

TRANSMITTAL MEMO

TO: MISSISQUOI BASIN WATER QUALITY COUNCIL (BWQC)
FR: MISSISQUOI BASIN CLEAN WATER SERVICE PROVIDER (CWSP) STAFF
RE: MATERIALS FOR MEETING ON 6/4/25
DA: JULY 31, 2025

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Greetings. The BWQC's next meeting is its Annual Meeting, which will be held on August 6th in Enosburgh. Materials are attached.

The meeting will be held in hybrid format (i.e., in person and online). For the first time in our basin (and as something of an experiment), it will also include a tour of project sites. The tour would begin after conducting business at the Enosburgh Emergency Services Building (which has been the site of the annual meeting the last two years).

Introductions/Meeting protocols/Conflict of interest disclosures, if any

The Conflict of Interest agenda item provides BWQC members and others opportunity to note possible conflicts of interest that could arise later in the meeting. As there are no applications up for review during this meeting, I am not anticipating any disclosures.

Approval of Minutes

Minutes are included in the meeting packet. If you can, please let us know before the meeting if any part of the minutes needs to be corrected.

Budget Adjustments

One not-yet-reported budget adjustment request will be announced at the meeting. The request was processed according to the Budget Adjustment policy.

Seating of New BWQC Representative

This is a standing agenda item. One new Alternate member seating is anticipated, although the individual in question is unable to attend the meeting.

Election of Officers

The Missisquoi BWQC's bylaws specify that the election of officers (the Chair and Vice Chair) will take place at the first meeting following the start of the fiscal year (which July 1). Nominations will be made from the floor, as the Council was not reminded in June of its ability to create (or to forego creating) a Nominating Committee. Last year the Council voted to forego creation of a Nominating Committee. (I have taken steps to be sure this oversight does not happen again.)

Presentation(s)

We will have at least one invited speaker making a presentation at the meeting. Alison Spacyk, formerly of FNLC and currently of Flood Resilience Educator for Lake Champlain Sea Grant, will provide BWQC members with an overview of the 2024 Vermont Flood Safety Act (Act 121). (See information sheet attached.) It is possible the Alison will be joined by Shayne Jaquith, Watershed Restoration Manager, The Nature Conservancy. On a related note, we are also exploring the possibility of hosting a speaker who can address water quality protection measures taking place in the Quebec portion of the Missisquoi basin. If they ultimately are not scheduled to speak on August 6, we will attempt to schedule them for a future meeting.

Updates and Future meeting topics

As part of this agenda item, members will have an opportunity to suggest future meeting topics, etc.

Conclusion

Thanks to all who participate.

Adjourn/Recess for Project Site Tour

This year we thought we would try to make the annual meeting a bit more interesting by borrowing an idea from two other basins, which is to incorporate a tour of project sites into the day.

Lauren Weston has offered to lead BWQC members on a visit to one CWSP-funded project site located only a short distance from our meeting location. Details will be provided as they become available.

AGENDA

Missisquoi Basin Water Quality Council (BWQC) ANNUAL MEETING
Wednesday, August 6, 2025
11:00 AM -1:00 PM

Enosburgh Emergency Services Building
83 Sampsonville Road

Hybrid/Zoom meeting
(Zoom details below)

1. Welcome and introductions
2. Meeting protocols
3. Conflict of interest declarations, if any
4. Review/adjust and approve agenda
5. Approval of minutes
6. Public comment not related to items on agenda
7. Report on budget adjustments
8. Seating of new RPC Representative
- 9. Election of Officers**
- 10. Presentation**
- 11. Updates/Future Meeting topics**
- 12. Conclusion**
- 13. Adjourn/Recess for project site tour Reservoir Road**

Please Note: The schedule for the upcoming application round in MISSISQUI Basin is as follows:

Round #	Open	Deadline
9	August 13, 2025	September 17, 2025
10	December 17, 2025	January 21, 2026

Join Zoom Meeting

<https://us02web.zoom.us/j/81332571725?pwd=UktCekQ5R2ZSbVNtMXlUclpYnVl3UT09>

Meeting ID: 813 3257 1725

Passcode: 103651

One tap mobile

+13052241968,,81332571725# US

+13092053325,,81332571725# US

Dial by your location

+1 309 205 3325 US

+1 646 558 8656 US (New York)

Staffing provided by Northwest Regional Planning Commission (NRPC), the Basin 6 Clean Water Service Provider. NRPC's physical / mailing address is 75 Fairfield Street, St. Albans, Vermont 05478.

