



Board of Directors Meeting

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May 25, 2023

9:30 a.m.

Agenda

Board Members

Hon. Frederic N. Smalkin
Chair

Robert L. Witt, II
Secretary

Hon. Robert R. Neall
Treasurer

Dereck E. Davis
State Treasurer

Shelley L. Heller
Chair, Audit Committee

Marian C. Hwang, Esq.
Chair, HR Committee

Vacant

Charles C. Glass, Ph.D.,
P.E.
Executive Director

Call to Order	Frederic Smalkin
RSM Presentation	Valerie Coliman
Inspire Awards	Managing Directors
Approval of Minutes – April 27, 2023	Frederic Smalkin
Executive Director’s Report	Charles Glass
Agency Activity Report	Managing Directors
Financial Update	Hament Patel
Audit Committee Report	Shelley Heller
Human Resources Report	Steven Barzal
Procurement	Hattie Crosby
Procurement Items (attached)	
• Item 1: Camp Fretterd booster pump station improvements – Johnston construction Company	
• Item 2: Elk Neck State Park WWTP ENR Upgrade – Allan Myers MD, Inc.	
• Item 3: Dorsey Run WWTP upgrade – Rummel, Klepper & Kahl, LLP	
• Item 4: Cambridge WWTP ferric chloride purchase – W.K. Merriman, Inc.	
• Item 5: MES IT datacenter refresh – Dell Marketing, L.P.	
• Item 6: Back River WWTP digesters 1 & 4 – Synagro Central LLP	
• Item 7: Back River WWTP PST2 – GMH & Associates of America	
• Item 8: Prince George’s Co MRF general labor – CMT Services	
• Item 9: Masonville marsh grass planting	
Procurement Notifications	

Legal Report Sean Coleman
• Board Bylaws

Group Updates Managing Directors

New/Old Business Frederic Smalkin
• Scheduling of Executive Director's Performance Evaluation

Adjournment Frederic Smalkin

Approval after Solicitation
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
AMENDMENTS, AND CHANGE ORDERS
FOR
BOARD OF DIRECTOR'S APPROVAL

May 25, 2023

Item: 1

Type: Construction over \$200,000

Group & Division: Water/Wastewater Engineering Division

MES Contract Number: 1-23-2-30-5

Project Name: Camp Fretterd Booster Pump Station Improvements

Title/Description: Replacement of the booster pump station at Camp Fretterd Military Reservation

Procurement Method: Competitive Sealed Bid

Bids/Proposals:

Johnston Construction Company	\$866,146.00
HRI Construction LLC A/K/A M2 Construction LLC	\$895,900.00
LG Construction, Inc.	\$899,902.00
Lee Foundation Company Inc	\$932,732.00

Awarded To: Johnston Construction Company

Amount: \$866,146.00

Term: 270 calendar days

Client/Fund Source: Maryland Military Department/ Special Funds: FY 2023 PAYGO Funds (PCA #12245)

MBE Goal: 54%

Remarks: The Maryland Military Department (MMD) is currently planning an expansion of the Upper Campus within the boundaries of the Camp Fretterd Military Reservation to include a new Marine Corps Reserve Center (MCRC), and Maryland Department of Emergency Management (MDEM) building expansion. The proposed expansions require that the existing domestic water pumps at the booster pump station be upgraded to supply the combined peak domestic demands of both the MCRC and other Camp Fretterd facilities downstream of the booster station. This contract is for replacement of the existing booster pump station at Camp Fretterd Military Reservation.

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PROCUREMENTS, CONTRACTS PURCHASE ORDERS,
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May 25, 2023

Item: 2

Type: Construction over \$250,000

Group & Division: Environmental Services Group, W/WW Engineering Division

Contract Number: 1-23-2-08-5

Project Name: Elk Neck State Park WWTP ENR Upgrade

Title/Description: Replacement of the obsolete wastewater treatment plant

Procurement Method: Competitive sealed bid

Bids/Proposals:

Pact 2, LLC,	\$12,610,000
Allan Myers MD, Inc.,	\$13,183,555
Wm Schlosser Co. Inc.,	\$16,388,000
HRI Const. DBA M2 in Maryland	\$16,542,400

Awarded To: Allan Myers MD, Inc. *

Amount: \$13,183,555

Term: 548 days from Notice to Proceed

Fund Sources:

