

CENTRAL VERMONT REGIONAL PLANNING COMMISSION
Executive Committee
DRAFT MINUTES
April 4, 2022 Meeting

Present:

<input checked="" type="checkbox"/> Marcella Dent	<input checked="" type="checkbox"/> Laura Hill-Eubanks	<input checked="" type="checkbox"/> Michael Gray
<input 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 (Bylaw Work Group)

Call to Order

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

Adjustments to the Agenda

None.

Public Comment

None.

Financial Report

B. Waninger provided an overview for February financials as presented in the packet, noting we are generally on track for this time of year.

M. Gray moved to accept the February 28, 2022 unaudited financial reports; L. Hill Eubanks seconded. Motion carried.

FY23 Budget – Initial Draft

B. Waninger shared her screen and provided details related to the FY23 preliminary budget and explanatory memorandum in the packet.

There was discussion on the potential for municipal contracts in FY23, which have not yet been included in the preliminary budget. It was confirmed that a final draft for adoption will come before the Committee in June.

TPI FFY22 Budget and Work Program Adjustment

Chair Lotspeich advised the Transportation Advisory Committee (TAC) reviewed and recommend the budget adjustment, noting that there is a significant shift regarding short range planning with increased funding towards consultant studies. Proposals have been received and prioritized by the TAC. B. Waninger also shared her screen and provided details on the information outlined in the packet.

G. D'Amico moved to approve the proposed FFY22 Transportation Planning Initiative (TPI) work program and budget adjustment. Seconded by J. Shatney. Motion carried

1 **Staffing Update**

2 B. Waninger shared her screen and details on the memorandum provided in the packet, specifically
3 discussing flexible working arrangements for staff. Waninger also confirmed that the vacant emergency
4 management position has not been filled to date. There was also brief discussion regarding
5 probationary periods, accrual of benefits and night meetings as related to potential job share and
6 flexible working arrangements.

8 **Bylaw Update**

9 Chair Lotspeich directed the Committee to the information in the packet and B. Waninger shared here
10 screen outlining the information received from Vermont League of Cities and Towns (VLCT). It is
11 recommended that bonding language be removed from the Bylaws draft based on our current employee
12 dishonesty coverage through our General Liability insurance policy. If our Treasurer was actively
13 involved in signing checks it would make sense to provide bonding, however that is not the case with
14 our current organizational set-up. Information was also provided in the memorandum related to
15 elections and 24 V.S.A. §4343(b) based on follow-up with VLCT legal counsel. Waninger also noted that
16 VLCT advised that the organization designate who is authorized to seek legal opinions for the
17 organization. With regard to Whistleblower language being added to the Bylaws, VLCT advised it can be
18 incorporated but it is not necessary or customary and offers no more protections than already provided
19 under the Federal law.

21 Discussion continued regarding the applicability of the language in 1 V.S.A. with regard 51% of seats
22 needing to vote in the affirmative. It was concurred to keep the language as is at this point in the draft
23 Bylaws (page 63 in packet) and obtain a legal opinion before the Bylaws are voted on by the Board.
24 Additional discussion regarding Section 902 and bonding was held with confirmation that Board member
25 liability for unintentional acts is covered by our Public Officials insurance and outlined in the Bylaws. It
26 was recommended that Sections 902 Bonding and 1001 Whistleblower Protections be removed from
27 the draft Bylaws.

29 *G. D'Amico moved to remove sections on Bonding and Whistleblowers protection from the proposed*
30 *Bylaws. Seconded by Michael Gray.* There was question if the draft Bylaws would go to the Board with
31 or without these sections. Chair Lotspeich noted they would be removed, but it would be highlighted
32 that they were discussed. *Vote called and motion carried.*

34 The transmittal memorandum provided in the packet was shared and discussed. It was confirmed the
35 memorandum should be updated to remove bonding and whistleblower language before being sent to
36 the board with the draft Bylaws.

38 G. Clain suggested that rather than a transmittal memorandum being sent to the Board that the Chair of
39 the Bylaw Committee give a report on each of the articles being changed and each article discussed
40 individually by the Board as to whether they should be adopted or not. It was clarified that the Bylaws
41 Committee was a sub-committee of the Executive Committee not a sub-committee of the Board and
42 therefore they report to the Executive Committee and then the Executive Committee presents a
43 transmittal memorandum.

45 *M. Gray moved to transmit Bylaw draft as amended, seconded by M. Dent. Motion carried.*

1 **Berlin Town Plan Progress**

2 B. Waninger shared her screen and provided an overview of the information outlined in the packet.
3 J. Shatney noted there is an upcoming public hearing that will potentially address the information. As a
4 result of this notification, B. Waninger advised she would like to negate the agenda item and will follow-
5 up with our Land Use Planner.
6

7 **Meeting Minutes**

8 *J. Shatney moved to approve the minutes of February 28, 2022 as drafted; M. Dent seconded. Motion*
9 *carried.*
10

11 **Commission Meeting Agenda**

12 There was discussion regarding the potential for a speaker on Environmental Justice. B. Waninger
13 confirmed the Senator was unavailable this month, but will come in May.
14

15 *L. Hill-Eubanks moved to approve the agenda for April 11, 2022 as drafted; J. Shatney seconded. Motion*
16 *carried.*
17

18 **Executive Session - Contracts**

19 Chair Lotspeich advised B. Waninger provided a memorandum to the Committee prior to the meeting
20 and Waninger then provided a brief overview of the audit services contract to be discussed.
21

22 *G. D'Amico moved to find that premature general public knowledge of the discussion about a proposed*
23 *audit services contract would clearly place CVRPC at a substantial disadvantage; M. Gray*
24 *seconded. Motion carried.*
25

26 *G. D'Amico moved to enter Executive Session at 5:48 pm per 1 V.S.A. § 313(a)(1)(A) to discuss contracts,*
27 *inviting the Executive Director; M. Gray seconded. Motion carried.*
28

29 *M. Gray moved to exit Executive Session at 6:04 pm; J. Shatney seconded. Motion carried.*
30

31 *M. Gray moved that CVRPC hire Sullivan, Powers & Co. to provide audit services for FY22 for \$18,000*
32 *with the possibility of two 1-year extensions; L. Hill-Eubanks seconded. Motion carried.*
33

34 **Executive Session - Personnel**

35 The Committee rescheduled this item to next month.
36

37 **Commission Meeting Agenda Addendum**

38 The Committee noted it had missed discussing timing for resumption of in-person meetings
39 participation under this agenda item. The Committee directed staff to poll Board members regarding
40 their preference for resumption of in-person meetings and how members might chose to participate.
41

42 **Adjourn**

43 *L. Hill-Eubanks moved to adjourn at 6:20 pm; J. Shatney seconded. Motion carried.*
44

45 Respectfully submitted,
46 Nancy Chartrand, Office Manager