

Chittenden Solid Waste District  
Board Operating Norms and Procedures<sup>1</sup>

These Board Norms are meant to create a structure that will permit all Commissioners to exercise their duties and responsibilities equally and respectfully during all full Board of Commissioners and Board Committee meetings.

**GENERAL**

1. The District is created and shall exist for the purpose of providing for the efficient, economical, and environmentally sound management of solid waste generated by member municipalities and their residents, businesses and institutions. The District will engage in planning by exploring various solid waste management alternatives for its member communities, including recycling, resource recovery.<sup>2</sup>
2. The Commissioner is the primary representative of their municipality at all meetings at which they attend and who will exclusively exercise all Rights and Privileges to act while at the same time representing the general good of all member districts as a whole body politic. Only during the absence of the regular Commissioner will the Alternate Commissioner have all rights and privileges to act as the Commissioner of their municipality on the Board.<sup>3</sup>
3. The Charter granted to CSWD by the State of Vermont describes the powers and duties of this Board.<sup>4</sup>
4. Except as otherwise provided, or by action of the Board of Commissioners, Robert's Rules of Order shall govern at all meetings.<sup>5</sup>
5. The Board of Commissioners has by resolution delegated portions of its powers to be exercised by Committees. The Committee functions and responsibilities are written, and which may be changed from time to time upon approval by the full Board.<sup>6</sup>
6. The Board of Commissioners has by resolution delegated certain duties to the Executive Director that the Board deemed necessary to conduct the day to day business of the District, and which may be changed from time to time upon approval of the full Board.<sup>7</sup>

**GUIDING PRINCIPLES**

1. The guiding principles of the CSWD Board are written as the CSWD Governance, Norms, Mission, Vision and Values statements of the organization.

## **GENERAL ORGANIZATION OF THE BOARD**

1. The Officers of the Board are elected annually as prescribed in the CSWD Charter at the Organizational Meeting.<sup>8</sup>
2. The Executive Board members are elected annually as prescribed in the CSWD Charter at the Organizational Meeting.<sup>9</sup>
3. The Chair at the Organizational Meeting appoints the Finance Committee whose members will be no less than three and no more than five members of the Board one of whom shall be the Treasurer.<sup>10</sup>
4. The Board of Commissioners shall have the authority to establish any and all committees as it may deem necessary.<sup>11</sup>
5. A schedule of regular meetings of the Board of Commissioners shall be established at the organizational meeting.<sup>12</sup>
6. All communications between Board members and Board members and staff will comply with the Vermont Open Meeting law.<sup>13</sup>
7. The Board may act only during a duly warned meeting of the Board at which more than 50% of Commissioners are present as counted based on the weighted votes of each Commissioner present and that are eligible to be cast.<sup>14</sup>
8. The Board Committees may act only during a duly warned meeting at which more than 50% of Commissioners are present based on one vote for each Commissioner present and that are eligible to be cast.<sup>15</sup>

## **ORGANIZATION OF THE BOARD AND COMMITTEE MEETINGS**

1. The Chair in consultation with the Executive Director shall create a meeting agenda that consists of the individual actions necessitating a resolution of the Board, and individual informational items necessary to keep commissioners well informed of current or pending issues.<sup>16</sup>
2. The Chair and Executive Director will make every effort to provide the Board the timely and relevant information necessary for the Board to make informed and knowledgeable decisions.
3. Any Board member may request that the Chair add an Agenda item to an upcoming meeting of the Board or a Committee (proper to the Committee functions) or add an Agenda item under Other Business during a meeting.<sup>17</sup>

4. CSWD utilizes a Consent Agenda format to group routine business and reports into one agenda item. *See the Board memo from the Executive Directors dated August 21, 2019 for the explanation of how a Consent Agenda works.*

#### **CONDUCT DURING A BOARD MEETING<sup>18</sup>**

1. The Chair will maintain order during all meetings of the Board.
2. Commissioners will speak respectfully to each other and staff at all times.
3. A Commissioner will only speak when recognized by the Chair to speak.
4. A Commissioner will not interrupt or speak over another Commissioner or staff member who has been recognized to be speaking.
5. A Commissioner may only speak directly to a staff member who is presenting an Agenda item when recognized by the Chair to do so.
6. A Commissioner will not become argumentative with a staff member or a fellow Commissioner but shall address the Chair to request an issue be resolved.
7. Commissioners are not limited on how many times they may speak to an Agenda item. However the Chair may stop a Commissioner from speaking if in the opinion of the Chair the Commissioner has become repetitive or argumentative. All Commissioners who wish to speak on a specific topic will be allowed to speak before an individual Commissioner speaks for a second or more times.
8. The Chair will be mindful to seek to include and permit all Commissioners to express their opinions. However the Chair is responsible to keep meetings to a reasonable length and may end a discussion moving the Board to propose a resolution, recommend that more information is necessary and continue the Agenda item to a following meeting or move the Board on to the following Agenda item.
9. Alternate Commissioners are encouraged to attend meetings of the Board of Commissioners. However the Alternate shall express all questions and comments they may have through the Regular Commissioner of their municipality. The Regular Commissioner who represents the municipality on the Board may request to be recognized by the Chair for the purpose of permitting the Alternate to make their remark to the Board.<sup>19</sup>

