



Andy Beshear
Governor

Jaime Link
Education and Labor Cabinet Secretary

Bylaws (Adhoc) Committee **Minutes**

September 19th, 2023
01:00pm – 02:00pm
Zoom
Meeting ID: 859 0900 3909

Members Present: Chair, Katie Wolf Whaley, Vice Chair, Morgan Turner, Diana Merzweiler, Tal Curry, Amanda Owen

Members Absent: Jeff Edwards

Staff Present: Kentucky Office of Vocational Rehabilitation (KYOVR) Administrator, Nanci Howard, KYOVR Administrative Specialist, Pepper Caudill

Staff Absent: KYOVR Staff Assistant, Betty Whittaker

Guest(s) Present: None

Welcome, Introductions and Agenda Review:

The meeting was opened and Chair, Katie Wolf Whaley asked Administrator, Nanci Howard if there were any members that were not going to be able to attend. Nanci replied that Vice Chair, Morgan Turner and Member, Jeff Edwards had not responded to the invite however she expected Morgan to attend as he was in attendance at the Executive Committee meeting that was held moments prior. Nanci went on to explain that the conversation that began in the Executive Committee meeting could continue and that she had shared with Katie, legal representative, Dondra Meredith's responses to questions brought forth in that meeting. Dondra's response was summarized to say that the council can amend its bylaws at any time as long as it follows its rules when taking a vote and because the bylaws are basically silent right now, they can be created to work how the council wants them to. The meeting was turned over to Chair, Katie Wolf Whaley to lead discussions.

Chair Report:

Chair Katie Wolf Whaley began by stating that she had looked over what Administrator, Nanci Howard had sent her from Dondra and although the draft of bylaws does stipulate having quorum at the council meetings it does not use the word quorum anywhere when it talks about committees. Katie went on to explain that Dondra commented, if the bylaws were silent, it's probably okay to proceed with those present. Katie said, "We could be clear in the bylaws about whether you have to have a quorum or not, but right now with nothing stated, it can be read that we do not have to have a

quorum...”.

Committee Discussion:

Chair, Katie Wolf Whaley screen shared the document with the group, and they began reviewing sections together. In reviewing sections surrounding Article III – Membership, Katie asked whether the term “advisory capacity” was unclear in identifying a voting member. Member, Amanda Owen stated that in her experience with non-profit work, this term typically means advisory and does not provide voting rights and she suggested defining the roles of the members, chairs responsibilities, etc. more thoroughly. Member, Diana Merzweiler stated that in her experience, only the full board meetings follow Robert’s Rules. Katie asked what had been written in the bylaws specifically about Robert’s Rules and Administrator, Nanci Howard replied that it mentions procedure and it says meetings shall be conducted in accordance with Robert’s Rule of Order. Katie mentioned that this language is referenced in Article VI – Meetings, Parliamentary Procedure – Attendance section of the bylaws. Amanda stated that the bylaws specifically define Robert’s Rules to be followed in council meetings and suggested that it also be spelled out for committee meetings. She indicated that without defining how the committees will handle quorum and action items, then it could be assumed that they are following Robert’s Rules. She also suggested adding language to specify that committees do not need to meet a certain quorum or have formal motions and specifying that the committees serve in the capacity of discussion, to propose action items to the council to be voted on or for further consideration. Administrator, Nanci Howard and Katie agreed with Amanda and Katie provided an overview of the discussion to member, Tal Curry as he had joined the meeting a bit later and asked for his input. Tal stated that he wants the council to run as efficiently as possible and suggested that Robert’s Rules not be used in committee meetings. He suggested instead having consensus or modified consensus used for committee meetings. Katie discussed with the group, if there could be legal language added to specify that chairpersons are responsible to run meetings, manage discussions and make decisions upon consensus, at committee meetings. Members, Amanda Owen, Diana Merzweiler, Tal Curry and Administrative Specialist, Pepper Caudill provided input to assist Katie in formulating number seven of Article VII – Committees, which stated; “7. Meetings shall be led by the chair with action items brought to the full council upon modified consensus of those present at the meeting.”. Diana Merzweiler asked Katie if the bylaws language would allow meeting attendees to turn cameras off during the meetings since they are not following Robert’s Rules and there was discussion regarding this matter. It was implied that the requirement of having the cameras turned on during the meetings may be to blame for committee meetings not having adequate participation. Pepper Caudill provided insight to this matter by explaining the most recent guidance update she had received from the Cabinet Legal Representative, stated that these meetings are open to the public so anyone can attend whether they have their camera on or not however if they cannot be seen on camera, they cannot participate in discussions. This guidance can be referenced as part of the Open Meetings Act legislation. Amanda Owen made the suggestion that although a member was unable to participate in discussions during the meeting, because their cameras were turned off, they could still email the Chair as to what their thoughts or concerns were, after the meeting. She stated that insight shared during the meetings could not be truly authenticated without the cameras being on. Katie began screen sharing a document titled “It’s Okay to Keep the Camera Off!” and Tal Curry provided comment regarding this matter. He stated that although he agreed to the legislation from a legal standpoint, “I do want to point out that from a best practice standpoint in creating inclusive virtual meetings, ...this is not inclusive, what we’re talking about and we were just at an inclusive workforce summit this last week and one of the resources that I found and actually plan on sending to board and boards and commissions is this because ... we are not being disability friendly and you can see why some of the things that you all discussed but also the fact that... being on camera is difficult for many practical reasons too, but I just shared this article as a or note, so you all could see this from disability in who presented it the last training last week.” Pepper Caudill stated that she had recalled this

