



Town of Wayland

1.0 Principles of Organization for Elected Boards and Appointed Bodies

1.1 Annual Organization Meeting

Boards and other appointed public bodies must organize annually after the Annual Town Meeting and no later than July 15th. Public bodies will elect a Chair and any other necessary officers such as a Vice-Chair or Co-Chair, Clerk and Assistant Clerk with attention given to rotating leadership positions. Elected boards must follow statutory requirements for reorganization.

1.2 Assignment

Each public body will be assigned to a department of the Town which will provide a secure location to maintain minutes and records.

1.3 Role of Members

A member of any public body will:

1. Respect the role of the Chair in setting agendas and facilitating meetings.
2. Respect decisions of the public body and recognize that members take action as part of a public body and may not conduct Town business independently of the public body except as authorized by a vote of the public body.
3. Recognize that action at an official legal meeting is binding and that an individual member cannot bind the public body outside of such meeting.
4. Not make statements or promises about how he / she will vote on matters that come before the public body until he / she has had an opportunity to hear the pros and cons of the issue during the body's public meeting.
5. Uphold the intent of Executive Sessions and respect the privileged communication that exists in Executive Session, holding it in confidence.
6. Assume a high level of integrity, striving toward fact - based and objective public statements and deliberations. Make decisions only after all facts on a question have been presented and discussed.
7. Work with Town staff at the direction of the public body only so that Town staff are not subject to conflicting direction from individual public body members.
8. If appointed by a majority of the public body, serve as a liaison to other public bodies.
9. Expect that requests of information from the Town Manager and other Town staff will be responded to during posted office hours.
10. Treat the public, applicants before the public body, Town employees and other members with respect and courtesy. The members and Chair of a public body should take time to listen to individuals speaking to the body. The Chair should make sure members of the

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public who are present also accord those speaking with respect and an opportunity to be heard uninterrupted.

11. Acknowledge and respond to inquiries as soon as practical. A good estimate is 1-2 business days.

1.4 Role of Chair and Vice Chair

The Chair will set meeting agendas, convene all meetings, and execute documents as authorized by the public body. The Chair will act only under authority provided by a quorum of the public body.

The Chair will serve as the public body's primary contact with the Town Manager and other Town staff, with the exception of Town staff assigned as a liaison to the public body. All members of the public body may contact the liaison for requests for information on matters within the jurisdiction of the public body

The Chair will act on behalf of the board on routine matters between meetings (such as setting appointments and scheduling). As a general rule, the Chair should solicit the opinions of all members prior to stating his or her personal opinion on any agenda item before the public body.

The Chair will be responsible for ensuring the proper preparation and disposition of all minutes under the Open Meeting Law. The Vice Chair will fulfill the duties of the Chair in his or her absence.

The Chair will respond to inquiries directed to the Board or Public body so as to ensure a timely response and provide a response that is consistent with the public discussion.

1.5 Role of Clerk

Although Town staff may record minutes for some public bodies, the public body is encouraged to elect a Clerk or individual member who takes responsibility for ensuring minutes are recorded, created and submitted for approval and filed along with supporting documents as a permanent record in the office of the assigned Town department. If voted minutes are substantially different from draft minutes, draft minutes must be retained as well. Boards and committees should consult with the Town Manager if they have questions about minutes.

1.6 Social Media

As recommended by the Massachusetts Attorney General's Office, members of public bodies must be careful not to engage in deliberation with the other members of the public body through social media as it may violate the Open Meeting Law. Members should proceed with caution when communicating via social media platforms. See below the segment from the January 2021 edition of Division of Open Government's Newsletter related to this issue.

<https://us15.campaign-archive.com/?u=cb4a8f8dde889f526f9b8ca4e&id=ff02b05960>

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2.0 Board and Public Bodies Governance Policy

2.1 Authority and Purpose of These Guidelines

The purpose of these Guidelines is to promote among the Town's public bodies decision-making that is open, thoughtful, fact-based, respectful and fair, in compliance with Town bylaws and with all state and federal laws.

Responsibilities under Charge and Local and State Law

Each public body will conduct its business under a Town by-law, state statute or, for appointed public bodies, under a charge adopted by the Select Board.