In accordance with provisions of the Americans with Disabilities Act (ADA) of 1990, and Vermont's Open Meeting Law, the NRPC will ensure public meeting sites are accessible to all people or provide an opportunity to request accommodations. Requests for free interpretive or translation services, assistive devices, designation of a physical meeting location, electronic access to a meeting, or other requested accommodations, should be made to Amy Adams, NRPC Title VI Coordinator, at 802- 524-5958 or aadams@nrpcvt.com, no later than 2 business days prior to the meeting for which services are requested.

Welcome and introductions

Meeting protocols

Conflict of interest declarations, if any

Zoom Norms and Inclusive Language

- Introductions of all participants at each meeting
- As possible, BWQC members should have in their Zoom Name/Title the following: Name, Organization, “Voting” or “Alternate”, and pronouns (if desired)
- BWQC members are expected to have cameras turned on during entirety of meeting, as technically possible.
- BWQC members are expected to stay focused / avoid multi-tasking and follow the guidance of: “if you wouldn’t do something in an in-person meeting don’t do it in a virtual meeting”
- BWQC members will use the “raise hand” function on Zoom to indicate a request to speak / come off mute – this is in an effort to make sure all are heard in turn.
- All members will stay muted until called upon; if needed, CWSP staff may mute participants to avoid background noise
- Any comments made in the chat will be read aloud at the appropriate time by the CWSP staff in full for the public record / record.

Inclusive Language

<https://pronouns.org/what-and-why>

Review/adjust and approve agenda

AGENDA

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Approval of minutes

Missisquoi Basin Water Quality Council (BWQC)

Wednesday, June 4, 2025

11:00 AM -1:00 PM

Remote /Zoom meeting

Meeting video posted at <https://youtu.be/yth1SBDSD98>

**A VIDEO RECORDING OF THE MEETING IS AVAILABLE THROUGH THE
NRPC YOUTUBE CHANNEL (Link above).**

**THE WRITTEN MINUTES ARE A SYNOPSIS OF THE DISCUSSION AT THE MEETING.
MOTIONS ARE AS STATED. MINUTES WILL BE SUBJECT TO CORRECTION BY THE
COUNCIL. CHANGES, IF ANY, WILL BE RECORDED IN THE MINUTES OF THE NEXT
MEETING OF THE COUNCIL**

Council Members: Lauren Weston (Q), Heidi Britch-Valenta (Q), Lindsey Wight (Q), Kent Henderson (Q), Dan Seeley (Q), Sarah Downes (Q), Tucker Malone (Q), Beth Torpey (Q), Bridget Butler, Ellen Fox, Dorothy Kinney-Landis

Q= towards quorum

Staff: Dean Pierce, Cliff Jenkins, Nora Brown

Others present: Finley Link (Redstart), James King (Redstart), Josh Serpe (FNLC), Ben Machin, Chris Rottler (DEC), Karen Bates (DEC), Jim Pease, Jim's AI Notetaker, Daniel's AI Notetaker

1. Welcome and introductions

Lindsey Wight opened the meeting at 11:00 as Chair. A round of introductions was made.

2. Meeting protocols

Lindsey Wight reviewed the norms for meeting on Zoom.

3. Conflict of interest declarations, if any

Lindsey Wight has an application before the council on behalf of MRBA, so she will abstain from voting on it.

Lauren Weston has three applications before the council on behalf of FCNRCD, so she will be abstaining from those votes.

Tucker Malone shared that he had helped Lauren develop one of her projects for which she was seeking funding. This was determined not to be a conflict of interest, as he was not the applicant.

4. Review/adjust and approve agenda

Lauren Weston motioned to approve the agenda. Sarah Downes seconded. Motion carried unanimously.

5. Approval of minutes

Kent Henderson motioned to approve the minutes. Sarah Downes seconded. Motion carried unanimously.

6. Public comment not related to items on agenda

No public comments were made.

