

**Addendum**  
**BUUSD Board Meeting**  
**April 10, 2024**

### **Special Services Board Report April, 2024**

**VTCAP and MSAA:** All Vermont students in grades 3-9 are required to participate in the Vermont Comprehensive Assessment Program (VTCAP), Vermont's state assessment for reading and math and all students in grades 5, 8 and 11 are required to participate in the state science assessment. Students with documented disabilities must be provided with accommodations as outlined in their Individual Education Program (IEP) to allow them to best access the assessment.

Students who cannot participate in the general assessment with accommodations may be eligible to take an alternate assessment. In Vermont the alternate assessment currently being implemented is the Multi-State Alternate Assessment (MSAA), provided through Cognia. It takes many hours of collaboration and coordination to arrange appropriate settings and proctors for our students needing accommodations and to ensure that students' accommodations are provided within the specific, allowable parameters of the assessment. Additionally, the MSAA must be administered individually by special educators certified to do so. Our special education team has been trained in secure test administration procedures including administering the tests with accommodations and we are in the midst of the testing windows in all buildings at this time. We truly appreciate our staff's efforts to implement the assessments with fidelity and to ensure that all students have what they need to do their best work on these assessments

**Special Education Instructional Coaching:** Our district has had instructional coaches for a number of years, mainly focused in the areas of math and literacy. Last year at this time, Karen Fredericks and I began planning to widen the scope of our coaches' work and made the decision to hire a special education instructional coach. Megan Wieber, who had been a special educator at BCEMS for 14 years, took on this role. Two main focuses of Megan's work have been working intensively with our first year special educators with the goal of supporting and retaining these newest members of our team and offering support to our returning special educators tailored to their individual needs and interests. Time working together has focused on special education procedures and compliance and academic and functional skills instructional practices. Through personal and informal check-ins, being present at collaborative team meetings, IEP team meetings, and one-on-one coaching sessions we feel Megan has been successful in meeting a wide variety of coaching needs. Special educators have appreciated the helpful and productive feedback that is provided, the ability to discuss dilemmas and have their questions answered and the resources that are shared. Special educators have given feedback that her position has helped them carry out the day-to-day demands of their job and increased their understanding and ability to work with a wide range of student needs.

**Extended School Year Services:** Vermont's Special Education Regulations require districts to provide extended school year (ESY) services to students who qualify. Annually, we typically provide ESY services to about 140 Pre-K to grade 12 students. We are currently gearing up for ESY 2024. The good news is that we have larger than usual numbers of staff who have expressed interest in supporting our summer programs so we are confident that we will be able to provide quality programming once again this summer.

**Wilson Reading System Training:** Eleven special educators, who had not previously been trained in a language-based literacy instruction, have participated in three-day virtual Wilson Reading System Trainings offered in January, February and March. Wilson Reading System is a Tier 3 Structured Literacy (SL) program based on phonological-coding research and Orton-Gillingham principles. In addition, through the use of CFP and ESSER funds, we have been able to purchase WRS kits for use at all grade levels.

**WCMH Training Camps:** Our partners at Washington County Mental Health, School Based Services, have offered two free paraeducator and behavior interventionist training opportunities this year. Their “Summer Training Camp” in late August covered topics such as: *De-escalation and Verbal Processing Strategies, Avoiding Power Struggles, and Understanding Vicarious Trauma*. Seven BUUSD support staff attended these sessions.

The “Winter Training Camp” offered topics such as: *Understanding Trauma and It’s Impacts on Developing Youth, Understanding Fear, Anxiety, and Failure through Neurology, Behavior, and Acceptance and Functions of Behavior through a Resilience-Promoting Lens*. Five BUUSD support staff were able to attend the February sessions.

Lastly, below you will find updated longitudinal data on BUUSD Child Count and Special Education Staffing across the past 5 school years.

<b>Special Ed Staff &amp; Child Count data updated as of 3/26/24:</b>					
	<b>19-20</b>	<b>20-21</b>	<b>21-22</b>	<b>22-23</b>	<b>23-24</b>
<b>BCEMS SPECIAL EDUCATORS</b>	17	18	17	14	15
<b>BCEMS SpEd PARAS/BIS</b>	52	40	34	36.5	35
<b>BCEMS STUDENTS ON IEPS</b>	224	223	209	221	226
<b>BTMES SPECIAL EDUCATORS</b>	12	12	12.8	13	14
<b>BTMES SpEd PARAS/BIS</b>	35	32	29	28	29
<b>BTMES STUDENTS ON IEPS</b>	159	159	176	194	229
<b>SHS &amp; SEA SPECIAL EDUCATORS</b>	11	10.25	13	6 SHS	6 SHS
				5 SEA	3 SEA
<b>SEA TEACHERS</b>	1	2	2	4	4
<b>SHS &amp; SEA SpEd PARAS/BIS</b>	17	13.5	12.5	6 SHS	6 SHS
				6.5 SEA	8.5 SEA

