

## Governance Guidelines for the Winnepesaukee River Basin Program Advisory Board

Approved April 10, 2012

### GOVERNING STATUTE

Section 485-A:52 Advisory Board Established. – There is established a Winnepesaukee River advisory board consisting of one member, from each community, appointed by the board of selectmen of a town or the city council of a city involved. The term of office of each member shall be one year commencing July 1, 1972, and each member shall serve until his successor shall have been appointed. The advisory board shall annually elect a chairman by majority vote of its members, and the board shall meet at least quarterly upon the call of the chairman or at least 3 members of the board in order to consider matters properly coming before it for attention. The advisory board shall meet with the department at suitable intervals to review matters of mutual concern. An annual budget shall be submitted to the advisory board by the department, for review and comment, 60 days prior to the beginning of the new fiscal year. Members of the advisory board shall receive no per diem but shall be entitled to reimbursement for expenses including mileage when in the performance of duties required under this subdivision. Each municipality shall provide funds necessary to reimburse its members to the advisory board.

Source. 1989, 339:1. 1996, 228:106, eff. July 1, 1996.

### PURPOSE OF GOVERNANCE GUIDELINES

The Advisory Board shall adopt procedures, and incorporate these procedures into bylaws or equivalent, to establish a more formal structure for the Board to fulfill its advisory role to DES. The purpose will be to ensure that the Board has mechanisms in place to more formally and clearly provide the recommendations of the communities on WRPB administration, operations, and management to DES concerning budgets, operations and capital investments.

### DEFINITIONS

Winnepesaukee River Basin Program (WRBP) is the regional wastewater collection and treatment system owned by the State of New Hampshire and operated by the Department of Environmental Services (DES) as per RSA 485-A:45-54. The WRBP serves the sewer users located in portions of the municipalities of Belmont, Center Harbor, Franklin, Gilford, Laconia, Meredith, Moultonborough, Northfield, Sanbornton, Tilton and the State-owned Lakes Region Facility, which is currently managed by the New Hampshire Department of Administrative Services (DAS).

Member Communities are those served by the WRBP and include the municipalities of Belmont, Center Harbor, Franklin, Gilford, Laconia, Meredith, Moultonborough, Northfield, Sanbornton, Tilton and the State-owned Lakes Region Facility, which is currently managed by the New Hampshire Department of Administrative Services (DAS).

Fiscal Year shall be the State fiscal year running from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

WRBP Legislative Budget shall be the DES-WRBP state biennial budget as approved by the Legislature. The WRBP Budget shall be the annual budget submitted to the Advisory Board by DES and shall include all billing categories in existence.

WRBP Advisory Board Members include one representative from each of the following Member Communities: Bay District Sewer Commission (representing portions of Center Harbor and Moultonboro), Northfield Sewer District, Town of Meredith, Town of Belmont, Town of Gilford, Town of Sanbornton, Town of Tilton, City of Laconia, City of Franklin, and the DAS (representing the Lakes Region Facility).

## GOVERNANCE GUIDELINES

### Advisory Board

Appointment of WRBP Advisory Board members shall be made by the DAS, Bay District Sewer Commission, Belmont Board of Selectmen, Franklin City Council, Gilford Board of Selectmen, Laconia City Council, Meredith Board of Selectmen, Northfield Sewer District, Sanbornton Board of Selectmen, and Tilton Sewer Commission, or corresponding authority. It is strongly recommended that an alternate be designated for each Advisory Board member. The term of office of each member shall be one year commencing July 1 of each year and each member shall serve until his successor shall have been appointed. Each member community may appoint an alternate and designate whether that alternate has the full authority of the member. Verification of such appointment and authority of alternate(s) shall be provided in writing once per year to the DES or as required for meetings requiring voting.

Advisory Board organization includes a Chairperson (hereinafter called Chairman) elected annually by majority vote of the WRBP Advisory Board members. The Chairman shall preside at all meetings of the Advisory Board and shall perform such other duties as may be required by the Advisory Board. A Vice Chairperson (hereinafter called Vice Chairman) shall be elected annually by majority vote of the WRBP Advisory Board members. The Vice Chairman shall assume the duties of the Chairman in his/her absence, shall be the principal advisor to the Chairman, and shall perform such other duties as may be required by the Advisory Board. Officers shall be elected by a roll call vote during the quarterly meeting held in April with any new officers taking office the next fiscal year starting July 1. A Secretary/Clerk responsible for recording motions, votes, and generating and maintaining record of minutes shall be appointed by the Advisory Board. The Secretary/Clerk shall either be an Advisory Board member volunteering to perform these tasks for an individual meeting, a WRBP staff member, or an individual/firm providing transcription services under contract to the WRBP, if approved by the Advisory Board. The Secretary/Clerk shall attend meetings of the Board and shall keep a written record of all the proceedings and shall perform like duties for the Standing Committees when required.

