

# VERMONT COMMISSION ON WOMEN | OPERATING GUIDELINES

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## 1. Overview of Vermont Commission on Women

### 1.1. Authorizing statute

The Vermont Commission on Women is authorized by [3 V.S.A. § 5025](#). (Whenever this statute is quoted in these operating guidelines, it will be in italics for easier reference.)

The general description of VCW in the statute is as follows:

*“The Commission on Women is created as the successor to the Governor’s Commission on Women established by Executive Order No. 20-86...The Commission shall be an independent agency of the government of Vermont and shall not be subject to the control of any other department or agency.”*

### 1.2. Purpose

*“The commission shall conduct studies of matters concerning women and in furtherance of that responsibility may:*

- *Review Vermont statutes with regard to sex-discrimination and other matters affecting the status of women;*
- *Educate and inform business, education, state and local governments and the general public about the nature and scope of sex discrimination and other matters affecting the status of women in Vermont;*
- *Serve as a liaison and clearinghouse between government, private interest groups and the general public concerned with services for women, and, in this regard, may publish a periodic newsletter to provide information to these constituencies;*
- *Promote consideration of qualified women for all levels of government positions.”*

### 1.3. Powers

*“The powers of the commission shall include, but not be limited to, the following:*

- *To conduct research and study of issues affecting the status of women in Vermont;*
- *To advise and consult with the executive and legislative branches of state government on policies affecting the status of women in Vermont;*
- *To maintain an office and hire employees as necessary to carry out its duties;*
- *To acquire on a contractual or other basis such necessary legal, technical, or research expertise and support services as it may require for the discharge of its duties;*
- *To publish periodic reports documenting the legal, economic, social, and political status, and other concerns of women in Vermont;*
- *To utilize such voluntary and uncompensated services of private individuals, agencies, and organizations as may, from time to time, be offered and needed;*
- *To accept and solicit funds, including any gifts, donations, grants or bequests or any federal funds, for any commission related purposes.”*

### 1.4. Open Meeting and Public Records Laws

As a state agency, the Vermont Commission on Women, all its members, its staff, and its operation are subject to open meeting laws and public records laws. The staff will coordinate with commissioners to ensure compliance with these laws.

1.5. Fiscal year

The fiscal year of the commission begins July 1 and ends June 30.

1.6. Amendment of operating guidelines

These operating guidelines can be reviewed and amended at any regular meeting of the commission by a 2/3 vote of those present, provided that the amendment has been submitted in writing for inclusion on the agenda.

Upon adoption by the commission, these operating guidelines shall be effective immediately and all previous rules other than those contained in the enabling legislation and statutory authority are hereby rescinded.

**2. Membership/composition**

2.1. Membership

*“Members of the commission shall be drawn throughout the state and from diverse racial, ethnic, religious, age, sexual orientation and socioeconomic backgrounds, and shall have had experience working toward the improvement of the status of women in society.”*

2.2. Appointments

*“The commission shall consist of 16 members, appointed as follows:  
Eight members shall be appointed by the Governor.*

*Eight members shall be appointed by the General Assembly, four by the Senate Committee on Committees, and four by the Speaker of the House.*

*Each chamber may appoint not more than two legislators, and if a chamber appoints two legislators, they shall not be from the same political party.*

*Not more than four legislators may serve on the Commission at one time.”*

Appointments are made directly by the appointing authorities. People who are interested in applying should apply directly to the appointing authorities; they may copy the commission if they like.

2.3. Terms, vacancies, and expired terms

*“The terms of members shall be four years. Appointments of members to fill vacancies or expired terms shall be made by the authority that made the initial appointment to the vacated or expired term.”*

Terms begin on July 1 and expire on June 30, four years later. Each year, four commissioners' terms expire and successors are appointed; two are appointed by the Governor, one by the Senate Committee on Committees, and one by the Speaker of the House.

If a commissioner leaves their term before it is expired, their successor will be appointed to serve the remainder of the term.

#### 2.4. Resignation

Commissioners may resign their term before it has expired. They should submit a letter of resignation to the appropriate appointing authority and send a copy to the commission office.

A commissioner who is unable to perform their duties is expected to resign in order to make room for someone who will be able to do so.

