

TOWN OF ORANGE



GUIDE TO BOARD, COMMISSION AND COMMITTEE MEMBERSHIP

A Handbook for Members

September 9, 2024
Town Clerk's office

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Welcome!

Dear Members of Orange Boards, Commissions and Committees,

Thank you for participating in Orange's government; all of our residents depend upon the expertise and effort. You are about to undertake a very important role within the Town of Orange – your appointment or election to one of our many boards, committees and commissions. The work of these committees, boards and commissions play a vital role in achieving the goals and objectives of the Town; ultimately making and keeping Orange the Town we consider with pride.

We recognize that serving on a board, committee or commission takes dedication, commitment, and time away from your family, friends and activities; we appreciate your willingness to volunteer your service. We've developed this handbook to help you to make your term of service in this new role as productive and rewarding as possible. If you have further questions, please contact us directly:

- about your appointment to a committee appointed by the Board of Selectmen, contact the Office of the Board of Selectmen at taadmin@townforange.org and Town Administrator at townadministrator@townforange.org or 978-544-1100, x106
- about your appointment to a committee appointed by the Town Moderator, contact Moderator Steve Garrity at moderator@townforange.org
- about the various legal requirements and processes for committee members, including taking the oath, holding meetings, the Open Meeting Law, Ethics, Public Records, contact the Town Clerk's office at townclerk@townfornge.org or 978-544-1100, x2

With Regards,

Nancy M. Blackmer, MMC/CMMC
Town Clerk
Orange, MA

ORANGE'S BOARDS, COMMISSIONS AND COMMITTEES

Where Do They Fit? Orange's Form of Government

Orange's form of government is an elected Board of Selectmen that serves as the Chief Executives, with a Town Administrator responsible for day-to-day operations and a Open Town Meeting. The five-member Board of Selectmen, joined by eight independently elected boards, commissions and committees; one elected officer, all department employees and many appointed committees make up the equivalent of the Executive Branch. The elected and appointed boards, commissions and committees conduct most of their business at public meetings but many do not have physical offices in the Town buildings. The exception is the elected Town Clerk who is a department head who works fulltime in the Town Hall.

Orange's Open Town Meeting- A Brief Summary

Town Meeting is the local equivalent of the Legislative Branch. Town Meeting has the power to make laws, appropriate (approve) budgets, create committees to advise the Town Meeting on a particular matter, or take specific actions on behalf of the Town. The Finance Committee is one example of a committee that is responsible to advise the Town Meeting on financial matters.

Town Meeting is governed by its own set of laws and procedures and will not be covered in this book. Please feel free to look at some reference materials for more information about Orange's Town Meeting - see the General Bylaws of the Town of Orange; and Town Meeting Time, A Handbook of Parliamentary Practice by Johnson, Trustman and Wadsworth.

Many consider this a very "horizontal" form of government, a direct form of democracy, involving many people and committees with authority, rather than a typical pyramid-style private sector business organization. We rely heavily upon our committees to work independently as well as to advise the Board of Selectmen, Town Meeting and our departments as issues arise.

An Important Part of "The Executive Branch"

Elected and Appointed Boards, Commissions and Committees

There are basically four types of boards, committees and commissions. They collectively perform different functions:

1. Permanent boards and committees as required by State statutes/laws or by Town of Orange General Bylaws. Some are elected such as the Board of Selectmen, School Committee, Cemetery Commissioners, Board of Health, Housing Authority, Library Trustees, Trustees of Soldiers' Memorials, and Water Commissioners; others are appointed, such as the Planning Board, Zoning Board of Appeals, and Finance Committee. The charge, or responsibilities, of the committee and the number of members are determined by the relevant State statute/laws, by Town Meeting vote, by vote of the Board of Selectmen when creating a committee, or by Orange's own General Bylaws. Elected boards require the members to be registered voters of Orange, live in Town and new members are elected at the Annual Town Election each March. A limited number of the appointed statutory boards, created by Massachusetts General Laws or by Orange's General Bylaws, may have Associate Members who can participate and vote in certain, prescribed circumstances, per the governing statute.
2. Permanent Topical Committees such as the Economic Development Committee, Energy Committee or Town Hall Restoration Committee, have articulated responsibilities and may be advisory or may act independently in certain arenas.
3. Temporary committees are created to advise the permanent boards or departments of the Town on a particular topic for a specified amount of time. Examples include the various School Building Committees, various Screening Committees, or Library Building Committee. Once the committee has completed its work and reported out to its appointing authority, the committee's work is complete and the committee is disbanded. The charge, or responsibilities of the committee are determined by the appointing authority; if the appointing authority is a board, commission or committee, there must be a vote on the charge of the committee to be formed as well as the number of members.
4. Regional committees are groups in which an Orange resident may be named to represent the Town's interests, such as the Franklin County Tech School Committee, and various FRCOG committees.

Committees Created by an Appointing Authority

Most committees in Orange are formed by a vote of the Board of Selectmen, though other elected Boards such as the School Committee or Library Trustees may also create an advisory committee to help them perform their work.

There are a limited number of committees that are created by a vote of Town Meeting (see above) and the members of the committee are appointed by the elected Town Moderator, in his capacity to represent Town Meeting for this purpose.

Regardless of the appointing authority, these committees are created with three pieces of information:

1. **The Charge** – the responsibilities, goals, objectives or tasks of the committee, as well as whether the committee is advisory or has authority to act independently.