information being discussed in prior meetings and she reiterated that the most recent legal guidance that had been provided on this matter stated that presently there are two attendance options offered for meetings. The preferred option being the in-person option and the alternative option being the hybrid/virtual option which is offered for people who could not make it to the venue. However, just as someone could be seen or heard at all times while attending in-person those same rules apply to the virtual attendees and there's no way of getting around that. Tal shared a personal experience pertaining to this matter and expressed his frustration with the legislation. He expressed "the reality is we are not disability friendly by following this and ... it's a problem." Katie stated, "...as far as I know, we have not had anyone who identifies as having a disability request to have cameras off as a reasonable modifications, policy and practice. Have you? And was it allowed to be granted as a reasonable modification to policy and practice under the ADA and public accommodation law. Cause that's where I think it could come into play if someone were on the basis of disability to say, I am requesting a reasonable modification." Tal stated that although he has had the request, he had not gotten the chance to "push it that far". He went on to explain "...I think it's wonderful though VR stepped up to the plate, but when OVR is as involved in the meetings as they are just like KD being involved with the state advisory panel. Then you have to follow more of the procedures and guidance, and I think ... that's where you have some of the struggles, because you're right, they're gonna say you have to have your cameras on it's for open meeting record but that's ... not making the accommodations." Pepper Caudill explained the most recent guidance provided from the legal team stated that an attendee could watch and listen to the meeting without being on camera however, if an attendee wanted to participate in the discussions, they would need to have their camera on. Katie stated "If somebody were to say I am requesting to not be on camera and still participate in chat because of my disability and I am requesting a reasonable modification to policy and practice...we could take and put forward and consider granting... certainly this group would because that's federal law. I mean, I'm pulling this language from the ADA, right? I'm not making this language up. Accommodations would be workplace, reasonable modification to policy and practice would be your public accommodation title under the ADA. We would, I think, consider. I as chair would certainly consider that. That has not come forward to us, on disability? And people have been asked what kind of things they need in order to fully participate and that has not ever been brought up? Now, that wouldn't help somebody who happens to be driving to the dentist at the moment, right? That's not the same thing. But to the disability in the accessibility point, we would be open to that kind of request based upon disability if it were presented to us. And we would ask legal about it, but we know because we're the employment first council that ... sort of a thing is protected under federal law, which trumps state law. And so, I think we'd have good standing to make such a request if it were based upon a disability that is on record ... all of the things that have to be taken into consideration. So otherwise, it would be fabulous if the state law followed accessibility best practice and universal design, but it does not. Which might be something the council might want to include in its annual report. ... hybrid meetings are great, and they increase the accessibility and include reference to what you sent, Tal that might be something to bring forward in the full council meeting... is this something the council would want to consider adding into our annual report for...universal design in public meetings. And there are going to be pros and cons on both sides of this, but we could certainly... raise the disability side of it." Nanci Howard explained that no such request for accommodation had been requested and Pepper Caudill recommended the council to submit such a request for accommodation to be reviewed by the legal team to ensure the council was in compliance under the Open Meetings Act. Amanda Owen stated that she appreciated Tal advocating for some of these universal design things as they are things she had never considered. Katie gave a personal example of not requiring cameras to be turned on during her professional trainings and referenced that this scenario would be considered a "modification request" and would be treated the same as a request of a person who does not want materials in writing. She went on to give other examples of modification requests that had been granted in prior instances and mentioned that because this particular request