#### 2.5. Removal of a commissioner

When, in the judgment of the chair, a commissioner is failing to carry out their duties, the chair will give notice to the commissioner of the particular areas of deficit and ask the commissioner to make corrections. If after the next regularly scheduled meeting following this notice the chair judges that the commissioner has not made adequate corrections, the chair may request that the commissioner resign. If the commissioner does not agree to this request, the chair may submit a formal request to the appropriate appointing authority asking them to remove and replace the commissioner.

### 3. Commissioners

#### 3.1. Roles and responsibilities

Commissioners shall:

- Attend commission meetings in person and be prepared to actively participate in discussions and contribute to critical priority setting. Commissioners are expected to attend at least 80% of regularly scheduled meetings, and to protect VCW meeting times in their personal calendars. Commissioners should notify the chair or staff if they must be absent due to circumstances beyond their control (illness, travel, holidays, etc.). Occasional attendance by remote means (video, or telephone) in the case of extenuating circumstances is acceptable but should be the exception.
- Abide by the group norms/agreements affirmed by the commission during meetings and in all conduct as a commissioner.
- Serve on at least one committee and/or task force and regularly attend its meetings.
- Contribute guidance and expertise or skills to VCW events, publications, and materials.
- Stay informed about top priority legislative issues in order to educate others about the commission's positions.
- Promote the commission by being available to speak to groups and the media, distribute commission and other related materials, and help host regional and other events. Understand and represent the positions and policies of the commission to the public. Attend commission-sponsored events (i.e., meetings with the Governor, news conferences, events, workshops).
- Become aware of the commission's financial needs and responsibilities. Help identify and solicit financial resources on behalf of the commission when appropriate.
- Network with other organizations and serve as a liaison between the commission, their region, and the state.

- Encourage qualified women to consider appointed and elected positions within any and all levels of government.
- Serve as a partner to one or more members of the Commission's Advisory Council. This includes assisting in the advisor's orientation process, encouraging the advisor to attend commission meetings, reviewing upcoming meeting agendas together, helping to represent the advisor and his/her individual or organizational viewpoints on potential commission actions, and facilitating the advisor's participation on committees and with commission activities, programs and meetings.

### 3.2. Compensation

*"Members of the Commission shall be entitled to receive per diem compensation and reimbursement of expenses as permitted under 32 V.S.A. § 1010, which shall be paid by the Commission."*

Members are entitled to \$50 per day devoted to official duties, which is defined as:

- Attendance at a regular or special meeting of the commission or a committee of the commission
- Performance of other duties directly related to the commission's operation, as assigned and approved by the chair, provided that the payment shall be at the per diem rate prorated for actual time spent performing duties; proration shall be calculated based on an eight-hour day.

Commissioners are entitled to reimbursement of actual and necessary expenses when away from home or office upon their official duties.

Commissioners who are compensated for their time from any other source are not entitled to per diem compensation from the commission.

Commissioners may submit per diem compensation and reimbursement requests to VCW staff through a form that staff will make available. Requests should be submitted before the end of the fiscal year in which the meeting or expense took place.

Advisory council members are not entitled to per diem compensation or reimbursement for expenses.

## 4. Chair of the commission

### 4.1. Election of chair

*"Members of the commission shall elect biennially by majority vote a chair of the commission"*

The position of chair may be held by one person or by co-chairs.

No later than the April commission meeting, the executive director will remind commissioners of the election process and issue a call for nominees.

Commission members who wish to be considered for the office of chair shall place their name in nomination with the executive director before the May meeting. The executive director will report the names of the candidates at the May commission meeting and distribute their names to all commission members at least two weeks before the June commission meeting.

The executive director will conduct the election for chair at the June commission meeting. The chair will be elected by majority vote. In the event that there is more than one candidate, votes will be cast by paper ballot. If no candidate receives a majority of votes, the vote will be repeated for the top two candidates.

In the event that the election is delayed for lack of a quorum at the June meeting, the chair whose term as chair has expired shall serve until the election of the successor.

In the event of the chair being unable to fulfill the term of office as chair, a new chair shall be elected by the above procedure to fill the remainder of the term.

