

CENTRAL WASATCH COMMISSION Stakeholders Council

RULES AND PROCEDURES

I. AUTHORITY

The Central Wasatch Commission interlocal entity (the “CWC”) was formed on 29 June 2017 pursuant to a Certificate of Creation issued by the Office of the Lieutenant Governor of the State of Utah following the filing with that office of the “Central Wasatch Commission Interlocal Agreement” dated 30 May 2017 among Salt Lake County, Salt Lake City, Sandy City, and the city of Cottonwood Heights (the “ILA”). Article VII of the ILA provides that the governing body of the CWC (the “Board”) shall empanel an advisory body to the Board known as the “Stakeholders Council” (the “Council”), which shall include 28-35 members (“members”). These rules and procedures (these “Rules”) are adopted by the Council and ratified by the Board to provide a framework for the Council’s operations and activities.

II. OBJECTIVES AND PURPOSES

A. The Council is advisory to the Board and is subject to direction by the Board.

B. The Council may gather information, conduct fact-finding, counsel together, provide analysis, conduct feasibility studies, and otherwise collaborate with broader constituencies with interests in the CWC’s project area to make suggestions, recommendations, and proposals to the Board and the CWC’s staff (“CWC Staff”) and consultants. The Council may consult with the Board and/or with CWC Staff and consultants with respect to the technical aspects of the CWC’s work and provide expertise and resources to inform the Board’s decision making. Council members may assist the Board by communicating regularly with residents, interested parties, associations, networks, and associates about CWC actions, projects, and Council work groups.

C. Council members shall (1) support a consensus-based process for issues impacting the CWC’s work and project area; (2) share information; and (3) be collaborative and allow others to express their opinion and viewpoint.

D. Upon taking office, all members of the Council shall familiarize themselves with these Rules and, while in office, members shall maintain such knowledge, including knowledge of amendments and additions, and shall be strictly governed thereby in the conduct of Council affairs.

III. ORGANIZATION

A. *Members.* Pursuant to the ILA, members are appointed by the Board for four-year terms ending on June 30th, provided that half the members of the initial Council will be assigned two-year terms and the other half will be assigned four-year terms by the Chair to better assure

continuity of members. There is no restriction on the number of terms a member may serve. The Council may provide the Board with a list of recommended replacements when there is a need for replacements. Members may not receive compensation or benefits for their service on the Council. Members may be removed by the Board for such cause as the Board deems appropriate.

B. Officers and Duties. The Council shall have a chairperson (the “Chair”) and a vice chairperson (the “Vice Chair”). Pursuant to the ILA, those officers are appointed by the Board, who may request that those appointments be ratified by majority vote of the Council.

1. The Chair and Vice Chair shall two year-terms that expire on June 30th, or until their successors are appointed.

(a) The Chair shall preside over all meetings and hearings of the Council and shall execute all official documents and letters on behalf of the Council.

(b) The Chair shall preserve order, and decide all points of order, subject to appeal of the membership. Such an appeal shall be decided by a majority vote of the members present. The Chair may vote on all matters before the Council.

(c) In the event of absence or disability of the Chair, the Vice Chair shall preside. In the absence of both, the members shall appoint a temporary Chair for that meeting.

(d) If the Chair vacates office before his or her term of office is completed, then the Vice Chair will succeed the Chair and will serve the unexpired term. At the next regular Council meeting, a new Vice Chair shall be recommended by the Council for appointment by the Board to serve the unexpired term of the (former) Vice Chair.

2. The Chair and/or Vice Chair shall assist in the orientation of new Council members.

3. All members of the Council shall recognize the Chair as the spokesperson for the Council.

C. Advisory Committees. The Chair, with consent of the Council, may create such special advisory committees (each, a “Committee”) as the Chair may, from time to time, deem necessary or desirable. All Committees shall be governed by this Part III(C) and such other rules and procedures as the Committee may adopt by majority vote with the Chair’s approval, so long as any such additional rules and procedures do not conflict with this Part III(C) or any other portion of these Rules.

