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## VLCT Board of Directors Meeting Minutes 2018 12-13

### Vermont League of Cities and Towns Board of Directors Meeting Thursday, December 13, 2018 Minutes

Members Present: President Dominic Cloud, Vice President Miro Weinberger and Members Jared Cadwell, Peter Elwell, Bill Fraser, Mary Ann Goulette, Ken Linsley, Sandy Pinsonault, Charles Safford, and Lucrecia Wonsor.

Others Present: VLCT staff: Karen Horn, Gwynn Zakov, Jessica Hill, Mike Gilbar, Jeremiah Breer and Maura Carroll.

**Agenda Item #1: Call to order by the President.** President Cloud called the meeting to order at 12:25 p.m. and welcomed all to the meeting.

**Agenda Item #2: Additions and Deletions to the Agenda.** On motion duly made by Member Elwell and seconded by Member Goulette, the Board unanimously voted to approve the agenda as amended to include a request to add two items to Other Business, one recognizing outgoing Board members and one addressing a legislative program issue and an organizational update to replace the discussion with Governor Scott.

**Agenda Item #3: Consent Agenda Items.** On motion duly made by Member Pinsonault and seconded by Member Elwell, the Board unanimously voted to approve the consent agenda items.

**Agenda Item #4: Discussion with Governor Phil Scott/ Organizational Update.** Maura Carroll reported that the Governor was unable to make the Board meeting but, hopefully, will be able to attend the January meeting.

Maura Carroll provided an organizational update including that staff has been focused on end of year issues, such as personnel evaluations, benefits updates, promotions and salary increases. In 2019, the league will implement a digital system for evaluating employees. In addition, she reported that PACIF has had a positive renewal season, with staff working hard and creatively to maintain membership; a staff technology committee has been established; planning is ongoing for the new legislative session and for training in 2019; the leadership team is working on exercises that will assist them in working well as a team, including reading the book *Dare to Lead* by Brene Brown, as a group; review of

membership tiers and resources that will also be part of the dues committee discussion and a plan to have a meeting of the rebranding committee in early 2019, now that all Board members have been appointed.

**Agenda Item #5: Adoption of the 2019 VLCT Compensation Plan.** Maura Carroll explained that in a previous budget year, the Board asked staff to develop a policy that would update the Compensation Plan according to the CPI-U each July, to be effective the following January. The change in policy language was offered in the text of the Compensation Plan, the Finance Policy and the description of the Board Roles and Responsibilities. On motion duly made by Member Safford and seconded by Member Elwell, the Board unanimously voted to approve the 2019 VLCT Compensation Plan and the accompanying policy changes.

**Agenda Item #6: VLCT-PACIF and VLCT-VERB Administrative Support Service Agreements.** Mike Gilbar presented the VLCT Support Service Agreements that are amended each year to reflect the budget updates. There was a spirited discussion about whether the structure of these agreements and the methodology used to calculate the costs might be simplified. On motion duly made by Member Pinsonault and seconded by Member Cadwell, the Board unanimously voted to approve the agreements as presented.

**Agenda Item #7: SAS Compliance Report from the Auditors** (Johnson Lambert). Representatives of Johnson Lambert spoke with the Board about the purposes and expectations of the audit process for 2018. Staff exited the meeting while the Board met with the auditors. No action was taken.

**Agenda Item #8: Update on the RFP Process for an Auditing Firm.** Jeremiah Breer reported to the Board on the progress of the audit RFP. Interviews will be held with the auditing firms on Monday, December 17. The Board asked to see the numbers when they are available.

**Agenda Item #9: Report of the Nominating Committee.** On motion duly made by Member Safford and seconded by Member Pinsonault, the Board unanimously voted to enter executive session at 1:35 p.m. for the purpose of appointment of public officials. On motion duly made by Member Safford and seconded by Member Elwell, the Board unanimously voted to exit executive session at 2:05 p.m. Member Cadwell reported that the Committee met on Wednesday, December 12, and made the following recommendations for new members to be appointed to the Board of Directors: George Putnam, Selectboard Member in Cambridge and Jessie Baker, City Manager in Winooski. On motion duly made by Member Safford and seconded by Member Fraser, the Board unanimously voted to appoint Mr. Putnam and Ms. Baker to fill the vacancies on the Board of Directors.

Member Cadwell also reported that the Committee reviewed bylaw provisions from other northeast state leagues and recommend the following to the Board: that the Board approve an amendment to the bylaws affecting Board eligibility and putting that amendment on the agenda for the next Membership Meeting for a vote. The language reads:

SECTION 4. QUALIFICATION OF BOARD MEMBERS – Each member of the Board of Directors and each officer of the Vermont League of Cities and Towns with the exception of the Executive Director, shall be, at all times during his or her term of office, a qualified official of a member city or town. For the purposes of these Bylaws, a “qualified official” shall mean a person currently serving as a member of a legislative body, mayor, municipal manager, town administrator, clerk, or treasurer or position established in a municipal charter with responsibilities comparable to one of the aforementioned. A person holding or elected to the office of Governor, Lieutenant Governor, Attorney General, Secretary of State, State

Treasurer, or Auditor of Accounts or who is a member of or is elected to the General Assembly shall be ineligible to serve as a member of the Board of Directors. If such becomes the case, a vacancy in that office shall occur and shall be filled pursuant to Section 9 below.

The Board discussed the recommendation of the Committee, but took no action.

President Cloud asked for consensus to take up Other Business prior to the Executive Session agenda item. The Board agreed.

### **Agenda Item #11: Other Business**

**b. President's Initiatives.** President Cloud indicated that there are acknowledgements of service to the Board for the members stepping down - Ted Simmons and Rebecca White. Neither was able to be present at the Board meeting, so staff will deliver the certificates and sincere thanks of the Board for their service.

**c. Member Initiatives.** Member Wonsor brought forward the Tax Department's lien filing system, a new requirement for filing liens electronically. It is a hardship for towns that have limited internet access as well as for clerks who don't receive a lien in a timely manner. The Department has stated that the lien is deemed filed as soon as it is sent to the clerk and if the clerk doesn't post it immediately, the clerk is liable for any resulting problems. Karen Horn pointed out that Article 62 of the Vermont Constitution states that a lien is not deemed recorded until it is recorded in the Town Office. Staff will discuss this issue with PVR at a scheduled meeting on Monday, December 17.

**d. Staff Initiatives.** Karen Horn and Gwynn Zakov provided the Board with a mock-up of the municipal priorities brochure and spoke about draft legislation on self-governance. Discussion ensued and several suggestions were made to strengthen the draft legislation.

**Agenda Item #10: Executive Session.** On motion duly made by Vice President Weinberger and seconded by Member Wonsor, the Board unanimously voted to enter executive session at 3:14 p.m. for the purpose of discussing the evaluation of an employee in accordance with 1 VSA §313(a)(3).

On motion duly made by Member Cadwell and seconded by Member Pinsonault, the Board unanimously voted to exit executive session at 3:20 p.m.

On motion duly made by Vice President Weinberger and seconded by Member Pinsonault, the Board unanimously voted to adjourn the meeting at 3:25 p.m.

Respectfully submitted,  
Maura Carroll  
Executive Director

**Board or Committee:**

VLCT Board of Directors

**Board Meeting Date:**

Thursday, December 13, 2018

**Resource Category:**

- Minutes
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