

PLAINFIELD MUNICIPAL UTILITIES AUTHORITY

**Minutes of a Board of Commissioners Special Meeting
Tuesday, September 20, 2011**

**127 Roosevelt Avenue
Plainfield, New Jersey**

I. OPEN PUBLIC MEETINGS LAW (STATEMENT OF COMPLIANCE)

Commissioner Mitchell, Chairperson, called the meeting to order at 9:05 a.m. by reading the Statement of Compliance.

II. SALUTE TO THE FLAG

The Pledge of Allegiance was said by all.

III ROLL CALL

Present

Commissioner Harold Mitchell
Commissioner Carol Ann Brokaw
Commissioner Tracey Brown
Commissioner Alex Toliver
Alt. Commissioner Eugene Dudley @9:06 a.m. Staff and Public

Also Present

Mr. Duane Young, Executive Director
Mrs. Lana Carden, Manager of Human Resources
Ms. Leslie London, Board Attorney
Mrs. Roslyn Mathis, Board Secretary

Mr. James Perry, Chief Financial Officer-absent

Ms. London said they need to adjust the agenda. For Executive Session there is actually only one item. There are two items that are not covered by a closed session exemption. It is her recommendation they discuss those two items now and then have the public session to give the public an opportunity if they have any comments.

(Alt. Commissioner Dudley arrived here at 9:06 a.m.)

Ms. London asked, through the Chairman, for a motion to adjust the agenda to discuss the two public issues; one concerning compliance and enforcement of the Authority's Personnel Manual, and the second one deals with protocol and direction from the Board involving certain communications.

Commissioner Brown so moved, seconded by Commissioner Toliver. The motion carried, on a roll-call vote, with four members in favor, none opposed, and one abstention.

RECORDED VOTE

Motion to Adjust the Agenda

	YES	NO	ABSTAIN	PRESENT NOT VOTING	NOT PRESENT
Carol Ann Brokaw	X				
Rev. Tracey Brown	X				
Harold Mitchell	X				
Alex Toliver	X				
<u>Alternate</u> Eugene Dudley			X		

Ms. London clarified that these were issues that were raised in Mr. Young’s memo to the Board and because of the Open Public Meetings Act requirement they cannot be discussed in closed session and that’s why she is suggesting they be moved up on the agenda.

Again, the first item deals with compliance and enforcement of the Authority’s Personnel Manual.

Mr. Young stated that as they go through this transition and in terms of making adjustments, he felt the Board was going to receive complaint issues from employees, from outsiders, and it’s important that they understand when you have change there is going to be some resistance and they have to be on the same page. There is an HR manual and it will be followed. There will be no deviations from the HR manual. So if any employee comes to members of the Board, wants to get their ear, wants to get a break, that would be a moot point because there is an HR manual and they will be following it as directed. Mr. Young asked the Board, if any employee approaches them to refer them back to HR because that’s how everything will be handled.

Ms. London stated that also in the manual there are procedures if someone disagrees with an action, there is a process that allows the employee to appeal it and they should be encouraged if they do disagree to follow the process that is outlined in the manual.

Mr. Young said they are going to be consistent, no preferential treatment for anyone; it will be across the board and consistently applied.

Commissioner Mitchell asked if there were any questions.

Commissioner Brokaw had a question and a comment. She asked if there is some reason to believe that the HR manual hasn’t been followed to date. Mr. Young replied no. He’s aware that employees are talking and complaining. It has been applied and will be consistently applied. He felt that in transition people are going to try to get the Commissioners’ ear, twist the story to make them think it didn’t happen the way it did happen, or that they are not applying the HR manual consistently, but no, it is being applied.

Mr. Young said the other item is the protocol; in terms of asking direction and making sure it's clear what the expectation is of him as Executive Director when dealing with the Mayor or other politicians and he felt he needed to have some direction because he didn't want a misunderstanding that he is not following protocol, that he is talking to someone he shouldn't be talking to. He wants to make sure of the expectation they have in terms of dealing with politicians, the Mayor, or the liaison. He doesn't want to overstep his bounds by talking to someone. He'd like some input on that.

Commissioner Toliver agreed with Director Young with dealing with some of the other public officials and feels that the Director should be the one who should have that contact. He said someone could accompany him if necessary, but Commissioner Toliver felt the Director should be the one to have the contact with the officials whether it's the City or County and get the Chair and the Vice Chair to accompany him.

