

**Charter Review Committee (CRC)**  
**Town of Groton, Groton, MA 01450 978-448-1111**

**Meeting Minutes - March 22, 2017**  
At Town Hall

**All Present:** Jane Allen, Robert Collins, John Giger (Secretary), Michael Manugian (Chair), Michael McCoy, Bud Robertson (Vice-Chair), Stuart Schulman

**Recorder:** Stephen Legge

**Visitors:** Judy Anderson, Anna Eliot (BOS), Lorraine Leonard (Finance Comm), John Petropoulos (BOS)

**Call to Order:** Chairman Manugian called the meeting to order at 7:00 PM.

**Administrative:**

Mr. Manugian announced the Committee was planning to make available the flagged version of the revised Charter at Spring Town Meeting to assist voters as they decide to approve the new document.

Mr. Manugian read Mr. Collins' letter to the Committee dated March 21, 2017 (one page), regarding earlier questions about Town Counsel's opinion on **handling of the Charter ballot question** after assumed approval of the Charter by the Spring Town Meeting. Town Counsel, Attorney Doneski, had expressed the opinion that the Town does not have the authority to place the Charter on the ballot unless authorized to do so by the legislature. A ballot vote would thus be a meaningless exercise at this juncture. Mr. Collins reported further Attorney Doneski said that given our Charter has been amended since its adoption without the necessity of a ballot vote, it is unlikely that the legislature would require a ballot vote at this time.

Mr. McCoy read a letter (dated March 22, 2017 – one page) from Josh Degen, Selectman, addressed to Mr. Manugian, saying he would not be able to attend the evening's meeting, but that he "wholeheartedly will support the proposed changes [presented in the revised Charter]".

**Presentation of Draft Revised Charter to the BOS and Finance Committee:**

Mr. Manugian presented the revised Charter changes. Two members of the BOS and two members of the Finance Committee (one, a member of the Charter Review Committee) were present. Mr. Manugian presented 58 slides, and completed his presentation at 7:30 PM.

Mr. Manugian commented he would be presenting the same material to members of the public at two scheduled Public Hearings on April 5<sup>th</sup>. The purpose of these meetings is to educate the public and answer their questions ahead of the Town Meeting. He also said the Town Meeting presentation would be a highly summarized version of that presented tonight and of substantially

shorter duration. He recommended that voters who wished to understand the Charter changes in detail attend one of the meetings on Apr 5<sup>th</sup>.

## **Discussion of Presentation with Members of the BOS, Finance Committee and Public:**

Visitor Mr. Petropoulos, referring to Slide #14, asked what does “**benefits-eligible**” mean in **Section 3.2.1**. Mr. Manugian answered it should be “medical benefits-eligible” since the granting of medical benefits is associated with full-time employment positions.

Mr. Petropoulos said he would prefer the definition to be “reports to the Town Manager” or “takes direction from the Town Manager”. For example, Mr. Petropoulos said a part-time staff person in the Town Clerk’s office would have conflicts of interest as a member of the BOS.

Visitor Ms. Eliot said she believes these definitions create more questions than answers.

Mr. Petropoulos raised a new issue regarding Slide #16 which referred to the signing of warrants in **Section 3.2.2.5**. This language allows one Selectman and the Town Manager to sign warrants when three Selectmen are not available to sign. The Committee explained the Mass General Laws allow one Selectman alone to sign warrants when the Board delegates this power. The revised Charter language ensures at least two town officials are signing, not just one. It was explained that it would be necessary for Selectmen to explicitly delegate this signing authority and it could last for no longer than 30 days. The intent was to allow delegation only in those cases where it would be extremely difficult or impossible for three Selectmen to sign the warrants.

Mr. Petropoulos drew attention to Slide #26 referring to **Section 4.2.8**. This section says the Town Manager’s compensation changes for staff must be within the approved budget. He noted current plans to complete a new contract for the Fire Chief later this year. Mr. McCoy said the Fire Chief is appointed by and contract negotiations are handled by the Selectmen, not the Town Manager. Mr. Petropoulos admitted this might be a bad example, but that the Town Manager needed the ability to negotiate salaries and wages applicable to proposed budgets as well as approved budgets.

Mr. Robertson questioned whether out of cycle increases were expected to not exceed individual line items or could exceed line items if a larger aggregate area of the budget was not exceeded.

Misters Schulman and Petropoulos were of the opinion that shifting duties from one department to another and moving money between line items was not a violation of the overall budget the taxpayers approved.

