



Joint Meeting of CVSWMD's Executive Board (EB) and Financial Oversight Committee (FOC)

Tuesday, December 20, 2022

5:30 p.m.

Minutes

1. Call to Order
 - Vice Chair Lee Cattaneo called the meeting to order at 5:35 PM with a quorum present.
 - Members present by Zoom: Lee Cattaneo, Peter Carbee, Bill Powell, Tad Nunez, Jon Jewett; General Manager (GM) Lisa Liotta and Treasurer Erin McCullough.
 - Members absent: Fred Thumm.
2. Agenda Revisions: None.
3. Public Comment Period and Announcements: None
4. Approval of Meeting Minutes – ACTION ITEM
 - *Bill Powell made a motion to accept the minutes of the November 15 FOC meeting and the November 22 EB meeting, October 18 special meeting, seconded by Peter Carbee. Voting in favor: unanimous.*
5. Financial Statement Review (as of November 30, 2022) – ACTION ITEM
 - *Bill Powell made a motion to accept the financial statements as presented, seconded by Peter Carbee. Voting in favor: unanimous.*

Treasurer Erin McCullough left the meeting at 5:40pm
Assistant General Manager/Operations Manager Theron Lay-Sleeper joined the meeting at 5:40pm

Update on Hiring Committee, General Manager Recruitment
6.
 - Theron Lay-Sleeper provided an update from the newly-formed Ad-Hoc Hiring Committee for the General Manager.
 - *Bill Powell made a motion that staff send a notice in January to CVSWMD's member towns advising of the appointment of Theron Lay-Sleeper as Interim General Manager along with an update on other relevant District activity, motion seconded by Jon Jewett. Voting in favor: unanimous.*

Tad Nunez left the meeting at 5:45 PM

Personnel Committee Convened
7. General Manager Lisa Liotta provided a monthly staffing and recruitment update.

Enter Executive Session per 1 V.S.A. §313(b): Personnel, the premature general knowledge would place the person involved at a substantial disadvantage

 - *At 5:52PM, Bill Powell made a motion to enter Executive Session, seconded by Peter Carbee. Voting in favor: unanimous.*
 - Assistant General Manager/Operations Manager Theron Lay-Sleeper was invited to the executive session.

At 6:02 PM, the Executive Session concluded. Upon exiting:

- *Bill Powell made a motion that the General Manager prepare and provide an assessment of the financial tasks and responsibilities currently undertaken by the Treasurer, Finance/HR Administrator, General Manager and Office Manager and provide those at the January 17, 2023 Executive Board meeting in order to determine corrections and improvements in the Treasurer's job description. Seconded by Jon Jewett. Voting in favor: unanimous.*

9. Interim General Manager, Tasks and Responsibilities

- *The information provided in the memo was briefly discussed by the Committee, the General Manager has been working closely with Lay-Sleeper to aid in the transition to Interim General Manager on January 7.*

Personnel Committee Adjourned

10. Outgoing General Manager, Continued Professional Services – ACTION ITEM

The Personnel Committee recommended that the first bullet of the draft contract be struck, and that the second bullet be modified to state "Contract Employee".

- *Peter Carbee made a motion that the Executive Board approve the contract with the revisions noted and that Interim General Manager Theron Lay-Sleeper sign the contract on January 7, 2023 once his term begins, seconded by Jon Jewett. Voting in favor: unanimous.*

11. Check Signing Protocols

The General Manager explained that once they are no longer in the position, only three signers remain for the District's checking account. The Executive Board discussed adding Interim General Manager Theron Lay-Sleeper as a signer on the account, and requested that a resolution approving this measure be brought to the EB at their January 17 meeting. Following adoption of the resolution, additional paperwork will need to be completed and presented to M&T Bank. Until Theron Lay-Sleeper is added to the account, Vice Chair Lee Cattaneo will come to the office on Fridays to sign all checks; the Treasurer will sign checks over \$1,000 (that require two signatures). No action was needed at this meeting.

12. Open Meeting Law, Hybrid Meetings

It is expected that Governor Scott's temporary Act that allows for 100% remote meetings and ten days to post minutes of public meetings will lapse on January 15, 2023. Provided that no extension is enacted, staff will designate CVSWMD's administrative office as the public meeting location and plan to be on-site to assist any members of the public who wish to attend by providing meeting access. Any others may continue to attend via Zoom. No action was needed.

13. Nominating Committee for Board and Committee Positions

EB members requested that this item be added to the agenda at the next regular meeting in January.

Enter Executive Session per 1 V.S.A. §313(2): the negotiating or securing of real estate purchase or lease option

- 14.
- *At 6:53PM, Bill Powell made a motion to enter Executive Session, seconded by Peter Carbee. Voting in favor: unanimous.*
 - *Assistant General Manager/Operations Manager Theron Lay-Sleeper was invited to the executive session.*

HHW Facility Update

At 7:05 PM, the Executive Session concluded. No action was taken.

15. Other Old or New Business

As this was the last Board/Committee meeting for the General Manager, EB members thanked Lisa Liotta for her service and wished her well.

16. Adjourn

With consent of the members present, the meeting adjourned at 7:06 PM

A handwritten signature in cursive script, appearing to read "Lisa Liotta".