<b>SHS &amp; SEA STUDENTS ON IEPS</b>	157	157	160	119 SHS	141 SHS
				42 SEA	46 HS + 7 MS
<b>BUUSD TOTALS</b>	<b>19-20</b>	<b>20-21</b>	<b>21-22</b>	<b>22-23</b>	<b>23-24</b>
<b>TOTAL SPECIAL EDUCATORS</b>	40	40.25	42.8	38	39
<b>TOTAL SpEd PARAS/BIS</b>	104	85.5	75.5	78	78.5
<b>TOTAL # STUDENTS ON IEPS</b>	540	539	545	576	649
	BCEMS	BTMES	SHS	SEA	
<b>UNFILLED SPECIAL EDUCATOR POSITIONS as of 3/26/24</b>	2	0	1	2	
<b>UNFILLED SPECIAL EDUCATION PARA/BI POSITIONS as of 3/26/24</b>	7	7	1	0	

o



# ***BUUSD***

***Barre Unified Union School District***

**ACTION ITEM BRIEFING MEMO  
BUUSD BOARD MEETING AGENDA ITEM  
BUUSD BOARD MEETING AGENDA: 4/10/2024**

**Consent Item No.:**        **Discussion Item No.**        **Action Item No.**       7.5      

**AGENDA ITEM DESCRIPTION(How the item shall appear on the agenda):**

Conflict of Interest Complaint

**SUBJECT(Explain what the item is):**

Nancy Leclerc has filed a conflict of interest complaint and we need to determine how to proceed according to the policy.

**SUBMITTING STAFF PERSON or COMMITTEE MEMBER:**

Nancy Leclerc

**RESOURCES NEEDED INCLUDING STAFF TIME:**

Attorney recommendation which will be included later

**STAFF RECCOMENDATION:**

Pietro Lynn's opinion is that the complaint is not a conflict of interest.

**DESIRED OUTCOME(What is the purpose of this item):**

Unknown

**BACKGROUND/SUPPLEMENTAL INFORMATION(If there is an background/history regarding it please advise):**

During the March 27<sup>th</sup>, 2024 meeting we discussed contracting with VSBA to do our superintendent search. A motion was made to use VSBA. Sonya Spaulding did not disclose that she is on the board of VSBA as the Central Vermont representative to VSBA. The chair forwarded the email including the complaint and supporting documents to the schools attorney. Nancy asked a few additional followups and he indicated that there was no conflict of interest. Additional followup questions were denied by the chair and by policy the board needs to determine if there was a conflict of interest. Emails and documents are included.

**ATTACHMENTS:**

See following

**INTERESTED/AFFECTED PARTIES:**

**RECOMMENDED ACTION/MOTION:**



Michael Boutin <mboutin@buusd.org>

---

## Conflict of Interest Claim

---

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>  
Cc: Pietro Lynn <plynn@lynnlawvt.com>

Tue, Apr 2, 2024 at 9:36 AM

Please find the attached signed letter.

Nancy Leclerc  
BUUSD Board Member

---

### 4 attachments

-  **BUUSD Conflict of Interest 422024.pdf**  
233K
-  **BUUSD Board Member COI Code A1.pdf**  
805K
-  **Board Member Conflict of Interest A1.pdf**  
1160K
-  **VSBA Bylaws 2023 2024.pdf**  
3728K

April 2, 2024

Letter sent from Nancy Leclerc complaining of a violation of BUUSD Policy A1  
Board Member Conflict of Interest and the handling of the meeting.

Board Chair Michael Boutin,

Subject: Conflict of Interest – Regarding Superintendent Search Organization Selection

Re: BUUSD Policy #97 Code A1  
VSBA Model Policy A1  
VSA. T16 .563 (20)  
VSBA 2023-2024 VSBA Bylaws

I am bringing to your attention significant concerns regarding the recent decision-making process surrounding the selection of an organization to assist in our Superintendent Search.

During the board meeting March 29, 2024, several issues arose that warrant urgent attention and correction to ensure the integrity and transparency of our proceedings.

First, it was evident during the meeting that there was a lack of equitable opportunity for all board members to engage with each of the proposed organizations. Despite requests from multiple board members to meet with each organization and engage in presentations and questioning, these requests were denied by your decision to limit the flow of information.

