

Pending Committee Approval

Minutes LAW, RULES & ETHICS COMMITTEE

DATE: Thursday, October 7, 2021 (in lieu of Columbus Day)

TIME: 7:00 PM by Zoom

1. Meeting called to order at 7:10 PM
2. **Attendance**
 - Present (10): Martin Wolpoff, Chair, Dan Padernacht, Vice Chair, Sylvia Alexander, Paul Ellis, Steve Froot, Omar Murray, David Gellman, Lisa Daub, Rosemary Ginty, Kelli Buford
 - Absent (1): Louis Lopez
 - Community Board members (2): Camelia Tepelus, Bob Bender
3. **Welcome old and new members** – Chairman welcomed Kelli Buford to her first meeting of the LRE committee having recently been appointed to the Board
4. **Minutes of the May 2021 LRE meeting** - approved unanimously
5. **Request to amend the agenda** - Chairman requested approval to add Chairman's report to agenda - unanimous
 - A. Reiterated comments he made at the September Board meeting relative to the origin of meeting days for executive and full Board meetings, as well as the monthly rotation for committee reports
 - B. Voting options – Chairman noted that at the last Board meeting a member voted “Abstention for Cause.” Last year, COIB advised that “Abstention for Cause.” Is not a valid option. Options are “Yes/Aye,” “No” or “Abstention.” Each of these votes impact on the need to obtain a majority of the quorum to approve a resolution. However, if a voter has a “valid” conflict of interest, that person can declare, “Present, Ineligible to vote,” Valid conflict of interest could require the voter to have contacted COIB for a legal opinion. Opinions are usually followed up by a confidential written opinion. A vote of “Present, Ineligible to vote” doesn't impact the quorum, but decreases the number for required majority,
 - C. Open Meetings Law (OML) – Over the last several weeks there have been complaints that, in some instances, members of the Board may have inadvertently been in violation of OML. In recognition of a possible gap, Chairman advised that he would dedicate the November LRE meeting to a full reading of the law with each member having a copy in hand. He also thanked Mr. Padernacht for volunteering to arrange for collating relevant Advisories from the NYS Committee On Open Meetings.

6. **Review of COIB Agreements** – Chairman previously distributed latest information from COIB. The Settlements were reviewed. Added to this discussion was the memo from the Bronx Borough President’s office concerning the conflict of interest when a Board (not Board 8) used the Board’s name and auspices to authorize a “Go-Fund-Me” page and the recently released DOI report on mayoral abuse of office and the services provided by City agencies for his personal and family’s benefit
7. **Review of City Council Spreadsheet** – Chairman previously distributed a spreadsheet of this year’s City Council activities. He noted that in the past, when he sorted the data, it resulted in sub-committees being separated from the committee. He will now resort to have sub-committee activities located near their committees. He also noted that he will finish highlighting items he found of interest and the re-distribute.
8. **Old business**
 - A. **Should nominating committee be tasked with notifying Board members of all self-nominated candidates for Board officer and Chair positions?** – Chairman reviewed the concern raised last June by a committee member. In sum, in the interest of transparency, should there be a posting of the names of ALL individuals who notified the Nominating Committee of interest in being considered for nomination to the slate. After much discussion on the issue, most committee members felt that with announcing that all positions were vacant, establishing a time frame for expressing interest, posting the times of interviews and candidates, and permitting for open access to all interviews, there was sufficient transparency. The tally on a vote to change the current process:
Yes (3): Lisa Daub, Rosemary Ginty, David Gellman
No (7): Martin Wolpoff, Dan Padernacht, Sylvia Alexander, Steve Froot, Omar Murray, Paul Ellis, Kelli Buford
9. **New business**
 - A. **Process for filling mid-term Officer and Chair positions** - Question raised concerning established practice of notifying the Board of a mid-term vacancy of an officer or chair position, announcing, based on our by-laws, an election to be held at the second subsequent Board meeting and, at some point, announcing a person’s name who had expressed interest. The issue was whether the announcement of a name tended to chill interest of other potential self-nominated candidates. After much discussion, the consensus was that an established timetable needed to be established. Chair offered to provide a draft for consideration at either the November or December meeting. As part of the debate, Ms. Tepelus, pointed out that Board members should be cognizant of the impact of Board member term limits. Ms. Ginty concurred and called that a “Game Changer.”

Minutes -Law, Rules and Ethics Committee – 10/7/21

B. Special committees

Ms. Tepelus requested that the LRE committee review the by-laws with respect to the creation and membership of special committees. The chair said he would review the by-laws and report back to the committee for discussion at either the November or December meeting depending on the amount of time needed for the discussion of the OML.

10. Meeting adjourned – 8:55 PM

11. Next meeting – Monday, November 8