2.2 Annual Reports

Under Chapter 53 of the Town Code, all boards, commissions, committees, officers and agents of the Town shall submit a report to the Select Board, not later than September 30 after the end of each fiscal year for publication each December in the Annual Town Report. The Select Board shall notify all officers and agents of the Town and the Chairs of all boards, commissions and committees of the final date for submitting such reports for publication. This notice shall be given by letter mailed or emailed in May of each year. If an appointed board, commission or committee of the Town, other than those created under the General Laws of the Commonwealth, does not submit its written report on or before such final date for publication in the Annual Town Report, it shall be dissolved, except in such instances where the creating vote specifically provides that it is to report at longer given intervals, or unless the Town at the next annual Town meeting, by vote naming the board, commission or committee, continues it in existence.

2.3 Rules of Procedure and Voting

Public bodies must establish a quorum before any meeting is called to order, and must maintain a quorum during the meeting. Each public body may establish rules of procedure and voting consistent with local, state and federal law. The rules of procedure should include when public comment may be allowed by the Chair.

2.4 Advisory Committees

The Select Board may appoint advisory committees for a specific purpose under a temporary charge.

2.5 Training

Public bodies must take any training required by law. The Select Board may require additional training so members can effectively fulfill their duties. Training may be provided at Town

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Building, over the internet, or may require out of Town travel or require multiple sessions. Whenever training is required by the Town so that a volunteer can serve on a public body, the Town will pay for the costs of tuition and travel. All such costs must be approved in advance by a Department Head before the costs are incurred.

2.6 Changes of Member Status

Members will be sworn in by the Town Clerk or Assistant Town Clerk after appointment or election and submit a letter of resignation to the Office of the Town Clerk when no longer willing or able to serve.

New members of public bodies cannot vote until sworn in by the Town Clerk or Assistant Town Clerk.

If a member wishes to resign before the end of a term he or she must submit to the Office of the Town Clerk a signed letter of resignation. The resignation is effective upon receipt by the Office of the Town Clerk unless a different date is specified. Upon expiration of a term, appointed members will continue to hold office until a successor is appointed. Filling of mid- term vacancies for elected officials will be done according to state law.

2.7 Open Meeting Law

Requirement to comply with the Open Meeting Law: Public bodies must comply with all parts of the Open Meeting Law. Public bodies subject to the Open Meeting Law include any sub-committee of two or more members assigned by a public body to conduct business. Please refer to the MA Attorney General's Open Meeting Law Guide which is available on the Town website and through the Wayland Town Clerk and includes the following information important for members to know:

1. Definition of a public body
2. Definition of a meeting / 5 exceptions to the definition
3. Definition of a meeting quorum
4. Requirements for posting meetings
5. Ten legal purposes for executive sessions
6. Requirements to allow remote participation
7. Required public participation.
8. Required records for open and executive sessions
9. Open Meeting Law complaint process
10. Determinations by the Attorney General that the public body was found in violation of the Open Meeting Law over the past five years.

The Town Manager is available to provide or obtain assistance on Open Meeting Law questions. You may also contact the Division of Open Government at (617) 963- 2540 or e-mail openmeeting@state.ma.us.

These policies are superseded when in conflict with any federal or state law or Town By-Law. Please contact the Town Manager whenever there is any uncertainty about appropriate procedure.

Please see the attached Public Bodies' Checklist for requirements for posting meetings.

Please see the attached allowable reasons for conducting an Executive Session. You are encouraged to call the Town Manager before posting an Executive Session to review the requirements who will refer questions to Town Counsel if required.

2.7.1 Meeting Notices

All public bodies must comply with the Open Meeting Law, including but not limited to filing meeting agendas with the Town Clerk at least 48 hours in advance of the meeting. Saturdays, Sundays and legal holidays are excluded in the calculation of the 48 hours. The agenda may be filed with the Town Clerk in person or e-mailed to the Town Clerk at Townclerk@wayland.ma.us. Agendas must be received by the Town Clerk at least 30 minutes before the end of business in order to be posted the same day. Agendas received after the close of business will not be posted until the next day. Please contact the Town Clerk's office if you have a late filing.

The agenda must include a list of topics that is sufficiently specific to reasonably inform the public of the items to be discussed at the meeting. The agenda must also include any Executive Sessions planned, citing one of the 10 legal purposes for calling an executive session. Depending upon specific circumstances and the legal purpose of the Executive Session, the Executive Session notice must include specificity with regard, for example, the name of a matter of litigation, the name of a collective bargaining unit, or identification of parcels of land. Whenever in doubt, the Chairs of public bodies are encouraged to consult with the Town Manager, who will refer questions to Town Counsel if necessary, for appropriate language for meeting notices for Executive Sessions.

