

# Tab 1



## **GOVERNANCE COMMITTEE MEETING NOTICE**

**March 1, 2025 8:00 AM**

### **AGENDA**

1. Approve Minutes of November 23, 2024 meeting
2. Finalize Workplace Pet Policy
3. Use of public spaces policies
4. Update on Board Member Policy Guidelines
5. Zoning Ordinance clarification process
6. Donation Form
7. Template for Minutes of Board of Overseers Meetings

Join Governance Committee Zoom Meeting

Join Zoom Meeting

<https://us02web.zoom.us/j/84045137826?pwd=aleecMeh3BrWO7dCcJ3aUJlhB4s2IK.1>

Meeting ID: 840 4513 7826

Passcode: 461120

To dial-in via audio: Find your local number: <https://us02web.zoom.us/j/84045137826?pwd=aleecMeh3BrWO7dCcJ3aUJlhB4s2IK.1>

### **Minutes of Governance Commiee Meeting**

**November 23, 2024**

Commiee members present:

Dan Webster, Beverly Crofoot, Elaine Moss, Jeffrey Wi

Public Present: Rachel Rosa, Chris Maseychik

Jane Novotny present

**Minutes of September 19, 2024 meeting approved with corrections of typographical errors.**

- 1. Pet Policy** - Deferred until next meeting - Trish has confirmed insurance for her do
- 2. Use of Public Spaces** - Discussion regarding policies for use of public space, including restriction of alcohol and need for signs. Commitee members agreed to look into other local municipalities to determine how they handled enforcement. Rachel Rosa reminded the commitee that Belfast and Camden had full time law enforcement. Discussion also about permiing use of the park to ensure the area is maintained and available for the general public. **Further action tabled while information is gathered.**
- 3. Board member guidelines** At the request of the President, the Commitee is charged with preparing wrien Board Guidelines consistent with Maine statutes and regulations. Several community guidelines were reviewed for suggestions, and the Commitee agreed to do additional research and prepare a suggested draft to be reviewed by the Commitee. **Dan Webster and Elaine Moss will work on the draft and forward to Janae for input.**
- 4. Discussion regarding Zoning decisions, process and need for clarification of non-conformi structures.** Discussion regarding the process for zoning decisions by the Town of Northport and the need for notice to the public. Dan reported on review of zoning decisions and discussion with Toupie regarding her understanding of non-conforming structure not being made more non-conforming. While the Zoning ordinance appears clear on the height restriction, it is being interpreted as a standalone criteria separate from non-conforming structure. Janae will aend Planning Board meetings and report on any issues but suggested the Governance Commitee meet with the Zoning Board of Appeals for the Town of Northport. Beverly noted that a design review commitee had previously been proposed and rejected.

Dan and Janae will monitor ZBA notices for activity within NVC.

Further discussion on whether NVC should seek a legal opinion on the interpretation of the ordinance with regard to non-conforming structure and the height limitation or whether the commitee should offer an amendment to the ordinance for public consideration Janae offere speak with James at the Northport Town office regarding this iss

- 5. Donation policy form** The form should include an evaluation of the donation, costs, etc. for consideration of the Board of Overseers. Commitee to create a checklist of considerations for the Board of Overseers before accepting a donation. **Dan Webster agreed to take on task of creating checklist.**

Meeting adjourned. Dan Webster Motion, Beverly Crofoot second.

# NORTHPORT VILLAGE CORPORATION

## WORK-PLACE PET POLICY

### Scope

- This workplace pet policy applies to employees only. While we know certain members of the community may bring their pets into public buildings, this policy is not intended to address those situations.

### Pet Requirements

To participate, pets must be:

- Up to date on vaccinations required by state law.
- Free of any communicable infections or any parasites such as fleas.
- House-trained.
- Obedient, well-socialized and with NO HISTORY OF BITING, excessive barking, chasing or aggressive behavior.
- Covered under their owner's homeowners/renters insurance policy, which must cover dog bites.

