

TOWN OF WESTFORD –
DEVELOPMENT REVIEW BOARD

Rules of Procedure and Conflict of Interest Policy

A. POLICY.

These Rules are adopted to ensure consistent and fair treatment of applicants and interested persons, and participants, orderly and efficient public proceedings, and compliance with state and federal law. These Rules shall also ensure that no board member will gain a personal or financial advantage from his or her work for the Development Review Board of the Town of Westford, so that the public trust in municipal government will be preserved.

B. APPLICATION.

This policy setting forth rules of procedure shall apply to Development Review Board of the Town of Westford, which is referred to below as “the Board.” These rules shall apply to all regular, special, and emergency meetings of the Board.

C. DEFINITIONS.

1. “Board” means the Development Review Board.
2. “Board member” means a regular member of the Development Review Board or an alternate who has been appointed to serve temporarily as member of the Development Review Board.
3. “Conflict of interest” means any one of the following:
 - a. A direct or indirect personal interest of a board member, his or her spouse, household member, child, stepchild, parent, grandparent, grandchild, sibling, aunt or uncle, brother or sister in law, business associate, employer or employee, in the outcome of a cause, proceeding, application or any other matter pending before the Development Review Board.
 - b. A direct or indirect financial interest of a board member, his or her spouse, household member, child, stepchild, parent, grandparent, grandchild, sibling, aunt or uncle, brother or sister in law, business associate, employer or employee, in the outcome of a cause, proceeding, application or any other matter pending before the Development Review Board.

- c. A situation where a board member has publicly displayed a prejudgment of the merits of a particular proceeding before the Board. This shall not apply to a member's particular political views or general opinion on a given issue.
 - d. A situation where a board member has not disclosed ex parte communications with a party in a proceeding before the Board, pursuant to these Rules.
4. "Deliberative session" means a private session of the board to weigh, examine, and discuss the reasons for and against an act or decision, from which the public is excluded. There shall be no taking of evidence or submission of testimony, nor need a deliberative session be publicly noticed. By motion and majority vote, the board may enter deliberative session during a hearing to consider a matter before it.
 5. "Executive session" means a session of a public body from which the public is excluded, pursuant to 1 V.S.A. § 313. Such private session may only be held for one of the reasons permitted by the statute, and no binding action may be taken in executive session.
 6. "Ex parte communication" means direct or indirect communication between a member of an appropriate municipal panel and any party, party's representative, party's counsel or any person interested in the outcome of any proceeding before the panel that occurs outside of a public proceeding, and concerns the substance or merits of the proceeding.
 7. "Official act or action" means any legislative, administrative or quasi-judicial act performed by the Board.
 8. "Recuse" means to remove oneself from a particular board proceeding because of a real or perceived conflict of interest.

D. ORGANIZATION.

1. The Board shall consist of seven (7) regular members. After Town Meeting but prior to May 1, or at other times throughout the year as needed, the Board shall hold an organizational meeting and elect by majority vote, a Chair, Vice Chair and Clerk.
2. The Chair shall preside at all meetings, hearings, and deliberations, decide all points of order or procedure, and appoint members to any committee of the Board. The Chair may request the attendance of witnesses and the production of material germane to any issue under consideration.
3. The Vice Chair shall assume the duties of the Chair whenever the Chair is absent, or at the Chair's request. The Clerk shall assume such duties whenever the Chair and the Vice Chair are absent, or at their request.

4. A majority of the members of the Board shall constitute a quorum. If a quorum of the members of the Board is not present at a meeting, no meeting shall take place.
5. The Selectboard shall annually, or as needed, appoint up to two alternates who may temporarily serve as board members in the event of a recusal or absence of three or more members.
 - a. An alphabetical roster of all alternate members shall be kept by the Board. The assignment of alternates will begin with the first alternate in alphabetical order and rotate through the list until all alternates have served and then the rotation will be repeated.
 - b. Whenever a regular member recuses him or herself or is otherwise unable to serve on the Board, the chairperson of the Board, or his or her designee, may appoint an alternate to serve temporarily as a member of the Board by selecting an individual from the roster as provided in paragraph a, above. Whenever necessary for the Board to conduct its business or to take an official act, the chairperson of the Board, or his or her designee, shall appoint an alternate to serve temporarily as a member of the Board by selecting an individual from the roster as provided in paragraph a, above.
 - c. If the chairperson of the Board does not appoint an alternate as permitted or required under paragraph b, a majority of the members of the Board present and voting may appoint an alternate to serve in accordance with paragraph b.
 - d. An alternate member who is appointed to serve temporarily as a Board member shall be required to be a Board member from the time of the first meeting until a final decision is made on any application heard by the Board during the time period that the alternate was appointed as a Board member and shall participate in the review of and decision on such applications. Participation includes attending deliberative sessions and any continuance of a public hearing if the application has been tabled or adjourned to another date.
 - e. The Board may decide at any point in its review of an application that it would like to request that an alternate be appointed temporarily as a Board member to participate in the review of and decision on said application. Any alternate appointed for this purpose may participate in the decision on an application only if he or she has reviewed the audio recording of the proceedings and any evidence submitted. If the Board has closed the hearing on the application, the Board may reopen the hearing if the Board determines that additional information or evidence is needed before it can make a decision.
6. No single member of the Board shall have authority to represent or act on behalf of the Board unless, by majority vote, the Board has delegated such authority for a specific matter at a duly-noticed meeting and such delegation is recorded in the meeting minutes.

