

**CITY OF BIRMINGHAM
BOARD OF ETHICS MINUTES
JUNE 19, 2018
151 MARTIN, BIRMINGHAM
CONFERENCE ROOM 202**

I. CALL TO ORDER

Chairperson Schrot called the meeting to order at 4:03 p.m.

II. ROLL CALL

Present: Sophie Fierro-Share
James Robb
John Schrot, Chairperson

Absent: none

Also Present: David Hohendorf, Complainant
Steven Kalczynski, Respondent
Mark Demorest, Attorney for Mr. Kalczynski

Administration: City Manager Valentine, City Attorney Currier, City Clerk Mynsberge

III. APPROVAL OF MINUTES

APPROVAL OF MINUTES OF JULY 17, 2017

Approval of the July 17, 2017 minutes was deferred to later in the meeting.

IV. UNFINISHED BUSINESS

V. NEW BUSINESS

A. HEARING ON ETHICS COMPLAINT

1. 2018-001 Complaint: Steven Kalczynski, submitted by David Hohendorf.

In a matter before the Advisory Parking Committee, the Daxton Hotel was represented by Mr. John Gaber of Williams, Williams, Rattner & Plunkett, P.C. In the interest of transparency, Mr. Robb disclosed that his wife is a partner in Williams, Williams, Rattner & Plunkett, P.C. as well.

Mr. Kalczynski, his attorney, and the other members of the Ethics Board had no objection to Mr. Robb serving in this Ethics Hearing.

Chairperson Schrot noted his previous service on the Advisory Parking Committee (APC). There were no objections to Chairperson Schrot participating in this Ethics Hearing.

There were no preliminary matters or motions.

Mr. Demorest explained:

- A hearing of the Ethics Board may not have been necessary because Chapter Two of the Board of Ethics Procedural Rules allows a City official or employee to request an advisory opinion of the Ethics Board.

- Mr. Hohendorf's complaint said "The issue of parking at the Daxton Hotel could end up before the APC and Mr. Kalczynski must recuse himself." Given this, Mr. Demorest said the nature of the complaint seemed to focus on whether recusal would be the correct action in the future as opposed to whether recusal should have occurred in the past.
- It would be helpful for Mr. Kalczynski to hear how he should handle himself if the issue of another hotel or restaurant comes before the APC.
- While a hearing may not have been necessary, since the Ethics Board has convened it may be most useful to complete the process.

The Ethics Board concurred that it is most useful to proceed at this time.

Mr. Hohendorf stated:

- He was not seeking punitive action against Mr. Kalczynski.
- An advisory opinion from the Ethics Board should have been sought by the Chairperson of the APC.
- He sought guidance for Mr. Kalczynski regarding potential future conflicts of interest; and,
- ~~To notice the City that~~¹ more should be done to address potential conflicts of interests for members of City boards in the future.

Mr. Hohendorf continued:

- The attorney for the Daxton Hotel (Daxton) raised the issue of a potential conflict of interest on the part of Mr. Kalczynski at a previous meeting of the APC.
- During said meeting, it was made clear that Mr. Kalczynski would not be recusing himself from the discussion or vote. Further, the Chair of the APC ventured Mr. Kalczynski's opinion was necessary to the discussion.
- The question of Mr. Kalczynski's potential recusal should have been brought before the Ethics Board at that time to determine proper procedure according to the Birmingham Ethics Ordinance.
- City Commissioners often recuse themselves from Commission business to avoid the appearance of a conflict of interest. Recently a member of the Birmingham Planning Board did not participate in a conversation or a vote regarding the Daxton Hotel to avoid the appearance of a conflict of interest.
- Section 2-324 of the Ethics Ordinance specifies recusal if "directly or indirectly there is a financial or personal interest."
- Mr. Kalczynski's position as the Director of the Townsend Hotel (Townsend) in Birmingham would seem to present a direct financial conflict of interest as it relates to the Daxton Hotel potentially opening in Birmingham.
- Article 10, Section 3-324, Article 6 specifically addresses officials and employees of the City and how she or he "should refrain from voting on, or otherwise participating in debates on, any such matters including matters that involve their private employment."
- Article 6 of the Ethics Ordinance includes 'employee' as a potential source of conflicts of interest. Mr. Hohendorf was not able to confirm whether Mr. Kalczynski has any ownership in the hotel, but ownership is also a potential source of conflicts-of-interest.