MCCBL of 2016 – MES Infrastructure Fund	\$995,092.50
Special Funds: Natural Resources Development Fund of FY 2023 – Program Open Space Item 004	\$947,907.50
MDE ENR Grant -BRNR 08.08	\$7,818,427.00
Chapter 102 (HB 201), Maryland Consolidated Capital Bond Loan - Preauthorization Act of 2024	

MBE Goal: 18.03 %

Remarks: The existing facility was constructed many decades ago and has exceeded its useful life expectancy. This treatment plant discharges into recreational water protected for shellfish harvesting, fishing, and water sports. The treatment process technology is outdated and not capable of meeting Enhanced Nutrient Removal (ENR) NPDES permit limitations. The proposed facility will meet ENR limits.

*Lowest bidder requested an MBE waiver, which was denied. The 2nd lowest bidder will be awarded the contract.

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Item: 3

Type: A/E Services over \$200,000

Group & Division: Water and Wastewater Group, Engineering Division

MES Contract Number: 1-23-2-68-3

Project Name: Dorsey wastewater treatment plant (WWTP) upgrade

Title/Description: Development of preliminary engineering report (PER)

Procurement Method: 2018 A/E Short List

Bids/Proposals: N/A

Awarded To: Rummel, Klepper & Kahl, LLP (RK&K)

Amount: \$ 257,248.48

Term: 8 Months

Client/Fund Source: Department of Public Safety & Correctional Services (DPSCS)

MBE Goal : 29%

Remarks: The Dorsey WWTP was constructed in the mid-1980s. The AE will assess the efficiency of the aging processes and the conditions of mechanical, electrical, instrumentation and control systems, architectural features and develop an engineering report recommending necessary capital improvements to be implemented. The report will also identify specific facility improvements eligible for funding by the Maryland Department of the Environment (MDE) under the Chesapeake Bay Restoration Program.

Change Order approval
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
AMENDMENTS, AND CHANGE ORDERS
FOR
BOARD OF DIRECTOR'S APPROVAL

May 25, 2023

Item: 4

Type: Supplies over \$200,000

Group & Division: Water & Wastewater Group – W/WW Operations Division

MES Contract Number: 1-21-2-24-5

Project Name: City of Cambridge WWTP

Title/Description: Ferric chloride solution 38% to Cambridge WWTP.

Original Procurement Method: Competitive Sealed Bid

Contractor: W.K. Merriman, Inc.

Original Term: April 30, 2023 (plus 2 additional option years)

Modified Term: April 30, 2024

Original Amount: \$58,779.00

Modifications to Date: \$70,342.00 - 1st Renewal Option Year

Amount of this Letter renewal 2: \$112,543.20 - 2nd Renewal Option Year

Revised Total Contract Amount: \$241,664.20

Client/Fund Source: City of Cambridge 2305-1200.6465

MBE Participation: Goal: 0%; Current Participation: N/A

Remarks: This change order is required due to the production and shipping cost increases of ferric chloride.

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Item: 5

Type: Equipment Purchase over \$200,000

Group & Division: Information Technology - Administration

MES Contract Number: REQ-0053604

Project Name: MENV | Dell - VxRail Project

Title/Description: Dell VxRail S670 Datacenter Infrastructure Refresh.

Procurement Method: Intergovernmental Cooperative (C000000005452)

Bids/Proposals: N/A

Awarded To: Dell Marketing Limited Partnership A/K/A Dell Marketing L.P.

Amount: \$338,090.44

Term: One-Time Purchase

Client/Fund Source: Overhead

MBE Goal: 0% (Sole Source off State Contract directly from manufacturer)

Remarks: To replace aging hardware that will no longer have support options available by 2024. This will refresh the data center hardware for MES and provide additional storage and reliability. This hardware facilitates all our servers and data storage.

