REPORT / RECOMMENDATION

To: HRRC

Agenda Item #: VII.A.

From: MJ Lamon, Staff Liaison

Action ☐
Discussion ☒
Information ☐

Date: March 25, 2014

Subject: Bylaw Review/Conflict of Interest/Communication

Action Requested:
None.

Information / Background:
Scott Neal, City Manager, will review HRRC bylaws. Annie Coyle, City Manager Fellow, will review commissioner communications.

Attachment:

HRRC Bylaws.

Human Rights and Relations Commission Bylaws

Section 1: Introduction

The bylaws outlined below are approved procedures for the Human Rights and Relations Commission (HRRC). Members should review and understand City Code Chapter 2, Article III, Division 1 and Chapter 2, Article III, Division 2 included in the appendix of these bylaws. In the event of a conflict between the City Code and the HRRC bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting HRRC members and approval by the City Council.

In addition to the City Code and these bylaws, the HRRC will be guided by those policies and procedural documents applicable to the HRRC or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the HRRC.

Section 2: Mission and Business Address

Refer to City Code Chapter 2, Article III, Division 1 and Chapter 2, Article III, Division 2, Section 2-117 for the HRRC mission. The business office for the HRRC is located at Edina City Hall; 4801 W. 50th St. Edina, MN 55424-1394. Members of the public can also contact the HRRC at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition
Refer to City Code Chapter 2, Article III, Division 1, Section 2-78 and Chapter 2, Article III, Division 2, Section 2-119.

Terms of Membership
Refer to City Code Chapter 2, Article III, Division 1, Section 2-81.

Contact Information
HRRC members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to City staff and members of the public.

Responsibilities
HRRC members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.

Attendance
Refer to City Code Chapter 2, Article III, Division 1, Section 2-86. If a member cannot attend a regular meeting, he or she should notify the Staff Liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal
Refer to City Code section Chapter 2, Article III, Division 1, Section 2-81. The HRRC may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice
Refer to City Code Chapter 2, Article III, Division 1, Section 2-84. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all HRRC meetings on the City's website and at City Hall.

Regular Meetings
Refer to City Code Chapter 2, Article III, Division 1, Section 2-84. Regular meetings of the HRRC are held at Edina City Hall or another officially noticed location on the fourth Tuesday of every month at 7:00 p.m. A regular meeting may be rescheduled by the HRRC at a prior meeting.

Annual Meeting
In February the HRRC will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings
Special meetings of the HRRC may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the HRRC voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings
Meetings of the HRRC can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the HRRC voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Quorum
Refer to City Code Chapter 2, Article III, Division 1, Section 2-84.

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically the Thursday prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the HRRC. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The HRRC is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the HRRC. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.

Meeting Minutes

Refer to City Code Chapter 2, Article III, Division 1, Section 2-85. City staff will prepare minutes for HRRC meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of City staff is not present to record minutes, the HRRC will appoint a secretary to prepare the minutes. The secretary will prepare draft minutes within two weeks of the meeting

date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to City Code Chapter 2, Article III, Division 1, Section 2-83. The HRRC will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in February. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by HRRC members and members of the public.

The Vice Chairperson performs the duties of the Chairperson in his/her absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to City Code Chapter 2, Article III, Division 1, Section 2-79. The HRRC has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with HRRC members. Members may not direct City staff but can request assistance through the City Staff Liaison to carry out the HRRC mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another City staff member).
- Provide technical expertise and access to City resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.
- Relay information or directives from City Council meetings or work sessions relevant to the HRRC.
- Respond to HRRC inquiries in a timely manner.
- Forward information to and between HRRC members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.
- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the HRRC in accordance with its directives, City policies and legal requirements.

- Serve as the custodian of HRRC records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the HRRC to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the HRRC for discussion and recommendations. The HRRC has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The HRRC defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the HRRC.

Committee and Working Group participants may not include enough voting HRRC members to constitute a quorum for the HRRC. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of whom is the chair appointed by the HRRC. A Committee is comprised of current HRRC members only. A Working Group is led by a HRRC member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committee and Working Group meetings may be designated as public meetings by the HRRC or the City Council. If a Committee or Working Group's meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The HRRC Chairperson will ask for Committee volunteers from the HRRC membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. A temporary Committee Chair will be appointed by the HRRC at the time of Committee formation. The Committee will elect its own chair and notify the HRRC Chairperson.

Working Groups: The HRRC Chairperson will ask for volunteers from the HRRC to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the HRRC members. The Working Group Chair will recommend other

Working Group members. By definition, those members will include individuals outside of the HRRC. The Chair may also nominate a co-chair who is not a HRRC member. Working Group appointments will be made by a majority vote of HRRC members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and HRRC directives are followed.
- Maintain meeting decorum.
- Recommend members and notify HRRC of changes in membership (Working Group only).
- Report on the Committee or Working Group's activities at each regular HRRC meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the HRRC.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the HRRC.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the HRRC by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the HRRC is available to serve or appropriate volunteer membership cannot be established.

