

CITY OF MEMPHIS, SHELBY COUNTY, TENNESSEE
MEMPHIS CHARTER COMMISSION MEETING
October 11, 2007

CALL TO ORDER: Commissioner George Brown called the meeting to order at 3:10 p.m. The following members of the Board, constituting a quorum, were present: Willie Brooks, George Brown Jr., Marsha Campbell, Sylvia Cox, and Myron Lowery.

Others in attendance include: Mayor Willie Herenton; Steve Townsdin, City of Memphis Sr. Assistant City Attorney; Bridgett Handy-Clay, City of Memphis, Open Record Coordinator; Professor Stephen H. Wirls, Rhodes College; Joe Saino; Citizen; Jody Callahan, Commercial Appeal; Bethany Peery, law student at the University of Memphis; among others.

MINUTES: Chairman Brown noted that copies of the minutes from the Board's meeting of August 29, and September 27, 2007 had been circulated prior to the meeting and asked if there were any changes or corrections. With no changes, the minutes from both meetings were approved as presented.

OPEN DISCUSSION: Chairman Brown noted that he, Attorney Wilkins and Professor Wirls met prior to the board meeting to discuss Memphis Light Gas & Water. He stated they are of the opinion that matters pertaining to MLGW are not ready to be presented to the Commission. Chairman Brown stated they were going to make an effort to furnish an executive summary of those matters by the next meeting. Next, he informed board members that Mayor Herenton will address them today on several issues. He noted that Mr. Saino asked to present approximately three thousand petitions asking the commission to recommend a referendum before property taxes could be raised. Chairman Brown denied the request, but indicated that the matter would be discussed later.

Commissioner Lowery asked Chairman Brown to reconsider his decision and allow Mr. Saino to address the Commissioners because he needed clarification about the petitions. Chairman Brown denied Commissioner Lowery's request for reconsideration and stated the Board should remain focused on the agenda which entailed the presentation from Mayor Willie Herenton. Chairman Brown further suggested Commissioner Lowery and Mr. Saino resume their conversation in private. Chairman Brown highlighted that it was not the board's practice to allow persons to come and engage in dialog with the commissioners without proper arrangements. Commissioner Lowery moved to overrule the Chair to be able to ask Mr. Saino questions. The motion was seconded by Commissioner Brooks but rejected by Chairman Brown who stated the motion was out of order.

Commissioner Cox asked Chairman Brown to clarify the Charter Commission's policy on open meetings and explain the basis by which the motion is out of order. Chairman Brown stated the Commission spent six months compiling information from citizens relative to proposed changes to the City's Charter and deemed it inappropriate to have citizens come before the Charter Commission and address them at this point and time. He stated the motion was out of order because Mr. Saino was not on their agenda. After much deliberation about the motion, it was decided that the board postpone their argument until the appropriate time.

OTHER BUSINESS: Chairman Brown welcomed Mayor Herenton to the meeting and congratulated him on his reelection. He stated that the Commission had held several meetings in the community to hear public views on the City's Charter and asked the Mayor to give his opinion on how the Mayor's office should function in collaboration with MLGW, Memphis City Council as well as other aspects of City government.

Mayor Herenton thanked the commissioners for inviting him to the meeting, and stated that he is in support of the Charter Commission and commended them for their ongoing efforts. The Mayor stated as a citizen, his comments may seem a little biased because he has been the mayor for sixteen years and his comments are not meant to be disrespectful to anyone. He reminded the Commission that others helped structure the current Charter into a sound governmental structure that continues to serve the citizens of Memphis very well but does need amending. He explained as Mayor and Chief Executive Officer of the City of Memphis, he has sole contracting authority to manage the affairs of local government with regard to personnel.

The Mayor stated the Charter is very clear: the legislative branch should not interfere with the operations of the executive branch. Whenever one branch steps outside its chartered role, conflicts arise. Government should have checks and balances and that is the role of the legislative body. The Mayor gave the following example of checks and balances: stating that the City's budget must be reviewed and approved by City Council and once approved, the executive branch is responsible for carrying out the management of that budget. If the budget is amended, the executive branch must go back to the City Council. Mayor Herenton stated that he believes the City Council members, by virtue of its powers has passed ordinances and resolutions that negate the City's Charter. He stated all branches of government should adhere to the Charter with integrity and once the Charter is approved by voters and adopted, no one should overrule the Charter.