Change Order Approval

**PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
AMENDMENTS, AND CHANGE ORDERS
FOR
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May 25, 2023**

Item: 6
Type: Services over \$200,000
Group & Division: Water and Wastewater Group – Engineering Services Division
MES Contract Number: 1-22-2-60-1
Project Name: Cleaning of High-Rate Anaerobic Digesters No's 1 and 4 – Back River Wastewater Treatment Plant
Title/Description: Additional 2,500 wet tons to be disposed from digesters and transported to Quarantine Road Sanitary Landfill
Original Procurement Method: Competitive Sealed Bid
Contractor: Synagro Central LLC
Original Term: 120 days
Modified Term: June 30, 2023
Original Amount: \$1,285,544.00 (Approved by BOD Item 2, August 10, 2022)
Modifications to Date: Change Order No. 1 – \$1,512.73
Change Order No. 2 – \$587,125.00 (Item 8, November 17, 2022)
Change Order No. 3 – No Cost Extension
Change Order No. 4 – \$686,000.00 (Item 2, February 23, 2023)

Amount of this Change Order #5: \$ 251,875.00

Revised Total Contract Amount: \$ 2,812,056.73

Client/Fund Source: Baltimore City DPW

MBE Participation: Goal 12%; Current Achievement 15.66%

Remarks: To accommodate an additional 2,500 wet tons of material to be disposed of at the City's Landfill.



Back River WWTP – Aerial View of Digestion System

Change Order approval

**PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
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FOR
BOARD OF DIRECTOR'S APPROVAL**

May 25, 2023

Item: 7

Type: Construction over \$200,000

Group & Division: Water and Wastewater Group, Engineering Services Division

MES Contract Number: 1-22-2-39-1

Project Name: Back River WWTP Clarifiers 2 & 7 Rehabilitation

Title/Description: Rebuild new center drive that was damaged when City staff flooded PST 2

Original Procurement Method: Emergency Procurement

Contractor: GMH and Associates of America

Original Term: 10 Months

Modified Term: NA

Original Amount: \$2,045,344

Modifications to Date:

CO # 1	\$53,375.00
CO # 2	\$75,156.14
CO # 3	\$34,965.00
CO # 4	\$46,735.85 (BOD Item 7, date 1/26/23)
CO # 5	\$68,444.40
CO # 6	\$62,138.07
CO # 7	<u>\$66,084.45</u>
CO totals to date	\$444,604.41

Amount of this Change Order #8: \$37,705.50

Revised Total Contract Amount: \$2,489,948.41

Client/Fund Source: Baltimore City

MBE Participation: Goal: 15%, Participation to date: 12.19%

Remarks: This work is to recondition the new center drive unit that was damaged when PST 2 was flooded by City staff.



Change Order approval
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
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May 25, 2023

Item: 8

Type: Labor Services over \$200,000

Group & Division: Environmental Operations

MES Contract Number: 1-19-4-34-5

Project Name: Prince George's County Materials Recycling Facility

Title/Description: Supply General Labor Services for Prince George's County Materials Recycling Facility

Original Procurement Method: Competitive Sealed Bid

Contractor: CMT Services

Original Term: One year contract ending 7/29/2022 with 4, one-year optional renewal years.

Modified Term: Fourth year extension - Ending July 29, 2024

Original Amount: \$1,446,208.40 (BOD Item 5, date 7/25/19)

Modifications to Date: CO#1 \$ 59,493.62 Extension
Renewal#1 \$1,482,208.40 Renewal (BOD Item 1, date 7/23/2020)
Renewal#2 \$ 2,124,772.00 Renewal (BOD Item 8, date 6/4/2021)
Renewal#3 \$ 2,188,515.16 Renewal (BOD Item 8, date 5/26/2022)
CO #2 \$ 80,000 (additional funds for 4th year)

Amount of this Renewal #4: \$2,319,826.07, (4th year option)

Revised Total Contract Amount: \$ 9,701,423.65

Client/Fund Source: Prince George's County/ 3507-1200

MBE Participation: Goal: 25%; Achieved to date: 18.59%*

Remarks: This Renewal letter is to exercise the 4th Option Year and add funds projected through June 30, 2024 which are included in the FY 2024 budget.

* Their current MBE has struggled to provide the number of workers needed to achieve their portion of the MBE requirement. MES has requested a Corrective Action Plan from CMT to ensure its ability to meet the MBE goal moving forward. CMT informed MES that they're in the process of hiring an additional MBE to increase its MBE participation and would submit revised MBE documents to reflect the change. If you have any question, feel free to contact me.

Pre-Solicitation Approval
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
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BOARD OF DIRECTOR'S APPROVAL

May 25, 2023

Item: 9

Type: Services over \$200,000

Group & Division: Environmental Dredging and Restoration

MES Procurement #: TBD

Project Name: Request for Proposals for Masonville Cove Supply, Installation, Protection, and Maintenance of Tidal Wetland Low and High Marsh Plants.

