

PRESENTATION TO JOINT COMMITTEE MEMBERS OF
VENANGO TECHNOLOGY CENTER

I. ROLE OF THE JOINT COMMITTEE AND ROLE OF THE EXECUTIVE DIRECTOR.

- A. Similar to the role of a board of directors of a corporation, the joint committee's role is to provide vision and set policy for Venango Technology Center (hereinafter referred to as "VTC") . . . where does the joint committee want the VTC to be in a year? Five years?
- B. It is the role of the joint committee to govern and it is the role of the executive director to manage. Governance means that the joint committee sets forth the expectations for the VTC. The joint committee accomplishes this task by creating a plan or vision for the VTC - - what does the joint committee want the VTC to accomplish in terms of goals in the next year, the next five years, and so forth. In the creation and execution of this plan or vision, the joint committee, in conjunction with the executive director, must develop a strategy to implement the plan.
- C. In contrast to governance, management involves conducting the day-to-day operations of the VTC.
- D. Joint committee members should ask questions and express their opinions, but should avoid becoming involved in the day-to-day operations of the VTC – that is the responsibility of the executive director.
- E. It is understandable that the joint committee members want to become involved in the decision-making process of the executive director because of the desire to be part of the final decisions to be made, the desire to be helpful to the executive director, and the desire to be engaged in all aspects of the operations of the VTC. However, joint committee members should refrain from being involved in the decision-making process of the executive director.
- F. The joint committee is relying on the executive director's training, experience, and judgment to make the proper decisions without interference or "second guessing" by joint committee members. If decisions made by the executive director were "second guessed" by joint committee members, it would undermine the executive director's authority. In other words, parents, students, and employees of VTC would not view the executive director's decisions in various matters as being final, and therefore, would not respect them with the result that a parent or an employee, who was unhappy with the executive director's decision would contact a member or members of the joint committee to reverse or alter the executive director's decision. This type of behavior would result in the disruption

of the operations of VTC since the executive director would not have the authority to make a final decision on any issue.

- G. In handling student and employee issues, the executive director may not be in a position to reveal certain aspects of her/his decision-making process. Employees of VTC as well as students have due process rights, which must be protected.
- H. If a joint committee member does not agree with the executive director's decision, the member has the right to discuss the decision with the executive director. During this discussion, a joint committee member can express his or her opinion that he or she believes the executive director's decision was incorrect and provide reasons for this opinion.

II. BOARDSMANSHIP.

- A. With ten members, it is expected that there will be disagreement on various issues. Disagreement is important in terms of achieving the best result for VTC and its students. However, joint committee members should adopt the motto - - "Agree to disagree, but not be disagreeable."
- B. Do not make promises that you cannot keep. Remember you are one of ten joint committee members and your fellow members may not view the issue and/or the possible solution to the problem as you do.
- C. Follow the chain of command - - do not try to resolve issues on your own.

III. MEETINGS.

- A. Joint committee members can participate in joint committee meetings by speaker telephone if two conditions are satisfied. The first condition is that the joint committee members in attendance at the meeting and the public in attendance at the meeting must be able to hear the member's comments and votes and the member must be able to hear everyone in the meeting room.
- B. It is the duty of all joint committee members to vote on motions before them. However, a joint committee member must abstain from voting on a motion, which would result in a conflict of interest for that member.

IV. AGENDAS.

- A. Agendas must list each matter of VTC's business that will or may be the subject of deliberation or official action at the meeting. The agenda must be posted no later than 24 hours in advance of the time of the convening of the meeting. The agenda is to be posted on VTC's website, at the location of the meeting, and at the main office of VTC. Also, copies of the agenda are to be made available to attendees of the meeting. The posting and agenda obligations pertain to all the

committee meetings of the joint committee and all regular and special meetings of the joint committee.

B. Official action at a meeting is limited to those items included on an agenda except:

1. Emergency business – involving a real or potential emergency involving a clear and present danger to life or property;
2. Business arising within 24 hours before a meeting that is de minimis and does not involve the expenditure of funds or entering into a contract or agreement;
3. Business brought up during a meeting by a resident or taxpayer that is either de minimis (in which case, the joint committee can take action on it during the meeting) or is referred for research or inclusion in a future meeting's agenda.