As far as Memphis Light Gas & Water is concerned, the Mayor stated the only authority that he has, as it relates to MLGW, is the appointment of the President and members of the board with City Council approval. He continued with his comments, reiterating his belief that the City Council's actions relative to MLGW Board of commissioners was nonsensical. More specifically, the Council passed an ordinance that nullified the authority and the powers of the Board of Commissioners of MLGW. He noted his desire that the President and the board of MLGW be empowered to run the organization without any interference. In closing, the Mayor recognized MLGW as one of the most important entities in Memphis. The Mayor also acknowledged his belief that the City Council has often proven in some areas to have gone far beyond their legislative role and expressed

his thoughts on term limits. The Mayor stated as a citizen and as a Mayor, it does not matter if there are terms limits. Ultimately, the integrity and the efficiency of how the government operates are the things that are most important to him.

Chairman Brown thanked the Mayor and asked the commissioners if they had comments or questions. Commissioner Brooks asked the Mayor, "Once the City Council has passed a budget, what checks and balances are in place and has there been a time that the Council modified a budget that had already been approved?" The Mayor responded by indicating that once the budget is approved, the Mayor is responsible to the citizens for the expenditures; and no, he could not recall a time when the budget was modified. Commissioner Brooks sought further clarification concerning the Mayor's comment regarding the City Council nullifying MLGW's Board of director's power. The Mayor stated that the City Council has some fiduciary authority over MLGW and disagreed with a decision made by the former President and Board members. He stated that the City Council had commenced to micro-managing MLGW by diminishing the Board's authority to approve contracts within certain limitations. In addition, the Mayor stated the City Council became overly descriptive with MLGW's management by restricting the hiring of persons with a proposed salary of \$90,000 and above until approval had been given by the Memphis City Council, Mayor Herenton found this to be a misuse of authority.

Commissioner Lowery noted that the public does not want MLGW sold without a referendum and asked the Mayor what are his views on MLGW's future. Mayor Herenton explained that years ago he proposed that MLGW as a city asset be examined to determine its options. He emphasized, however, that he never recommended that it be sold. Commissioner Lowery reflected on the meeting in which the City Council took control of MLGW by means of an ordinance and asked the Mayor could he have vetoed it. The Mayor stated never in 16 years has he exercised his veto powers. Commissioner Lowery concluded his questions and asked if the mayor was in favor of consolidation. The Mayor replied yes.

In closing, Chairman Brown asked the Mayor if he would be willing to meet with the City Council and MLGW representatives on the future of MLGW. Mayor Herenton stated he would be in favor of discussion. He encouraged the commissioners to dialogue with Attorney Allan Wade because of his knowledge of the City of Memphis Charter. He also recommended to the Board that they take a look at prior court decisions concerning the Charter. Chairman Brown thanked the Mayor for coming.

After Mayor Herenton left, the discussion continued on the issue of allowing Mr. Joe Saino to speak. Chairman Brown reiterated his position that the board should not entertain Mr. Saino's request. He reminded the commissioners of the need to arrive timely in conducting the business of the Commission. A discussion followed concerning election of Commission leadership. Commissioner Lowery moved to replace Chairman Brown and nominated Willie Brooks as the new Chairman. Commissioner Cox seconded the motion. However, the matter was subsequently tabled until the October 30th meeting.

Commissioner Campbell withdrew from voting stating that she felt it was not fair to vote on the Chairman, the Secretary or the Vice Chairman position, without any prior notification to all Board members.

Chairman Brown stated the vote was not proper, although he is open to change in leadership. He emphasized the Commission should vote consistent with appropriate procedures.

ADJOURNMENT: There being no further business, Chairman Brown thanked everyone for attending and stated that the next Board meeting is on October 30, 2007 at 3:00 p.m. The meeting was adjourned at 4:50 p.m.

Respectfully Submitted

Bridgett Handy-Clay