Title/Description: The solicitation is for proposals from qualified firms to supply, install, protect, and maintain mitigation tidal wetland plantings (low marsh and high marsh) along the Maryland Port Administration (MPA)-owned Masonville Cove Shoreline to meet 85% coverage after a period of five years.

Procurement Method: Request for Proposals (RFP)

Advertising Date: May/June 2023

Estimate: The initial term of the contract will be for a period of two (2) years from the date of the notice to proceed (NTP). The not to exceed amount of the initial two-year term of the Contract is \$150,000. The contract will have an option to extend for three additional two-year terms at the sole discretion of MES. Each two-year contract extension will award up to \$100,000 for an aggregate total of \$450,000.

Client/Fund Source: Contract 07-07-66: Masonville DMCF Operations & Maintenance

MBE Goal: 29%

Remarks: MES and MPA will participate on the proposed technical evaluation team. There would be no guaranteed minimum of work or minimum dollar amount of work. There are 3 optional 2-year/up to \$100,000 extensions. The options may be added at MES discretion.

Masonville Cove Tidal Wetland Mitigation Planting Areas



Masonville Cove previous planting effort



BYLAWS OF THE BOARD OF DIRECTORS OF THE MARYLAND ENVIRONMENTAL SERVICE

(Revised draft 5/15/2023)

ARTICLE I

NAME AND PURPOSE

Section 1.01. The Board of Directors (“Board”) is the body established by statute to provide overall management of the Maryland Environmental Service (“Service”).

Section 1.02. The Service is an instrumentality of the State and a public corporation by that name, style, and title, and the exercise by the Service of the powers conferred by this subtitle is the performance of an essential governmental function of the State of Maryland.

ARTICLE II

POWERS

Section 2.01. The Board shall perform the duties and exercise the powers specified in the Maryland Environmental Service Act, Title 3, subtitle 1 of the Natural Resources Article, Annotated Code of Maryland (“MES Act”), and other pertinent provisions of law.

ARTICLE III

MEMBERS

Section 3.01. The Board shall consist of the following members:

- A. The Executive Director of the Service, who shall be a nonvoting member.
- B. The State Treasurer of Maryland, or the State Treasurer’s designee.
- C. Three members from the public sector in the State in positions responsible for environmental, water, wastewater, or solid waste management.
- D. One member from the private sector in the State with technical, financial, development, or legal experience related to environmental, water, wastewater, or solid waste management.

- E. One member from the private sector in the State with financial experience related to environmental, water, wastewater, solid waste management.
- F. One member from the private sector in the State with experience or expertise in matters related to business ethics, preferably involving board of director ethics and conflicts of interest.
- G. Except for the Executive Director, an employee of the Service may not serve on the Board.

Section 3.02. The term of a Board member other than the State Treasurer and the Executive Director shall be four years, unless a different term is established by law.

Section 3.03. At the end of a term, a Board member continues to serve until a successor is appointed and qualifies.

Section 3.04. In accordance with Section 8-501 of the State Government Article, Annotated Code of Maryland, a Board member who fails to participate in at least 50% of the meetings of the Board during any consecutive 12-month period shall be considered to have resigned.

ARTICLE IV

OFFICERS AND STAFF OF THE BOARD

Section 4.01. Elected Officers. At the Organizational Meeting (as defined in Section 5.01), and at other times when necessary, the Board shall select from among its members three Elected Officers of the Service: a Chair of the Board (“Chair”), a Secretary (“Secretary”), and a Treasurer (“Treasurer”). Neither the State Treasurer nor the Executive Director may serve as an Elected Officer.

- A. The Elected Officers shall serve until the next Organizational Meeting, or until a successor is elected by the Board.
- B. An Elected Officer may be removed from their position by the affirmative vote of at least five members.
- C. The Board shall fill any vacancy in an office by the affirmative vote of at least five members.

Section 4.02. Chair.

- A. The Chair is authorized to represent the Board before all public bodies, to preside at the meetings of the Board, to sign on behalf of the Board papers authorized by the Board or as required by law, to appoint work groups of the Board to study specific matters of interest, and to perform such other duties as the MES Act, these Bylaws, or the Board may assign.
- B. If the Chair notifies the Board that they will not be present for a scheduled or special meeting of the Board, or the Chair is unexpectedly absent or under a disability, the Secretary shall preside at the meeting, and shall have the powers and authority of the Chair for each meeting at which the Secretary presides.

