



WRC RULES OF PROCEDURE

These Rules of Procedure apply to all Committees of the WRC, except where the Bylaws dictate the procedures of the Executive Board and Full Commission. In the event of conflict between these procedures and the Commission's Bylaws, the Bylaws shall control.

General:

- The Windham Regional Commission (WRC) has Standing Committees as provided by its Bylaws (Nominating, Personnel, Finance, and Project Review), and other Committees consistent with the Commission's work program.
- All Committees shall have as their guiding purpose the furtherance of 1) the Commission's mission of assisting member towns with providing effective local governance and working collaboratively with them to address regional issues; and 2) the Commission's Annual Work Program.
- The Executive Board can abolish Committees other than Standing Committees.

Membership:

- Appointment of Committee members and Chairs is by action of the Commission Chair, subject to approval by the Executive Board as provided in the Commission Bylaws.
- Membership on non-standing Committees may include town officials and other citizens as well as Commissioners. In no case, however, shall non-Commissioners exceed the number of Commissioners, unless explicitly permitted by Executive Board action.
- Unless otherwise provided, Committee appointments shall be made for a term of one year coinciding with the Commission's fiscal year, October 1 - September 30.

Authority:

- The authority delegated to each Committee shall be set out in the Committee's Purpose and Objective Statement. All such Statements shall be approved by the Executive Board and reviewed ~~annually~~ on an as-needed basis, especially if practical circumstances warrant change.
- When authorized to take independent action, all such Committee actions that constitute recommendations or position statements to outside organizations or other governmental

bodies shall be transmitted only with a clear explanation that the action or recommendation is that of the Committee and does not reflect an action of the full Commission.

- All major Committee policy and program decisions shall be made as recommendations to the Executive Board and when appropriate to the full Commission. The Committee shall be guided by its purpose as described in the Bylaws or in its Purpose and Objective Statement in this regard.

Meetings:

- Committees meet on a regular, generally monthly basis, unless otherwise provided in the Committee Purpose and Objective Statement. Sometimes Committee work will be concentrated within a short period (Nominating Committee or Project Review Committee review of a major project). In other cases, the Committee will meet periodically as appropriate and necessary. Committee Chairs and staff shall be mindful of Commissioner commitment of time and effort, including meeting preparation and travel, and will structure meeting frequency, duration, and agendas with Committee effectiveness and efficiency in mind. The Executive Director should be consulted to determine staff capacity to support increases in meeting frequency or tasks.
- Meetings will generally be held via remote means. Hybrid in-person and remote meetings shall be structured in such a way as to ensure full participation by both remote and in-person attendees. Hybrid meetings shall be held in locations with reliable and easily-accessed high speed broadband connectivity. A remote connectivity failure on the WRC end for whatever reason before or during a publicly-warned hybrid meeting shall be treated as a structural limitation to public access and the meeting shall be postponed and rescheduled. Generally physical, in-person meetings will be held at the WRC conference room. Meeting times and frequency shall reflect Committee members' personal time constraints, efficient use of staff resources, and accommodation of public participation.
- Meetings are at the call of the Chair, unless the Committee itself has decided to meet on a regular basis, or on a particular date.
- All Committee meetings are subject to Vermont's Open Meetings Law.
- A Meeting Notice and Agenda will be prepared and distributed to all current members prior to the meeting. Where advance written notice is not possible and special circumstances warrant, notice to members may be made by phone.
- All business shall be conducted in the same order as it appears on the noticed agenda, except that any addition to or deletion from the noticed agenda must be made as the first act of business at the meeting. The addition of a new item will only be allowed if a) it requires an action and b) the action must be immediate; it cannot wait until the next regular meeting. The reason for the addition shall be reflected in the minutes. No additions to or deletions from the agenda shall be considered once the first act of business

at the meeting has commenced. Any other adjustment to the noticed agenda, for example, changing the order of business, postponing or tabling actions, may be made by majority vote of the members in attendance.

