

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

2 **Executive Committee**

3 **DRAFT MINUTES**

4 **December 13, 2021 Meeting**

5 **Present:**

☒ Marcella Dent

☒ Lee Cattaneo

☒ Gerry D'Amico

☒ Laura Hill-Eubanks

☒ Steve Lotspeich

☐ Michael Gray

☐ Janet Shatney

6
7 Staff: Bonnie Waninger, Nancy Chartrand

8 Guests: George Clain, Barre Town Alternate; Bonnie Batchelder, Batchelder Associates; Enrique
9 Gonzalez, Ijaz Group

10
11 **Call to Order**

12 Chair Lotspeich called the meeting to order at 4:01 pm.

13
14 **Adjustments to the Agenda**

15 It was suggested that the Justice, Equity, Diversity and Inclusion item and the Bylaws Update
16 Introduction item be moved to the end of the agenda, following the action items as some members
17 need to leave meeting early.

18
19 **Public Comment**

20 None.

21
22 **FY 21 Audit Presentation**

23 Chair Lotspeich introduced Bonnie Batchelder of Batchelder Associates. Batchelder provided an
24 overview of the FY21 audit and report as outlined in the packet. It was confirmed audit needs to be
25 accepted by the Committee following the presentation. Batchelder advised that no audit issues were
26 identified, no deficiencies or material weaknesses in the internal controls were identified, the audit
27 confirmed grants were in compliance with granting agencies. She noted we currently have a healthy
28 financial statement. She advised she made a note in her management letter regarding accrued paid
29 time off balances, largely related to accrued compensatory time, and recommended a different
30 structure should be considered for compensated balances and policy should be reviewed. Batchelder
31 also advised we should consider putting out to bid for a new auditor for the next audit cycle from a fiscal
32 responsibility perspective as she's been the auditor of our files for at least 11 years, and a fresh
33 perspective after a long period of time is important.

34
35 The floor was opened and discussion ensued regarding what type of structure might be suggested for
36 accrued compensation balances. Batchelder suggested the significant amount of time Waninger is
37 putting into the organization appears unhealthy and that perhaps a consideration should be given to
38 paying an assistant to alleviate some of the time invested. She suggested Waninger may have a
39 different approach to this, but felt it was not sustainable over a long period of time. It was
40 acknowledged that the hours are monitored by Executive Committee regularly and Chair Lotspeich
41 suggested this item be put on the agenda for more discussion at a future Executive Committee meeting.

1
2 Waninger noted she believed more senior staff is needed vs. an assistant due to our current staffing
3 levels. She provided an overview of the status of our current recruitment and what expectations were
4 for employee needs in the future.

5
6 *G. D'Amico moved to accept the FY21 audit, seconded by M. Dent. Motion carried.*

7 8 **Financial Report**

9 E. Gonzalez shared the October 31, 2021 financials that reflect a net income of \$71,000, most due to
10 retainage of town due; and it is anticipated this net income will continue to decrease which is as
11 expected based on the budget. Waninger noted generally we are trying to get to \$17,000 as final net
12 income, as budgeted, and that we are on track. She also noted that we are approximately half-way to
13 our goal of six months of reserves; which is a multi-year goal.

14
15 *L. Cattaneo moved to accept the October 31, 2021 unaudited financial reports; L. Hill-Eubanks*
16 *seconded. Motion carried.*

17 18 **Investment and Deposit Risk Policy Update**

19 Waninger provided a detailed overview of the information outlined in the packet and the changes
20 recommended to the Investment and Deposit Risk Policy. Waninger noted we have a policy which
21 states we should keep our money insured, such as through the FDIC which provides up to \$250,000 in
22 insurance per bank (regardless of number of accounts). She provided a background of setting up our
23 current reserve fund at Northfield Savings Bank, which has now hit the \$250,000 mark. She advised she
24 is requesting a policy modification for the Executive Director to open new accounts and invest reserve
25 funds at another bank in another account in order to maintain insurance coverage of the funds.
26 Authorizing the Executive Director to set up accounts as needed and advise the Executive Committee,
27 allows these accounts to be opened more timely; and she advised the Secretary/Treasurer and Chair
28 also need to be involved in the opening of any accounts. Also noted was that the current policy states
29 FDIC insurance, but credit unions are insured by NCUA (similar to FDIC), so therefore the policy needs
30 amendment to address this.

31
32 In addition, Waninger is recommending an investment of \$100,000 into a certificate of deposit at North
33 County Federal Credit Union with a second investment anticipated in late February. The reasoning for
34 the use of CD's is to stagger them (3 month, 6 month, 1 year, etc.) so they mature at different times and
35 funds are more available based on need.

36
37 Discussion ensued reviewing the investment funds language and it was confirmed the policy language
38 prevents investment in mutual fund accounts. There was also discussion on the order of Chair and
39 Secretary/Treasurer in the policy. It was confirmed that traditionally, if the Executive Director cannot
40 perform the duties outlined, it would be first the Treasurer, and then the Chair, requested to do so;
41 CVRPC is using this language to provide some flexibility in who can do it.

