

**Representative Policy Board
Nominating Committee
South Central Connecticut Regional Water District
August 31, 2021
Meeting Transcription**

Charles:

No problem. Just wanted to give everybody head's up that we are recording this so that Jennifer will be able to help me put minutes together. We started to speak to the safety a moment, about it's still August with the bees, the last bit of hornets and as I was saying, I guess it's very real. Here in town, we had to shut down our dog park and there's been a number of news items about people in the mulch and stuff, so be careful.

Charles:

Okay. The next item on our agenda is to discuss with Tony, our Vice Chair, and Larry, the Chief Executive, and not only the experience and all the traits we need with the authority, I think we could probably also get into David himself, because there are two choices to a Nominating Committee, whether or not we open it up, or we decide to go with the incumbent. And it changes our timing. We could talk about a little bit later with the bylaws, but who wants to open it up? Tony or Larry, about your discussion about David and the incumbent, and actually the responsibilities of the job if anything that's changed that you think we should make note of?

Anthony:

I find that David is really a good RPB member. He was a great RPB member, but RWA member, enough for me to really comfortable and support his movement up to chair. He has been exceptional in the chair and made me feel like I was a failure, for at least nine of the 10 years that I served on there. I had one good year somewhere in the middle, I think.

Charles:

You had a lot of good years, Tony.

Anthony:

He is, I think, an exceptional chair and I think he's going to help us keep going in a good direction. I'm not only supportive of his five-year reappointment, but I will support him next time for renewal of the chair. And I think he's going to come up again this year.

Charles:

Larry, did you have any thoughts?

Larry:

Yeah, I do. I'll say Tony was a great chair for the 11 years that he was in that position, but I have really been pleased with David, both as an Authority member as well as his time as the Chair of the Authority. He certainly has the public experience serving as the mayor of Cheshire. As you well know, part of the RPB for 15 years or so, but I think he also has a real calming effect on the Authority discussion when there can be some hard and fast positions taken. And I think he has a way to calm those down and find a middle road. He's also very expert in financial matters. Really understands the Authority's financial

situation and is able to, quite frankly, do some very complicated analyses on the income statement and the balance sheet when we get into discussions on that, which appears he does it in his head when he talks about leverage and other things.

Larry:

And he provides a nice counterbalance. He and Suzanne, I would say, are the two individuals that have the financial expertise, but David has a different way of viewing that, coming from the public sector and his experience with the Authority. So he's a very strong Authority member and he's been a great influence in his time as the chair this past year. And I would certainly support him strongly as an Authority member again as well as, even though I don't vote in the matter, I'd certainly support his being elected chair again when that term ends at the end of this year, as he's finishing out Tony's term.

Charles:

Okay. The only question I have, and it's not just David at this point, and the reason I want to bring it up is the pandemic, a lot of things have changed throughout not only our industry, but just the way businesses are managed because of the pandemic in doing jobs virtually and that type of thing. Do you see any reason to add or change any of our guidelines that we have to put forward for filling this slot?

Larry:

No. In my view, I think the criteria to be utilized in recommending the appointment as well as the job description, I think, are both comprehensive in terms of what they require of an individual. In my view, I think they're sufficient.

Charles:

Okay. So you don't think the way we've had to go virtual over the past year has changed any different needs of work experience or that type of thing? I'm not saying only for this particular nominating procedure, but just in general, because I know the guidelines I think everyone has received, I hope everyone has received, I remember making one change not too long ago. I think it was with the legal experience. But you're comfortable with these? With any changes in management at this point?

Anthony:

We've had a year of experience working virtually and I think that we've done it without a hiccup anywhere along the way. I think David has handled it very nicely and he's probably better suited for the virtual environment than I would've been.

Charles:

Yeah. That was the only thing I'd been noticing in other boards that were on, is how the tech and the digital experience, or education, or whatever, has really come to the fore faster than all of us were anticipating. We all knew it was coming, but I think it's probably been accelerated in this past year and I just want to double-check. Is there any need to add, whether it be work background, or education, or whatever? So everybody's comfortable where we are at this point?