WRBP Advisory Board meetings are to be held at least quarterly or Special Meetings of the Advisory Board may be called at the call of chairman or three (3) or more Advisory Board members. At least two (2) days notice shall be provided for Advisory Board Special Meetings. A quorum shall be the majority of Advisory Board members including the chairman or vice chairman. Except in an emergency, a quorum shall be physically present at the location specified in the meeting notice as the location of the meeting. An "emergency" means that immediate action is imperative and the physical presence of a quorum is not reasonably practical within the period of time requiring action. The determination that an emergency exists shall be made by the Chairman and the facts upon which that determination is based shall be included in the minutes of the meeting.

Telephone and Video Attendance at Advisory Board and Subcommittee meetings are subject to the provisions of RSA 91-A:2, III, whereby any member may participate fully in any meeting by telephone, videophone, internet video or comparable electronic means in the event of an "emergency" as defined by RSA 91 and above, upon the approval of the chairman.

### Conduct of Advisory Board Meetings

- An agenda approved by the chairman shall be provided by the chairman or designated alternate at least one (1) week before scheduled quarterly meetings via email to Advisory Board members.
- Special Advisory Board meetings require at least two (2) days notice to members and an agenda shall be provided at least two (2) days before a special meeting via email to Advisory Board members and the chairman shall be responsible for confirming that a representative from each member community is notified.
- A cover letter shall be attached to the agenda requesting appropriate posting of the meeting agendas and minutes by Advisory Board representatives pursuant to RSA 91. It is the responsibility of the Advisory Board members or designated alternates to post the agenda of Advisory Board meetings within their respective communities.
- The Chairman, or Vice Chairman in the event the Chairman is absent, will preside over the meeting.
- Once a quorum has been reached the meeting shall be called to order.
- Secretary/Clerk shall be designated for the meeting.
- Chairman shall acknowledge members for review and approval of minutes from prior meeting(s).
- Chairman shall conduct business of the day including motions and seconds on recommendations, decisions, requests by the Advisory Board members or the public, call for votes, and adjournment.
- Quarterly Advisory Board Meetings shall include a financial report on the status of the annual budget, including capital expenditures.

Voting by the Advisory Board shall be conducted only at properly called meetings with a quorum present. The Advisory Board Chairman shall solicit and record the vote from each of the Advisory Board members as affirmative (i.e. agreeing to a motion or recommending an expenditure), negative (i.e. not agreeing to a motion or not recommending the expenditure), abstaining, or note the member as absent. Votes recorded as absent or abstaining shall not be included in the determination of the majority affirmative or majority negative vote calculation. All questions, except capital expenditures exceeding \$50,000, shall be decided by majority vote of Advisory Board Members (or their appointed alternates) present at a meeting at which a quorum exists. For capital expenditures exceeding, or expected to exceed \$50,000 total project costs, a majority affirmative vote taken by role call of Advisory Board members is required to recommend the expenditure. The Advisory Board Chairman shall provide written confirmation to the DES of the Advisory Board vote, including the vote count, recommending capital expenditures exceeding \$50,000. This written confirmation shall be included in the DES request for authorization of the recommended expenditure(s) from the Governor and Executive Council.

### Advisory Board Subcommittees

Advisory Board Standing Subcommittees shall elect their chairman by majority vote of the Subcommittee members. A minimum of three advisory board members are required to form a Standing Subcommittee. A quorum for subcommittees shall be the majority of the number of subcommittee members. Subcommittees may be formed with nomination and acceptance by individual members or by members volunteering for the Subcommittee. Subcommittee members shall be approved by the Advisory Board by majority vote of those present at the meeting.

