

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
2 **Executive Committee**
3 **MINUTES**
4 **April 4, 2022 Meeting**

5 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 | | |

6 Staff: Bonnie Waninger, Nancy Chartrand
7 Guests: George Clain, Barre Town (Bylaw Work Group)

8
9 **Call to Order**

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

11
12 **Adjustments to the Agenda**

13 None.

14
15 **Public Comment**

16 None.

17
18 **Financial Report**

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

21
22 *M. Gray moved to accept the February 28, 2022 unaudited financial reports; L. Hill Eubanks seconded.*
23 *Motion carried.*

24
25 **FY23 Budget – Initial Draft**

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

29
30 **TPI FFY22 Budget and Work Program Adjustment**

31 Chair Lotspeich advised the Transportation Advisory Committee (TAC) recommended the budget
32 adjustment, noting that there is a significant shift regarding short range planning with increased funding
33 towards consultant studies. Proposals have been received and prioritized by the TAC. Waninger
34 provided details on the information outlined in the packet.

35
36 *G. D'Amico moved to approve the proposed FFY22 Transportation Planning Initiative (TPI) work program*
37 *and budget adjustment; J. Shatney seconded. Motion carried*

1 **Staffing Update**

2 Waninger discussed flexible working arrangements, which employees are exploring post-COVID. She
3 confirmed that the vacant emergency management position has not been filled. There was also brief
4 discussion regarding probationary periods, accrual of benefits, and night meetings as related to
5 potential job share and flexible working arrangements.
6

7 **Bylaw Update**

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

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

26 *G. D'Amico moved to remove sections on Bonding and Whistleblowers protection from the proposed*
27 *Bylaws; M. Gray seconded.* Clain asked whether the draft Bylaws would go to the Board with or without
28 these sections. Chair Lotspeich noted they would be removed, but it would be highlighted that they
29 were discussed. *Vote called and motion carried.*
30

31 The transmittal memorandum was discussed. It was confirmed the memorandum should be updated to
32 remove bonding and whistleblower language before being sent to the Board with the draft Bylaws.
33

34 Clain suggested that rather than a transmittal memorandum being sent to the Board that the Chair of
35 the Bylaw Committee give a report on each of the articles being changed and each article discussed
36 individually by the Board as to whether they should be adopted. It was clarified that the Bylaws
37 Committee was a sub-committee of the Executive Committee rather than a sub-committee of the Board.
38 Therefore, the Bylaw Committee reports to the Executive Committee, and the Executive Committee
39 presents a transmittal memorandum.
40

41 *M. Gray moved to transmit Bylaw draft as amended; M. Dent seconded. Motion carried.*
42

43 **Berlin Town Plan Progress**

44 Waninger provided an overview of the information outlined in the packet. J. Shatney noted there is an

1 upcoming public hearing that will potentially address the information. As a result of this notification,
2 Waninger advised she would withdraw the agenda item and will follow-up with Clare Rock.

3
4 **Meeting Minutes**

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

7
8 **Commission Meeting Agenda**

9 There was discussion regarding the potential for a speaker on Environmental Justice. Waninger
10 confirmed that Senator Kesha Ram Hinsdale was unavailable this month, but will come in May.

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

14
15 **Executive Session - Contracts**

16 Waninger provided a brief overview of the audit services Request for Proposal released by CVRPC.
17 CVRPC is negotiating with a firm that responded, albeit in the negative. Staff requested to discuss a
18 potential contract.

19
20 *G. D'Amico moved to find that premature general public knowledge of the discussion about a proposed*
21 *audit services contract would clearly place CVRPC at a substantial disadvantage; M. Gray*
22 *seconded. Motion carried.*

23
24 *G. D'Amico moved to enter Executive Session at 5:48 pm per 1 V.S.A. § 313(a)(1)(A) to discuss contracts,*
25 *inviting the Executive Director; M. Gray seconded. Motion carried.*

26
27 *M. Gray moved to exit Executive Session at 6:04 pm; J. Shatney seconded. Motion carried.*

28
29 *M. Gray moved that CVRPC hire Sullivan, Powers & Co. to provide audit services for FY22 for \$18,000*
30 *with the possibility of two 1-year extensions; L. Hill-Eubanks seconded. Motion carried.*

31
32 **Executive Session - Personnel**

33 The Committee rescheduled this item to next month.

34
35 **Commission Meeting Agenda Addendum**

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

39
40 **Adjourn**

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

42
43 Respectfully submitted,
44 Nancy Chartrand, Office Manager