

Governance Group, January 5, 2017

Meeting notes

Present: Aaron Frank, Ann Janda, Dawn Francis, Rick McGuire, Lee Krohn, Charlie Baker, Ray Coffey, Geoff Urbanik, Joe Colangelo, Al Barber, Dan Manz, Steve Locke, Steve Bourgeois, Trevor Whipple, Kevin Dorn, Tom Hubbard

Organizational structure of this governance group...no need for formal creation or appointment at this time... but was seen as helpful to separate into governance and technical subcommittees, and to clarify roles/responsibilities... keep informal for now, with the understanding that the technical subcommittee reports to the governance group through its Chair. Motion by Dorn to create a separate the governance group from the new technical subcommittee; seconded by Colangelo and approved unanimously.

Missions/purposes were proposed for each committee. Motion by Dorn that Steve Locke chair the technical subcommittee, and recruit members as he sees fit to move forward; seconded by Francis and approved unanimously.

The Jan. 2 draft governance document was reviewed. Idea is eventually to plug this into the Deltawrx study, then roll this out to legislative bodies. Focus on how new entity would be governed. Options were described, with pros and cons for each: contracting, RPC model, CVPSA model, hybrid approaches – RPC intermunicipal service agreement, RPC establish a separate nonprofit, municipalities form a separate nonprofit, interlocal police service model, municipalities form an intermunicipal district. Legal questions arise from each option. Are there other questions we should be asking? Non-profit might distance legal responsibility and liability from the RPC, as well as governance (if only 6 of the 19 municipalities are actually joining, then only those 6 might govern, not the entire RPC Board). A union municipal district is clearly possible, no need for legislative action, but needs affirmative votes of all municipalities seeking to join.

Nonprofit concepts likely quickest if legal. Option of hybrid for RPC approach as an interim starting point, with an intermunicipal union district as the endgame – may be the most achievable approach. Examples: Winooski park district, tri town sewer district (Essex, Essex Junction, Williston). Why not RPC model (1)? Concern if larger 18 member RPC board voting on key issues affecting only a subset of munis (union contracts, etc). Can bylaws limit reach and governance and \$ liability...Exec comm not as worried...never had an issue with nonparty towns making it difficult for the others... start from position of mutual trust. Would need to clarify who holds a bond, \$ responsibility, etc. Keep bigger picture in mind toward other possible services like CUSI, and what model might be desired long term? Exec. Committee will support what the munis desire. Nonprofit or district limits the risk of broader RPC strength and governance. Concerns if things go awry... grievances, etc.. who decides/governs?

Recommendations from Deltawrx: to whom does an Exec. Dir. report? Board of Town Managers/Chiefs, executive level. Consider if should be Dept. Chiefs in the services, to deal with labor, etc. Deltawrx suggests it's typical to have a governing board of Chiefs, but most regional dispatch models have a "host agency" that provides executive governance

Approach – incremental pre-merging, or "one large merger"?

Incremental, as suggested by Colchester (already dispatches Milton, had talked with Winooski, and with Essex more recently), could allow navigating technical and labor issues in manageable steps; merge 6 into 3 in next year, show progress, keep goal in clear view of eventually one dispatch entity, with strategic matchmaking toward overall goal.

South Burlington suggested much better to do all at once rather than multiple times. Potential risk that first few towns to merge are satisfied, and stop there. Does an incremental approach dilute the focus on truly regional dispatch? What about the PSAP matter and the goal of faster response time with a single entity? Interim consolidation doesn't solve that. Still have technical/interoperability issues to resolve, and an incremental approach may end up more costly and more complex in not merging these all at once.

Further discussion ensued on the pros and cons of incremental vs “one large merger” approach. If incremental approach saves some \$, that can go toward hiring an Exec. Dir. Management issues may be simpler, but the operational/history/technical issues are complex. Incremental may make ultimate merger easier, as eventually, fewer to merge.

Since full consolidation, offers maximum potential savings and operational efficiency, may be better to keep focus and momentum toward that ultimate goal. Eventual consensus to work toward this goal, rather than an incremental approach.

Suggestion: get HR directors together to understand differences in salaries, benefits , and other related matters .

3 options seen as most likely:

RPC – legal questions of delegation to another board;

Hybrid RPC providing interim services in conjunction with Intermunicipal district.

Hybrid RPC providing interim services in conjunction with t nonprofit.

All options await legal counsel.

CCRPC has submitted questions to legal counsel; any other questions we should be asking?

Next governance group meeting on 1/20 at 12:00 Noon. Dial in Liz and Donald again.

Draft presentation webinar by Deltawrx at 12:00 Noon, 1/25 at South Burlington City Hall with core team.

In person presentations by Deltawrx: Tues 1/31 12:30-2:30 staff briefing; evening for board/council members, both at South Burlington City Hall main conference room or PD; 7:00 P.M.

Respectfully submitted by Lee Krohn, AICP.