Commissioner Brokaw didn't think that's correct. She thought Mr. Young is responsible for running the organization as the Chief Operating Officer and that the Board is here to set policy and when there's an issue of policy and if there's a clarification of the policy that should come from the Chairman of the Board. The Board expects Mr. Young to run the operation. The Board is not there to say who should be hired or who should be fired, that's Mr. Young's responsibility. As appointed Commissioners of the Board they are responsible for setting policy for this organization and in terms of clarification of what that policy is they have to look to their Chairman to make sure that policy is enunciated clearly. Mr. Young is not expected to be Chairman and Chief Officer. Commissioner Brokaw felt that who gets to speak to whom, that needs to be made on a case by case basis in terms of what the topic is, whether it's a policy issue or operational issue.

Mr. Young said in terms of his communication with the Mayor or other political officials, as he understands it that's more on the Board level.

Commissioner Brokaw replied it depends on what the issue is. There may be a question the Mayor may have or City Council may have why something wasn't picked up on their block or why wasn't something done for their constituency, that's purely operational. There may be other issues that are policy and that should be directed to the Board. She is not carving out he can't talk to this person and the Board can't talk to that person. It's based on what the issue is. If the issue is operational, it's Mr. Young's; if the issue is policy, it's the Chairman.

Mr. Young said if he is unclear, if there is any gray area, he will bring it to the Chair to disseminate to the Board for clarification.

Commissioner Brokaw said there may be an issue, whether it's operational or otherwise where they may have to speak to Counsel to make sure they are not stepping on each other's toes. The Board shouldn't be trying to run the day-to-day operations of the Authority and Mr. Young shouldn't be trying to emanate policy for the Board.

Commissioner Toliver clarified and said he wasn't referring to making policy for the Board, but he couldn't see why the Director as well as one of the members of the Board couldn't go to the Council meetings.

Commissioner Mitchell said they have two liaisons from the governing body; Councilwomen Rivers and Williams. The Board can get in contact with them and they should always receive notice when the PMUA meetings are held. Commissioner Mitchell agreed when it comes to policy it's the Board and administration, hiring and firing that's Mr. Young's.

Commissioner Mitchell wanted to make it very clear about people coming and talking to Commissioners, they are to refer them back to administration. When it comes to lay offs and other personnel issues he asked Mr. Young not to tell them any names, that's his responsibility and he expected the Board to support some of the things Mr. Young is trying to do for the Authority.

Ms. London reminded the Board that three members of the Board constitute a quorum. If there are three of them sitting together somewhere, either by email or by phone that could constitute a public meeting quorum issue and she advised the Board to keep that constantly in their mind.

IV. PUBLIC HEARING

Ms. London asked the Board to do a motion to open the public hearing.

Commissioner Brown moved, seconded by Alt. Commissioner Dudley, to open the public hearing. The motion carried, on a roll-call vote, with five members in favor and none opposed.

RECORDED VOTE Motion to Open the Public Hearing

	YES	NO	ABSTAIN	PRESENT NOT VOTING	NOT PRESENT
Carol Ann Brokaw	X				
Rev. Tracey Brown	X				
Harold Mitchell	X				
Alex Toliver	X				
<u>Alternate</u> Eugene Dudley	X				

Commissioner Mitchell stated anyone desiring to be heard please stand, give your name and address.

Quinton Martin, owner of QH Associates Consulting. Mr. Martin wanted to know the proper chain of command from the Board. He was approached by the Plainfield Municipal Utilities Authority before the chaos started. He was asked to help and assist in getting some more revenue stream through the Transfer Station. He has extensive qualifications to do that and he was in the process of doing that when the changing of the guards happened and for whatever reason the service he was providing went by the wayside as far as being paid. He waited a while; it's been nine months now and he hasn't been fully paid. He has talked to Miss London and tried to make appointments with the Director, he knows he's very busy. He didn't know what to do until today to come and talk to the Board. He has provided numerous documentation, he did do the work, and it was a very good project what he was doing. He is just asking for assistance in getting paid.

Mr. Young indicated that he wasn't involved in this project. What will happen is they have to look at what was done. He is not familiar with Mr. Martin's contract or his work. Mr. Young agrees if they engaged in a contract with him and he completed the service he needs to be paid. Mr. Young didn't know where the documentation is.

Mr. Martin stated that the Attorney has all of the documentation; he provided that to her, he provided it to the people running the Transfer Station, and he has come by the Authority numerous times. There are a lot of wonderful people here. He understands his little consulting company is way down the totem pole, but it's going on ten months and he did do the work. He didn't complete the work because he was told he wouldn't be able to. The project he was working on could be extremely beneficial as far as revenue stream to the PMUA. He set up everything, he's got the people ready to come in,, pricing, all those things; he traveled, he went in to Pennsylvania to look at landfills, visited people, he did a lot of work and all he is asking is his payment and if they say they don't want to pay him then that's another recourse.

Mr. Young said he is going to sit down with Ms. London, evaluate the paper work and make a determination based on the contract what's due to him at this point in time. They will further evaluate whether there is a need or not a need for his services. They will evaluate that. If he did a service, after it's been evaluated they will pay him.

