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TOWN OF CHELMSFORD  
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Approved 5/4/2020

Town of Chelmsford  
Board of Selectmen Minutes  
50 Billerica Road, Room 204  
Chelmsford, MA 01824

February 25, 2020

**Attending:**

Kenneth Lefebvre, Chairman  
Pat Wojtas, Vice Chairman  
Emily Antul, Clerk  
George Dixon, Selectman  
Virginia Crocker Timmins, Selectman

Paul Cohen, Town Manager  
Brian Maser, Town Labor Counsel

Chairman Lefebvre called the meeting to order at 2:00PM.

**Adjourn to Executive Session**

**Motion:** by Selectman Wojtas to adjourn to Executive Session for the purpose of discussing strategy with respect preparation for negotiations with the Town Manager and conduct contract negotiations with the Town Manager, to return to open session. Seconded by Selectman Antul.

**Roll Call Vote:**

Selectman Dixon: Aye  
Selectman Antul: Aye  
Selectman Wojtas: Aye  
Selectman Timmins: Aye  
Chairman Lefebvre: Aye

**Motion carries, unanimous, 5-0.**

**Vote on Town Manager Employment Agreement**

The Board returned to open session at 5:30PM  
Selectman Wojtas announced that no vote was taken regarding the Town Manager's employment agreement, and negotiations would resume on Thursday, March 5 at 3:00PM.

**Adjourn**

**Motion:** by Selectman Wojtas to adjourn this meeting at 5:35PM. Seconded by Selectman Antul.  
**Motion carries, unanimous, 5-0**

Respectfully submitted,

Pat Wojtas  
Board of Selectmen

Board of Selectmen  
February 25, 2020

Approved & Held 5/4/2020  
Released 5/18/2020

Town of Chelmsford Board of Selectmen Minutes  
Town Offices, Room 200  
50 Billerica Rd.  
Chelmsford, MA 01824

RECEIVED  
2020-05-19  
2:39 PM  
TOWN OF CHELMSFORD  
PATRICIA E. DZURIS  
TOWN CLERK

Executive Session MINUTES  
February 25, 2020

**Attending:**

Kenneth Lefebvre, Chairman  
Patricia Wojtas, Vice Chairman  
Emily Antul, Clerk  
George Dixon, Selectman  
Virginia Crocker Timmins, Selectman

Brian Maser, Town Labor Counsel

The purpose of this Executive Session was to discuss strategy with respect to negotiations with the Town Manager, and to conduct contract negotiations with the Town Manager. The discussion began at 2:05PM.

Attorney Maser reviewed a document that was presented to the Board, which included possible additions and/or modifications to the Town Manager's current employment agreement. The changes reflected a one-year extension; a three-year extension with potential opt-outs after the first or second year; and new language in the section on goals, related to communication with Board members.

Chairman Lefebvre asked each Board member to provide their thoughts regarding the Town Manager's performance, and opinions on an extension of his employment agreement.

Selectman Wojtas stated that she supports a renewal of the agreement for a three-year term. She noted that Mr. Cohen is respected by his peers, maintains a constant presence in the Town, and has proven his ability to effectively manage all aspects of municipal government. She has found him to be accessible and accommodating.

Selectman Dixon stated that Mr. Cohen does change his behavior when issues are reported to him; however he backslides over time to the same behaviors. He is concerned that Mr. Cohen chooses the same residents to fill spots on committees, failing to recruit and embrace new people.

Selectman Antul stated that stature is built over time; that no one is perfect; She has observed a lack of growth mentality, agreeing with Selectman Dixon regarding committee appointments. She is confident that a qualified person could be hired to fill the Town Manager position. She raised several issues with Town staff, which she considers to be major problems, including conflict of interest. She noted that the Town Manager position should not be regarded as a lifetime appointment.

Selectman Timmins stated that Mr. Cohen did not change his behavior until it was time to discuss his pending contract renewal; until then he had no incentive to address concerns that have been raised. She would not support a three-year commitment at least until the Department of Labor Relations hearing is concluded. She noted that Mr. Cohen's drive to be right gets in the way of progress; and he uses the jurisdiction of the Town Charter to avoid collaboration. She might consider an extension of his agreement with opt-out provisions.

Chairman Lefebvre stated that he is conflicted about renewing Mr. Cohen's employment agreement for one year. He noted that Mr. Cohen does well in some aspects of his position, such as his presence at events, managing the budget, particularly regarding the availability of free cash, and the loyalty of his staff. However, he also noted issues with staff, where Mr. Cohen maintains little control over some troublesome actions. He is reluctant to agree to an extension of his contract. He stated that some of the issues identified by Board members are fixable; others may be inherent in Mr. Cohen's character.

