

## **AIAVT - BOARD OF DIRECTORS MEETING MINUTES - APPROVED 2/21/12**

January 10, 2012 / Truex Cullins / Montpelier, VT

**Attending:** Tom Bachman (Vice-President), Joseph Cincotta, Barbara Conrey, Gary Corey, Lauren Davis, Richard Deane, Cam Featherstonhaugh, Diane Elliott Gayer, Katie Hill, Michael Hoffman, Harry Hunt (Immediate Past-President), Diantha Korzun (President), Carol Miklos (Executive Director), Kevin Racek, Lisa Rovner, Aron Temkin, Maura Wygmans (Secretary/Treasurer). **Missing:** Aaron Cayer, Daniel Johnson.

**Called to order:** 6:15 pm

**Minutes:** November 2011 minutes were approved.

### **Welcome to New Board Members:**

Diantha welcomed new board members Gary Corey, Richard Deane, Diane Elliott Gayer, and Kevin Racek. Board packets were distributed to all, included the "AIAVT Board of Directors Manual," bylaws, contact information of board members, and conference calling instructions. Conference calling will be available at all board meetings for those who cannot make the drive. Diantha briefly explained the committee structure and importance of all board members serving on committees. Board members were reminded to include "AIAVT" at the start of the subject heading for all board email. Contact sheet was distributed among all present for corrections. Revised version is attached.

### **Committee Reports:**

#### Executive & Long-Range Planning

- It was noted that the membership of the executive committee and long-range planning committee are identical. Harry made a motion to combined these into one committee, and make a separate development committee. Lisa seconded, motion passed. Board of directors manual needs to be updated to reflect the change.

#### Programs

- Proposed 2012 program schedule was distributed for discussion. Two of the board meetings were moved to the Rutland/Middlebury area in recognition of increased southern representation on the board, and several other items were adjusted. See attached markup of the program schedule.
- Based on feedback (some good, some not) on the recent annual meeting, a survey will be sent to all members to determine what they want from the annual meeting.
- Diane expressed interest in forming a stand-alone environmental committee, similar to other states. Board generally agreed this was desirable. For now, the nascent environmental committee will live within "Programs"/"New Englands," but hopefully this can be expanded in the future.

New Englands - nothing reported

#### Golf Tournament (Lisa)

- Board is still undecided about holding Golf Tournament in 2012. The golf committee thinks it is impossible given the additional effort needed to host New Englands in 2012. Most of the previous members of the golf committee are unable to continue due to other commitments, so a new committee would need to be assembled. Carol noted two people have expressed interest in joining the committee, but neither wants be chair. A spring tournament might be a possibility for 2012, rather than the usual fall tournament. There is sufficient money in the scholarship fund to award scholarships for the next two years without additional income from the golf tournament.
- Board asked Lisa to discuss the feasibility of a 2012 tournament with the two new people and report

back.

### Public Policy

- At the June 2011 retreat, it was agreed that it was too much for the President to chair Public Policy, and that the chair should be an interested person who can provide continuity in the position for multiple years.
- Committee needs someone to take over Hanne's previous efforts at monitoring legislation.

### Communications

- Maura would like to make better use of 21st century technology at our events, especially New Englands.

### Development

- Made a stand-alone committee, as described above.
- Carol noted that development is very important to the organization, and asked for more support from the board and more committee members.

Emerging Professionals - nothing reported

### **Committee Sign-Ups**

- Committee membership: Carol noted several new people have volunteered for committees, especially public policy. Diane noted that many members do not realize that committee membership is open to all.
- See below for summary of updated committee structure and membership, as discussed during the board meeting.

### **Executive Director Position**

- Based on input from legal counsel, the executive committee recommended that executive director be made an employee of AIAVT, rather than continue as a subcontractor. Legal counsel also recommended we obtain proof of auto liability insurance if the executive director is using a personal car for AIAVT business.
- Harry made a motion to make the executive director an employee position, Maura seconded. Motion was approved.
- The executive committee presented a proposal to the board for a compensation package for the executive director as an employee.
- Joseph made a motion to empower the executive committee to enter into negotiations with Carol Miklos on the proposed executive director compensation package, and to report back to the board on the results. Tom seconded. Motion was approved.

### **New Business**

- Form Based Code Workshop - Barbara reported that Burlington has obtained a HUD grant for waterfront planning, and that the city has asked if AIAVT would be interested in participating in a workshop/charrette on form-based codes that begins January 24. Board agreed that Barbara should express interest, but we need to know more about what they are asking of us before committing. (See <http://www.burlingtonvt.gov/PlanBTV/> for event details.)
- Charitable Status - Katie requested clarification of AIAVT's status as a charitable organization, are donations to the Hanne Williams Memorial Scholarship fund tax deductible. Carol confirmed that they are not tax deductible as charitable giving as AIAVT is not a 501c3 organization. Joseph noted that he

had been involved in setting up a 501c3 charity under the auspices of another organization and that it was very easy; something for the board to consider in the future for the scholarship.

- Due to time limitations, other items listed in the agenda as "New Business" will be addressed via email.

**Next Meeting:** Thursday February 16 at Gossens Bachman in Montpelier.

**Adjourn:** 8:25pm

Respectfully submitted by Katie Hill, Secretary  
1/12/2012

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### **Summary Committee Structure & Membership - PLEASE REVIEW**

#### Executive & Long-Range Planning

Diantha Korzun (chair), Tom Bachman, Maura Wygmans, Harry Hunt

#### Programs

Tom Bachman (chair), Aron Temkin, Cam Featherstonhaugh, Gary Corey

#### New Englands

Barbara Conrey (co-chair), Lisa Rovner (co-chair), Diane Elliott Gayer, Maura Wygmans

#### Emerging Professionals

Cam Featherstonhaugh (chair)

#### Golf Tournament

(chair & members needed!)

#### Public Policy

Barbara Conrey (chair), George Turner, Jesse Beck, David Epstein, Katie Hill

#### Communications

Maura Wygmans (chair), Thomasina Magoon, Joseph Cincotta, Lauren Davis, Kevin Racek, Steve Clark

#### Development

Richard Deane (chair), Gary Corey, current Treasurer (=Maura Wygmans)