2.7.2 Revised Agendas

If an agenda item is received by the Chair within 48 hours of a posted meeting, and the agenda item could not be reasonably anticipated by the Chair more than 48 hours before the meeting, the Chair may revise the posted agenda to include the new agenda item. It is preferred that agendas are revised only when the agenda item arises because of an emergency, which is defined as a sudden and generally unexpected occurrence or set of circumstances, demanding immediate action. All other matters should be heard at a later meeting of the public body. a revised agenda must be marked "REVISED" with the date and time of the original agenda noted and any changes or additions should be highlighted. Chairs of public bodies are encouraged to consult with the Town Manager or the Town Clerk to ensure that revised agendas comply with Open Meeting Law.

2.7.3 Requirement for Meeting Minutes

The Open Meeting Law requires public bodies to create and approve minutes in a timely manner (defined as three meetings or 30 days, whichever is longer). The Public Records Law

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requires that existing minutes be made available to the public within 10 days upon request, whether these minutes have been approved or are in draft form. Materials or other exhibits used by the public body in an open meeting must also be made available to the public within 10 days of request. Minutes of all staffed public bodies will be posted to the website by departmental staff. Minutes of all other public bodies will be emailed to townclerk@wayland.ma.us to be posted on the Town website and kept on file in the Town Clerk's office.

2.7.4 Contents of Minutes

Minutes must include the name of the public body, the date, time, and place of the meeting, the names of members present and absent, the names of staff present, and the substance of all discussion including all subjects acted upon or heard. Minutes must include a full and complete record of all motions proposed for vote and will include the exact vote, the names of the mover and the seconder for each motion, and the names of those voting against each motion. Although a verbatim record of meetings is not required, the Open Meeting Law requires that the minutes include a summary of the discussion of each subject containing enough detail and accuracy that a member of the public who did not attend the meeting could read the minutes and have a clear understanding of what occurred. A list of all documents used by the public body must be included in the minutes.

Please see Public Body Checklist on Minutes for more detailed requirements for meeting minutes.

2.7.5 Draft Minutes

Once created, draft regular meeting minutes are a public record available to the public, even if the minutes have not been presented at a meeting.

2.7.6 Executive Session Minutes

Minutes must be created for all Executive Sessions. Executive Session Minutes must not be released to the public until the reason for calling an Executive Session has ended, after which Executive Session Minutes must be reviewed and voted for approval and release by the public body. The Chair is responsible for regularly reviewing minutes for potential release.

2.7.7 Recording of Meetings

Any member of the public has the right to make an audio or video recording of an open session of a public meeting, but must notify the Chair before recording. The Chair must inform attendees of any such recording at the beginning of the meeting including that the meeting will be broadcast on the Way-Cam government access channel. The Chair may impose reasonable requirements regarding audio or video equipment so recording does not interfere with the meeting.

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2.7.8 Public Participation

Under the Open Meeting Law, the public is permitted to attend open meetings of public bodies. The public is excluded from an executive session that is called for a valid legal purpose cited in the agenda. The amount of time a member of the public will be allowed to speak to a public body will be determined at the discretion of the Chair. While the public is permitted to attend an open meeting, an individual may not address the public body without permission of the Chair. An individual is not permitted to disrupt a meeting of a public body, and at the request of the Chair, all members of the public will be silent. If after clear warning, a person is disruptive, the Chair may order the person to leave the meeting, and if the person does not leave, the Chair may authorize a police officer to remove the person.

2.7.9 Remote Participation at Meetings

The Town of Wayland permits remote participation. Members of Town boards and committees may participate and vote by teleconference, audio-conference or other means that allows all persons present, including the audience and the member participating remotely, to hear the proceedings. Under state regulation, remote participation is allowed if physical attendance by a member of a public body is unreasonably difficult. All votes taken at such meetings where a member participates remotely must be taken by roll call vote and a quorum of members must otherwise be present, not including the remote participant. No remote participant may chair a meeting.

2.7.10 Open Meeting Law Complaint Process

Individuals who allege a violation of the Open Meeting Law must first file a complaint with the public body alleged to have violated the OML within 30 days of the date of the violation or the date the complainant could have reasonably known of the violation. The full complaint process, including the required response of the public body to the complainant within 14 days of receipt of the complaint is included in the Attorney General's Open Meeting Law Guide. Please provide a copy of all Open Meeting Law complaints to the Town Manager's Office.