Section 4.03. Secretary.

- A. The Secretary shall keep a record of the proceedings of the Board and be custodian of all books, documents, and papers filed with the Service and of the minute book or journal of the Service and its official seal and shall perform such other duties as set forth in the MES Act, these Bylaws, or as directed by the Board.
- B. The Secretary shall be the official records custodian of the Service, as that term is defined in the Maryland Public Information Act.

Section 4.04. Treasurer

- A. The Treasurer shall maintain a detailed and accurate accounting system for all financial transactions of the Service and shall perform such other duties as set forth in the MES Act, these Bylaws, or as directed by the Board.
- B. With the approval of the Board, the Treasurer may authorize an employee of the Service to serve as Deputy Treasurer and to disburse money for the purposes of the Service as provided by law, and subject to restrictions and other conditions that the Treasurer establishes.
- C. The Treasurer and Deputy Treasurer shall be covered by a surety bond in accordance with the provisions of law concerning the State Employees Surety Bond Committee.

Section 4.05. Board Clerk

- A. The Board Clerk shall perform their duties under the general supervision of the Secretary. The Clerk shall prepare and circulate, in a timely manner, the schedule of meetings, meeting agendas, draft minutes, resolutions, correspondence, and other records and documents of the Board and any committees of the Board. The Clerk shall coordinate with the staff of the

Service to make publicly available on the Service’s website, in advance of each Board or committee meeting, any meeting agendas, summary of any finalized documents, written testimony from the public, and other materials that the Board will vote on. The Clerk shall also coordinate with the staff of the Service the posting on the Service’s website of approved meeting minutes and shall assist the Board in implementing its other obligations under the Open Meetings Act. Unless otherwise directed by the Board, the Clerk shall attend all meetings of the Board and its committees. The Clerk shall prepare the annual attendance report for submittal to the Governor.

- B. The Executive Director shall submit to the Board, for its approval, the name and qualifications of an employee of the Service to serve as Clerk of the Board. The Clerk shall serve until the next Organizational Meeting, or until a successor is approved by the Board.
- C. If the Clerk notifies the Executive Director that they will not be present for a scheduled meeting of the Board or one of its committees, or the Clerk is unexpectedly absent or under a disability, the Executive Director shall designate another employee of the Service to temporarily fulfill the duties of the Clerk.

Section 4.06. Counsel. The Attorney General of Maryland is the legal advisor for the Service and the Board. The individual designated by the Attorney General to be counsel to the Service shall provide the legal aid, advice and counsel required by the Board.

Section 4.07. Other Staff. The Executive Director shall assign to the Board such other staff of the Service as the Board may require in carrying out its duties and responsibilities.

ARTICLE V

MEETINGS

Section 5.01. Regular Meetings. The Board shall hold regular monthly meetings. The first regular meeting of the ~~calendar~~-fiscal year shall be designated as the Organizational Meeting, at which time the Elected Officers of the Board shall be elected, the members of the Standing Committees shall be confirmed, the schedule of regular meetings shall be approved, the Board Clerk shall be confirmed, and the Board shall take any other actions required by these Bylaws. Except in an emergency, as determined by the Chair, the date of the Organizational Meeting and any regular meeting may be changed only by an affirmative vote of the Board. For

any meeting that must be rescheduled due to an emergency, as determined by the Chair, the Chair shall designate a new date for the meeting.

Section 5.02. Special Meetings. The Board may hold special meetings upon the call of the Chair. The Chair may call a special meeting at the Chair's initiative, or in response to a written request of 4 members of the Board. The written request shall be submitted to the Clerk, with a copy to the Chair and to the Executive Director. Five business days' notice of any special meeting shall be given to all Board members, except when the Chair determines that special circumstances warrant shorter notice.

Section 5.03. Conduct of Board Meetings.

