



# Chicago Metropolitan Agency for Planning

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## MEMORANDUM

**To:** Climate Committee

**From:** CMAP Staff

**Date:** July 18, 2024

**Subject:** Amendments to CMAP Climate Committee by-laws

**Action Requested:** Approval

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### **Introduction:**

As a committee of the CMAP Board, the CMAP Climate Committee is a public body as defined by the Illinois Open Meetings Act (OMA). Per OMA, a quorum of public body members must be physically present at the location of any meeting.<sup>1</sup> Of late, the Climate Committee has struggled to achieve in-person quorum which has led to the cancelation of Committee meetings and prevented it from the timely consideration of important regional work led by CMAP. Recognizing the Committee's role in advancing the region's vision and climate goals, which includes guidance, recommendations, analysis, policy proposals, and strategic planning efforts, CMAP is proposing certain amendments to the Committee's bylaws. The proposed amendments aim to create flexibility within both Committee membership and its meeting structure while also complying with the spirit and intent of the Open Meetings Act.

Below is a brief overview of the changes presented in the redline document. This summary does not address the correction of scrivener's errors or simple clarification.

### **Section One: Committee Purpose and Duties**

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<sup>1</sup> Meetings of "public bodies," as defined in the Illinois Open Meetings Act (OMA), have certain requirements including that a quorum must be physically present at the meeting's location. 5 ILCS 120/2.01. A meeting of a public body is defined as "any gathering . . . of a majority of a quorum of the members of a public body held for the purpose of discussing public business." 5 ILCS 120/1.02. CMAP is a public body for the purposes of the Open Meetings Act, as it is a "municipal corporation . . . of this State." 5 ILCS 120/1.02; 70 ILCS 1701.15 (defining CMAP as a "political subdivision, body politic, and municipal corporation.") Committees of the CMAP Board (including the Climate Committee) can be considered "advisory bodies" to CMAP and its Board and, as such, are subject to OMA's in-person and quorum requirements. OMA was modified to allow virtual meetings during the COVID-19 pandemic, but the emergency declaration has been lifted and all public bodies are now required to meet in-person.

This section clarifies the Committee's role in informing and guiding CMAP work, recommendations, policy proposals and strategic planning efforts and specifies that the Committee is uniquely qualified to address climate-related issues, challenges and opportunities.

It clarifies that the Committee is a working committee of the CMAP Board as specified in the Board's bylaws.

## **Section 2: Committee Membership**

Currently, individuals (as opposed to the entities/organizations they represent) are appointed to the Committee which precludes the appointment of delegates and has contributed to the difficulties in complying with in-person meeting requirements. The proposed amendments seek to appoint organizations as opposed to individuals to allow for more flexibility in who can attend in-person meetings and count towards quorum. As such, it is proposed that the Committee be comprised of up to 25 Member Organizations which have the freedom of designating their own representatives to attend Committee meetings. It is hoped that this flexibility will increase both meeting attendance and participation.

Given the focus on organizations as opposed to individuals, the requirement that members cannot serve for more than two consecutive terms has been stricken. For this reason, term limits on Committee chairs have been eliminated as well.

The role of *ex-officio* members has been clarified with the changes to committee meeting structure discussed below.

## **Section 3: Committee Meetings**

The revisions to this section serve to bring Committee bylaws in line with those of the CMAP Board. Specifically, the bylaws now allow for both regular and workshop meetings. Regular meetings are formal, in-person meetings where Committee action (approval of items, etc.) takes place. Workshop meetings are less formal, allow for hybrid (or fully remote) attendance and are for informational/discussion purposes only. No formal action can be taken during a workshop meeting. Rather, they will serve as a forum for information exchange. Quorum is required only for Regular Meetings.

The purpose behind this change is to afford the Committee greater flexibility to meet and consider CMAP's work in the rapidly changing climate space. By scheduling a minimum of one regular meeting, the Committee is assured that it will be able to set the next year's calendar, approve outstanding minutes and take necessary formal actions. The flexibility created by the workshops allows the Committee to meet in a less formal fashion to consider matters as they arise. These meetings can be called by the chair and/or scheduled in advance. Given the workshop style of the meeting, individuals and entities can attend as participants, observers or subject matter experts.

From a transparency standpoint, CMAP intends to notice all Committee meetings (regular or workshop) and allow public participation. While the public will be able to attend workshop meetings, the nature and scope of their actual participation may vary depending on available time.

This section also defines quorum as a “majority of appointed Committee members” to prevent membership vacancies from hindering the achievement of quorum.