Anthony:

There has to be a familiarity and a comfort level with the virtual work.

Charles:

Okay.

Larry:

Yeah, just what I was going to say. Put a fine point on it that they have to be comfortable in a virtual environment.

Charles:

Okay. Do you think that is something we could add? It wouldn't be characteristics. It would be work background.

Larry:

Right.

Charles:

Does anybody else on the committee have any thoughts about changing the criteria? Or not changing, or adding, or whatever? Mario, did you have thoughts on that?

Mario:

Thank you, Charles. I think the only thing I would add, certainly being familiar with how to do it, but being able to recognize how to maintain public involvement or the ability for the public to be involved in these meetings when they're virtual.

Charles:

Okay.

Mario:

Part of, I won't say the problem, but if you've worked on the public side in government organizations, you're used to freedom of information, and how to deal with that, and how to manage it. If you've been solely on the private side, that can be a problem. So we want to make sure that our customers have the opportunity, I think, to participate to the level that they wish to participate in our functions.

Charles:

Well, that's what I was thinking of. The last part, where it had work and organizational background, there doesn't appear to be anything there specifically about communication skills and I just wonder if this is a good point to add to the criteria, something along those lines. Does anyone else on the committee have any thoughts on that?

Stephen:

Charles, this is Steve. I wouldn't necessarily make it specific to virtual meetings, but I think communications should certainly be a critical part of this job description.

Charles:

Well, maybe it could be communication skills including virtual and digital, or something to that effect.

Stephen:

Yeah, it's not just limited to that.

Charles:

No. No, because even when we go back live, communication skills are important. Very important, especially as chair.

Brian:

So you're just talking about adding one line to the skills and abilities of the position?

Charles:

Yeah. Yes. Yeah. Brian, you have a copy of the criteria I sent?

Brian:

Yeah. Well, what I have is the position description for the five member Authority, general qualification requirements, education experience, and skills and abilities. Just put communication skills. Under communication skills, be able to communicate in both an online and in house, in present forums.

Charles:

Okay. All right. So, Naomi, did you have any thoughts on that?

Naomi:

No. My only thought was about the communication as well.

Charles:

Yeah. Okay. So I'll work with Jennifer. We'll just craft something along those lines of background of communication skills, including virtual, or something to that effect. Okay? I didn't mean to skip ahead on the agenda on that, but we'll nail that down when we get there. Tony or Larry, did you have any other input at this point in time?

Anthony:

No, other than to strongly endorse him for reappointment.

Charles:

Okay.

Larry:

I would agree with that.

Charles:

Great. Okay. Then the next item on the agenda.

Stephen:

Charles? Hey, Charles? This is Steve. I just have a question before we move onto the next thing. There's not an issue for me with David, or qualifications, but I had expressed a concern previously about there being no longer any engineering expertise on a board and we are an engineering company. So I wanted Larry or Tony to comment on whether they think the board is balanced as is or maybe in the future, we would look to that. I'm not looking for defaults in any of the people that are currently on it, but any skillset that they feel might be helpful in the future.

Anthony:

For the first time when we don't have [Joe 00:38:51], I think it's a valuable skillset. I would want to see it replicated again in the near future, but to think about it in terms of a replacement for whatever skillset David brings, it's not a question.

Stephen:

Yeah, I know. I'm not suggesting that though.

Anthony:

I heard that, Steve. But in the future, if there was a vacancy where there was a known incumbent that was worth reappointing, then I would certainly look for an engineering skill. In the past, engineers haven't necessarily been great for us, but Joe has certainly been outstanding.

Larry:

I would agree. I think it's useful to have that engineering skillset, but it takes the right individuals so that they maintain the broad big picture view, as opposed to getting in and actually trying to help management engineer something. So it's a delicate balance there.