2. **The Members** – the number of members, the desired expertise of the members, the organization they represent and whether each is a voting or non-voting member. If the committee has members to be appointed by several appointing authorities, this is included in the composition of the committee.
3. **The Time Horizon** – the committee is permanent or temporary. Temporary committees have a time horizon as determined by the appointing authority, whether achievement of a particular milestone or for a specified timeframe. Members of appointed committees typically serve for three year terms starting in March each year, with 1/3 of the member terms expiring each year.

Considering and Applying for Appointment to a Board, Commission or Committee

Each spring, the Board of Selectmen will put out the word that it's time for volunteers interested in submitting an application to be considered for appointment to our boards, commissions and committees. Ideally the appointment process is completed by March 30th so there is a seamless flow of members on and off of committees, however some years this process extends through the spring with the current members continuing to serve until they are replaced. The application deadline is also advertised broadly. In the event there is a new committee formed outside of the spring appointment period, the same process will be followed with the special application deadline noted.

A resident who is thinking of applying for appointment to any committee should first explore the committee's webpage, read the charge, meeting minutes, etc. to understand the scope of the committee's work and progress. The person should consider whether she/he will be able to actively participate in the committee's work; regularly attend the meetings of the committee, prepare for the meetings and take an active role in the activities. The various committees require different time commitments. Considering how your committee work will fit into your life is key to successful balance at a specific time in your life.

During the 2020 COVID crisis, the State allowed all committee meetings to happen remotely and Orange used Zoom to accomplish this. A return to in-person meetings may occur – interested applicants should take this into consideration.

Once the decision is made for which committee the applicant would like to apply, the applicant should send a letter of interest to the Board of Selectmen

In addition to basic name, address, contact info, you are asked to highlight up to three skills that you feel qualify you for service to your committee of choice, limited to 50 characters per skill and provide a personal statement up to 300 words to answer the question, "what makes you a good candidate for this committee?" Applicants can choose up to three committees to which they are seeking appointment, a list of current openings on each committee is provided. Lastly, if the applicant feels that a resume would be helpful to the appointing authority in determining the skills the applicant possesses, one can be attached but a resume is not a requirement.

Once the application deadline passes, the Administrative Assistant for the Board of Selectmen will compile the applications and forward them to the Board of Selectmen, or other appointing authority. The appointing authority utilizes this list to determine whether they need to contact an applicant, need more information, etc. At a properly noticed public meeting of the appointing authority, the authority will review the applicant submissions, discuss credentials and vote to make appointments to the committees.

A letter of appointment is then sent to each person who is appointed to a committee, indicating the name of the committee, the charge for the committee [scope of work] (if available), the term of the appointment and instructions for the new member to qualify by meeting with the Town Clerk, accept the appointment and begin service on the committee. This letter is sent by the administrative staff for the appointing authority with a copy to the Town Clerk. Once sworn in, the Town Clerk will provide the new member with information regarding the Open Meeting Law and the Conflict of Interest Law. The Town Clerk's office is responsible for the committees' data system, maintaining records for the Town, including all committee appointments, meeting notices, minutes, and associated documents.

Qualifying to Accept the Appointment to a Town Board, Commission or Committee

All of the records below will be kept on file by the Town Clerk, in compliance with the State's records retention schedule and requirements. In Orange, adherence to these requirements will be maintained with the committee member's electronic record.

Massachusetts General Law, ch. 41 §107 requires that every person must take an oath of office before beginning to serve on any municipal committee. The oath must be taken for each appointment and re-appointment. The operable excerpt: "Every elected member and every appointed member of every board or commission of a town, and every other elected officer and every appointed officer of a town, shall also, before entering upon his/her official duties, be sworn to the faithful performance thereof."

The letter of appointment will also contain a Contact Information sheet that will allow the Town Clerk's office to add the appointee/elected official's email and telephone information into the committee data system. The completed sheet should be provided when taking the oath of office; each appointee must have at least one method of public contact, either phone or email. Members of the public will be provided with the public contact information should they request it so they may contact their government officials.

The Oath of Appointment

The oath must be administered **in person** by the Town Clerk or Assistant Town Clerk:

Oath of Office - Elected/Appointed Officials and Members of Boards, Commissions, or Committees

Do you solemnly swear that you faithfully and impartially discharge and perform all the duties incumbent upon you as [name of committee] in accordance with the bylaws of the Town and the laws of the Commonwealth?

No specific appointment date/time is required to take the oath of office. Anyone who needs to take the oath of office should print and complete their Contact Information sheet and take it with them to the Town Clerk's office at Town Hall. After administration of the oath, the appointee will sign a form indicating that the appointee accepts responsibility to behave in accordance with the Open Meeting Law, Ethics Law and Public Records Law. The appointee will provide the Contact Information sheet and may ask any questions about service, and the requirements. Once the oath has been taken the appointee may participate fully and vote in committee actions. An appointee who does not qualify by taking the oath of office is not legally on the committee and may not participate fully as a member or vote. An appointee who does not take the oath may be replaced by the appointing authority.