### Pet Parent Responsibilities

To comply with our workplace pet policy, pet parents who want to bring their pets to work must agree to:

- Be 100% responsible for their pet's behavior, well-being, hygiene and happiness the entire time he or she is visiting.
- Manage their workspace to ensure it is "pet-proofed" and safe for their visiting pet. ● Keep their pet with them and controlled throughout the day. Or, make arrangements with a colleague to do so if they need to step away.
- Ensure that their pet's behavior does not interfere with other employees' comfort or ability to do their work.
- Provide their own pet items to ensure pet safety, such as leashes, crates or gates to keep the pet securely in the employee's work area.
- Provide their own pet wellness items, such as waste bags, toys, food and water bowls.
- Clean up after their pet immediately if any accidents occur.
- Maintain homeowners/renters insurance that covers dog bites.
- Be legally and financially responsible for any damage caused by their pet.
- Provide annual proof of vaccination and health for their visiting pets.
- Keep pets out of pet-free areas.
- Use alternate pet care away from work on days when the employee would be unable to fully manage the pet at work (e.g., numerous meetings or scheduled visitors) or the pet is ill.
- Take their pet home at any time if the pet's behavior or health makes it a distraction, nuisance or danger to anyone else, or if asked to do so by their manager.

# Tab 2

## NORTHPORT VILLAGE CORPORATION

### OVERSEER GUIDANCE POLICY

Adopted \_\_\_\_\_

#### **Purpose**

Pursuant to Maine Statute, it is the policy of the Northport Village Corporation (“NVC”) that the proper operation of democratic government requires that employees, public officers, officials and members of all boards and committees (collectively, “Members”), whether appointed or elected, be independent, impartial, and responsible to the citizens; that public service not be used for personal gain; and that the public has confidence in the integrity of its government.

#### **Section 1. Authority and Statutory Standards**

This policy has been prepared in accordance with 30-A M.R.S.A. § 2605(7).

#### **Section 2. Code of Conduct**

##### **A. Act in the Public Interest**

Recognizing that stewardship of the public interest is our primary concern, Members shall work for the common good of the NVC community in the execution of their public duties and not for any group, private or personal interest.

##### **B. Comply with the Law**

Members shall comply with all federal and state laws and the charter, bylaws, ordinances and policies of the NVC in the performance of their public duties.

##### **C. Decorum**

Members shall endeavor to be respectful in their conduct while performing their public duties.

##### **D. Respect for Process**

Members shall act according to applicable written charters, bylaws, ordinances, and policies, including guidelines and ground rules that may be adopted for meetings and other activities of the bodies they serve. Once the NVC Board of Overseers (“Board”) has acted, Members of the Board of Overseers (“Board Members”) must support that decision and shall refrain from making any public comment that may undermine the public’s perception of the Board’s actions. This is in no way intended to limit the First Amendment rights of any Member. However, Members must be clear when speaking in their personal capacity and when speaking as Board Members or representatives or appointees of the Board of Overseers.

##### **E. Conduct of Public Meetings**

Members are expected to prepare for meetings by familiarizing themselves with relevant materials, including proposals, applications, and applicable ordinances. Members are expected to listen attentively to fellow Members and the public. Members shall base their decisions on the applicable laws and ordinances and on consideration of the information that has been presented to the Board or any committee. Members shall familiarize themselves with the Remote Participation Policy.

## F. Communications

Communication includes all forms of oral, written, or electronic communication, including telephonic, e-mail, text message, the Internet, *etc.* It is incumbent on the Members to use the prescribed channels for communications, including their @nvc.org email if they have one, for all communications discussing public business or interests. Members should regularly check their @nvc.org email to ensure they are aware of arising issues and to respond promptly to communications directed to them.

To avoid concerns about *ex parte* communications, Board Members shall refrain from substantive communications about potential or pending decisions with each other outside of public meetings. If communications do take place, they must be disclosed completely to the Board of Overseers in the next scheduled public meeting of the Board of Overseers.

## G. Scope of Authority

Board Members act as part of the *body politic* only. Board Members do not have the authority to make or commit to expenditures of NVC funds, any such expenditure or commitment must be approved by the Board of Overseers as a whole, or the President where allowed by the bylaws. Board Members also do not have the authority to direct any NVC staff or contractors unless otherwise directed by the President or the Board of Overseers. This includes directing work, advising on procedure, etc. Excepting the Tree Warden or Board Member appointed as Tree Warden, Board Members may not solicit proposals for NVC projects without specific Board of Overseers' authorization. Suggestions for potential NVC contractors, suppliers and resources should be shared with the appropriate NVC staff member.

