



CHESPROCOTT HEALTH DISTRICT

1220 WATERBURY RD • CHESHIRE, CONNECTICUT 06410

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Chesprocott Board of Directors
Executive Session Meeting Minutes
Prospect Park & Recreation Dept. Room # 213
12 Center St. Prospect, CT 06712
Thursday, February 20, 2025, 5:30 pm.

Board Members Present: Lauren Backman, Chairperson; Barbara Ecke-Vice Chair; Liz Normand; Sarah Montavon; and Jim Jinks.

I. Roll Call

The roll call was taken at 5:32 p.m. and a quorum was determined to be present.

II. Motion

Motion made by L. Backman, BOD Chairperson, to disqualify and exempt Chesprocott Health District Board member, Jim Jinks, due to a Conflict of Interest and Conflict of Duty. Attachment A is the Motion.

Liz Normand seconded the Motion.

- Discussion: A robust discussion was held regarding the Motion to disqualify and exempt CHD BOD member Jim Jinks due to a conflict of interest and the conflict of Duty as was described in Attachment A. J. Jinks expressed his opinion that he did not believe his presence was in conflict of interest or conflict of duty. L. Backman explained that there were concerns that Jim Jinks has a conflict of interest and conflict of duty relating to his dual roles as Cheshire Town Councilor & CHD Board Member as it relates to the **pending claim(s) and litigation** that the BOD was proposing to discuss in Executive session. As a Town Council member, he was and/or will be involved in and privy to "fact-gathering" information, and the **final decision-making process** against the pending "Fact gathering" claim. J. Jinks raised the objection that this process was handled incorrectly, and the Board chair should have had a telephone call with him in advance of the meeting to notify him of this motion. It was explained that the entire BOD, in public session, was to discuss and vote on this motion. S. Montavon participated in the discussion asking and receiving clarification on the conflict as to the dual role as Town Council Councilor. It was also explained that any objection could be noted after the Executive session. L. Normand asked if this motion would be shared with the other Towns. It was explained that the minutes of the meeting by state statute must be posted on all Town websites. J. Jinks excused himself from the meeting.

III. Vote:

A vote was taken on the motion. All Board members present **unanimously** voted to approve the motion.

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IV. Executive Session

- A motion was made by B. Ecke to move into the executive session under **CGS 1-200(6)(B)** to discuss strategy and negotiations with respect to pending claims or pending litigation.
L Normand seconded the motion.
VOTE: Unanimous.
At 6:01 pm, the Board entered the Executive Session.

V. Public Session

The Board entered the Public Session at 7:30 pm.

- **MOTION:** With reference to the Executive Session the Board exited under C.G.S. 1-200(6)(B), a motion was made by S. Montavon that Board members L. Backman, B. Ecke, L. Normand, and S. Montavon, to draft and send letters to relevant individuals as discussed in Executive Session, for the purpose of sharing information that Board members know as it relates to the pending fact gathering & litigation claim.
The Motion was seconded by B. Ecke.
VOTE: A Vote was taken on the Motion. All Board members present **unanimously** voted to approve the motion.
- **MOTION:**
A motion was made by S. Montavon to review the emails sent by D. Miakos, which contain suggestions for language to be added to the Director of Health (DOH) job description, and to incorporate those suggestions into the updated DOH job description.
Additionally, the DOH applicant resumes would be sent to BOD members, S. Montavon and L. Normand, who would review them for the initial screening process.
The motion was seconded by B. Ecke.
VOTE: A Vote was taken on the Motion. All Board members present **unanimously** voted to approve the motion.

VI. Adjournment

A motion to adjourn was made by L. Normand and seconded by L. Backman. All Board members present **unanimously** voted to approve the motion. The meeting adjourned at 7:55 pm.