- A. Five members present at a meeting constitute a quorum for the transaction of business of the Board. The Executive Director is included as a member for purposes of making a quorum. If the State Treasurer and the State Treasurer's designee both attend a meeting, only one is considered present for quorum purposes.
- B. Meetings of the Board, including meetings of any Board committees, shall be held at the headquarters of the Service, or at any other location approved by the Chair of the Board, or the Chair of the Committee, as the case may be. A member may participate in any meeting of the Board or Committee by utilizing electronic technology, such as tele-conferencing or video-conferencing. A Board member must utilize technology that is compatible with the technology of the Service and that allows the member to effectively participate in the meeting.
- C. The affirmative vote of at least five members is necessary for any action taken by the Board. If the State Treasurer and the State Treasurer's designee both attend a meeting, only one vote may be cast between them for any specific action. Voting shall be by voice vote unless otherwise directed by the Chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, except for a unanimous vote, which may be recorded as such.
- D. Proxy voting shall not be permitted. A Board member must be present at a meeting to cast a vote.
- E. Board meetings, including meetings of any Board Committees, shall be conducted in accordance with the Maryland Open Meetings Act, these Bylaws, and the latest revised version of *Robert's Rules of Order*.

- F. The portion of any Board meeting or committee meeting that is open to the public shall be livestreamed through the Service's website.
- G. At least 4 business days prior to a Board or committee meeting the Clerk shall circulate the proposed meeting agenda, draft meeting minutes, draft resolutions, proposed bylaw amendments, correspondence, and other records and documents which may be presented to the Board or committee for its consideration. The Clerk shall also coordinate with the staff of the Service to make publicly available on the Service's website, at least 48 hours in advance of each Board or committee meeting, any meeting agendas, summary of any finalized documents, written testimony from the public, and any other materials that the Board or Committee may vote on at the meeting. In the event the Clerk, due to an emergency, a natural disaster, or some other unanticipated situation, is not able to circulate the materials to the Board or post the material on the Service's website by the deadlines specified herein, then the Clerk shall fulfill these duties as soon as practicable.

Section 5.04. Public Comment. Each open meeting of the Board shall allow reasonable time for public comment. The Board will establish a protocol for advance sign up by persons who wish to comment at an open meeting, limits on time for an individual's comments, and overall limits on the time for all public comments. The Chair may, in the Chair's sole discretion, deny an individual an opportunity to address the Board if the Chair determines the individual intends to address the Board on a matter that is unrelated to the Service's mission or activities. The Chair may also, in the Chair's sole discretion, recognize an individual for comment at any time during a Board meeting.

Section 5.05. Meeting Minutes. The Clerk shall prepare the minutes of each Board and committee meeting. The Clerk shall distribute the draft minutes in advance of the next meeting of the Board or committee, unless the next meeting is an unscheduled emergency meeting, and it is impracticable for the Clerk to distribute the draft minutes prior to such meeting. The Board shall affirmatively approve the minutes of each meeting with such changes as may be requested by the Board. Approved minutes shall be signed by the Chair and the Secretary for Board meetings, and by the committee chair for committee meetings. The Clerk, under the direction of the Secretary, shall retain the approved signed minutes as required by law.

ARTICLE VI

COMMITTEES

Section 6.01. Standing Committees of the Board. The Standing Committees of the Board are the Committee on Audits and the Committee on Human Resources.

- A. At the annual Organizational Meeting the Chair shall present to the Board a proposed list of Board members to serve on the Standing Committees, and a proposed Committee Chair for each Standing Committee. The Board, by affirmative vote, may approve the proposed list as submitted, or may modify the proposed list by adding or deleting members, or designating other members to serve as Standing Committee chairs.
- B. Each Standing Committee shall have no less than 3 voting members. The Board Chair shall be an ex officio voting member of each Standing Committee but may not serve as chair of any Standing Committee.
- C. A member of a Standing Committee shall serve until the next Organizational Meeting, or until a successor is selected by the Board.
- D. The Board may, by affirmative vote, remove a member from any Standing Committee at any time.
- E. In case of vacancy on a Standing Committee, the Board Chair shall appoint another Board member to serve the remainder of the term.
- F. The Executive Director may serve as a non-voting member of any Standing Committee.
- G. The Executive Director shall direct appropriate staff of the Service to assist the Standing Committees in fulfilling their duties.

Section 6.02. Committee on Audit. The Committee on Audit shall render advice and assistance to the Board in fulfilling its fiduciary responsibilities for overseeing the adequacy of and compliance with the internal controls of the Service.

