



**EXECUTIVE COMMITTEE MEETING
LANSING BOARD OF WATER & LIGHT BOARD OF COMMISSIONERS
March 3, 2022 - 12:00 PM
REO 4th Floor Conference Room 404
1201 S. Washington Ave., Lansing, MI 48910**

EXECUTIVE COMMITTEE
David Price, Sandra Zerkle, DeShon Leek, Anthony Mullen

The BWL full meeting packet and public notice/agenda is located on the official web site at <https://www.lbwl.com/about-bwl/governance>.

AGENDA

Call to Order

Roll Call

Public Comment

1. Executive Committee Meeting Minutes February 25, 2021 **TAB 1**
2. Review Proposed Changes to Governance Policy and Rules of Procedure **TAB 2**

Other

Adjourn

Persons with disabilities who need an accommodation to fully participate in this meeting should contact the Office of the BWL Interim Corporate Secretary at (517) 702-7069, at maria.koutsoukos@lbwl.com, or utilize TTY by dialing 7-1-1. A 24-hour notice may be needed for certain accommodations. An attempt will be made to grant all reasonable accommodation requests.

**A quorum of the Board of Commissioners may be in attendance.*

EXECUTIVE COMMITTEE
Meeting Minutes
February 25, 2021

Due to public safety concerns resulting from the COVID-19 Pandemic, the Executive Committee meeting for the Lansing Board of Water and Light (BWL) was conducted via WebEx Conferencing in Lansing, MI on Thursday, February 25, 2021.

Event Address for Attendees:

<https://lbwlevents.webex.com/lbwlevents/onstage/g.php?MTID=e4f99152a7a98ddb28e4417f8f25e2ac>

Event Number for Attendees: 132 560 7332 Event password: dHvnSTK4Z54

Audio conference: United States Toll +1-408-418-9388 Access code: 132 560 7332

Executive Committee Chair David Price called the February 25, 2021 Executive Committee meeting to order at 5:30 p.m.

Corporate Secretary Griffin took the roll call to acknowledge attendance.

The following Commissioners were present via audio/video:

David Price remotely, Lansing, MI (Board Chairperson)	Tracy Thomas remotely, Lansing, MI (Vice Chairperson)
Sandra Zerkle remotely, Lansing, MI (Past Chairperson)	Anthony Mullen remotely, Lansing, MI (Member)
Beth Graham remotely, Lansing, MI	Deshon Leek remotely, Lansing, MI
David Lenz remotely, Lansing, MI (arrived @ 6:27 p.m.)	Ken Ross remotely, Charlotte County, FL
Stuart Goodrich remotely, Holt, MI (arrived @5:42 p.m.)	Larry Merrill remotely, Delta Township, MI

Absent: None.

The Corporate Secretary declared a quorum.

Public Comments

None.

Approval of Minutes

Motion by Commissioner Zerkle, **Seconded** by Commissioner Thomas, to approve the Executive Committee meeting minutes of December 17, 2020.

Roll Call Vote:

Yeas: Commissioners David Price, Anthony Mullen, Tracy Thomas, and Sandra Zerkle.

Nays: None.

Action: Motion Carried.

Personnel Issue

Chair Price stated that an attorney-client privileged memorandum has been provided to the Executive Committee and it is appropriate to go into Closed Session for the purpose of reviewing the contents of the attorney-client privileged memorandum as permitted by the Open Meetings Act, specifically MCL 15.268(h) and MCL 15.243(g).

Motion by Commissioner Thomas, **Seconded** by Commissioner Zerkle, to go into Closed Session for the purpose of reviewing the contents of the attorney-client privileged memorandum as permitted by the Open Meetings Act, specifically MCL 15.268(h) and MCL 15.243(g).

Roll Call Vote:

Yeas: Commissioners David Price, Anthony Mullen, Tracy Thomas, and Sandra Zerkle.

Nays: None.

Action: Motion Carried.

The following individuals were invited into the closed session: Executive Committee and other Commissioners, BWL General Counsel Mark Matus, BWL Corporate Secretary M. Denise Griffin, and Miller Canfield Chief Diversity Officer, Michelle Crockett.

The Special Committee of the Whole Meeting went into closed session at 5:34 p.m.

Motion by Commissioner Mullen, **Seconded** by Commissioner Thomas to return to open session.

Roll Call Vote:

Yeas: Commissioners David Price, Anthony Mullen, Tracy Thomas, and Sandra Zerkle.

Nays: None.

Action: Motion Carried.

The Special Committee of the Whole Meeting reconvened to open session at 6:29 p.m.

Board Self-Evaluation Review

Chair Price reported that the Board is doing well in most categories and briefly reviewed the results.

The Executive Committee would like to continue the discussion on Governance policy, how committees are structured, how committees are attended, and how training will be structured.

Other

There was no other business.

Excused Absence

None.

Adjourn

Chairperson Price adjourned the meeting adjourned at 6:35 p.m.