Commissioner Mitchell advised Mr. Martin that he should have set up a meeting with the Attorney and the Director if he wanted to settle his contract. Those are the two people to meet with. He thought it was improper for him to discuss that in public.

Commissioner Brown felt that Mr. Martin has been patient, but it appears he hasn't gotten the response he wanted. Apparently, he has been trying and he had no other recourse than to come to this meeting. The Director said they will handle this. Mr. Martin didn't know the proper protocol, where to go to handle it.

Ms. London said, for the record, there has been several communications back and forth with Mr. Martin and it's unfortunate Mr. Perry is not here because it ultimately landed with Mr. Perry who could enlighten the Board. At this point there is a disagreement regarding the work performed by Mr. Martin. Mr. Perry can explain that further. She felt Mr. Young's recommendation is valid and Mr. Perry is needed because he has done the review and the documentation has gone to Mr. Perry for review. The matter hasn't been dormant for ten months; there has been a lot of review. They will meet and a final decision will be made by Mr. Young.

Commissioner Brown moved, seconded by Commissioner Toliver, to close the public hearing. The motion carried, on a roll-call vote, with five members in favor and none opposed.

RECORDED VOTE Motion to Close the Public Hearing

	YES	NO	ABSTAIN	PRESENT NOT VOTING	NOT PRESENT
Carol Ann Brokaw	X				
Rev. Tracey Brown	X				
Harold Mitchell	X				
Alex Toliver	X				
<u>Alternate</u> Eugene Dudley	X				

Commissioner Brown moved, seconded by Commissioner Toliver, to go into Executive Session. The motion carried, on a roll-call vote, with five members in favor and none opposed.

RECORDED VOTE Motion to go into Executive Session

	YES	NO	ABSTAIN	PRESENT NOT VOTING	NOT PRESENT
Carol Ann Brokaw	X				
Rev. Tracey Brown	X				
Harold Mitchell	X				
Alex Toliver	X				
<u>Alternate</u> Eugene Dudley	X				

Ms. London presented **resolution #70-2011 authorizing an Executive Session to discuss organizational structure**. Ms. London emphasized that the discussion concerns organizational structure, not a specific individual. If there is a need to discuss a particular employee, they will be RICED to be discussed either in Executive Session or in public.

Alt. Commissioner Dudley moved, seconded by Commissioner Brown, approval of the resolution. The motion carried, on a roll-call vote, with five members in favor and none opposed.

RECORDED VOTE

EXECUTIVE SESSION

	YES	NO	ABSTAIN	PRESENT NOT VOTING	NOT PRESENT
Carol Ann Brokaw	X				
Rev. Tracey Brown	X				
Harold Mitchell	X				
Alex Toliver	X				
<u>Alternate</u> Eugene Dudley	X				

The Board adjourned into Executive Session at 9:31 a.m.

The Board returned to open session at 10:20 a.m.

Ms. London stated that the Board was in closed session to discuss specifically labor and employment issues with respect to the PMUA’s organizational structure and they have a resolution; **resolution #71-2011 authorizing implementation of a proposed new organizational structure for the Authority.** Alt. Commissioner Dudley moved, seconded by Commissioner Toliver, approval of the resolution. Commissioner Brokaw had discussion of a procedural issue; she supports the Executive Director in terms of being able to do what he has to do to run the Authority efficiently and effectively. She is not so sure, however, that she supports the particular structure presented because she still has some lingering issues she has to work out for herself. She supports the Executive Director having to do the things he needs to do so they don’t have a rate increase; however she is not so sure she is comfortable with some of the recommendations that were made in the new organizational chart.

Commissioner Mitchell asked Commissioner Brokaw if she doesn’t support the new re-organizational chart. Commissioner Brokaw replied not as presented.

Commissioner Brown felt similar to Commissioner Brokaw; that she could not at this time support the new organizational structure. She understood the need to save money, she understood the need for re-organizing, restructuring, but with the economy the way it is today, with unemployment and the way people are suffering, she cannot in good conscience support laying people off right now. That’s how she feels.

After discussion, the motion carried, on a roll-call vote, with three members in favor and two opposed.

RECORDED VOTE

Resolution #71-2011 Restructure Organizational Chart

	YES	NO	ABSTAIN	PRESENT NOT VOTING	NOT PRESENT
Carol Ann Brokaw		X			
Rev. Tracey Brown		X			
Harold Mitchell	X				
Alex Toliver	X				
<u>Alternate</u> Eugene Dudley	X				

Alt. Commissioner Dudley moved, seconded by Commissioner Brown and unanimously approved by the Board, to adjourn the meeting at 10:23 .a.m.

Recorded by:

Roslyn Mathis, Board Secretary