

UNOFFICIAL DRAFT SUBJECT TO APPROVAL BY THE COMMITTEE AT ITS NEXT MEETING

MINUTES OF THE MEETING

**MASS CULTURAL COUNCIL
SPECIAL MEETING: EXECUTIVE COMMITTEE**

MONDAY, SEPTEMBER 18, 2023

ONLINE MEETING

Committee Members Present were

Marc Carroll, Acting Chair
Ché Anderson
Jo-Ann Davis
Troy Siebels

Staff Members Present were

Michael J. Bobbitt, Executive Director
David Slatery, Deputy Executive Director
Jen Lawless, Senior Director of Operations
Bethann Steiner, Senior Director of Public Affairs
Ann Petruccelli Moon, Manager of Executive Affairs
Carmen Plazas, Communications & Community Engagement Manager

Acting Chair Marc Carroll called the meeting to order at 9:33am and asked Deputy Director David Slatery to read the Open Meeting Law statement:

Please note that this meeting is an open meeting of a public body subject to the Massachusetts Open Meeting Law. A notice of this meeting together with the agenda was posted on Mass Cultural Council's website 48 or more hours ago (excluding weekends and holidays).

This meeting shall be open and accessible to all members of the public except at such times when this body has voted to go into closed executive session under the Open Meeting Law.

This meeting is a virtual meeting held under the Open Meeting Law as modified under current law to permit online open meetings. This meeting is being

broadcast to the public on a publicly available YouTube or other channel as described in the publicly posted meeting notice. Only Council members, staff and invited participants and guests will be provided access to the Zoom or other videoconferencing platform hosting the meeting. As a safety measure, in order to prevent disruption of the meeting or non-public communications among the participants, the Chair, Vice Chair and Executive Committee of Mass Cultural Council has asked staff to implement the following protocols for participants in on-line meetings of Mass Cultural Council or its committees:

- Any "chat" or similar function on the Zoom platform hosting the meeting shall be disabled.
- Other than Council members or participants specifically recognized by the Chair of the meeting, all Zoom platform participants will be muted and have no ability to share media or documents or project or type images or text.
- All participants in the Zoom platform must enter a waiting room and digitally sign-in before being admitted.
- Any attendee in the Zoom platform who nonetheless causes a disruption will be summarily removed from the meeting at the discretion of the Chair.

This meeting is not a public hearing and public testimony will not be taken. Individuals may not address the meeting without permission of the Chair.

Any member of the public may record this meeting provided that they do not interfere with the meeting. The Chair will then inform the members of the meeting that they are being recorded.

Draft minutes of the open session of this meeting shall be kept and shall be posted on Mass Cultural Council's website no later than 30 days after the meeting provided that such minutes shall not be considered official until they have been approved by this body in open session. Individuals asserting a violation of the Open Meeting Law may file a complaint with this body within 30 days or with the Attorney General's office thereafter.

Marc let Committee Members know that following the August 24th Council Meeting he received questions from Council Members concerning Executive Director Michael Bobbitt's new salary. He clarified that no Council Member took issue with the salary itself. The questions pertained to the process through which approval of the new salary was reached. Marc reminded Committee Members that a discussion pertaining to the salary took place during the Executive Committee Meeting preceding the Council Meeting in August, but the full Council was not present for that. Marc wanted to ensure transparency and asked if Committee Members had any further questions or comments pertaining to Michael's new salary. There were no questions from the Committee. Marc added that one question he received was as to whether Michael would receive the approved salary adjusting and the state approved 4% across the board raise; the answer is no. Michael will decline the state approved raise. Marc will send a letter to Council Members letting them know about today's discussion and confirming that Michael will not be taking the state approved raise. *(A copy of such letter which was*

sent by staff to the Council Members as meeting materials on the Chair's behalf following the meeting is available upon request).

Jo-Ann Davis expressed that later in the meeting she would like the Committee to gain more clarity around which items can be discussed in closed executive session and which items must be discussed in an open meeting, especially pertaining to executive salaries.

