

CENTRAL VERMONT REGIONAL PLANNING COMMISSION

Executive Committee

DRAFT MINUTES

February 28, 2022 Meeting

Present:

<input checked="" type="checkbox"/> Marcella Dent	<input checked="" type="checkbox"/> Laura Hill-Eubanks	<input type="checkbox"/> Michael Gray
<input checked="" type="checkbox"/> Lee Cattaneo	<input checked="" type="checkbox"/> Steve Lotspeich	<input checked="" type="checkbox"/> Janet Shatney
<input checked="" type="checkbox"/> Gerry D'Amico		

Staff: Bonnie Waninger, Nancy Chartrand

Guests: George Clain, Barre Town Alternate (Bylaw Work Group); Enrique Gonzalez, The Ijaz Group

Call to Order

Chair Lotspeich called the meeting to order at 4:03 pm.

Adjustments to the Agenda

Lotspeich noted there are no contracts to review therefore the agenda timing is off.

Public Comment

None.

Financial Report

E. Gonzalez provided an overview for January financials as outlined in the packet. He noted a lot of progress has been made on January invoicing.

L. Hill Eubanks moved to accept the January 31, 2022 unaudited financial reports; J. Shatney seconded. Motion carried.

The FY22 Budget Adjustment and Justice Equity Diversity and Inclusion items were pushed forward on the agenda, pending Waninger's participation.

Bylaw Update

Chair Lotspeich shared his screen and discussion ensued regarding the outstanding issues in the Bylaw update. There was a discussion of insurance and bonding and it was noted we are still awaiting a quote on the costs for a rider to cover bonding for something such as embezzlement. It was noted, however, that this item does not need to be included in the Bylaws. It was also clarified that the organization has insurance to protect the Board members as noted in our Bylaws.

Lotspeich asked if Clain had alternative language for the nominations and elections section as discussed at the previous meeting. Clain stated he believed the proposed language in the draft bylaws has no further issue. He believes the questions he raised come from Waninger's transmittal memo, not the bylaw language. Waninger clarified it was a transmittal memo to the Executive Committee from several meetings ago. Lotspeich requested that Waninger draft a new transmittal memo to review prior to next meeting that will go from Executive Committee to the Board; so it can be reviewed before transmitting to the Board.

1
2 Clain noted there were other issues to deal with in Section 502 -Voting and Elections. Discussion
3 ensured regarding how our current bylaws are set up and that most RPCs are set up to use a simple
4 majority vote to elect candidates from the slate. Clain noted we discussed the ballot and that we were
5 going to continue with a ballot, and that this information will this be addressed in transmittal memo that
6 will be reviewed at the next meeting. Clain suggested that having the Secretary/Treasurer overseeing
7 the counting is a concern if they are up for election. He suggested nominating an election judge. There
8 was discussion over whether or not the Secretary/Treasurer overseeing the process is an issue.
9 Waninger noted that since the committees are now nominated and elected, there is potential for every
10 single commissioner to have a conflict of interest if they participate on a Committee. Upon request,
11 Chartrand confirmed that currently ballots are counted and tallied with both the Office Manager and the
12 Secretary/Treasurer being present.

13
14 Hill-Eubanks noted that the notation in the packet on page 42 regarding internal election of officers in a
15 public body is still pending an answer. Discussion ensued and it was determined that we should get a
16 legal opinion on Section 4343 of 24 VSA and if it is related to how an organization is created vs.
17 individual meetings. Waninger advised that CCRPC's quotation of statute in their bylaws was not that
18 they thought it was the law, but they thought 2/3 majority vote was a good idea. She further advised
19 she has not been able to secure an answer from VLCT on this particular issue and it was concurred we
20 would try to get this opinion before the next meeting. It was noted that most RPC's elect officers by
21 voice vote at their annual meeting with a majority of votes.

22
23 Discussion continued as to whether or not a ballot is going to be sent to alternates and those ballots set
24 aside if Commissioner has voted, but to allow alternate ballot to be counted if the Commissioner does
25 not vote. Chartrand noted that at this time ballots are often received "blind" without any indication of
26 who they are from. Lotspeich advised he felt this was more of a rules of procedure issue vs. something
27 that should be crafted for the bylaws and pending this discussion for Rules of Procedure for elections.

28
29 Another pending item is whether to include Whistleblower protection - Section 1001 - in the bylaws and
30 it was noted we are still awaiting a legal review as this is typically a provision that goes in contracts not
31 in bylaws. Waninger advised she has spoken with other RPC Directors and it is their and her
32 recommendation not to include in the bylaws as it may open the door for abuse. She made note of
33 current Code of Conduct and Conflict of Interest Policy. Discussion continued on whether or not this
34 item should be removed from the bylaws draft.

35
36 *L. Hill-Eubanks motioned to remove the section on Whistleblower from the draft bylaws. Cattaneo*
37 *seconded.* Discussion then continued regarding the suggestion to obtain legal opinion and it was
38 concurred that the Committee should await that opinion. Hill-Eubanks advised she could withdraw her
39 motion and await the opinion at the next meeting.