7. Motions made by members of the Board do require a second. The Chair of the Board may make motions and may vote on all questions before the Board. A motion will only pass if it receives the votes of a majority of the total membership of the Board.
8. There is no limit to the number of times a member of the Board may speak to a question. A member may speak or make a motion without being recognized by the Chair. Motions to close or limit debate will be entertained with safe and due regard to the intent of public and fair discussion.
9. Any member of the Board may request a roll call vote. Pursuant to 1 V.S.A. § 312(a)(2), when one or more members attend a meeting electronically, a roll call vote is required for votes that are not unanimous.
10. Meetings may be recessed to a time and place certain. Recesses within a meeting to accommodate “personal privilege” (bathroom breaks, collection of one’s self, etc.) shall be reasonably honored/promoted for members of the Board and supporting staff.
11. These rules may be amended by majority vote of the Board and must be readopted annually within one month of a new Board member taking their place on the Board.

E. AGENDAS

1. Each regular and special meeting of the Board shall have an agenda, with time allotted for each item of business to be considered by the Board. Those who wish to be added to the meeting agenda shall contact the Town Planner to request inclusion on the agenda. The Chair shall determine the final content of the agenda. It is to be understood that agenda timelines are for guidance only and do not necessarily restrict agenda item discussion times.
2. At least 48 hours prior to a regular meeting, a meeting agenda shall be posted in or near the municipal office and at the following designated public places in the municipality: library and post office. At least 48 hours prior to a regular meeting, a meeting agenda shall be posted on the Town’s website (<https://westfordvt.us/>). The agenda must also be made available to any person who requests such agenda prior to the meeting.
3. Special meetings shall be publicly announced at least 24 hours in advance by giving notice to all members of the body unless previously waived; to an editor, publisher or news director, or radio station serving the area; and to any person who has requested notice of such meetings. In addition, notices shall be posted in the municipal clerk’s office and at the following designated places in the municipality: library, post office and Town’s website (<https://westfordvt.us/>).
4. Emergency meetings may be held without public announcement, without posting of notices, and without 24-hour notice to members, provided some public notice thereof is given as

soon as possible before any such meeting. Emergency meetings may be held only when necessary to respond to an unforeseen occurrence or condition requiring immediate attention by the public body.

5. All business, as may best serve the town's business as determined by the Chair, shall be conducted in the same order as it appears on the noticed agenda, except that any addition to or deletion from the noticed agenda must be made as the first act of business at the meeting. No additions to or deletions from the agenda shall be considered once the first act of business at the meeting has commenced. Any other adjustment to the noticed agenda, for example, changing the order of business, postponing or tabling actions, may be made by majority vote of the Board.
6. At each meeting, there shall be a ten minute period of time reserved for public comment near the end of the meeting. The Chair may extend or reduce this period of time as necessary. Speakers may participate at other times throughout the meeting but only when recognized by the Chair. Such comment shall be limited to three minutes per speaker, unless by majority consent the Board sets a different time limit. The Board shall apply consistent time limits to all recognized to speak.