¹ *As amended at the October 8, 2018 meeting.*

- The Manager of Valet Services at the Townsend Hotel may answer to Mr. Kalczynski as the Director of the Townsend Hotel, presenting another potential source of conflicts of interest.
- The Manager of Valet Services at the Townsend Hotel appeared before the Planning Board to speak about parking at the Daxton even when parking at the Daxton was not on the Planning Board meeting agenda, which Mr. Hohendorf saw as a demonstration of a conflict of interest on the part of Townsend employees, which include Mr. Kalczynski.

Mr. Kalczynski stated he:

- Does not have ownership in the Townsend.
- Receives a salary and a bonus dependent on the Townsend's performance in a given year.

Mr. Hohendorf said:

- Since Mr. Kalczynski's bonus is dependent on the Townsend's performance, Mr. Kalczynski has a vested interest in the Townsend's success.
- Mort Crim Communications was hired on behalf of the Townsend to:
 - Discourage the approval of the Daxton's liquor license; and,
 - Undermine the already-resolved decision of the Daxton's valet parking.

Mr. Demorest said that Mr. Hohendorf was straying far afield of the question at hand, which was whether Mr. Kalczynski should have recused himself from the APC's discussion of parking at the Daxton.

Mr. Hohendorf said he sought to clarify Mr. Kalczynski's relationship with the Townsend in order to get a clear definition of the potential conflict of interest.

Chairperson Schrot asked Mr. Hohendorf to rephrase his questions.

Mr. Hohendorf asked Mr. Kalczynski to explain the breadth of his role as the Director of the Townsend.

Mr. Kalczynski replied:

- The Townsend's valet services are provided by a subcontractor, not an employee of the Townsend. Given that, Mr. Kalczynski does not direct the Manager of Valet Services to attend City meetings.
- The aforementioned media campaign was at the behest of the owner of the Townsend, and Mr. Kalczynski was not involved.

Mr. Hohendorf reiterated that Mr. Kalczynski receiving a bonus contingent on the Townsend's performance is still relevant when considering a potential conflicts-of-interest.

Mr. Kalczynski specified that the Townsend's operating partner, David Sillman, was the one who retained the services of Mort Crim Communications.

It was Mr. Hohendorf's contention that the Chair of the APC should have sought an advisory opinion from the Ethics Board from the outset regarding this matter.

Mr. Demorest introduced himself and Mr. Kalczynski, specifying that Mr. Kalczynski:

- Is on the APC to represent the parking interests of large retailers in Birmingham;
- Has served on the APC for six years; and
- Is a well-respected businessman who takes his ethical obligations very seriously.

Mr. Demorest continued:

- The issue before the APC at the meeting in question was how the parking should be structured at the Daxton, not whether the Daxton should be built.
- Neither he nor Mr. Kalczyński believed Mr. Kalczyński had a conflict of interest as defined by City ordinances, nor does Mr. Kalczyński have a direct financial interest in whether another hotel opens in Birmingham.
- Subsection Nine of the Ethics Ordinance acknowledges the fact that members of various boards and committees may have interests that must be taken into consideration, and "It is recognized that various Board and Committees are part of the plan of government for the City. As such it is further recognized that by virtue of the requirements for membership for the Board, a member may be placed in the position of participating in a decision that may directly or indirectly affect his or her financial or personal interests. Therefore those members of various Board and Committees in the City, as they may be established from time to time, may participate in such decisions if they act in the furtherance of the public good, in compliance with the duties of the Board, and in a manner consistent with Subsection Eight."
- Subsection Eight talks about a City official using his or her position to gain some measure of privilege, consideration, exemption, and/or advantage.
- Mr. Kalczyński's expertise in the parking issues that arise for existing Birmingham businesses is why Mr. Kalczyński was chosen for the APC, and additionally Mr. Kalczyński has knowledge of Birmingham parking issues as a resident.
- Mr. Demorest and Mr. Kalczyński do not believe the Ethics Ordinance requires Mr. Kalczyński to have recused himself. Additionally, the Chair of the APC is a lawyer who advised Mr. Kalczyński that he did not have to recuse himself, especially because Mr. Kalczyński's input was desired by the APC.
- Mr. Kalczyński and Mr. Demorest remain interested in the Ethics Board's ruling.

Mr. Hohendorf had no further questions for Mr. Kalczyński or statements at this time.

Mr. Kalczyński replied to Mr. Demorest, explaining that Mr. Kalczyński:

- Joined the APC when he took over from the previous Managing Director at the Townsend. Mr. Kalczyński was in the process of becoming a resident of Birmingham and wanted to be involved in the City's civic life. Mr. Kalczyński joined the APC in September 2012.
- Had not seen any other business relating to hotels in front of the APC during his tenure on the board.