#### 4.2. Roles and responsibilities

- Preside at all meetings of the commission
- Set meeting agendas, using a transparent, inclusive, participatory process
- Call special and emergency meetings as necessary
- Cancel meetings when necessary
- Request the resignation of commissioners who fail to perform their duties
- Submit a request for removal to the appointing authority of a commissioner who has failed to perform their duties
- Appoint the chair and all members of commission committees and task forces
- Supervise the executive director
- Work with the legislature and the governor's office to maintain lines of communication
- Along with the executive director, serve as a spokesperson for the commission
- Serve as an ex-officio member of all committees
- Appoint, in case of absence, a member to preside at commission meetings

## 5. Meetings

### 5.1. Calling meetings of the commission

It shall be the duty of the chair to call regular meetings of the commission. The chair may call special meetings as needed. The chair may call emergency meetings when necessary to respond to an unforeseen occurrence or condition requiring immediate attention by the commission. The chair may cancel meetings when necessary.

### 5.2. Quorum

*"Nine members shall constitute a quorum of the commission. Once a quorum has been established, the vote of a majority of the members present at the time of the vote shall be an act of the commission."*

### 5.3. Agendas

The chair is responsible for setting the agenda for each meeting with the assistance of the executive director. The chair will set the agenda using a transparent, inclusive, and participatory process which will allow staff and commissioners to have input.

The agenda will be finalized one week before the meeting. Committees and commissioners may request that items be considered for inclusion on the agenda by notifying the chair at least two weeks before the meeting.

#### 5.4. Executive session

The commission may enter an executive session in which the public is excluded by a vote of at least two-thirds of the members present, and only under circumstances permitted under Vermont's open meeting laws.

#### 5.5. Warning meetings

Staff will be responsible for warning meetings and working with the chair to ensure that the commission complies with Vermont's open meeting laws.

#### 5.6. Meeting procedures

##### CHAIR PRESIDES OVER MEETINGS

The chair shall preside over meetings of the Vermont Commission on Women. The chair may appoint someone to act as chair in their place for a meeting or a portion of a meeting if necessary.

The chair's duties when presiding include:

- Ensuring an inclusive, participatory, welcoming setting in which all voices are valued
- Calling the meeting to order
- Recognizing people to speak
- Determining when to proceed to the next agenda item
- Keeping order during the meeting
- Taking motions
- Calling for votes on motions
- Assigning tasks or issues for discussion to committees
- Adjourning the meeting

##### APPROVAL OF AGENDA

The agenda should be approved at the start of every meeting. Items may be added to or deleted from the agenda before it is approved.

##### MOTIONS

All decisions of the commission are made by voting on motions. A motion passes with a simple majority of the commissioners present, provided that there is a quorum of nine commissioners present. Amendment of the Operating Guidelines requires passage by a two-thirds majority of those present.

The procedure for motions is as follows:

- 1) A member of the commission makes a motion by fully stating the motion, using the language, "I move that..." Motions are directed to the chair. The chair may call for a motion by saying something to the effect of, "Would someone like to make a motion to..." or "Do I hear a motion to...", in which case a member of the commission may say, "So moved."
- 2) Another member of the commission seconds the motion by saying, "second."
- 3) The chair calls for discussion of the motion, giving people an opportunity to speak to it.
- 4) The person who made the original motion may withdraw or amend it before it's voted on if they like. Other members of the commission may request amendments, and the person who made the original motion can decide whether to accept any amendment. If they do accept the amendment, it becomes a new motion and needs another second.
- 5) After discussion, the chair calls for a vote and determines the outcome of the motion. If any members of the meeting are attending remotely, and the vote is not unanimous, then the chair is required to conduct a roll call vote, in which each member states their vote individually.

#### 5.7. Minutes

Staff will be responsible for recording and posting minutes and working with the chair to ensure that the commission complies with Vermont's open meeting laws.

#### 5.8. Group norms/agreements

The commission will annually affirm group norms/agreements to govern communication and other conduct. The group norms/agreements may be amended before affirmation each year.

Failing to abide by the group norms/agreements may constitute a failure to carry out one's duties as a commissioner.

### 6. Executive Director

#### 6.1. Responsibilities

The executive director is an innovator, educator, and advocate for women in Vermont. The director oversees the business of the commission on a daily basis while maintaining a broad view of the issues affecting women in the state. The executive director serves as a spokesperson for the commission and acts as a liaison between the commission and state government and the community at large.