F. MEETINGS

1. The Development Review Board of the Town of Westford, is required by law to conduct its meetings in accordance with the Vermont Open Meeting Law. 1 V.S.A. §§ 310-314. Meetings of the Development Review Board of the Town of Westford must be open to the public at all times, except as provided in 1 V.S.A. § 313.
2. Regular meetings shall take place on the second (2nd) and fourth (4th) of the month, as needed, at 7:15 p.m. at the town office.
3. A member of the Board may attend a regular, special, or emergency meeting by electronic or other means without being physically present at a designated meeting location, so long as the member identifies him or herself when the meeting is convened and is able to hear and be heard throughout the meeting. Whenever one or more members attend electronically, voting that is not unanimous must be done by roll call. If a quorum or more of the body attend a meeting (regular, special, or emergency) without being physically present at a designated meeting location, the agenda for the meeting shall designate at least one physical location where a member of the public can attend and participate in the meeting. At least one member of the Board, or at least one staff or designee of the Board, shall be physically present at each designated meeting location.
4. Executive sessions may be part of any meeting duly warned by the Board, provided the topic to be discussed falls within the exemptions stated in 1 V.S.A. §313(a)(1) through 1 V.S.A. §313(a)(10). A motion must be made during the open portion of a meeting and must

indicate the nature of the business to be discussed. The motion requires a majority vote in the affirmative to pass.

- a. Attendance in executive session is limited to the members of the Board and, at its discretion, staff, legal counsel and persons who are subjects of the discussion or whose information is needed.
5. It shall be the duty of all members to review the minutes and other official records of the Board meetings and actions, and correct and ratify these when appropriate and necessary.
 6. The Minute Clerk shall take minutes of all meetings.

G. PUBLIC HEARINGS

Public hearings shall be conducted as quasi-judicial proceedings pursuant to 1 V.S.A. § 310(5)(B). Hearings shall be publicly noticed in accordance with 24 V.S.A. §§ 4464(a)(1), (2), as amended. Hearings shall not exceed three hours in length unless approved by a majority of members present.

1. The Chair shall conduct the hearing in the following manner:
 - a. Open the hearing by reading the warning of the hearing.
 - b. Review the order of events, remind all present that the proceeding will be conducted in an orderly manner, and make copies of these Rules available.
 - c. Request disclosure of conflicts of interest and ex parte communications.
 - d. Review the definition of interested persons in 24 V.S.A. § 4465(b).
 - e. Explain that, pursuant to 24 V.S.A. § 4471(a), only an interested person who has participated in this proceeding may take an appeal of any decision issued in this proceeding.
 - f. Accept written information presented to the board.
 - g. Invite the applicant or applicant's representative to present such application or proposal.
 - h. Invite board members to ask questions of the applicant or applicant's representative.
 - i. Invite interested persons and members of the public to present their information regarding the application or proposal.
 - j. Invite the applicant or applicant's representative to respond to information presented.

- k. Invite more questions or comments from members of the board.
- l. Invite more questions from interested persons and members of the public.
- m. Allow final comments or questions from the applicant or his/her representative or members of the board.
- n. Upon motion and majority approval, the Chair shall either adjourn the hearing to a time certain, or close the proceedings by stating that this is the final public hearing on the matter.

H. SITE VISITS.

Site visits shall be open to the public; however, no testimony shall be taken and no ex parte communication shall occur. Site visits shall be held pursuant to the following conditions:

1. If, prior to a hearing, the Chair determines that a site visit will be necessary, the site visit shall be scheduled prior to a public hearing. Such site visits shall be publicly noticed in accordance with 24 V.S.A. §§ 4464(a)(1), (2).
2. If necessary, the Board may recess a hearing to conduct a site visit at a property which is the subject of an application before the Board.
3. If necessary, the board may adjourn a hearing to a time certain to conduct a site visit at a property which is the subject of an application before the Board.
4. The minutes of the proceeding shall reflect that a site visit was held, who was present, and the nature and duration of the site visit.

I. PUBLIC PARTICIPATION.

1. With the exception of Executive Session, all meetings of the body are meetings in the public, not of the public. Members of the public shall be afforded reasonable opportunity to express related topical opinions or other related testimony, about matters considered by the body, so long as order is maintained according to these rules.
2. At each meeting, there shall be a ten minute period of time reserved for public comment near the end of the meeting. The Chair may extend or reduce this period of time as necessary. Speakers may participate at other times throughout the meeting but only when recognized by the Chair. Such comment shall be limited to three minutes per speaker, unless by majority consent the Board sets a different time limit. The Board shall apply consistent time limits to all recognized to speak.