Respectfully submitted,
David Price, Chair
Executive Committee

Substantive Changes to Commissioner Governance Policy

2) The Board commits itself and its individual members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate professional and personal behavior. More specifically:

- a. Commissioners must, in capacity as a board member, represent the interests of the ~~BWL~~ **CITY OF LANSING** and their respective constituents.
- b. Commissioners may not ~~attempt to~~ exercise individual authority over the BWL, except as explicitly set forth in Board policies.
- C. AS A GENERAL RULE, COMMISSIONERS SHALL REFER MEDIA QUESTIONS ABOUT BWL OPERATIONS TO THE GENERAL MANAGER. IF AN INDIVIDUAL COMMISSIONER IS CONTACTED BY THE MEDIA, THE COMMISSIONER SHALL PROMPTLY INFORM THE OTHER COMMISSIONERS REGARDING THE QUESTIONS FROM THE MEDIA AND THE COMMISSIONER'S ENSUING RESPONSE. THE BOARD RECOGNIZES THAT WE RETAIN OUR OVERSIGHT AUTHORITY.**
- d. Commissioners' interactions with the General Manager, management and staff ~~must~~ **SHOULD** clearly reflect that there is no authority vested in individual Commissioners, except when explicitly authorized by action of the Board.
 - ii. ~~Only the Chair or other Designee of the Board may speak on behalf of the Board. To that end, no individual Commissioner (other than the Chair) may speak for the Board except to repeat explicitly stated Board decisions.~~
 - iii. ~~Commissioners will refrain from making individual public comments about the BWL unless such comments are supported by relevant, timely, accurate and objectively reported information.~~

E . COMMISSIONERS MAY SHARE WITH THE PUBLIC INFORMATION MADE PUBLIC BY MANAGEMENT.

F. CONSISTENT WITH THIS POLICY AND THE RULES OF PROCEDURE, COMMISSIONERS IN THEIR INDIVIDUAL CAPACITIES CAN MAKE PUBLIC COMMENTS ABOUT THE BWL AND SHOULD EXERCISE CARE TO ENSURE THAT SUCH COMMENTS ARE SUPPORTED BY RELEVANT, TIMELY, ACCURATE AND OBJECTIVELY REPORTED INFORMATION

3) The Board adopts and establishes that the General Manager's principal role, with the support of management and staff employees, is to:

- a. Carry out the administrative and management duties assigned **BY THE BOARD OF COMMISSIONERS** for the ~~full and exclusive~~ management of the utility services provided by the BWL;

4) The Board shall provide direction to the General Manager, Director of Internal Audit, and Corporate Secretary collectively as a Board through resolution or motion as adopted by the Board; which includes the understanding that:

- b. Unless the Board has specifically authorized an individual Commissioner or Board committee to do so, an individual Commissioner **OR COMMITTEE** cannot make decisions or recommendations, nor issue directives that are binding on the General Manager, Director of Internal Audit, and Corporate Secretary.

Technical Changes to Commissioner Governance Policy

RESOLUTION 2019-01-01

Amend~~ED~~ Board of Commissioners Governance Policy

- 1) The Board's objectives and goals for its effective governance of the BWL include the following:
 - b. Review, **REQUIRE MODIFICATIONS IF NECESSARY**, and approve the corporate strategic plan that sets forth the mission, goals and broadly stated objectives and performance measures;
 - c. Review, **REQUIRE MODIFICATIONS IF NECESSARY**, and approve major project plans and programs, capital and operating budgets proposed by the General Manager, or other policy matters as requested by the Board;
- 2) The Board commits itself and its individual members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate professional and personal behavior. More specifically:
 - a. Commissioners must, in capacity as a board member, represent the interests of the **BWL-CITY OF LANSING** and their respective constituents.
 - b. Commissioners may not **ATTEMPT TO** exercise individual authority over the BWL, except as explicitly set forth in Board policies.
 - d. Commissioners' interactions with the General Manager, management and staff ~~must~~ **SHOULD** clearly reflect that there is no authority vested in individual Commissioners, except when explicitly authorized by action of the Board.
- 3) The Board adopts and establishes that the General Manager's principal role, with the support of management and staff employees, is to:
 - a. Carry out the administrative and management duties assigned by the Board of Commissioners for the management of the utility services provided by the ~~BWL~~ **BOARD OF COMMISSIONERS**;
 - d. Keep the Board informed about the outcomes of its policies, including achievement of results and the use of resources;
 - e. Prepare and present, for Board approval **AND MODIFICATION IF NECESSARY**, and consistent with Board policies, a strategic plan, major project plans and programs and capital and operating budgets;
- 4) The Board shall provide direction to the General Manager, Director of Internal Audit, and Corporate Secretary collectively as a ~~h~~**B**Board through resolution or motion as adopted by the Board; which includes the understanding that:

- i. The Board shall not give orders, ~~directly~~ or implied, to anyone other than the General Manager, Director of Internal Audit, or Corporate Secretary based on the areas of respective authority and accountability.
 - ii. To the extent that the Board's written policies do not give specific direction, and the General Manager, Director of Internal Audit, or Corporate Secretary deem it necessary to act, the General Manager, Director of Internal Audit, or Corporate Secretary will respectively use a reasonable interpretation of its current policies, to make all decisions, develop all processes and procedures, take all actions and establish all practices necessary and will report to the Board actions taken and any recommendations for additional **ACTIONS**, or amendments to existing Board written policies.
- b. Unless the Board has specifically authorized an individual Commissioner or Board committee to do so, an individual Commissioner **OR COMMITTEE** cannot make decisions or recommendations, nor issue directives that are binding on the General Manager, Director of Internal Audit, and Corporate Secretary.

Substantive Changes to Rules of Procedure

1.2 Special Meetings

1.2.1 Special Meetings of the Board shall be called by the General Manager or Corporate Secretary on the upon request of the Chairperson of the Board or on the upon request of any ~~(2)~~ **FOUR (4)** Voting Members.