Furthermore, the actions of BUUSD board member Sonya Spaulding raise serious concerns about a conflict of interest. Sonya Spaulding not only advocated strongly for the selection of the VSBA organization but also proceeded to motion for its immediate approval. It is pertinent to note that Ms. Spaulding herself is a Central Vermont representative board member of the VSBA organization.

VSBA, being a private corporation and is not a school based governing body nor a state sponsored organization generates its income from dues and fees based on services provided to local educational agencies including training and superintendent searches. BUUSD Board Member Sonya Spaulding's position as a VSBA Board Member compounds the conflict of interest.

Alarmingly, Ms. Spaulding failed to disclose her affiliation with the VSBA organization, thereby neglecting to address her conflict of interest. By leading the vote without declaring her position and conflict, Ms. Spaulding hindered the board's ability to conduct proper due diligence in selecting the most suitable organization for this critical task.

Given the concerns, it is imperative that immediate action be taken to rectify the situation and ensure the integrity of our decision-making process. I propose the following actions.

1. Reopening the selections of the organization to allow all board members equal opportunity to engage with each proposed organization.
2. Implementing transparent procedures for disclosing any potential conflicts of interest by board members.

3. Conducting a thorough review of our governance policies to prevent similar issues from arising in the future.

I trust you share in my commitment to upholding the highest standards of transparency, integrity, and accountability within our board. Addressing this conflict of interest promptly will safeguard the integrity of our proceedings and reinforce public trust in our district.

Thank you for your attention to this matter. I look forward to working together to ensure the best possible outcome for our Superintendent Search Process.

Sincerely,

DocuSigned by:

*Nancy Leclerc*

CC8842CAA58468  
Nancy Leclerc

BUUSD Board Member



---

## BOARD MEMBER CONFLICT OF INTEREST

### Statement of Policy

It is the ethical and legal duty of all Barre Unified Union School District (BUUSD) Board members to avoid conflicts of interest as well as the appearance of conflicts of interest.

### Definitions

1. **Conflict of interest** a situation when a board member's private interests, as distinguished from the board member's interest as a member of the general public, would benefit from or be harmed by his or her actions as a member of the board.

### Board Responsibilities

The Board and its members will adhere to the following recommended standards.

1. A board member shall not give the appearance that they would represent special interests or partisan politics for personal gain.
2. A board member shall not give the appearance that they have the authority to make decisions or take action on behalf of the Board or the school administration.
3. A board member shall not use their position on the Board to promote personal financial interests or the financial interests of family members, friends or supporters.
4. A board member shall not solicit or accept anything of value in return for taking particular positions on matters before the Board.
5. A board member shall not give the appearance that their position on any issue can be influenced by anything other than a fair presentation of all sides of the question.
6. Board members shall be familiar with, and adhere to, those provisions of Vermont education law that define school board powers and govern board member compensation and public bidding processes.
7. When a board member becomes aware that they are in a position that creates a conflict of interest or the appearance of a conflict of interest as defined in state law or this policy, they shall declare the nature and extent of the conflict or appearance of conflict for inclusion in the board minutes, and shall abstain from voting or participating in the discussion of the issue giving rise to the conflict.
8. When a conflict of interest claim against a board member is brought to the board in writing and is signed by another board member or a member of the public, and the board member against whom the claim is made does not concur that a conflict in fact exists, the following board procedures shall be followed.
  - a. Upon a majority vote of the remaining board members, or upon order of the chair, the board shall hold an informal hearing on the conflict of interest claim, giving both the board member and the person bringing the claim an opportunity to be heard.
  - b. At the conclusion of the informal hearing, the remaining board members shall determine by majority vote whether to:
    - i. Issue a public finding that the conflict of interest charge is not supported by the evidence and is therefore dismissed;
    - ii. Issue a public finding that the conflict of interest charge is supported by the evidence and that the member should disqualify themselves from voting or otherwise participating in the board deliberations or decision related to that issue, as required by Vermont statute; and/or

- iii. Issue a public finding that the conflict of interest charge is supported by the evidence and the board member should be formally censured or subjected to such other action as may be allowed by law.

