

City of Keene
NEW HAMPSHIRE

MASTER PLAN STEERING COMMITTEE

Rules of Procedure

1. **Meetings:** Meeting times and dates are to be determined by members of the Master Plan Steering Committee (hereinafter “Board”). All meetings must be open to, and accessible by, the public. Meeting times and locations will be posted at least twenty-four (24) hours in advance of any such meeting in two (2) appropriate places, one of which may include the City’s website in accordance with RSA 91-A:2. At least three (3) meetings shall be held each calendar year.

2. **Minutes:** Minutes of such meetings shall be kept in accordance with RSA 91-A:2, and shall include the following: the name of the Board; date, time and location of the meeting; the members present; the members absent; the time that the meeting was called to order and by whom; motions or other actions taken including who made the motion and who seconded; who voted and how; who recused and the reason for recusal, and whether the action passed or failed; the names of persons appearing before the Board; the subject matter discussed; the time the meeting adjourned; the name of the minute taker. If there is no minute taker specifically assigned to the Board, the Chair shall designate an appropriate individual for this purpose. Within 5 days of the close of the meeting of the Board, the minute taker shall submit the draft minutes to the Staff Liaison for the Board. The Chair, or Vice-Chair, shall review the draft minutes and may make such corrections as are necessary to ensure that information required to be included in the minutes of such meetings is accurate. Examples of appropriate corrections include spelling of names, grammar, citations, and technical jargon. In no case shall a correction alter what was said or discussed at the meeting, or the result of any action taken. All corrections shall be made with “track changes” or a similar feature turned on so that other Board members are aware of any such corrections. If extensive revisions are being requested by a member, the Board should conduct the review at the end of the regular agenda items. Once approved, meeting minutes shall be immediately filed with the City Clerk.

3. **Quorum:** A quorum shall consist of a majority of the total eligible number of members that may be appointed to the Board, either under state law or by City Code, regardless of the number of members actually appointed. Board business shall not be conducted in the absence of a quorum. An available alternate member shall be appointed by the Chair in the absence of a regular member to form a quorum, and shall be appointed by the Chair at any time in the absence of any regular member. Unless the appointed alternate member becomes unable to continue to participate, the alternate member so appointed should continue to serve in the place of the absent regular member if a matter under consideration by the Board extends over multiple meetings, and/or until that matter has been completed. A quorum of the Board shall always be physically present at the location specified in the public notice, and no Board business shall be conducted through email or other electronic communication that does not allow the public to hear, read or otherwise discern the meeting discussion. A member may participate by telephone or other electronic communication when the member’s attendance is not reasonably practical, the reason for absence is stated in the minutes, and all participants, including the public, are able to hear, read and discern the meeting discussion. Email communications among the Board or between the

Board and Staff Liaison shall be used only for the transmittal of administrative matters such as scheduling or the transmittal of information to be acted upon at the public meeting. Board business shall not be conducted in any manner other than at a duly noticed public meeting.

4. **Elections:** At the first meeting of the new calendar year the Board shall elect, by simple majority, a Chair and a Vice-Chair.

5. **Presiding Officer:**

- A. The Chair shall preside over the meeting and call the members to order.
- B. In case of absence of the Chair, if a quorum is determined to be present, the Board shall proceed with the Vice-Chair acting as the presiding officer.
- C. In the event that both the Chair and Vice-Chair are absent, and if a quorum is determined to be present, the Board shall proceed to elect a Board member, by majority vote of those present, as Temporary Chair of the meeting until the presiding officer appears.

6. **Right of Floor:** The Chair shall control the meeting. When recognized by the Chair, a member of the Board or the public, shall respectfully address the members of the Board and shall confine themselves to the question under debate, avoid personal comments, and refrain from impugning the motives of any other individual's argument or vote. The Chair shall act on all proper motions for which there is a second. A motion to call the question shall require two-thirds (2/3) vote and is not debatable.

7. **Order of Business:** The business of all regular meetings shall be transacted in the following order:

- A. Call to order.
- B. Roll call of attendance.
- C. Acceptance of minutes of preceding meeting.
- D. Board business on meeting agenda.
- E. New business
- F. Adjournment.

8. **Meeting Agenda:** The meeting agenda shall be prepared by the Staff Liaison on consultation with the Chair, or in the absence of a Staff Liaison, by the Chair. Items to be placed on the meeting agenda must be received by the Staff Liaison a minimum of five (5) business days prior to the scheduled meeting. No subject matter that is not on the agenda shall be discussed at the meeting, but shall be referenced under New Business and shall be placed on the agenda for discussion at the next regular meeting.