Capital Improvements Program (CIP) Subcommittee is a standing subcommittee of the Advisory Board and meets at the call of its chairman. The Subcommittee is tasked with evaluating the

details of proposed capital improvements and making recommendations to the larger Advisory Board for their review and concurrence, prior to their making recommendations to the member communities. The CIP Subcommittee is comprised of 3-5 members of the Advisory Board, with the WRBP Administrator and Superintendent as participants. Advisory Board Subcommittee members shall be approved by the Advisory Board by majority vote. **The CIP Subcommittee Executive Summary which more fully describes the CIP and this Subcommittee is incorporated herein by reference.**

Special Purpose Subcommittees may be formed by the Advisory Board on an as-needed basis. Subcommittees may be formed with nomination and acceptance by individual members or by members volunteering for the Subcommittee. Subcommittee members shall be approved by the Advisory Board by majority vote. There is no minimum number of members or minimum quorum required for formation, or conduct of business, of Special Purpose Subcommittees. A chairman shall be elected by the majority of Subcommittee members. Each Special Purpose Subcommittee shall establish their own procedures for conducting meetings that generally adhere to the Governance Guidelines for Conduct of Subcommittee Meetings, and shall report back to the Advisory Board at least quarterly at the scheduled Advisory Board meetings.

#### Conduct of Advisory Board Subcommittee Meetings

- An agenda approved by the chairman shall be provided by the chairman or designated alternate shall be provided at least three (3) days before regular scheduled meetings via email to Subcommittee members.
- Special Subcommittee meetings require at least two (2) days notice to members and an agenda shall be provided at least two (2) days before a special meeting via email to Subcommittee members and the chairman shall be responsible for confirming that a representative from each member community is notified.
- A cover letter shall be attached to the agenda requesting appropriate posting of the meeting agendas and minutes by Advisory Board representatives pursuant to RSA 91. It is the responsibility of the Advisory Board members or designated alternates to post the agenda of Advisory Board Subcommittee meetings within their respective communities.
- The Chairman of the Subcommittee will preside over the meeting.
- Once a quorum has been reached the meeting shall be called to order.
- Secretary/Clerk shall be designated for the meeting.
- Chairman shall acknowledge members for review and approval of minutes from prior meeting(s).
- Chairman shall conduct business of the day including motions and seconds on recommendations, decisions, requests made by the Advisory Board members or members of the public, call for votes, and adjournment.
- Minutes of the Subcommittee shall be reviewed and approved by the Subcommittee members using the procedures below.
- Approved Minutes of Subcommittee meetings shall be distributed to all of the Advisory Board members.
- Advisory Board Subcommittees shall present a report(s) on the status of their proceedings at the next Advisory Board Meeting.

## **Documentation and Record Keeping**

Minutes for the Advisory Board and Subcommittee meetings shall be prepared by the Secretary/Clerk and reviewed and revised using the following procedure:

1. Secretary/Clerk prepares first draft minutes and sends via email for review by DES-WRBP Administrator and Chairman and advisory board members, upon request.
2. Chairman and/or Administrator make revisions to first draft and Administrator incorporates comments into second draft for review with revision date;
3. Chairman and/or Administrator distributes second draft via email to all those attending the meeting indicating duration of review period;
4. Meeting attendees email any comments or corrections (using “reply all” feature) to all Meeting attendees prior to end of comment period;
5. The Secretary/Clerk and/or Administrator incorporates agreed upon revisions (and notes any proposed revisions requiring additional discussion) into final draft; incorporates “FINAL DRAFT” and date of last revision into document footer;
6. Administrator distributes final draft prior to next meeting (as an attachment to the agenda);
7. Following Approval of Minutes at meeting, Secretary/Clerk and/or Administrator makes any approved revisions and changes footer to note – “APPROVED” and date approved, and removes Draft watermark;
8. Secretary/Clerk and/or Administrator send the Approved Minutes via email to all meeting attendees, Subcommittee members, Advisory Board members, and DES representatives. It is the responsibility of the Advisory Board members or designated alternates to post the minutes of meetings within their respective communities pursuant to RSA 91.

## **Revisions and Modifications**

Approval and Amendment of the Governance Guidelines shall be by majority vote of the Advisory Board members at a properly called meeting with a quorum present.

**The Memorandum of Understanding (MOU) between the Member Communities and the Department of Environmental Services is incorporated herein by reference. The provisions of RSA-A:45-54 are incorporated herein by reference.**