In continuing to respond to Mr. Demorest, Mr. Kalczyński recalled:

- The Daxton's attorney questioning whether Mr. Kalczyński should recuse himself during the APC's discussion of the Daxton's valet services.
- The Chair of the APC at the time stating that requesting Mr. Kalczyński's recusal was "preposterous", or something to that effect, because every member of every board has various interests regarding what transpires in Birmingham.
- The subsequent Chair of the APC agreed with the previous Chair's conclusions regarding Mr. Kalczyński's recusal being unnecessary.

- That the APC meeting in question explored the issue of valet service utilizing seven or eight parking spaces on South Old Woodward, and the traffic congestion that might occur as a result at the corner of South Old Woodward and Brown Street. There are currently 2,500 - 3,000 people on a waiting list for parking in Birmingham, and the APC was being asked to advise the Commission to remove those seven or eight spaces on South Old Woodward to make room for the Daxton's valet services.
- Mr. Kalczynski voted "nay" on the issue, but the whole discussion proceeded fairly.
- When the Commission reviewed the APC's recommendation to allow the removal of those seven or eight spaces on South Old Woodward, the Commission disagreed with the recommendation² and asked the Planning Board to explore the issue further.

Mr. Kalczynski stated that he:

- Neither benefited from his nay vote, nor expected to benefit from his nay vote.
- Would like to continue serving on the APC.
- Is very upset to be at this point and takes his ethical commitments very seriously.

Mr. Kalczynski clarified for Ms. Fierro-Share that:

- The members of the APC are all citizens of Birmingham who were looking to expand their civic involvement.
- At least two APC members are business owners who have had concerns regarding parking within Birmingham.
- He likely has the most direct experience with Birmingham parking issues due to the nature of his position at the Townsend.

Mr. Kalczynski told Mr. Robb that:

- The Townsend took no public position on the matter of the Daxton's parking.
- No one on the APC raised the issue of a potential conflict of interest regarding the matter.
- No motion was raised at the APC meeting regarding whether Mr. Kalczynski may have had a conflict of interest.
- Any new hotel in Birmingham would be a competitor to the Townsend.
- While Mr. Kalczynski understands the perception of a conflict of interest, that is not the reality.

Mr. Robb noted that perceptions of conflict of interest are part of the Ethics Ordinance, though actual conflict of interest is also a factor, so the issue remains complex.

In response to Chairperson Schrot, Mr. Kalczynski said:

- The APC had discussions about the possibility of removing street parking spaces for condominiums on Frank Street.
- The Townsend currently pays for some on-street parking spaces on Merrill that are used to conduct valet services. Mr. Kalczynski was aware of this at the time of the APC's vote regarding the Daxton.
- Valet service is most important to the Townsend Hotel during large events.

² *As amended at the October 8, 2018 meeting.*

- Residents have said the City is in “crisis mode” with parking, and residents’ concerns about parking have not improved since last year.
- He would have no problem if the Townsend had to relinquish its reserved spaces to help reduce the parking demand in Birmingham.
- He was not encouraged to join the APC by his employer.
- He has not learned any information since the vote that would have caused him to change his vote.
- He requested guidance on what types of businesses should be considered competitors of the Townsend and therefore more liable to bring up conflict of interest questions.
- He was aware of the local media coverage of perceived conflicts between the Townsend and the Daxton, and a reporter must have come up with the headline “Hotel Wars” in order to push an agenda.
- His role on the APC is to make recommendations, along with his fellow board members, to the City Commission regarding parking issues.
- He signed an Ethics document upon his appointment to the APC that said he was ethically bound to do the right thing.
- He had not read the Ethics Ordinance. He was aware of the Ethics Board. He has never participated in any ethics training offered by Birmingham.
- The Chairperson of the APC, to Mr. Kalczynski’s knowledge, had never advised Mr. Kalczynski or any of the other APC members of the Ethics Ordinance.
- Mr. Kalczynski is now aware of the Ethics Board’s advisory opinion concerning recusal, but was not at the time of the vote.

Mr. Kalczynski confirmed for Mr. Robb that:

- The Chair of the APC did not advise APC members that Birmingham provides ethics training.
- The title of ‘Managing Director’ means Mr. Kalczynski is the director of hotel operations at the Townsend.

