

1 **Southwest Vermont Regional Technical School District (SWVRTSD)**
2 **Regional Governing Board Meeting Minutes: September 19, 2005**
3 Library, Arlington High School

4
5 Members Present: Jean Bacon; Bob Burgess; Mary Ann Carlson; Claude DeLucia; Kevin
6 Goodhue; Leon Johnson; Ed Letourneau, Clerk; Lance Matteson, Chair; Jon Peaslee.

7
8 Staff and Others Present: Greg Lewis, Business Manager (arrived 6:20pm, left 8:15pm); Jim
9 Marsden, MAU Building and Grounds Director (arrived 6:25pm, left 7:35pm), Donna Oyama,
10 Director; Rick Pembroke, SVSU Business Manager (arrived 6:25pm, left 7:35pm); Doug Webster,
11 Vermont Department of Education (left 6:35pm).

12
13 Videotaping for CAT-TV: Matt Garland, CDC Student.

14
15 Recorder: Richard Bump
16

17
18 Matteson called the meeting to order at 6:00pm and asked board and staff members to introduce
19 themselves. Matteson also noted that this is the first time since the RGB started traveling around
20 the district that there has actually been a member of the board from the area being visited, and
21 welcomed Carlson again to the Board.

- 22
23 1. Public Comments: None presented.
24
25 2. Industry Based Credentials: Matteson introduced Webster to the board noting that Webster
26 is the Industry Skills Standards Coordinator with the Vermont Department of Education
27 (VTDoE) and comes from a strong engineering, industrial and manufacturing background.
28 Matteson further noted that Webster is involved in generating industry based standards,
29 rather than academically generated standards, for use in technical schools throughout the
30 state. Webster then distributed and reviewed a document he used in an industry skills
31 credentials presentation at a *High Schools That Work* conference recently held in Nashville
32 TN. During the presentation, Webster noted that
33 - industry based credentials are used to certify individuals who have gained a
34 proficient amount of skills and knowledge within a certain industry or service area
35 (automotive, culinary, metalworking, hospitality, construction, childcare, welding,
36 information technology, as examples)
37 - these certification programs are designed to attract those students who do not
38 finish college to try to achieve credentials in technical, industrial or service
39 professions
40 - the goal of this initiative is to increase the number of students in secondary and
41 post secondary (grades 11 - 14) institutions with a nationally recognized
42 certification in specialized areas (NIMS, NATEF, ProStart, IT, AWS, NCCER, etc)
43 or certificates of proficiency in more general career clusters (automotive, childcare,
44 etc)
45 - certification requirements are both "process and content" and include traditional
46 academics (English, math, science) as well as technical instruction and applied
47 training
48 - technical schools and career centers are better equipped to provide certification
49 training than a traditional high school (although there are some applications that
50 are appropriate for a high school)
51 - the CDC manufacturing scenario assessment is one such example of use of
52 industry based credentials within the technical center environment
53 - industry based credentials facilitate curriculum design, help determine teacher
54 qualifications, expedite articulation agreements with colleges and universities, and
55 tend to engage employers in workforce preparations (including skill assessment,
56 job recruiting, and program improvement)

- 1 In subsequent discussion, members and staff noted that
- 2 - all CDC programs have either an industry recognized credential (such as a CPR in
 - 3 Medical Professions), or award college credits (such as the Child Care program
 - 4 which links with CCV and VTC)
 - 5 - the credential programs can be carried over into adult education offerings and can
 - 6 be segmented into a series of modules (for both day and adult students), such that
 - 7 the student can progress at his/her own pace
 - 8 - a Personal Care Associates (PCA) certification program is being developed in
 - 9 incremental modules
 - 10 - employers are becoming more aware of these credentials and are beginning to
 - 11 make hiring decisions based on whether or not the candidate has the appropriate
 - 12 credential ("credentials preferred" is a statement often included in more recent
 - 13 want ads)

14 In closing comment, Webster recommended that all credentials need to be evenly balanced

15 between technical, workplace, and academic skills and knowledge. Members thanked

16 Webster for his presentation.

17

- 18 3. Wood Chip Heating System at Mount Anthony High School: After noting that the Lease
- 19 Agreement between CDC and MAU (which is still in draft format) mandates discussion (at
- 20 least) between the two institutions about any capital project either institution is considering
- 21 which will cost the CDC in excess of \$10,000, Pembroke reported that MAU approved the
- 22 proposal for the wood chip system at its 9/12/05 meeting, and that he has provided RGB
- 23 members with a wood chip heating system project schedule, budget, cash flow, and break
- 24 even analysis, all of which were included in the Agenda packet. Pembroke further noted that
- 25 - the total project cost is \$1,577,827 (design, construction, debt service, etc)
 - 26 - state reimbursement currently is 90%
 - 27 - CDC's portion of the remaining cost will be between \$50,000 - \$75,000.