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

HRRC-related communication between members when a quorum of voting members is present constitutes a violation of open meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing HRRC business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of HRRC members should go through the City Staff Liaison so that an appropriate record can be established.
- Members should not respond "reply all" to group messages.
- Members should not blind copy (bcc) other members.

Members must not engage in a serial discussion of HRRC business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face-to-face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

HRRC members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating HRRC business with the public, members should understand and convey the following:

- The deliberations and decisions of the HRRC will be based solely on information contained in the public record presented to all HRRC members participating in the deliberation or action.
- The member's comments do not represent the opinion or viewpoint of other commissioners or the HRRC as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City's Communications and Technology Services Department will approve and coordinate any public announcements, press releases or other media contact desired by the HRRC.

Section 9: Financial Transactions

All financial expenditures by the HRRC must relate to the HRRC mission and be covered under the HRRC budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other City financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The HRRC does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to HRRC business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the HRRC for personal benefit. The interests of the HRRC must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any HRRC action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Gifts

HRRC members may not receive personal gifts from any "interested person" in conjunction with their board and commission duties. An "interested person" is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the HRRC's purview. This section does not apply to lawful campaign contributions. The HRRC may recommend acceptance of general gifts or donations through the City's donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage City property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how HRRC members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.

During HRRC interactions, members should strive to:

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences

Members should avoid:

- Speaking over or cutting off another individual's comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code Chapter 2, Article III, Division 1 – Generally

Sec. 2-78. Establishment

(a) *Authority to establish.* Pursuant to Minn. Stats. § 412.621, and other such statutes as are specifically cited herein, the council establishes or continues the following boards and commissions to advise the council with respect to municipal functions and activities and to investigate subjects of interest to the city.

(b) *How established.* A board or commission may be established by a majority vote of the council. An ordinance shall be adopted prescribing the purpose, duties and composition of the board or commission.

(c) *Subject to provisions in this chapter.* All boards and commissions established by the council shall be subject to the provisions of this chapter, unless otherwise specified in city ordinance or state law.

(d) *Purposes and duties generally.* All boards and commissions established by the council shall be advisory to the council and shall have the responsibility to:

(1) Investigate matters within the scope of the particular board or commission or as specifically directed by the council.

(2) Advise the council by communicating the viewpoint or advice of the board or commission.

(3) At the direction of the council, hold hearings, receive evidence, conduct investigations, and, on the basis of such hearings, evidence and investigations, make decisions and recommendations to the council.

(e) *Advisory role.* A board or commission established by the council shall not assume the role of an administrative or legislative body.

Sec. 2-79. Cooperation of city officials subject to direction of city manager

The manager may make available city staff members to record and prepare minutes of board and commission meetings. Such staff members shall perform only such clerical duties on behalf of a board or commission as provided in the bylaws of that board or commission or as assigned by the chairperson with the consent of the manager. The manager may assign additional staff to assist a board or commission.

Sec. 2-80. Membership

(a) *Regular members.* Regular members of boards and commissions established by the council shall be adult residents of the city unless otherwise expressly stated by ordinance. Members who discontinue legal residency in the city shall automatically be deemed to have resigned from office as of the date of such discontinuance.

(b) *Student members.* Student members shall be residents of the city and enrolled full time in a secondary school. Student members shall be nonvoting.

Sec. 2-81. Appointment and terms of membership

(a) *Regular members.* Board and commission members shall be appointed by majority vote of the council and shall serve terms of membership not to exceed three years per term. Each member is eligible to serve two three-year terms, except for members of the planning commission, who are eligible to serve three three-year terms. A member in good standing shall serve until a successor has been appointed.

(b) *Student members.* Student members shall be appointed by majority vote of the council and shall serve terms of membership not to exceed one year per term.

(c) *Resignation and removal.* Members shall serve without compensation and may resign voluntarily by letter or e-mail to the city clerk or be removed by majority vote of the council or pursuant to section 2-80 or 2-86

(d) *Vacancies.* Vacancies in membership shall be filled by majority vote of the council for the balance of the unexpired term.

(e) *Term of appointment to fill vacancy.* A person appointed to fill a vacancy shall be eligible to serve two (or for planning commission, three) full terms in addition to the balance of the unexpired term.

(f) *No concurrent membership.* No person may serve concurrently on more than one board or commission.

(g) *Staggered terms.* Terms of membership shall be staggered so that no more than one-half of the terms on a board or commission expire in any particular year.

Sec. 2-82. Committees and subcommittees

(a) *Establishment.* A board or commission may, with specific approval of the council or pursuant to its bylaws, establish committees, subcommittees, committees of the whole or working groups that include members of the board or commission and additional persons as requested by the board or commission.

