

VERMONT LEAGUE OF CITIES AND TOWNS BOARD OF DIRECTORS MEETING

Thursday, March 19, 2026

MINUTES

VLCT Board Members Present (in person): Mary Ann Goulette, Jessie Baker, Karen Godnick Barber, Ann Lawless, and Mike Hogan.

VLCT Board Members Present (via Zoom): Tracy Borst, Charlie Hancock, and Julie Hance.

VLCT Staff Present (in person): Ted Brady, Seth Abbene, Jessi Hill, Abby Friedman, Phil Lavis, and Jeremy Weiss.

VLCT Staff Present (via Zoom): Elena Esteban, Ione Minot.

Guests Present: Gary Kupferer, VLCT Attorney (through agenda item 6).

Agenda Item #1: Call to order by the President

President Mary Ann Goulette called the meeting to order at 12:22 p.m.

Agenda Item #2: Additions and Deletions to the Agenda

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

Agenda Item #3: Consent Agenda

Ann Lawless moved to accept the consent agenda, including the meeting minutes of February 11, 2026, March Personnel Update, and March Organizational Update, and approve State of Vermont \$200,000 MTAP Grant for CHIP IN VT, \$10,000 Increase (From \$25,000 to \$35,000) in Net Position Funding for Consultant to Conduct Best Practice Research in League and Pool Governance Structures, and approve Lynn McNamara \$35,000 Consulting Contract for League / Pool Organizational Consultant Services. Mike Hogan seconded the motion. The motion was approved unanimously.

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

Jessie Baker made a motion that an evaluation and discussion of the Board's goals and strategies regarding the anticipated modifications to the administrative contracts with PACIF and VERB was needed, and that public disclosure of these discussions would clearly place VLCT at a substantial disadvantage. The motion further stated that the Board find that public disclosure of the discussion of its goals and strategies would clearly place VLCT at a substantial disadvantage. Michael Hogan seconded the motion. The motion was approved unanimously.

Jessie Baker then moved that, in accordance with 1 VSA § 313(a)(1)(A), the Board enter executive Session for the purpose of discussing the PACIF and VERB administrative contracts, and that Gary Kupferer, Ted Brady, Phil Lavis, Jessi Hill, and Seth Abbene be invited to join the session. Mike Hogan seconded the motion. The motion was approved unanimously and the Board entered executive session at 12:23 pm at which point the recording was stopped and all other staff left the room.

At 1:03 p.m., the Board exited executive session.

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Agenda Item #5: Authorize Signature of PACIF and VERB Annual Addendums

Ted Brady shared that the PACIF Board has proposed a “fee and service commitment” in lieu of an annual addendum for 2026. The VLCT Board of Directors proposed amendments to the document and discussed authorizing the Executive Director to sign the document on behalf of VLCT. Ted Brady shared he believed PACIF would likely have further requested changes.

Jessie Baker moved to authorize Ted Brady to sign the fee and service commitment one-page document as presented by PACIF, further amended as recommended by VLCT’s attorney, and with any administrative changes as recommended by VLCT’s attorney. The motion was seconded by Mike Hogan. The motion was approved unanimously.

Ted Brady suggested the Board may want to anticipate VERB proposing a similar if not identical document.

Thereupon, Jessie Baker moved to authorize Ted Brady to sign the one-page fee and service commitment as presented by VERB, further amended by the VLCT attorney, and with any administrative changes as recommended by VLCT’s attorney. The motion was seconded by Mike Hogan. The motion was approved unanimously.

Agenda Item #6: Conflict of Interest Training

Ted introduced the conflict-of-interest training, noting it had been placed on the 2026 Board schedule in December, and that Gary Kupferer was asked to review the existing policy and provide a brief training. Ted also mentioned that following the meeting, updated conflict of interest forms would be distributed via DocuSign to anyone without a recent submission. A full policy readoption would occur in April.

Gary reported that the current policy is well-written, clear, and effective, with only minor gaps to be addressed at a future revision. He explained that, due to the organization’s legal status, both the League’s policy and the Municipal Code of Ethics apply, though their language is largely consistent. He emphasized a common-sense approach to identifying conflicts, encouraging members to seek advice when unsure, and highlighted that financial conflicts are typically straightforward, while situations involving one’s municipality or affiliated entity may be less obvious but still require recusal. He also noted the value of the policy’s built-in protocols for handling uncertain decisions and encouraged members to review the policy periodically.

In discussion, members asked about signature requirements and training obligations. Ted clarified that forms are typically signed upon joining but will be reissued now for consistency. Gary advised that annual signatures may not be necessary unless the policy is revised or a member’s circumstances change, though updated disclosures should be made as needed. He further indicated that the state-required training on the Municipal Code of Ethics is likely not required specifically for Board service, though members may still be required to complete it for their other roles. The Board agreed to review the policy ahead of the April meeting.

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Agenda Item #7: Acrisure Relationship

Ted introduced the updated Acrisure agreement which provides VLCT members with discounted health insurance advisory services and access to group life and disability insurance in partnership with NIS / Madison Life. He explained that the relationship transitioned the prior year from a co-brokerage arrangement to a Business Alliance Partnership membership after Hickok & Boardman's merger with Acrisure made the former structure impermissible due to licensing restrictions. Acrisure also sought increased visibility on the VLCT website, and the revised arrangement positioned them as a platinum Business Alliance sponsor, with the relationship value increasing from approximately \$70,000 to \$80,000 last year, and to a proposed \$84,000 this year.