28 Marsden reported that two sites are currently under consideration for a stand alone 30/40' X

29 40/60' building on the north and east sides of the campus (the architects are making a site

30 visit this week) and will heat all 225,000 sq ft of the MAU/CDC facility. Marsden also noted

31 that the three boilers in the current system are reasonable new, the roof is fairly new, and

32 both he and Johnson suggested that it would be difficult to locate any other activity which

33 would have the energy payback that the wood chip system has (18 months, with 90% state

34 reimbursement). Marsden also noted that final design has not yet been completed, and that

35 the system will be larger than the one recently installed in the new middle school. In

36 subsequent discussion, Pembroke and Marsden variously noted that

- 37 - Truex Cullens, the project architect, developed the cost estimates for the project
- 38 - part of the break even analysis was based on comparison of the cost of generating
- 39 a certain number of BTU's using a wood chip fired system and an oil fired system
- 40 - the current heating system will be maintained and will be used during the 'shoulder'
- 41 seasons (80% energy costs will be wood chip, 20% will be oil - and the wood chip
- 42 figure can be improved with more experience with the system)
- 43 - the system will also produce hot water throughout the facility
- 44 - although the proposal for architectural and related services was not bid out, Truex
- 45 Cullens has already built five wood chip systems
- 46 - Cathy Hilgendorf, the administrator at VTDoE who is in charge of school
- 47 construction, "encouraged" (Pembroke) MAU not to bid for architectural and related
- 48 services, and that it is better to continue to work with an architectural firm with
- 49 whom the district has a good relationship (Truex Cullens was the architect for MAU
- 50 Middle School)
- 51 - the MAU board decided not to bid formally for architectural and related services
- 52 because there is a solid and established relationship with Truex Cullens, because
- 53 a formal bid would delay the project by one construction year, because no one is
- 54 sure how long the state will continue to reimburse districts at 90% for this kind of
- 55 project, and because VTDoE suggested that it is not necessary
- 56 - no costs have been expended on the project to date

- 1 - the construction portion of the project has to be bid out
- 2 - architectural service fees will be submitted to the RGB
- 3 - the MAU decision to go forward with the project is not contingent upon state
- 4 reimbursement at 90%
- 5 - MAU will "probably" finance the project over 20 years, if state reimbursement is not
- 6 received
- 7 - even if there is no state reimbursement whatsoever, net savings in energy costs
- 8 (wood chip vs. oil) will be \$10,000 greater than the debt service (principal plus
- 9 interest) when that debt is spread over 20 years
- 10 - if there is no state reimbursement whatsoever, total project cost financed over 20
- 11 years would be about \$2.5M of which CDC would be expected to pay 25%, and
- 12 this is the worst case scenario
- 13 - if the state decides to change the reimbursement rate (and there is no indication at
- 14 this time that it might), it is highly unlikely that the rate would drop below 30%
- 15 which is the usual reimbursement rate (and so this would probably be the worst
- 16 case scenario)
- 17 - if there is a positive community vote in March 2006, the project will be placed in the
- 18 state budget beginning July 2007, with payment no earlier than that date
- 19 - there are two other schools investigating constructing a wood chip system
- 20 - wood chip systems are clean, environmentally friendly, and use a renewable
- 21 energy resource
- 22 - wood chips for the MAU Middle School are bought from two local mills
- 23 - there appears to be no shortage of wood chip material available in forests and
- 24 parks, and newer technologies are investigating whole tree harvesting
- 25 - the 25% increase in the budgeted cost for wood chips from one year to the next
- 26 (as shown in the break even analysis) is very conservative, and anticipates a rise
- 27 in transportation costs
- 28 - CDC currently pays 25% of the MAU/CDC heating system costs, as agreed upon
- 29 in the negotiated allocation formula.

