



MEMO - August 3rd, 2016

To: CVRPC Brownfields Advisory Committee

From: Gail Aloisio, Program Coordinator

RE: Member Comments on Rules of Procedure

Comments from BAC members regarding making the Interim Rules of Procedure permanent are compiled below. These comments have been addressed with appropriate revisions in the attached Draft Rules of Procedure.

General Comments:

Is the 5 member minimum quorum in conformance with Open Meeting Law?

The five member minimum quorum was set originally because the committee is advisory in nature, and quorum is realistically sometimes difficult to make with a large (13 plus) membership. Roberts Rules does allow bodies to define their own quorum, however, the BAC is also subject to Open Meeting Law. I received comments of concern regarding adherence to open meeting law. After consulting with an attorney at VLCT, I would like recommend that even though meeting quorum could prove challenging at some times, the committee can provide the most clarity and consistency to the public by setting a specific number of members and defining quorum as a majority of those membership positions.

Should the Rules of Procedure address adherence to the Site Selection Criteria when making enrollment decisions?

The Rules of Procedure address conflicts of interest regarding all decisions that are made by the committee. Enrollment decisions based on the Site Selection Criteria is one specific type of decision made by the committee. Staff recommends keeping guidelines for Site Selection decisions within the Site Selection Criteria document.

Language Specific Comments:

Page 2 Line 9: Membership: I think that specifying 13 members is too many and too complicated. I'd prefer to say that the Committee seeks to have membership that ensures a range of relevant perspectives: towns and varied interest groups, such as economic development, health, housing, real estate, at-risk populations, finance, environment. Up to 5 commissioners and an alternate. OK to

designate CVEDC and VDH. Others as interested and approved by the committee. Total number of members may vary but will not exceed 13 members.

See proposed revisions p. 2 lines 8-39.

Page 2 Line 33: Membership Terms: I understand wanting extended memberships for continuity purposes. But everyone will expire at the same time, which defeats continuity. Why not just annual appointments?

See proposed revisions p. 2 lines 33-34

Page 2 Line 37: Quorum: If we don't specify 13+ members, could a quorum be a majority of the voting membership?

See proposed revisions p. 2 lines 8-39.

Page 3 Line 5: Voting: This paragraph is unnecessary given the discussion of non-voting members above.

This information specifies the specific reason those agencies and departments are non-voting, as they have a potential conflict.

Page 3 Line 1: Voting: This should be replaced by a general discussion of conflict of interest and not voting when there is a conflict of interest.

A general discussion of conflict of interest is included on p.3 lines 16-34.

Page 3 Line 34: Days for Notices: Is this realistic? Open meeting law says only a couple of days.

See proposed revisions p. 4 line 17.

Page 4 Line 34: Why do procedures need to be authorized by the Board of Commissioners and not the Executive Committee?

The Board of Commissioners authorized the committee originally, so the authority to authorize the responsibilities of the BAC rests with them.



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Brownfields Advisory Committee

~~INTERIM~~ RULES OF PROCEDURE

PROGRAM MISSION: The CVRPC Brownfields Program returns undeveloped or underdeveloped properties with real or perceived contamination to more productive use in both the public & private sector.

COMMITTEE PURPOSE: To oversee the Commission's brownfields program and to provide local and regional input regarding brownfield issues important to the region.

GENERAL ACTIVITIES:

- ◆ Submit recommendations to the Executive Committee for investment of funds designated for brownfields work to achieve the program mission.
- ◆ Assist to identify and prioritize communities or neighborhoods in need of support for brownfields revitalization and the projects that will support those efforts
- ◆ Develop brownfield-related policies for recommendation to the Commission, and provide input into any policies developed by the Commission related to brownfields.
- ◆ Provide oversight for and assist in the development of the Commission's brownfields work program and budget.
- ◆ Participate in public outreach efforts, including education of the professional community, public notification, liaison to municipalities and other local and regional boards as appropriate, and other activities.
- ◆ Maintain site selection criteria.
- ◆ Review and prioritize nominated sites for inclusion in the Region's brownfields program
- ◆ Assist in the hiring of consultants and oversee consultant progress in order to bring projects to completion.