## H. Conflict of Interest and Bias

**Conflict of Interest:** To assure independence and impartiality for the benefit of the common good, Members shall not use their positions to influence Member, Board of Overseers, or Committee decisions in which they have a direct or indirect pecuniary interest, or where they or an immediate family member has an organizational or personal relationship that may give the appearance of a conflict of interest with regard to a potential or pending decision. Members shall at the earliest opportunity disclose any potential or perceived conflicts of interest pertaining to a matter, application or decision at hand, and Board Members shall abstain from participating as a Board Member in all relevant Board of Overseers or Committee discussions and votes on matters where such conflicts or the perception of such conflicts exist. **[Discuss how broadly this should apply. Bayside is a small community, and determining what constitutes a conflict of interest is not necessarily black and white. Should participation in discussions be permitted but not voting?]**

**Bias:** Members are strongly encouraged to abstain from discussion and voting if they are biased for or against an applicant or project such that they could not make an impartial decision.

Any challenge or question of whether a Board Member shall be disqualified from participating in discussions of or voting on a particular matter before the Board of Overseers because of a conflict of interest or bias or appearance of a conflict of interest or bias shall be discussed in public at the relevant meeting, and the

disqualification decided by a majority vote of the Board Members present except the Board Member who is being challenged. Any disclosures and abstentions, and any challenges raised and voted on, shall be documented for the record in meeting minutes. **[Suggest this be limited to Board of Overseers' meetings only, because committee meetings are less formal and votes are not binding on the Overseers.]**

Notwithstanding the foregoing, Members may share their expertise and opinions in public meetings as a member of the general public on relevant issues. **[Not sure how this works. As a member of the public and a small community, Members should be allowed to share opinions or attempt to influence a decision outside of their official capacity.]** In such cases, the Member shall vacate their official position and seat and join the general public for the relevant discussion.

## **I. Gifts and Favors**

Members shall not take special advantage of services or opportunities for personal gain in conjunction with their official role(s) that are not available to the general public. Members shall refrain from accepting any gifts, or favors, or promises of future benefits which might compromise the appearance of independent judgment.

## **J. Confidential Information**

Members shall respect the confidentiality of information regarding personnel, property, and other affairs of the NVC that are not a matter of the public record. Members shall not disclose such information without proper authorization, nor use such information to advance personal, financial, or other private interests.

## **K. Use of Public Resources**

Members shall not use public resources such as staff time, equipment, supplies, and access to resources or facilities for private gain or personal purposes beyond such uses as are available to the public in general.

## **L. Representation of Private Interests**

Members shall not appear before either the Board of Overseers or any committee of the NVC on behalf of the private interests of any third parties, including community members, on any matter which has or is likely to come before the Member in the course of their official duties. Members may report concerns of citizens of NVC, which shall include identifying the concern and the person raising that concern, unless asked by the citizen to keep their identity confidential. **[This should be discussed. What are "private interests of third parties"? As representatives of the NVC (especially for Board Members), isn't it within the mandate of Members to represent the interests of the villagers? As an example, if a property owner comes to a Board Member with a concern about, for example, encroachment on their property, can't the Board Member "appear before the Board...on behalf of" that private interest?]**

## **M. Advocacy**

When speaking on behalf of the NVC, Members shall represent the official policies or positions of the NVC to the best of their ability. When presenting personal opinions and positions, Members shall explicitly state that such personal opinions and positions do not necessarily represent the NVC, the Board of Overseers, or the Committee with which the Member is affiliated, and the member shall avoid making the inference that they do if they don't. This shall be made clear whether the opinion or positions are spoken publicly or whether they appear in print or electronically, such as in an e-mail, in a text message, on the internet, *etc.*

## **N. Independence of Boards and Committees**

Because of the value of the independent advice of the NVC's committees and Board of Overseers to the public decision-making process, Members shall refrain from using their position to unduly influence the outcomes of the proceedings of the Board of Overseers and/or committees on which they do not serve. **[What does "unduly influence" mean?]**

#### **O. Positive Work Environment**

Members shall support the maintenance of a positive and constructive work environment for NVC employees and for citizens and businesses dealing with the NVC while serving in their official capacity. Members shall not make inappropriate **[Define "inappropriate"?]** or excessively burdensome demands upon NVC employees. Further, Members shall not direct any NVC employee in the performance of that employee's work, unless specifically authorized by the President or the Board of Overseers.

### **Section 3. Code of Conduct [Isn't this redundant, largely, to the rest of the policy?]**

Appropriate conduct by all Members is essential to effective government. Following are specific expectations regarding conduct in the following areas: General Conduct, and Conduct at Meetings.