Respectfully Submitted,



Lauren A. Backman, RN, MHS, CIC®
Chairperson, Board of Directors
Chesprocott Health District

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ATTACHMENT A. Chesprocott Health District Board of Directors

Motion to Disqualify and Exempt Chesprocott Health District Board Member Jim Jinks Due to Conflict of Interest and Conflict of Duty

WHEREAS, the Board of Directors of the Chesprocott Health District recognizes the importance in maintaining the integrity, confidentiality, and impartiality of its governance, including executive sessions.

WHEREAS, The Board of Directors of the Chesprocott Health District seeks to uphold its fiduciary duties including (1) the duty of Care to the Chesprocott Health District (2) ensuring Chesprocott Health District complies with laws, regulations, and its own bylaws and (3) prioritizing the needs of the Chesprocott Health District over personal or outside interests.

WHEREAS, Jim Jinks currently serves both as a (1) member of the Chesprocott Health District Board of Directors and as a (2) member of the Cheshire Town Council.

WHEREAS, in his role as Cheshire Town Councilor, Jim Jinks has participated on behalf of the Town of Cheshire in matters related to the pending claim(s) or pending litigation to which the Chesprocott Health District Board of Directors is seeking an Executive Session pursuant to C.G.S. Sec. 1-200(6)(B).

WHEREAS, each of Jim Jinks' dual roles and responsibilities both as a (1) member of the Cheshire Town Council and (2) member of the Board of Directors require him to act in the best interest of the membership he serves. This includes the duty to be involved in and/or privy to fact-gathering information, strategic decisions, and the final decision-making process related to the pending claims to which the Chesprocott Health District Board of Directors is seeking at this meeting and will seek Executive Sessions pursuant to C.G.S. Sec. 1-200(6)(B) in the future. These duties, responsibilities, and governance are in perceived and actual conflict with each other.

WHEREAS, Jim Jinks will struggle to remain impartial if a decision benefits one entity while disadvantaging the other entity.

WHEREAS, this dual role presents both a conflict of interest and a conflict of duty, as Town Councilor Jim Jinks has legal and professional duties, responsibilities, and obligations to both (1) the Chesprocott Health District Board of Directors and (2) the Cheshire Town Council creating an inherent risk of divided loyalties and/or potential misuse of information.

WHEREAS, Jim Jinks' cannot fully uphold the duties of one position without compromising the obligations of another.

WHEREAS, the Chesprocott Health District Bylaws state, "in the event another Board [of] Director has cause to suggest an apparent or real conflict of interest exists on an issue, she/he may ask the Director to disqualify himself. Either Director may ask for a vote of the Board [of] Directors present. By the majority of the remaining Board [of] Directors the determination of an apparent or real conflict of interest should be made."

WHEREAS, the Chesprocott Health District Bylaws state, "if it is determined that a Board [of] Director has a conflict of duty, he/she will exempt her/himself from actions on both entities from the conflict of duty.

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NOW, BE IT RESOLVED that:

1. The Board affirms its commitment and duty to uphold ethical Board governance standards including preventing any actual or perceived conflicts of interest and conflicts of duty that may compromise the Board's ability to act in the best interest of Chesprocott Health District.
2. Per Chesprocott Bylaws, Board member Jim Jinks will be disqualified because of conflict of interest as it relates to the pending claims and/or pending litigation pursuant to C.G.S. Sec 1-200(B)(6).
3. Per Chesprocott Bylaws, Board member Jim Jinks will exempt himself on both entities because of said conflict of duty as it relates to the pending claims and or pending litigation pursuant to C.G.S. Sec. 1-200(B)(6).
4. Jim Jinks shall not receive information discussed in any executive sessions related to pending claims and or pending litigation pursuant to C.G.S. Sec. 1-200(B)(6) to which Jim Jink has dual interest, duties, and responsibilities as Cheshire Town Councilor and Chesprocott Health District Board member.

This motion shall take effect immediately upon vote by the majority of the remaining Chesprocott Health District Board Directors.

Submitted by: Lauren Backman, Chesprocott Health District Board Chairperson

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