1.2.2 Members of the Board shall have at least **EIGHTEEN (18)** hours written notice of a Special Meeting designating the time and purpose of such meeting. The notice shall be ~~delivered personally~~ **PROVIDED** to each Member of the Board ~~or left at his or her usual place of residence or business~~ by the **CORPORATE** Secretary or someone designated by the **CORPORATE** Secretary. **ACKNOWLEDGEMENT OF NOTICE IS REQUIRED FROM EACH MEMBER OF THE BOARD, AND MAY BE IN THE FORM OF AN ELECTRONIC COMMUNICATION (I.E., EMAIL).**

1.5 Committee of the Whole Meetings

1.5.1 The Board may convene as a Committee of the Whole upon call by the Vice Chairperson or any ~~(2)~~ **FOUR (4)** Voting Members of the Board.

1.6 Closed Meetings

1.6.2 A Non-voting Member ~~shall~~ **MAY** participate in any closed **SESSION** meeting **UNLESS** the subject of ~~which the Non-voting Member or the municipality(s) they represent has~~ **THE CLOSED MEETING POSES A CONFLICT OF INTEREST TO THE NON-VOTING MEMBER OR THE MUNICIPALITY THE NON-VOTING MEMBER REPRESENTS** ~~or a financial interest other than as a citizen of the municipality.~~ If a **CONFLICT OF INTEREST** question is raised under this section at any Board meeting, prior to going into closed session, such question shall be determined **RESOLVED** by a majority **VOTE** of those Voting Members present and qualified to vote. before the main question sha be voted on. If the Non-voting Member is recused, they shall be prohibited from voting on or participating in the closed session.

3.1 Number Required

The presence of five (5) **VOTING MEMBERS OF THE BOARD OR THE MAJORITY OF APPOINTED VOTING MEMBERS OF THE BOARD** shall ~~be~~ **CONSTITUTE** a quorum for the transaction of business at all regular and Special meetings.

3.2 Lack of Quorum

In the absence of a quorum, those present may adjourn any meeting or hearing to a later date or hold the meeting for the purpose of considering such-matters as are on the agenda. No action taken in the absence of a quorum shall be valid or effective unless and until ratified and confirmed at a subsequent regular or Special Meeting at which a quorum is present and at

which five (5) affirmative votes **OR THE MAJORITY OF APPOINTED VOTING MEMBERS OF THE BOARD** are given for ratification.

4.1 OFFICIAL ACTION

The concurring vote of the majority of all Voting Members of the Board **servicing** shall be necessary for **ALL** official action and such vote may only take place at regular or Special Meetings of the Board on the following items:

5.1 Roll Call Vote

5.1.2 All Voting Members ~~and Non-voting Members~~ shall be required to participate in a vote to go into closed session as required by the Open Meetings Act.

5.3 Conflict of Interest

If a Board Member has a conflict of interest on an issue before the Board, he or she shall reveal the conflict **AND SHALL RECUSE THEMSELVES FROM ALL DISCUSSIONS, DELIBERATIONS AND DECISIONS RELATED TO THE ISSUE** with any other Board Member or **BWL** staff.

6. ANNUAL ORGANIZATION

The Board shall organize at its first regular meeting following July 1st, or as soon thereafter as is reasonably convenient, by selecting one of its Voting Members as Chairperson and, one of its Voting Members as Vice Chairperson, each of whom shall serve until the first regular meeting in the following July or until a successor has been selected.

A COMMISSIONER CAN HOLD THE POSITION OF BOARD CHAIRPERSON OR BOARD VICE CHAIRPERSON FOR NOT MORE THAN TWO (2) YEARS, IN A FIVEYEAR PERIOD OF TIME. A COMMISSIONER CAN SERVE AS BOARD CHAIRPERSON OR BOARD VICE CHAIRPERSON MULTIPLE TIMES WHILE SERVING AS A MEMBER OF THE BOARD OF COMMISSIONERS AS LONG AS IT IS NOT MORE THAN TWO (2) CONSECUTIVE YEARS OR TWO (2) YEARS, WITHIN A FIVE-YEAR PERIOD OF TIME.

A COMMISSIONER WHO SERVES AS CHAIRPERSON OR VICE CHAIRPERSON OF THE BOARD CANNOT SERVE AS THE CHAIRPERSON OF A STANDING COMMITTEE OTHER THAN THE EXECUTIVE AND BOARD PENSION FUND TRUSTEES COMMITTEES.

THE CHAIRPERSON SHALL NOT APPOINT THE NOMINATING COMMITTEE CHAIRPERSON. THE NOMINATING COMMITTEE CHAIRPERSON POSITION AND COMMITTEE WILL BE DETERMINED BY THOSE FORMALLY SHARING INTEREST AND FINALLY BY CONSENSUS OR VOTE IN THE COMMITTEE OF WHOLE MEETING LEADING UP TO THE ELECTION PROCESS.

8.1 Director, Corporate Secretary and Internal Auditor

The Voting Members of the Board shall, at its first regular meeting following July 1st of each year, or as soon as practicable thereafter, appoint a Director, an Internal Auditor and a Secretary. The Director shall also be known as the General Manager, and shall be the highest executive officer of the Board of Water and Light BWL. The Internal Auditor shall also be known as the Director of Internal Audit. The Secretary shall be known as the Corporate Secretary AND **THE DIRECTOR OF CORPORATE GOVERNANCE.**

8.2 Contract Reviews

Unless otherwise determined by the Board of Commissioners, contract reviews for the Charter Position employees shall commence no later than sixty (60) days prior to the end of the fiscal year and be completed no later than the start of the next fiscal year.

EXIT INTERVIEWS

UNLESS OTHERWISE DETERMINED BY THE BOARD OF COMMISSIONERS, AN EXIT INTERVIEW SHALL BE CONDUCTED TWO WEEKS PRIOR TO THE KNOW/ANTICIPATED DEPARTURE OR RETIREMENT OF A CHARTER POSITION.