1. Authority. Committees are not vested with the authority to make decisions regarding the public’s business. Instead, the sole purpose of Committees is to give non-binding advice to the Board, Council and/or CWC Staff, as applicable. The Board is the CWC’s governing body and has sole authority to make decisions concerning the public’s business.

2. Purpose; Duration. The focus and purpose of each Committee shall be specified by the Chair with the Council’s consent. Unless otherwise specified by the Chair with the Council’s consent, each Committee will be established for a period of not to exceed one year.

3. Appointment. Committee members shall be appointed by the Chair with the Council's consent from among the Council's membership, provided that each Committee also may include a limited number of non-voting members who are not members of the Council but whom the Chair, with the Council's consent, believes can provide specialized knowledge or expertise to the Committee's work and deliberations. Each Committee shall include less than a quorum of the entire Council. No member shall be compensated for service on a Committee.

4. Officers. A chair for each Committee shall be appointed and removed by the Chair with the Council's consent. The Chair may also appoint a vice-chair for a Committee if desired. A person selected as a Committee's chair or vice-chair shall be a Council member and generally should demonstrate appropriate knowledge of and interest in the Committee's assigned focus area and a desire to benefit the Council's work concerning that focus area and any affected geography. Any personal nexus between the proposed chair or vice-chair and the assigned focus area or affected geography, and any prior experience concerning such matters, may also be considered.

(a) The Committee chair and vice-chair shall serve a one-year term and shall not serve more than two consecutive terms. Unless otherwise specified by the Chair, the term of each Committee's chair shall begin March 1 and end on the last day of February of the following year.

(b) A Committee's chair shall preside at all meetings of the Committee and shall perform such duties as may be required by the Chair or the Council, including reporting the status of the Committee's actions to the Council at regularly scheduled meetings. Any vice-chair shall preside in the chair's absence.

(c) The Committee's chair shall appoint a person to act as secretary of the Committee for the purpose of keeping attendance and minutes, etc. of the Committee's meetings. In the regular secretary's absence, the chair shall appoint a substitute secretary to act pending the regular secretary's return.

5. Meetings. All Committees shall meet at least once per year pursuant to a regular meeting schedule pre-approved by the Chair and provided to CWC Staff. If a Committee determines that additional meetings are necessary, the schedule of additional meetings shall be timely provided to the Chair and CWC Staff. Written minutes of all Committee meetings shall be kept, which shall include the date, time, and place of the meeting; the names of the members present and absent; the substance of all matters discussed; a record of all votes taken; and any other information a member requests be entered into the minutes. If requested by the Chair or CWC Staff, meetings also shall be recorded utilizing CWC-provided equipment. All Committee meetings otherwise shall conform to all applicable legal requirements.

6. Attendance. Committee members shall use their diligent best efforts to attend all Committee meetings, and to inform the Committee chair in advance if they will be unable to attend a meeting. Failure to attend scheduled Committee meetings over the course of a year may result in the Chair excusing that member from further service on the Committee.

7. Quorum and Voting. A majority of a Committee's members shall constitute a quorum, and actions of the Committee can be approved by a majority of a quorum. Except for its

non-voting members, each member of a Committee shall have one vote of equal weight. All voting shall be by voice vote, provided, however, that the chair of a Committee may call for a roll-call vote.

8. Removal or Resignation. Any member or officer of any Committee may be removed at any time by the Chair, with or without cause, with Council consent. Reasons for removal include, without limitation, failure to conform to the above-described attendance requirements. Resignation of any Committee member shall be in writing delivered to the Chair and the Committee chair.

9. Support. CWC Staff shall provide support to each Committee and reasonably requested by the Chair in consultation with the Committee chair.

10. Conflicts of Interest. Members of any Committee shall be subject to conflict-of-interest provisions under the Ethics Act (see Part IX, below).

IV. EXECUTIVE SECRETARY

A. The CWC's executive director or designee shall be the Council's executive secretary (the "Executive Secretary").

B. The Executive Secretary shall provide orientation to new Council members.

C. The Executive Secretary shall prepare copies of the Council agenda and deliver the agenda, together with any other reports, materials and communications pertaining to the agenda, to all necessary parties at least two calendar days prior to each Council meeting. Such materials may be supplemented thereafter in the Executive Secretary's reasonable discretion.