(b) *Prohibition.* A committee, subcommittee, committee of the whole or working group may not engage in activities, functions, or duties outside the scope of authority granted to the board or commission by which it was established.

Sec. 2-83. Organization and bylaws

(a) *Bylaws.* Each board or commission shall adopt and be governed by such bylaws as shall be necessary and desirable for the conduct of its activities. Bylaws shall be subject to review and approval by the council.

(b) *Chairperson.* Each board or commission annually shall elect from its members a chairperson and vice-chairperson to serve a term of one year. No person shall serve more than two consecutive one-year terms as chairperson of a particular board or commission. A chairperson elected to fill a vacancy shall be eligible to serve two full terms in addition to the remainder of the vacated term.

Sec. 2-84. Time, location and conduct of meetings

(a) *Regular meetings.* All board and commission meetings are open meetings subject to the Minnesota Open Meeting Law (Minn. Stats. ch. 13D) and shall be held at a fixed time, on a fixed date and in a fixed place as shall be determined by the board or commission. The city clerk shall give notice of all board and commission meetings as required for meetings of public bodies.

(b) *Public comment.* All board and commission meetings shall include scheduled time for public comment.

(c) *Quorum.* A simple majority of voting members, appointed and serving, shall constitute a quorum for any regular or special meeting. If a quorum is not established or maintained during the course of a meeting, no votes on board or commission business may be taken except a motion to adjourn or recess.

(d) *Meetings conducted according to bylaws.* All meetings shall be conducted according to the bylaws of the board or commission.

Sec. 2-85. Meeting minutes

(a) *Official record.* Approved minutes of board or commission proceedings shall be public record; the city shall retain a copy of the official minutes of each board or commission meeting in accordance with applicable state law.

(b) *Recording.* A board or commission may appoint from its membership a secretary to record and prepare meeting minutes. Minutes so recorded shall be reviewed and approved by the board or commission and a copy forwarded to the city clerk. In the alternative, the manager may make available to the board or commission a member of city staff to serve as secretary to record and prepare meeting minutes.

(c) *Distributed to city council.* Official minutes of each board or commission meeting shall be distributed to the council prior to the first regular council meeting after approval of the minutes by the board or commission.

Sec. 2-86. Attendance requirements

(a) *Purpose.* To assist boards and commissions in fulfilling their purposes and duties and to ensure that they are not prevented from doing so by the repeated absence of their members, the council hereby establishes an attendance policy for members serving on boards and commissions.

(b) *Removal.* Any member of a board or commission established by the council who fails to attend three consecutive regular meetings, or in the case of members of the planning commission, four consecutive regular meetings, or who fails to attend at least 75 percent of the scheduled meetings in any calendar year, whether regular or joint work sessions with the council, shall be deemed to have resigned as a member of the board or commission.

(c) *Exceptions.*

(1) The requirements of this subsection shall not apply to attendance at special meetings, or of meetings of committees or subcommittees, including committees of the whole, established by a board or commission pursuant to section 2-82

(2) The requirements of this subsection shall not apply to members of the housing and redevelopment authority of the city, the East Edina Housing Foundation or the city council.

(d) *Annual review.* The council shall conduct an annual review of the attendance of members of boards and commissions established by the council.

(e) *Vacancies.* The successor to any member of a board or commission who has been removed pursuant to this subsection shall be appointed pursuant to section 2-81

City Code Chapter 2, Article III, Division 2 – Human Rights and Relations Commission

Sec. 2-116. Policy statement.

It is the public policy of the city to:

(1) Secure for all of the residents of the city freedom from discrimination because of race, color, creed, religion, age, sex, sexual orientation, gender expression, marital status, disability, status with regard to public assistance, familial status or national origin in connection with employment, housing and real property, public accommodations, public services, credit and education.

(2) Support the home, family and human relations in the city.

(3) Cooperate with the state department of human rights, and other agencies and commissions in their programs of human rights.

Sec. 2-117. Establishment and purpose.

To promote and help implement the above policies, the council hereby establishes the city human rights and relations commission (the "commission").

Sec. 2-118. Duties.

The commission shall:

(1) Advise the council on matters relating to discrimination and human relations referred to herein.

(2) Implement such programs of education and community action which are designed to effectuate the public policy stated in section 2-116 and which have been approved by the council.

(3) Cooperate with the state department of human rights, and other agencies and commissions in their programs of human rights.

(4) Investigate, study, report and undertake other functions as are assigned to local commissions under and pursuant to Minn. Stats. ch. 363, and to discharge its duties under Minn. Stats. ch. 363 with regard to specific matters referred to it by the state commissioner of human rights or filed with it by individuals.

Sec. 2-119. Membership.

The commission shall consist of nine regular and two student members.