

# Advisory Special Meeting February 8, 2014

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**Attendance:** Bill Theis, Danny Schweers, Cookie Ohlson, Lisa Mullinax, Elaine Hickey, Carol Larson, Brooke Bovard, Mike Curtis, Ray Seigfried, David Mickelson, Liz Varley, Al Marks, Jeff Politis, Barbara Henry

Bill Theis Chair Advisory convened meeting at 10:25 A.M. and presented the following agenda:

Advisory Retreat February 8, 2014

Convene

Town Chair Remarks

FOIA and Record Retention

New Insurance Requirements

Community Planning

Conflict of Interest Policy

Civic

Club/Memorial Garden

Archives

Audit

Budget

Forest

Playground

Registration

BWVC

Other Topics

Adjourn

## **Danny Scweers : Advisory Retreat Report from the Town Assembly Chair**

### WEBSITE

The State of Delaware has agreed to host the village website and to start building it. They expect to finish phase one of the new website by May 1. This new website will be on the Wordpress platform, meaning anyone with Internet access and credentials can make updates.

### RECORDS MANAGEMENT AND FOIA

Village Secretary Liz Resko and I attended a meeting of the Municipal Web Developers Group in Dover on Thursday, January 23, 2014 to learn more about best practices for records management and about handling Freedom of Information Act (FOIA) requests. I am a member of this group because I created and continue to maintain the village website. Links can be found on our current website to the following presentations.

Records Management - Jean Townson, Information Resource Specialist II

Electronic Records Retention - Kit Carson, Government Services Manager

FOIA – Presentation from Attorney General’s Office - Jason W. Staib, Deputy Attorney General

A priority for me for 2014 is to get each committee to post meeting times and agendas seven days before each meeting and to have meeting minutes available after every meeting. This is required by law and is the essence of having town business performed in public. Agendas and minutes can be short but should be meaningful. Minutes should spell out every decision made but can summarize discussion in a few words.

### THREE VILLAGES, ONE BUZZ?

The chairs of the three Ardens continue to explore ways in which the Buzz Ware Village Center can be run by and financially supported by all the villages fairly. We have met twice and will meet again later today. Last week, Ardencroft Chair Pat Toman and I met with Ted Rosenthal, the town attorney, to talk through possibilities

Discussion

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Each committee will be responsible to make sure they collect certificate of insurance from each contractor that performs services for the village and Audit committee will make this a part of their audit procedures to verify all certificates have been received.

### **Community Planning Ray Siegfried**

Comments:

Conflict of Interest Policy

Discussion

Village must have its own conflict of interest policy by law. Committee will determine act.

Remedies: Not participate/vote. If it is severe, then resign from committee. Allow each committee to weigh independently. If there is a potential conflict of interest it is automatic refusal because it looks worse.

The person does not have to leave the committee during the discussion (Needs to be added to the conflict of interest policy).

Conflict of Interest Policy can be adopted by the members of the Advisory board and presented to the town assembly to make them aware of new policy and allow them the opportunity to comment. A town vote is not needed.

Conflict of Interest was announced at the January town meeting and in March/April advisory final vote and report to town meeting. Cecilia took Rays original draft and redrafted as follows:

## **Draft Conflict of Interest Policy**

### **Suggested re-write by Cecilia Vore**

I started from the Wikipedia definition of "Conflict of Interest" and tried to simplify the policy and process a lot.

#### Definition:

A conflict of interest is defined as any situation in which there is a risk that actions regarding a primary interest (i.e. the duties of public office) will be unduly influenced by a secondary interest, such as use of an elected office to secure privileges, private advancements or financial gains.

#### Policy:

No officer or committee member of the Village of Arden shall use his or her office to secure privileges, private advancements or financial gains. No officer or committee member shall use confidential information gained by his or her position for personal benefit.