Marc moved to the next item on the agenda, out-of-state travel, and asked Michael to explain the two items to be considered.

Michael stated that he will attend the New England Foundation for the Arts (NEFA) Board retreat as he is a member of the Board. The retreat is in New Haven, CT and he will be driving there. Senior Director of Business Operations and Chief Financial Officer Catherine Cheng-Anderson will attend a conference in New Hampshire, to which she will also drive. Although both requests are within driving distance, the staff is following the existing policy and seeking approval from the Executive Committee as the engagements are outside of Massachusetts.

Jo-Ann asked what the Agency's overall travel budget is.

Dave explained that there isn't a specific line item for travel designated at the beginning of the year, but rather staff adds up any travel-related dollars and reports this to the legislature in January. It is typically quite modest. The Agency spends more on in-state travel as staff members are out visiting constituents across the state. Dave can ask Cathy to pull together the numbers for in-state and out-of-state travel and have them available for the next meeting.

Jo-Ann asked if there is a line item for conferences and education; she thinks this is important. Michael let Jo-Ann know staff can also report on professional development spending at the next meeting.

Marc asked staff to further explain the current travel policy.

Dave explained that the policy was written in response to a state budget requirement in the FY20 state budget line for the Council and states that out-of-state travel must be approved by the Council. In response to this, staff developed and the Council approved the current travel policy in August 2019 and that per the Council's enabling act, the approval responsibility was delegated by the Council to the Executive Committee. Dave indicated that as the Council had fully implemented the requirements for the earlier law, it could certainly revisit the policy based upon experience and potentially adjust it – for example so that only instances where air travel or lodging expenses are involved would warrant Council approval. Any new policy would need to be amended and approved by the Council.

Michael and Dave will work on a revised policy for consideration.

There was no further discussion and Marc said he would look for a motion to approve the out-of-state travel requests. Ché Anderson moved to approve the requests, and Jo-Ann seconded the motion. By roll call vote and noting that Sherry Dong was absent, all were in favor and it was unanimously

RESOLVED: to acknowledge and consent to the staff-recommended out-of-state travel requests subject to the Council's "Out of State Travel Policy" as presented to the September 18, 2023 Meeting.

Marc moved to the next and final item on the agenda: a discussion of executive session procedures noting that this came up after the August Council Meeting. The question is how the Council can use executive session and what items can be brought into executive session that won't violate the open meeting law.

Dave explained that, when she was still Attorney General, Governor Healey had drafted an Open Meeting Law Guide which included a list of items, per the law, that could be discussed in closed executive session. This list had been provided to the members as part of the meeting materials. While there is no broad exception to the Open Meeting Law for discussion of salaries or HR matters in executive session, there are certain employment-related- matters which may occur in executive session such as a discussion of someone's personal qualifications as those qualifications pertain to hiring or preparing for salary negotiations where disclosure of a negotiating position in open session might harm the Council's bargaining position. Decisions around salary and professional qualifications are to occur in an open meeting session. Also, Dave reminded the members that any deliberations are not supposed to occur via private email or phone calls but must occur in an open meeting.

Michael asked Dave to explain the difference between discussions and deliberations.

Dave explained that a deliberation is whenever the Council comes together to talk about something within their jurisdiction (that is how it is defined by the Attorney General's Guide). If one or two Council Members discuss something but no decision is sought or made, that is a discussion. Deliberations should only occur in a public meeting. Jo-Ann thanked Dave for the memo and explanation and agreed the exceptions are quite narrow and the Council should be careful to discuss executive compensation in an open meeting.

Marc thought it would be helpful to share the memo and explanation with the full Council and Ché agreed. Staff will share the memo with the full Council and add language about never using email for deliberations; that if Council Members wish to communicate with the full Council through email to go through staff who can reshare the message as upcoming meeting materials.

There were no further questions or discussion and the end of the meeting agenda had been reached. Marc, as Acting Chair, adjourned the meeting at 9:57am.