Quorum:

- 1/3 of total current membership shall constitute a quorum, except for the Executive Board and full Commission where the provisions of the Bylaws are to be applied.
- A roster of the current membership of any Committee shall be maintained in files of the WRC office and on the WRC website.
- In the event that a quorum is lacking at any scheduled meeting, the remaining members in attendance may meet as a subcommittee, but no action shall be taken without ratification by the Committee at a subsequent meeting when a quorum is present.
- Non-Commissioner committee members serve in a non-voting, advisory capacity.

Attendance and Participation:

- If a Committee member cannot attend a scheduled meeting, the member shall notify the Committee Chair or WRC staff in a timely manner.
- Due to quorum considerations, Commissioners who anticipate being absent and unable to participate in two or more consecutive Committee meetings should consider temporary resignation as a committee member.
- If an appointed Committee member is inactive in attendance, the Committee Chair shall report that condition to the Commission Chair. The inactive member shall be contacted and may be removed from the current membership list if poor attendance continues.
- Remote participation by Committee members and the public by remote means is allowed per Vermont Open Meeting Law, provided remote participation accommodations are reasonably available. Members participating via remote means must recognize that a good faith effort will be made to resolve technical problems on the meeting host and location end, but that some problems may not be resolvable. Technical problems on the end of those participating remotely are the responsibility of the remote participant.
- Staff will provide meeting materials to those participating remotely ahead of and during meetings to the extent possible, but some materials may not be available to remote participants before or during the meeting as some information may be beyond staff control (e.g., guest presentation materials).
- As a reminder, Commissioners or anyone else may ask to be on the information distribution list for any WRC Committee. A Commissioner does not have to be a member of a committee to receive the information related to that Committee.

Decisions:

- The Chair shall preserve order in the meeting and shall regulate its proceedings by applying these rules and making determinations about all questions of order or procedure.

- No single member of the Commission or its Committees shall have authority to represent or act on behalf of the Commission or its Committees unless, by majority vote, the Commission or its Committees have delegated such authority for a specific matter at a duly-noticed meeting and such delegation is recorded in the meeting minutes.
- All decisions of the Commission and its Committees will be made by motion. Motions made by members require a second. The Chair of Committees may vote on all questions before said Committee. A motion will only pass if it receives the votes of a majority of the members present.
- There is no limit to the number of times a member of the body may speak to a question. A member may speak or make a motion only after being recognized by the Chair.
- Motions to close or limit debate will be entertained.
- Any member may request a roll call vote.
- All Committee decisions shall be recorded in the Meeting Record. Any Committee member may ask that the Meeting Record reflect his or her dissent.

Public Participation:

It shall be left to the discretion of the Chair how to manage public comment on items that are included on the meeting agenda. If there are a number of people in attendance who wish to comment on an agenda item the Chair may want to structure that comment process.

The following are the rules of participation:

- Comment by the public or members of the Commission must be addressed to the Chair or to the Commission/Committee as a whole, and not to any individual member or the public.
- Members of the public must be acknowledged by the Chair before speaking.
- If a member of the public has already spoken on a topic, he or she may not be recognized again until others have first been given the opportunity to comment.
- Order and decorum shall be observed by all persons present at the meeting. Neither members of the Commission, nor the members of the public, shall delay or interrupt the proceedings or the peace of the meeting or interrupt or disturb any member while speaking. Members of the Commission and members of the public are prohibited from making personal, impertinent, threatening, or profane remarks.
- Members of the Commission and members of the public shall obey the orders of the Chair. The Chair should adhere to the following process to maintain order and decorum of a meeting, but may bypass any or all steps when they determine in their sole discretion that deviation from the process is warranted:
 - a. Call the meeting to order and remind the members of the applicable rules of procedure.
 - b. Declare a recess or table the issue.
 - c. Adjourn the meeting until a time and date certain.

- d. Order the removal of any disorderly person from the meeting.

Public Comment on Non-Agenda Items:

There may be instances when members of the public (non-Committee members) will attend a committee meeting to raise an issue or discuss a matter that is *not on the meeting agenda*. The following procedure is intended to address this situation and ensure predictability and fairness for both the Committee and the general public. Members of the public are welcome and encouraged to attend meetings, and should be given the opportunity to provide comments.