40
41 It was confirmed that Waninger should draft a transmittal memo to be reviewed at the next meeting. It
42 was also confirmed that the issue regarding amendments to the bylaws was resolved and outlined in the
43 February 7, 2022 minutes.

44 45 **FY22 Budget Adjustment**

46 Waninger advised that annually we pass an organization budget (usually in June) and halfway through

1 the year adjust the budget so we have a more realistic picture of how we are going to end the year
2 based on contracting, project status, etc. She noted the indirect rate is what is driving our end of year
3 figures. Waninger anticipates ending the year approximately \$17,000 short due to not having the
4 staffing we intended to have, but noted that it will be recouped two years from now through a corrected
5 indirect rate.

6
7 There was discussion as to why the accountant's financial report did not reflect this; and Waninger
8 confirmed that his numbers are where we stand right now, however, we will incur additional overhead
9 expenses between March and June.

10
11 *G. D'Amico moved to adopt the budget adjustment. Seconded by L. Cattaneo. Motion carried.*

12 13 **Justice, Equity, Diversity and Inclusion Discussion (JEDI)**

14 Chair Lotspeich directed the Committee to the memorandum in the packet. Discussion ensued
15 regarding what other organizations are doing with consultants, and the need to identify how we want a
16 consultant to help our organization. Discussion continued regarding the opportunity to review our
17 Regional Plan update and other planning documents with an equity lens and discuss on how that might
18 be achieved. There was a suggestion to have a facilitator work with the Board and get the Board's vision
19 on where they want to go with JEDI, rather than just dealing with it at an Executive Committee level. It
20 was clarified that the Board would be brought into the discussion. Lotspeich noted we will include JEDI
21 into agenda for the next Executive Committee meeting and how we might build equity into the Regional
22 Plan. He welcomed any thoughts on resources to approach this, noting that demographics in the
23 Regional Plan may be a good place to start.

24
25 Shatney left the meeting at 5:24 pm.

26 27 **Personnel Update**

28 It was noted that Grace Vinson will be leaving as Emergency Planner. Waninger advised Brian Voigt is
29 joining CVRPC as a Senior Natural Resources Planner. She noted that historically if a job offer is made
30 that flexes items in the Personnel Policy that she updates the Executive Committee regarding what
31 those items are. She noted that Voigt's job offer includes a flexible working agreement (five 9-hour days
32 with every other Friday off; accrual of a set amount compensatory time for a pre-paid vacation to use in
33 conjunction with his accrued vacation time; approval of current outside employment which involves
34 continuing to teach one class for UVM through May, and finishing up independent existing GIS
35 contracts).

36
37 Discussion ensued regarding exempt vs. non-exempt employee status. Waninger confirmed all CVRPC
38 positions are documented as exempt with the exception of Assistant Planners. There was also
39 discussion regarding CVRPC having a probationary period. Waninger confirmed there is a 6-month
40 evaluation completed, but not a probationary period. Employment is at-will. It was confirmed that
41 making flexible job offers was part of the Executive Director's discretionary duties and that no motion
42 was necessary, the information was being brought to the Committee to be transparent about what the
43 flexes were.

44
45 M. Dent left the meeting at 5:36 pm.

Meeting Minutes

D'Amico moved to approve the minutes of January 31, 2022; L. Cattaneo seconded. Clain inquired if there was a quorum and it was confirmed there was. Vote called and motion carried.

D'Amico moved to approve the minutes of February 7, 2022; L. Hill-Eubanks seconded. Vote called and motion carried.

Commission Meeting Agenda

Lotspeich provided an overview. There was discussion regarding the confirmation of Municipal Plans and D'Amico noted he identified a couple of minor errors in Roxbury's Plan. Waninger noted that Town Plans could have errors in them and still meet the statutory requirement (dependent on what the error may be). There was also discussion regarding demographic data. Waninger advised the Committee that as census data comes out communities have a right to challenge the data for their community within a specific time frame and are encouraged to look at the data upon release so that they can challenge if needed.

Waninger noted approval of Cabot Town Plan may be removed from agenda if it does not pass at Town Meeting on March 1st.

Hill-Eubanks moved to approve the agenda for March 8, 2022; L. Cattaneo seconded. Motion carried.

Executive Session - Contracts

G. D'Amico moved to enter executive session on contracts as premature public knowledge would put the Commission at a disadvantage; seconded by L. Cattaneo. Motion carried.

G. D'Amico moved to enter executive session and invite Executive Director, seconded by L. Hill-Eubanks. Clain asked if this session would exclude a Commissioner, and it was confirmed by the Chair that the executive session would include only Executive Committee and Executive Director. *Vote called and motion carried.*

G. D'Amico moved to exit Executive Session at 6:03 pm; L. Hill-Eubanks seconded. Motion carried. No action was taken as a result of the session.

Possible Executive Session - Personnel

The Committee did not re-enter executive session. They discussed the process for the Executive Director's evaluation. Chair Lotspeich noted that M. Dent had forwarded a survey link to Executive Committee members.

Adjourn

L. Hill-Eubanks moved to adjourn at 6:05 pm; L. Cattaneo seconded. Motion carried.

Respectfully submitted,
Nancy Chartrand, Office Manager