



## **Meeting Rules for Memphremagog Basin Water Quality Council**

### **Vermont Housing & Conservation Board (VHCB)**

**Enacted: August 23<sup>rd</sup>, 2022**

#### Section 1: Names of Entities

- (a) The name of the council is “Memphremagog Basin Water Quality Council,” also referred to as “Memphremagog BWQC” or “BWQC”
- (b) Vermont Housing and Conservation Board, also referred to as “Memphremagog Clean Water Service Provider” or “CWSP”
- (c) Vermont Department of Environmental Conservation, also referred to as “DEC”

#### Section 2: Mission or purpose

- (a) The purpose of the BWQC is to establish policy and make decisions for the CWSP regarding the most significant water quality impairments that exist in the basin and prioritizing the clean water projects that will address those impairments based on the basin plan. The BWQC shall consult with the basin plan, CWSP, and utilize the Agency’s project selection protocols. Actions of the BWQC shall be governed by Environmental Protection Rule Chapter 39 and Act 76.

#### Section 3: Planning year

- (a) The planning year shall be July 1 to June 30.

#### Section 4: Members

- (a) The initial BWQC shall be made up of nine (9) members, as indicated by statute. Selection, replacement, reappointment, terms, removal, and the addition of members shall be conducted in accordance with the Act and Rule.
- (b) The duties of BWQC members are as follows:
  - (1) Attend BWQC meetings, in person, by phone, or by electronic conferencing, on the agreed-to schedule.



- (2) Between meetings, review materials as provided by the CWSP or chair.
  - (3) Vote to select non-regulatory projects for funding.
  - (4) Participate in the Tactical Basin Planning process.
  - (5) Consult on BWQC and CWSP policies related to BWQC operations and granting.
- (c) The BWQC appointing entities may designate one or more alternate statutory member(s) who may act in place of or replace their appointed member in the event of absence or disqualification of that appointed member. Alternate members shall be established at the first meeting of a BWQC and may be changed with reasonable prior written notice to the BWQC and CWSP.
- (d) By majority vote, the BWQC shall appoint a Chair and Vice-Chair to serve one-year terms at the first meeting of the planning year. The duties of the Chair are:
- (1) Set meeting agendas and facilitate meetings in coordination with CWSP
  - (2) Assist CWSP with meeting planning as needed
  - (3) Should the Chair be temporarily unable to perform any of these duties or resign before their term is expired, duties shall fall to the Vice-Chair. Interim election of officers shall be held at the next BWQC meeting.
  - (4) By majority vote, the BWQC may remove the chair or vice chair, with or without cause. The successor(s) shall be elected at any regular meeting of the BWQC or any special meeting of the BWQC called for such purpose.
- (e) By a majority vote, the BWQC is entitled to appoint ex officio, non-voting members. Members will serve at the pleasure of the BWQC for a 2-year term starting at the beginning of the BWQC planning year. By majority vote, ex officio members may be removed or replaced.



#### Section 5: Business Procedures

- (a) BWQC proceedings shall follow Robert's Rules of Order, unless otherwise specifically covered within these meeting rules or by any other special BWQC procedures.
- (b) A quorum is defined as the presence of a majority of voting BWQC members.
- (c) All actions taken by the Council must be made by a quorum of voting members.
- (d) Alternates may only cast a vote in the absence of the voting member for which they serve as the alternate.
- (e) Proxy voting is not permitted
- (g) The CWSP shall assume record retention responsibilities for the BWQC. CWSP staff will take meeting minutes.

#### Section 6: Other BWQC Actions

- (a) By majority vote, the BWQC may establish subcommittees to advance its work.
  1. Subcommittee meetings are subject to the BWQC Public Participation Policy.
  2. Subcommittees cannot make BWQC decisions, but may present recommendations to the full BWQC for majority vote.
  3. The BWQC may establish ad hoc or standing committees
  4. Subcommittees shall be comprised of fewer than a majority of BWQC members and any number of stakeholders deemed necessary.

#### Section 7: Meetings

- (a) Meetings may be held in person, by phone, or by electronic conferencing.
- (b) The BWQC Chair and CWSP shall establish a meeting schedule and location of meetings.
- (c) The BWQC shall convene at least 4 times per year, with best practice of meeting once per quarter. The BWQC can decide to meet more frequently, by majority vote.
- (d) If a member fails to attend one-half or more of scheduled meetings per year without good cause, this shall be grounds for removal from the BWQC.



- (e) All BWQC meetings and subcommittee meetings are Open Meetings and shall comply with the Vermont Open Meeting Law and the public records law. The BWQC shall adopt public participation procedures to be reviewed every 5 years.
- (f) Emergency meetings may be called by the Chair in coordination with the CWSP under extenuating circumstances.

#### Section 8: Conflict of Interest

- a) “Conflict of interest” means an interest, direct or indirect, financial or otherwise, of a person or entity with a CWSP or BWQC decision making role, or such an interest, known to such a person, of a member of that person’s immediate family or household, or of a business associate, in the outcome of a particular matter pending before the CWSP or BWQC of which is in conflict with the proper discharge of the person’s duties under the Rule.
- b) BWQC members that propose to implement a clean water project must disclose any conflict of interest and shall recuse themselves from any BWQC decision making subject to that conflict. Notwithstanding these limitations, a conflicted BWQC member may answer questions on the subject project in an open meeting of the BWQC.

#### Section 9: Amendment of Meeting Rules

- (a) Any member of the BWQC or CWSP manager can propose an amendment or alteration of the meeting rules.
- (b) The CWSP shall be responsible for managing all communications regarding amendments and alterations, with discussion to take place at the next scheduled BWQC meeting.