Given that Acrisure offers a line of business that competes with VLCT's affiliated entity, PACIF, the matter was reviewed with both PACIF and the VLCT boards in 2025. Both risk management staff and PACIF Board members expressed some uneasiness with the agreement. As a concession to these concerns, it was agreed that VLCT would pilot the new relationship for one year and then review the outcomes. Ted shared that he felt the VLCT and Acrisure relationship was going well and that Acrisure has not used the relationship to compete with PACIF in any significant way. However, the PACIF board expressed concerns about Acrisure's prominence and potential member confusion regarding preferred providers and requested a pause while alternative approaches were developed with their legal counsel. Ted shared he asked PACIF and their legal counsel for those alternatives at the most recent PACIF Board meeting.

Staff recommended deferring execution of the new agreement pending PACIF's input, while continuing to provide Acrisure with current partnership benefits in anticipation of a revised arrangement. This delay has resulted in approximately \$25,000 in unrealized revenue to date. Board discussion clarified that PACIF's intent is likely to reduce Acrisure's visibility and better delineate its role, rather than eliminate the relationship entirely, while maintaining member services such as health insurance advisory support and related program benefits. No action was taken on this agenda item.

Agenda Item #8: Health Insurance Consultant Scope of Work

Ted summarized prior work funded by a \$100,000 allocation from VERB net position to explore a potential health insurance offering for members. Of that amount, approximately \$61,000 had been spent, and consultants recommended pursuing an association health plan. Ted shared that the VERB Board terminated further funding for the project beyond any already invoiced work, and clearly stated it did not want any future involvement in VLCT's efforts to investigate or initiate health insurance services for members.

Ted shared that the consultants estimated it would cost another \$20,000 to get an association health plan approved by DFR, but that he thought it could be as much as \$50,000. He further estimated that 2027 start-up costs for doing so would likely include an FTE – at least \$100,000 in the 2027 budget. He shared that without VERB's financial involvement, his recommendation was to pause the project.

Board members expressed disappointment given the potential member benefits, including modest cost savings and advisory support, but acknowledged the challenges of scale, startup costs, and competing organizational priorities. Ted raised an additional concern that, depending on the

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outcome of ongoing discussions related to the Acrisure relationship, members could temporarily lose access to existing health insurance advisory services as well.

In discussion, members considered whether to formally cease or pause the initiative, with a preference expressed for a temporary pause rather than termination. It was agreed to defer action and revisit the issue at the next meeting, allowing time for further discussions and communication with membership regarding the rationale.

Agenda Item #9: Break

No break was taken.

Agenda Item #10: VLCT Board Appointments

Jessie Baker presented the VLCT Nominating Committee Report. The Nominating Committee reported that it had met recently and identified three current vacancies on the board. After discussing potential strategies, the committee recommended appointing Wilmington Town Manager Scott Tucker to fill the vacant seat with a term expiring in October of 2026. Karen Barber moved to appoint Wilmington Town Manager Scott Tucker to the VLCT Board of Directors. Ann Lawless seconded the motion. The motion was approved unanimously. Staff will notify Scott of the decision, and the Board will revisit the remaining vacancies at a future meeting.

Agenda Item #11: 2025 Financials

Seth Abbene presented the 2025 Q4 financials and the 2025 Financial Report.

Jessie Baker moved to accept the 2025 Q4 financials. Ann Lawless seconded the motion. The motion was approved unanimously.

Agenda Item #12: Legislative Update

Ted provided a legislative update including information about:

- Efforts to repurpose revenues from the Local Option Tax that have accumulated in the PILOT Special Fund.
- Act 181 (Act 250)
- Labor law changes that clarify municipal officials are not subject to minimum wage laws
- Municipal zoning of agriculture

Agenda Item #13: Executive Director Evaluation

Jessie Baker noted that the Board needs to discuss the evaluation of the Executive Director.

Agenda Item #14: Executive Session

Jessie Baker moved to enter executive session to discuss the appointment, employment or evaluation of a public officer or employee in accordance with 1 V.S.A. §313 and inviting Ted Brady to participate in some or all of the discussion. Mike Hogan seconded the motion. The motion was approved unanimously. At 1:59 p.m. the video was stopped and all staff exited the room.

At 2:15 the Board exited executive session and took no action.

Agenda Item #15: Other Business

No other business was conducted.

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Agenda Item #16: Adjourn

Ann Lawless moved to adjourn. Karen Barber seconded the motion and the meeting adjourned at 2:20 p.m.

Respectfully submitted,

Jeremy Weiss,

Membership and Administrative Coordinator

As approved by VLCT Board of Directors Thursday, April 16, 2026.

View Meeting here:

https://us06web.zoom.us/rec/play/d1LYM9Z4udeVMOT50Zb9AU0Lf6KMI84c9m8fc01AxQfjKRFP-4cco6xA_5C9uJ3uDNJECpEUJvpB4UiG.KGQdrvB--X8mXkd7