30 Peaslee moved and Johnson seconded a motion to support the wood chip heating system
 31 project as proposed [and for clarity in these Minutes, this is MOTION 1]. Matteson and
 32 Johnson then engaged in a lengthy discussion wherein

- 33 - Matteson insisted that Johnson should recuse himself from acting on this motion
- 34 due to a perceived conflict of interest because Johnson is also a member of the
- 35 MAU board with whom the CDC board is in negotiations on this issue, and
- 36 - Johnson noted that he ran separately and publicly for both the MAU board and the
- 37 RGB, that he swore to uphold the duties of both boards, that by policy definition he
- 38 is not in a conflict of interest position, and therefore insisted that his second to the
- 39 motion should be allowed to stand.

40 Both Matteson and Johnson agreed to research the issue further, with Matteson noting that
 41 he would publicly apologize if it turns out his position is incorrect. After Goodhue seconded
 42 Peaslee's motion [MOTION 1], Pembroke reiterated his statement that in the spirit of the (as
 43 yet) unsigned lease agreement, he was presenting this proposal to CDC because it will
 44 entail a capital expense to the CDC in excess of \$10,000. Members and staff then engaged
 45 in an extended conversation noting that

- 46 - the footprint of the new building will not affect the 25% space allocation formula
- 47 - state reimbursement for the middle school wood chip system was 50%, although
- 48 MAU tried unsuccessfully to increase that to 90%
- 49 - the project timeline is pressured by the uncertainty of how long the state will
- 50 guarantee the 90% reimbursement as well as by wanting to bid the construction
- 51 portion of the project before the end of January such that the community will have
- 52 a real figure (rather than an estimate) on which to vote in March 2006
- 53 - given the \$10,000 savings in energy costs in the worst case scenario (no state
- 54 reimbursement at all), there could actually be a reduction in the tax rate, all other
- 55 operating costs held equal
- 56 - because of the size of the system an air quality permit will be needed, and this

- 1 should not be problematic
- 2 - electricity and maintenance costs are included in the break even analysis
- 3 - costs for the design and construction of the middle school wood chip system were
- 4 embedded within the overall budget for the middle school, and direct cost
- 5 comparisons between the two systems would not necessarily be conclusive (the
- 6 high school system is larger, the middle school system was constructed and
- 7 installed along with the overall construction of the whole middle school)
- 8 - the state requires a second/redundant system, and the oil fired will be used as
- 9 needed and especially during spring and fall
- 10 - given the extreme fluctuations in the oil industry, a wood chip system also provides
- 11 greater operational security (what happens if the oil supply is significantly reduced
- 12 or cut off?)
- 13 - there will be no impact to the CDC/MAU campus except for where the pipes from
- 14 the burner come into the MAU building
- 15 - although the CDC and MAU need to reach an agreement on this project, the voters
- 16 have ultimate approval.