Mr. Hohendorf noted:

- That despite Mr. Kalczynski’s statement that he was not aware of Birmingham’s Ethics Ordinance, the ethics agreement he signed upon his appointment to the APC states, “I have read and understand the Code of Ethics of the City of Birmingham.”
- The Daxton Hotel, in terms of quality, would be a direct competitor to the Townsend Hotel.
- That as far as he understood, two or three City Commissioners opined that Mr. Kalczynski should not vote on issues of parking regarding the Daxton Hotel.
- This problem could have been avoided since, even without Mr. Kalczynski’s vote, there was a quorum at the APC meeting in question.

Mr. Kalczynski said he was not aware of any City Commissioners suggesting he should not participate in the vote. He was only aware that the Chair of the APC encouraged Mr. Kalczynski to vote.

Neither Mr. Demorest or Mr. Hohendorf had further questions.

Chairperson Schrot called for closing statements.

Mr. Hohendorf said he would like to see the City periodically remind all City board and committee members about the Ethics Ordinance and their obligations to uphold it.

Mr. Demorest said:

- Mr. Kalczynski explained his reason for participating in the APC vote.
- He believes Mr. Kalczynski's participation in the APC vote is consistent with Birmingham's Ethics Ordinance. Mr. Kalczynski participated in the vote in good faith, and with the public good in mind.
- The Ethics Board must consider how far the expectation of recusal would go for perceived conflicts-of-interest. For instance, because the Townsend has a bar, should Mr. Kalczynski be expected to recuse himself from bar parking discussions as well?
- The use at Brown and Woodward will be more intense than what was previously there, which was one reason for Mr. Kalczynski's nay vote.

Mr. Kalczynski confirmed that his membership on the APC is as a representative of large retail within Birmingham.

Chairperson Schrot closed the proofs at 5:22 p.m. and commenced deliberation.

Mr. Robb said:

- The APC Chair's statement that there was no potential conflict of interest with this vote was preposterous.
- The Ethics Board has done a few different presentations covering topics such as the Ethics Ordinance, FOIA, the Open Meetings Act, parliamentary procedure and the differences between ethics and morals.
- In reply to Mr. Hohendorf, Mr. Robb noted the Ethics Board has offered these presentations three times.
- Mr. Robb is disheartened that at least one of Birmingham's volunteer committees has not seen fit to take advantage of the aforementioned presentations.
- While the question had not been raised, for purposes of confirming the jurisdiction of these ordinances, Mr. Kalczynski is considered a City official in his ~~capa~~City capacity³ as a member of the APC.
- He ~~He~~⁴ agrees with Chairperson Schrot that the Ethics Ordinance boils down to being a conflict of interest ordinance.
- Sections (9) and (10) of Section of 2-324 seem to be the sections most relevant to the matter at hand. Section (10) summarizes whether there is a conflict of interest. Mr. Robb read Sections 8, 9, and 10 aloud.
- Mr. Robb emphasized that:
 - The text of 10a states that one's interest has to be adverse to the public interest in proper performance of one's duties.
 - The text of 10b requires a City official to derive direct monetary gain or suffer direct monetary loss by reason of official activity, which Mr. Robb reasoned was unlikely as far as Mr. Kalczynski and the Daxton.
 - He did not see any other prohibited interest.

Ms. Fierro-Share said:

³ As amended at the October 8, 2018 meeting.

⁴ As amended at the October 8, 2018 meeting.

- It is a thin line because the boards seek people with expertise, and that expertise may sometimes interact with an issue which comes before the board. Therefore, the onus is on board members to make sure they are proceeding in the public interest.
- The sections of the Ethics Ordinance that Mr. Robb cited seem to be the most relevant to the situation.
- Mr. Kalczynski seems to have been acting in good faith when he chose to vote in his role as a large retail representative on the APC.

Chairperson Schrot stated for the record that the Ethics Board is required to furnish a written opinion, that fifteen years of written Ethics Board opinions are on the City website, and that the Board should discuss developing an index so people can browse the opinions for reference.