9.1 Committees

9.1.2 COMMITTEES SHALL HAVE NO AUTHORITY TO EXERCISE THE COLLECTIVE POWERS AND DUTIES OF THE BOARD OF WATER AND LIGHT COMMISSIONERS EXCEPT AS EXPRESSLY AUTHORIZED BY AN ADOPTED RESOLUTION OF THE BOARD OF WATER AND LIGHT COMMISSIONERS.

9.2 Standing Committees

The following standing committees shall be appointed by the Chair **PERSON BASED UPON THE REQUEST OF THE APPOINTED COMMISSIONER AS** provided in 9.4: Finance, Human Resources, Nominating, Executive, **AND ENVIRONMENTAL.**

9.2.1 The Finance Committee shall have responsibility for **RECOMMENDATION TO THE BOARD OF COMMISSIONERS RELATED TO** financial performance measures and audits, capital expenditures and returns, bond indebtedness and credit rating, annual Operations & Maintenance budget, rate review and the investment policies of ~~the~~ retirement plans.

9.2.2 The Human Resources Committee shall have ~~oversight~~ responsibility **FOR RECOMMENDATIONS TO THE BOARD OF COMMISSIONERS** related to non-bargaining salary adjustments, employee survey results, labor relations, performance appraisal review for Board-appointed positions, Board staff appointments, salary, wages, and employee benefits.

9.2.3 THE NOMINATING COMMITTEE SHALL, AT ITS FIRST REGULAR MEETING FOLLOWING JULY 1 OF EACH YEAR, NOMINATE A SLATE OF OFFICERS AT ITS ANNUAL ORGANIZATIONAL MEETING AND SHALL ROTATE OFFICERS OF THE BOARD ANNUALLY, PURSUANT TO SECTION 6. ANNUAL ORGANIZATION.

9.2.5 THE ENVIRONMENTAL COMMITTEE SHALL HAVE OVERSIGHT RESPONSIBILITY FOR PROVIDING ADVICE AND RECOMMENDATIONS TO THE BOARD ON ENVIRONMENTAL ISSUES AND WORK TO IDENTIFY COMMUNITY ENVIRONMENTAL ISSUES AND WORK TO IDENTIFY COMMUNITY ENVIRONMENTAL NEEDS, ASSIST IN THE DEVELOPMENT OF GOALS, PROGRAMS AND POLICIES THAT INTEGRATE ENVIRONMENTAL SUSTAINABILITY, WITH THE INTENTION OF TRANSFORMING THE LANSING REGION INTO A SUCCESSFUL ENVIRONMENTAL MODEL, AND ACT AS A RESOURCE FOR THE PUBLIC.

10.2 Preparation of Agenda

An agenda shall be prepared by **BOARD CHAIR WITH THE ASSISTANCE OF THE GENERAL Manager** and **CORPORATE SECRETARY IN CONSULTATION WITH THE BOARD CHAIRPERSON, COMMITTEE CHAIRPERSON, AND THE GENERAL MANAGER** and made available for ~~distribution three days preceding~~ **WITHIN EIGHTEEN (18) HOURS PRIOR TO** a regular or Special Meeting for informational purposes only.

13.1 Attendance

Each Member of the Board shall attend all meetings of the Board in person unless otherwise excused. Each Member must attend at least fifty (50) percent of regular or Special Meetings of the Board and fifty (50) percent of assigned committee meetings during any fiscal year. Failure to do so may be grounds for removal by the City from the office as a Member of the Board.

THE CORPORATE SECRETARY SHALL SUBMIT OFFICIAL DOCUMENTED ATTENDANCE IN A REPORT TO EACH COMMISSIONER ANNUALLY AND TO THE MAYOR AND CITY COUNCIL BEFORE THE REAPPOINTMENT OF A COMMISSIONER.

XVIII. 18. AMENDMENTS

Any Voting Member of the Board may initiate amendments to the Rules of Administrative Procedure by presenting them in writing at any regular meeting. All Members of the Board must be notified of such amendments. The amendments must

be ~~mailed~~ submitted at least four (4) days before the amendment is to be voted upon. An affirmative a majority of Voting Members **servi**ng shall be required to amend the rules of procedure, after which the proposed revisions shall be forwarded to the City in compliance with Charter, Section 5- 105.8.

19.6 Hiring Consultants

IN GENERAL, ALL OUTSIDE LEGAL COUNSEL MUST BE HIRED BY INHOUSE COUNSEL AND IN ACCORDANCE WITH THE LANSING CITY CHARTER. HOWEVER, IF A MAJORITY OF VOTING MEMBERS OF THE BOARD PRESENT AT A REGULAR OR SPECIAL BOARD MEETING AS EXPRESSED BY A VOTE OF THE MEMBERS BELIEVE THAT THERE COULD BE A CONFLICT OF INTEREST BETWEEN THE BOARD AND MANAGEMENT OF THE BWL, THE IN-HOUSE COUNSEL SHALL BE RECUSED. THE BOARD SHALL THEN DIRECT THE LANSING CITY ATTORNEY AND/OR THE CITY ATTORNEY'S DEPUTIES, NOT INCLUDING THE BWL'S IN-HOUSE COUNSEL, TO HIRE OUTSIDE LEGAL COUNSEL.

Technical changes to Rules of Procedure

1.1 Regular Meetings

1.1.1 The **LANSING** Board of Water and Light (BWL) **BOARD OF Commissioners (BOARD)** shall hold regular bi-monthly meetings on the fourth Tuesday of the month ~~in~~ **AT** the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910 or at such other place, as the Board shall determine, unless a regular meeting is rescheduled as provided herein.