3. Comment by the public or members of the body must be addressed to the body as a whole, and not to any individual member of the body or public.
4. Members of the public must be acknowledged by the Chair before speaking.
5. If a member of the public has already spoken on a topic, he or she may not be recognized again until others have first been given the opportunity to comment.
6. Order and decorum shall be observed by all persons present at the meeting. Neither members of the body, nor the members of the public, shall delay or interrupt the proceedings or the peace of the meeting or interrupt or disturb any member while speaking. Members of the body and members of the public are prohibited from making personal, impertinent, threatening, or profane remarks.
7. Board members and members of the public shall obey the orders of the Chair or other presiding member. The Chair should adhere to the following process to restore order and decorum of a meeting, but may bypass any or all steps when he or she determines in his or her sole discretion that deviation from the process is warranted:
 - a. Call the meeting to order and remind the members of the applicable rules of procedure.
 - b. Declare a recess or table the issue.
 - c. Adjourn the meeting until a time and date certain.
 - d. Call the Vermont State Police or Chittenden County Sheriff to assist with removing disorderly person(s) from the meeting.

J. SERVICE LIST.

The Town Planner shall create a list of all individuals who participated. The list shall include those who participated orally and those who participated in writing.

K. DECISIONS.

The Board shall make its decisions by closed deliberation. Deliberative sessions are not open to the public and need not be warned 1 V.S.A. §§ 312(e) & (f). Board members who have not heard all testimony and reviewed all evidence submitted for a proposal shall not participate in that proceeding. Absent board members may participate if they have reviewed the audio recording of the proceedings, and any evidence submitted. The following rules shall apply to voting on decisions:

- a. Motions shall be made in the affirmative.

- b. The Chair has the same voting rights as all members and can make motions.
- c. No second shall be required for a motion to have the floor.
- d. All members present are expected to vote unless they have recused themselves.
- e. Abstentions are strongly discouraged and shall not count towards either the majority or the minority.
- f. For a motion to pass, it must receive the concurrence of a majority of the entire board, regardless of how many are present 1 V.S.A. § 172.
- g. The board shall issue a decision within 45 days of the public hearing.

L. CONFLICTS OF INTEREST.

Participation, disclosure of conflicts, and recusal shall be governed by the following procedures:

1. **Participation.** A board member shall not participate in any hearing or official action in a matter in which he or she has a conflict of interest. A board member shall not, personally or through any member of his or her household, business associate, employer or employee, represent, appear for, or negotiate in a private capacity on behalf of any person or organization in any proceeding pending before the Development Review Board.
2. **Disclosure.** At all hearings, the Chair shall request that board members disclose all potential conflicts of interest. When recognized by the Chair, any person may request disclosure of potential conflicts of interest.

Nonetheless, after disclosing a conflict or perceived conflict, a member who believes that he or she is able to act fairly, objectively, and in the public interest, shall disclose the nature of the potential conflict of interest, and the reason(s) why he or she is able to act in the matter fairly, objectively, and in the public interest. This shall be noted in the minutes of the proceeding.

3. **Recusal.** A board member shall recuse him or herself from any matter in which he or she has a conflict of interest, pursuant to the following:
 - a. The applicant or any person may request that a member recuse him or herself due to a conflict of interest. Such request shall not constitute a requirement that the member recuse him or herself.
 - b. A board member who has recused him or herself from a proceeding shall not sit with the board, deliberate with the board, or participate in that proceeding as a board member in any capacity.

- c. If a previously unknown conflict is discovered, the board may take evidence pertaining to the conflict, and if appropriate, adjourn to a short deliberative session to address the conflict.
- d. The board may adjourn the proceedings to a time certain if, after a recusal, it may not be possible to take action through the concurrence of a majority of the board. The board may then resume the proceeding with sufficient members present.

M. EX PARTE COMMUNICATIONS.

Ex parte communication is prohibited. Any board member who inadvertently conducts ex parte communication must disclose such communication as required below.

- 1. **Disclosure.** At each hearing, the Chair shall request that members disclose any ex parte communications. Board members who have received written ex parte communications shall place in the record copies of all written communications received as well as all written responses to those communications. Members shall prepare a memorandum stating the substance of all oral communications received, all responses made and the identity of each person making the ex parte communication, which shall become a part of the record of the proceedings.

N. REMOVAL.

Upon majority vote, the board may request that the legislative body remove a board member from the Development Review Board. Board members may be removed for cause by the legislative body upon written charges and after public hearing. 24 V.S.A. § 4460(c).

O. ATTENDANCE.

If any Development Review Board member misses more than one-third of the meetings in any three consecutive month period, the Development Review Board may recommend that the Selectboard replace that member.

Dated at Westford, Vermont this 22nd day of March, 2021.

_____X_____
Dennis Angiono

_____X_____
David Baczewski

_____X_____
William Cleary

_____X_____
Andrew Collier

_____X_____
Jesse Labrecque

_____X_____
Francois Ross

_____X_____
Matthew Wamsganz