



TOWN OF BOXBOROUGH
BOARD OF SELECTMEN POLICY ON
MEMBERSHIP AND ACTIVITIES
OF APPOINTED TOWN BOARDS

I. POLICY & APPLICABILITY

The following policy is intended to govern the membership and activities of all Town boards, committees and commissions that are comprised of citizen volunteers appointed by the Board of Selectmen, hereinafter referred to as “boards.” Should any provision of this policy conflict with the provisions of any general or special law or regulation of the Commonwealth or of any Town bylaw, the terms of the general or special law, regulation or bylaw shall be controlling and shall supersede those of this policy.

II. COMPOSITION

Boards shall be comprised of an odd number of members, whenever possible. When the terms of office of a board are for more than one year, such terms of office shall be so arranged that as nearly an equal number of terms as is possible will expire each year.

If a board has a variable number of members, the Selectmen shall seek input from the board on the desirability to increase or decrease the membership above or below the then current level, at such times when the then-current number of members may become ineffective in fulfilling the board’s responsibilities. Additionally, the board may at any time make a recommendation to the Selectmen to increase or decrease the current membership.

III. FILLING OF VACANCIES

Whenever a vacancy shall occur in the membership of a board, the chair of said board shall forthwith give written notice of such vacancy to the Selectmen. The board may recommend to the Selectmen in writing a suitable candidate or candidates for appointment to fill the vacated position(s). The Town Administrator shall publish a notice of the vacancy in local media, the Town website, and other suitable locations. Interested individuals will be asked to directly contact the Town Administrator who shall bring forward the names to the Selectmen for consideration at an upcoming meeting.

IV. RESIGNATION FROM OFFICE

A board member who is no longer able to serve for whatever reason should resign promptly so that the vacancy may be filled. The member shall submit a written resignation to the Town Clerk, with a copy to the Board Chair and the Selectmen.

V. ASSOCIATE MEMBERS

Boards may create positions of associate membership as may be appropriate to the board. Such positions are encouraged as they can help develop new prospective candidates for future appointments as voting members, and also provide opportunity for continued participation and continuity with members who have not been reappointed for whatever reason. Associate members shall not, however, be entitled to vote or deliberate on any matter that is before the board.

VI. OFFICERS

A Board shall annually, at its first regularly scheduled meeting in the fiscal year, select from its membership such officers as deemed necessary by the board; at a minimum, this shall include a Chair and Vice Chair or Clerk. Boards should rotate membership through their elected offices, with no member serving more than two years in succession in any given office. Boards are encouraged to adopt rotation policies of their own, consistent with the desire expressed herein for a regular change in leadership.

VII. REMOVAL FROM OFFICE

When considering removal from office, the Selectmen shall act in accordance with the following procedure:

- A. A written notice of the intent to remove and a statement of the cause or causes therefore shall be delivered in hand, or by certified mail, return receipt requested, to the last known address of the person sought to be removed.
- B. Within five days following delivery of such notice, the board member may request a public hearing at which such person may be represented by counsel, shall be entitled to present evidence, call witnesses and to question any witness appearing at the hearing.
- C. Between one and twenty one days after the public hearing is adjourned, or if the board member fails to request a public hearing between six and twenty one days after delivery of the notice of intent to remove, the Selectmen shall take final action, either removing the member, or notifying such person that the notice is rescinded.

Nothing in this section shall be construed as granting a right to such a hearing when a person who has been appointed for a fixed term is not reappointed when the term for which such person was appointed has expired.

VIII. OPEN MEETING LAW [MGL c 30A §18-25]

All town board and committee members shall comply with the Open Meeting Law, which requires that all meetings of elected or appointed boards, committees and sub-committees shall be open to the public unless falling under one of the ten exemptions for which a board may convene executive session as specified in G.L. c. 30A, §21. The law generally does not apply to chance meetings or social occasions; however such meetings cannot be used to circumvent the Open Meeting Law. The law also does not generally apply to governmental bodies created by a single person who has authority to undertake action individually.

Boards shall deliberate and take action in a public meeting for which members of the public have been provided adequate notice in accordance with the meeting notice requirements of the Open Meeting Law. Meeting notices shall contain the date, time and place of such meeting and a listing of topics that the chair reasonably anticipates will be discussed at the meeting. Such notice shall be filed with the Town Clerk, with enough time to permit the posting of the notice at least 48 hours prior to the meeting, excluding Saturdays, Sundays and legal holidays. No quorum of a board shall meet in private for the purpose of deciding on or deliberating on any matter unless it meets an exception under a properly posted executive session and the requirements of entering executive session are met. No votes taken in open session shall be by secret ballot. Board members shall not use e-mail or telephone to conduct business, deliberate or otherwise act to circumvent the Open Meeting Law.

Executive session may be held for one of ten reasons listed below. Before convening in executive session, the board must first convene in open session for which notice has been duly posted of the meeting, including the executive session. A majority of the members must vote, by roll call, to convene in executive session; the motion must state one of the ten reasons as well as whether the board will be returning to open session or adjourning. All votes taken in executive session must be recorded roll call votes.