17 After noting that she is in support of the underlying concept of the proposal, Bacon
18 expressed concern that the design component of a project this size was not put out to bid.
19 In response, members iterated many of the points made above (DoE opinion, track record
20 with the architect, middle school system can't be directly compared with the high school
21 system, etc) and stressed again the positive "cash flow logic" (Matteson) of the proposal,
22 and that the voters will have final approval. Matteson then called for a vote on the motion
23 [MOTION 1], with Peaslee, Johnson, Matteson, Carlson, Goodhue in favor; DeLucia,
24 Burgess, Letourneau, and Bacon opposed. Disallowing Johnson's vote, Matteson then
25 declared the vote four in favor, four opposed, and given the tie vote, the motion failed. After
26 Bacon moved and Letourneau seconded a motion to review the proposal again at the next
27 board meeting after having had chance to formulate specific questions and to receive
28 additional information [MOTION 2], Matteson and Johnson again disputed the right of the
29 Chair to set aside votes in what Matteson perceives as a conflict of interest for Johnson
30 given that Johnson is on both boards and the issue at hand has financial consequences for
31 both boards. Matteson also noted that his ruling could be challenged by the board, but that
32 as board chair he retains the right to interpret parliamentary process. Matteson also noted
33 that the board should look to the state regulations and interpretations on this particular issue,
34 and that if those regulations are "silent, then they should be fixed". Johnson suggested that
35 disallowing any member who holds multiple board memberships the right to vote, results in
36 discouraging members from other boards to run for the RGB, and that this is contradictory to
37 past practice. In response to a recommendation from Bacon, Johnson then moved and
38 Peaslee seconded a motion that the Chair's position on this issue is incorrect and that
39 Johnson's vote on the wood chip system should be allowed to stand [MOTION 3]. In
40 subsequent discussion, Matteson noted and board agreed that a simple majority is needed
41 for the motion to carry. Burgess then suggested that the issue should be placed in
42 abeyance, pending legal opinion, and in response, Johnson requested that the attorneys
43 should also state the documented source(s) of authority for their statement. After further
44 discussion concerning which attorneys should be asked to render an opinion (SVSU or
45 RGB's local attorney?), members agreed that it would be most fair to ask for opinions from
46 both SVSU and RGB attorneys. Johnson further requested, and members agreed, that the
47 attorneys should also render an opinion on the right of the board chair to declare a conflict of
48 interest and to set aside any and all votes as a result of that declaration. After Peaslee
49 withdrew his second given to MOTION 3, Johnson then withdrew his motion about voting on
50 the authority of the board chair on this issue [MOTION 3]. Bacon then amended, and
51 Letourneau seconded that amendment, to MOTION 2, such that if legal counsel does
52 determine that MOTION 1 did in fact end up as a tie vote, then the board would reconsider
53 the proposal at the next meeting, once further information has been presented. Matteson
54 then called for a vote and MOTION 2 passed, 4 in favor, Goodhue, Johnson, Peaslee
55 opposed.

56

- 1 4. Consent Agenda: Peaslee moved and Burgess seconded a motion to approve the Consent
2 Agenda. After Lewis noted that the "Invoice Description" within a vendor warrant will only
3 appear in the first instance when a payment is allocated to multiple account numbers, the
4 motion passed unanimously. The Consent Agenda, as approved, included
5 - the Minutes of August 15, 2005
6 - CDC Payroll Warrants #9 and #10 in the combined amount \$19,071.16
7 - CDC Vendor Warrant #11 in the amount \$55,025.42
8 - CDC Payroll Warrants #12 and #13 in the combined amount \$59,896.55
9 - CDC Vendor Warrant #14 in the amount \$37,592.82.
10
- 11 5. Chair's Report: Matteson reported that the three work groups will resume discussion of the
12 three board goals (strengthen organizational leadership, promote and market the CDC better
13 throughout the region, and to better align CDC programs with community needs) and invited
14 community members to participate in these discussion beginning next month. Matteson also
15 reported that the CDC is part of a consortium of institutions working together on an
16 application to the National Science Foundation for a large (\$900,000) microtechnology
17 training and education grant, which could involve satellite locations at the CDC as well as in
18 other locations in New York, New Hampshire, Vermont, and Texas.
19
- 20 6. Superintendent's Report: None presented.
21
- 22 7. Director's Report: Oyama announced an Open House at the CDC on 9/29/05, and welcomed
23 board members and the listening public. A special session on College Awareness begins at
24 6:00pm followed by tours of the building beginning at 6:30pm, during which teachers will be
25 on hand to meet with parents and students. Oyama also reported that the CDC is the only
26 technical center in Vermont chosen for membership in the Foundation for Excellent Schools,
27 the focus of which is to promote mentoring, leadership through service, career and college
28 awareness, and goal setting activities for student scholars. Oyama as well as two CDC
29 students, Amanda West and Katie Bourn, and their teachers, Kathy Slade, Wendy Klein and
30 Bruce Lee-Clark attended the conference, which was one of several which occur throughout
31 the year and during which there is opportunity to write grants which provide seed money for
32 student generated activities (and grants have been awarded in the past to CDC for work with
33 Pownal, Stamford as well as the North Bennington communities).
34
- 35 8. Facilities Committee: Peaslee reported that this committee met recently and discussed the
36 CDC/MAU lease agreement with administrators and board members from SVSU and MAU.
37 Peaslee also noted that CDC members proposed some language changes and that he
38 believes all parties will be able to reach a reasonable solution. Peaslee also reported that
39 the committee members and administrators further defined the needs for a 7,000-8,000 sq.
40 ft. storage facility and that because there is no possibility that the building could be located
41 behind the MAU Congress Street building, other sites are now under investigation, all of
42 which are off-campus.
43
- 44 9. Finance Committee: During the most recent meeting of this committee, DeLucia reported
45 that
46 - the auditors have stated that there is no need for separate tax identification
47 numbers for the various activities accounts
48 - the committee briefly discussed the budget review process, and agreed to develop
49 a narrative detailing the various assumptions underlying the FY07 budget
50 - various staff contracts were discussed and will be acted on in Executive Session
51 - the financial reports have been reformatted and contain additional information
52 (copies of which were included with the Agenda packet).
53 Matteson thanked Lewis and the Committee for their work reformatting those reports.
54
- 55 10. Contract Negotiations: Matteson reported that he and Frank Lamb are negotiating the
56 Director's contract with Oyama, and that he has signed contracts for the Teachers, the