Commonwealth of Massachusetts Requirements for All Members of Boards, Commissions and Committees

After taking the oath of office, new appointees will receive a packet containing the documents for requirements that are described in detail below:

1. Description of the Ethics Training Requirement and associated link and instructions
2. The Ethics (Conflict of Interest) Law Summary
3. The Open Meeting Law Guide by the Attorney General's Office
4. The Public Records Guides
5. Information on posting meetings and requirements for minutes

Ethics (Conflict of Interest) Requirements: Online Training and Distribution of the Ethics Summary

- Upon Acceptance of the Appointment – Online Training
 - Within 30 days of taking the oath of appointment, every new committee member must take online Ethics (Conflict of Interest) Training through the State's Ethics Commission. The State's Ethics law outlines potential conflicts between a person's role as a Committee member or public employee and other private interests; further, it outlines the prohibitions on member/employee involvements with these private interests. Once the member has taken the oath of appointment, the Town Clerk's office will provide the instructions and Ethics

summary to the member. The online training is specific for municipal employees and volunteers and takes about 1 ½ hours to complete.

- At the end of the training there is an assessment; successful completion of the assessment will generate a certificate. The committee member types in his/her/their name and the name(s) of their committee. The certificate should be printed or saved electronically as a pdf for the person's records.
- Annual Requirement – Receipt of the Ethics Summary from the online training site
 - Every year, members of every committee must complete the Summary of the Conflict of Interest Law.
- Biennial Requirements – Online Training and Submitting Certificate of Completion
 - Every two years, all employees and members of committees, boards and commissions must again take the online Ethics Training. You will receive a reminder email from the online training system when it is time to complete this again.

A Brief Introduction to the Conflict of Interest Law for Public Officials and Public Employees

Chapter [268A](#) of the General Laws governs your conduct as a public official or employee. Below are some of the general rules that you must follow. You could face civil and criminal penalties if you take a prohibited action. There are some exemptions to these rules, so you may wish to seek legal advice from the State Ethics Commission or your agency's legal counsel regarding how the law would apply in a particular situation.

Conflict of Interest – Some General Points to Note before Reading the Official Summary:

- You may *not* ask for or accept *anything* (regardless of its value), if it is offered in exchange for you agreeing to perform or not perform an official act.
- You may *not* ask for or accept anything worth \$50 or more from anyone with whom you have official dealings. Examples of regulated "gifts" include: sports tickets, costs of drinks and meals, travel expenses, conference fees, gifts of appreciation, entertainment expenses, free use of vacation homes and complimentary tickets to charitable events. *If a prohibited gift is offered:* you may refuse or return it; you may donate it to a non-profit organization, provided you do not take the tax write-off; you may pay the giver the full value of the gift; or, in the case of certain types of gifts, it may be considered "a gift to your public employer", provided it remains in the office for all department employees and does not ever go home with you. You may not personally accept honoraria for a speech that is in any way related to your official duties.

- You may *not* hire, promote, supervise, or otherwise participate in the employment of your immediate family or your spouse's immediate family.
- You may *not* take any type of official action which will affect the financial interests of your immediate family or your spouse's immediate family. For instance, you may not participate in licensing or inspection processes involving a family member's business.
- You may *not* take any official action affecting your own financial interest, or the financial interest of a business partner, private employer, or any organization for which you serve as an officer, director or trustee. For instance: you may not take any official action regarding an "after hours" employer, or its geographic competitors; you may not participate in licensing, inspection, zoning or other issues that affect a company you own, or its competitors; if you serve on the Board of a non-profit organization, you may not take any official action which would impact that organization, or its competitors.
- Unless you qualify for an exemption, you may *not* have more than one job with the same municipality or county, or more than one job with the state.
- Except under special circumstances, you may *not* have a financial interest in a contract with your public employer. For instance: if you are a town employee, a company you own may not be a vendor to that town unless you meet specific criteria, the contract is awarded by a bid process, and you publicly disclose your financial interest.
- You may *not* represent anyone but your public employer in any matter in which your public employer has an interest. For instance, you may not contact other government agencies on behalf of a company, an association, a friend, or even a charitable organization.
- You may *not* ever disclose confidential information, data or material which you gained or learned as a public employee.
- Unless you make a proper, public disclosure -- including all the relevant facts -- you may *not* take any action that could create an appearance of impropriety, or could cause an impartial observer to believe your official actions are tainted with bias or favoritism.
- You may *not* use your official position to obtain unwarranted privileges, or any type of special treatment, for yourself or anyone else. For instance: you may not approach your subordinates, vendors whose contracts you oversee, or people who are subject to your official authority to propose private business dealings.
- You may *not* use public resources for political or private purposes. Examples of "public resources" include: office computers, phones, fax machines, postage machines, copiers, official cars, staff time, sick time, uniforms, and official seals.
- You may *not*, after leaving public service, take a job involving public contracts or any other particular matter in which you participated as a public employee.

Open Meeting Law Requirements: The Attorney General's Guide

All members of committees are required to read the Attorney General's Guide, that describes both the intent and the specific requirements of the Open Meeting Law. The main thrust of the law is that the members of the general public have the right to an

open view to observe their government, its processes and decision-making. A couple of the main operative points to keep in mind:

1. All public governmental bodies must post a notice of every one of their meetings, including the date, time, place and an agenda that is specific enough for an average member of the public to understand what may be discussed or voted at the meeting. This posting is made on the Town's website at least 48 hours before the meeting date/time (not including any holidays or weekends). During the permitted time to hold remote access meetings, the posting must also include the Zoom credentials and instructions for anyone to be able join the meeting. If the audio during a Zoom session fails and cannot be recovered, the meeting must stop and be rescheduled. Details about posting a public meeting are described separately below.
2. Minutes of the meeting must be written and filed with the Town Clerk in a timely manner. The minutes are not a word for word transcript but must include, at minimum, the following:
 - a. Date, time, place of meeting;
 - b. Members present and absent
 - c. Decisions made and actions taken, including a record of all votes;
 - d. A summary of the discussions on each subject
 - e. List of all documents and exhibits used at the meeting; and
 - f. The name of any member who participated remotely (if not a fully-remote meeting)
3. The minutes must be accepted by vote of the committee and then filed with the Town Clerk. Per the Open Meeting Law, this is ideally accomplished within two meetings so the committee can remain current. A video or audio recording is not considered a legal substitute for the written minutes. In the event that the committee did create an audio or video file, such as a Zoom recording, the recording is public property per the Massachusetts Public Records Law and per the Public Records Retention Schedule, "01.080, and they must be retained until the final minutes of the meeting are approved or administrative use ceases, whichever is later."
4. There are exactly ten reasons that a committee may meet outside of the public view; they are detailed and described in the Guide. These "invitation-only" sessions are called Executive Sessions; the legal reason for the session as it appears in the law/Guide must be listed on the agenda and all votes taken by the committee while in a convened Executive Session must be taken by roll call. A roll call vote means that each member, by name, must reveal his/her/their vote and the roll call with name and vote is recorded in the meeting minutes. Separate minutes of the Executive Session must be taken and kept by the committee chair until the reason for the session no longer exists. Release of these minutes is by majority vote of the Committee at which point the minutes get filed with the Town Clerk.
5. Each committee has a membership total per its charge – 50% of the total number plus one member must be in attendance to achieve the quorum that is required in order to hold a public meeting. A meeting with less than a quorum may not be

held. A quorum of the committee may not meet without posting the meeting for the public and may not discuss issues in front of the committee without posting the meeting. See below for information on the determination of a quorum.

6. Members of the committee should not converse or email anything that would advance the deliberations, or express and opinion on topics facing the committee. Members should be careful to avoid serial deliberations where one member talks to one or two others, who then talk to two others, etc., inadvertently achieving a quorum of the committee, without the public being able to observe. A sub-quorum of committee members asked to work on a particular project becomes an official subcommittee and must post their meetings and adhere to the Open Meeting Law, just as required for the full committee. Separately, an individual who is working on a topic for the full committee may ask another member to help, no public meeting is required as long as the number remains a sub-quorum, as long as the Committee has not officially designated the task to more than one person.
7. The Open Meeting Law requires that members of the public be able to observe the public meeting of the governmental body; it does not require that members of the public be able to speak or contribute to the meeting. Public participation during a public meeting is entirely up to the committee and its chair. The purpose of a public hearing, on the other hand, is for a committee to hear directly from the public on a particular topic and all provisions to maximize their input should be made. The Town of Orange Board of Selectmen approved remote participation several years ago – a quorum of the board/committee must be in person and the person serving as Chair must be in person.

Public Records Law: Public Records Guide and Committee Member Responsibilities

Members of all committees, boards and commissions must realize that all of their activities and communications involving the work of the committee are part of the government's public records, whether using a personal computer at home or a computer at their place of employment. These records must be produced in the event of legal action or if a member of the public or press/media files a Public Records Request for the specified records, documents, recordings or video. They may not be destroyed without following the requirements of the State's Records Retention Manual. Committee members should segregate their records involving their committee documents to make it easy to produce the records or documents without also involving their personal or work documents. Often committee members find it simplest to add a folder in their email and documents or create a special email to be used exclusively for their committee service to ease segregation.

Public Records Requests are made daily through the Town Clerk's Office, currently numbering about 20-30 requests per month. They range from requests for meeting minutes, to crash reports to email correspondence to topical studies.

Each committee has a web page on the website. The committee's meeting postings and minutes should be posted on the Meetings and Agenda section of the website. Topical studies and documents for a meeting should also be loaded onto the meeting posting page. Documents that committees will be discussing at an upcoming meeting can be loaded onto the web page in advance of a meeting to allow committee members and the public easy access. Information about the work of the Committee should be posted on the committee page on the website.

A special exception to the public release of documents for a committee member is available for personal notes. If a member takes his/her personal notes during a meeting on paper or in a computer, those notes are not part of the public record and need not be revealed if they have not been shared with anyone else. Once the notes have been shared with just one other person, they are deemed public documents.

What is the Quorum of the Public Body?

In order for a committee to take any action, particularly an official vote, a quorum must be present. A quorum is a simple majority (50% +1) of a governmental body unless otherwise defined by constitution, charter, rule or law applicable to such governing body. (from MGL Ch.39, Sec. 23A). The quorum is calculated based upon the number of members of the committee at its full charge. That is, if a committee charge indicates the committee membership will consist of a total of 12 members, the quorum is 50% plus one, so 7. This quorum does not change unless the charge of the committee composition is changed by vote of the appointing authority. For example, in this same committee consisting of 12 members, if there is one vacancy, the quorum remains at 7 based upon the charge; the quorum number is not adjusted to account for the vacant seat.

Selecting the Chairperson of the Committee, Board or Commission and the Role of Chair

The first meeting of a new committee is typically organized and called and the meeting is posted by the Town Clerk's office. Once the members have made brief introductions, the first order of business when a new committee is created, and yearly thereafter, after appointments/reappointments have been made, is to elect members to serve as Chair and Secretary/Clerk. Sometimes the Chair is a person with significant subject matter expertise; sometimes it is a person who is very organized and can keep the meeting and membership focused on the agenda to move the work ahead. The selection of Chair is ultimately determined by vote of the committee, a majority vote of those present and voting prevailing. Typically, the Chair or the Clerk will post future meetings and agendas. Contact the Town Clerk's office with the email addresses of the people who will be posting meetings and agendas. The Town Clerk or Assistant Town Clerk will set that information up in the posting software and instruct the members how to post on the site.