#### Process:

When a potential conflict of interest is discovered, it should be discussed by the affected committee (Advisory Committee in the case of an officer). If the committee determines that an actual conflict exists, the committee will decide what action should be taken to remedy the conflict. Remedies could include requesting an officer or committee member to resign or recuse himself or herself from a discussion or vote.

#### Code of Ethics Policy:

#### Discussion:

What is expected of each committee and how we interact with each other. How to resolve these feuds among committees? There needs to be a process drafted providing

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guidance on how to solve the issue. It is a valuable discussion to have stating the purpose and philosophy for all to buy into and how we treat each other.

Guidance on notification if a committee is going to be discussing something that could impact another committee, reach out to that other committee. That discussion is not happening and we need to recalibrate ourselves as to what is expected. Maybe this needs to be stated in code of conduct policy. The clearing house for this is the Advisory Committee that meets quarterly but you can still work on those issues internally but how we handle it is where guidance is required. Special meetings by the Chair can be called and a quorum is not necessary in order to discuss the issue.

Start up the yearly dinners again for all committees (Sometime in April after the elections). Welcome new members and is a good time to discuss the code of ethics.

Posting agendas help to keep other committees informed but other things come up and that is not always enough.

Community Planning committee will draft something for March/April advisory meeting.

Ray will have key bullet items ready for the April yearly lunch/dinner for the committees.

Danny will draft a reminder about a certain level of decorum expected that will be tolerated and then the party will be cut off which is to be read at beginning of each town meeting or whenever necessary on code of conduct and he will send it to all committees for feedback.

Archives : Nothing

Audit: Cookie recommends Trustee consider retaining the Audit committees accounting firm Barbacane, Thornton & Co CPA; so there is consistency and clarity in reporting. Trustees are considering changing accounting firms.

Budget Jeff: At town meeting there did a statement about the Trustees not want to write a check for \$70,000 (budget amount) because they did not want to reduce the prudent reserve. The town does not have a way of collecting money. The town only has a way of asking the trustees for money. The budget is asking the Trustees to write a check to budget. When the town and the Trustees were using the same check book, town expenses were an obligation of the Trustees; they are no longer. Without having a method for the town to collect money for the budget, the town has the potential of writing a check they cannot cover. Does not know the significance of this and is sure the Trustees will not default but Budget will talk to Trustees, Assessors and Treasurer to investigate a method. Trustees have lots of money in B&L. And they know they have a moral obligation not to let the town default.

The town attorney has been pro bono for many years and Jeff thinks it is time to consider paying him or retaining a new lawyer. Think about paying Ted or another lawyer for legal advice

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to where we receive maximum legal advice. Mike: they have begged him for years to charge the Village for his legal services and he refuses and if we fire him after all these years of free service and pay someone else that is wrong. There have been things the Trustees have asked him to do and he has not done them and luckily they were not consequential. Elizabeth: The Trustees have been struggling with this situation for some time. It is a dilemma that the trustees are aware of and they want to find a tactful way to let Ted know they want to go back to paying him. The Village needs an accurate reflection what costs would be so it can be discussed at town meeting. Ray says retain Ted as the Village lawyer but when the Village has an important issues maybe we retain another lawyer who would provide the services. Elizabeth says there was a time when they were being billed by other attorneys in his office who have provided services to the village when he was not available.

Danny : He is frequently unavailable and in that situation we can ask him is there someone he can recommend. It does not address that he is giving us a certain amount of time and he is deciding when enough legal advice has been given. Be honest with him. He is attorney for all three Ardens. Mike believes Ardentown and Ardencroft pay him not free like Arden. A case by case basis and ask him to be realistic and ask him does he have time to do the job that the Village is asking of him and if not can he recommend someone in his office who can and bill us.

Carol Larson: Manage legal contacts. Clear about who makes the contact? Elizabeth Varley: The Chair and/or Trustees need to approve the committee to have contact with the Village lawyer over specific issue.

