

**City of Birmingham  
Board of Ethics Minutes  
September 20, 2024  
151 Martin, Birmingham**

**I. CALL TO ORDER**

Chair Robb called the meeting to order at 1:00 p.m.

**II. ROLL CALL**

Present: Chair James Robb; Board Members Michael Coakley, Melissa LeDuc; Alternate Board Member Irene Hathaway (non-voting)

Absent: Alternate Board Member Judy Doyle

Staff: CM Ecker (arrived 1:05 p.m.); City Clerk Bingham, City Attorney Kucharek, Museum Director Pielack

**III. APPROVAL OF MINUTES**

A. Approval of minutes of January 19, 2024

**MOTION:** Motion by Coakley, seconded by LeDuc:  
To approve the minutes of January 19, 2024.

VOICE VOTE: Ayes, Chair Robb  
Mr. Coakley  
Ms. LeDuc

Nays, None

**IV. UNFINISHED BUSINESS**

**V. NEW BUSINESS**

- A. Welcome and introduction of new members: regular member Melissa Leduc and alternate member Irene Hathaway
- B. Ethics Complaint 2024-01 Shell re Pielack

The Chair reviewed the meeting's procedures, ensured the record was complete, and swore in Jay Shell, Leslie Pielack, and Caroline Ashleigh. It was noted that Ms. Ashleigh would be serving as a witness for Mr. Shell.

Mr. Shell, Ms. Ashleigh, James Hunter, attorney for MD Pielack, and MD Pielack then spoke and answered informational questions from the Board. CM Ecker also answered informational questions from the Board.

Mr. Hunter provided an additional exhibit to the Board and Mr. Shell.

Board members raised the following points in the course of discussion:

- Tab C was an email that included a warning regarding the Open Meetings Act (OMA).

- There was no evidence in the record that Section 2-320 was violated by MD Pielack.
- The record demonstrated that MD Pielack requested reimbursement appropriately.
- The record did not demonstrate any inappropriate relationship between MD Pielack and the Chair of the Birmingham Museum Board.
- The record did not demonstrate that MD Pielack exerted control over the Birmingham Museum Board.
- There was no evidence that Section 2-321 was violated by MD Pielack.
- The email from Mr. Shell to Parks and Recreation Manager Laird could have appeared to be making a communication to her on behalf of the Birmingham Museum Board, in Mr. Shell's official capacity.
- MD Pielack's response noted that the Ethics Ordinance (Ordinance) disallows City officials from representing their personal positions as City positions. Her email to Mr. Shell was alerting him to the possibility that in doing so, he could have been subject to criticism for violating the Ordinance.
- Matters have appeared before the Ethics Board in the past regarding City officials using their official titles, with intent or inadvertently, in ways in which a reader or listener could interpret their personal position as a position of the City.
- While MD Pielack's email to Mr. Shell might have been embarrassing, it was not defamatory. The email was the Museum Director's effort to educate the members of the Museum Board regarding conduct required by the Ordinance.
- The email from MD Pielack to Mr. Shell did not indicate retaliation for Mr. Shell's support of Ms. Ashleigh.
- It is important for all City officials to be aware of potential violations of the OMA, though violations of the OMA are not part of the Ethics Board's purview.
- The Ethics Board does not decide matters of defamation.
- It is important that questions regarding the ethics of a City official or employee should be brought to the Ethics Board.
- The discussion of this matter by the Ethics Board did not indicate that the matter should not have been brought, nor did it indicate that the Ethics Board should not consider it.
- While Ms. Ashleigh's disqualification from serving on the Birmingham Museum Board was not presently before the Ethics Board, the Ethics Board could have served as a resource to the City regarding the question of the disqualification.
- In the case of a disclosed conflict-of-interest on the part of a Commissioner who does not elect to recuse, the Commission can refer the question to the Ethics Board to determine whether recusal would be required. The findings of the Ethics Board would then be binding on the Commission.
- There was no evidence that Section 2-323 was violated by MD Pielack, as once again, the record demonstrated that MD Pielack requested reimbursement appropriately.
- There was no indication that MD Pielack used her public employment for private gain.
- There was no indication in the record of preferential treatment by MD Pielack.
- Relationships with or between board members can affect other board members or officials, but the record did not indicate anything that would amount to a violation of 2-323.
- There was no indication in the record that the confidence of the public in the Birmingham Museum or the Birmingham Museum Board had been diminished.
- There was no indication of duress in terms of Mr. Shell's support for the reimbursement.
- The reimbursement request was appropriate since it was an educational opportunity for a City official that fell within said official's duties for the City.
- Ms. Ashleigh's conflict-of-interest matter was public information, and any discussion of the matter on MD Pielack's part did not violate the Ordinance. The details of Ms. Ashleigh's conflict-of-interest also were referenced in the Birmingham Museum Board's minutes.

- The Friends of the Museum Board is a private corporation, not a City institution.
- Mr. Shell had a fiduciary duty to the Friends of the Museum Board, as a member of said institution's Board of Directors. If he had a concern about MD Pielack's conduct vis-a-vis that institution, his remedy would be with that corporation.
- There was no evidence of defamation or an attack on Mr. Shell.
- The Commission, and not MD Pielack, determines who is appointed to the Birmingham Museum Board.
- One of the allegations was that the petition for reimbursement was not made directly to the Friends of the Museum Board, but the record showed it was made directly to them.
- The governance of the Museum might be more appropriately addressed with the Commission. Alleged challenges with Museum governance did not amount to an ethical violation on the part of MD Pielack.
- The Friends of the Museum Board proper property<sup>1</sup> name on file with the Michigan Department of Licensing and Regulatory Affairs is the Birmingham Historical Society.

**MOTION:** Motion by Robb, seconded by Coakley:  
That the complaint be dismissed.

VOICE VOTE:           Ayes, Chair Robb  
                                  Mr. Coakley  
                                  Ms. LeDuc

Nays, None

Writing of the draft opinion was assigned to Mr. Coakley. The Chair thanked MD Pielack, Messrs. Shell and Hunter, and Ms. Ashleigh.

The Board briefly recessed, and returned from recess.

C. Update from Clerk Bingham regarding Detroit Ethics Board conference

CC Bingham presented the update and the Board briefly discussed the conference.

## **VI. PUBLIC COMMENT**

## **VII. BOARD COMMENT**

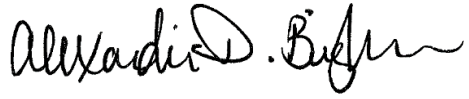
The Chair welcomed the new Board members and provided brief background information on the Board.

## **VIII. ADJOURN**

No further business being evident, the Board motioned to adjourn at 3:11 p.m.

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<sup>1</sup>As amended at the November 15, 2024 meeting.

Handwritten signature of Alexandria Bingham in black ink.

Alexandria Bingham, City Clerk

Handwritten signature of Laura Eichenhorn in black ink.

Laura Eichenhorn, City Transcriptionist