D. The Executive Secretary or designee shall attend all meetings of the Council.

E. The Executive Secretary or designee shall prepare all reports and gather such information as may be necessary for the Council to conduct its business.

F. The Executive Secretary shall be responsible for all notification procedures required by applicable law unless other provisions are established by the Board.

G. The Executive Secretary shall cause all official books of the Council to be maintained and accessible.

V. LEGAL COUNSEL

A. The CWC's attorney (the "Attorney") or designee shall be the legal counsel for the Council and its subcommittees.

B. The Attorney shall prepare memoranda of law as requested by the Council, and draft or review all formal written actions of the Council.

VI. MEETINGS

A. OPMA. The Council and its subcommittees shall comply with the Open and Public Meetings Act, UTAH CODE ANN. 52-4-101 et seq. (the “OPMA”).

B. Notices. The Council shall give notice at least once each year of its meetingschedule for all regular meetings, and other public notice of all meetings shall be provided, in accordance with the OPMA and all other applicable laws.

C. Meetings.

1. Regular public meetings of the Council typically will occur on the third Wednesday of each January, April, July, and October, commencing at 3:00 p.m. or as set forth in the meeting notice. Additional public meetings of the Council may occur as designated by the Council Chair, by majority vote of the Council, or as directed by the Board.

2. Meetings of the Council shall be held at the locations designated in the public notices of such meetings.

3. A quorum of the Council shall consist of a majority of the then members of the Council. A quorum shall be necessary to conduct official business. Council members are expected to regularly attend Council meetings if possible.

4. Special meetings for any purpose may be held on the call of the Chair or of a majority of the then members of the Council. Council members shall be notified of such meetings by the Executive Secretary in accordance with all applicable legal requirements.

5. Study/work sessions or field trips can be requested by a majority of the then members of the Council. Requests can be made either in regular meetings or in a subsequent signed writing to the Chair.

6. All meetings of the Council are open to the public. Although public comment typically should be referred to the Board, public comment may be received by the Council in the Chair’s discretion if it complies with the Board’s public comment guidelines.

7. Council meetings typically will be less than two hours in duration. Two hours after commencement of a Council meeting, the Council may finish the item presently being considered and no additional items will be heard after that time unless there is a motion by a member of the Council requesting to continue the agenda and approved by a majority vote. All items remaining to be heard will be forwarded to the next agenda for consideration.

8. Agenda items for Council meetings shall be listed in the following order:

- (a) Call to Order.
- (b) Approval of Agenda.
- (c) Approval of Minutes.

- (d) Agenda Items.
- (e) Other Business; and
- (f) Adjournment.

A change in the order of the Council’s agenda for a meeting shall be determined by a voice vote of the voting Council members present during the meeting. The Council may consider add-on items to the agenda if pertinent information is received by the Council members at least 24 hours before the meeting, and the inclusion of the add-on item is properly noticed.

9. The Council hereby accepts Roberts Rules of Order as found in The New Roberts Rules of Order, edited by John Sherman, 1993. Roberts Rules of Order shall be for reference and consulting purposes only and shall not be considered as binding.

10. The Chair may, at any time, institute measures to control the time for debate on any issue. Care should be taken to insure fairness and consistency in the debate process. The Chair may stop debate once he or she believes the issue has been adequately and fairly heard. A Council member also may move to close discussion on an item so that action may be taken on that item.

D. Electronic Meetings. Pursuant to UTAH CODE ANN. §52-4-207, the following shall govern any electronic meeting of the Council (an “Electronic Meeting”) at which any member(s) of the Council or CWC members or CWC Staff are participating by means of a telephonic or telecommunications conference. Unless otherwise clearly indicated by the context, capitalized terms below shall have the same meanings as in UTAH CODE ANN. §52-4-207.