### **Forest Committee: Carol Larson**

#### **Forest Committee Advisory Retreat, February 8, 2014**

##### Plan to restore path at 2409

- 1) regrade crusher run, direct water away from pooling in forest.
- 2) Bollards to mark path entrance
- 3) Planting along top of circle wall
- 4) stair down to circle: Rick Rothrock
- 5) Handrail: Phil Fisher
- 6) Restoration of masonry
- 7) planting to manage lower levels

##### Project to manage storm water at St. Martin's Lane

Sewer project	Spring 2014 NCC
Discussion/analysis of storm water situation	
Removal of invasive species	Summer 2014
Tree Planting grant	Fall 2014
Additional storm water management grants.	

##### Storm water planning: grant application for planning and study

Discussed with Community planning.  
Contacting small engineering firms/ University departments  
Subsequent grants available for projects.

Tree cover Maintenance: percentage up to 75% (best urban rate).

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Tree Inventory: Public land, leaseholds, Forest.

Tree planting Project: Grant money available

Discussion:

Do we need civic to clarify path 2409.

Drainage problem change the flow forest will contact Civic

Project

Storm water planning management: Trying to contact an engineer with ecological bend on trying to manage the storm water for the Village. Contacting Temple University because there are a lot of laws that have been passed that state they have to manage their storm water like manage fertilizers. Apply for a grant to pay for an engineering plan and once we have a plan in place apply for money to pay for small eco management projects. Forest and community planning are working together. Need to know cost because it is a matching grant? If Shroder funds are used, then need approval from the Trustees first.

Tree cover maintenance canopies certain percentage. Need to know from other committees about tree planting because she is buying a lot of seedling.

**Playground:** Al Marks

The playground committee is still working towards consumer public safety guidelines. Al called the insurance about signage for the playground equipment which would list the ages appropriate, and supervision requirements. Insurance agent said that signage was not necessary but Al noticed that all of NCC has signage on their playground equipment.

A new survey has gone out to the community and it is a follow up to the one offered at town meeting. Spoke to civic about the Fels Oak in which they do not want to interfere. They are developing a concept that they would like to propose in March based on feedback from survey. They are favoring what is called a "natural playground" which is a dirt mound and the slide comes off of the mound. It would be an eco green friendly atmosphere. Beth Stevenson and Connie McKinney offered to help with grant writing and fund raising.

Playground will need to work with Civic and Forest for their expert advice in facilitating this project.

**Registration** Barbara Henry They are ready to do the elections once they receive slate from advisory.

**Miscellaneous:** Liz Resko

Print and mail town minutes is approximately \$600/quarterly (\$150 of that is postage). Suggest offering a hybrid of mail out: mail to those who request it or the other way, do not mail to those how opt out and we already list minutes on the village website for all to access. A postcard notification of the minutes at the least should be mailed out each time. And a more elaborate notice in the Arden page in addition to the postcard notice. Registration will present it with their report at the town meeting for their feedback.

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Standardize village emails for all chairs of each committee in order to preserve and retain emails that are the property of the village which I believe is a requirement of FOIA data retention requirements. Under the present system each Chair uses their personal email address to facilitate village business. When Chair vacates his position, the town emails are stored on the personal computers of past Chairs never to be in public domain. The emails are the property of the town. The way a standardize Village email address works is an incoming email will first be routed to the town email address then a copy will be forward to the personal email of the chair and the reverse for sending emails.

Committees need physical mail boxes that could be set up on the wall of the Officers/Trustees office. Danny suggests obtain quotes.

Need IT volunteer for town computer? Cookie recommends contacting Joe Campbell.

### **BWVC:** Bill Theis

Bill framed BWVC issues as follows:

After observing and detailing the BWVC internal accounting controls and procedures for approximately one year, Larry Strange sent an email (November 17, 2013) to various officers and committee Chairs detailing weakness he observed and his concerns. For Example:

Inconsistent rental rates quotes, money from functions/events not turned in, no record keeping, separate checking account with no disclosure, transactions with no authorization or audit trail, operating inefficiently, lack of a system of checks and balances and the building managers job duties (per contract) were too broad in scope and were not being overseen.

