

CONDUCTING MEETINGS

Mark Holstine, PE

Executive Director, WVSWMB



Agenda

Open Meetings Act

Quorum

Roberts Rules of Order

Agendas and Minutes

Q & A





Open Meetings Act and Robert's Rules of Order

Covered Agencies

- Any administrative or legislative unit or sub-unit (committees) of state, county or municipal government authorized by law to exercise some portion of executive or legislative power.
- A meeting is defined by the “convening of a quorum of a governing body or subcommittee in order to deliberate towards a decision. Meetings may be held by telephone or other electronic means but must be made available to the public.
- Any deliberative discussion by a quorum of the governing body outside the confines of a public meeting constitutes an illegal meeting.
- Social, educational, training, informal, ceremonial settings are not covered as long as there is no intent to conduct business.
- Solid Waste Authority meetings are covered.

Notice

- Public notice of the meeting and the agenda MUST be made available in advance of a meeting to the public.
- Every public agency should establish rules for giving advance notice of all regularly scheduled and special meetings in compliance with W. Va. Code § 6-9A-3.
- In calculating days of notice, do not count the day of the meeting, weekend days, or legal holidays. Half-holidays are not legal holidays for the purpose of counting.
- SWAs must post meeting notice and agenda three business days in advance for REGULAR meetings, and two days in advance for SPECIAL meetings.
- Notice and agenda for EMERGENCY meetings must be posted as soon as practicable.
- Notice must include the date, time, and place of the meeting. For SPECIAL and EMERGENCY meetings, the notice must also state the purpose of the meeting.

Agendas

- SWA meeting agendas must be posted in a public place at its central office and must have copies of the agenda available there during regular business hours.
- Agendas should be posted and made available three business days before a REGULAR meeting, two days before a SPECIAL meeting, and as soon as practicable for an EMERGENCY meeting.
- Agendas may be amended up to two days before a REGULAR meeting, but be posted in the same manner as before.
- Agendas may only be amended during a meeting if a true emergency arises.
- Agendas must give reasonable notice to the public of what issues will be discussed.
- Any matter requiring official action must be listed on the agenda and be substantive in describing the action. Simply stating “New Business” is not sufficient.
- The public should also be given notice of significant additions or changes to the agenda.

Emergency Meetings

- Caution should be used when calling an emergency meeting.
- Emergency involves an unexpected situation of a serious nature, such as an event that threatens public health and safety.
- Notice must be posted as soon as practicable prior to the meeting and must state the purpose of the meeting in addition to date, time and location.
- If adding an emergency item to a regular agenda, the amended agenda shall further explain the facts and circumstances which warrant adding the emergency item to the agenda.
- Minutes are required to be published for emergency meetings.

Quorum

- A quorum is a majority of available members. For instance, if the SWA only has 3 current members, a quorum is two.
- A quorum is required to conduct substantive business.
- The only business that can be conducted without a quorum is setting the date and time of the next meeting.
- If a meeting starts with a quorum and enough members leave to eradicate the quorum, the meeting must stop at that time.

Robert's Rules of Order

- Governing bodies should adopt parliamentary procedures to maintain order during its meetings.
- A chair of a board should never be stricter than is necessary for the good of the meeting.
- General application of Robert's Rules should normally be followed as a matter of course for meetings to work well.
- In small boards, such as SWAs, the chairman can participate in debate just as any other board member and can also make motions and vote.
- When referring to Robert's Rules of Order, it is important to note that small groups of 12 or less can use a less formal procedure.
- The SWMB has made available to each SWA a copy of Robert's Rules of Order Newly Revised – In Brief.

Agendas and Minutes

- Agendas should be posted at the time the meeting notice is posted, and copies should be made available to the public at the location of the posting (office).
- Agenda items requested by members should be added to the agenda.
- A “Miscellaneous” agenda item should be listed for members to bring up matters not previously listed.
- Written minutes of all meetings must be available to the public within a reasonable time after the meeting, usually next business day following approval of the minutes.
- Minutes must include date, time and place of meeting, the name of each member present and absent, all motions, orders, resolutions, ordinances and measures proposed as well as the name of the person proposing each action and the disposition of the matter.
- The results of all votes, including roll call votes by member name.
- Agenda items and Minutes should be consistent.

Executive Sessions

- SWA may go into executive session for any reasons set forth by W. Va. Code § 6-9A-4.
- Common grounds for executive sessions are to discuss personnel matters or pending litigation; to consider matters involving the purchase, sale or lease of real property, or to plan or consider an official investigation.
- A member must make a motion to go into executive session and the motion must state in plain language the grounds for convening the executive session.
- The agenda may reflect that an item may go into executive session. The majority must vote to enter into executive session.
- Votes may not be taken in executive session.
- It is not required to take minutes in executive session. Legal counsel should be consulted on minutes taken in executive session. Minutes taken in executive session are not required to be disclosed to the public.
- Executive sessions should be sparingly used and are often misused.

Why are We Meeting?

- Conduct the Authority's business in a fiducially responsible manner.
- Provide managerial and financial oversight of the Authority in meeting its statutory obligations as well as its own missions and goals.
- The responsibility of the Authority in meeting its financial and statutory obligations rests with its board.
- Relying on Audits to determine sound financial performance is not enough.
- Audits are mandated to report that the finances are being kept in an approved manner for a public organization.
- Audits are generally done using a sample, or fraction, of the transactions that are completed in a fiscal year.
- Board members should be reviewing finances and background data to confirm proper financial management at every meeting.

What Should be Presented?

- Income Statement and Balance Sheet
- Budget comparison – where do you stand vs. budget and year to year comparison
- Accounts Receivable and Accounts Payable
- Bank Deposits and Check Register/Reconciliation
- Credit/Debit card statements with invoices
- Tonnage report with year to date and year to year comparison
- For those with Landfills – monthly leachate reports and year to date comparisons, compaction reports on at least an annual basis, escrow accounts and construction and equipment estimates and timelines

Other Considerations

- Bylaws updated
- Purchasing guidelines
- Equipment maintenance schedule and reports
- Employee handbook
- Safety meetings



Summary

- Regular meetings are crucial to the operation of SWAs.
- Meeting procedures should be part of your By-Laws.
- Fiduciary responsibility rests with the Board.
- Reference the following for state specific guidance on Open Meetings:

<https://ethics.wv.gov/openmeetings/>

<https://ethics.wv.gov/Pages/forms.aspx>

<https://code.wvlegislature.gov/6-9A/>

THANK YOU



Presentation Title

Mark Holstine, PE

Mark.D.Holstine@wv.gov

<https://swmb.wv.gov/>