#### **A. General Conduct**

- Members shall uphold the oath of office.
- Members shall be respectful at all times, and remind others to do the same.
- Members shall listen to and respect the taxpayers of NVC that we serve.
- Members shall represent all constituents that we serve and not just those from a specific geographic area or from a specific interest group.
- Members shall refer constituent or staff complaints to the President or the Board of Overseers. ● Members shall promptly declare any actual or potential conflicts of interest between their personal lives and NVC's positions, and shall avoid participating in and voting on issues that are or may appear to be a conflict of interest.
- Members shall promptly declare any bias and avoid the appearance of bias as we carry out their roles by clearly distinguishing their personal beliefs and opinions as separate from their duty to uphold the charter, bylaws, ordinances, and policies of the NVC. Members shall avoid participating in and voting on issues that are or may appear to be influenced by bias.
- Members shall carry out activities professionally with honesty and integrity.
- Members shall be accountable for adhering to this code.
- Members shall respect the office they hold for the Northport Village Corporation, at all times.

#### **B. Conduct at Meetings**

- Members shall respect differences.
- Meetings shall focus on tasks and processes, not personalities.
- Members are all contributors - to the existing situation(s), to success or failure, and to the direction in which their board or committee proceeds.
- Members shall practice self-respect and mutual respect, and remind others to do the same.
- Members shall criticize only ideas, not people, and only do so constructively.
- Members shall ensure civility in public discourse and shall not tolerate threats or bullying. ● Members

shall respect and encourage each other's participation and support each other's right to be heard.

- Members shall be open to new concepts, keep an open mind, and appreciate other points of view.
- Members shall work as a team to implement board decisions, regardless of whether there is unanimity on each and every issue.
- Members recognize that mistakes and differences of opinion, if handled constructively, contribute to the strength of the team.

**Process: [This seems out of place and more like a pledge of some sort. Also, somewhat repetitive with the above.]**

- Members shall use their time wisely.
- Members shall publish the agendas of meetings (along with supporting materials) in advance of the meeting and minutes of meetings following a meeting.
- Members shall make every effort to attend meetings and be on time.
- Members shall maintain their focus on goals.
- Members shall communicate directly with one another on issues, acknowledge problems and deal with them constructively.
- Members shall keep their cell phones and pagers off or on vibrate during meetings.
- Members shall invite participation with one person talking at a time without interruption.

## Section 4. Enforcement

Each Board Member is responsible for the enforcement of this policy throughout the NVC's positions, boards and Committees. The President shall have the responsibility to intervene and engage the Board of Overseers when actions of Members appear to be in violation of this policy or are brought to their attention.

Complaints of violations of this policy may be brought by any member of the public and any investigation shall be directed by the President or the Board of Overseers. **[What are the penalties? Neither the charter nor the bylaws provide for the removal of an Overseer. For committees, the bylaws provide that the President, "consistent with the advice and recommendation of the Board of Overseers" shall appoint the members. There's no specific provision for removing members, but presumable she who appoints can also unappoint?]**

## Section 6. Amendments

This policy may be amended by a majority vote of the Board of Overseers after such amendment is published in a properly noticed meeting agenda, the opportunity for public comment is provided, and the amendment is discussed prior to a vote. **[Bifurcating which Members are obligated to which version of the policy would be cumbersome.]**

## Section 7. Severability

If any section, subsection, sentence, clause, or phrase of this policy is for any reason held to be invalid or unconstitutional, such validity or unconstitutionality shall not affect the validity or constitutionality of the remaining portions of the policy.

## Section 8. Conflicts with Other Ordinances or Policies

Whenever a provision of this policy conflicts with or is inconsistent with another provision of this policy or of any



other policy, ordinance, regulation or statute, the more restrictive provision shall control.

## Section 9. Effective Date

This policy shall become effective upon the date of adoption.

## Section 10. Definitions **[Suggest these definitions be included where first used in the policy rather than in this separate section.]**

Conflict of interest: Direct or indirect pecuniary interest, which shall include pecuniary benefit to any member of the person's immediate family, to his or her employer, or to the employer of any member of the person's immediate family. It shall also include a situation where the Member by reason of his or her interest is placed in a situation of temptation to serve his or her own personal, occupational or organizational interest instead of the public's interest.

*Ex Parte* Communication: An oral, written or electronic communication not on the public record with respect to which reasonable prior notice to all relevant parties is not given.

Immediate Family: Domestic partner, spouse, children, grandchildren, parents, grandparents, siblings, aunts and uncles. This includes family members related by marriage, domestic partnership and adoption.

Member: A member of any board or committee and all elected and appointed positions of the Northport Village Corporation. **[If this definition is to be kept here, the defined term should be removed from the Purpose at the beginning. Since the term is used throughout, it would probably be more appropriate to define the term Member in the Purpose paragraph.]**