

VERMONT LEAGUE OF CITIES AND TOWNS BOARD OF DIRECTORS MEETING

Thursday, May 21, 2026

MINUTES

VLCT Board Members Present (in person unless otherwise noted): Mary Ann Goulette, Charlie Hancock, Scott Tucker, Julie Hance, Mike Hogan, Brian Shupe (virtual, arrived at 9:42 a.m.), Ann Lawless, Jessie Baker, Karen Barber (virtual at beginning of meeting, in person after approximately 9:30 a.m.), Kyle Rowe (virtual), Tracy Borst

VLCT Staff Present (in person): Ted Brady, Abby Friedman, Phil Latvis, and Seth Abbene.

Guests Present: Lynn McNamara of Paladin Consulting, Gary Kupferer (VLCT Legal Counsel)

Agenda Item #1: Call to order by the President

President Mary Ann Goulette called the meeting to order at 9:08 a.m. and welcomed Kyle Rowe, the newest VLCT Board member with introductions of those present.

Agenda Item #2: Additions and Deletions to the Agenda

Jessie Baker moved to approve the agenda as presented. Charlie Hancock seconded the motion. The motion was approved unanimously.

Agenda Item #3: Consent Agenda

Michael Hogan moved to approve the consent agenda including the meeting minutes of April 16, 2026, accept the May Personnel Report and May Organizational Update, approve the 2026 Health and Dental Plans Addendum, and Approve the General Board Policy omitted from the April meeting. Julie Hance seconded the motion. The motion was approved unanimously.

Agenda Item #4: Executive Session to Discuss VLCT / PACIF / VERB Administrative Agreements and Addendum

Scott Tucker moved that the evaluation and discussion of the Board's goals and strategies regarding the anticipated modifications of our administrative contracts with PACIF and VERB is needed. The public disclosure of the discussion of these goals and strategies would clearly place VLCT at a substantial disadvantage. Therefore, Scott moved that the Board find the public disclosure of the discussion of the Board's goals and strategies would clearly place VLCT at a substantial disadvantage. Charlie Hancock seconded the motion. The motion was approved unanimously.

Tracy Borst moved that in accordance with 1 V.S.A. § 313(a)(1)(A) to enter executive session for the purpose of discussing the VLCT/ PACIF/VERB agreements and invite the Executive Director, CFO, Director of Risk Management Service, Lynn McNamara of Paladin Consulting, and Gary Kupferer to join. Scott Tucker seconded the motion. The motion was approved unanimously. At 9:13 a.m., the Board entered executive session. The recording was paused and all other staff left the room.

Brian Shupe entered the executive session at 9:42 a.m.

Mike Hogan moved to exit executive session. Charlie Hancock seconded the motion. The motion

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was approved unanimously. The Board came out of executive session at 10:07 a.m. and took no action.

Agenda Item #5: Approve VLCT/VERB 2026 Fee and Service Agreement

Jessie Baker moved to authorize the Executive Director to sign the proposed VLCT/VERB 2026 Fee and Service Agreement. Julie Hance seconded the motion. The motion passed unanimously.

Agenda Item #6: Acrisure Relationship

No action was taken.

Agenda Item #7: Discussion of the 2027/2028 Municipal Policy Process

Josh Hanford proposed the Board redesign the legislative policy setting process by consolidating to one committee to improve communication and deepen engagement with a core group of members. Charlie Hancock said he thought it was important to recognize that some policy committee members are good at policy discussions while others are good at testifying, and Josh should be cognizant of that as he recruits for the committee. Jessie Baker said she supported the proposal and said the Board should be very cognizant of the significant change we are proposing. Josh said they would be looking for a member of the Board to chair the committee, and to have two to three Board members serve, in addition to a PACIF Board member. Karen Barber and Kyle Rowe expressed interest in serving on the Board.

Charlie Hancock moved to approve the new municipal policy setting process. Ann Lawless seconded the motion. The motion passed unanimously.

Agenda Item #8: Approve VLCT Health Benefit Plan Solution Membership and Adoption Agreement and Formation of Health Plan Committee.