Within 14 business days of the date on which the complaint was filed, the public body must review the complaint and send to the Attorney General's Office (AGO) a copy of the complaint along with a description of any action taken to resolve the issue that was raised by the complaint. Within seven business days of the date that the complaint was filed, the public body may request additional information from the person making the complaint if necessary to resolve the complaint. The person making the complaint shall provide the additional information to the public body within 10 business days, and the public body shall have 10 additional business days (total 24 business days from the date complaint was originally filed) to act on the complaint and notify the AGO.

The public body may request additional time to consider taking remedial action and must make that request in writing to the AGO, to the Attention of the Director of the Division of Open

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Government. The AGO may, at its discretion, grant additional time to the public body if it determines there is a showing of good cause to grant the extension.

2.8 Use of E-Mail to Conduct Business

2.8.1 E-Mail and Public Records Law:

E-mail communication created or received by a member of a public body while acting in his or her capacity as a member of the public body, is considered a public record and is subject to a public records request under the Public Records Law even if the e-mail is received by or created on a private computer or sent to only one individual. The Town will assign e-mail addresses to all members of appointed and elected boards and committees which should be used for all town business to avoid violations of the Public Records Law.

2.8.2 E-Mail and Open Meeting Law

Whenever one member of a public body uses email or digital communication broadly defined to include all documentary materials or data created or received, regardless of physical form or characteristics, to discuss the public body's business (except for administrative matters such as scheduling and the transmission of documents) with a quorum of the members, it constitutes "deliberation" and is in direct violation of the Open Meeting Law. E-mail communication between less than a quorum of a public body is also in violation of the Open Meeting Law if the e-mail between less than a quorum of members is later forwarded to or discussed with additional members outside of a public meeting, thus unintentionally creating a quorum.

2.8.3 Select Board Guideline on E-Mail

To avoid violations of the Open Meeting Law and the Public Records Law, it is recommended that e-mail between members of the Town's public bodies be restricted to only the scheduling of meetings and distribution of agendas, documents and reports. This is not a prohibition against email communication. However, e-mails between members of public bodies should never contain any statement that is an opinion of any member.

2.9 Code of Ethics

All members of public bodies are sworn in by the Town Clerk to uphold all state and local laws applicable to the public body's jurisdiction. Members must comply with the state ethics law (MGL Chapter 268A) regarding the conduct of public officials. Members must complete required ethics training and on-line tests. A member is required under the law to not vote on any matter in which the member or an immediate family member has a financial interest. Members are recommended to recuse themselves if there is an "appearance" of a conflict of interest. Members of public bodies should consult with the Town Manager if they have any question about conflict of interest. The Town Manager, who may direct them to Town Counsel or other appropriate State authority,

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2.9.1 Absences

The absence without appropriate explanation of any member of an appointed body from a majority of meetings held over a one year period or from three consecutive meetings may serve to vacate the office. The decision to recommend that the office be vacated will be made by a majority vote of other members of the public body and then transmitted to the Select Board.

2.9.2 Members are Bound by Applicable Personnel Policies and Law

Members of public bodies, when acting in their official capacity, are subject to any applicable state law and Town policies including those prohibiting sexual harassment, discrimination and workplace violence. Any allegation of misconduct made by the public, Town staff or a fellow member will be reported immediately to the Town Manager.

2.9.3 Litigation against Town by a Member of an Appointed Public Body

An member of any appointed public body may be temporarily suspended by the Select Board during a lawsuit filed by the member against the Town in a court of competent jurisdiction in the state of MA.

2.9.4 Removal under this Section

The Select Board, under such procedures it may adopt, may remove a member from an appointed public body for violations of this section.

2.10 Town Meeting and Public Bodies

Upon a majority vote, public bodies may sponsor and submit to the Select Board articles for the Board's consideration for inclusion in Annual and Special Town Meeting warrants. Articles submitted by committees that are advisory to the Select Board shall be submitted and sponsored by the Select Board.

2.11 Policy on Legal Services

All requests for legal opinions will be made through the Town Manager under the Board's policy on legal affairs of the Town.

SUPPLEMENTAL DOCUMENTS REFERENCED ABOVE:

- 1) Checklists for Public Bodies
- 2) MGL 30 A, Section 21 (a): 10 Allowable purposes for entering executive session. Other policies relevant to the work of public bodies are posted on the Select Board's website.

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