**REQUIRED<sup>1</sup>****BOARD MEMBER CONFLICT OF INTEREST**

*ADOPTION NOTES – This text box and the disclaimer should be removed prior to adoption.*

*(a) General – As with all model policies, VSBA recommends that each board carefully review this model prior to adoption to assure suitability with the district's own specific circumstances, internal coding system, current policies, and organizational structures. Highlighted language or blank, underscored spaces indicate areas which Boards must change/complete to reflect local personnel titles, policy references, duty assignments etc. There may also be optional language for the board to consider; in this case the word [OPTIONAL] should be removed.*

*(b) Legal references are listed for convenience, but do not need to be included in the policy as adopted.*

*(c) Any model policies listed under "cross-reference" indicate a reference to another related VSBA model policy. A district should check its own current policies to assure internal consistency.*

*(d) Withdrawn and earlier versions of revised policies should be maintained separately as part of the permanent records of the District.*

**Statement of Policy**

It is the ethical and legal duty of all school board members to avoid conflicts of interest as well as the appearance of conflicts of interest.

**Definitions**

1. **Conflict of interest** a situation when a board member's private interests, as distinguished from the board member's interest as a member of the general public, would benefit from or be harmed by their actions as a member of the board.

**Administrative Responsibilities**

The board and its members shall adhere to the following recommended standards:

1. A board member shall not give the impression that they would represent special interests or partisan politics for personal gain.
2. A board member shall not give the impression that they have the authority to make decisions or take action on behalf of the Board or the school administration.
3. A board member shall not use their position on the Board to promote personal financial interests or the financial interests of family members, friends or supporters.

---

<sup>1</sup> 16 V.S.A. § 563(20) requires each school board to "establish policies and procedures designed to avoid the appearance of conflict of interest."

4. A board member shall not solicit or accept anything of value in return for taking particular positions on matters before the Board.
5. A board member shall not give the impression that their position on any issue can be influenced by anything other than a fair presentation of all sides of the question.
6. Board members shall be familiar with, and adhere to, those provisions of Vermont education law that define school board powers and govern board member compensation and public bidding processes.
7. When a board member becomes aware that they are in a position that creates a conflict of interest or the appearance of a conflict of interest as defined in state law or this policy, they shall declare the nature and extent of the conflict or appearance of conflict for inclusion in the board minutes, and shall abstain from voting or participating in the discussion of the issue giving rise to the conflict.
8. When a conflict of interest claim against a board member is brought to the board in writing and is signed by another board member or a member of the public, and the board member against whom the claim is made does not concur that a conflict in fact exists, the following board procedures shall be followed.
  - a. Upon a majority vote of the remaining board members, or upon order of the chair, the board shall hold an informal hearing on the conflict of interest claim, giving both the board member and the person bringing the claim an opportunity to be heard.
  - b. At the conclusion of the informal hearing, the remaining board members shall determine by majority vote whether to:
    - i. Issue a public finding that the conflict of interest charge is not supported by the evidence and is therefore dismissed;
    - ii. Issue a public finding that the conflict of interest charge is supported by the evidence and that the member should disqualify themselves from voting or otherwise participating in the board deliberations or decision related to that issue, as required by Vermont statute; and/or
    - iii. Issue a public finding that the conflict of interest charge is supported by the evidence and the board member should be formally censured or subjected to such other action as may be allowed by law.

<i>VSBA Review Date</i>	August 15, 2023
<i>Date Warned</i>	
<i>Date Adopted</i>	
<i>Legal References</i>	16 V.S.A. § 262(d) (Election of officers)

# 2023-2024 VSBA Bylaws

## **ARTICLE I. NAME**

The name of this corporation shall be the Vermont School Boards Association, Inc.

## **ARTICLE II.**

### **VISION, MISSION, GOALS**

#### **Vision:**

The VSBA is the trusted leadership organization advancing the essential work of Vermont school boards so that each and every student is supported in their educational journey.

#### **Mission:**

Develop and provide systems and resources that support school boards and their members, informed through inclusive community engagement.

The VSBA Board of Directors will annually review and revise established goals, as deemed necessary. Established goals will be made available to the membership.

## **ARTICLE III. MEMBERSHIP**

Any supervisory union or supervisory district board or private school in the State of Vermont may become a member by notifying the executive director of its intentions and by paying the annual dues as provided in Article IV. Any school board within a supervisory union that is a regular member shall be eligible for all the regular benefits of membership, except as provided in Article VI – DELEGATES AND VOTES.

## **ARTICLE IV. DUES**

Membership dues shall be assessed annually according to the following process:

Supervisory unions and supervisory districts shall be the entities upon which the VSBA calculates and assesses dues, unless the member is a private school.

