Land Access and Opportunity Board - MOU Working Session  
June 1st, 2023, 4:00 – 6:00 p.m.  
Meeting Facilitator: Jessica Laporte CRO’s

<table>
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<th>Attendee</th>
<th>Present</th>
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| Board             | ● Xusana Davis, Office of Racial Equity  
                      ● Kirsten Murphy, Vermont Developmental Disabilities Council  
                      ● PasifiqueNsengiyumva, US Committee for Refugees and Immigrants (USCRI) |
| Board Alternates  | ● Rev. Mark Hughes, VRJA                                               |
| Guests & Public:  | ● Francis from VHCB  
                      ● Robert Appel, Attorney                                              |

**Agenda & Notes**

1. **Meeting Convened** by Facilitator, Jess Laporte

2. **Feedback / Questions and Discussion of MOU Draft 3 from Attorney Robert Appel**  

   NOTE: the live editable version [here](#) & Word version will be emailed again after the 6/21 call

   ● I. **PURPOSE**  
     ○ What is VHCB’s EIN and fiscal status?  
       ■ VHCB is an independent entity - not the same as VT state.  
       ■ Does not have 501(c)3 status therefore would not be able to receive grants with that requirement  
     ○ Relationship to VHCB - LAOB would not be considered a program of VHCB.  
       ■ Example with some similarities is the The Farm and Forest Viability program of VHCB that has an independent advisory board. Program with unique funding source.  
         ● Advisory Panel - decides how funding works and is distributed  
     ○ For the purposes of the MOU, Consultant is used to discuss staff and contractors responsible for the functions of this board  

   ● II. **TERMS OF AGREEMENT**  
     ○ Added language to clarify the terms of separation - what LAOB and VHCB are required to do in order to responsibly terminate  

   ● III. **LEGAL AND FINANCIAL BASES**  
     ○ ADD Legal basis for VHCB
- As VHCB doesn’t have 501(c)3 status
  - INFO From Robert - [EIN, Secretary of State Registration, etc.] I think this is better off as a comment. We need to find VHCB on the Sec of State’s business registry. This requires more research.
- #5 - don’t need specific approval to apply for funding in order to solicit funding
  - Does VHCB have requirements to oversee revenue sources? Can there be a preemptive sign-off? Are there information
    - Technically/administratively someone at VHCB would have to sign-off on the grant, contract or revenue source in order receive it with EIN
    - Potential conflict - if LAOB is in competition with VHCB for funding and VHCB blocks them from applying → important to have independent counsel.

- IV. STATEMENTS OF UNDERSTANDING
  - 1) Personnel Administration -
    - VHCB is not a state employer has their
  - 1) Personnel Administration - LAOB shall
    - Executive Director vs. Manager
      - 6/1 MOU session Samantha expressed why ED terminology
    - #4 (Kirsten) - Concern about the chain of decision-making and staff management between the LAOB board
      - What is the LAOB Board
      - LAOB Board has budget authority over the LAOB budget - which has hiring implications but they will not manage/supervise/evaluate/hire staff
    - This section establishes the hierarchy for hiring and decision-making around ED and then through to staff as internal to LAOB as an entity (separate from VHCB)
      - Ideally LAOB will have
      - Expectation - LAOB staff would work/follow consistently with HR Handbook BUT the functions would be completed in the insular LAOB system (Board, ED, etc)
      - Example: VHCB requires monthly check-ins
  - ADD - VHCB cannot relegate/deploy LAOB staff to new purposes/roles/responsibilities even in emergency circumstances
    - Example: VHCB has a staffing gap and the LAOB staff has that skill (eg. graphic design) on an on-going and/or unclear timeline
    - Examples of VHCB staff activities - VHCB hope the LAOB staff would BUT would be up to LAOB
- 2 ALL staff meetings per month
- Annual Staff retreat
- Handful of celebrations each year
- Trainings (professional development)
  - Robert to ADD language to guide this
  - Xusana need strong enough language to layout decision process and/or is actionable
  - 1) Personnel Administration - VHCB shall
    - No comment from board members
    - Francis highlighted that if LAOB employee is non-compliant with personnel policies or required reporting, VHCB would need to be able to intervene.
    - INFO: VHCB has its own set of personnel policies and procedures which are separate and apart from that of the State. LAOB consultants will be employees of VHCB (Robert)

**V. Fiscal Administration**
- This section establishes that LAOB staff can spend $$ as they see fit to fulfill their mission and budget as laid out to VHCB
- **V. Fiscal Administration - LAOB shall**
  - Does VHCB have fiscal rules? Francis - yes, and also there are additional
    - LAOB will be apart of the audit process
    - Concerned that all reporting and spending are compliant with accounting practices
  - ADD LANGUAGE referring to policies
    - Xusana - there is often a grey area between policy and interpretation
      - Eg. Stipends for participants vs. W-9 and contractors, etc.
    - Jess - eg. ABC test for contractors vs. requiring EIN for someone to be considered as a contractor

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<th>3. Key points related to LAOB Staff Hiring</th>
<th>NOTE: All these preferences, requests and guidelines are being gathered from LAOB and will all likely require discussion with VHCB to understand requirements/revisions</th>
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<tr>
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<td>Executive Director vs. Manager - decision-point on how to term the principle staff and the organizational structure</td>
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<td>Does LAOB want to be able to make hiring, evaluation and firing decisions independent of VHCB? N</td>
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<td>Do we want a clause VHCB Communications oversight</td>
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| 4. Gathering and confirming questions for VHCB | - Does VHCB have requirements to oversee revenue sources? Can there be a preemptive sign-off? Are there information  
- What is the “fee schedule” or mechanism VHCB will use to calculate administrative/overhead costs (that will come out of the LAOB budget)? |
|---|---|
| 5. Gathering and confirming next steps | - Robert to ADD LANGUAGE where indicated in the document  
- Questions will be sent to VHCB and discussed at 6/26 meeting  
- **An additional Working Session is needed to get through IV-VII - likely to be scheduled for next week.** |
| 6. Meeting Adjourned at 6:05pm |