Reasons for convening in executive session are as follows:

1. To discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against, a public officer, employee, staff member or individual. The individual to be discussed in such executive session shall be notified in writing by the public body at least 48 hours prior to the proposed executive session; provided, however, that notification may be waived upon written agreement of the parties.
2. To conduct strategy sessions in preparation for negotiations with nonunion personnel or to conduct collective bargaining sessions or contract negotiations with nonunion personnel.
3. To discuss strategy with respect to collective bargaining or litigation if an open meeting may have a detrimental effect on the bargaining or litigating position of the public body and the chair so declares.
4. To discuss deployment of security personnel or devices, or strategies with respect thereto.
5. To investigate charges of criminal misconduct or to consider the filing of criminal complaints.
6. To consider the purchase, exchange, lease or value of real property if the chair declares that an open meeting may have a detrimental effect on the negotiating position of the public body.
7. To comply with, or act under, the authority of, any general or special law or federal grant-in-aid requirements.
8. To consider or interview applicants for employment or appointment by a preliminary screening committee if the chair declares that an open meeting will have a detrimental effect in obtaining qualified applicants; provided, however, that this

clause shall not apply to any meeting, including meetings of a preliminary screening committee, to consider and interview applicants who have passed a prior preliminary screening.

9. To meet with a mediator regarding any litigation or decision.
10. To discuss trade secrets or confidential, competitively-sensitive or other proprietary information.

IX. MINUTES [MGL c 30A §22 and Meeting Minutes Policy for the Town of Boxborough, adopted by the BoS 8/23/99]

Boards shall create accurate minutes of open meetings and executive session in a written format. At a minimum, the minutes shall contain the date, time, place, names of members present and absent, a summary of topics discussed on each subject, a list of documents and other exhibits used at each meeting, and an exact record of motions, votes and official actions taken at each meeting. It is not necessary to transcribe the meeting verbatim; rather, the minutes need only provide enough substance to allow readers to understand the nature and status of the matters discussed at the meeting. Audio tapes may be made of the meetings, but written minutes must also be prepared. Draft minutes of open sessions are considered public record from the moment that they are created. Open session minutes shall be promptly prepared and accepted in the course of a subsequent meeting of the board, and a copy filed with the Town Clerk, who shall post on the town's website. Executive session meeting minutes must be reviewed at reasonable intervals by the Chair to determine whether they should be considered for public release.

X. CONFLICT OF INTEREST [MGL c 268A]

All elected and appointed town officials and employees are subject to the Conflict of Interest Law which ensures that public employees' private financial interests and personal relationships do not conflict with their public obligations. The law is broadly written to prevent a public employee from becoming involved in a situation that could result in a conflict or give the appearance of a conflict. The Town Clerk shall provide all town officials and employees with a Summary of the Conflict of Interest Law provided by the state Ethics Commission. The official shall acknowledge receipt of the Conflict of Interest Law and shall complete all mandatory training as required by statute. The Selectmen may provide additional group training on the Conflict of Interest Law as needed.

The law restricts what a public employee may do on the job, after hours, and after leaving public service. It prohibits a variety of actions, including bribery, extra pay, receipt of gifts or privileges because of committee members' official actions, and acting as an agent or attorney for anyone in a claim against or doing business with the Town. The law prohibits all municipal employees from participating in a particular matter in which committee members or any of the following have a financial interest:

Immediate Family - This includes the employee and his/her spouse, and their parents, children, brothers and sisters. Cousins, nephews, nieces, aunts, uncles, etc. are not considered immediate family members. Also, under the definition of immediate family, some brothers-in-law are immediate family, while others are not; if your brother-in-law is your spouse's brother, he is immediate family, but if he is your sister's husband, he is not immediate family for purposes of the conflict law.

Partner or Business Associates - A business organization in which the committee member serves as an officer, director, trustee, partner, or employee (including a non-profit organization), any person or organization with whom the committee member is negotiating or has any arrangement concerning prospective employment. If board members have a conflict of interest or an appearance of conflict in any matter before their board, they should not be counted in the quorum nor participate in or be present for any pertinent discussion or votes.

The law provides for the legal determination of conflict of interest status for any employee submitting a request to the appointing authority or State Ethics Commission. The law also provides for continued services in certain circumstances if full disclosure is made or a special exemption is granted by the Board of Selectmen. If members have any questions about their activities, they should file a written request through the Town Administrator. The response will be in writing and will become a matter of public record.

XI. CONDUCT

Board members shall maintain a professional demeanor when dealing with each other and the public. They shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other members of their board, or other boards, commissions, committees, staff or the public and shall be courteous to their colleagues and to the public.

Members shall not act arbitrarily to the detriment of any person, group or body and shall have due regard for the rights, duties and proper interests of all others. When making decisions, members shall act lawfully and exercise their discretionary powers impartially, taking into account only relevant matters.

Sources:

Appointed Committee Handbook, Town of Norwell, September 2004

City Council Personal Code of Conduct, Mountain View, CA, July 6 2004

Handbook for Members of Town boards, Provincetown, June 2005

Massachusetts General Laws, c 30A §§18-25, c 268A

Model code of conduct for public officials, GRECO

Open Meeting, Public Records, and Conflict of Interest Laws, Lauren Goldberg, Esq., September 24, 2009

Open Meeting Law Guide, Office of Attorney General Maura Healey, March 18, 2015

State Ethics Commission, Education and Training Guidelines

Town Charter Uxbridge, May 2002