On an annual basis, the VSBA Board of Directors will determine the amount of revenue to be raised by dues. The VSBA believes that it is important to manage the organization's finances in a manner that minimizes the financial burden on its membership. To that end, the VSBA intends to hold dues increases, over time, to a rate not exceeding the rate of increase in education spending in Vermont. Individual years can vary significantly in terms of statewide education spending growth and of the needs of the membership for services from the VSBA. Therefore, to measure success against this goal, the VSBA will annually compare the cumulative growth in dues with the cumulative growth in education spending over the prior three fiscal years, and report such comparison to the membership with each year's proposed budget.

Dues assessed to members shall be calculated as follows:

- 50% of the total amount to be raised by dues will be assessed equally across all member supervisory unions and/or supervisory districts.
- 50% will be assessed based on the Average Daily Membership (ADM) within the member supervisory union/district.

As a part of the annual Budget process, by March 31, the Executive Director shall estimate the projected revenue needed from member dues for the VSBA in the subsequent year. The Executive Director will recommend an amount to be raised by membership dues for the next fiscal year to the Finance Committee. The Finance Committee is charged with developing a full Budget proposal for consideration of the VSBA Board prior to the end of the current fiscal year.

The Executive Director shall thereafter prepare a report regarding such estimate, including an explanation of budgetary needs of the VSBA, and shall distribute the report to the membership of the VSBA at the annual meeting.

Any other changes to dues assessments and calculations shall be approved in advance by the membership at the annual meeting of the VSBA.

Dues are payable by September 1.

#### **ARTICLE V. ASSOCIATION MEETINGS**

The annual meeting of the association shall be each year at a time, date, and place to be set at least 8 months in advance by the board of directors. Other meetings of the association may be called by the president with concurrence of the board of directors. Each member board shall be notified of the date, time and place together with the agenda of the business meeting at least 30 days prior to the meeting date. If the meeting has been duly warned, the board representatives present, as designated under article VI, shall constitute a quorum.

#### **ARTICLE VI. DELEGATES AND VOTES**

Each regular member in good standing shall be entitled to one vote at the annual or special association meetings. Each regular member shall designate a delegate from its members to cast one vote on behalf of the member. Each regular member may be represented by as many school board members as it chooses, and those school board members shall determine the method for casting its one vote. When an individual casts a vote at a meeting, the member shall be presumed to have authority to vote for their regular member entity. All school board members shall have the right of discussion.

The VSBA Board of Directors is authorized to adopt policies and procedures permitting attendance, participation and voting at association meetings through remote electronic communication. In no case shall an individual be permitted to participate or vote unless the individual is able to hear and/or see the proceedings as they happen substantially and concurrently with such proceedings.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The board of directors shall consist of the president, vice president, treasurer, immediate past president, and two regional representatives from each of 11 regions. Each regional representative is elected at the regional meeting for a two- year term on a staggered schedule.

The board of directors shall administer the affairs of the association in accordance with bylaws approved by the association at the annual meeting or by vote of the board of directors in accordance with the stated objectives and purposes of the organization. The board of directors shall select the place of meetings and be responsible for the programs of all meetings of the association, and shall direct the payment of claims and accounts against the association, including necessary expenses for members of the board of directors attending board meetings. A quorum shall consist of eight members which shall include at least two officers and at least one representative from six regions. The board shall meet upon the call of the president or upon written request of three members of the board, addressed to the executive director. Such written request shall state the purpose of the meeting and upon receipt the executive director shall issue the call for the meeting. Members of the board of directors shall be notified of all regular meetings at least five days prior to any meeting. Members of the board of directors shall be notified of all special meetings at least 24 hours prior to any meeting.

Members of the VSBA Board of Directors fulfill two distinct roles.

- First, the board is responsible for oversight of the organization. It must assure that the organization has a clear vision and goals, is fulfilling its mission, is fiscally sound, and has a strong connection with the membership.
- Second, the regional representatives will develop a liaison relationship with boards in their area, promoting local board involvement in association activities and services, and hearing their concerns and input on matters of broad public policy.

The board shall meet at least six times annually, including in a planning retreat, or as needed, to fulfill its duties.

The board shall have the power to hire and fire the executive director, shall adopt the annual budget, shall develop the vision and mission of the organization for adoption by membership, as well as official policies. The board shall provide broad guidance for the executive director around public policy, in the absence of clear membership resolutions.

### *Vacancies*

A VSBA officer's position (president, vice-president, treasurer, members at large) on the board of directors shall be treated as vacant if the holder of that position:

1. submits a written resignation, or
2. fails to attend three consecutive board meetings without notification to the president and without concurrence of the board of directors that the absence(s) are reasonable

Such a vacancy may be filled by the board of directors from among the current members of the board.

