

**TRORC
EXECUTIVE COMMITTEE**

**King Farm
Woodstock VT**

October 26, 2022

MEETING MINUTES

Attendance: Jerry Fredrickson, Chair; Bill Emmons, Vice Chair; David Brandau, Secretary; Nancy Jones, Treasurer; Bill Edgerton, Nancy Malmquist, Peter Gregory, Executive Director; Pete Fellows, GIS Manager; Lori Kay, Finance Manager.

1. Call to Order/Changes to Agenda:

Vice Chair Brandau convened the meeting at 3:12 p.m. A quorum was declared by the Vice Chair. Edgerton requested an additional agenda item – an update on the Shared Services survey.

2. Public Comment:

No public comments were received.

3. Approval of the September 14, 2022 Minutes:

On a motion made by Jones and seconded by Malmquist, the Minutes of September 14, 2022, were approved.

4. Acceptance of the unaudited September 2022 Financial Reports:

The unaudited September 2022 Financial Reports were unanimously accepted as presented on a motion made by Jones and seconded by Malmquist.

Gregory noted that Receivables are in good shape. A good amount of billing was processed in October and that will be reflected in next month's AR Aging report.

Expenses for Legal Services has exceeded the budgeted amount as of September 30, but that was anticipated. These costs are related to two Act 250 applications – in Royalton and Hartland. TRORC has enlisted a local legal firm to assist in drafting and submitting filings.

Kay stated that the September financials now reflect the Quarter 1 Investment gains/losses and the year-to-date change in investment value.

Gerald Fredrickson, Chair ~ Peter G. Gregory, AICP, Executive Director
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5. FY22 Audit update:

TRORC had another clean audit for FY22. No material weaknesses, no internal control concerns, no questioned costs were documented. The fund balance has increased approximately \$88,000. The auditors also performed a cursory review of the Two-Rivers Ottawaquechee Regional Foundation for FY22, which has little financial activity during the year. Edgerton acknowledged the good work of Gregory and Kay in the audit.

6. Child Care Proposal revised draft:

The Executive Committee reviewed the revised draft document. The Child Care Benefit was unanimously accepted as presented on a motion made by Brandau and seconded by Edgerton. Gregory will create a form so that eligible employees can enroll in the Child Care Benefit. Gregory noted that the benefit would be effective as of September 14, 2022, when the Executive Committee first approved the creation of the new benefit.

7. Resolution of Diversity, Inclusion and Equity draft:

On a motion made by Brandau and seconded by Edgerton, the Resolution was unanimously accepted and approved for bringing to the next Board meeting for its review and approval. Gregory will enlist Sarah Wraight, who drafted the Resolution, to present it to the Board for their consideration and approval.

8. Annual IT review of Hardware and Software:

Pete Fellows presented on TRORC's current hardware and software use. TRORC is using an outside vendor to assist in the coordination of TRORC's back-up system. An average of two computers per year are purchased to replace older machines. TRORC also stays current in software updates.

9. Succession Planning:

Gregory suggested that the Executive Committee may want to use an outside consultant to help with succession planning as Gregory looks toward retirement. He identified Marc Mihaly as someone who has helped other environmental organizations and non-profits in this area. On a motion by Brandau, and seconded by Edgerton, the Executive Committee unanimously approved moving forward with inviting Mihaly to an upcoming Executive Committee meeting for an initial discussion. Gregory will conduct a few more reference checks and extend the invitation.

10. Act 250/Project Updates:

The Royalton and Hartland Act 250 cases are moving forward. TRORC will be submitting a counter filing in the Royalton Act 250 case. TRORC will be providing a response on the Hartland Act 250 case shortly. Gregory noted that no one has approached TRORC to negotiate any aspects of the cases.

TRORC has stepped up its review of Town Plans and is working with staff to ensure each Town Plan is equally well done, thereby reducing potential conflicts with the TRORC Regional Plan.

11. Staffing Updates:

Intermunicipal Regional Energy Coordinator Geoff Martin will be leaving TRORC in December for a position as Development Director with Norwich Technologies. TRORC will be recruiting for his replacement.

The Project Manager position is still open and has been hard to fill. The position will likely be reposted as a Senior Planner position and will oversee a pending contract with VT's Department of Buildings and General Services for energy switch-outs on municipal buildings.

A Request for Proposals was issued earlier this fall for an assessment of TRORC's Communication and Outreach activities. Five responses were received and are being reviewed. A decision will be made within a week.

12. December Full Board meeting:

The next Board meeting will be held on Wednesday, December 14, 2022, at the Woodstock Inn. This will be TRORC's holiday gathering/board meeting. Heavy hors d'oeuvres and desserts will be served. The agenda will include a speaker as well as Sarah Wraight's presentation on TRORC's proposed Diversity, Inclusion and Equity resolution.

13. Share Services survey:

Gregory will meet with Planner Sydney Steinle to review the responses received and will create a plan to meet with the Towns who indicated a desire for more information.

The meeting was adjourned at 4:21 pm.

Meeting Minutes prepared by:
Lori Kay, Finance Manager, October 27, 2022