ADVISORY ROLE: The Committee shall be advisory to the Regional Commission, who shall have final authority over decisions related to this program. The Committee will offer recommendations, advice, input, and opinions to the Commission, the US EPA, the State of Vermont, and other organizations and individuals as appropriate, provided it is compatible with plans, policies, positions or resolutions adopted by the Commission. New or amended plans, policies, positions or resolutions shall be ratified/approved by the Board of Commissioners.

Expenditure of Commission funds as recommended by the Committee shall be authorized by the Executive Committee. The Commission has the ultimate authority over program decisions. The

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1 Commission shall designate staff to assist the Committee as necessary.

2
3 To allow for stabilization of emergency situations during on-site field work by contractors, staff
4 may authorize expenditures within 10% of the total site project expenditure authorized by the
5 Executive Committee. The Brownfields Committee Chair may authorize expenditures within 20%
6 of the total authorized site project expenditure.

7
8 **MEMBERSHIP:** Participation is optional. The Brownfields Advisory Committee will ~~seek~~
9 constitute a minimum of thirteen eleven (13/11) members voting membership seats and three
10 alternates to the Committee as follows:

11
12 Regional Commissioner Representation: ~~Five (5)~~ Four (4) membership seats and one
13 alternate shall be designated for Regional Commissioners. These representatives shall
14 represent the interests of the region as a whole and municipalities in general.
15 Commissioners will be appointed by the CVRPC Board of Commissioners.

16
17 Interest Group Representation: Non-Regional Commission representation on the
18 Committee shall be limited to ~~14~~ 8 members. Of these, membership seats shall be
19 designated for the following: Central Vermont Economic Development Corporation and
20 Vermont Department of Health, each of which may appoint one voting representative and
21 one alternate to the Committee. Other brownfield interest groups, organizations and/or
22 individuals may be apportioned a membership seat by the Committee and invited to appoint
23 one voting member to the Committee. ~~At minimum, representation~~ Representation should
24 be sought from the following ~~six (6)~~ five (5) interest groups: housing, real estate, finance,
25 at-risk populations, ~~solid waste~~, and the environment.

26
27 Non-Voting Membership: The Committee may also appoint non-voting members to serve
28 on the committee and advise on special topics or as unique issues arise. Staff from the US
29 Environmental Protection Agency, Vermont Agency of Commerce and Community
30 Affairs, Vermont Department of Environmental Conservation, and other agencies and
31 departments may serve on the Committee in a non-voting advisory capacity.

32
33 Membership terms shall be two years beginning July 1, 2016. Appointments will be renewed or
34 replaced every two years thereafter.

35
36 **ATTENDANCE AND QUORUMS:** ~~As the Committee is advisory, a~~ A quorum shall consist
37 of a majority of the total voting membership seats designated on the body. As there are 11 voting
38 membership seats on the Committee, a quorum will consist of 6 voting members present.
39 ~~minimum of five voting members, or all voting members in attendance, should greater than five~~
40 ~~be in attendance at the Committee meeting.~~ Members are encouraged to attend all regular meetings
41 and special meetings as they arise. Members with three unexplained absences in a row will be
42 contacted by the Chair or Commission staff to determine if they still wish to serve on the
43 Committee. The Committee shall meet monthly, or as needed, to carry out the stated purpose.

44
45 **VOTING:** A quorum is required for the Committee to conduct a vote. Each appointed member
46 shall have one vote. Alternates may participate in discussion and will only vote when filling in for

1 the regular Commission or named seats. One member from each participating organization
2 apportioned a membership seat shall be appointed to vote by that organization. Proxy voting is
3 not permitted.

4
5 As of the date of adoption of these rules, the following agencies and departments have been
6 determined to have a potential conflict and do not have voting privileges: US Environmental
7 Protection Agency, Vermont Agency of Commerce and Community Affairs, Vermont Department
8 of Environmental Conservation.

9
10 Voting privileges for other State and Federal agencies and departments shall be determined on an
11 individual basis by the Committee. This determination shall be based on the potential for conflicts
12 of interest to arise.

13
14 Non-voting members and Regional Commission staff do not have voting privileges.

15
16 **Topic Relocated => CONFLICTS OF INTEREST:** Any member who represents an
17 organization or other entity that has nominated a site or otherwise proposes a task or project upon
18 which the Committee will vote, shall not participate in that vote. Members may represent
19 nominating/proposing entities via employment, participation in a body of the entity (such as a
20 committee, board of directors, or public body) or other forms of membership or representation.

