

**CENTRAL VERMONT REGIONAL PLANNING COMMISSION**  
**Executive Committee**  
**DRAFT Minutes**  
**February 6, 2017**

Present:

☒ Byron Atwood  
☒ Julie Potter  
☒ Tina Ruth

☒ David Strong  
☒ Don La Haye

☒ Laura Hill-Eubanks  
☐ Larry Hebert

Staff: B. Waninger

Guest: None.

Chair B. Atwood called the meeting to order at 4:07 pm.

**Adjustments to the Agenda**

Requests included:

- To add an update on status of Executive Director's performance review.
- To remove Brownfields contracts from the agenda as the Director was authorized to sign them.
- To add a discussion of a Commission Bylaw update to authorize a Line of Credit.

**ED Performance Review**

J. Potter requested an update on the Executive Director's evaluation process. Input needs to be requested from staff. B. Waninger will forward the original email to the Chair for his use.

**Bylaw Update**

The Committee discussed State Statute related to RPCs and Lines of Credit. Board bylaws must authorize incurring debt. Waninger circulated a draft bylaw change that would address statutory requirements.

*D. Strong moved to place the bylaw change on the Commission's February 14 agenda with a recommendation to adopt the bylaw change; J. Potter seconded. Motion carried.*

**Public Comment**

None.

**Consent Items**

L. Hill-Eubanks asked that the January 10 minutes be removed from the agenda for a change. She was absent from the meeting.

*L. Hill-Eubanks moved to approve the consent agenda without the January 10 meeting minutes; D. La Haye seconded. Motion carried,*

**January 10, 2017 Minutes**

*L. Hill-Eubanks moved to approve the January 10, 2017 meeting minutes with a change noting she was absent from the meeting; D. La Haye seconded. Motion carried.*

**Financial Update**

Waninger provided an update on the FY2016 Audit progress. B. MacBrien forwarded final information to the auditor on Saturday. The auditor had scheduled time beginning on Monday. ACCD and VTrans were notified the audit has been delayed. ACCD will hold the January quarterly payment until the audit is completed, and the Agency has reviewed it.

Waninger discussed the integrity of CVRPC's financial statements. B. MacBrien has been working to clarify historic information. For instance, accumulated depreciation on the Balance Sheet has not been changed since at least 2010. Pass through payroll is set up as a netting transaction in receivables, but not in expenses. Staff is working to address these historic issues. In the meantime, staff does not have confidence that the statements provide an accurate picture of the organization's finances. Staff provided budget-to-actuals and a cash flow statement to the Committee. Staff will continue working to address the issues as quickly as possible and will use other tools to monitor the Commission's finances.

The Committee discussed an approach for discussing cash flow and the Line of Credit with Commissioners. J. Potter requested that B. MacBrien provide her with Commissioner email addresses, and that B. Waninger provide her with language for an email to Commissioners.

Waninger reviewed financial priorities identified by staff and requested Executive Committee input. The Committee agreed the priorities were appropriate for addressing the organization's needs.

**Contract/Agreement Authorization**

The Brownfield contract addenda were removed from the agenda. The Executive Director was authorized to sign addenda in November.

*D. Strong moved to authorize the Chair's signature on contracts with Watershed Consulting Associations for the Berlin Stormwater Master Plan and the Plainfield/Barre City/Barre Town Stormwater Master Plan; J. Potter seconded. Motion carried.*

**Personnel Policy Manual**

Waninger noted that CVRPC's attorney had provided a cursory review and identified areas that should be updated or modified. She asked whether the Committee wanted to proceed with a more thorough legal review of the policies or only to address the major items. The Committee asked that a review be included in the FY18 budget.

L. Hill-Eubanks recommended that the Personnel Policy Committee review the attorney's recommendations. The Executive Committee agreed and referred the matter to the Personnel Policy Committee.

**FY2017 Mid-Year Budget Adjustment**

Waninger summarized the budget adjustment memo and asked for Committee input. D. Strong commented that the Town Appropriations amount appeared to be low. Waninger will adjust it and bring a new recommendation to the Committee for approval in March. The Committee tabled this item until its March meeting.

**Clean Water Report**

Waninger summarized the issue background and memo contents. She requested Committee input to shape the Commission discussion. The Committee recommended staff prepare a presentation on what CVRPC has been doing, why the policy input is being requested, and the value of Commissioner support.

1 Additional background information should be provided. Committee members suggested the issue be  
2 framed specifically that RPCs have been asked for an opinion with a statement that Towns can act on  
3 their own. Commissioners are being asked for a regional opinion. Staff will prepare a few slides for  
4 concept clarity, not the details.

5  
6 **Commission Meeting Agenda**

7 *J. Potter moved to approve the February 14 Commission agenda with the bylaws amendment added; T.*  
8 *Ruth seconded. Motion carried.*

9  
10 **Executive Session – 1 V.S.A §313(3), Personnel**

11 *L. Hill-Eubanks moved to enter Executive Session at 5:50pm to discuss personnel matters; J. Potter*  
12 *seconded. Motion carried.*

13  
14 *J. Potter moved to exit Executive Session at 6:22pm; L. Hill-Eubanks seconded. Motion carried.*

15  
16 No action taken.

17  
18 **Adjourn**

19 *L. Hill-Eubanks moved to adjourn at 6:27pm; D. La Haye seconded. Motion carried.*