



**Executive Board Minutes  
July 9, 2024**

**Location:** Hybrid meeting via Zoom and WRC Conference Room.

**Members Present:** Gabby Ciuffreda, Chair; Jack Cunningham; Jim Pinkerton, Tim Arsenault, Stephan Chait

**Absent:** Ann Golob, Bonnie North, Steve Lembke

**Staff present:** Chris Campany, Executive Director, Inessa Muse, Finance Manager

**Public/Guests:** None.

**Presenter:** None.

**Call to Order:** Commissioner Gabby Ciuffreda, Chair, called the meeting to order at 6:00 p.m.

**Additions/Changes to Agenda:** none

**Secretary's Report:** On a motion by Commissioner Arsenault, seconded by Commissioner Cunningham the minutes from the May 14, 2024 meeting were **approved** unanimously.

**FY2024 Audit Report & Indirect Rate Review; FY2025 Budget Preview**

(Action: Accept audit) Finance Manager Inessa Muse

- Chris explained budget approval timeline and that just prior to the meeting we learned of a substantial increase in ACCD contract amount. Will need to determine what the expectation is for use of that funding and how it should be appropriately allocated within the budget. Inessa and Chris did review budget assumptions, explaining new line item to consider membership costs. Inessa explained that a soft allowance is used in the presentation of the budget as part of a conservative approach to consider some of the assumed funding ultimately not being realized. Finance Committee will meet in July and have recommendation prepared for Executive Board.
- Inessa reviewed audit, noting new section regarding retirement fund responsibilities and status of VMERS.
- Commissioner Chait noted that the language in the management letter bordered on being complementary and asked if the auditors were required to find problems.

- It was noted that audits are an opportunity to learn about best practices and changes to accepted accounting practices.
- Commissioner Arsenault made a motion to accept the audit, seconded by Commissioner Cunningham. Passed by unanimous vote.

#### **Open Meeting Law Requirements (Action: Discussion)**

The Board decided that the statute should be interpreted in such a manner that because the Windham Regional Commission has budgetary authority and was thus considered a non-advisory public body, all of the Commission's committees must similarly be treated as non-advisory bodies and thus the statutes rules for such must apply. This would require all meetings to have a physical location and be staffed. It was noted that this created potential security concerns for solitary staff person who would often be by themselves in a publicly accessible location, and often being the only person in the office. Chris noted that the board should adopt a committee meeting staffing policy as it would not be good practice to base security policy on individual staff comfort or preference. The Board expressed that staff security was paramount, and that meeting the new open meeting law requirements should reflect this priority. It was decided that the best way to address this issue was to have all meetings during regular office hours (8:30-5 p.m.) in the WRC conference room. Commissioner Cunningham made a motion that all committees should be staffed and held in the WRC conference room during regular weekday business hours, that staff engage with the committee chair to identify what time would work best for committee members, that the policy be brought to the Full Commission at its August meeting, and that in the interim staff express their comfort with continuing with meetings as scheduled to the committee chair and Executive Director until the August Full Commission vote. The motion was seconded by Commissioner Pinkerton and passed by a unanimous vote.

**Non-Standing Committee Review Process (Action: Discussion; authorization)** – In the interest of time this item was deferred until the August Executive Board meeting.

#### **Funding Requests (Action: approval)**

- **Vermont Trails & Greenways Council Membership Request** - Request from staff for WRC to join for \$250. <https://vermonttgc.org/> On a motion by Commissioner Cunningham, seconded by Commissioner Arsenault the membership request was approved.
- **Southeast VT Housing Coalition support** – Request from staff to contribute \$500 in support to the Coalition. On a motion by Commissioner Arsenault, seconded by Commissioner Cunningham the contribution request was approved.

#### **Annual Meeting Preparation – Nominations**

- Because the nominating committee is in the process of being rebuilt Chris will convene the committee to discuss process and will support their outreach.
- Commissioner Cunningham explained that he would be retiring from serving as a commissioner in either March or August 2025. The nominations process should consider the need to replace the Project Review Committee Chair.
- Commissioner Arsenault explained that he would also be retiring from service as a commissioner at the end of his term in March 2025, and that it would be necessary to

recruit a new Secretary/Treasurer, who also serves as Chair of the Finance Committee, and a new chair for the Energy Committee.

- Chris explained that the Citizen Interest Commissioner (CIC) for Economic Development has been held by someone on the staff of the Brattleboro Development Credit Corporation. He reached out to the Executive Director and the current CIC, Laura Sibilila, to ask that they express a preference.
- Chris will draft request for nominations letter to go out from Chair Ciuffreda to the Full Commission.

**Committee Appointments:** On a motion by Commissioner Arsenault, seconded by Commissioner Cunningham, the following Commissioner committee appointments were made upon a unanimous vote.

- Art Dufresne – Emergency Planning & Project Review
- Rick Cowan – Transportation & Natural Resources

**Executive Director's Report:** Chris explained that the RPCs will have changes in procedure and changes to their regional plans as a result of H.687, the Act 250 reform bill. He planned on the WRC to host a webinar on the changes in Autumn. He reviewed his participation in the Northeast North America Landscape Connectivity Summit in Montreal and the UVM RISE Summit. He also noted that he'd been asked to participate in interviews about the challenges and opportunities for the new UVM Leahy Institute for Rural Partnerships going forward. He explained that the RPCs do have the opportunity to receive funding to support town development of proposals to the Hazard Mitigation Grant Program, and that the opportunity exists to have very large, impactful projects funded. He mentioned that the July Full Commission meeting would be cancelled, and that the remaining Full Commission meetings for the 2025 calendar year would be held in August, September and October.

**Committee Chair Reports:** None.

#### **Review of Action Items**

- Chair Ciuffreda to follow up with Vice Chair Cunningham regarding the addition of a regular Project Review Committee report out as a standing item on future Full Commission agendas. Also, on the list is the resumption of municipal shared services discussions.

**Public Comments:** None.

**Adjournment:** on a motion by Commissioner Arsenault, seconded by Commissioner Cunningham, the meeting was adjourned at 7:45 p.m. on a unanimous vote.