

VAST BOARD OF DIRECTORS MEETING
Approved at the July 27, 2020 meeting

OFFICERS PRESENT

President, Tim Mills
Vice President, Jeff Fay
Secretary, Jim Hill
Sonia Koehler, Treasurer

DIRECTORS PRESENT

Addison: Lewis Barnes
Bennington: Vacant
Caledonia: Kevin Gammell
Chittenden: Pat Poulin
Essex: Mike Daley
Franklin: Mike Burns
Grand Isle: Dave Ladd
Lamoille: Ellis O'Hear
Orange: Juliann Sherman
Orleans: Roger Gosselin
Rutland: Curt Marecheaux
Washington: Mark Reaves
Windham: Drew Fraser
Windsor: Dick Jewett

ALTERNATE DIRECTORS PRESENT:

Windham: Ivor Stevens
Orleans: Milo Day
Essex: John Orłowski

STAFF PRESENT:

Executive Director: Cindy Locke
Trails Administrator: Matthew Tetreault
Trails Manager: Ken Brown
Technology & Media Manager: Beth Flint
VAST/LVRT Associate: Peggy Whiteneck

GUESTS:

Patty Companik, Chair, Awards and Nominating Committee
Scott Daniels, Vice President, Bennington County
Stan Choiniere, President, Windsor County
Ed Hebrabrand

Tim Mills called the remote attendance Zoom meeting to order at 6:08 PM.

Approval of Agenda

MOTION:

Curt Marechaux moved and Mark Reaves seconded approval of the agenda as circulated.

Motion carried.

Secretary's Report

Corrections were noted for the meeting date (May 26, not April 26) and the spelling of Director Ellis O'Hear's surname. Roger Gosselin raised the question about how much discussion detail to include in the minutes. It was agreed that minutes should include discussion highlights as they relate to Board decisions.

MOTION:

Mark Reaves moved and Dave Ladd seconded that the minutes be approved with the noted corrections. ***Motion carried.***

Treasurer's Report

Treasurer Sonia Koehler noted that the financials show income above expenses resulting from a low snow season and disruptions from Covid 19. There was a question about whether the PPP money VAST has received from the state to assist in the Covid pandemic is a grant or a loan. Cindy Locke responded that we can expect this to be a grant, as our financial advisors have indicated we have followed all state requirements for PPP loan forgiveness.

MOTION:

Lewis Barnes moved and Mark Reaves seconded that the treasurer's report be accepted.

Motion carried.

Tabled Items

TMA Status, Caledonia County

MOTION:

Mark Reaves moved and Lewis Barnes seconded that this item be un-tabled for Board discussion at today's meeting. ***Motion carried.***

Cindy reported that VAST has still not received word from the Caledonia County club on their outstanding TMAs despite repeated offers of assistance and attempts to communicate with club officers. Outstanding TMAs from the club total \$35,000. Cindy also noted there are outstanding TMAS from several other clubs, for a total of \$54,890, including the largest portion from Caledonia, but she expressed a high degree of confidence that the other clubs will come in. Ken Gammell said that club officers claim they sent in the TMAs, but Cindy asserted that the VAST office has *not* received the outstanding TMAs. It was also noted that the club has never resolved outstanding issues with TMAs from the prior season. In his role as Director for Caledonia County, Ken Gammell was asked to actively assist in resolving this year's impasse with the club.

MOTION:

Mark Reaves moved and Curt Marechaux seconded that the item be tabled again until the July Board meeting. ***Motion carried.***

Consent Calendar

There is nothing pending.

Old Business

LVRT Status

Cindy Locke reported that VAST is still waiting for passage of the capital bill to include the funding from the legislature for the state to take over the construction of the LVRT. Ken Brown reported that repair work on the trail in Johnston is underway at an estimated cost of \$10,000, which will be covered by donations already received.

Long Range Planning Committee Update

Mark Reaves, chairman of the committee, reported that it has been meeting regularly. Zoom meetings with the clubs to present plans for transition to an online ordering system for TMAs have been well attended, with good representation from across the state. Decisions the Board will need to make will include 1) choosing one of the two options for pricing, 2) action on the proposal for rider relief subsidy by VAST, and 3) how to handle club assignments in online registrations, as Zoom meetings with clubs showed strong feelings on that issue. Cindy will type up a paper on the outstanding issues and send it out to Board members in advance of a July Board vote. She also offered to attend any county meetings to discuss the plan for online transition.

Mark noted that the Planning Committee is also working on plans for the VAST Annual Meeting; grooming contract implementation, pending the Resource Committee's report; and insurance issues, including the need to stabilize costs. Cindy Locke will explore insurance options, including captive insurance.