Anthony:

We have found over time that one of things that really bogs us down are people who get into detail. On a real high-level detail, that should be left to Larry and his team. I wonder if we'd like to keep them at a conceptual level. I used to love to turn to Joe and say, "Does this look like it's a doable project," and Joe would express an opinion. And I think that's helpful for us.

Stephen:

Well, and that's really the role, Tony. They're not there to do a specific project or to manage it, but they know right off. If they have a thought about, "Does this make sense or not make sense? Is this on the line or not on the line?" And that's my concern about that and I really am concerned.

Charles:

There's no reason why we can't add two criteria. All this criteria is, even if you see it in the instructions, two or more of the following areas. If we're going to add one, why not add that future ones? And it doesn't necessarily apply to this process at this time, but it is something that'll give future nominating committees something to look for.

Anthony:

As long as they don't focus on it as an overreaching requirement.

Charles:

No. No different than legal and finance. We list legal, we list finance, environmental. Why not? What does the rest of the committee think? Tony, you haven't said anything yet.

Tony:

Yeah, I don't know. I just think maybe we're stretching a little bit to add too much. I like what we have. I don't mind adding something on the communications. I think if we had some language that says engineering skills would be desirable, but I'm not sure that's not what we want.

Charles:

This list, all of these things are desirable and all that does, to Stephen's point, it highlights that, obviously, engineering and construction is a big part of our business.

Anthony:

As of 21 years ago when I came onto the board, there was a line in there saying something about having experience with large engineering projects. So I come from an organization and from a background where I had built buildings. Not personally, but overseen them. I had familiarity with that process. Now, I think that's all you really need, as opposed to someone who has a detailed engineering background.

Charles:

Okay. Do we want to add another line or don't we?

Stephen:

Hey, Charles, this is Steve again. I'm not suggesting to put engineering in there specifically, but we have a section where it's one of the possible. We list several things that are good background assets to have. You don't have to have all of them.

Charles:

That's what I'm talking about, yeah.

Stephen:

It could be even with political, legislative, and regulatory. You could just add technical. You don't even have to make it engineering.

Charles:

Okay. Does that work for everybody?

Tony:

Yes.

Charles:

I like that. We'll add technical in that line.

Brian:

I'd add the technical in the line.

Charles:

Yeah? Okay.

Brian:

I want to make sure I'm not on mute. I'd add technical in the line under environment, conservation, and land use experience or involvement, because the regulatory and technical, and political, legislative are different in stuff like that. So I'd put technical back in with the environment, conservation type area.

Charles:

Okay.

Brian:

I would put it on line E, rather than under the political, legislative.

Charles:

Does that work for everybody?

Naomi:

Okay.

Tony:

Okay.

Anthony:

That's okay with me.

Mario:

Wait. Tony mentioned that the construction and the technical. Actually, they're a separate area, because the environment, conservation, land use is technical as it can be looked at in there, but it really is a separate area.

Brian:

Then put just technical or construction experience as a whole separate thing. So rather than A through G, go A through H.

Tony:

Look, as long as we don't put in there that you have to be good looking.

Anthony:

We'd all be in trouble, Tony.

Tony:

That's what I mean. I don't think anything that we do here should derail the potential for keeping David, because I think that would be a huge mistake.

Charles:

No, and that's not where we're going at all.

Tony:

Okay. Okay, good.

Charles:

Yeah. No, I think it's more just the thought process. I think Steve's got a valid point that in all of these background possibilities, we don't have anything specifically in the tech or engineering side.

Anthony:

I wanted to say that chief municipal officers have always been suspicious by us.

Charles:

Right. Okay. Well, it certainly doesn't belong in political, I guess. It could be in environmental, but how about up where high-level public utility experience, about including technical experience? Public utility experience? What is public utility? That's everything from administration to I don't know. It's everything.

Stephen:

Charles, I like the idea of adding another line, because as Mario pointed out, it's a separate category. Either engineering or other appropriate technical background.