7. Report on budget adjustments, if any

No budget adjustments were reported.

8. Seating of new RPC Representative, if any

No new representatives were seated.

Dean Pierce proposed that Dorothy Kinney-Landis be formally named a second alternate for Lauren Weston.

Kent Henderson motioned to approve Dorothy as an alternate. Sarah Downes seconded. Lauren Weston abstained. All others voted in favor. Motion carried unanimously.

9. Application Review (4 applications received)

Dean Pierce reviewed four project applications requesting a total of \$403,000, with estimated implementation costs between \$1.1–1.6 million and an estimated total phosphorus (P) reduction of 74 kg/year. Dean recommended approving up to the requested amounts but noted the importance of considering future implementation costs. He also presented information on the basin's current funding allocations and future cost projections for projects in the design pipeline.

Heidi Britch-Valenta asked how future P reductions are calculated. Dean explained these values are assigned by DEC based on each funding award, and estimates for Years 4 and 5 were generated by him for planning purposes.

Chair Transition: At 11:21 AM, Kent Henderson assumed chair duties while Lindsey Wight presented her project.

Sleeper Dam Removal (Implementation)

Lindsey presented the project, which requests \$217,630 in CWSP funding. Total implementation cost is estimated to be \$757,000, with a projected P reduction of 30.28 kg/year. The project was identified using CWSP project development funding, and subsequent design work was privately funded and wrapped up in November 2024.

The dam is in Newport Center and owned by the town, and interest in removing it dates back a number of years, as it has been failing. Cultural resources review has been completed and final permitting is underway. Partial funding has been secured from FEMA's Flood Resilient Communities fund and WUV. The project eliminates the need for the dam by creating a new fire pond uphill.

Ellen Fox provided historical context, noting the dam was originally built as a fire pond and ice source. The project includes the creation of a new fire pond to account for this change.

Dean Pierce asked about the project timeline. Lindsey confirmed construction is planned to be completed by the end of the year, since that is when FEMA funds expire.

Dean asked whether historical preservation monitoring would be required. Ellen responded that concerns were minimal due to a tight project boundary and a focused sediment removal plan, though minor monitoring could occur as part of Army Corps permitting requirements.

Lauren expressed support for the project and noted that getting a signed site access easement can be a lengthy process. Dean mentioned a new DEC template is being released to address some concerns with agreement language, which may help streamline this process.

Lauren moved to approve the full funding request of up to \$217,630. Beth Torpey seconded. Lindsey Wight abstained. All others voted in favor. Motion carried unanimously.

Kent Henderson returned chair duties to Lindsey Wight at 11:35 AM.

West Hill Brook Strategic Wood Additions: Preliminary Design

Lauren Weston introduced the project with a request of \$6,904 (estimated total cost through implementation: \$55k–\$75k). Cultural resources review not anticipated, but design will confirm whether it is required. She shared that this project was developed by Redstart, who then came to FNRC for funding. Now that the project has been redirected to the CWSP as a funding source, competitive procurement would take place before design work begins.

Finley Link of Redstart Consulting explained that the project entails adding coarse woody debris to reconnect floodplains. The proposal is based on desktop reviews and partial field data. The preliminary design would involve more thorough scoping of stream length and floodplain availability to inform final design.

Dean asked about the reliability of the P reduction estimate (4.81 kg/year). Finley shared that the estimate is based on desktop review and acknowledged that more field data is needed for confirmation, but he felt generally comfortable with the numbers. Future design will be able to refine/confirm that number with more ground scoping, particularly incision ratios.

Karen Bates cautioned against relying heavily on desktop-based incision estimates, citing past discrepancies. Finley agreed that field verification would be necessary.

Kent Henderson inquired about land use and ownership. Finley stated the project is on remote, privately owned forestland (approx. 2000 acres), managed for timber, habitat, and water quality.

Sarah Downes motioned to approve the request. Beth Torpey seconded. Lauren Weston abstained. All others voted in favor. Motion carried unanimously.

Marsh Brook Floodplain Restoration: Final Design

Lauren provided an overview of the project, which is located in the Lake Carmi watershed. She is requesting \$95,225 for final design (total cost through implementation estimated at \$536k, aiming for 2026 construction), with an estimated P reduction of 22.4 kg/year. The Agency of Agriculture has approved the project, since it is located on farmland.