One of the building manager's duties was to negotiate rental contracts which often were under quoted and not standardized. Due to the under quoted rental contracts, the relaxed bookkeeping procedures and failure to disclose transactions to officers of the committee, the committee felt it was necessary to review her contract and redefine her job description by limiting her fiscal duties and increase her duties to disclose all contracts, timesheets, and checks to the officers of the committee in a timely manner. An executive session was held to rewrite her job duties per a new contract.

The email sent by Larry Strange set off turmoil with committee representatives especially from Ardentown and Ardencroft. The representative from Ardencroft, who is a volunteer, decided to send out a notice on December 17, 2013 to announce an emergency meeting to be held on December 18, 2013. Due to the one day meeting notice that was not posted publically for x amount of days, the meeting did not meet FOIA public posting of executive meetings time line requirements. In addition, the representatives are not voting members and therefore cannot vote to hold an emergency meeting. Although they were informed that a meeting was not legal per FOIA requirements, they held their own meeting and threatened that if the emergency meeting was not held; they individually or collectively, would not be available to run the New Years Day Brunch which was to be a fundraiser. The New Years Brunch at the last minute became pot luck. They felt as though their communities have been making donations to the BWVC and they felt they should have a vote. The committee has been run by consensus for the last three years. Irrespective, the representatives felt they have the right to tell the committee

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how to spend their money. The committee believes they should be involved in programming which they do a great job and not finances of the BWVC .

Ray: We have had meetings of the three Chairs trying to work out a government structure. We have volunteers who are upset. This blew up. Arden is managed by a committee structure and that has to be honored. BWVC building is owned by Arden . We have a lot of responsibility in how it is managed and maintained.

As a road forward this committee needs to recognize:

1. Responsibility and ownership of the building. It is Arden's responsibility, not Ardentown's, and not Ardencroft's.
2. Arden's responsibility in terms of committee structure. How this building is managed.
3. Relationship issue and community issue of fairness in terms of opening the doors equally to the other two Ardens because it is a community building and we want to be fair. Focus on these three issues.

Clarity: They are volunteers appointed by Ardencroft and Ardentown as representatives. Two representatives from each community but there are 7 or 8 volunteers who participate from those communities.

Al Marks wants clarification about donation: The other two Ardens make a donation \$1,400 and \$2,000. They believe they have equal voting rights of 1/3 but their % interest based on their donation is miniscule to 1/3 interest.

Carol Larson: How does the BWVC committee handle the finances of the Coffee house? If they had to pay, would the village of Arden value the venue enough to give them another rate? Brooke Bovard says the question is: If the community, including the Village of Arden, as a governmental unit, which is different from the community of the three Ardens. If the community of just Arden says coffee house is a valuable community function, then you would look at what does it cost for Buzz coffee house function and what % of that cost is met by donations. Then you would have created a record and you would know the cost. Elizabeth Varley: History of the Buzz in which she was on the committee for years and chair. When Margareta Archer was doing the bookkeeping way back when (15 or more years) when the coffee house first started, she would present an envelope with all details of income and expenses and turn over all monies. Elizabeth wanted to know when was the last time anyone received any money from Buzz coffee house. Bill said he received \$500 but it comes sporadic with no details, nothing on a regular basis and no records. David Mickelson, Treasurer, says he periodically receives a money order from Beverly Flemming, BWVC building manager. Elizabeth Varley says that is a real problem. That is showing no paper trail, no record keeping for this particular function. David says it has only been the last year or two that he has received any money for the Buzz Coffee house and before that, nothing. Elizabeth believes that what has happened is when one person who had bookkeeping experience and a great deal of oversight and acumen about handling money was no longer there. It got very sloppy and we do not know if it makes money and we do not know where the money goes. Liz Resko: Do you think they don't understand or they do not want to disclose it. Elizabeth Varley believes they do not want

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to disclose it because how can you not know to hand over the money since you were handing it over for years. Lisa Mullinax: Aren't there expenses incurred for the coffee house like utilities etc. Yes.