Chairperson Schrot noted:

- The Code of Ordinances (Code) in Sec. 2-320 sets minimum standards for ethical conduct; and
- The code in Sec. 2-321 enjoins officials to avoid official conduct which may tend to undermine respect for City officials, employees, and for the City as an institution.
- Mr. Hohendorf's primary concern seems to be public perception of a conflict of interest.
- The following sections ~~as having~~⁵ bearing on this case: the definitions of financial interest, personal interest, or private gain in Sec. 2-322 and the responsibility to disclose described in Sec. 2-324, specifically highlighting 2-324 (a)(2) and 2-324 (b).
- Two leading citizens are present in this meeting, this may be a policy issue, and additional training may be necessary for City officials.
- Public officials have lives outside their work, these conflicts will arise, and will require analysis.
- It was his understanding that the previously written Ethics Board opinion regarding recusal would be disseminated among all the Boards and Commission members, but it does not seem it has.
- The goals here are to:
 - Determine if there was a violation of the Ethics Ordinance in this case; and,
 - Make sure, if this is considered 'actually, apparently, or potentially' a conflict of interest issue, that it does not occur again within City boards or commissions in the future in order to maintain public trust and the integrity of government.

Mr. Demorest confirmed that Mr. Kalczynski would be well-served by having an advisory opinion from the Ethics Board and would request one if Mr. Hohendorf were to withdraw his complaint.

Mr. Robb said Mr. Hohendorf seemed to have brought this issue before the Ethics Board in good faith and that it was appropriate for him to bring it up.

⁵ *As amended at the October 8, 2018 meeting.*

Mr. Hohendorf said that if a citizen had been able to request an advisory opinion, he would have taken that route instead. Mr. Hohendorf continued that he would be comfortable withdrawing the formal complaint if there was a way to have an advisory opinion issued.

Chairperson Schrot said he did not believe this comes under rule 205 of the Ethic Board's procedures, so procedurally the Board would need a dismissal and then a request.

Mr. Robb said he tentatively, sticking close to the facts, did not believe there was a violation. Ms. Fierro-Share and Chairperson Schrot agreed.

Mr. Hohendorf was advised by the Board that he was under no obligation to dismiss the complaint and that the Board was ready, willing and able to consider the complaint should that be Mr. Hohendorf's preference.

Mr. Hohendorf reiterated that, had he been able to receive an advisory opinion without filing a complaint, that would have been his preference.

Chairperson Schrot said the Board notes Mr. Hohendorf would have preferred an advisory opinion without a formal complaint.

Mr. Demorest confirmed for Chairperson Schrot that Mr. Kalczynski requests an advisory opinion at this time.

MOTION: Motion by Mr. Robb, seconded by Chairperson Schrot:
To dismiss case 2018-001, establish case 2018-002; and, have the record as established in case 2018-001 be adopted as the record in case 2018-002, as a request for an advisory opinion with the stipulation that the opinion for 2018-002 will look at the conduct that was part of the complaint in 2018-001, as well as giving advice for the future regarding this issue.

VOTE:	Yeas,	3
	Nays,	0
	Absent,	0

Mr. Robb called for proofs for 2018-002.

Mr. Demorest said he had nothing further to add as long as the previous statements were considered.

City Attorney Currier said the Board may wish to consider the City Commission minutes from May 14, 2018 where this matter was discussed because the landscape changed from when Mr. Kalczynski viewed this as part of the APC in August. City Attorney Currier further specified that during the May 14, 2018 meeting, Mr. Carson, as a representative for the Townsend, came before the Commission to object to some of the aspects of the Daxton. While this would not have any bearing on Mr. Kalczynski's involvement in the matter, it may have bearing on the Ethics Board's opinion for how conflict of interest issues should be handled in the future since the Townsend is taking a more active role in conversations regarding the Daxton.

Mr. Kalczynski said that he believes there are two members of the Planning Board who are architects for a new hotel. He asked if members of other Boards are allowed to speak to each other about issues outside of meetings.

Mr. Kalczynski was told that members of other Boards do likely socialize outside of meetings, as long as those gatherings do not reach a quorum.

Ms. Fierro-Share noted that:

- Mr. Carson appeared before the City Commission to speak on the topic of a liquor license at the Daxton;
- Parking came up heavily during the meeting as well; and,
- Mr. Kalczynski was in the audience of that meeting.

Mr. Kalczynski said he was not aware of any other Townsend employees on Birmingham boards or commissions.

City Attorney Carrier advised the Ethics Board that the May 14, 2018 Commission meeting minutes may or may not be relevant to their consideration, but he wanted to make sure they were aware of the Townsend's appearance at said meeting in regards to the Daxton.

The Ethics Board agreed:

- To look at the May 14, 2018 Commission meeting minutes.
- To provide some preliminary guidance for Mr. Kalczynski so he knows how to proceed prior to the Ethic Board's written opinion becoming available.