**Action Item #1:** Mr. Manugian will put this issue on next week’s agenda.

Ms. Eliot had a question on Slide #24 regarding **Section 4.2.4**, referring to the Town Manager’s powers to nominate and remove volunteers, subject to confirmation by the Selectmen. She objected to this because it made the removal process more public and unnecessarily

embarrassing to the subject employee. Ms. Eliot felt terminations should not be brought to a public meeting of the BOS.

Mr. McCoy pointed out that volunteers always have the option to tender a resignation before any public dismissal hearing, thereby avoiding the need for a public dismissal. The new Charter language gives volunteers due process during dismissal. The current Charter language allows the Town Manager to summarily dismiss without any due process.

Mr. Petropoulos said that the BOS can talk to volunteers in an executive session, before a public hearing, and then the volunteer can choose to resign before a public proceeding takes place.

Visitor Ms. Leonard asked about Slide # 14 regarding **Section 3.2.1**, referring to the provision that Selectmen may not hold any other paid Town positions while in office. She expressed concern about the provision's wording but had no further changes to suggest.

Mr. Schulman, referring to Slide #41, said it might be prudent to remove this slide of recommendations from the presentation, or move it to another area, because the points regarding transparency of government are not actually Charter changes, but rather policy recommendations. Mr. Manugian agreed to move the slide to a new location where it would be clear these were recommendations to other Town entities, not proposed Charter changes.

Mr. McCoy, referring to Slide #24, regarding **Section 4.2.4** said the word "approved" should be changed to "confirmed" since that is the language in the Charter.

**Action Item #2:** Mr. Manugian will change Slide #24 to replace "approved" with "confirmed".

Ms. Allen noted that in **Section 4.2.7** the current Charter language requires that the Town Manager (and the BOS) consult with elected and appointed boards to contribute to employee evaluations associated with such boards. The above-mentioned recommendation was merely requesting that the Selectmen implement a policy to ensure that this Charter requirement was met.

Ms. Eliot said she is still opposed to the change made in the revised Charter to have the Town Manager suspended or removed by a majority vote. She favors existing language which requires a super majority four of five votes of the BOS.

**Action Item #3:** Mr. Manugian realized a recent change to incorporate alternates into the process of the Finance Committee operation was left out of his presentation. He will fix this. Note: This section was later removed by the Committee invalidating this action item.

## **Discussion of the Alternates Proposal for the Finance Committee:**

A letter to the Committee was received from Gary Green, Chairman of the Finance Committee, dated March 22, 2017 (one page). Mr. Green gave more reasons why the Finance Committee should not have the change in its operation to incorporate alternates added to the revised Charter. Instead, he proposed such changes, if desired, should be incorporated into the by-laws so as to give the Town more flexibility in the adoption and removal of this requirement. He further noted

that the Town of Harvard did not put this change in their Charter, but rather in the town by-laws. It was noted that the Town of Harvard does not have a Charter.

**Mr. Robertson moved to reconsider the alternates proposal for the Finance Committee.**

Mr. McCoy seconded.

Mr. Manugian thought the concerns about this proposal were important and reconsideration was worthwhile.

A vote was taken and the proposal to reconsider was approved 5 – 2 with Ms. Allen and Mr. Collins voting no.

**Mr. Robertson moved to delete Paragraph 2 (Alternates Procedure) of Section 6.2.1, Composition, Term of Office for the Finance Committee, from the revised Charter.** Mr. McCoy seconded.

Mr. Collins said he did not see a problem and felt the provision should stay in the Charter.

Mr. McCoy commented we need to listen to committees about imposing requirements on them, especially if they are not needed. He respects Mr. Green's position on this issue.

Mr. Robertson said three of seven members of the Finance Committee (Green, Prest and Robertson) are in agreement that the alternates provision is unnecessary.

Mr. Giger felt the decision on this issue should be the Finance Committee's and the BOS. They do not need this in the Charter.

Mr. McCoy said the Finance Committee can work this into the by-laws if they need it in the future.

Ms. Eliot said the Finance Committee is diligent and their opinion should be respected.

Mr. Petropoulos agreed that Mr. Green's point was good about being stuck with any change for ten years in the Charter. He suggested replacing the word "shall" with "may" in the proposed new Charter language.

A vote was taken on the motion to delete Paragraph 2 and it was approved 5 – 2 with Misters Collins and Giger voting no.