1. The Committee should adopt a standard time during the meeting (e.g., beginning, end) as to when public comment will be taken. Whatever time is adopted should be included as a standard item on each meeting agenda (hereafter referred to as the warned time).
2. At the beginning of each meeting ask if there are any members of the public present and welcome them. Each member of the public should introduce themselves and what town they are from. To the extent possible the names of public participants should be included in the meeting minutes.
3. Ask those members of the public present if they would like to provide comment and, if so, on what matter.
4. In the event a member of the public is in attendance at the meeting and would like to bring to the Committee's attention a matter that is not included on that meeting's agenda, the Committee will take those comments at the warned time.
5. If there are multiple members of the public present who would like to offer comment on non-agenda items, the Committee may establish a period of duration not to be exceeded by the commenter, e.g., 5 minutes.
6. Following the comment, the Committee members may ask clarifying questions, but as the matter has not been warned, it should not be discussed.
7. The Committee may choose to add the matter to a future agenda for Committee discussion and possible action.

Conflicts of Interest:

Conflict of interest means any of the following:

- A direct or indirect personal or financial interest of a member, his or her spouse, household member, child, stepchild, parent, grandparent, grandchild, sibling, aunt or uncle, brother- or sister-in-law, business associate, or employer or employee in the outcome of a cause, proceeding, application, or any other matter pending before the member or before the Commission.

A "conflict of interest" does not arise in the case of votes or decisions on matters in which the member has a personal or financial interest in the outcome that is no greater than that of other persons generally affected by the decision.

Disclosure: A member who has reason to believe that he or she has or may have a conflict of interest in a particular matter shall, prior to participating in any official action on the matter, publicly disclose at a public meeting or public hearing that he or she has an actual or perceived conflict of interest in the matter under consideration and disclose the nature of the actual or perceived conflict of interest.

Recusal: The failure of a member to recuse themselves in spite of a conflict of interest may be grounds for discipline and/or reporting to the Office of the Attorney General.

Post-Recusal Procedure: A member of the Commission who has recused themselves from serving on a public body in a particular proceeding shall not sit with the public body, deliberate with the public body, or participate in that proceeding as a member of the public body in any capacity, though such member may still participate as a member of the public.

Reporting:

- Minutes, and recordings of remote and/or hybrid meetings, of each Committee meeting shall be maintained by the WRC in compliance with Vermont Open Meeting Law. Committees that are not required to record meetings per Vermont Open Meeting Law may choose to do so.
- The Committee Chair shall provide regular reports on Committee activities to the Executive Board. Reports shall be reflected in the Board's minutes and made available to all Commissioners.
- Commissioners are urged to contact the Committee Chair with questions.
- Committee Chairs are strongly encouraged to bring topics of regional interest to the full Commission for information and deliberation.

Responsibilities:

Members

- Attend Committee meetings; participate in discussion and decisions.
- Advise the Chair or WRC staff if attendance is not possible.
- Review agenda material before meetings and consider the issues and possible options available.
- Be aware of the views of the Selectboard, Planning and other Commissions, and the citizens in the members' towns (or interest group in the case of Citizen Interest Commissioners), and the regional needs and perspective.

- Use independent judgment in considering issues and taking positions.

Chairs

- Provide leadership in the conduct of the Committee's work.
- Call meetings and oversee the preparation of the Committee's work.
- Ensure the efficient and effective conduct of Committee meetings and the decision-making process.
- In the event of the absence of the Chair at a meeting, another committee member may serve as the presiding member who shall have the same authority as Chair of that meeting for the purposes of these Rules of Procedure.
- Ensure that all Committee members have an opportunity to express their views in Committee discussion.
- Unless another Executive Board member is serving as liaison, the Chair shall report on Committee activities to the Executive Board and full Commission as appropriate.
- Provide leadership in bringing the work of the Committee to the full Commission.

Staff

- Brings issues and background information to the Committee's attention.
- Makes recommendations to the Committee when appropriate.
- Prepares meeting notices and agendas in consultation with the Chair.
- Carries out the decisions of the Committee.
- Maintains the Committee's meeting records and other files.

Approved by the Full Commission: April 30, 2019

Amended by the Full Commission: January 28, 2020

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