21
22 In the event any Committee member has a personal or financial interest with any individual,
23 partnership, firm or corporation seeking to contract with the Commission, or to provide materials
24 or labor thereto, or has a personal or financial interest in any project being considered by the
25 Committee, the member shall disclose and state on the record the nature of his or her interest.

26
27 If the member feels this conflict interferes with his/her ability to be objective, the member shall
28 not participate in any discussions or vote on any related motion.

29
30 If the member is uncertain whether he/she should participate in the discussion or decision, the
31 Committee shall determine by vote whether the member should participate. The Committee may
32 also make a determination of conflict of interest and disallow participation and voting by a member
33 if the majority of voting Committee members in attendance at the meeting determine a conflict of
34 interest exists.

35
36 **OFFICERS/ELECTIONS:** The Committee will elect a Chair and Vice-Chair for one year terms,
37 upon Committee formation and annually thereafter at the Committee's July meeting. The Chair
38 will be responsible for running meetings, setting agendas in conjunction with staff, reviewing and
39 signing correspondence on behalf of the Committee, and representing the Committee at various
40 meetings as needed.

41
42 The Chair and Vice-Chair may be elected from the Commissioner or Interest Group membership.
43 Members elected to any office may not be represented by an alternate in the performance of their
44 duties as officers.

45
46 The Vice-Chair will serve as Chair when the Chair is unavailable. If the Chair should resign before

1 his/her term is expired, the Vice Chair shall serve as Chair until elections are held to fill the
2 vacancy for the remainder of the term. Chair and Vice-Chair shall be limited to serving two terms.

3
4 **COMMUNICATION AND COORDINATION:**

- 5
6 ♦ Committee members are encouraged to serve as liaisons to their local legislative boards
7 or group/organization/interest representing by reporting on activities on a regular basis.
8 ♦ Committee members are encouraged to offer input on all matters before the Committee,
9 and are encouraged to bring up items of local or regional concern for Committee
10 consideration.
11 ♦ Draft policies and resolutions shall be forwarded to Committee members and
12 interested/affected parties for comment before action by the Committee, or final
13 action/approval by the Commission.
14
15 ♦ Agendas and notices of all regular meetings shall be sent to Committee members, the
16 Board of Commissioners, the media, and interested persons at least ~~seven-five~~ days
17 before the scheduled meeting, and shall be posted at the Commission.
18 ♦ Meetings shall be noticed and held in accordance with Vermont Open Meeting Law.
19 ♦ Minutes of all regular and special meetings will be prepared by staff, distributed to
20 Committee members and interested parties, and made available to the public in
21 accordance with public records and open meeting law.
22 ♦ ~~Minutes will report the results of any vote taken by the Committee, noting which~~
23 ~~members voted and their position on the question.~~
24 ♦ ~~CONFLICTS OF INTEREST: ...Topic Relocated to follow Voting....~~

25
26 **RESOLUTION OF DIFFERENCES:** Any issue that cannot be reasonable resolved by the
27 Committee may be taken up by the Executive Committee.

28
29 **ADOPTION OF ORGANIZATIONAL PROCEDURES:** The Committee may, at any time,
30 vote to amend these procedures, in accordance with quorum requirements noted above. Proposed
31 amendments will be forwarded to Committee members, and interested parties, before
32 consideration at a regular Committee meeting. Amendments will then be forwarded to the
33 Commission for review and ratification.

34
35 The Committee is not a standing or special committee of the Central Vermont Regional Planning
36 Commission, and is therefore not subject to the Commission's bylaws. These rules of procedure,
37 combined with Robert's Rules of Order, and Vermont Open Meeting and Public Records Law,
38 provide procedural and administrative guidance for the Committee.

39
40 ~~**EXPIRATION OF INTERIM RULES:** The Interim Rules of Procedure will expire 6 months~~
41 ~~from the date of adoption by the Board of Regional Commissioners, on October 12th, 2016.~~

42 Recommended by the Brownfields Advisory Committee to the Board of Commissioners for
43 Adoption: _____

44
45 Adopted by the Board of Regional Commissioners: _____
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