Members Present: Gabby Ciuffreda, Chair; Piet van Loon, Tim Arsenault, Lew Sorenson, Greg Brown, Bobbi Kilburn

Members Participating by Phone: None.

Absent: Jack Cunningham, Steve Lembke, Carolyn Partridge

Staff Present: Chris Campany, Executive Director

Public: None

Presenter: None

Call to Order: Commissioner Gabby Ciuffreda, Chair, called the meeting to order at 6:06 p.m.

Additions/Changes to Agenda: None

Administrative Reports:

Secretary’s Report: The January 8, 2019 minutes were approved on a motion by Commissioner Arsenault, seconded by Commissioner Kilburn, by a unanimous vote with a correction that no commissioners participated by phone.

Treasurer’s Report: Treasurer Kilburn presented a summary of the Commission’s financial status, noting that delays in payment were resulting in a large accounts receivable balance, and that expenditures related to office updates were reflected in the expenses. The annual audit process had been delayed but will get underway this month. On a motion by Commissioner Sorenson, seconded by Commissioner van Loon, the Treasurer’s Report was approved.

Program:

Approval to Take Revised Mission Statement to Full Commission for Adoption: Chair Ciuffreda presented proposed revisions to the Mission Statement. The most notable change to the current document was to reduce it to two statements rather than the lengthy exposition on how to discuss the WRC. Those present supported the concept. There was discussion about the specific mission statement, and what the WRC’s role was in supporting towns generally and local government or governance specifically. The Board settled on a revised mission statement, which reads, “Windham Regional Commission assists towns with effective local governance and works collaboratively with them to address regional issues.” On a motion by Commissioner Sorenson, seconded by Commissioner Arsenault, the revised draft mission statement was approved to take to the Full Commission.

Approval to Take Revised Rules of Procedure to Full Commission for Adoption: Chair Ciuffreda recommended that the Committee Procedures be changed to the suggested Rules of Procedure to guide procedure for all Commission proceedings. Commissioner Sorenson noted that the procedures
would need to be carefully reviewed to distinguish between those intended to guide committees, and
those that the Commission bylaws require specifically of the Executive Board and Full Commission.
The most notable changes include:

- An explicit statement that the Executive Board can abolish committees other than Standing
  Committees. This would replace the current policy that Committees be renewed each year.
- A statement has been added about adherence to noticed agendas to reinforce requirements of
  open meeting law.
- Remote participation procedures (phone) have been added.
- Extended absence guidance for Commissioners has been added to alleviate quorum issues.
- Procedure for committee decision making is clarified.
- Public comment and public participation procedures have been added.
- Conflict of interest policy for Commissioners has been added.
- These procedures are intended to supplant the use of Roberts Rules. A correlating
  amendment to the bylaws has also been proposed.

The Board agreed that the revised procedures should be again reviewed at the next Executive Board
meeting and then taken to the Full Commission for approval.

**Approval to take Revised WRC Bylaws to Full Commission for Adoption:** Chair Ciuffreda explained
the proposed bylaw amendments were intended to be a general update and reflect current
Commission practice. The most notable changes include:

- Update of the mission statement to reflect that referenced above (if approved by Full
  Commission).
- An update of regional planning activities to include natural resources and climate change
  resilience.
- An explicit definition of the term to be served by Citizen Interest Commissioners (October 1
  to September 30), and a process by which the Commission can terminate their service.
- References to the Council of Regional Commissions are struck as that entity does not exist.
- Creates a Secretary/Treasurer position.
- The Vice Chair would serve as Treasurer in the event of the Treasurer’s absence or
  incapacitation.
- The number of officers and Executive Board members is updated to reflect the
  Secretary/Treasurer change.
- The limitation on the number of standing committees on which a Commissioner may serve
  has been removed.
- The number of days of required meeting notice has been reduced from 7 days to 5 business
  days.
- The quorum requirements for regional plan adoption and/or amendment has been changed to
  be consistent with statute (60 percent of the Commissioners representing municipalities).
- Limitations on Citizen Interest Commissioner voting on the regional plan and town plans has
  been reduced to a single statement.

Executive Director Campany suggested that the Commission should consider amending its bylaws to
allow it to provide municipal shared services per statute, but advised that this should come after this
update. The Board agreed that the bylaw amendments should again be reviewed at the next
Executive Board meeting and then taken to the Full Commission for first notice, per the amendment
requirements of the bylaws.
Commissioner Engagement Strategies: Given the time spent on the prior agenda items it was agreed to table this discussion until the next Executive Board meeting.

Proposed $250 Contribution in Support of the Connecticut River Conservancy (CRC) EnviroScape Educational Tool: Natural Resource Committee Chair Ciuffreda explained that the committee reviewed and recommends a request from the CRC that the WRC make a financial contribution towards its EnviroScape table, which is an educational tool that demonstrates how land use practices can impact water quality. The table will be made available to the WRC and other partners at no cost. The Committee recommended a contribution of $250. On a motion by Commissioner Kilburn, seconded by Commissioner Arsenault, the contribution was approved by a unanimous vote. Executive Director Campany said that staff would determine the best source for the funding out of the WRC budget.

New Appointments: On a motion by Commissioner Arsenault, seconded by Commissioner Kilburn, Commissioners Steve Lembke and Joel Bluming were appointed to the Emergency Planning Committee, with Commissioner Lembke appointed as Chair; Commissioner Jim Pinkerton was appointed to the Project Review Committee; and Commissioner Susan Hammond was appointed to the Transportation Committee and removed from the Energy Committee. The motion was approved by a unanimous vote.

Executive Director’s Report: Executive Director Campany shared with the Board a proposal by GIS Planner, Jeff Nugent, for the creation of a Trail Forum Series to support towns and local trail groups address trail issues and best practices. There was unanimous support for the effort. Chris provided an update on office staffing and the office update. He explained that he would be absent for the April Executive Board meeting as he would be participating in a federal Executive Branch nuclear decommissioning forum as part of an expert panel representing communities that have been and will be impacted by plant closures. John Bennett will provide staff support.

Committee Chair Updates: Commissioner van Loon and Chair Ciuffreda provided a brief summary of the most recent Personnel Committee meeting.

Review of Action Items from Meeting: No actions were reviewed.

Adjournment: On a motion by Commissioner Arsenault, the meeting was adjourned at approximately 8:05 p.m.

Respectfully Submitted,
Ashley Collins