had not yet come through, the council presently follows state law on the matter. Katie went on to explain that everyone in attendance of the meeting should have received the Bylaws draft and that it had been vetted by Dondra Meredith (aside from the additional language that had been added during the meeting). She asked for any additional comments or questions from the group. Nanci Howard stated that she added the additional language to the “clean copy” of the bylaws draft and that she would send the copy to the group via email in the hopes of getting the document approved today so that it could be presented to the full council for review at the October quarterly meeting. Katie again called for any changes or questions to the potential final draft of the document. Amanda Owen stated that she was comfortable to move forward. Diana Merzweiler and Tal Curry stated that they were good to move forward. Morgan Turner stated that he did not have anything else to add. Katie commented “Can you live with these bylaws and publicly support them when presented to the full council on October the thirteenth, whether in person or on camera in a hybrid meeting? Tal says yes, Amanda said yes. Morgan says yes. Diana says yes. I am in support.” She then asked Nanci or Pepper if they had any comment or changes and Nanci stated her only concerns were the committee quorums and thanked the group for hashing out the details. Katie mentioned that the attendance of full meetings, strong encouragement to attend committee meetings and responding to the doodle poll requests could still be discussed at the council meeting. There was discussion amongst the group regarding the submission of doodle polls and the differences of the interface between PC and mobile app. Tal Curry expressed his frustration with the doodle poll options and suggested that only 5-10 options be presented for choices. Katie Wolf Whaley agreed with this suggestion. Nanci Howard asked the group if they were aware of another platform that was more user friendly and could be used in place of doodle poll however no other options were offered. Diana Merzweiler suggested that the committees set recurring standing appointments to offer schedule consistency and alleviate the administrative burden of scheduling meetings with multiple people on different schedules. Tal and Pepper expressed favor to Diana’s suggestion. Nanci thanked everyone for their input. She went on to explain that a copy of the bylaws, agenda, state plan and committee reports would be sent out to all council members prior to the October meeting. Katie asked that Nanci request any comments or questions from the council members, regarding the bylaws be sent to her and Nanci via email, prior to the October meeting so that responses could be prepared. She went on to say that of course comments or questions would still be welcomed at the meeting. Pepper Caudill asked the committee to clarify the minutes approval and committee meeting adjournment process and there was brief discussion on this matter. It was determined that the minutes would still be prepared for committee meetings and sent to members for reference however they would not be approved during committee meetings and would be approved by the full council as part of each committee report at the quarterly meetings. It was also determined that formal adjournment or other formalities pertaining to Robert’s Rules would not be enforced during committee meetings. Katie explained that once the Bylaws were approved by the council, the Bylaws (Adhoc) Committee would no longer be required and thanked everyone for their contributions.

Future areas of focus:

- Tal to present pdf titled “It’s Okay to Keep the Camera Off!” to full council and discuss whether this is something the council would like to add to the annual report for universal design in public meetings.
- Attendance of full meetings, strong encouragement to attend committee meetings and responding to the doodle poll requests to be discussed at the council meeting.
- Committees to discuss setting recurring standing appointments to offer schedule consistency and alleviate the administrative burden of scheduling meetings with multiple people on different schedules.
- Copies of the bylaws, agenda, state plan and committee reports to be sent out to all council members prior to the October meeting.

- Any comments or questions from the council members, regarding the bylaws be sent to Kaite and Nanci via email, prior to the October meeting so that responses could be prepared.

Action Items: None

Public Comment: None

Adjournment: N/A

Next Meeting Date:

Friday, October 13th, 2023

1:00pm – 3:00pm

Hybrid Format

Location: 500 Mero Street

1st Floor (Hearing Room)

Frankfort, KY. 40601

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