**Mr. Giger moved to keep Paragraph 2 in Section 6.2.1 and replace the word "shall" with "may".** Mr. Collins seconded.

Mr. McCoy commented there are complications with changing "shalls" to "mays". He is not sure it is a good idea.

Mr. Petropoulos said over recent years the bar has been raised on the quality and qualifications of people recruited onto the Finance Committee. There has been a big payoff for that, he believes. So, he is open to keeping the possibility of keeping a variation of this section in the Charter.

Mr. Collins proposed to amend Mr. Giger's motion by removing the word "two", referring to the number of alternates. There was some discussion about the complications in language associated with making this change.

Misters Giger and Collins agreed to withdraw their main motion, so the approved motion to remove Paragraph 2 (the Finance Committee alternates proposal) stood.

Ms. Eliot referring to **Section 6.2.1** was concerned that the three-person committee appointing the Finance Committee could make its decisions out of the public view. It was determined, however, that this committee was subject to the Open Meeting Law.

### **Discussion of Preparations for April 5<sup>th</sup> Public Hearings and Town Meeting:**

**Action Item #4:** Mr. Manugian said he would fix the part of Section 6.2.1 where the word "re-appointment" appeared twice, but one of them was not hyphenated. Both instances will not be hyphenated.

**Action Item #5:** Mr. Manugian will remove the words "Draft" and related unnecessary wording on the top and bottom of each page of the revised Charter as the final version is prepared for Town Meeting.

There was a discussion of whether to provide the **flagged or clean version of the Charter to Town Meeting**.

An earlier decision had been made to provide the flagged version of the Charter to Town Meeting because it was more informative.

Ms. Leonard felt the clean version was better. The slides tell the story about the changes.

Mr. Petropoulos proposed another alternative - to use the clean version, but mark areas of change with a vertical bar in the margin (to locate them). He felt this would show the public what needed to be approved but would not complicate readers with the specifics of the wording changes.

Committee members felt this would create more problems than would be solved.

Mr. McCoy said Mr. Petropoulos' change bars suggestion would give an incomplete story. It would not show deletions.

Visitor Ms. Anderson felt the clean version was a better choice.

Mr. Schulman, Ms. Allen and Mr. Robertson agreed with this

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Mr. Robertson commented that it would be always be possible to delve into a particular change if necessary.

Ms. Anderson suggested asking the Town Moderator to announce to voters at the first scheduled evening of Town Meeting that they could view all changes at the Town Clerk's office or on the Town website during the week before the Charter would actually be presented.

**Mr. Collins moved to make the clean version of the revised Charter available to voters at Town Meeting, and to use Ms. Anderson's idea for communicating to the public through the Town Moderator.** Mr. Robertson seconded.

Ms. Allen said the public would primarily be interested in the major changes and that the Committee should identify them in the Charter.

Mr. Manugian said he was uncomfortable with the Committee trying to decide what changes would be considered significant to Town Meeting voters and which would not.

A vote was taken on Mr. Collins' motion and it was approved unanimously.

A short discussion took place on the issue of a ballot vote on the Charter after Town Meeting adoption.

**Action Item #6:** Mr. Manugian will remove the ballot vote step from the presentations to be made on April 5<sup>th</sup> or at Town Meeting. Town Counsel Attorney Doneski's opinion that a ballot vote is not needed and is not authorized by the legislature was accepted by the Committee.

Regarding the Committee's actions after a possible Town Meeting decision to amend the Charter proposal, it was reported by Mr. Collins that Attorney Doneski said the Committee would need to post a meeting to make changes and bring the revised Charter into compliance with any other changes required for consistency and appropriateness, related to the Town Meeting amendment(s). The Committee felt it was prudent to obtain authority to make these types of changes at Town Meeting, from the voters.

Mr. Giger commented the Town Clerk had told him that all amendments proposed at Town Meeting must be submitted in writing to the Moderator. This would give the Committee the exact wording of any Charter amendment approved on the floor to Town Meeting..

**Action Item #7:** Mr. Collins will develop a boiler plate statement for the Charter Review Committee to use to authorize changes after any Town Meeting amendment(s).

Mr. Giger commented that **Slide # 14**, referring to "benefits-eligible" employees of the Town, would need to be changed to read "medical benefits-eligible". He said the revised Charter (Section 3.2.1) itself would need to be changed in this way as well.

