



Board of Directors
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Continued Update on Potential Reconstitution of Board of Directors and Possible Resumption of Physical Meetings under the Michigan Open Meetings Act

Agenda of: July 28, 2021
Item No.: **2021-310**
Amount: N/A

TO: The Honorable
Board of Directors
Great Lakes Water Authority

FROM: William M. Wolfson
Chief Administrative and Compliance Officer
Great Lakes Water Authority

DATE: July 26, 2021

RE: Update on Potential Reconstitution of Board of Directors and Possible Resumption of Physical Meetings under the Michigan Open Meetings Act and reconstitution of GLWA staff currently working on flexible work arrangements

The Michigan Open Meetings Act (OMA) currently allows public bodies to meet virtually pursuant to a local state of emergency declaration. The GLWA Board of Directors is currently meeting virtually pursuant to local public health emergencies declared by Wayne County and the City of Detroit. At its last meeting, the Board adopted a resolution to provide public audio and visual access to its future meetings. The City of Detroit declaration is currently scheduled to expire on July 31, 2021, and it is currently unclear whether or how that declaration will be extended.¹ The Wayne County declaration (attached) continues through September 30, 2021.

¹ The writer is aware that the Detroit City Council, the Detroit City Council Planning Commission, and the Board of Water Commissioners continue to meet virtually. The Detroit City Council is scheduled to recess on July 30, 2021. The writer is not aware if any City of Detroit other Board's or Commissions are utilizing in-person or hybrid meeting formats.

1. How often is the Board legally required to meet?

GLWA’s Articles of Incorporation, Article 9, A, indicate that the Board is required to meet “at least once during each quarter of each year.” The next legally required meeting would be in October 2021.

2. Will the next meeting of the Board be in-person or virtual?

Absent contrary action by the City of Detroit, the Wayne County state of emergency would permit the Board to continue to meet virtually through September 2021.

3. If the Board elects to meet in person, will all Board members be required to be physically present?

No. Michigan OMA, MCL15.263(2)(a), allows for Board members to participate in meetings from remote locations.² The Act does require if a Board member is participating remotely, they must indicate the city, village, or township and the state from which they are participating. In addition, Article 9 subsection D. provides that, “[t]he Board shall adopt by-laws governing its procedures and regulating the affairs of the Authority which are not in conflict with the terms of the Act, any other statute or these articles.” Section 4 of GLWA’s By-Laws Article X (10) “Meetings and Voting” addresses this issue. It states:

At any meeting of the Board, four or more members of the Board shall constitute a quorum for the transaction of business. When a quorum is present, a majority of all members of the board shall decide any question brought before such a meeting unless a super-majority vote is required, consistent with the Act, the Articles of Incorporation, these by-laws, or other applicable law. A member may be deemed present for a meeting if participating by conference call, video-conference, or other electronic means whereby the member can hear the proceedings and participate in the deliberations and votes. Participation in a meeting in this manner constitutes presence in person at the meeting for all purpose including determination of a quorum. (Emphasis added.)

4. If the next meeting of the Board is required to be conducted in-person, will it be conducted in the 735 Randolph Board room?

As the Board has been previously advised, OMA Section 3.a, MCL 15.263(1)(a), provides:

To the extent feasible under the circumstances, ensure adherence to social distancing and mitigation measures recommended by the U.S. Centers for Disease Control and Prevention for purposes of preventing the spread of COVID-19, including the measure that an individual remain at least 6 feet from anyone from outside the individual's household.

² Although predating the most recent amendments to the OMA, GLWA’s Articles of Incorporation, Article 9,D and the Board’s By-laws both authorize remote participation.

In addition to the OMA requirements which will likely place limits on staff presence and Board seating, the following factors impact the use of the 735 Randolph Board Room:

1. It is GLWA's understanding that building is not open to the public.
2. The Detroit Fire Marshal has also placed temporary occupancy limits on physical occupancy of various locations within the 735 Randolph building; no more than eight individuals in the lobby.
3. The Board Room sustained flood damage which has limited the use of microphones (5 of 10 microphones are now working and electronic media within the room. This would at minimum make it difficult to record minutes.
4. Staff continues to develop a means to conduct hybrid audio and visual meetings within the Board Room, however, this process has been slowed by supply chain difficulties. Under the current circumstances, the public has greater audio and visual access to the Board's deliberations in a virtual environment.

Given the current limitations on the 735 Randolph Board Room, if the Board wishes to resume in-person meetings, staff again recommends that it consider rental space for this purpose.

5. If the next meeting of the Board is required to be conducted in-person, will there be anything special that Board members will need to do to prepare for this meeting?

Yes. In addition to maintaining social distancing. Board members, GLWA staff, and visitors are required to wear face coverings at the meeting. If the meeting is to be held at a GLWA leased facility, Board members will need to advise GLWA's Chief Administrative and Compliance Officer (HIPAA privacy officer) that, regardless of vaccination status, they have obtained a negative test result for COVID-19 prior to such a meeting.

6. What is the status of GLWA's plans for reconstitution of individuals currently working on flexible work arrangements?

During the COVID-19 pandemic, on any given day approximately 70-80% of GLWA's team has been on-site. Remaining staff have worked from home pursuant to flexible work arrangements. As previously indicated GLWA when operationally appropriate³ GLWA plans to continue reconstituting remaining team members of flexible work arrangements in the fall of 2021.

³ In utilizing any form of hybrid workplace model, it is important to focus on both content of the work produced and connection and communications of the team producing the work product. Any model used must support both pillars to be effective.

As GLWA proceeds towards a “hybrid model” as a part of the current reconstitution effort, it has started with certain guiding principles:

1. GLWA space should be utilized in a manner to support social distancing and team health while maintaining operational effectiveness.
2. The ability to utilize a flexible work arrangement is a privilege and may be continued or revoked based upon organizational needs and individual effectiveness.
3. Team members holding positions of Manager or above are expected to be on-site at least three days per week and in a manner that facilitates the operations of all members of the team they support.
4. GLWA will utilize a combination of assigned and hoteling space for hybrid team members. Assigned space will be provided to team members who are on-site three or more days per week.
5. All team members utilizing a hybrid work arrangement will have one primary work location. If a team member’s primary work location is not within a GLWA site, they will be expected to maintain that location in a manner that supports the utility’s operations, i.e., operational Wi-Fi service; and
6. Unless on leave or a shorter time-limit is necessary given their job duties, all team members will be expected to be available on-site for utility needs upon no more than 24 hours’ notice.

As GLWA proceeds with a hybrid model it has prepared, is reviewing, and standardizing reconstitution plans from various areas of the utility. In reviewing these plans, GLWA wants to ensure that it appropriately staffed on any given day, that there is adequate support for operations involving multiple areas of the utility, and that requirements of social distancing are met.

Beginning in late June, GLWA began piloting the reconstitution of team members. In addition to executive leadership, members of the Organizational Development, public information, Planning, and General Counsel are piloting. We are also piloting hybrid meeting solutions and attending to repairs and cleaning for spaces that have not been occupied in quite some time.

As GLWA continues this phase of the reconstitution process, we will continue to focus on workplace standards. This effort could range from establishing “COVID etiquette,” further modifying workspace configurations, to updating and modifying our flexible work arrangement forms.

Finally, as we move forward we will continue to monitor the progress of the COVID-19 pandemic, the small but growing presence of the Delta variant in Michigan, public health directives, OSHA and MIOSHA directives, and other information to ensure we are taking appropriate actions for the health of our team and the continuity of our operations.