The executive director shall be hired by, and serve at the will of, the commission and shall have the following responsibilities:

- Analyze policies in a variety of sectors that affect the lives of women and their families in Vermont.
- Develop educational and advocacy programs to improve the lives of women and their families in the state;
- Implement commission initiatives related to education and advocacy;

- Identify and monitor legislative activity that affect women and their families;
- Draft position papers on legislation that affects women and their families;
- Develop and maintain coalitions and networks with other groups concerned with women and families;
- Maintain and encourage good media relations and assure media coverage of commission materials and activities;
- Represent the commission in various public forums;
- Oversee commission budget;
- Fundraise;
- Hire and supervise staff.

## 7. Committees

### 7.1. Creation of committees

*“The commission may establish ad hoc committees or task forces to study and make recommendations to the commission.”*

*“The tenure of such committees or task forces shall be determined by the nature of the study and the project undertaken”.*

Committees are formed by a vote of the commission. Members of committees are appointed by the chair of the commission. Each commissioner shall serve on at least one committee.

Advisory council members or members of the general public may serve as non-voting committee members.

### 7.2. Function of committees

Committees will:

- Review VCW policy positions and recommend updates and changes to the full commission
- Provide information and research to contribute to policy briefs and other educational materials developed by staff
- Bring new issues to the attention of staff and commissioners
- Review emerging issues and identify information, resources, guest speakers, questions, etc. that the commission may need
- Recommend action for the commission to take in response to information presented and discussions happening at commission meetings
- Identify key issues and questions relating to proposed or pending legislation
- Act on any emergent requests from the full commission

### 7.3. Appointment of committee chairs

*“The chairperson of such committees or task forces shall be appointed by the chairperson of the commission”, and shall be a member of the commission.*

### 7.4. Committee chair roles and responsibilities

A committee chair shall:

- Set meeting agendas
- Call committee meetings
- Maintain a list of committee members for quorum purposes
- Coordinate with a staff committee liaison to ensure compliance with open meeting laws

#### 7.5. Committee procedures

Committees shall comply with all requirements of open meetings laws, including warning meetings, posting agendas, recording and posting minutes, and providing for public attendance.

Committee decisions shall be made by majority vote, and shall require a quorum present in order to take a vote.

Each committee shall have one or more staff liaisons who will assist with compliance with open meeting laws and public records laws.

Committees will follow the group norms affirmed by the full commission.

## 8. Advisory Council

### 8.1. Process for determining membership

The VCW Advisory Council is made up of organizations whose interests align with the commission's purpose and goals. The Advisory Council members provide counsel to the commission on setting goals, strategies, and objectives, and share information and perspectives with and from the constituents they serve. Member organizations are responsible for determining which individual to send as their representative. The commission chair, or a designee, reserves the right to request that the organization appoint a new advisor at any time.

The commission shall add or remove Advisory Council member organizations from time to time as its strategies and interests evolve.

### 8.2. Members' roles

Advisory Council members shall:

- Provide considered counsel and advice to the commission on setting goals, strategies, and objectives;
- Provide information, opinions and the perspective of the member organization to the commission as it develops policy, makes decisions, and carries out all its work;
- Act as a liaison between the commission and the member organization by communicating commission policies, decisions, and information to the organization and by soliciting and communicating opinions of the organization back to the commission;
- Identify their personal opinion/advice/counsel as such when it differs from that of the member organization;
- Be welcome to attend the commission's scheduled business meetings, and actively participate in discussions;
- Be welcome, but not obligated, to serve on commission committees

- Be welcome to attend meetings held from time to time that are specifically for Advisory Council members focusing on legislative and programmatic priorities;
- Enhance communication and networking among advisory council members and the commission by exchanging position papers, annual reports, newsletters, meeting agendas, and the like.

### 8.3. Commission roles

The Commission shall:

- Partner strategically with Advisory Council members in planning, decision-making, and programmatic processes;
- Provide Advisory Council members the same information that commissioners receive in preparation for meetings;
- Convene meetings from time to time that are specifically for Advisory Council members, focusing on legislative and/or programmatic priorities;
- Ensure that advisory council members receive adequate orientation, that day-to-day questions are answered, and that they are appropriately recognized for their contributions;
- Provide formal and informal opportunities for Advisory Council members to network with each other and to participate in commission activities.

## 9. Public policy positions

### 9.1. Creation and adoption of policy positions

The commission, as needed, shall adopt public policy positions. Commission members or staff may request to the Commission Chair that a public policy position be considered or reviewed at any time. Positions on public policies may be adopted, amended, or repealed by a majority of all votes cast by the commissioners present and voting, provided that the proposed material has been submitted at a previous commission meeting.