The process of nominating a member to serve as Chair can follow several paths:

- A. A member interested in becoming Chair volunteers and no one else is interested;
- B. A member nominates another member to become Chair based on their perceived or observed experience and generally there is no objection
- C. Several members nominate candidates to become Chair

Whichever path leads to nominations for Chair, the committee members can decide whether they want the nominees to speak on a particular topic of interest before moving to the vote. It's entirely up to the membership. Once general consensus is that the committee is ready to vote, votes are cast by raising hands and the Chair is elected.

The Role of the Chair of the Committee, Board or Commission

The success or failure of a Board, Committee or Commission often depends on the Chair's leadership role. It can take a few meetings for the chair to settle in.

The Chair:

Before the Meeting:

- Prepares and Posts the Agenda - survey the members making a call for agenda items, then determine and write the agenda of the meetings, coordinate necessary logistics to get the meeting posted legally with the Town Clerk and makes the documents available to all members before the meeting. See details below.
- Distributes the Meeting Posting – sends all members the posting for the meeting along with all supporting documents.
- Records of the Meeting – the Chair should send the meeting posting in an editable form to the Clerk/Secretary to make the recording of minutes simpler

During the Meeting:

- Records of the Meeting - ensures that someone is taking the minutes of the meeting.
- Facilitates the Meeting - during the meeting, making sure that all members have an opportunity to speak, are recognized to speak and contribute and are treated respectfully.
- Adheres to Open Meeting Law – holds the meetings in accordance with the Open Meeting Law.
- Monitors Member Attendance - monitors the attendance of committee members. If a member does not attend meetings, the chair should reach out to the person to inquire if a change of availability is affecting their ability to attend.
- Conducts the Votes - when it's time for a vote, the Chair may say "would someone please make a motion for the committee to vote?" or "I'll entertain a motion to...." Ask for a second to the motion. Call for the vote, remembering to call for all three categories: Yes/In favor votes, No/opposed votes and Abstain. Remember that during COVID-19 conducting the meeting using remote participation, roll call votes are required on every motion. It's a good idea to have a list of all of the members to facilitate the calling of votes.

- Determines Public Participation – the committee must decide whether and how members of the public will be allowed and encouraged to participate during the public meetings of the committee. Communicate the parameters to the members of the public and adhere to the expectations of the committee

After the Meeting:

- Reviews Draft Minutes – reviews the minutes as prepared by the Secretary/Clerk, making necessary corrections. Ensures that the minutes of the committee meetings are an accurate record of the proceedings and then have the committee vote on the meeting minutes in a timely way, within two meetings.
- Files Voted Minutes - files the approved/voted minutes with the Town Clerk in a timely way. See below for details. A separate arrangement may be made for the Secretary/Clerk of the Committee to file the minutes if desirable, however the minutes should be filed with the Town Clerk and posted on the Meetings and Agendas section of the website.
- Provides Signatory Authorization - if the Committee has spending authority, once the committee votes to authorize the commitment or spending, the chair authorizes the issuance of purchase orders and payment of invoices, working with the committee's administrative support personnel.
- Represent the Committee/Public Relations - serves as the focal point for the committee with the Town and members of the public; be responsive to questions from the public on behalf of the committee
- Report Annually - Write and submit the Annual Report of the committee's proceedings as required by General Bylaws, Chapter 40. The timing, format and requirements are prepared and communicated by the Town Administrator's office.
- Responds to inquiries from members of the public, residents, the Town administration about the committee's work.

Yearly

- The Chair is responsible for writing and submitting the Annual Report of the work and activities of the committee, board or commission to the Town Administrator's office. The request and format for the Annual Report is sent to the Chair by the staff of the Town Administrator's office along with deadlines.

Selecting the Secretary/Clerk of the Committee, Board or Commission and the Role of Secretary/Clerk

Committees can choose one of two paths:

- A. The committee can elect a Secretary/Clerk who will serve in the capacity for the following year. In this case, the committee follows the same procedure as highlighted above to nominate and elect a Secretary/Clerk; or

B. The committee can choose to have each of the non-Chair members of the committee rotate the Secretary/Clerk responsibility, meeting by meeting or month by month.

The person serving as Secretary/Clerk of the committee has the following responsibilities:

- Write an accurate record the meeting, consisting of:
 - Time the meeting is convened
 - Names of committee members attending the meeting and names of committee members not attending the meeting. Names of members of the public attending the meeting, if possible. Circulating a roster for people to print their names and affiliation, if any, is helpful here in the event that the meeting is held in person.
 - Using the agenda for the meeting as a starting point/document record the main points of discussion, noting the names of the committee members making significant contributions/ change of discussion as appropriate; it is not a verbatim record of the proceedings.
 - Record the language of all motions for votes and then the votes, # Yes/In Favor, # No/Opposed, # Abstain. If there is a roll call vote, record everyone by name and each person's vote. It's a good idea for the Secretary/Clerk to have the list of members handy to make recording these items simpler.
 - Notations of members who arrive late or leave early.
 - Time the meeting adjourned and the name of the person who served as Secretary/Clerk for these minutes.
- After the meeting, the Clerk/Secretary completes the minutes, filling in any missing pieces and may send a draft of the meeting minutes to the Chair for any corrections. The Chair typically returns the corrected draft of the minutes to the Secretary/Clerk and then distributes to the members of the committee prior to the next meeting. No discussion of the minutes should occur before the next meeting as this would violate the Open Meeting Law. The committee will vote on the minutes, make any additions, corrections, deletions during the public meeting. The members of the committee do not send their revisions directly to the Secretary/Clerk or the Chair before that meeting because they would express opinions and further any deliberations. The Secretary/Clerk incorporates the changes per the vote of the committee and the Secretary/Clerk then submits the voted minutes as a Word document to the Town Clerk at townclerk@townoforange.org. No signature is required. Only final minutes as voted by the committee are submitted to the Town Clerk for the official record.
- Occasionally a resident may file a request under the Open Meeting Law or a Public Records Request for minutes prior to the final vote on the minutes by the committee. In this case, the draft minutes as recorded by the Secretary/Clerk must be provided within ten days, with the notation "Draft", either in their handwritten form or a draft document prepared for the committee to vote.

Legal Posting of a Public Meeting of the Committee, Board or Commission

- The Chair of the committee:
 - Prepares the agenda for the meeting usually after making a call for agenda items, and confirms the date and time with members and determines whether the meeting will be held in person or by Zoom video/audio conference technology.
 - If the meeting will be held in person, the Chair arranges for a conference room at a Town building, fully accessible to the public. The staff of the Town Administrator's office can help determine which room/building is appropriate for the meeting and reserve the room for the meeting. The chair adds the room name and building name to the meeting posting at the top of the notice.
 - During COVID and as extended by the MA Legislature allows the meetings to continue happening using Zoom. The chair must contact the Town Administrator's office to obtain a link to use for public and member access to the meeting's video conference. This Zoom access information must be added to the top of the meeting posting, just beneath the name of the committee, date and time and should include the telephone call in information for those who will not use video to join the meeting.
 - Post the meeting on the Town website – Meetings and Agendas tab, log into the My Town Government portal, choose the appropriate committee and post the information.
 - The Town website, www.townoforange.org is the legal posting location for notices of public meetings; the posting will show the date, time and person posting and must be visible to the public by the Open Meeting Law deadline.
 - The Town website, www.townoforange.org is the legal posting location for public meetings so the posting must be loaded onto the website and visible to the public by the Open Meeting Law deadline. The deadline is 48 hours before the meeting, not including holidays or weekends. The posting portal will advise if your posting does not meet this requirement.
 - Failure to follow this public posting procedure may be a violation of the Open Meeting Law that invalidates any votes, actions or discussions taken at the meeting, among other impacts. The Attorney General's Office of Open Government is the enforcing agency for Open Meeting Law violations. A complaint of a violation starts with filing the official complaint with the chair of the committee, with a mandatory copy to the Town Clerk's office. The full process is outlined on the complaint form. The Chair must respond to the complaint within 14 days. It is important to be aware of the process and involve the Town Clerk who will involve Town Counsel as necessary. Here's a link to the complaint form: (<https://www.mass.gov/files/documents/2019/07/15/OML%20Complaint%20Form%202019.pdf>)

Changes and Revisions to Posted Meetings

Occasionally a change must be made to a meeting that has already been posted per the Open Meeting Law requirements. The Open Meeting Law requires that the agenda, as posted, lists all topics reasonably expected by the Chair at least 48 hours in advance of the meeting (by the deadline for legal posting). If the meeting is more than 48 business hours away, the revision may be easily made as the public would have adequate notice of the change.

Changes to a posted meeting that will occur within 48 business hours get a bit trickier.

For proposed revisions occurring within the 48 business hours:

1. Adding agenda items that require discussion and vote may be added, but only if the item is time-critical; members of the public may be caught by surprise by a late addition. If possible, the item may be initiated however if possible, action involving a vote should be delayed to a properly noticed future meeting.
2. Changing or deleting agenda items or associated times may occur but again, consideration of public notice should be made. If the agenda item is hotly contested and many people are expected to participate, the chair should be sensitive to those who had planned to attend, only to be disappointed.
3. Change of location may be made however the committee chair or liaison must post on the external door to the original location, a notice of the change of location, name of the committee, date and time and the new location.
4. Change of meeting time should not be made within the 48 hours because member of the public will not have adequate notice.
5. Cancel the meeting is always an option but a courtesy is to place a notice on the external door to inform those who show up.

Revisions to meeting notices are made by the same method as the original posting: log into the Meetings and Agendas section of the website, click on Detail and Agenda next to the board/committee, then click Update. Meetings that are cancelled should have the "Cancelled" box marked on the Update page.

Obtaining Meeting Space/Reserving Conference Rooms

The Open Meeting Law, Massachusetts General Laws, chapter 39, section 23A-B, requires Town boards, committees and commissions to hold their meetings in an accessible, public place and to post a notice of each public meeting forty-eight hours in advance, not to include weekends or holidays. **Failure to do so is a violation of the Open Meeting Law, invalidates any votes, actions or discussions taken at the meeting and may be punishable by fine.**

The Town of Orange has public meeting rooms available within two of its public buildings for use by Town Boards, Committees and Commissions. All meeting rooms are handicapped accessible. All Town Boards, Committees and Commissions must

hold their public meetings in a publicly accessible meeting room at a publicly accessible time of day. Meetings held on Sundays and holidays should be discouraged. Public hearings may not be held on Election Days; public meetings should not be held on Election Days.