9. **Communications:** Communications to be introduced to the Board must be signed by the person introducing the same, either by hand or scanned and submitted electronically, must give his or her residential address or mailing address, if different, at which he or she can be notified of meetings, and telephone number, if available. Communications not containing all of the above will not be accepted by the Staff Liaison, or by the Chair, and will not be placed on the agenda of the Board. Communications addressed to a Board member of a personal or argumentative nature

shall not be introduced in the meeting. Any email communication directly to a member of the Board relating to a matter before the Board must be provided to Staff Liaison, or to the Chair, for compliance with this paragraph and for inclusion in the record. If the Board decides to submit a written memorandum on a matter before it to the City Council, it shall direct the Staff Liaison to draft the memorandum for review and approval by the Chair prior to submission to the City Council.

10. **Order of Business - Out of Order:** The Chair may permit any item of business to be taken out of the regular order as set by the agenda unless there is an objection by a Board member in which case a majority of the Board may vote to take the item out of order.

11. **Reports:** When required, the Board shall issue a Majority Report as “Informational” or as a Recommendation to the City Council based on the findings of the Board. A simple majority of the quorum shall be sufficient for the report.

12. **Tie Vote:** In case of a tie vote on any motion or recommendation, said motion or recommendation shall be deemed defeated.

13. **Reconsideration:** After the decision of any question, any member who voted with the prevailing side may move for reconsideration for that action at the next regular meeting of the Board. For the purposes of this Rule, the next regular meeting of the Board shall be the next regularly scheduled meeting of the Board which is at least ten (10) days after the meeting of the Board at which the decision to be reconsidered occurred. The Board member shall submit a written notice and the question shall be placed on the agenda in accordance with these Rules of Procedure (“Rules”). A motion to reconsider shall require a majority vote of the Board members present. If the motion to reconsider is approved, then the matter shall be before the Board for further discussion and appropriate action. After a motion for reconsideration has once been acted on, no other motion for reconsideration thereof shall be made. If the original vote is sustained at the next regular meeting as defined herein, the Board shall have no further right of reconsideration on the question.

14. **Conflict of Interest:**

- A. Every member present when a question is placed before the Board shall vote thereon, except when the member has a conflict of interest in the matter as defined by Article VI, Conflict of Interest, and Section 25, Communications, of the Charter of the City of Keene. A conflict may exist when a Board member’s spouse, civil union partner, parent, child, or other member of the Board member’s immediate family has a conflict. A conflict exists when a business or individual has a matter before the Board and the Board member is employed by the business, or is otherwise a party in interest. If the conflict becomes known prior to a Board meeting, the Board member shall file the written particulars of the conflict of interest with the Staff Liaison for inclusion on the Board agenda. If the conflict becomes known to the Board member during a meeting, the Board member should immediately disclose the particulars of the conflict of interest. The question of whether or not a conflict exists will then be decided by a majority vote of Board members present. When such a conflict exists, the member having the conflict shall

be recused and shall be prohibited from participating in the discussion and shall not vote on the matter. No Board member having a conflict of interest may discuss the matter in which they have a conflict with any other Board member in any other place or any other time.

- B. Any Board member having reasonable grounds to believe that another Board member has a conflict of interest may raise the issue on their own motion. The question will then be decided as set forth above.

15. **Non-Public Session:** City Boards and Commissions may not enter a non-public session without prior notice to, and the presence of, City Staff at the meeting. In the event of a requirement to enter into non-public session, a majority of members present at a Board meeting may, by roll call, vote to go into non-public session in accordance with RSA 91-A:3. The motion shall state the specific statutory basis relied upon for the non-public session. All persons who are not Board members qualified to participate in the discussion shall leave the meeting, unless specifically requested to remain. No action or decision with respect to the matter shall be taken in non-public session. Minutes of the non-public sessions shall be taken and the minutes shall be publicly disclosed within seventy-two (72) hours unless, by recorded vote of two-thirds (2/3) of the members present, the minutes are sealed in accordance with RSA 91-A:3. The minutes of any non-public meeting shall be designated as such and shall be filed with the City Clerk no more than seventy-two (72) hours after the meeting.

16. **To Amend Rules:** These Rules may be amended or new Rules adopted by a two-thirds (2/3) vote of all members appointed to the Board. The public meeting notice shall state that a proposal to amend the Rules is included on the meeting agenda. Proposed amendments shall be submitted in writing at a regular Board meeting, but shall not be acted upon until the next regular meeting of the Board. An amendment to the Rules shall become effective upon passage.

17. **Creation of Subcommittees:** The Board may create subcommittees as necessary to assist in its operations, which shall be advisory to the Board. Subcommittees shall be created by vote of the Board for a stated purpose, identifying the specific Board members appointed, with the purpose and membership included in the minutes of the Board. Non-Board members shall not be appointed to subcommittees. Subcommittees are public bodies under RSA 91-A, and are subject to all of the requirements applicable to the Board under the foregoing Rules of Procedure, including prior public notice of meeting dates, times and meeting locations which are accessible to the public, and keeping and submitting appropriate minutes within the time periods stated above.

18. **Rules of Order - Roberts Rules of Order** shall govern points of order not covered herein.

Adopted this 6th day of February, 2024.

MASTER PLAN STEERING COMMITTEE

Hui Jiao, Chair