Charles:

Okay. So we'll just add two more lines then. We'll do the technical and we'll do the engineering. I'll work with Jennifer and we'll just add two more lines, A, B, C, D, E, F, G, H. Okay?

Stephen:

Yeah, they're just possible backgrounds for someone.

Charles:

We'll get them out. Jennifer's on vacation this week.

Stephen:

Who let her go on vacation?

Charles:

Yeah. We'll get it out Monday or Tuesday and we'll go from there, because we have to get this to the RPB at a certain time, but we'll take care of that. All right. Bylaws. Is that it, Steve?

Stephen:

Yeah. No, that's fine.

Charles:

Okay. Bylaws. Did anybody have any questions on the bylaws? And that sets up our procedure at this point. I do think this might be the appropriate time for, I don't know, Mario? Do you want to comment whether or not David wants to continue? In my understanding, David does want to continue.

Mario:

Yes, I have had conversations with David. He is interested in continuing. I received no one from the RPB who came to me and said that they were interested in being nominated and considered.

Charles:

Okay.

Mario:

So I think your consideration is either moving forward with David or going to the outside.

Charles:

Yeah, that is a decision that we do have to make. And I think we should probably vote on that. Let me see what the specifics are. Section guidelines. Well, I guess we don't do that. Well actually, we do that now because we have to have that for 10 days prior to October meeting. But we still do the criteria, right, Mario?

Mario:

Yes. Yeah, so you get the criteria.

Tony:

Charles, I would move then that we select David to continue in the role on the five member Authority.

Charles:

Yeah, and here's the line. On page 17 in the bylaws, we're charged with determining whether or not to recommend to the board for consideration at its regularly scheduled October meeting the reappointment of the incumbent. If you're moving that at this point, Tony, that's fine.

Tony:

I am.

Charles:

Do we have a second? Anybody who would like to second that?

Brian:

This is Brian, Charles. I'll second.

Charles:

Okay. All in favor?

All:

Aye.

Charles:

Opposed?

Mario:

I don't disagree. I think you need to, at least, send the guidelines, the criteria.

Charles:

Yeah, we're going to do that for September.

Mario:

Okay.

Charles:

Okay.

Mario:

No problem.

Charles:

Okay, and there are no other questions on the bylaws?

Brian:

This is Brian. Are you saying that we have to have the revised criteria first before we can actually vote on this?

Charles:

We don't announce to the RPB until the October meeting about the incumbent. For the September meeting, we have to submit the criteria and guidelines, which I will get out when Jennifer gets back the beginning of next week and I think we could do that by email. I don't think there's a need to have another meeting before the September RPB meeting. If the criteria meets everybody's approval, we'll submit that to the RPB for the September meeting and then there's some timing of when we get that back if anybody else has any comments and that type of thing. And then we'll have one more meeting the beginning of October, if that makes sense, to finalize the criteria, in other words, if anybody else has any comments. And we'll make the decision based on Tony's motion now to move forward recommending to the RPB the reappointment of the incumbent, David. Does that make sense, Mario? Is that the outline?

Mario:

Terrific. Yeah.

Brian:

That sounds good.

Charles:

Okay.

Mario:

Sorry, I didn't mean to jump on your motion, Tony.

Tony:

No, that's okay.

Mario:

I was disagreeing with it.

Charles:

Okay. So basically, I just outlined that I think we should probably have one more meeting the beginning of October after we submit these. We'll do the back and forth with the criteria by email, I think, unless people think there's another need to meet. Anybody else want to meet again this month?

Brian:

I think if you send us a copy of the criteria, everybody could just say, "We approve of this," and send it back.

Charles:

Okay. All right. And we'll have another meeting in October to nail everything down and that will be it. Okay, that takes care of our agenda. Does anybody else have anything they need to clarify or bring before the committee?

Tony:

I would move we adjourn.

Charles:

Okay. Second. All in favor? Anybody opposed?

All:

Aye.

Charles:

Okay. Thank you.