Meeting room reservations for in-person meetings must be made by the Chair of a Board, Committee or Commission, or their designee. Reservations must be made with the proper person at the desired location; for the Town Hall, it is the Administrative Assistant for the Board of Selectmen, for the Cheney Street offices, it is with the Administrative Assistant for the Council on Aging. Meetings should be planned well in advance of the desired meeting date to allow for legal posting requirements during business hours.

When remote access by committee members is temporarily permitted for committee meetings, under the June 16, 2021 Act Extending Certain COVID-19 Measures, a committee may choose to meet in person or by Zoom video conferencing. If the committee intends to meet by Zoom, one of the Town's Zoom licenses should be used and the meeting notice must have the Zoom access information at the top of the agenda along with a statement such as the following.

If at any time the audio for the media fails and cannot be restored, the meeting will end and be rescheduled.

<https://www.mass.gov/service-details/updated-guidance-on-holding-meetings-pursuant-to-the-act-extending-certain-covid-19-measures>

Certain committees, such as the Board of Selectmen and Finance Committee work with AOTV to broadcast their Zoom sessions. For all Zoom sessions, the Zoom host should be alert and use all security precautions to prevent interference, while allowing participation as determined by the committee. It is prudent that the chair of the committee perform the duties of Zoom host in order to focus on the activities of the committee. Zoom offers excellent online training opportunities.

Just like in-person meetings, meetings held on Zoom must guarantee that members of the public are able to observe and hear the proceedings of the public meeting, though it is up to the committee/chair to determine whether public comments will be permitted and for how long.

Since 2010, the Town website, www.townoforange.org has been designated as the legal posting location for public meetings of our many public bodies.

Reservation of a meeting room must be confirmed BEFORE the posting is made to the website.

Meeting rooms are available in several Town buildings. Contact the Town Administrator's staff to determine which is the best match/available for your meeting. Capacities range from 8 people to several hundred, here are some examples:

- Orange Town Hall
- Cheney Street Offices

As a matter of courtesy, please be sure to leave all meeting rooms in the same, or better, condition in which they were found, trash in the trash barrel and chairs pushed into the table.

A Note of Consideration for Town Staff Supporting Committees

Town staff members who support our many committees also perform work separate from the committee. Please be considerate of their time and other commitments when asking them to provide meeting rooms, Zoom links, meeting postings, posting documents to the website, etc.:

- Prepare your agenda ahead of the deadline
- Double check the details, committee name, date, time, place
- Send the meeting posting as soon as possible – save your “short notice” requests for real issues so everyone isn’t rushing to accomplish the multi-step meeting posting task; if the deadline of the final step of popping the agenda onto the Town website is missed, the meeting will not be legal and all of the effort will be for naught.
- If you plan to send your meeting posting over the weekend, please be certain that it doesn’t need to be posted before 9 am Monday unless it’s really an emergency.

Resignations by Members and Filling Vacancies, Elected and Appointed

In the event that a Board, Committee or Commission member finds that he/she cannot fulfill his/her term of office, the member must submit a signed written letter of resignation to the Town Clerk (MGL, ch41, §109). In case of the resignation of an elected official, the letter must also be signed and be addressed to the Town Clerk, who is considered to be the representative of the Orange electorate. The Town Clerk will then notify the appropriate committee as well as the appointing authority.

- In most cases, appointing authorities have discretion when they will fill vacancies in permanent or temporary committees and in Orange the customary procedure, recruiting interested residents who apply for membership, is followed.
- A vacancy on the elected Board of Selectmen is filled by the election on a Town election ballot; the remaining members of the Board of Selectmen call

for the election as required in MGL ch. 41 §10, with proper notice to the electorate, nomination papers, etc.

- The procedure to fill a vacancy on all other elected Boards, Commissions and Committees by an appointment process, is mandated in MGL, ch. 41, § 11:
 - **MGL Chapter 41: Section 11.** If there is a vacancy in a board consisting of two or more members, except a board whose members have been elected by proportional representation under chapter fifty-four A, the remaining members shall give written notice thereof, within one month of said vacancy, to the selectmen, who, with the remaining member or members of such board, shall, after one week's notice, fill such vacancy by roll call vote. The selectmen shall fill such vacancy if such board fails to give said notice within the time herein specified. A majority of the votes of the officers entitled to vote shall be necessary to such election. The person so appointed or elected shall be a registered voter of the Town and shall perform the duties of the office until the next annual meeting or until another is qualified.

Massachusetts General Laws Pertinent to Committees, Boards and Commissions

Open Meeting Law links and references

https://www.mass.gov/files/documents/2018/05/23/2017-guide-with-ed-materials-revised-1-30-18.pdf?_ga=2.184232739.446757587.1538595092-1682641870.1500646520

Ethics (Conflict of Interest) Laws links and references

Ethics Commission, forms and determinations: <https://www.mass.gov/learn-more-with-educational-seminars-and-materials>

Summary of the laws: <https://www.mass.gov/service-details/summary-of-the-conflict-of-interest-law-for-municipal-employees>

Link to the Online Training: <https://www.mass.gov/how-to/complete-the-online-training-program-for-municipal-employees>

Public Records Law links and references: MGL Chapter 66, Section 10 amended by Legislative Acts of 2016, chapter 121

Summary of the amended law: <https://www.sec.state.ma.us/pre/prepdf/guide.pdf>

Expenses Incurred by Members on Behalf of the Committee

If the Town has provided a budget for the Committee, all activities must conform with the Commonwealth of Massachusetts purchasing laws, under MGL Ch. 30B. The Chair should discuss this with the Accountant prior to the expenditures of funds in order to ensure there are appropriate funds within the Town's current year Budget and administrative support for the activities will be provided.