She disclosed a potential conflict, that the landowner is an NRPC employee. Dean clarified the need for the motion to specifically acknowledge this conflict.

The project involves re-routing a section of Marsh Brook to its historic natural channel and adding woody debris for floodplain connectivity. Final design will also evaluate adjacent culverts for their impacts on the stream, and design may include redesign and replacement if deemed necessary. The estimated implementation costs include this culvert work, so they are likely on the higher end.

Karen Bates asked whether Lauren had consulted Staci Pomeroy about wood addition and its potential impacts on downstream infrastructure. Lauren replied that she had not yet contacted Staci but plans to.

Kent asked about land use; Lauren explained the fields are rented out and hayed, with no livestock access to the woodlot. She also shared that the budget includes a phase 1 cultural resource assessment, which an ARA deemed necessary.

Heidi Britch-Valenta moved to approve up to the full amount requested with conflict-of-interest acknowledgment. Sarah Downes seconded. Lauren Weston abstained. All others voted in favor. Motion carried unanimously.

Rock River Tributary Floodplain Restoration: Final Design

Lauren outlined this project requesting \$87,359 (total estimated cost through implementation \$230–250k, aiming for 2026 construction), with an estimated P reduction of 16.3 kg/year. The project is located on a conserved parcel under a VLT easement. It builds on a previous Agency of Agriculture and Friends of Northern Lake Champlain project from 2017, which installed a 2-tier channel along the stream.

Tucker and Lauren discussed the easement's terms and buffer flexibility.

Lindsey asked about the ditch width; Lauren confirmed it will be expanded to 50 feet on each side from 15 (including the 10 ft channel, total width is 110ft). Ellen inquired about potential sinuosity within the corridor. Tucker explained the buffer will not shift with the stream but allows for flexibility within that zone.

Kent raised concerns about a rock ledge at the site, which was identified during the previous project and prevented the project from extending beyond the ledge. Lauren noted design will assess if it limits restoration; if so, alternatives will be considered. Kent asked how the project would account for a loss of area due to this ledge. Tucker shared that the whole property is already conserved with VLT, but he didn't think the buffer could be extended further. He asked about chiseling away bedrock, but Lauren answered that that wouldn't be fundable under CWIP. Tucker also shared that recent work at the site indicated that the ledge may be less of an issue than originally thought.

Kent also questioned long-term Operations and Maintenance and emphasized the need to ensure projects aren't accidentally compromised or removed by landowners. Tucker answered that VLT must give its permission for any maintenance work occurring inside the buffer. Kent also asked whether tile drains were present and emptying into the section of stream. Tucker and Lauren answered that there were some present, but not all have been identified.

Dean emphasized the requirement for O&M agreements to ensure that CWSPs can continue to claim P credits. He also noted that all projects over \$200k will require a formal O&M agreement and site access easement, but DEC may be open to accepting existing conservation easements in certain cases.

Dean also noted 2-tiered ditches are considered a stormwater practice, rather than a riparian one. Lauren clarified that the project is a floodplain restoration project, as goes beyond a 2-tiered ditch by including strategic wood additions, wetland creation, and room for sinuosity.

Kent also highlighted the need to ensure design does not inadvertently increase stream velocity or sediment transport. Lauren assured that velocity increases are not part of the design intent and an alternatives analysis will address these issues.

Kent asked about Agency of Agriculture input on buffer widths and landowner willingness with recommendations. Lauren confirmed that AAFM has said the project is allowable, and CREP enrollment is planned.

Motion: Sarah Downes moved to approve the full request. Beth Torpey seconded. Lauren and Dan abstained. Kent opposed, citing unresolved concerns about the O&M agreement. Motion carried.

10. Expedited project development program

Dean Pierce provided an overview of the new expedited project development program, which was approved by the BWQC in August 2024. The program allows PD awards to pre-qualified partners using a simplified application process. Each organization may receive up to \$10,000 over the course of the year. A general WPD ID number (12697) has now been issued for this program—originally requested earlier in the year—which enables pre-qualified partners to apply for funding using the generic ID number if no other ID for the project exists. No action was required at this meeting, but Dean noted that requests for funding under this program may be brought to future meetings.