1.1.2 A schedule of dates, places and times for each regular bi-monthly meeting to be held in the **UPCOMING NEXT** calendar year shall be adopted by the Board ~~during~~ **IN** November of the preceding year.

1.2 Special Meetings

1.2.1 Special Meetings of the Board shall be called by the General Manager or **CORPORATE** Secretary ~~on the~~ **UPON** request of the Chair **PERSON** of the Board or ~~on the~~ **UPON** request of any two Voting Members.

1.2.2 Members of the Board shall have at least **EIGHTEEN (18)** hours written notice of a Special Meeting designating the time and purpose of such meeting. The notice shall be ~~delivered~~ **personally PROVIDED** to each Member of the Board ~~or left at his or her usual place of residence or business~~ by the **CORPORATE** Secretary or someone designated by the **CORPORATE** Secretary.

1.3 Rescheduled Meetings

1.3.1 The Chair **PERSON** may reschedule any regular Meeting.

1.3.2 Notice of any rescheduled meeting shall be given ~~as~~ **required** pursuant to Section 1.2.2, and Section 2.2.

1.4 Conflicting Times

The schedule of regular Board **AND SPECIAL** meetings shall not conflict with regular meetings of the Lansing City Council.

1.5 Committee of the Whole Meetings

1.5.1 The Board may convene as a Committee of the Whole upon call

by the Vice Chair **PERSON** or any two Voting Members of the Board.

1.5.2 Notice shall be provided in accordance with ~~the provisions for Special Meetings~~ **Section 1.2** and State law.

1.6 Closed Meetings

1.6.2 ~~No~~ **A** Non-voting Member ~~shall not~~ **MAY** participate in ~~any~~ **A** closed session meeting ~~when~~ **UNLESS** the subject of ~~which the Non-voting Member or the municipality(s) they represent has~~ **THE CLOSED MEETING POSES** a conflict of interest **TO THE NON-VOTING MEMBER OR THE MUNICIPALITY THE NON-VOTING MEMBER REPRESENTS** ~~or a financial interest other than as a citizen of the municipality.~~ If a ~~conflict of interest~~ question is raised under this section at any Board meeting, prior to going into closed session, such question shall be ~~determined~~ **RESOLVED** by a majority **VOTE** of those Voting Members present and qualified to vote. ~~before the main question shall be voted on. If the Non-voting Member is recused, they shall be prohibited from voting on or participating in the closed session.~~

~~#~~ 2. NOTICE OF MEETINGS

2.1 Publication of Dates

A notice listing the dates of the regular **BOARD** meetings shall be published annually in a newspaper of general circulation in Ingham County, **MICHIGAN** at least three **(3)** days prior to the time of the regularly scheduled meeting in January. ~~At the regularly scheduled meetings in November of each year, the Board shall name the newspaper in which the notice shall be published.~~

2.3 Designated PERSON

The **CORPORATE** Secretary shall be responsible for posting notices.

3.1 Number Required

The presence of five **(5)** Voting Members of the Board **OR THE MAJORITY OF APPOINTED VOTING MEMBERS OF THE BOARD** shall ~~be~~ **CONSTITUTE** a quorum for the transaction of business at all regular and Special Meetings;

3.2 Lack of Quorum

In the absence of a quorum, those present may adjourn any meeting or hearing to a later date or **CHOOSE TO** hold the meeting ~~for the purpose~~

~~of considering such~~ **TO DISCUSS** matters ~~as are~~ on the agenda. **HOWEVER, No** action taken in the absence of a quorum shall be valid or effective unless and until ratified and confirmed at a subsequent regular or Special Meeting at which a quorum is present and at which five **(5)** affirmative votes **OR THE MAJORITY OF APPOINTED VOTING MEMBERS OF THE BOARD** are given for ratification.

4.1 OFFICIAL ACTION

The concurring vote of the majority of all Voting Members of the Board ~~servi~~ng shall be necessary for **ALL** official action and such vote may only take place at regular or Special Meetings of the Board on the following items:

~~4.1.1~~ c. Appointment or removal of the Director, Internal Auditor, and **CORPORATE** Secretary.

Except as may be required by law or by section 10.~~1.43~~, all other matters considered by the Board shall require the affirmative vote of a majority of Voting Members present at a regular or Special Meeting.

4.2 RESOLUTIONS

The Board speaks through resolutions. A Member of the Board may only speak on the Board's behalf in accordance with its resolutions.

5.1 Roll Call Vote

5.1.2 All Voting Members ~~and Non-voting Members~~ shall be required to participate in a vote to go into closed session as required by the Open Meetings Act.

5.2 Unanimous Consent

If there is no objection to the proposed action, the action may be taken by unanimous consent, except actions required by roll call vote pursuant to these ~~rules~~ **RULES OF PROCEDURE, CITY OF LANSING CITY CHARTER, the Charter of the City of Lansing**, or the lawS of the State of Michigan.

5.3 Conflict of Interest

If a Board Member has a conflict of interest on an issue before the Board, he or she shall reveal the conflict, ~~SHALL not participate in ANY discussion or any decision regarding the issue, and shall refrain from discussing the issue~~ **AND SHALL RECUSE THEMSELVES FROM ALL DISCUSSIONS,**

DELIBERATIONS AND DECISIONS RELATED TO THE ISSUE ~~ANY~~ with any other Board Member or **BWL** staff.