There will be NO reimbursement of state tax. The vendor (or member seeking personal reimbursement) must first become an accepted vendor of the Town and file W-9 form with the Town of Orange (Town Accountant) in order to receive payment. A W-9 form can be downloaded from the IRS website. A vendor should allow 4-6 weeks to receive payment. If necessary, a member may obtain a copy of the Town's tax exempt certificate from the Office of the Board of Selectmen in order to avoid a sales tax charge.

Boards, Commissions and Committees Pages on the Town Website, www.townoforange.org

The Town of Orange maintains a website at www.townoforange.org which contains useful information pertaining to the Town of Orange. Within this website, users may find out more about each of the Boards, Committees and Commissions. Members of Boards, Committees and Commissions should occasionally check the committee's web page for accuracy of the members list and if a change is required, contact the Town Clerk's Office to make the correction. The webpage also shows the meeting agendas and minutes of past meetings of the committee as well as information about the committee and its work. Contact the Town Clerk's Office with any questions regarding the website.

Contact Information for Boards, Committees and Commissions Members:

Town Hall
6 Prospect St.
Orange, MA 01364

Town Hall Office Hours:

Monday, Tuesday, Thursday 8:00 am-4:30 pm, closed 12:30-1:00 for lunch; Wednesday 8:00 am-7:00 pm, closed 12:00-1:00 for lunch

Orange Board of Selectmen:

Town Hall
Phone: 978-544-1100, x106
Email Address: taadmin@townoforange.org
Website: www.townoforange.org

Orange Town Clerk's office

Town Hall
Phone: 978-544-1100, x2
Email Address: townclerk@townoforange.org
Website Page: <https://www.townoforange.org/266/Town-Clerk>

Orange Town Administrator's Office:

Town Hall
Phone: 978-544-1100, x106
Email Address: townadministrator@townoforange.org
Website Page: <https://www.townoforange.org/260/Town-Administrator>

Massachusetts Attorney General Office of Open Government (Open Meeting Law)
Phone: 617-963-2540
Email Address: openmeeting@state.ma.us
Website: <https://www.mass.gov/the-open-meeting-law>

Massachusetts Ethics Commission (Conflict of Interest)
One Ashburton Place, Room 619
Boston, MA 02108
Phone: 617-371-9500
Website: <https://www.mass.gov/service-details/state-ethics-commission-contact-information>

Massachusetts Secretary of the Commonwealth, Public Records Division
One Ashburton Place, Room 1719
Boston, MA 02108
Phone: 617-727-2832
Website: <https://www.sec.state.ma.us/pre/preidx.htm>

Recording of Meeting Minutes – Relevant Laws

MGL Chapter 66, Section 5A: The records, required to be kept by sections 11A of chapter 30A, 9F of chapter 34 and 23B of chapter 39, shall report the names of all members of such boards and commissions present, the subjects acted upon, and shall record exactly the votes and other official actions taken by such boards and commissions; but unless otherwise required by the governor in the case of state boards, commissions and districts, or by the county commissioners in the case of county boards and commissions, or the governing body thereof in the case of a district, or by ordinance or bylaw of the city or town, in the case of municipal boards, such records need not include a verbatim record of discussions at such meetings.

MGL Chapter 39, Section 23B: A governmental body shall maintain accurate records of its meetings, setting forth the date, time, place, members present or absent and action taken at each meeting, including executive sessions. The records of each meeting shall become a public record and be available to the public; provided, however, that the records of any executive session may remain secret as long as publication may defeat the lawful purposes of the executive session, but no longer. All votes taken in executive sessions shall be recorded roll call votes and shall become a part of the record of said executive sessions. No votes taken in open session shall be by secret ballot. (end of MGL Ch. 39, S23B).

In the Town of Orange, after minutes have been approved by the majority of a Board, Committee or Commission, final meeting minutes should be emailed to the Town Clerk as the keeper of the Town's records. No signatures are required. Minutes should also be posted on the Meetings and Agendas section of the website.

SAMPLE MEETING POSTING/NOTICE

The Orange Committee Name

will hold a public meeting

Date at Time (AM/PM)

The meeting will be held by (Zoom or in person)

If in person, provide building name and conference room number/name

Join Zoom Meeting

Zoom link access and phone number(s), if any

If at any time the audio for the media fails and cannot be restored, the meeting will end and be rescheduled.

Agenda

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
8. **Approve Minutes for meetings provide the dates if possible**

SAMPLE MINUTES

Orange Committee Name
Minutes of the public meeting held
Date at Time (AM/PM)

The meeting was held by (Zoom or in person)

If in person, provide building name and conference room number/name

Members Attending: Each by name, also indicate who is the Chair

Members Not Attending: Each by name

Others Attending: A list here or attach if exists

Chair _____ called the meeting to order at ____ AM/PM

1. Topic from agenda, who presented it, summary of discussion, especially pivotal comments by name and any votes. If roll call votes, list the name and the vote for each member
2. Etc
3. Etc
4. Etc
5. Etc
6. Etc
7. Etc
8. The Committee approved the following meeting minutes: list dates

The next meeting of the committee will be held: Date and Time, if known

Respectfully submitted,

Name of Clerk/Secretary who prepared the minutes