1. Council meetings may be conducted by electronic means pursuant to UTAH CODE ANN. §52-4-207.

2. Any Electronic Meeting shall be held in strict compliance with the public noticing, anchor location and other requirements of UTAH CODE ANN. §52-4-207.

3. During an Electronic Meeting, contact shall be established and maintained by telephone, by televised conference, or by any other means of communication by which all the Council members and CWC Staff that are participating in such meeting may hear each other during the meeting. A quorum of the Council shall be physically present at the anchor location of the Electronic Meeting.

E. Voting.

1. A quorum of Council members must be present and vote in a public meeting for the Council to make a decision.

2. Any agenda item must receive the affirmative vote of a majority of the Council for approval or recommendation to the Board for approval.

3. A voting member's failure or refusal to vote shall be counted as an abstention.

4. All votes shall be cast verbally. Each voting member shall either vote for, against or abstain from voting. A Council member should abstain only if he or she has a possible conflict of interest. If a Council member suspects that he or she may have a conflict of interest under applicable law, such member should consult with the Attorney prior to the scheduled review for advice regarding the appropriate action to be taken. If a Council member first suspects such a conflict of interest during the meeting in which the matter is being reviewed, then such member should declare the conflict on the record and should not participate in the discussion or voting on the matter until legal determination is made.

5. Motions approved by the Council should clearly indicate the reason(s) for the decision. The motion, voting results, and the specific reasons justifying the Council's actions shall be included in the minutes of the meeting. Reasons for voting against a motion may also be given. Written findings may be prepared and approved when appropriate.

6. Council members voting in the minority on an issue can request that the minority position be recorded in the minutes of the meeting and may submit a written report of that position to the Board.

7. Whenever possible, decisions concerning issues discussed at scheduled meetings shall be rendered immediately following discussion and announced by the Chair. Decisions on difficult or controversial issues may be continued until a future scheduled meeting of the Council.

F. Records. Minutes shall be kept of all Council meetings by a person appointed by the Executive Secretary. Such minutes shall include, but not be limited to:

1. The date, time, and place of meeting.

2. The names of members present and absent.

3. The substance of all matters proposed, discussed, or decided, and a record, by individual member, of the votes taken; and

4. Any applicable analysis of the matter by CWC Staff. A copy of any such CWC Staff analysis will also be included in each Council member's packet of background information for the meeting.

5. The minutes are public records, shall be available within a reasonable time after the meeting, and otherwise shall comply with the OPMA and all other applicable law.

VII. INTERFACE WITH BOARD

A. Board members may attend or may send a designee to participate in Council meetings, subject to any applicable noticing requirements under the OPMA.

B. Any matters transmitted to the Board shall be the recommendation of the Council based on the Council's majority vote.

C. At least once annually the Council will be invited to attend a public, noticed meeting of the Board where the Chair will report on the Council's activities and future work.

VIII. EXPENDITURES

Expenditures of CWC funds by the Council or by members of the Council shall be subject to pre-approval by the Board through its budgeting process or prior specific written consent. Reimbursement of pre-approved expenditures shall occur pursuant to the CWC's policies and procedures.

IX. RULES OF ETHICAL CONDUCT

The Public Officers' and Employees' Ethics Act, UTAH CODE ANN. §67-16-101 et seq. (the "Ethics Act") establishes standards of conduct for elected and appointed public officers and requires disclosure of actual and potential conflicts of interest between each such officer's public duties and personal interests. Although arguably not legally required, for purposes of these Rules members of the Council will be deemed covered by the Act, so that familiarity and compliance with the Act is required of all members of the Council. The current Act is set forth at https://le.utah.gov/xcode/Title67/Chapter16/67-16-S1.html?v=C67-16-S1_1800010118000101

Without limiting the specific requirements of the Act, the following general rules of ethical conduct are binding on each member of the Council; provided, however, that it is recognized that members of the Council are, by definition, "stakeholders" with personal interests—which may be financial—in the CWC's geographical jurisdiction and authorized work. The Board has determined that, in approving appointments to the Council, the Board will not attempt to exclude whole categories or associations of business, professional, or other persons in anticipation of conflict-of-interest problems. The service of competent people of good character need not be sacrificed. Consequently, the impact of the Ethics Act and the following rules shall be appropriately tempered when determining their application to members of the Council.

