

Draft Maple Broadband Guidance on Governance – The Role of the Executive Committee

The role of an Executive Committee in a Vermont Communications Union District (CUD) is defined by both state statute (30 V.S.A. § 3071) and the adopted bylaws of ACCUD (MBB). In practice, Executive Committees exist to act on behalf of the Governing Board between meetings, implement Board policies, and oversee contractors and operations.

Core Responsibilities of the Executive Committee

Per Section 15 of the ACCUD (MBB) Bylaws: The Executive Committee shall consist of a total of up to five members: the Chair, the Vice-Chair, and up to three additional non-officer, at-large members. In addition, the Treasurer, Clerk, and Executive Director shall be ex-officio, non-voting members. The Executive Committee shall perform duties as assigned or delegated by the Governing Board. The Executive Committee shall be representative of the diverse interests of the member towns while also taking into consideration expertise available and needed. No town shall have more than one voting member on the Executive Committee. This does not prevent any single town from being represented by a voting member and any number of non-voting members.

The affirmative vote of a majority of members present at any meeting of the Executive Committee at which a quorum is present shall be necessary for the adoption of any resolution. During the intervals between the meetings of the Governing Board, the Executive Committee shall possess and may exercise all the power and authority of the Governing Board (including, without limitation, all the power and authority of the Governing Board in the management, control and direction of the financial affairs of the ACCUD) except with respect to those matters reserved to the Governing Board, in such manner as the Executive Committee shall deem best for the interests of the ACCUD, in all cases in which specific directions shall not have been given by the Governing Board.

The Executive Committee serves as the operational arm of the Governing Board. Their responsibilities include:

Implement Governing Board Policies:

They ensure that the Governing Board's strategic plans, policies, and directives are carried out, especially by:

- Drafting recommendations and helping build consensus on policy or strategic decisions/plans for the Governing Board to consider.
- Monitoring compliance with Governing Board-approved procedures.

Supervise the Work of the Executive Director

The Executive Committee, as a collective body, serves as the supervisor of the Executive Director. While the Board Chair acts as the primary link to the Executive Director, handling regular check-ins and leading any formal review process, individual board members do not give direct orders or change the Executive Director's duties on their own. It is the Governing Board,

generally through its Executive Committee, that ensures that the Executive Director carries out the approved mission and policies of Maple Broadband.

Act Between Governing Board Meetings:

When issues arise that cannot wait for the next full Board meeting, the Executive Committee may:

- Take action on the Governing Board's behalf.

Monitor Strategic Progress:

They track progress toward MBB's long-term goals, such as:

- Broadband buildout milestones.
- Financial and operational benchmarks.

Coordinate Committees:

They:

- Confirm committee appointments.
- Oversee committee work.
- Ensure alignment with Governing Board priorities.

Serve as a Discussion Forum:

They provide a smaller, more agile venue for:

- Reviewing major issues.
- Developing recommendations for the Governing Board.

Summary:

The Executive Committee is:

- A delegated authority of the Governing Board.
- A policy-implementation body.
- A bridge between meetings.
- A monitor of contractors and committees.
- A strategic oversight group.