Ted explained that the Board needed to adopt a membership and adoption agreement before VLCT applied to DFR to offer an association health plan. Haynes Benefits provided a draft agreement. Ted highlighted several key points of the draft agreement, including the two year membership commitment, the two year restriction on rejoining if a member separated, and the six month notice required to separate. Karen Barber moved to approve the agreement. Mike Hogan seconded the motion. The motion carried unanimously.

Ted then shared that a health committee needed to be formed, and proposed that the Board form the health committee today, that the president appoint five board members before the next meeting, and that the Board consider committee bylaws at the June meeting. Karen Barber moved to create the health committee. Tracy Borst seconded the motion. The motion passed unanimously.

Agenda Item #9: Call Special Member Meeting June 22nd at 3 p.m. and Review Articles of Incorporation and Bylaw Changes

Ted provided an overview of the articles of incorporation. He noted the articles of incorporation presented in the packet did not represent the most recent version as recommended by Gary Kupferer and Haynes Benefits. He presented on the screen an amended Article Four "Members"

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section that read:

“The Members of VLCT shall be towns and cities of the State of Vermont and other municipal organizations as defined by the State of Vermont, with the exception of schools, that pay annual dues and approve a resolution of its legislative body to join VLCT.”

Jessie Baker questioned whether it should only refer to dues, as many members probably haven't affirmatively approved a resolution in years. Kyle Rowe shared that he was quickly able to find that Panton approved a resolution in 1968. Charlie Hancock asked if VLCT had the resolutions on file. Ted Brady shared he did not know. Scott Tucker said he thought payment of dues would be enough of a qualifier. Ted suggested that the Board may wish to authorize the Executive Committee to make minor amendments to the documents before the Membership meeting to accommodate typos, minor changes, and administrative changes – and that the Board could consider the changes at the next Board meeting before the Membership meeting.

Ted then provided an overview of all the changes proposed in the bylaws. Charlie Hancock asked whether the changes to Article IX related to the legislative committee should include reference to the legislative policy committee, as VLCT uses “policy committee” more than legislative committee. Ted suggested the Executive Committee may wish to consider such a change before the next Board meeting.

Karen Barber moved to call a special membership meeting on June 22nd at 3 p.m. to consider incorporation and bylaw changes, and that the VLCT Board recommend the membership incorporate using the articles of incorporation in the packet with the amendment proposed by Ted and approve the proposed bylaws in the packet. Mike Hogan seconded the motion. The motion passed unanimously.

Gary Kupfer explained he thought the Board should also authorize the Executive Director to file for incorporation, and explained there is legal ambiguity whether the Board or the Membership needs to approve the action.

Karen Barber moved to authorize the VLCT Executive Director to incorporate VLCT. Mike Hogan seconded the motion. The motion passed unanimously.

Agenda Item #10 & 11: Executive Director Evaluation

Tracy Borst said that the VLCT Board of Directors needs to discuss the evaluation of the Executive Director. As such, she moved that the VLCT Board of Directors enter executive session to discuss the appointment or employment or evaluation of a public officer or employee in accordance with [1 V.S.A. § 313\(a\)\(3\)](#). Julie Hance seconded the motion. The motion passed unanimously. The Board entered executive session at 10:47 a.m.

Charlie Hancock moved to adopt the personnel review of the Executive Committee and provide the Executive Director with a 2.5 percent compensation raise, a \$750 one-time bonus and the

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purchase of a company vehicle for Ted's use in accordance with VLCT's policies. Mike Hogan seconded the motion. The motion passed unanimously.

Agenda Item #12: Other Business

There was no other business.

Agenda Item #13: Adjourn

Charlie Hancock moved to adjourn. Tracy Borst seconded the motion and the meeting adjourned at 10:57 a.m.

Respectfully submitted,

Ted Brady, VLCT Executive Director

As approved by VLCT Board of Directors June 18, 2026.

View Meeting here:

<https://us06web.zoom.us/rec/share/0RdOOLwI40WLc1LGBocdo4Hg2b9Rb2fBH2vs0bc5PpVLpjAi91xV5OIVludX21SL.Leo1mvG7OMUta4Ug>