A. *Conflicts of Interest.* A member of the Council to whom some private benefit may come as the result of Council action should not be a participant in the action unless the conflict of interest is publicly disclosed before the action is taken. For example:

1. Any member of the Council who receives payment for helping a private person or business in a transaction involving the CWC must disclose the payment in writing when that conflict arises and again verbally when the matter comes before the Council for vote.

2. Any member of the Council involved in a private business which is subject to regulation by the CWC or involves a contract between such business and the CWC under which material CWC funds would be expended, must disclose that involvement in writing when that conflict arises and again verbally when any matter involving that private business's dealings with the CWC comes before the Council for vote.

The private benefit may be direct or indirect; create a material or personal gain; or provide an advantage to relations, friends, or to groups and associations which hold some share of the member's loyalty. However, membership itself in a group or organization shall not be considered a conflict of interest as to Council action concerning such group or association unless a reasonable person would

conclude that such membership in itself would prevent an objective consideration of the matter.

A member's withdrawal from participation in matters before the Council is necessary only in those specific cases in which the member determines that he or she is unable to make an objective decision due to a conflict of interest.

A member who has any question as to whether a conflict of interest exists under these rules should raise the matter with the other members of the Council and with the Attorney in order that the appropriate determination may be made under the circumstances.

At least annually, Council members should complete and file with the Executive Secretary a conflict-of-interest disclosure utilizing the form provided by the CWC for Council members or another form providing similar disclosure information.

B. *Gifts and Favors.* Gifts, favors or advantages must not be accepted if they are offered because the receiver holds a position of public responsibility. The value of a gift or advantage and the relation of the giver to public business should be considered in determining acceptability. Occasional non-monetary gifts having a value of less than \$50 (such as business lunches, calendars, or office bric-a-brac) are often, but not always, acceptable. In case of doubt, refuse. In case of marginal doubt, refuse.

C. *Treatment of Information.* It is important to discriminate between information that belongs to the public and information that does not.

1. Reports and official records of a public agency must be open on an equal basis to all inquiries. Official advice should not be furnished to some unless it is available to all.

2. Information of private affairs that is learned by a member while performing official duties must be treated in confidence. Private affairs become public affairs when an official action is requested with respect to them. Only then is a disclosure of relevant information proper.

3. Information contained in studies that are in progress in an agency should not be divulged except in accordance with established agency policies on the release of its studies. A public agency is not required to do all its thinking out loud in public.

4. Pertinent information bearing on decisions before the Council should be available to all Council members in public meetings. Consequently, private meetings between a Council member and applicants, their agents, or other interested parties are discouraged. Partisan information on any matter before the Council which is received by a Council member typically should be made part of the public record and thereby available to all the members to aid in their decision-making process.

X. GRAMA

A. The Council is subject to the Government Records Access and Management Act, UTAH CODE ANN. §63G-2-101 et seq. (the "GRAMA") to the extent required by Utah law. Under GRAMA, all records of the Council, CWC Staff and CWC volunteers—including each Council member—can be asserted to be open and available to the public unless they are properly

classified as private, controlled, or protected under GRAMA. This extends even to emails and text messages. In order to centralize the repository of the CWC's records and facilitate the CWC's ability to respond to GRAMA requests, the electronic communications concerning Council business should occur only by email and should be run through the CWC server. This provides a specific database which is capable of being searched for items which fit within the search parameters contained in a GRAMA request.

B. Consequently, Council members shall comply with the following guidelines when communicating concerning Council business:

First, telephone calls are always preferred because they typically do not generate a written record.

Second, if electronic communications are necessary, email, do not text.

Third, when emailing, always copy the CWC server by using the following address on the cc line of the email: stakeholder@cw.utah.gov.

XI. AMENDMENT

The Council may recommend to the Board proposed amendments to these Rules from time to time. These Rules may be amended at any time by the Board by resolution, with or without the Council's prior consideration or recommendation.