6. ANNUAL ORGANIZATION

The Board shall organize at its first regular meeting following July 1st, or as soon thereafter as is reasonably convenient, by selecting one of its Voting Members as Chair**PERSON** and, one of its Voting Members as Vice Chair**PERSON**, each of whom shall serve until the first regular meeting ~~in~~ the following July or **UNTIL** a successor has been selected.

~~VII.~~ 7. DUTIES OF OFFICERS

7.1 Chair**PERSON**

The Chair**PERSON** shall preside at all regular or Special Meetings of the Board ~~and AS WELL AS~~ public hearings conducted by the Board. **THE CHAIRPERSON SHALL** see that all orders and regulations are executed and complied with, see that all legal contracts with the **BWL** for or in the name of the City are performed, and shall perform such other duties as may be from time to time lawfully required of the Chair**PERSON**. The Chair**PERSON** shall also be an ex officio member of all committees of the Board, unless the Chair**PERSON** is an official member of a Committee. If the Chair**PERSON** is an official member of a Committee, she or he shall possess all voting privileges. It shall not be necessary for the Chair**PERSON** to relinquish the Chair**PERSON POSITION** for the purpose of participating in debate or for the making of routine motions and resolutions.

7.2 Vice Chair**PERSON**

In the absence of the Chair**PERSON**, the Vice Chair**PERSON** shall perform all the duties and have all the powers of the Chair**PERSON**. The Vice Chair**PERSON** shall also preside over meetings of the Committee of the Whole.

7.3 Past Chair**PERSON**

The most ~~immediate~~ **RECENT** past Chair**PERSON** of the Board who is not currently serving as Chair**PERSON** or Vice Chair**PERSON** of the Board shall be designated "Past Chair**PERSON**." If no Past Chair**PERSON** is serving on the Board, the Voting Members of the Board shall select a Voting Member to assume the duties of the Past Chair**PERSON** as set forth in these Rules of Administrative Procedure. The Past Chair**PERSON** shall assume the duties of the Chair**PERSON** when neither the Chair**PERSON** nor the Vice Chair**PERSON** is present.

8.1 Director, **CORPORATE** Secretary and Internal Auditor

The Voting Members of the Board shall, at its first regular meeting

following July 1st of each year, or as soon as practicable thereafter, appoint a Director, an Internal Auditor and a Secretary. The Director shall also be known as the General Manager, and shall be the highest executive officer of the ~~Board of Water and Light~~ **BWL**. The Internal Auditor shall also be known as the Director of Internal Audit. These positions shall be contract positions, shall report directly to the Board of Commissioners, and shall serve at the pleasure of the Board of Commissioners.

8.2 CONTRACT REVIEWS

9. ~~STANDING~~ COMMITTEES

9.1 Committees

9.1.2 **COMMITTEES SHALL HAVE NO AUTHORITY TO EXERCISE THE COLLECTIVE POWERS AND DUTIES OF THE BOARD OF WATER AND LIGHT COMMISSIONERS EXCEPT AS EXPRESSLY AUTHORIZED BY AN ADOPTED RESOLUTION OF THE BOARD OF WATER AND LIGHT COMMISSIONERS.**

9.2 STANDING COMMITTEES

9.2.3 The Nominating Committee shall, at its first regular meeting following July 1st of each year, nominate a slate of officers ~~at its annual organizational meeting and~~ shall ~~endeavor to~~ rotate officers of the Board annually, **PURSUANT TO SECTION 6. ANNUAL ORGANIZATION.**

9.2.5 The Executive Committee shall, during the intervals between the Board of Commissioners' meetings, assist in the development of the BWL's position on major issues ~~and submit~~ and recommend the position to the Board for consideration and action. The Executive Committee shall consider and act upon such other activities as directed or referred to it by the Board or as otherwise specified in these Rules **OF PROCEDURE.**

9.3 Ad Hoc Committees

9.4 Appointment of Standing and Ad Hoc Committees

The Chair**PERSON** shall appoint Members to the standing committees and such other ad hoc committees as the Board may ~~from time to time~~ establish. The first Voting Member named on each committee shall be

the ChairPERSON of the committee.

Standing Committees: All standing committees, except the Executive Committee, shall have four (4) regular Voting Members and two (2) alternate Voting Members who shall serve in the absence of regular Voting Member(s). The Executive Committee shall have four (4) Voting Members, including the ChairPERSON, Vice ChairPERSON and Past ChairPERSON and one (1) Member elected by the Voting Members, whose term shall be concurrent with the terms of the Officers. The ChairPERSON may appoint additional Non-Voting Members to any committee.

The Nominating Committee shall not consist of any Members who intendS to run for an officer position.

Ad Hoc Committees: ~~The ChairPERSON shall appoint Members of any ad hoc committee.~~ **ANY VOTING MEMBER WHO EXPRESSES INTEREST TO SERVE ON ANY AD HOC COMMITTEE MAY DO SO.** An ad hoc committee may have any number of Members.

9.5 Sub-Committees Authorized

The Executive Committee shall establish ~~such~~ sub-committees as deemed necessary.

9.6 Quorum for Committee Meetings

A quorum for a ~~s~~Standing or ~~a~~Ad ~~h~~Hoc committee shall be three (3) Voting Members of the ~~Board~~ **COMMITTEE**.

9.7 Committee Meetings

~~Meetings of s~~Standing or ~~a~~Ad hoc ~~committees'~~ **MEETINGS** may be called by the General Manager or **CORPORATE** Secretary on the request of the ChairPERSON of the Board, ChairPERSON of a committee or any two **(2)** Voting Members on the committee.