C. If official action is to be taken under one of the three exceptions set forth above, VTC must follow this procedure:

1. Announce the reason for the amendment or amendments to the agenda.
2. Amend the agenda by majority vote of the joint committee members present and voting.
3. Post the amended agenda on VTC's website and at VTC's administration building no later than the first business day following the meeting. The new item should be clearly identified on the agenda.
4. Include in the minutes, the substance of the matter added to the agenda, the vote taken on the addition to the agenda, and the announced reasons for the addition to the agenda.

V. SUNSHINE ACT.

A. Official action and deliberations of an agency (defined as including VTC) must be held at a meeting open to the public.

1. The term "agency" in the Sunshine Act means the joint committee and all committees of the joint committee, which are authorized by the joint committee to take official action or render advice on matters of business of the joint committee.
2. Public notice must be given for all meetings of VTC, including committee meetings. Notice of the first regular meeting of each calendar year and a schedule of the remaining regular meetings for the calendar year must be given. Notice of special meetings must be given at least 24 hours in

advance of the announcement of the special meeting. The purpose of the special meeting must be set forth in the public notice of the special meeting.

3. Warning - - emails among joint committee members to discuss VTC business may constitute a meeting under the Sunshine Act.

B. Public Comment.

1. The Sunshine Act requires VTC to provide an opportunity at its meetings for residents or taxpayers of the VTC to comment on matters involving the VTC.
2. Individual joint committee members should not respond to public comment. Any response to public comment should be made by either the executive director or the chairperson of the joint committee at a later date.
3. There is no provision in the Sunshine Act as to the length of public comment. The Sunshine Act sets forth that a “reasonable opportunity” be provided for public comment.

C. Executive Sessions.

1. Executive sessions involve confidential discussions among joint committee members. It is critical that the confidentiality of the discussions in executive sessions be observed by all joint committee members.
2. Reason or reasons for an executive session must be announced at a public meeting.
3. An executive session may be held during an open meeting, at the conclusion of an open meeting, or may be announced for a future time. If the executive session is not announced for a future specific time, members of the joint committee shall be notified at least twenty-four (24) hours in advance of the date, time, location, and purpose of the executive session.
4. No official action can be taken at an executive session.
5. Reasons for an executive session.
 - (i) To discuss personnel issues.
 - (ii) To hold information, strategy and negotiating sessions related to a collective bargaining agreement or issues pertaining to labor relations or arbitration.
 - (iii) To consider the purchase or lease of real property.

- (iv) To consult with an attorney or other professional advisor regarding issues involving litigation or with issues in which identifiable complaints are expected to be filed.
- (v) To review and discuss information, which, if conducted in public, would violate a lawful privilege or disclose confidential information.
- (vi) To review and discuss certain public safety issues if disclosure of the information discussed would be reasonably likely to jeopardize or threaten public safety, preparedness or public protection.

VI. PUBLIC OFFICIAL AND EMPLOYEE ETHICS ACT (ETHICS ACT).

- A. Statement of Financial Interests must be filed by May 1 of each year and by May 1 of the year after a joint committee member leaves his or her position as a member.
- B. The Ethics Act defines the term "conflict of interest" as "[U]se by a public official or public employee of the authority of his office or employment or any confidential information received through his holding public office or employment for the private pecuniary benefit of himself, a member of his immediate family or a business with which he or a member of his immediate family is associated. The term does not include an action having a de minimis economic impact or which affects to the same degree a class consisting of the general public or a subclass consisting of an industry, occupation or other group which includes the public official or public employee, a member of his immediate family or a business with which he or a member of his immediate family is associated." A joint committee member is a public official.
 - 1. The term "immediate family" means a parent, spouse, child, brother or sister. A de minimis economic impact means an economic consequence which has an insignificant effect.
 - 2. The Ethics Act also provides that "[N]o public official or public employee or his spouse or child or any business in which the person or his spouse or child is associated shall enter into any contract valued at \$500 or more with the governmental body with which the public official or public employee is associated or any subcontract valued at \$500 or more with any person who has been awarded a contract with the governmental body with which the public official or public employee is associated, unless the contract has been awarded through an open and public process, including prior public notice and subsequent public disclosure of all proposals considered and contracts awarded. In such a case, the public official or public employee shall not have any supervisory or overall responsibility for the implementation or administration of the contract."

3. When a voting conflict arises with a joint committee member, the Ethics Act provides that the joint committee member “shall abstain from voting and, prior to the vote being taken, publicly announce and disclose the nature of his interest as of public record in a written memorandum filed with the person responsible for recording the minutes of the meeting at which the vote is taken . . .”

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