1 Educational Support Personnel, the CDC Business Manager, and the CDC Adult Education
2 Coordinator.

- 3
4 11. Education Committee: Bacon reported that this committee will meet October 4, 2005.
5
6 12. Marketing and Outreach Committee: No report presented.
7
8 13. Policy Committee: After noting that he is Co-Chair of the SVSU Policies Committee, Chair of
9 the MAU Systems Management Committee, and Chair of the RGB Policies committee,
10 Johnson stated that he does not believe that he is in conflict from one board to the next.
11 Johnson also noted that he has not been able to schedule a meeting of the RGB Policy
12 Committee. Matteson expressed his appreciation for the "huge amount of effort" Johnson
13 spends on developing policies throughout the various institutions.
14
15 14. Other:
16 a. *Field Trip*: DeLucia moved and Goodhue seconded a motion to approve the 10/24-
17 29/05 Field Trip request to attend the FFA Convention in Louisville KY, and the motion
18 passed unanimously.
19 b. *Part-Time Services Agreement*: DeLucia moved and Goodhue seconded a motion to
20 approve the following service agreements:
21 - Tom Haskins, Transportation Services, \$32.75/hour with a maximum of
22 \$4,500
23 - Bruce Lee-Clark, Policy Services, \$32.75/hour with a maximum of \$700
24 - Bruce Gabrus, Safety Services, \$32.75/hour with a maximum of \$2,000
25 and the motion passed unanimously.
26 c. *Agenda Documents*: Johnson noted that the documents included in the Agenda packet
27 should be pre-punched to be able to insert easily into the three hole RGB binder given
28 to all board members.
29 d. *The Road Show*: In response to comment from Burgess about the value of going "on
30 the road" with Board meetings if no one from the community being visited attends the
31 meeting, Matteson agreed to have the Marketing and Outreach Committee look at ways
32 to better advertise the meeting and to make at least part of the agenda pertinent to the
33 local community. Bacon suggested that administrators and board members in the local
34 schools should be contacted to see if they might have specific agenda items they would
35 like discussed during the board meeting.
36 e. *Constitution Day*: DeLucia commended Josh Roaf, MacKenzie Coyne, Chelsey Hay,
37 Felicia Lewis, Shayne Olson and Kyle Harris, all students in the CDC Pre-Law II class,
38 for their presentation on Constitution Day.
39
40 15. FYI: Documents included in the Agenda packet but not discussed during the meeting include
41 - Minutes of the 8/10/05 RGB Finance Committee meeting
42 - Minutes of the 8/10/05 RGB Marketing Committee meeting
43 - Nominations for Student Club Advisors
44 - Treasurer's *Statement of Cash Flow Report 8/1/05-8/31/05*, dated 9/1/05.
45

46 At 8:20pm, Burgess moved and Goodhue seconded a motion to move to Executive Session to
47 discuss personnel contracts, and the motion passed unanimously.
48

49 The Board returned to Open Session at 9:18pm whereupon Peaslee moved and Burgess
50 seconded a motion to approve the Employment Agreement for Joshua Clark, and the motion
51 passed 7 in favor, Johnson and Peaslee opposed. Peaslee then moved and Goodhue seconded
52 a motion to approve the Contract with the CDC Director, and the motion passed unanimously.
53

54
55 At 9:22pm, Peaslee moved and Burgess seconded a motion to adjourn, and the motion passed
56 unanimously.