9.8 Committee Reports

Each ~~s~~Standing or ~~a~~Ad ~~h~~Hoc committee shall report its recommendation, if any, for consideration by the Board at a regular or Special Meeting.

9.9 Committee Resolutions

Committee reports recommending action by the Board shall ~~have incorporated in the report~~ **CONTAIN** the necessary resolutions or motions to accomplish the action.

9.10 Discharge of Consideration

A committee shall be discharged of any matter referred to it by an affirmative vote of ~~two-thirds~~ **THE MAJORITY OF THE VOTING MEMBERS** of the Board.

10.1 Order of Business

~~10.1.1~~ The order of business at any regular meeting of the Board shall be as follows:

1. Roll Call
2. Approval of Minutes
3. Public Comments on agenda items. ~~shall be~~ (limited to three (3) minutes unless waived at the discretion of the Chair**PERSON**)
4. Public Comments on BWL-related matters. ~~shall be~~ (limited to three (3) minutes unless waived at the discretion of the Chair**PERSON**)

~~10.1.3~~ 10.2 Preparation of Agenda

An agenda shall be prepared by **THE BOARD CHAIR WITH THE ASSISTANCE OF THE** ~~General Manager and~~ **CORPORATE SECRETARY IN CONSULTATION WITH THE BOARD CHAIRPERSON, COMMITTEE CHAIRPERSON, AND THE GENERAL MANAGER** and made available for distribution ~~three days preceding~~ **WITHIN EIGHTEEN (18) HOURS PRIOR TO** a regular or Special Meeting for informational purposes only. However, the agenda is subject to unilateral change by the General Manager before the meeting.

~~10.1.4~~ 10.3 Changes to the Agenda

In the absence of any objection, the General Manager or any Voting Member of the Board may add or subtract an agenda item at a meeting. In the event of **AN** objection, an affirmative vote of the majority of the Voting Members of the Board shall be required to add or subtract an agenda item.

~~10.1.5~~ 10.4 Public Comments

The time limits of Section ~~S~~ 10.1.1.3 **and 10.1.1.13** apply to all Public Comments. Immediately following Approval of Minutes, the Chair **PERSON** will announce that members of the public are invited to address the Board regarding any item on the agenda. Anyone wishing to comment on any matter not on the agenda may do so immediately prior to adjournment. The Chair **PERSON** may exercise its discretion in prescribing how members of the public will seek recognition, or extending time limits for comments under the circumstances, or in limiting remarks to the subject matter under discussion as provided in **SECTIONS 10.1.1.3 and 10.1.1.13**.

~~10.1.6~~ 10.5 Reports and Recommendations of ~~Director and~~ General Manager

The ~~Director and~~ General Manager shall advise the Board ~~by mail~~ of Reports and Recommendations to be considered at each regular meeting.

11.1 Order of Business

~~11.1.1~~ The order of business at any committee meeting of the Board shall be as follows:

1. Roll Call
2. Public comment on agenda items shall be limited to three (3) minutes unless waived at the discretion of the ~~Chair~~ **PERSON**
3. Agenda Topics

12.1 DATE

The Board shall hold a public hearing at least thirty **(30)** days before the effective date of any changes in rate structure. The Board shall comply with the requirements of Charter Section 5-205.2 for public hearings regarding changes in the rate structure. The Board may also choose to hold **A** public hearing on other topics as necessary or appropriate.

12.2 LOCATION

Although the Board will generally hold its public hearings in the REO Depot, 1201 S. Washington Ave., Lansing, Michigan 48910, the Board may conduct public hearings at such places that it determines will best serve the public interest.

12.3 **NOTICE**

Notice of the hearing will be placed in at least one (1) newspaper of general circulation in the Lansing, Michigan area, no less than fourteen (14) days before the public hearing. The notice shall state the date, time, place and subject of the hearing. Notice shall also be posted electronically on the LBWL's website.

12.4 **QUORUM**

A quorum of the Board shall be necessary to conduct a public hearing.

12.5 **EX PARTE COMMUNICATIONS**

No Member shall engage in ex parte conversations about the topics of the public hearing, either before or after the hearing, until the full Board takes action on the topic.

12.6 **OPEN MEETINGS**

Public hearings shall be open to the public, in accordance with the Open Meetings Act.

12.7 **PUBLIC COMMENT**

Individuals and organizations are invited to comment on the topic of the public hearing, either orally or in writing. Written comments should be addressed to the **CORPORATE** Secretary and should be presented on or before the date of the hearing. Oral comments shall be presented at the public hearing. The Chair**PERSON** may set reasonable limits on the length of oral presentations. Comments or conduct that disrupt the orderly conduct of meetings or hearings shall not be permitted.

12.8 **TRANSCRIPT**

A transcript or recording of the hearing shall be made and kept for no less than three **(3)** years.

12.9 **PUBLIC HEARING ON RATES:**

In the case of a rate hearing, the Board may hold a separate meeting or meetings after the rate hearing to discuss the proposed changes to the rate structure and vote on the proposed changes. If the Board's discussions after the rate hearing indicate that it intends to raise any customer's rate higher than proposed during the public hearing, the Board shall hold an additional public hearing on the proposed higher rate in accordance with this section before voting on the rates. The Board is not required to hold any additional hearings in order to approve a rate lower than the rate proposed at the public hearing.

12.10 **RESOLUTION ACTION**

If the Board acts on the topic discussed at the public hearing, it shall do so at a public meeting and shall approve a written resolution describing its action.

13.3 Ethics

All Board Members are subject to Article 5, Chapter 5 of the Lansing City Charter (Ethics) and the **CITY OF Lansing Ethics Ordinance**.