Lauren Weston asked for confirmation that accessing these funds simply involves contacting Dean for application information. Dean confirmed and noted that there is a link on the website for the ongoing project development funding solicitation, which directs applicants to the appropriate form. The general WPD ID number can be used if another project-specific ID is not available.

Lauren asked if invoicing would follow the standard process. Dean affirmed that a task awards and invoicing would proceed as usual; the program simply expedites the initial application and approval process.

11. O&M Program

Dean Pierce updated the council on the CWSP's O&M program, including project verification, survey results, and updates to the application process. NRPC is seeking approval from DEC to perform project verification as CWSP, but would not conduct verification on its own projects. A new question is being added to the funding application to determine whether applicant organizations are interested in performing their own O&M. For already implemented projects, a competitive procurement process requiring three bids is still necessary. As a result, some back-and-forth may occur during agreement development to finalize the O&M budget.

Lauren Weston asked if competitively procured O&M work could be paid as lump sum instead of reimbursement-based, given challenges in competing with for-profit contractors.

Dean replied that it depends, and suggested lump sums might work better in the private sector to avoid cost growth. He noted agreements would not cover the full design life—contractors wouldn't be committing to 10 years at once.

Lauren advocated for paying quoted prices for a set term (e.g., one year), regardless of efficiency, especially if private entities are competing. She emphasized the need for nonprofits to be treated similarly to for-profits in this process.

Dean acknowledged that estimating O&M costs has been difficult and that the issue of short project durations further complicates competitive bidding.

Lauren stressed that competitively procured contracts should clearly state that the quoted amount is the maximum paid. She shared that her organization is scheduled to begin O&M work (e.g., weed-whacking) imminently, so this is a timely concern.

Dean agreed and noted it's a top priority, even if it hasn't come up for many partners yet. He also confirmed that while NRPC sought permission to act as verifier under a tight deadline, they are not necessarily the verifier going forward.

Lauren asked about how cost range expectations for O&M work would be developed.

Dean responded that DEC is working on this, and that it will require additional data collection. Lauren noted that cost variability is especially relevant for tree maintenance, which may be more labor-intensive without herbicides.

Lauren emphasized that manual labor significantly increases costs, especially under restrictions on herbicide use.

Dean agreed, noting DEC policy currently discourages herbicide use in projects, although he is advocating to change this where limited use could improve project viability.

Dean also clarified the distinction between partners and contractors—partners have the right of first refusal for O&M work.

12. Updates, including public participation

Dean Pierce noted that the recent cost effectiveness policy is ready to be signed by NRPC's Executive Director.

Nora Brown updated council members on her work with a communications working group at DEC, including recently finished outreach materials. She also put out a call to members to recommend projects for her to highlight in an online map of completed projects.

Dean also updated members on the recent addition of forest road assessments as a newly eligible project type. These projects would inventory closed out forest roads for potential projects, an exception to the rule that CWSPs can't fund road erosion inventories.

Members discussed the upcoming annual meeting, scheduled for August 6th at 11am in Enosburgh. Suggestions were made for potential speakers, including a landowner of a successful project and Staci Pomeroy of DEC. Lauren Weston also suggested a site visit to FCNRCD's dam removal project, which will be in progress in Enosburgh.

The 8th funding round opens on August 13 and closes on September 17.

13. Conclusion

Sarah Downes motioned to adjourn. Lauren Weston seconded. Motion carried. Meeting adjourned at 1:02 pm.

Public comment not related to items on agenda

Report on budget adjustments

Seating of new RPC Representative

Election of Officers

MEMORANDUM

TO: MISSISQUOI BASIN WATER QUALITY COUNCIL
FR: CWSP STAFF
RE: ELECTION OF OFFICERS (CHAIR AND VICE CHAIR)
DA: JULY 31, 2025

=====

The Missisquoi BWQC’s bylaws specify that the election of officers (the Chair and Vice Chair) will take place at the first meeting following the start of the fiscal year (July 1). Nominations will be made from the floor, as the Council was not reminded in June of its ability to create (or forego creating) a Nominating Committee.

