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## MEMORANDUM

TO: Board of Commissioners  
FROM: Sarah Reeves  
DATE: June 5, 2020  
RE: Annual Organizational Meeting, Board Officers, Committees, Election Process

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Each June, CSWD hold an Annual Organizational meeting, as established by our Charter.

Article II, Section 3 of the CSWD Charter states:

*Annually, on or before the fourth Wednesday in June, commencing in 1989, the Board of Commissioners shall hold its organizational meeting. At such meeting, the Board of Commissioners shall elect from among its membership a Chair and a Vice Chair, each of whom shall hold office for one year and until his or her successor is duly elected and qualified. The Chair and Vice Chair are eligible to be elected to successive terms without limit.*

### Officers

Article III, Section 1 states:

*The Board of Commissioners annually shall elect from among its members a chair, vice chair, treasurer and secretary, and such other officers as it deems appropriate for the conduct of its business. Upon majority vote of the Board the treasurer or secretary may be non-Board members.*

The officers for FY 20 are:

Chair: Michelle Davia (Westford)

Vice Chair: Alan Nye (Essex/Essex Junction)

Secretary: Amy Jewell, CSWD Director of Administration

Treasurer: Leslie Nulty (Jericho)

Duties of the Officers:

Chair: The chair shall preside at all meetings of the Board of Commissioners. The chair shall also perform all of the duties incident to the position and office.

Vice Chair: During the absence of or inability of the chair to perform his or her duties, the vice chair shall perform such duties.

Secretary: The secretary shall have the custody of the public records of the District and shall record all votes and proceedings of the District including meetings of the District and meetings of the Board of Commissioners. The secretary shall also prepare and warn all meetings of the District and Board of Commissioners in accordance with Vermont law and shall cause the annual report approved by the Board of Commissioners to be distributed to the legislative bodies of the member municipalities. The secretary shall also perform all the duties and functions incident to the office of a secretary or clerk of a municipal corporation.

Treasurer: The treasurer shall have the custody of the funds of the District and shall be the disbursing officer of the District. When authorized by the Board of Commissioners, the treasurer shall sign, make or endorse in the name of the District all checks and orders for the payment of monies and pay out and disburse the same. The treasurer shall perform all the duties and functions incident to the office of treasurer of a municipal corporation.

## **Committees**

Currently active committees are the Executive Board and one standing committee, the Finance Committee. The Investment Committee meets as needed, usually once a year. Over the years, we've established a variety of ad-hoc committees (Ordinance, Recycling Market Development, Franchise Study, Executive Search, etc) to work on short-term projects.

## **Executive Board**

Article III, Section 10 states:

*The Board of Commissioners shall have the authority to establish an Executive Board and grant such powers to it as it may deem necessary. The Executive Board shall consist of the Chair of the Board of Commissioners and four members of the Board of Commissioners elected by the Board of Commissioners.*

The Executive Board meets on the third Monday of each month as needed, typically 10 times per year. The Chair of the Board of Commissioners currently functions as the Chair of the Executive Board. Members of the FY20 Executive Board are:

Michelle Davia (Westford), Alan Nye (Essex/Essex Junction), Leslie Nulty (Jericho), Lee Perry (Burlington), Tim Loucks (Shelburne).

## **Finance Committee/Investment Committee**

The Finance Committee was established by the Board of Commissioners in 1996 and its members are appointed by the Chair of the Board. The Finance Committee has begun to meet regularly during the year, not solely for budgeting purposes. The expectation can be that the Finance Committee will meet approximately eight times per year. It has been the practice that the Treasurer of the Board of

Commissioners is a member of the Finance Committee, and that the Chair of the Board is an ex-officio member. It has also been recent practice that the members of the Finance Committee comprise the Investment Committee. Nominations for Finance Committee may be submitted according to the same process as the Officer and Executive Board, with the appointment of Finance Committee members made by the newly elected Chair of the Board.

Members of the FY20 Finance Committee are:

Leslie Nulty (Jericho), Tim Loucks (Shelburne), Bryn Oakleaf (Winooski)

### **Election Process**

The process outlined below was used to elect the FY20 officers and Executive Board. The Charter is silent on how elections must be conducted, other than the Board shall elect from its membership a Chair and Vice Chair annually in June at the organizational meeting. The remaining officers are to be elected annually, but the charter does not specify that the additional officers must be elected at the organizational meeting (Secretary and Treasurer may be elected at any time). The charter also does not specify that the Executive Board shall be elected at the organizational meeting, just that the Executive Board shall consist of the Chair of the Board of Commissioners and four members of the Board elected by the Board. Robert's Rules of Order set out several methods of making nominations for positions:

- By the Chair
- From the floor
- By a nomination committee
- By ballot
- By mail
- By petition

For FY21 due to time constraints and constraints regarding meeting in person due to the COVID-19 precautions still in place, nomination by ballot would allow a list of nominated candidates to be prepared prior to the Annual Organizational Meeting on June 24 so that the Board membership can consider the candidates. Members can self-nominate without the need for a second. If the same process used last year is to be used this year, the process could look like this:

- Members self-nominate for officer positions and/or a slot on the Executive Board;
- Members send notification of self-nomination to me via email, to [sreeves@cswd.net](mailto:sreeves@cswd.net).
- I compile the list of self-nominations into a report, which is included in the Board packet for the Annual Organizational Meeting, scheduled for June 24 (packet mailed June 19).
- The report informs a ballot, which is included in the packet. Additional nominations from the floor are sought and written in to the appropriate office. If no additions to the ballot are made, the nominations are closed and the ballot is accepted by a vote of the Board.
- Elections for each officer are conducted one at a time in the event a member self-nominates for more than one office the election results are known prior to beginning the next officer election.
- Election of the Executive Board members can occur one of two ways:

- Members are instructed to select four choices from the nominations, with the top four vote getters becoming the Executive Board
- Members are instructed to select one choice from the nominations, with the top four vote getters becoming the Executive Board
- All election results are immediately reported.
- Member votes are weighted according to population. This was questioned last year and confirmed by legal counsel and is in accordance with the CSWD Charter (Article II, Board of Commissioners, Section 9. Voting).

There is an additional question of whether votes for officers and the Executive Board can or should be anonymous as a municipal body. Due to meeting via conference call, actions by the Board should be recorded by rollcall. This ensures that votes are recorded accurately. The question is, should there be an assumption of privacy for expressing a preference for candidates for officer or Executive Board positions, or should the preference and vote be conducted in public so that the public knows how their representative voted? This issue should be discussed and legal counsel's advice sought.