Several questions were raised about the DLR hearing. Mr. Maser stated that it is expected to begin on February 27, then continue to March 20 and 27, at which time all testimony should be completed. The hearing officer would then prepare her decision, which would likely be issued around January 2021.

There was also a question as to whether the Town of Chelmsford is the defendant, or the Town Manager individually. Mr. Maser replied that the case is against the Town.

Selectman Dixon asked how common, and appropriate, it was for JLMC arbitrators to communicate with town officials during the arbitration process. Mr. Maser noted that the rules of the JLMC are 'there are no rules'. The parties are urged to make every effort to get a deal completed without resorting to arbitration; and there is not a 'no contact' rule between the participants.

Following the vote at the February 10, 2020 Executive Session to ask Attorney Brian Harrington for a written report, Selectman Dixon noted that Attorney Harrington had sent a report dated February 25, 2020 to him and Selectman Wojtas shortly before to this Executive Session. Selectman Dixon distributed copies of that report to Selectmen Antul and Timmins. Selectmen Dixon and Antul stated that Attorney Brian Harrington's report cited Town Manager behavioral concerns and asked if the Board should be reviewing that. Selectman Wojtas had not to read the input from Attorney Harrington because she did not feel she had sufficient time to read and review it before this Executive Session. The discussion was kept at a high level to not compromise any conflict of interest concerns that Chairman Lefebvre might have with respect to the Sergeant's Union negotiations. Chairman Lefebvre did not read the memo from Attorney Harrington.

Selectman Wojtas suggested that the Town Manager's employment agreement be extended for one-year, given the expected DLR timeline. Selectman Antul stated that she would be OK with a one-year extension, noting that Mr. Cohen should see the DLR process through to completion.

Selectman Timmins asked if a one-year extension could include modifications. She also asked if a three-year agreement with opt-outs at each year is effectively the same as a one year extension. Mr. Maser replied that it is the same for the first year.

Selectman Dixon stated that his feelings have not changed; that the Town Manager's current agreement should allowed to run out, and not renewed.

Chairman Lefebvre asked Mr. Maser his opinion of the talent available as potential Town Managers. Mr. Maser stated that Mr. Cohen is regarded as a professional and competent manager. The current pool of candidates is not impressive, and an incoming Town Manager would have a significant ramp-up effort.

Chairman Lefebvre stated that he would be open to a one-year extension. Selectman Dixon wants to direct the Town Manager to address the staff issues that have been raised today.

Mr. Cohen was called into the meeting at this point.

Chairman Lefebvre asked the Town Manager if he would consider agreeing to a one-year extension to his employment agreement. He replied that he would prefer a longer extension. Chairman Lefebvre stated that the Board reviewed Attorney Maser's example of a three year agreement with opt-out provisions at the end of the first year or second year; or a one-year extension. The Board would like to know Mr. Cohen's receptivity to a one-year extension.

Mr. Cohen was not receptive to opt-out clauses and suggested a compromise of a two-year extension, citing continuity of service and retirement benefit considerations. Mr. Cohen stated that, after reflecting on discussions during the two prior sessions regarding this topic, that he was considering leaving his position in two years to explore other career options, once he reached a service date that would give him full retirement benefits.

Mr. Cohen read the document from Attorney Harrington and dismissed it as being inconsistent with what was conveyed at the last meeting with Mr. Harrington.

Chairman Lefebvre then recapped the staff concerns that Board members described. Mr. Cohen stated that he would address them as appropriate, but cautioned that employees are free to act as they wish when not under town time.

Mr. Cohen reviewed the sample text of possible changes to his employment agreement that Attorney Maser had brought for the Board, and expressed some concern for the message it may send to the community.

Selectman Timmins stated that she felt Mr. Cohen had been condescending towards her and other Board members, except during the last month. Mr. Cohen agreed to improve communication with Board members. Chairman Lefebvre noted that words, and their usage, are important, specifically phrases such as 'end game' and 'trying to get at' (understanding the reasons for a request).

Mr. Cohen stated that he does not want to work for another town, and will make efforts to improve communication with the Board. He offered to meet individually with Board members to get a sense of their concerns.

It was agreed to continue discussions on Thursday, March 5, and 3:00PM, and to make that announcement in open session, prior to adjourning today's public meeting.

**Motion:** by Selectman Wojtas to adjourn the Executive Session at 5:25pm, and return to open session. Seconded by Selectman Antul.

**Roll call vote:**

Selectman Dixon: Aye

Selectman Timmins: Aye

Selectman Wojtas: Aye

Chairman Lefebvre: Aye

Selectman Antul: Aye

**Motion passes, unanimous, 5-0.**

Respectfully Submitted,

Approved & Held 5/4/2020  
Released 5/18/2020

Pat Wojtas  
Board of Selectmen

Supporting Document:  
Undated document with draft contract language