A regional representative's seat on the VSBA Board shall be treated as vacant if the holder of that position

1. submits a written resignation, or
2. fails to attend three consecutive board meetings without notification to the president and without concurrence of the board of directors that the absence(s) are reasonable

In the event a regional representative position is vacant, such a vacancy may be filled by the board of directors after consultation with the regional representatives.

If a region is not represented at three consecutive VSBA Board meetings by either regional representative without notification to the president and without concurrence of the board of directors that the absence(s) are reasonable, the board may declare both seats vacant and appoint regional voting representatives after consultation with member boards in that region.

### **ARTICLE VIII. OFFICERS AND THEIR DUTIES**

There shall be a president, vice president, treasurer, two at-large members elected from the Board of Directors, and an immediate past president. Their duties shall be the usual duties of such officers. With the exception of the immediate past president, only those persons who are members of a school board shall be eligible to serve in the above offices. The president is elected from among active board members at the August meeting of each year, to serve a term from November 1 of one year until October 31 of the following year. If the election of a president creates a vacancy in a regional seat, that seat is filled at the next regional meeting in their region. Should the current president of the association cease to be a local school board member that individual shall step down from the VSBA board leaving a vacancy that will be filled by the board of directors from amongst its membership. The president shall serve as an ex-officio member of all committees. Officers will support their regional representatives in their outreach duties.

The following officers shall lead the organization and comprise the Executive Committee:

- The **president** shall lead the board, oversee meetings and the establishment of committees, serve as a spokesperson for the board, and head the Executive Committee.
- The **vice-president** will serve in the role of president upon the absence of the president and will perform such duties as are assigned.
- The **treasurer** shall provide board oversight of the finances to assure strong internal controls and to chair the finance committee.
- The **immediate past president** will serve on the Executive Committee.
- **Two at-large members** elected from the Board of Directors will serve on the Executive Committee.

Elections and terms of service are as follows:

- The president is elected by the board of directors from among its members at its August meeting, the term to take effect on November 1.
- The vice-president, treasurer, and two at-large members will be elected from among the members of the board of directors at the November meeting.
- The immediate past president will serve for one year after the expiration of their presidency.

#### **ARTICLE IX. STAFF**

The board of directors may engage such professional staff as they find necessary to conduct the business of the association and shall set compensation for said staff.

#### **ARTICLE X. COMMITTEES OF THE BOARD OF DIRECTORS**

The board may create such committees as it finds necessary to conduct the business of the association. Standing committees of the board may include, but are not limited to, the following:

- A. *Resolutions Committee*. Consisting of the vice-president, who shall serve as chair, and one representative from each region. This committee will solicit and recommend positions to the board of directors for action by membership at the association's annual meeting
- B. *Finance Committee*. Consisting of the treasurer, who shall serve as chair, and at least two (2) members of the board of directors appointed by the president with the advice of the board of directors. The committee shall present a proposed budget to the board of directors and recommend adjustments to the board's financial monitoring policies as needed.
- C. *Executive Committee* is comprised of the six officers (the president, who shall serve as chair, vice-president, treasurer, two at-large board members and the immediate past president.) The Executive Committee meets most months during the year to assure the timely conduct of the business of the association, including an annual performance review of the executive director and an annual review of the bylaws of the association. This committee will recommend bylaws changes to the board of directors for action by the membership at the association's annual meeting.

The Executive Committee is empowered to take action on behalf of the full board in all areas except those identified specifically in Article VII.

#### **ARTICLE XI. REGIONAL ORGANIZATION**

For organization and administrative purposes, the state shall be divided into eleven regions: Addison, Bennington, Kingdom South, Western Chittenden, Eastern Chittenden, Franklin/Grand Isle, Central Vermont, Kingdom North, Rutland, Windham, and Windsor. Regions are not defined solely by county, as no supervisory union shall be split between regions. A full listing of supervisory unions and VSBA regions can be found on the VSBA website.

Regional representatives shall be elected to two-year staggered terms from each of the eleven regions at the regional meeting preceding the annual meeting, with terms of office to begin at the conclusion of the annual meeting. In the event that a position of the regional representative becomes vacant, the vacancy may be filled by the board of directors after consultation with the regional representatives until the next regional meeting.

Only those persons who are members of a school board within a regular member entity in good standing shall be eligible to vote at a regional meeting and serve as a regional representative. The regional representative shall be responsible for promoting the interests of the association within their region as members of the board of directors. They shall have the responsibility for holding at least one regional meeting each year. The regional representatives will select which of them will serve on the Resolutions Committee.

