 **205(1)(a).**

40
41 **MOTION:** Mayor Silvestrini moved that the Executive/Budget/Audit Committee begin a Closed
42 Session for the purposes of discussing the character, professional competence, or physical or
43 mental health of an individual, as authorized by Utah Code Annotated 52-4-205(1)(1). Chair
44 Robinson seconded the motion. The motion passed with the unanimous consent of the Committee.
45

1 The Executive/Budget/Audit Committee Members went into Closed Session at 4:55 p.m.
2 Ms. Briefer was asked to join the Closed Session as a representative of Mayor Erin Mendenhall.

3
4 **CLOSED SESSION ENDS**

- 5
6 1. **Chair of the Board Christopher F. Robinson will End the Closed Session for the**
7 **Purposes to Discuss the Character, Professional Competence or Physical or Mental**
8 **Health of an Individual as Authorized by Utah Code Annotated 52-4-205(1)(a) and**
9 **Reopen the Central Wasatch Commission Board Meeting.**

10
11 The Closed Session ended at 5:30 p.m.

12
13 **COMMITTEE MEETING RE-OPENS**

- 14
15 1. **Chair of the Board Christopher F. Robinson will Reopen the CWC**
16 **Executive/Budget/Audit Committee Meeting following the Closed Session.**

17
18 The Executive/Budget/Audit Committee Meeting was reopened following the Closed Session.

19
20 **ADJOURN COMMITTEE MEETING**

- 21
22 1. **Chair of the Board Christopher F. Robinson will Close the CWC**
23 **Executive/Budget/Audit Committee Meeting.**

24
25 **MOTION:** Mayor Silvestrini moved to adjourn. Chair Robinson seconded the motion. The
26 motion passed with the unanimous consent of the Committee.

27
28 The Central Wasatch Commission Executive/Budget/Audit Committee Meeting adjourned at
29 approximately 5:33 p.m.

1 *I hereby certify that the foregoing represents a true, accurate, and complete record of the Central*
2 *Wasatch Commission Executive/Budget/Audit Committee Meeting held Monday, March 21, 2022.*

3

4 Teri Forbes

5 Teri Forbes

6 T Forbes Group

7 Minutes Secretary

8

9 Minutes Approved: _____