

Draft Maple Broadband Guidance on Governance – The Role of the Chair

The role of the Chair of a Communications Union District (CUD) in Vermont is defined directly in Vermont law — specifically 30 V.S.A. § 3067 — and centers on leadership, meeting management, and executing board-approved actions.

Core Responsibilities of the Chair

Per Section 11 of the ACCUD (MBB) Bylaws: The Chair shall preside at all meetings of the Executive Committee and Governing Board. The Chair shall also perform the entire duties incident to the position and office.

The Chair's primary legal duties are:

- Presiding over meetings — The Chair leads all meetings of the MBB's Governing Board, ensuring order, procedure, and compliance with Vermont's Open Meeting Law.
- Carrying out duties required by state law — The Chair performs all duties "incident to the position" as required by Vermont's general laws. This includes ensuring lawful governance, transparency, and working with the Clerk to ensure proper recordkeeping.
- Serving on and leading the Executive Committee — the Chair presides at all meetings of the Executive Committee, which handles urgent or between-Governing Board meeting matters.
- Calling special meetings — the Chair has authority to call special meetings of the Governing Board and of the Executive Committee.
- To preside at Executive Committee meetings.
- To preside at Governing Board meetings.
- Attend regularly scheduled strategic meetings with the Executive Director and WCVT's VP of industry relations, as needed.
- Serve as Purchasing Agent.

Statutory Structure and Succession:

- If the Chair is absent or unable to serve, the Vice Chair assumes all powers and responsibilities.
- If both are unavailable, the board elects an acting Vice Chair.
- If the Chair resigns, dies, or is removed by a vote of the Executive Committee the Governing Board must, at its next scheduled meeting, elect a successor to serve until the next annual meeting.

Governance versus Operations:

- The Chair is responsible for the governance of MBB at the Governing Board and Executive Committee Level.
- The Chair is not responsible for the operations of MBB, that is the duty of the Executive Director.

While the Chair is the public face and procedural leader of MBB, the Chair does not:

- Unilaterally set policy.
- Sign contracts without board or Executive Director approval.
- Control finances independently (the Treasurer handles financial operations).
- Appoint board members (towns appoint their own delegates).
- The Chair does not exert operational oversight other than through Executive Committee/Governing Board meetings and established processes for staff reporting.

How the Chair fits into MBB governance:

MBB is a multi-town municipal entity created by town meeting vote. Each town appoints delegates to the Governing Board, and the Governing Board elects its officers — including the Chair — for one-year terms.

The Chair's role is therefore facilitative and executive, not authoritarian: The Chair ensures the Executive Committee's/Governing Board's decisions are carried out and that the organizational meetings operate legally and effectively.

Summary:

The Chair of MBB is the Governing Board's and Executive Committee's presiding officer, and procedural leader — responsible for lawful governance, meeting management, and executing the Executive Committee's/Governing Board's decisions.