#### **ARTICLE XII. FISCAL YEAR**

The fiscal year shall be from July 1 through June 30.

#### **ARTICLE XIII. FINANCIAL REPORTS AND INSURANCE**

The financial report of the Association and the auditor's report shall be presented at the annual meeting of the association. The Association shall maintain insurance coverage that is adequate in light of the activities undertaken by the Association.

#### **ARTICLE XIV. ASSETS**

All of the assets of this Association shall, during its existence, be deemed to be held in trust by the board of directors of the association for the purposes set forth in the objectives and purposes. In the event of a winding-up or dissolution of the association, after paying or adequately providing for the debts and

obligations of the association, the board of directors shall dispose of any remaining assets by distributing them on a prorated basis, the same as used for dues assessment, to the member school districts to be used for education purposes.

#### **ARTICLE XV. RULES OF ORDER**

All meetings of the Association or of any committee shall be governed by the policies and bylaws of the Association and then by Robert's Rules of Order.

#### **ARTICLE XVI. RESOLUTIONS**

Resolutions are positions taken by the association on issues of importance to Vermont school boards. They may include recommendations for action by the VSBA, local school boards, the Legislature, the Executive Branch of Vermont government, or other decision-making bodies. The process for submitting and approving resolutions is as follows:

- A. The president shall supply ample notice to the membership requesting that proposed resolutions be submitted to the chair of the resolutions committee no later than three (3) months before the annual meeting.
- B. The resolutions committee shall meet prior to the annual meeting to consider all proposed resolutions it has received. The committee shall make a recommendation to "Pass" or "Do Not Pass" each resolution submitted by a member school board. In the alternative, the committee may submit a proposed resolution to the annual meeting with the statement that it "Takes No Position" on the proposal. All resolutions from member boards submitted to the resolutions committee as prescribed in paragraph A above, regardless of the position of the committee or the board, shall be placed by the board before the membership at the annual meeting. The committee may develop its own resolutions, which shall be included in its report to the board of directors, and, if approved by the board, shall be presented to the annual meeting as recommendations of the board. The committee shall prepare a report of resolutions and its recommendations which shall be presented to the board of directors. Each member board shall be notified of the recommendations made by the board of directors at least 30 days prior to the annual meeting.
- C. Other resolutions may be presented at the annual meeting, provided they are in writing with sufficient copies for voting delegates and 60% of the voting delegates present at the beginning of the meeting are in attendance for consideration of such resolutions. A majority of the voting delegates present must approve a motion to allow the resolution to be introduced for discussion.
- D. Amendments to resolutions must also be in writing and if the amendment is detailed in nature, sufficient copies for voting delegates shall be furnished.
- E. When passed by sixty percent (60%) of the voting delegates, a resolution shall become a position or statement of the association. Each position shall be voted as a resolution or continuing resolution. Continuing resolutions shall be statements of association policy which are of an ongoing or permanent nature and shall be in effect until amended at a subsequent annual meeting of the association. Resolutions shall be statements of specific positions on behalf of the association and shall be in effect until the next annual meeting when they may be deleted, continued or amended by vote of the membership.
- F. When a position has not been taken at the annual meeting, the board of directors may take a position on the question as a result of a vote of 60% of the members of the board present and voting at a regular or special meeting of the board. Notice of the discussion of any such position by the board shall be placed on the agenda prior to the meeting.

#### **ARTICLE XVII. AMENDMENTS TO THE BYLAWS**

These bylaws may be amended only at an annual meeting of the association or a special meeting duly called by the president and bylaws committee, and then by two-thirds of those members present and voting, providing all member boards shall have been notified of the changes at least 30 days prior to such a meeting.

#### **ARTICLE XVIII. MEMBERSHIP LISTS**

Lists of school board members maintained by the association will not be released to individuals or organizations whose stated intentions are to promote commercial or partisan political interests.



Michael Boutin <mboutin@buusd.org>

## Conflict of Interest Claim

Michael Boutin <mboutin@buusd.org>  
To: Sonya Spaulding <sspaulding@buusd.org>

Tue, Apr 2, 2024 at 10:01 AM

Board Chair notified Sonya Spaulding

Sonya,

I have received a complaint about my handling of the Superintendent search and your vote . Nancy requested that Pietro opine on it and I allowed it. This is an FYI.