42
43 *G. D'Amico moved to adopt the Investment and Deposit Risk policy update with changes proposed in*
44 *packet. Seconded by L. Hill-Eubanks. Motion carried.*

45
46 N. Chartrand made note that a motion may be necessary in the minutes in order to open the North

1 County Federal Credit Union account.

2
3 *L. Cattaneo moved to open an account at North Country Federal Credit Union in the amount of \$100,000;*
4 *M. Dent seconded. Motion carried.*

6 **Contract/Agreement Authorization**

7 Chair Lotspeich directed the Committee to the information in the packet and Waninger provided an
8 overview of each contract.

9
10 Southern Windsor County Regional Planning Commission (dba Mount Ascutney Regional Commission) –
11 Design/Implementation Block Grant, Calais and Woodbury Stormwater Designs Amendment 4

12 *L. Hill-Eubanks moved to authorize the Executive Director to sign amendment 4 for the Mount Ascutney*
13 *Regional Commission Design/Implementation Block Grant for the Calais and Woodbury Stormwater*
14 *Designs. Seconded by L. Cattaneo. Motion carried.*

15
16 Mount Ascutney Regional Commission - Brownfields

17 *L. Cattaneo moved to authorize the Executive Director to sign the agreement with MARC for brownfield*
18 *assistance. Seconded by M. Dent. Motion carried.*

19
20 In addition, Waninger provided a brief overview for the additional contracts in the packet listed for
21 information only.

23 **Personnel Policy Change**

24 *G. D'Amico moved to adopt a revision to the Personnel Policy Manual to change the pay day to Thursday.*
25 *Seconded by L. Hill-Eubanks. Motion carried.*

27 **Meeting Minutes**

28 *L. Cattaneo moved to approve the minutes for November 1, 2021 Executive Committee meeting; L. Hill-*
29 *Eubanks seconded. Motion carried with one abstention.*

31 **FY23 Nominating Committee**

32 Waninger provided an overview of the information in the packet which outlines what will be needed to
33 set up an FY23 Nominating Committee. Discussion ensued regarding who to potentially approach for
34 interest in serving on the Nominating Committee. As it is customary to include a member from the
35 Executive Committee, M. Dent agreed she would be willing to be nominated and an additional Board
36 members were identified for contact. G. D'Amico offered to contact the Board members to determine
37 interest in being nominated. Per D'Amico's request, Nancy will send him a copy of the memorandum
38 prepared by last year's Nominating Committee outlining format for the committee.

40 **Justice, Equity, Diversity and Inclusion Discussion**

41 M. Dent noted she had meant to send information as identified in last month's meeting; and would be
42 sure to send it now. Waninger reminded we are in a self-education phase currently. She confirmed that
43 what she shared in the packet was the video link of a presentation done for Bennington County Regional
44 Commission and the Barre City Equity Assessment Tool for Policy and Budgets. The organization needs
45 to begin looking at policies for where there may be inequities. In addition, the organization needs to

1 ensure all voices in community are being heard while we are working on projects, i.e. Regional Plan.
2 Today's conversation was intended to be more discussion about the video and discussion on the Barre
3 City tool to see if CVRPC might want to develop something similar.
4

5 Discussion ensued including possibilities for next steps, potential funding for presentation(s), and also
6 what staff and other municipalities are currently doing. It was determined that Chair Lotspeich, Vice-
7 Chair D'Amico and Waninger will decide how to address at the next meeting.
8

9 **Bylaw Update – Introduction**

10 Chair Lotspeich directed the Committee to the information in the packet. It was suggested that rather
11 than doing a full review of the entire bylaw amendment, an overview could be provided tonight and the
12 Committee could decide on a path forward. Highlighted were the issues recommended for Executive
13 Committee discussion as outlined in the packet. G. Clain suggested it is important to look at entire
14 tracked changes document in the packet dated 11/16/21. It was also noted there would need to be
15 follow-up discussion on Rules of Procedure once the Bylaws Amendment is complete. Discussion
16 ensued regarding upcoming Executive Committee agendas and space for detailed discussion on bylaws.
17 Waninger suggested it would likely take the Committee three meetings to get through the Bylaws
18 discussion as part of their regular agenda. Chair Lotspeich inquired if members would be willing to
19 schedule a special meeting to discuss Bylaws Amendment independently. L. Cattaneo requested a hard
20 copy of the tracked changes document be sent in hard copy, and it was concluded that N. Chartrand will
21 follow-up with all members to determine who might want a copy sent by USPS. Chartrand will also poll
22 members with times for a special Executive Committee meeting to review the Bylaws update, along with
23 an update on the regular meeting dates in January and February (1/3, 1/31, and 2/28) due to the first
24 day of the month falling on a Tuesday in both February and March. Clain further advised the
25 Committee that he had suggested during the Bylaws Work Group that a special meeting be held and
26 requests that it be held quickly.
27

28 **Board Meeting Physical Location**

29 At the Board's last meeting there was a discussion regarding the physical location of Board meeting and
30 that rather than paying for space at the Chamber at this time, that perhaps it should be moved to the
31 CVRPC office. Discussion ensued and it was concurred to use the CVRPC conference room for future
32 meetings at this time.
33

34 Upon inquiry, it was confirmed the Vermont Employment Growth Incentive (VEGI) item was on Board
35 agenda and there was brief discussion on the recent court decision on Act 250 10 acres and its potential
36 impact on smaller communities.
37

38 **Adjourn**

39 *L. Cattaneo moved to adjourn; L. Hill-Eubanks seconded. Motion carried.* The meeting adjourned at 6:13
40 pm.
41

42 Respectfully submitted,
43 Nancy Chartrand, Office Manager