## INTERACTION WITH THE EXECUTIVE DIRECTOR

1. At the discretion of the Executive Director he or she may include the Chair in email communications as a cc.
2. Any Commissioner may communicate directly with the Executives Director requesting a clarification of an issue.
3. The Executive Director values the knowledge and experience of all Commissioners and Alternates and may initiate a communication with them at the Executive Director's discretion.
4. Commissioners may only interact directly with staff with the express knowledge and permission of the Executive Director.
5. Individual Commissioners may not direct the Executive Director to take any action. The Board or a Committee of the Board must authorize all instructions to and, requests of the Executive Director.<sup>20</sup>
6. The Chair of the Board and the Executive Director may agree upon certain actions to be taken by the Executive Director for the Chair that are normal and necessary for the Chair to fulfill the duties and responsibilities of the office.<sup>21</sup>

### AUTHORITY TO ESTABLISH BOARD OPERATING NORMS

\***CONTEXT** for inclusion of CONDUCT DURING A BOARD MEETING Item #9. Alternates participation during Board meetings. Legal Opinion dated March 6, 2020 issued by Nicole Mace, Esq of McNeil, Leddy & Sheahan PC. Full text of opinion distributed to CSWD Executive Board and Full Board.

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<sup>1</sup> Robert's Rules of Order gives the Executive Board the authority to create special rules of order or standing rules on the conduct of business in a Board.

RRO page 486: Conduct of Business in Boards: General Procedure

*Robert's Rules of Order gives the Executive Board the authority to create special rules of order or standing rules on the conduct of business in a Board.*

RRO page 486: Conduct of Business in Boards: General Procedure:

*The executive Board of an organized society operates under the society's bylaws, the society's parliamentary authority, and the special rules of order or standing rules of the society, which may be applicable to it. Such a board may adopt its own special rules of order or standing rules only to the extent that such rules do not conflict with any of the rules of the society listed above. It may protect itself against breaches of order by its members during board meeting, and against annoyance by non-members...during board meeting, and against annoyance by non-members...*

<sup>2</sup> Charter § 405-2

<sup>3</sup> Legal Opinion Attorney Mace, at pg. 5 [Conclusions](#)

<sup>4</sup> Charter § 405-6

<sup>5</sup> Charter § 405-12

<sup>6</sup> Executive Board & Finance Committee Board Approved Functions

<sup>7</sup> Charter § 405-16

<sup>8</sup> Charter § 405-17

<sup>9</sup> Charter § 405-26

<sup>10</sup> Charter § 405-27 & Board approved Finance Committee Authorities

<sup>11</sup> Charter § 405-27

<sup>12</sup> Charter § 405-9

<sup>13</sup> Vermont State Open Meeting Laws

<sup>14</sup> Charter § 405-11

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<sup>15</sup> Executive Board Authority Approve by the Board

<sup>16</sup> Executive Board Authority Approve by the Board

<sup>17</sup> Executive Board Authority Approve by the Board

<sup>18</sup> CONDUCT Items Nos. 1 – 8 Robert’s Rules of Order § 42, §43, §47

<sup>19</sup> Legal Opinion Attorney Mace *“The Charter is silent, however, on whether or how alternates may participate in discussion at a meeting. It has been the practice of the CSWD Board to allow for alternates to participate in Board discussion, but it appears as though this allowance has been at the discretion of the Board Chair. Section 7 of Article II of the Charter dictates the Rules of Procedure for the Board, and states: “Except as otherwise provided in this agreement, or by action of the Board of Commissioners, Robert’s Rules of Order shall govern at all meetings” (underline emphasis added).”*

**1 V.S.A. §312(h)** *(h) At an open meeting, the public shall be given a reasonable opportunity to express its opinion on matters considered by the public body during the meeting, as long as order is maintained. Public comment shall be subject to reasonable rules established by the chairperson. This subsection shall not apply to quasi-judicial proceedings.*

<sup>20</sup> Charter §405-11 and Executive Board Authority for Committee

<sup>21</sup> Charter § 405-19