Chairperson Schrot recommended Mr. Kalczynski:

- Read the Birmingham Ethics Ordinance;
- Review the "Food for Thought" video that is available online; and,
- Read the opinions regarding recusal -- opinion 2003-03 and 2012-01.

Mr. Robb agreed with Chairperson Schrot and continued that:

- If there is an intra-Board dispute regarding a potential conflict of interest, it can be referred to the Ethics Board immediately as a referred question of disqualification. Then the Ethics Board can clarify whether a disqualifying conflict exists.
- Mr. Kalczynski must recuse himself from issues regarding the Townsend parking which come before the APC.
- Whenever an issue is brought before the APC, Mr. Kalczynski should go through the expectations of the Ethics Ordinance to make sure he is in line, or address the question with the Chair of the APC should that need arise.

Mr. Hohendorf noted that the ordinance recommends the Chair of a board anticipate a potential conflict and be proactive in addressing it.

Chairperson Schrot said:

- Prior to meetings, Board Chairs should reach out to the Ethics Board if the possibility of a conflict of interest is on the horizon. Then the Ethics Board will be able to issue an advisory opinion or a referred question of disqualification.
- Mr. Kalczynski is on notice that there is public perception of a direct competitor relationship between the Townsend and the Daxton.

- Mr. Kalczynski did not make sufficient full disclosure as required by the Ethics Ordinance.
- The Chair of the APC should not have made the call regarding a potential conflict of interest, and ultimately responsibility rests with the individual with the potential conflict of interest.
- "Often public officials honestly believe they are not being duly influenced by their personal stake in an issue. To the contrary, they may feel that their interest in the matter gives them a special insight into a subject. They may argue that they understand the problems of a downtown business because they own or manage one. Nevertheless it is very difficult for individuals to determine whether they are being fair where their self-interest is involved. Therefore the Ethics Ordinance prevents such partiality. The Ordinance is aimed at the perception, as well as the reality, that a public official's personal interest may influence a decision. Even the appearance of impropriety undermines the public's trust that the process is fair. A public official is not absolved of his or her responsibility merely by being transparent about his or her stake in an issue. It is insufficient to make conflicts public. They must remove themselves from the decision-making process altogether. This includes discussion as well as voting. Abstention is only half of the requirement."

Ms. Fierro-Share left the meeting at 6:16 pm.

Chairperson Schrot continued:

- Mr. Kalczynski should determine his participation on a case-by-case basis. For instance, if his recusal would result in a lack of quorum, his participation may be more strongly weighted towards being in the public interest.
- Volunteer board members offer a significant service to the community, and tend to not have an appreciation of when the public may perceive a City official as engaging in a financial conflict of interest, a private conflict of interest, or private gain. This is why public officials sacrifice their private interest during their Board service. Public officials wear two hats because their private conduct is still a consideration, and public service must be prioritized over private interests.
- The public is not always right, but the purpose of having ethics in government is to instill trust in all government leadership. Government then serves as an example of integrity, which influences other individuals and their personal lives.
- Public officials, therefore, cannot and should not take certain risks. Regardless of what role one is filling on a Board, all members of a Board tend to have familiarity with the issues, and must trust the other Board members' expertise.

Mr. Robb said Opinion 2012-01 addressed the perception that recusal was happening too frequently. It must be considered that a recusal deprives the citizens of that board member's expertise. At the same time, it must be considered whether there may be a conflict, or the perception of conflict, for a board member vis-a-vis an issue coming before their board. If that is the case, the board member's continued participation in the decision risks undermining the public's trust in the decision.

Chairperson Schrot noted that in the 2012-01 case, it was made clear that a board member must give full disclosure regarding a potential conflict of interest, and that conflict of interest concern may be challenged by other members of the board.

MOTION: Motion by Mr. Robb, seconded by Chairperson Schrot:

To close, with the inclusion of the May 14, 2018 Commission meeting minutes, the proofs for 2018-002. (*Appended to these minutes as Attachment A*)

VOTE: Yeas, 2
 Nays, 0
 Absent, 1 (Fierro-Share)

The initial draft of the opinion was assigned to Chairperson Schrot.

APPROVAL OF MINUTES OF JULY 17, 2017

MOTION: Motion by Mr. Robb, supported by Chairperson Schrot:
To approve the minutes of July 17, 2017 as amended.

VOTE: Yeas, 2
 Nays, None
 Absent, 1 (Fierro-Share)

VI. PUBLIC COMMENT
None.

VII. ADJOURN
The meeting was adjourned at 6:37 p.m.

J. Cherilynn Mynsberge, City Clerk