REPORT / RECOMMENDATION

To: City Council

Agenda Item #: VIII. B.

From: MJ Lamon, Project Coordinator

Action ☒
Discussion ☐
Information ☐

Date: August 18, 2015

Subject: Board and Commission Bylaw Amendments

Action Requested:
Approve recommended changes to Edina's Advisory Board and Commission's bylaws.

Information / Background:
The recommended bylaw changes primarily consist of minor edits and clarifications. There are two notable changes.

1. **Annual Meeting.** In in Section 5, paragraph 1. This paragraph reflects information about the Board and Commission's annual meeting. Staff recommends holding annual meetings in the same month (February) for all Boards and Commissions to create consistency and efficiency. This change also assists in closing the gap on the possibility of a Board and Commission operating without a chair in the case a chair's term ends prior to the annual meeting.
2. **Process for bylaw changes.** Added language to clarify City Council's ability to make changes to bylaws.

If approved, changes would take effect throughout all ten Board and Commission's bylaws.

Staff Liaisons were provided a memo outlining proposed bylaw changes and were asked to share proposed changes with board and commission members and submit feedback. We received feedback from 2 out of 101 board and commission members. One member was supportive of the changes. One member was concerned about changing the election of officers to February because exiting members, rather than new members, would have a say in electing a chair and vice chair.

Attachment:

Human Rights and Relations Bylaw Track Changes

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. 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. From time to time the City Council may make changes to board and commission bylaws and will notify the board and commission of these changes. Boards and commissions should consult with their staff liaison if they want to propose a change to the bylaws. ~~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 ~~edina~~mail@~~ci.~~edina~~.~~mn.gov~~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 and/or email address to the ~~City Clerk~~ Project Coordinator. 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~~ Staff Liaison 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~~ Staff Liaison 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~~ designated staff regarding attendance issues.
- Provide orientation materials to new members and ~~c~~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 n~~Notice will be given to the public 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~~ or 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.

<u>How to Report</u>

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