

**Town of Needham
Select Board
Special Meeting
Minutes for Friday, March 28, 2025
Via Zoom**

<https://us02web.zoom.us/j/82601013229>

1:30 p.m. Call to Order:
A Special Meeting of the Select Board was convened by Chair Kevin Keane. Those present were Vice Chair Heidi Frail, Cathy Dowd, and Joshua Levy. Myles Tucker, Support Services Manager; Katie King, Deputy Town Manager; and David Davison, Deputy Town Manager/Director of Finance, were also in attendance.

1:30 p.m. Charge and Composition of the Stephen Palmer Reuse Development Committee

Heidi Frail stated that she was interviewing volunteers for the Stephen Palmer Committee and there seemed to be an issue with conflict of interest, as volunteers cannot benefit financially in any way from their activities. The conflict seems to extend beyond the volunteers to the companies for which they work. It is unclear if the individuals can release the companies from the conflicts.

Katie King, Deputy Town Manager, explained that the interviews were paused as these questions arose. There are two sets of conflicts. First, per MGL Chapter 268A Section 19, any appointed Committee member cannot act in a matter in which they or their employer has a financial interest. If a Committee member is required from a particular industry, and the financial interest uniformly applies to the industry, there can be an exemption. Town Counsel has stated that this exemption would be unlikely to apply in this case, as the charge of the Committee is narrow within development of the site. The Board should assume this exemption would not apply, in order to consider the second ability to cure this item. Second, under Section 19, the Board can determine that the volunteer's financial interest is not so great as to be likely to affect the integrity of their service. This finding would be made of specific appointees.

Cathy Dowd asked what would happen if one of the volunteer's companies becomes interested in the project later on. Ms. King stated that the second conflict exists after the work of the Committee has concluded. In that scenario, the prohibition is under Section 18 of Chapter 268A and the volunteer, having worked on the matter, cannot ever financially benefit directly or indirectly from that work. Ultimately, it is the action of the employer that would put the person into a place of conflict. Ms. Dowd stated that this could also place mistrust in the Town's process.

Mr. Keane suggested that these members of the Committee could be non-voting. Mr. Davison noted that if there is a potential conflict with a Committee member, that person must not participate and vacate the room during the discussion on the topic. An appointed committee member, even if not voting, could still place this at jeopardy.

Mr. Levy suggested advertising for the positions while acknowledging the potential conflict of interest. Ms. Dowd suggested seeing if the expertise needed for the Committee can be obtained another way. Mr. Levy stated that this would change the composition of the Committee to be more general or ideational. He believed the Committee to be more technical than this. Ms. Frail stated that there will be a subject matter consultant on the Committee who should help to lead the charge.

Motion by Ms. Frail to change the two Committee seats to at-large seats.

Second: Ms. Dowd.

Discussion:

Ms. King noted that she spoke to Marianne Cooley who is willing to consider two at-large candidates and change the expertise from being 'required' to 'preferred.' The applicants can then determine for themselves if there is a conflict at hand.

AMENDED Motion by Ms. Frail to change the two Committee seats to at-large seats, and to change the expertise from being 'required' to 'preferred.'

Second: Mr. Levy. Unanimously approved by roll call: Levy – aye; Dowd – aye; Frail – aye; and Keane – aye; 4-0.

1:55 p.m. Adjourn:

Motion by Mr. Levy to adjourn the meeting at 1:55 p.m.

Second: Ms. Frail. Unanimously approved by roll call: Levy – aye; Dowd – aye; Frail – aye; and Keane – aye; 4-0.

A list of all documents used at this Select Board meeting is available at:
<http://www.needhamma.gov/Archive.aspx?AMID=99&Type=&ADID>

The next Special Select Board meeting is scheduled for Tuesday, April 1, 2025, at 6:00 p.m.

A video recording of <https://www.youtube.com/watch?v=0RFIUqwMIpI>
or at <https://www.needhamchannel.org/2025/03/needham-select-board-3-28-25/>.