Staff recommends that the elections be conducted separately (rather than as a slate). Staff will be prepared to hold the gavel during the election of a Chair (should the current Chair be nominated to continue and he does not wish to preside over a vote of which he is part). The Chair will then preside over the election of a Vice Chair.

Relevant excerpts from the BWQC’s bylaws are provided below. A complete copy of the Bylaws is at the end of this packet.

ARTICLE VI ELECTIONS

Section 601 Nominations

In support of elections, a Nominating Committee made up of three Council members may be appointed by the Chair at the regular meeting preceding the annual meeting. The Nominating Committee will prepare a slate of nominations for officers. This slate of nominations will be presented at the annual meeting. Additional nominations will be taken from the floor at the annual meeting.

Prior to the appointment of a Nominating Committee in any given year, the Council may vote to forego the establishment of a Nominating Committee in that year.

Section 602 Election of Officers

The officers shall be elected by the Council members present and voting at the annual meeting.

Section 702 Chair

The Chair of the Council shall guide the planning and facilitation of BWQC meetings in coordination with the CWSP. The Chair may perform such other duties as customary to the office. The Chair shall cast a vote on all issues voted on at a Council meeting, unless the Chair wishes to abstain or has a conflict of interest. Whenever possible, the Chair will pursue decision making by consensus.

Section 703 Vice Chair

The Vice Chair shall act as Chair in the absence, recusal, or incapacity of the Chair.

Presentation



Reducing Flood Hazards

The Flood Safety Act in Your Community

Outreach and Education

The Nature Conservancy and Lake Champlain Sea Grant are partnering to support the Vermont Department of Environmental Conservation (DEC) in **a three-year initiative to provide education and outreach to communities about rivers**, as part of the 2024 Vermont Flood Safety Act (Act 121).

Flood Safety Act

Vermont's historic development patterns alongside rivers have left communities vulnerable to flooding. The Flood Safety Act increases flood resilience by improving dam safety regulations, protecting wetlands, and regulating development in river corridors. River corridors include the land alongside rivers that is likely to be eroded by the river over time. Development in river corridors is largely unregulated, resulting in massive costs in flood damage to communities and to the state. Limiting new development in river corridors is the most cost-effective way for Vermont to reduce future flood related damages and threats to public safety.

Our Services

We offer in-person and virtual presentations, trainings, workshops, and discussions at official public meetings and events, including:

Selectboard or Planning Commission Meetings

Our team is available to present to municipal boards and address your questions about the Flood Safety Act, explain its implications in your community, and gather feedback to share with the DEC and legislature.

Community Events

Presentations at farmers markets, fairs, and other community events to engage the public on river science and the Flood Safety Act. Stream table demonstrations may be available.



Images © University of Vermont



Contact Us

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Alison Spasyk · Flood Resilience Educator
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Updates/Future Meeting topics

Conclusion

Adjourn/Recess for project site tour Reservoir Road

BYLAWS AND RULES OF PROCEDURE FOR MISSISQUOI BAY BASIN WATER QUALITY COUNCIL

ARTICLE I LEGAL BASIS

Amendments to Title 10 V.S.A., Chapter 37, Subchapter 5, § 924, more generally known as the Clean Water Service Delivery Act, hereinafter called the Act, and the Clean Water Service Delivery Rule, hereinafter called the Rule.

ARTICLE II NAME

The name of this organization shall be the Missisquoi Bay Basin Water Quality Council ("BWQC"), hereinafter referred to as the BWQC or The Council.

ARTICLE III PURPOSE

The purpose of the BWQC is to accomplish the duties of a BWQC as detailed in the Act and Rule. The Department of Environmental Conservation (DEC) appropriates funds, by formula, to the Basin Clean Water Service Provider (CWSP) for projects to improve water quality in the Basin. The Council shall assist the CWSP in the prioritization of projects that may access these funds.

ARTICLE IV MEMBERSHIP

Section 401 Number

The number of BWQC members initially shall be nine, in accordance with the Act and Rule. Additional members may be added as allowed in the Act.

Section 402 Appointment

Representation on the BWQC shall be in accordance with the Act and Rule.

Section 403 Voting

At meetings of the BWQC, each Council member shall have one vote.

Section 404 Attendance

The Chair (elected as set forth below) shall notify the appropriate entity when any Council member fails to attend two consecutive meetings, excluding special meetings, without

notice. For the purpose of this section, appropriate entity is the applicable BWQC-appointing entity identified in statute.