## **Approval of Meeting Minutes:**

**Mr. Collins moved to approve the meeting minutes of March 1<sup>st</sup>, 2017, as written.** Mr. Robertson seconded. A vote was taken and the motion approved 6 – 0 with Mr. Schulman abstaining due to absence from the meeting.

**Mr. Collins moved to approve the minutes of the public hearing held on March 8<sup>th</sup>, 2017 at 10:00 AM, as written.** Mr. Robertson seconded. A vote was taken and the motion was approved 5 – 0 with Misters McCoy and Schulman abstaining due to absence from the meeting.

**Mr. Collins moved to approve the minutes of the public hearing held on March 8<sup>th</sup>, 2017 at 7:00 PM, as written.** Mr. Robertson seconded. A vote was taken and the motion was approved unanimously.

The meeting minutes of March 15<sup>th</sup> were considered. Ms. Allen asked for a change to a statement attributed to Mr. Collins at the top of Page 3.

**Mr. McCoy moved to approve the meeting minutes of March 15<sup>th</sup>, 2017, as amended.** Ms. Allen seconded. A vote was taken and the motion was approved 4 – 0 with Misters Collins, Robertson and Schulman abstaining due to absence from the meeting.

### **Other Administrative:**

Mr. Manugian asked each member of the Committee to prepare for a roll call vote next week to approve the final version of the proposed Charter. A vote will also be taken on whether or not the Committee would present a minority report at Town Meeting.

**Action Item #8:** Mr. Manugian will complete a revised version of the Charter by tomorrow and distribute it to members, reflecting all changes made at tonight's meeting.

**Action Item #9:** Mr. Manugian will verify with the Town Clerk the final date for receiving the final version of the revised Charter for printing for Town meeting.

**The meeting was adjourned with unanimous consent at 9:19 PM.**

**\*\* The next meeting is scheduled for Wednesday, March 29<sup>th</sup>, at 7:00 PM. \*\***

### **Exhibits:**

- A. Email message from Gary Green to Michael Manugian, et.al., dated March 22, 2017, subject: Harvard Legal Authority for Alternate Finance Committee Members
- B. Email message from Josh Degen to Michael Manugian, et. al., dated March 22, 2017, subject: Tonight's Meeting

## **Exhibit A to CRC Minutes 03-22-17**

**From:** Gary Green  
**To:** [Michael Manugian](#)  
**Cc:** [John Giger](#); [Bud Robertson](#); [Jack Petropoulos](#); [Mark Haddad](#); [Gary Green](#)  
**Subject:** Harvard legal authority for Alternate Finance Committee Members  
**Date:** Wednesday, March 22, 2017 11:37:53

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Hello Mike-

Per the discussion at the CRC meeting I attended, the CRC partially based their decision to add alternate Finance Committee members on the model used by the Town of Harvard.

After investigating, it turns out that the legal authority for the Town of Harvard to appoint alternates to their Finance Committee is codified in the Town Bylaws, not the Town Charter. ( <http://ecode360.com/13695263> )

Whereas:

- a) this is a major change to the structure of the Finance Committee,
- b) it is not clear if there will be unintended consequences and
- c) the addition of alternate finance committee members has not been vetted by nor received a vote of support from the Finance Committee, Board of Selectmen or other Town Finance Team members,

I request the CRC consider changing their recommendation for alternate Finance Committee members from the current recommendation of placing the authority in the Town Charter to instead, placing the authority in our Town Bylaws.

Placing these changes in the Town Charter results in the Town having to abide with the change for the next decade while placing the change in the Town Bylaws will make it easier to adapt the language if modifications are determined to be necessary.

Respectfully,  
Gary Green



## **Exhibit B to CRC Minutes 03-22-17**

**From:** Josh Degen  
**To:** [Michael Manugian](#)  
**Cc:** [john@cybergiger.com](mailto:john@cybergiger.com)  
**Subject:** Tonight's meeting  
**Date:** Wednesday, March 22, 2017 17:11:53

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Mike and John

I will be unable to attend this evening's meeting. Please read my comments if you would.

I would like to both thank and compliment all of the members of the Charter Review Committee for your hard work on proposed Charter revisions. You folks have conducted a thorough, thoughtful, open and comprehensive review of the existing Charter.

I have reviewed the proposed changes and find them excellent. There are no changes or questions from me. I will wholeheartedly support the proposed changes.

Thank you again for your commitment to making Groton's governmental structure as highly functional as possible.

Josh Degen