

Counseling Service of Addison County, Inc.  
Board of Directors Meeting Minutes  
109 Catamount Park, Middlebury  
**May 9, 2019**

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**Board members attending:** Louise Sandberg, President; Barbara Doyle-Wilch, Vice President; Kitty Oxholm, Secretary; Joanne Scott, Treasurer. Members at large: Sarah Audet, David Hallam, Lewis Holmes, Gary Margolis, David Roberts, Len Rowell, Jane Spencer, Ted Tighe. Absent: David Andrews  
**Staff attending:** Rachel Cummings, Executive Director; Bill Claessens, CFO; Alexa Euler, HR Director; Jenn Staats, Executive Coordinator and recorder.

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Louise Sandberg called the meeting to order at 4:30 PM.

**Mission Moment: Rachel Cummings, Executive Director**

**JOBS:** Rachel shared a letter about a successful job placement from employment manager, Molly Brown. The letter reinforces the importance of meaningful work, and demonstrates that CSAC staff is open to checking their own preconceptions and assumptions. Rachel will visit this client's current jobsite with Molly within the month. Rachel discussed that it has been very important to her to touch base with as many staff and programs as possible in her first few months as Executive Director. The discussions are valuable. Staff and board one-on-one meetings will schedule continue, as well as meetings with community partners and business leaders in the months to come.

Also: **Kids in Foster Care:** in a recent outcomes report, data indicates that, for children in foster care, children in Addison County "shine" over other Vermont counties with a two times greater success rate. The common denominator is affiliation with CSAC.

**Speaker: Kitty Oxholm, Board Secretary**

**Vermont's Open Meeting laws:** The decision to follow Vermont Open Meeting Laws was agreed to by the Board many years ago. Kitty presented changes for board members to be aware of, and also went through the requirements for special meetings, emergency meetings and executive session. The executive coordinator is responsible to meet a number of requirements. Discussion lead to a suggestion to determine whether CSAC is legally required to follow Open Meeting laws and to create an ad hoc committee to review CSAC by-laws.

**Decision and Review Items**

**Approval of Minutes of April 11, 2019:** Barbara Doyle-Wilch moved and Gary Margolis seconded to accept the minutes of April 11, 2019. Sarah Audet asked that her first name be corrected to include "h." Vote was called and passed to accept the minutes with this minor change.

**Approval:** Resolution presented by Kitty Oxholm to add language to the CSAC website stating that the Board of Directors meets on the second Thursday of every month at 4:30pm at 109 Catamount Park, Middlebury, Vermont, and that the public will be apprised to any adjustments to time and/or place. David Hallam moved and Gary seconded to accept the resolution. Vote was called and passed.

**Policy Approval:** Automobile liability insurance coverage policy (F6): Alexa Euler presented a draft for changes to the auto insurance policy. Barbara moved to approve the policy for auto liability insurance coverage, David H. seconded the motion. Vote was called and passed.

**Committee Reports**

**Advisory Committees:** There are upcoming meetings for Family Advocacy (DS) and Youth and Family.

Nominating Committee: Len Rowell asked if there was interest in increasing the number of Board members (which currently stands as 13). The Board agreed to not increase membership. Sarah Audet suggested that a board matrix be developed.

Development Committee: Jenn Staats will set up a time for the committee to meet in the next few weeks.

Executive Committee:

1. Discussion of the FY2020 budget was premature and will be discussed in June.
2. Discussed the evolution of the Thursday morning meetings of the Executive Director with Board officers (“CO4”/”CO5”). This began as an opportunity for the ED and Board President to meet and grew to include all the board officers during the Executive Director search. No decisions were/are made during these meetings; there has been brainstorming and discussion. Currently the group is seen as a “transitioning group” to guide Rachel’s on-boarding. The future role and participation in this group will be Rachel’s decision.

Ad hoc by-laws committee will be organized.

**Business and Financial Report: Bill Claessens, CFO**

Monthly and quarterly reports: The quarterly reports reflect the last eight quarters, per request. Adjustments will be made to the descriptive content on the dashboard graph for the next meeting. There were brief comments and discussion.

**HR: Alexa Euler, Director of HR**

Salary and benefits: Presented. Discussed whether this can be presented quarterly.

Injury report for 2018: Categorized by department by types of injury and the severity; largest category is “slip and fall.” Overall trend is positive; our insurance premiums should reflect these positive outcomes.

Retirement plan documents: A committee project (Louise, Joanne, Alexa, Bill and the ED) which included advisors, and an attorney with retirement expertise. “Re-enrollment” will be implemented July 1, 2019; beginning in 2020, employee contributions will rise by 1% automatically until 5% is reached. In-service deductions will replace discontinued early retirement component. Alexa requested that the board support resolutions describing changes to be adopted to the retirement plan. Kitty moved that the Board support the resolutions, Len Rowell seconded the motion. Vote was called and passed.

**Executive Director’s Report**

CSAC’s annual hosting of the Friday night community supper at the Congregational Church of Middlebury will be June 21<sup>st</sup>. An all-staff meeting is slated for June 6<sup>th</sup>. Please make a dessert.

Rachel gave a brief summary of the current legislative session business, including allocation of money for *My Pad* (alternative housing for adults with acute mental health needs).

Rachel asked that the board be mindful of impending discussions/decisions about DS reform.

Rachel asked that there be an executive session to discuss an employee matter in which premature general public knowledge would put persons and/or the agency at a substantial disadvantage. Gary moved to enter into executive session under 1 VSA, Section 313(a)(1) to so that Management might alert the BOD of potential litigation or prosecution; seconded by Barbara. The session began at 6:32. Lewis Holmes made the motion to leave executive session and was seconded by Ted Tighe, ending the executive session at 6:55.

Meeting adjourned at 6:55 PM.