Section 405 Eligibility for Office

Council members shall be eligible to hold any office of the BWQC subject to the conditions of Article VII.

Section 406 Alternates

BWQC member-appointing entities may designate one or more alternate statutory member(s) (“Alternates”) who may act in place of, or replace, an appointed member in the event of absence or disqualification of that appointed member. Alternate members shall be established at a meeting of the BWQC and may be changed with reasonable prior written notice to the BWQC and supporting Clean Water Service Provider (“CWSP”).

ARTICLE V ORGANIZATION

Section 501 Officers

The officers of the Council shall consist of a Chair and a Vice Chair.

Section 502 Meeting Convenor

In the absence or recusal of both the Chair and Vice Chair, meetings may be convened and/or presided over by the Executive Director of the NRPC or designee.

Section 503 Committees

The Council may by majority vote establish Committees to advance its work.

Section 504 Staff and Administrative Support

Staff and Administrative Support shall be provided to the Council by the Missisquoi Bay Basin CWSP, which is the Northwest Regional Planning Commission (NRPC). As the CWSP for the Missisquoi Bay Basin, the NRPC receives funding for these activities from the Vermont Department of Environmental Conservation (DEC).

ARTICLE VI ELECTIONS

Section 601 Nominations

In support of elections, a Nominating Committee made up of three Council members may

be appointed by the Chair at the regular meeting preceding the annual meeting. The Nominating Committee will prepare a slate of nominations for officers. This slate of nominations will be presented at the annual meeting. Additional nominations will be taken from the floor at the annual meeting.

Prior to the appointment of a Nominating Committee in any given year, the Council may vote to forego the establishment of a Nominating Committee in that year.

Section 602 Election of Officers

The officers shall be elected by the Council members present and voting at the annual meeting.

Section 603 Terms of Office

the terms of office for the Chair and the Vice Chair shall be 1 year, beginning immediately after the annual meeting. Officers shall hold office until their successors have been elected and installed. Council members may serve in an office for a maximum of three consecutive terms, beginning with their first election to the relevant office at an annual meeting.

Section 604 Vacancies

In the event of a vacancy in the office of Chair, the Vice Chair shall become the Chair. In the event of a vacancy in the office of Vice Chair, the vacancy shall be filled by election at the next regular meeting. The persons so elected shall hold office until the next annual election or until their successor is elected and installed.

ARTICLE VII DUTIES

Section 701 Council members

It shall be the duty of each Council member to make annual and periodic reports of the activities of the BWQC to the sector it represents.

Section 702 Chair

The Chair of the Council shall guide the planning and facilitation of BWQC meetings in coordination with the CWSP. The Chair may perform such other duties as customary to the office. The Chair shall cast a vote on all issues voted on at a Council meeting, unless the Chair wishes to abstain or has a conflict of interest. Whenever possible, the Chair will pursue decision making by consensus.

Section 703 Vice Chair

The Vice Chair shall act as Chair in the absence, recusal, or incapacity of the Chair.

ARTICLE VIII MEETINGS

Section 801 BWQC Meetings

The Council shall meet at least four times per year. Meetings will be held at a time and place to be determined jointly by the Chair and CWSP staff. Notification and conduct shall be in accordance with Vermont Open Meeting Law.

Section 802 Special Meetings

Special meetings of the Council may be called jointly by the Chair and CWSP staff. Special meetings shall be called if requested in writing by 5 or more Council members.

Section 803 Annual Meeting

The annual meeting shall be the first regularly scheduled meeting of the CWSP's fiscal year.

Section 804 Notice of Meetings

Notice of all regular and special meetings of the Board shall be distributed in accordance with Vermont's Open Meeting Law, with an agenda provided by the Chair or CWSP staff to all Council members.

Section 805 Minutes of Meetings

Minutes of all meetings of the Council shall be the responsibility the CWSP staff. Minutes shall be available in accordance with Vermont Open Meeting Law and provided to all Council members.

Section 806 Quorum

A quorum of the Council shall consist of five Members.