15.1 Preparation and Filing

The **CORPORATE** Secretary shall keep minutes of regular and Special Meetings of the Board and committees and shall file a copy of the Board minutes in the office of the City Clerk as a public record. No official action taken by the Board shall be valid or effective until a copy of the minutes of the meeting at which such action was taken is filed with the City Clerk.

15.2 Delivery to Members

The **CORPORATE** Secretary shall provide each Member of the Board with a copy of the regular or Special Meeting minutes as soon as they are filed with the City Clerk. Corrected minutes shall be available no later than the next subsequent meeting after correction.

16.1 Communications

Members of the Board shall treat all information marked “confidential” or “privileged” accordingly and shall not release such information to unauthorized individuals, unless disclosure is required by law. All such information shall be returned to the **CORPORATE** Secretary.

18. AMENDMENTS

Any Voting Member of the Board may initiate amendments to the Rules of ~~Administrative~~ Procedure by presenting them in writing at any regular meeting. All Members of the Board must be notified of such amendments. The amendments must be ~~mailed~~ submitted at least four (4) days before the amendment is to be voted upon. An affirmative **VOTE FROM** a majority of **THE** Voting Members serving shall be required to amend the ~~R~~Rules of ~~P~~Procedure, after which the proposed revisions shall be forwarded to the City in compliance with the Lansing City Charter, Section 5- 105.8.

19.1 Parliamentary Procedure

All questions of procedure not covered by these ~~R~~Rules **OF PROCEDURE**

or the City Charter of the City of Lansing shall be governed by the provisions in "Robert's Rules of Order."

19.2 News Media Regulations

19.2.1 Members of the news media shall be provided with a table in the Board Room for their use. They shall have made available to them, upon request, a copy of the General Manager's Recommendations and any data accompanying the recommendations not marked "Confidential" ~~at~~ **BY** 10:00 a.m. one **(1)** working day prior to the date of the meeting.

19.2.2

19.2.3 All policy statements shall be made on behalf of the Board by the Chair**PERSON**. See 4.3.

19.3 Vacancy, Resignation, Absence of Elected Officers

19.3.1 In the event the office of Chair**PERSON** shall become vacant by death, resignation or otherwise, the Vice Chair**PERSON** shall assume the office of Chair**PERSON**, and the most immediate Past Chair**PERSON** shall assume the office of Vice Chair**PERSON**.

19.3.2 In the absence of the Chair**PERSON**, Vice Chair**PERSON** and Past Chair**PERSON**, a Temporary Chair**PERSON** shall be elected, who would hold office during the session, until the return or election of the Chair**PERSON**, Vice Chair**PERSON** or Past Chair**PERSON**.

19.4 Freedom of Information ACT

It shall be the policy of this Board to follow the provisions of Public Act 442, **OF** 1976, as it may be amended by legislative enactment or judicial decision.

19.5 Resolutions

Any Voting Member of the Board may sponsor a resolution. Any resolution may be co-sponsored by other Voting Members of the Board. A resolution must be submitted for placement on the Agenda as specified under Article ~~X~~**10** – Agenda **FOR REGULAR MEETINGS**. The sponsor of a resolution may withdraw the resolution at any time prior to enactment. Consent **TO WITHDRAW FROM** ~~of~~ the co-sponsors to ~~withdrawal~~ is not required.

19.6 Hiring Consultants

The Board of Commissioners may hire external consultants, such as accountants, but not outside legal counsel. The full Board will meet before a consultant is hired to determine the scope of the issues to be addressed by the consultant, the consultant's budget, and the scope of contact with the Board. One Board Member may be authorized as the primary contact with the consultant. If time constraints preclude a meeting of the full Board to discuss hiring the consultant, the Executive Committee may meet to approve the initial contact with the consultant, but may not authorize an expenditure of more than **ONE THOUSAND DOLLARS (\$1,000)** to a consultant without the approval of the full Board. The consultant's work product shall be written and shall be immediately transmitted to all Board Members upon completion of the requested work. All payments to consultants hired by the Board shall be deducted from the Board's budget. Board funds may not be expended to address an issue only applicable to one Member.

All outside legal counsel must be hired by in-house counsel and in accordance with the **LANSING CITY** Charter.

19.7 **REIMBURSEMENT OF BOARD MEMBER EXPENSES**

19.7.1 Board Member Travel Expenses: The Board recognizes the value of membership and attendance at conferences, workshops, and ~~meetings~~ seminars at the state, regional, and national levels that are appropriate and ~~necessary~~ useful to ~~carry out Board of Water and Light business~~ fulfill the Board's role. ~~As such, the Board~~ **THEREFORE** encourages:

- a. The attendance of its Members in at least one out-of-state and one in-state conference, **WORKSHOP, OR** seminar per year.

Additional travel must be pre-approved by the **CHAIRPERSON OF THE BOARD**. Travel expenses shall be reimbursed in accordance with the ~~Board's~~ **BWL's Travel Expense & REIMBURSEMENT** Policy

19.7.2 Board Member Miscellaneous Expenses: Members of the Board may incur additional business expenses while representing the ~~Board of Water and Light~~ **BWL** in the community. Business expenses such as cell phone, business luncheons, and parking are such examples of legitimate business expenses. Upon filing a claim in the prescribed form, each Member of the Board shall be reimbursed for reasonable and necessary expenses incurred in the discharge of the Board Member's official duties, in accordance with the ~~Board's~~ **BWL's Expense TRAVEL & Reimbursement Policy AND PETTY CASH FUND GUIDELINES**.