Lisa Mullinax: What do you define as a rental vs community function?

Bill: You have to obtain official status.

Ray: We need clarity of understanding. There is a difference between community functions and rented space. That has to be clearly spelled out and transparency by posting on the Village webpage.

Danny reinforce: BWVC committee elected by the Village of Arden is responsible for this building (BWVC) and its activities. That is clear to everyone. They maybe bucking it and it is sudden to them and necessary that this committee is in charge of this building and accountable to the town assembly. You decide what the rental rates are. Who receives a discount? You decide what events are considered community events. Each meeting you need to review who is in charge of those events, how is the money being handled, what is the budget, what is involved with custodial help. The basic information should be on the table for every community event that happens in this building (BWVC). Define the process for a community event.

Is there reporting of BWVC revenue/expenses? It is in the published quarterly Town Assembly minutes as part of the Treasurer's Report under Village Funds.

Elizabeth Varley: You (Danny) have met with the three chairs. What are your plans after the series of those meetings? Danny: The town wants the Buzz to be a community center for all three villages but it also wants the committee to run things. It wants the Buzz to be a place for activity beneficial to the three villages but it wants its committee making the decisions. It does not want to exclude the other villages but it also does not want it meddling in our (Arden) affairs.

Liz Varley: Bottom line is you are not going to pursue these joint head meetings about trying to find a new government model? No. Danny is going to pursue it. Elizabeth Varley: Why? Danny: He believes the situation is schizophrenic. That is one town is trying to manage a community center for the benefit of all three. That puts the volunteers from the other communities at odds with the committee that is running things. His position is that the village of Arden owns BWVC building and is responsible for it. It has given that responsibility on a day to day basis to the BWVC committee and they need to make the decisions. Its theirs to run as they see fit and Danny is backing them up on this issue. That said, this village tried to run center for all three villages is schizophrenic. It naturally puts people at odds with each other. He is pursuing and exploring with the other two chairs what possibilities are out there for running this as all three villages together. The same way as the club and the same way as the Craft Shop Museum and the same way as ACRA.

Elizabeth Varley would like to speak to that because the BWVC building was giving back to the town around 1973 and it is now 2014. In all those years it has not been a problem. It is only the last two months this has been a problem? She believes the model works and it does not need fixing.

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Danny sees this as a long standing problem. He believes this is a good response to the other villages. He already sees the other chairs not saying their villages cannot be equally representatively responsible financially. He does not know if it will go anywhere but what it does say is we are looking at it and it is an alternative and worth looking at.

Elizabeth Varley is concerned that it seems to be a knee jerk reaction that we are buying into for the few people who have been disgruntled but she supports Danny's tactful approach.

Brook Bovard: Brooke is a resident of Arden. She has respect that there are three approaches to solving the problem that our founders were looking at. But they are three separate approaches and three separate organizations. This is a resource for the three Ardens and in fact a resource for a much larger community. No one in Ardencroft ever asked me (Arden resident) how to manage their woods, although that is a resource for the three Ardens. No one in Ardentown ever asked (Arden resident) anyone if they should put leaseholds in the flood plain to solve their short term financial problem. At one time the people of Ardentown had no access to the swimming pool that was in the creek because they did not border it. The Village of Arden gave them a piece of land to border it so they could access it. When they decided it was no longer needed, they sold that land as leasehold and solved their financial problem. They make decisions internally (as they should) and they do not ask other communities how to manage their woods and/or leaseholds.

Meeting adjourned 2:14 PM

Respectfully submitted,  
Elizabeth Resko  
Secretary of Village of Arden