ARTICLE IX RULES OF PROCEDURE

Section 901 Decision making processes

The Chair shall rule on all questions of order or procedure. The Chair shall have the

authority to call the question and cease discussion or debate on a matter.

When motions and voting are required:

1. Motions shall be made in the affirmative;
2. The Chair has the same voting rights as other members and can make motions;
3. A second shall be required for a motion to have the floor;
4. All members present are expected to vote unless they have recused themselves or choose to abstain;
5. A member who wishes to abstain or intends to recuse him or herself shall so indicate, and his or her place during any vote shall be taken by the member's alternate, if present and able to vote.
6. For a motion to pass, it must receive the concurrence of a majority of the members of the Council.

Decision making by the BWQC shall operate following the current Roberts Rules of Order Newly Revised, unless inconsistent with the bylaws and rules of procedure of the BWQC or Vermont Statute. Decisions will be passed if a majority of the BWQC votes in favor of a motion; five of the current nine seated members.

BWQC members will thoughtfully consider each point raised during the initial discussion of a BWQC agenda item. When such consideration reveals substantial disagreement among members, the BWQC will allot one half-hour for dialogue aimed at addressing the disagreement. The time allotted for dialogue may be extended if a majority of the BWQC approves.

During the time allotted for dialogue, all BWQC members participating in a meeting will endeavor to reach agreement on a course of action. When pursuing a mutually acceptable solution, members will insofar as possible hold each other accountable, ensure all opinions are heard and considered, and demonstrate equity in the decision-making process. Simply put, they will demonstrate a commitment to building a productive and inclusive meeting environment.

The aim of the procedures outlined above is to support productive and inclusive-decision making without undermining the BWQC's effort to address the majority of items on any BWQC agenda. Note: The BWQC may move on from an agenda item without scheduling a dialogue if a motion is passed by a majority of the BWQC or if consensus is achieved without a vote.

Section 902 Meeting Agendas

Agendas shall be limited to three hours, unless by majority vote, an additional 30 minutes is allowed. Exceptions may be allowed, such as for time-sensitive matters that cannot be delayed. Business shall be conducted in the same order as it appears on the

agenda, except that by majority vote, the Chair may alter the order of items to be considered and/or the time allotted.

Section 903 Public Comment

The public will be afforded reasonable opportunity to give its opinion on matters considered by the Council so long as order is maintained. Public comment on issues discussed by the Council, if not offered during the open public comment period, may be offered at other times during the meeting relevant to the agenda item, when recognized by the Chair.

Section 904 Electronic Communications

Consistent with Vermont's open meetings law, E-mail, text message, or other similar forms of communication (E-communications) among a quorum of Council members may be used only for: 1. Scheduling and routine administrative matters, including the setting of the agenda; and 2. Distributing documents that will be discussed at a Council meeting, or otherwise made public.

Further, E-communications among a quorum of Council members may not be used for 1. Discussing or deliberating on Council business; and 2. Making decisions on Council business. E-communications between Council members and staff are public records.

ARTICLE X CONFLICT OF INTEREST

A conflict of interest is "an interest, direct or indirect, financial or otherwise, of a person or entity with ... BWQC decision making-role, or such an interest, known to such person, of a member of that person's immediate family or household, or of a business associate, in the outcome of a particular matter pending before the ... BWQC or which is in conflict with the proper discharge of the person's duties under this Rule."

BWQC members that propose to implement a clean water project must disclose any potential conflict of interest and shall recuse themselves from any BWQC decision making subject to that conflict. Notwithstanding these limitations, a BWQC member who is conflicted because they are a project sponsor may answer questions on the subject project in an open meeting of the BWQC.

ARTICLE XI AMENDMENTS

Upon the authorization of five or more Council members, an amendment to these bylaws shall be presented to the Council. Any proposed amendment to these bylaws shall first be sent to the Council members in preliminary form for consideration and comment for a period of not less than 21 days. Not later than 21 days after this period, the CWSP staff shall submit to the Council a report summarizing the comments received as well as any

CWSP recommendations.

Adoption of any amendment(s) shall require the affirmative vote of two-thirds of the Council members present and voting at a duly constituted regular meeting.

HISTORY OF ADOPTION AND AMENDMENT

Adopted June 29, 2022.

Amended November 2, 2022 (changed "minority" to "all").