Cindy Locke reported that an outdoor live gathering is becoming a viable option for the Annual Meeting, as, by September, state guidance may allow for as many as 150-200 people to gather with safe distancing, which would give us the opportunity to have at least one representative from each club. Mark observed that consistency with the Bylaws as relate s to Annual Meeting will also need to be addressed.

New Business

Resource Committee Update

Board President Tim Mills has appointed the following people to this committee: Ivor Stevens, Ellis O'Hear, and Perry Armstrong. Cindy Locke will staff the committee. The first meeting is scheduled for this month. By way of history for this ad hoc committee, Cindy explained that it is basically a research committee whose work will enable the Board of Directors to make informed decisions about complex or controversial issues.

VAST Audit Update

Cindy Locke reported that the audit is almost complete and emphasized that it includes all aspects of VAST operations, including but not limited to financials. She said that, going forward, the audit will be less expensive for VAST once the management of the LVRT is transferred to the state. There was discussion at this meeting about VAST's annual audit of a small number of individual clubs. This year, the club selection, which would normally be done in May, has been on hold because of challenges to clubs from the Covid pandemic's disruption of their activities. We don't yet have a comprehensive system to help all the clubs get up to speed for an audit, and, given the unusual circumstances of this year, it seems unfair to choose clubs to audit without having such a system in place. Juliann Sherman volunteered to work with Cindy to develop a training kit and instructions that are understandable from a club perspective.

MOTION:

Mark Reaves moved and Pat Poulin seconded that VAST suspend the club audit for this year.

Motion carried.

Financial Projections and TMA Counts

Financial reports and year-end projections were included in the Board packet. Cindy Locke noted that she is working on a budget for fiscal year 2021 for the Board to address at its July meeting. Given uncertainties related to snow cover and the impact of any future Covid restrictions, the budget projects the same TMA income for the coming year as for the 2020 season.

Zoom Meetings with Clubs

Although these meetings have been aimed mostly at presenting the rationale and process for a transition to online TMAs, they are also general interest meetings for any questions or concerns clubs might have. They are held on Tuesdays at 5:00 PM. Cindy Locke asked that people email her with any requests for additional dates and times.

Staff Reports

ED Reports

Looking ahead, Cindy noted that live meetings at the office are still difficult to hold with proper social distancing for Covid prevention. In particular, there isn't room enough to accommodate a socially distanced Board meeting. The office is opening back up for daily hours, with masks available for those who come without them.

Cindy reported that Scott Westlake, Director from Bennington County, had sent her an email resigning from the Board, which he hadn't sent to Board members. The county will need to follow up to vote for a replacement.

Trail Administrator Report

Nothing to report.

LVRT Report

Covered earlier in the meeting.

Committee and Other Meeting Reports

Northeast Chapter and USA – Pat Poulin reported that the organization held its Annual Meeting last week, at which officers were elected. Scholarships were also awarded. Planning for the Big East Show and for events in New Hampshire and Massachusetts is proceeding as allowable.

VT Snow Trails Conservancy – Jim Hill, VSTC President

Property in Cambridge has been donated to the trail system and will become part of Corridor 7.

Law Enforcement Committee

The committee met last week and meets as often as twice a month. The committee is focused on snowmobile law enforcement training and on standardizing enforcement and what policing departments charge VAST for that enforcement.

Multiuse Committee

This committee is now dormant (not meeting).

Lamoille Valley Rail Trail Committee

Covered earlier on the meeting.

Awards and Nominating –

Chairman Patty Companik said the awards are on track and the next focus will be on developing profiles of the awardees.

By-laws and Policy

Chairman Jeff Fay reported that any Bylaws implications for online TMAS will be a focus of future meetings.

Annual Meeting – Cindy Locke

Previously covered in the meeting.

Executive Committee – Tim Mills, President

Nothing to report at this time.

Finance Committee – Sonia Koehler, Chair

Previously covered in the meeting.

Long Range Planning and Organizational Goals – Mark Reaves, chair

Previously covered in the meeting.

Resource Committee

Previously covered in the meeting.

Personnel

Chairman Jeff Fay noted that evaluation sheets have been previously sent out to the members of the Board. He asked that the six responses still pending get sent to him in the next day or two in anticipation of an Executive Session.

Trails – Jeff Fay, Chair

Nothing to report at this time.

Safety – Pat Poulin, Chair

Nothing to report at this time.

Governor’s Council – Pat Poulin, Chair

The final meeting of the season was held in June via Zoom, with good attendance. The SSTP budget was approved at that meeting.

Adjournment

MOTION

There being no further business, Curt Marechaux moved and Pat Poulin seconded that the meeting be adjourned. ***Motion carried*** with the meeting adjourned at 7:08 PM.