



## Legislation Text

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**File #:** 2020-114, **Version:** 1

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### **Delegation of Additional Authority to CEO During COVID-19 Emergency**

**Agenda of:** March 20, 2020

**Item No.:** **2020-114**

**Amount:** N/A

**TO:** The Honorable  
Board of Directors  
Great Lakes Water Authority

**FROM:** Sue F. McCormick  
Chief Executive Officer  
Great Lakes Water Authority

**DATE:** March 16, 2020

**RE: Delegation of Additional Authority to CEO During COVID-19 Emergency**

#### **MOTION**

Upon recommendation of William M. Wolfson, Chief Administrative and Compliance Officer, the Board of Directors (Board) of the Great Lakes Water Authority (GLWA or the Authority), approves the following actions to address the state of emergency related to the COVID-19 virus pandemic:

1. All meetings of the Board scheduled to take place prior to the sooner of the first previously scheduled Board Meeting date to occur two weeks following the lifting of the state of emergency declarations related to the COVID-19 pandemic or June 24, 2020, are canceled;
2. Between the date of adoption of this Resolution and the sooner of the first previously scheduled Board Meeting date to occur two weeks following the lifting of the state of emergency declarations related to the COVID-19 pandemic or June 24, 2020, GLWA's Procurement Policy is amended to authorize the CEO to approve non-emergency procurements in excess of one million dollars (\$1,000,000.00), provided that before approving any such non-emergency procurement in excess of \$1 million dollars (\$1,000,000.00), the CEO shall notify the Board of the proposed procurement, shall review the proposed procurement with the Board's Operations and Resources Committee, and shall present the procurement to the Board for ratification at the first available opportunity following the CEO's approval;
3. It is the intent of the Board in adopting this resolution, that this delegation be terminated and the Board return to its normal function under the Michigan Open Meetings Act as soon as practicable;
4. Authorizes the CEO to take such other action as may be necessary to maintain continuity of GLWA

operations and accomplish the intent of this vote; and

5. Notes that an affirmative vote of 5 members of the Board is necessary for the adoption of this Resolution.

### **BACKGROUND**

The Articles of Incorporation for the Great Lakes Water Authority (Articles) were adopted in 2014. Article 9, Section A. provides, in pertinent part, that “The Board shall conduct regular meetings as needed and not less than once during each quarter of each year.” Section K of Article 9 requires the Board to adopt a Procurement Policy. Subsection 6 of this Section K states in pertinent part that: “unless specifically provided for in the procurement policy, that the chief executive officer or other authorized employee of the Authority shall not sign or execute a contract until the contract is approved by the Board.” GLWA’s Procurement Policy adopted by the Board in 2018 generally authorizes the CEO to approve contracts up to \$1 million dollars (\$1,000,000.00) in value. The Procurement Policy is consistent with the provision of Article 13, Section B of the Articles which states in pertinent part: “The chief executive officer shall supervise and be responsible for the day-to-day operations of the authority.”

### **JUSTIFICATION**

At this time, the President of the United States and the Governor of the State of Michigan have both declared states of emergency related to the COVID-19 pandemic. Many businesses throughout the Country have halted operations to provide social distancing to slow the infection curve for this virus. Unlike those organizations, GLWA cannot cease day-to-day operations. However, GLWA is attempting to provide protection for its team members who are required to work on-site to maintain services during this emergency.

Under the Articles, the Board is required to meet at least once a quarter in a public meeting consistent with the requirements of Michigan’s Open Meeting Act (MCL 15. ). Because these meetings are open to the public, the amount of people present poses a heightened risk of infection transmission to the Board, staff and other members of the public who may attend the meeting.

Given the CEO’s responsibility for day-to-day operations, the risk, and the expanding nature of this pandemic, a temporary delegation to the CEO as outlined by this Resolution is consistent with the Board’s oversight responsibility, the CEO’s day-to-day operational responsibility and their mutual responsibility to help protect public health in the wake of this virus.

### **BUDGET IMPACT**

This item does not impact the GLWA’s budget.

### **COMMITTEE REVIEW**

This matter is being presented directly to the Board.

### **SHARED SERVICES IMPACT**

This item does not impact the shared services agreement between GLWA and DWSD.