

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

2 **Executive Committee**

3 **DRAFT MINUTES**

4 **January 18, 2022 Special 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

9
10 **Call to Order**

11 Vice Chair D'Amico called the meeting to order at 4:02 and a quorum was present to discuss the bylaw
12 amendment. He thanked George, Michael and Steve for the work they did on the proposed bylaw
13 amendment.

14
15 **Adjustments to the Agenda**

16 None.

17
18 **Public Comment**

19 None.

20
21 **Bylaw Update**

22 Vice Chair D'Amico requested Waninger provide an overview. Waninger reviewed the areas that were
23 addressed in the memorandum in the packet that outlined specific changes that were proposed and also
24 the issues that were raised for Executive Committee discussion.

25
26 D'Amico requested how the Committee wished to proceed. It was concurred to go page by page and
27 address questions as they arise. Clain raised a question as to whether we would have to backtrack for
28 members who aren't present to have input or if it would then go to full Board for their input. It was
29 concurred it will go to full Board.

30
31 Upon request, Waninger shared her screen and described the changes on each page. The following
32 areas were discussed.

33
34 **Article II** – It was confirmed that statute references were in original bylaws and they now include links to
35 the specific statute section.

36
37 **Article III** – There was discussion on how municipalities are selected with regard to the region they
38 would be a part of. Waninger advised it was historically based somewhat on economics (i.e.
39 Williamstown, Orange, Washington being likely to have workers in the granite industry therefore made
40 part of the Central Vermont Region). It was confirmed that a town can ask to move to another Regional
41 Planning Commission but must have permission from the Agency of Commerce to do so.

1
2 **Section 301** - Significant discussion ensued as to whether the language in this section should be
3 recrafted. The statement defines our current membership. It was clarified that the Central Vermont
4 Region is the planning area and that CVRPC serves the Central Vermont Region. Following discussion,
5 there was agreement to strike the final sentence of the section "All municipalities within the Central
6 Vermont Region are members of CVRPC" and amend the section to read "CVRPC serves the Central
7 Vermont Region, consisting of the following **member** municipalities . . .".
8

9 **Section 402 B. 1.** – There was discussion regarding whether or not Executive Committee must approve
10 the agenda for Board and that a problem might arise if there was not an Executive Committee quorum,
11 and if the Chair could prepare the Board agenda without it being approved. It was concurred to add the
12 following language: "Upon approval by, **or in the absence of a quorum of,** the Executive. . .".
13

14 Chair Lotspeich joined the meeting at approximately 4:35.
15

16 **Section 303 B.** – Clain requested review of the language in this section and the proposed language that
17 was included in his email in the packet. After significant discussion the following language was agreed
18 upon for this section: "**A Commissioner may make a motion to "postpone" prior to any vote on any**
19 **matter before the Board to consult with their municipal legislative body. When so requested, the**
20 **vote may be postponed pending approval of the Board, unless such postponement results in violation**
21 **of the Act or other Vermont law."**
22

23 **402 B. 3.** – Significant discussion ensued as to the wording of this section and the role of the
24 Secretary/Treasurer. It was noted that while the taking of minutes this is essentially a staff role; there
25 should be oversight. It was ultimately agreed to revise the wording in the last sentence of Section 402 B.
26 3. to read: "**The Secretary/Treasurer shall perform all duties customary to that office, including**
27 **overseeing all CVRPC financial records and minutes."**
28

29 **Section 403 B. 3. m.** - It was suggested that the wording this section be simplified by removing the
30 statute reference so that it reads: "**Carry out other actions as directed by the Board."** Waninger read 24
31 VSA, Section 4343(b) to the Committee for reference. Discussion ensued regarding whether or not this
32 statutory reference should be removed and it was concurred to simplify the wording as suggested.
33

34 **Section 403 A. 2.** - Discussion ensued regarding the process of elections and removing the word "elect"
35 and replacing with "announce". The following language was recommended and agreed upon; "**The**
36 **Board shall elect Standing Committee members with election results announced at its annual meeting**
37 **unless otherwise specified."**
38

39 **Section 403 C.** - It was clarified that the addition of "Alternate Commissioner" was to address standard
40 language for all committees.
41

42 **Section 403 C. 2.** – There was discussion regarding whether or not we need to keep "when directed by
43 the Board" in this language. It was concurred to amend the language to read: "**as directed by the**
44 **Board."**
45

46 Clain raised a point that the nominating committee does not need to be restricted to a certain number

1 of nominations on a slate, but should bring forward as many people as they choose for the Board to vote
2 on.

3
4 **Section 403 E.** – It was noted that as part of the duties of the Project Review Committee, evaluation of
5 Federal Energy Regulatory Commission (FERC) license applications relative to conformance with the
6 Regional Plan was added.

7
8 **Article 5** – It was noted that a lot of time was spent by the Work Group on this section of the bylaws. A
9 list of issues that arose during review was outlined:

- 10 • Is the nominations process clear regarding how it works in relationship to a slate?
- 11 • Should wording specify ballots are “sent” or “mailed”?
- 12 • Should Alternates be permitted to vote in the event a Commissioner does not return a ballot? If
13 so, ballots of alternates would only be opened if the Commissioner did not vote.
- 14 • Should the bylaws specify that the mail in ballot process be the same as for Vermont General
15 Elections?
- 16 • Should the bylaws specify the tie break vote be secret?

17
18 Clain advised that he has done some research on the use of the word “slate” as it relates to Roberts
19 Rules and requested to share this additional information regarding where slate should be used at the
20 next meeting. It was requested that he send this information to Waninger so it can be included in the
21 next meeting packet and that Section 501 will be discussed at the next meeting.

22
23 **Section 502:** Discussion ensued regarding whether or not to use the word “sent” vs. “mailed” in this
24 section. The current process was outlined; advising that ballots are mailed to members. It was
25 concurred to use the word “sent”.

26
27 Additional discussion ensued regarding the current process of how ballots are counted and whether or
28 not the Secretary/Treasurer should oversee the vote counting, as they may be up for election during the
29 process. A two envelope process similar to Secretary of State’s process was suggested. Given the time,
30 it was agreed to pend the discussion regarding elections to the next meeting.

31
32 It was agreed that the next meeting date will be determined using a doodle poll which be created by
33 staff.

34
35 **Adjourn**

36 *J. Shatney moved to adjourn; M. Gray seconded. Motion carried.* The meeting adjourned at 6:02 pm.

37
38 Respectfully submitted,
39 Nancy Chartrand, Office Manager