

# South Hadley Electric Light Town of South Hadley

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## MINUTES OF THE MUNICIPAL LIGHT BOARD SPECIAL MEETING OF MONDAY, JUNE 13, 2016 AT 6:00 P.M.

**Present:** Anne Awad, Chair  
Vern Blodgett, Vice Chair  
John Hine  
Gregory Dubreuil, Clerk

**Absent:** Kurt Schenker

### Call to Order

The meeting was called to order at 6:00 P.M. by Chair Anne Awad.

### Approval of the October 26<sup>th</sup> MLB Minutes

Chair Awad stated that the purpose of the meeting was based on the requirements of the Massachusetts Attorney General relative to an Open Meeting Law violation. She noted that since the Manager was placed on leave last October, there have been a number of Open Meeting Law complaints filed by the Manager. This meeting is based on an October 26, 2015 Executive Session emergency meeting. She noted the Attorney General found that the meeting was not emergency in nature and it therefore failed to meet the required posting requirement and that was disciplinary in nature and not litigation strategy. She noted that the Board disagrees but the ruling has been made and we must comply.

One of the requirements is that the Executive Session Minutes of the meeting be released. The minutes were previously approved and were not to be released while litigation was ongoing. A vote of the Board is required to release the minutes. A discussion ensued relative to the change in Board composition from October 26 and it was determined that the release of the minutes is a procedural matter that the current Board could undertake. She distributed the official minutes and noted that due to a clerical error, they did not reflect the required procedure to go to Executive Session. She noted that on the reverse side were revised minutes where it was inserted that a roll call vote was taken to go to Executive Session, however the Board was informed that minutes cannot be changed once approved. Ms. Awad noted that SHELD's attorney was present at the meeting and the actions were taken on the attorney's recommendation for the preservation of records related to the case.

John Hine pointed out that the minutes that were approved were the Open Meeting minutes, not the Executive Session minutes. Chair Awad acknowledged that was the case and given that the Open Meeting minutes were those that had been previously approved the minutes of the Executive Session had never been approved. She noted the approved minutes are what went to the lawyers to be submitted with the Board's response to the complaint. A discussion ensued as to the Board's ability to approve the minutes since three of the four members present were not on the Board when the Executive Session took place. Mr. Hine said that the approval was a procedural matter and given that Chair Awad acknowledged that the minutes are an accurate reflection of the October 26, 2015 meeting, the current Board could approve.

On a motion by John Hine, seconded by Chair Anne Awad, it was unanimously

VOTED: To approve the Minutes of the Executive Session held on October 26, 2015.

On a motion by John Hine, seconded by Vice Chair Vern Blodgett, it was unanimously

VOTED: To release the Minutes of the Executive Session held on October 26, 2015.

Dan Whitford was present at the meeting and suggested that it may be beneficial for documentation purposes to prepare a supplemental document to accompany the minutes and explain the underlying documents and Board actions. Chair Awad took this under advisement.

Chair Awad also noted that the second requirement of the Attorney General is for the Board to take Open Meeting Law training which can be completed individually and can be found on the Attorney General's website. Chair Awad informed the Board as to where the training could be found. [www.mass.gov](http://www.mass.gov), search for the Attorney General, search for trainings, the Open Meeting Law is training #8.

### **Manager Search**

Chair Awad reported that a request went out to Board members for volunteers who would like to review the proposals from search firms. She said that Mr. Blodgett volunteered and given no other volunteers she joined him to review the proposals. She asked Mr. Blodgett to provide an overview of their work. She noted the proposals were sent out to all Board members.

Mr. Blodgett reported that four proposals were received and ranked based on a ranking system developed by Vice Chair Blodgett and Chair Awad based on the points in the RFP. He highlighted the following;

- One proposal is from a global top-tier search firm. Its clients are typically large companies/industry leaders and their fee structure is consistent with such searches. A minimum of \$75,000 plus various expenses. He said they felt that SHELD is not in a league that would justify retaining such a firm.
- Another proposal is from a firm that mentioned some specific searches it has conducted for companies in New England / MA that resemble SHELD. The proposal outlined a process that includes a significant emphasis on their getting a good understanding of SHELD and its operations and financial position as well as a clear picture of the skills,

experience and qualities sought in candidates. Their fee would be \$45,000 plus various expenses.

- The two other proposals were very similar in terms of their search process and fees. In fact, the principle of one firm could well be engaged by the other on the search. He said they felt that the second firm mentioned above would be better suited to SHEL D's needs, given their MA clients and emphasis on understanding SHEL D's situations before launching the search. The fee at either would be \$28,000, plus various fees.

He reported that after discussion, it was agreed that only the one firm seemed better suited to SHEL D's needs, however, he said they also discussed the option of conducting our own search without retaining a search firm. After some consideration, they concluded that this might be a better way to proceed. He said their reasoning included:

1. There are industry channels through which companies can post job opportunities and that these are seen by a large number of potentially highly qualified applicants.
2. Conducting our own search could provide a mechanism for the SHEL D Board to get input from its Interim Co-Managers and members of our South Hadley rate payer community, as well as from one or more industry experts in our region.
3. Should this approach not result in the hiring of a Manager, the Board would have the ability to retain a search firm at that time.

The following motion was made by Vice Chair Blodgett and seconded by John Hine;

MOVED: That the SHEL D Board undertake its own search for the next Manager and that it create an advisory group to assist it in screening candidates, which group will meet as needed with two members of the Board; and that such group include the Co-Interim Managers, Paul Byrne and Ed Morrin, as well as two members of the South Hadley community who are SHEL D rate payers; further, that a subcommittee of the SHEL D Board work with the Co-Interim Managers to identify candidates to serve as community members, two of whom will be appointed to the advisory group by the Board at its June 23<sup>rd</sup> meeting.

Discussion of the benefits of utilizing a search firm ensued. Mr. Hine pointed out the potential value added by and benefits of a search firm and noted he is inclined to go with a search firm however he can be persuaded. Chair Awad expressed some concern over utilizing a search firm that is not local and SHEL D's ability to attract and retain a Manager from other parts of the country. She noted the ability to post the position with MMWEC and NEPPA with a regional reach across New England and tremendous offers of support from Holyoke Gas & Electric and Chicopee Electric Light Department. In addition, this process would build collaboration with these municipalities. She noted the SHEL D staff wants the opportunity to participate in the process as well. Mr. Dubreuil echoed Mr. Hines' comments.

After much discussion it was decided, given how close the Board is to its scheduled June 23 meeting, the recommended firm would be invited, at its own expense, to the June 23 meeting, either in person or via Skype, to be interviewed by the Board and a decision as to how to proceed would be made after the interview.

Vice Chair Blodgett withdrew his motion at this time.


Chair Awad noted there is not as great a sense of urgency to get a new manager as there was a short time ago since the interim managers have been in place and we can take more time to go through the process if necessary. She commented as to how much smoother day to day operations are with the interim managers in place.

*Adjournment*

On a motion made by Vice Chair Vern Blodgett and seconded by John Hine it was unanimously

VOTED: To adjourn the meeting at 7:20 P.M.

Respectfully,



Gregory R. Dubreuil, Clerk  
Municipal Light Board