- A. The Committee shall assist the Service in reviewing proposals from the independent external auditor. Once the Service has selected an external auditor the Committee shall review the scope of each examination to be conducted and the services to be provided. The Committee shall review the findings and reports prepared by the independent external auditor and provide the Board with appropriate reports.
- B. The Committee shall review legislative audits of the Service and the Service's response thereto and provide the Board with appropriate reports.
- C. The Committee shall review and recommend to the Board the scope of the internal audit function. The Committee shall review the charter of the

Service's Internal Auditor, their annual plan of work, reports and administrative actions taken regarding their recommendations, and their annual report, if any, of significant audit items, and shall provide the Board with appropriate reports on the activities of that office.

D. The Committee shall undertake other duties as directed by the Board.

Section 6.03. Committee on Human Resources.

A. The Committee on Human Resources shall periodically review the Service's human resources regulations and policies, the Service's employee compensation structure, the benefits available to the Service's employees, ~~and the~~ The Committee may also review the Service's recruitment and retention activities as it deems necessary.

B. The Committee shall manage the process of the Executive Director's annual evaluation, which shall include discussing the evaluation process with the Executive Director, seeking input on the Executive Director's performance from Board members and others, leading a confidential discussion of the Executive Director's performance with all other Board members, and transmitting the results of the performance evaluation to the Executive Director.

C. In accordance with the Board's Conflicts of Interest Policy, the Committee shall review the annual financial disclosure statements filed by Board members.

D. The Committee shall undertake other duties as directed by the Board.

Section 6.04. Other Committees. The Board may create ad hoc committees. The members of an ad hoc committee shall be appointed by the Chair, who shall also designate the chair of the ad hoc committee. The Chair may not serve as the chair of an ad hoc committee. An ad hoc committee shall not continue beyond a period of one year past its creation unless the Board acts to extend the ad hoc committee's existence.

Section 6.05. Committee Meetings. Committee meetings shall be scheduled by the chair of each committee. Each Standing Committee shall meet at least two times per year but may meet more frequently as determined by each Committee Chair.

A. Notice of each committee meeting shall be given in accordance with the Open Meetings Act and these Bylaws. Agendas and other materials to be considered by a committee shall be provided in advance as required by the Open Meetings Act and these Bylaws.

- B. Committee meetings shall be conducted in accordance with the Open Meetings Act and these Bylaws. Committee members may participate in a committee meeting in the same manner is permitted for Board members under Section 5.03.B of these Bylaws.
- C. A majority of the members of each committee shall constitute a quorum for the conduct of committee business. The affirmative vote of a majority of members of a committee is necessary for any action taken by the committee. If the State Treasurer and the State Treasurer's designee both attend a committee meeting, only one vote may be cast between them for any specific action. Voting shall be by voice vote unless otherwise directed by the committee chair. In all cases where a vote is taken, the yeas, nays and abstentions shall be separately recorded, except for a unanimous vote, which may be recorded as such.
- D. The Clerk shall prepare minutes of each committee meeting in accordance with Section 5.05 of these Bylaws.

ARTICLE VII

COMPENSATION OF DIRECTORS

Section 7.01. Those Board members not already holding a public office of profit shall receive from the Service per diem compensation as established by the Board. If the Board modifies the per diem compensation the new per diem compensation shall be paid only to those Board members whose term of office begins after the effective date of the change. The per diem compensation in effect as of the date these Bylaws are adopted shall continue until modified by the Board.

Section 7.02. Board members may be reimbursed for expenses incurred in the performance of their duties to MES as permitted by the Service's Expense Reimbursement Policy and pursuant to the Standard State Travel Regulations. A Board member seeking reimbursement of expenses shall, within thirty days after incurring the expense, submit to an employee designated by the Deputy Treasurer, itemized receipts and appropriate mileage logs documenting the expenses.

ARTICLE VIII

AMENDMENT OF BYLAWS

Section 8.01. These Bylaws may be amended by an affirmative vote of the Board at any regular monthly meeting of the Board. The Board may not act on any proposed amendment unless the written text of the amendment is sent to each Board member,

the Board Clerk, and the Counsel at least ~~twenty-one~~21 days prior to the date on which the Board is to consider the amendment. Proposed amendments may be distributed by the Board Clerk or by the Board member proposing the amendment. The Clerk shall make the proposed amendment publicly available as provided in Section 5.03 of these Bylaws.

Adopted by the Board of Directors of the Maryland Environmental Service on _____, 2023, to be effective July 1, 2023.

Revised:

DRAFT