



Governance Committee Meeting Minutes
Friday, July 26, 2024
101 Queen City Road, Burlington VT 05401

The mission of GMT is to promote and operate safe, convenient, accessible, innovative, and sustainable public transportation services in northwest and central Vermont that reduce congestion and pollution, encourage transit oriented development, and enhance the quality of life for all.

1 **Present**

2 Commissioner Amy Brewer, Williston
3 Commissioner Catherine Dimitruk, Franklin County
4 Commissioner Phil Pouech, Hinesburg
5 Commissioner Christian Meyer, Washington County
6 Ed Adrian, Legal Counsel
7 Clayton Clark, General Manager

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9 **Open Meeting**

10 Commissioner Dimitruk opened the meeting at 9:03 AM.

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12 **Adjustment of the Agenda**

13 None

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15 **Public Comment**

16 None

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18 **Approval of Committee Minutes**

19 Commissioner Meyer made a motion to approve the April minutes;
20 Commissioner Pouech seconded. All were in favor and the motion carried.

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22 **Review Articles of Incorporation and Bylaws for Affiliated GMT Non-Profit**

23 Ed Adrian reviewed draft articles of incorporation and bylaws for a GMT-affiliated non-
24 profit organization. There was a general discussion regarding the name of the
25 organization, membership, organization leadership, purpose, and meetings. There was
26 discussion regarding limitations of having GMT the municipality pay for expenses
27 incurred by the affiliated non-profit. Adrian will return at a future meeting with documents
28 amended based on the discussion.



29 **Rule on Rules Discussion**

30 Clayton Clark discussed rules, policies, and practices for the purpose of drafting a new
31 board rule on governance. There was general discussion over the board issuing rules,
32 the general manager issuing policies, and directors/managers/supervisors issuing
33 practices. There was general discussion over what policies the general manager could
34 issue independent of the board. GM Clark will return at a future meeting with a draft rule
35 on governance.

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37 **Commissioner Comments**

38 None

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40 **Adjourn**

41 The meeting adjourned at 10:05 AM.