[Quoted text hidden]

### 4 attachments

-  **BUUSD Conflict of Interest 422024.pdf**  
233K
-  **BUUSD Board Member COI Code A1.pdf**  
805K
-  **Board Member Conflict of Interest A1.pdf**  
1160K
-  **VSBA Bylaws 2023 2024.pdf**  
3728K



Michael Boutin &lt;mboutin@buusd.org&gt;

## Conflict of interest

13 messages

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>

Tue, Apr 2, 2024 at 8:48 AM

Good morning, I am getting ready to send my letter to you and the board. In our conversation a few days ago you said you didn't have an issue with me sending to Pietro Lynn our district council.

Thank you.

Nancy  
BUUSD Board member

**Michael Boutin** <mboutin@buusd.org>  
To: Nancy Leclerc <nleclerc@buusd.org>, Pietro Lynn <PLynn@lynnlawvt.com>, Lisa Perreault <lperrbsu@buusd.org>

Tue, Apr 2, 2024 at 9:02 AM

Nancy,

I do not have an issue with you emailing Pietro on this issue. I have cc'd him and Lisa.

Pietro,  
As per this email please please accept Nancy's question and provide your legal opinion. Also provide the invoice.

Thank you.

[Quoted text hidden]

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>

Tue, Apr 2, 2024 at 12:40 PM

Why is Lisa Perreault being included in communication?

[Quoted text hidden]

**Michael Boutin** <mboutin@buusd.org>  
To: Nancy Leclerc <nleclerc@buusd.org>

Tue, Apr 2, 2024 at 12:44 PM

I am including her on all commination to Pietro because she will receive the invoice.

[Quoted text hidden]

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>

Tue, Apr 2, 2024 at 12:46 PM

Got it.

Thank you.

[Quoted text hidden]

**Pietro Lynn** <PLynn@lynnlawvt.com>  
To: Michael Boutin <mboutin@buusd.org>, Nancy Leclerc <nleclerc@buusd.org>, Lisa Perrault <lperrbsu@buusd.org>

### Attorney's Opinion

Wed, Apr 3, 2024 at 12:44 PM

Michael,

Thank you for sending me this issue to consider. Ms. Leclerc raises a concern that another member, Ms. Spaulding, had a conflict of interest in connection with her Board work. Specifically, the facts presented to me are that Ms. Spaulding moved at a Board meeting that VSBA should assist the Board in conducting the search for a new Superintendent and that there was an undisclosed conflict because Ms. Spaulding is on the VSBA Board of Directors. I do not know the alleged facts to be either true or untrue. However, I will analyze whether there was a conflict based on the alleged facts.

The District maintains a Board Member Conflict of Interest Policy. Under the policy definition, a conflict exists where a "board member's private interests, as distinguished from the board member's public interest as a member of the general public, would benefit from or be harmed by his or her actions as a board member." Accordingly, if Ms. Spaulding's private interests were either benefited or harmed by virtue of whether VSBA served as a consultant for the Superintendent search, there would be a conflict under the District policy. If not, there is no conflict.

Typically, a private interest is one that implicates financial benefit or detriment to the board member or their family. For example, 1 V.S.A. section 1222 defines a conflict of interest as an interest of a member that is in conflict with the proper discharge of his or her official duties due to a significant personal or financial interest. That definition appears to be further refined in connection with municipal and county government. Under 24 V.S.A. section 1984, a conflict requires a direct personal or pecuniary interest of the public official. It is clear from the various formulations of what constitutes a conflict that the definition under the District's policy would not extend to action taken because of a belief or conviction for which there is no tangible financial or other benefit to the member. Further, there is no conflict so long as there is not some other personal interest at stake.

It is difficult to define with precision what might be a personal interest creating a conflict while not having a financial dimension. Some examples might be obtaining recognition from the community, punishing those with whom you are in conflict or acting to support a friend. It does not appear that those kinds of personal interests are implicated in this instance.

Here, if Ms. Spaulding is compensated by VSBA to be a representative on its Board and there is some financial benefit to VSBA by virtue of being hired to perform the consulting work, there could be a conflict. Whether there is one would be dependent on the specifics. Since they are at this time unknown to me, I cannot offer an opinion. If Ms. Spaulding is compensated for her VSBA work, the Board should determine how much she is paid and whether there is some benefit to her by virtue of VSBA serving as the consultant.

If Ms. Spaulding is unpaid for her service as a VSBA Board member, any advocacy for VSBA would appear to be a belief in the organization, as opposed to some impermissible interest in the organization. I would not consider there to be a conflict of interest absent some showing that Ms. Spaulding has a financial stake in the relationship with VSBA.

I hope this is helpful. I would be glad to discuss it with you or the full Board.

Best wishes.

Pietro

[Quoted text hidden]

---

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Pietro Lynn <PLynn@lynnlawvt.com>, Michael Boutin <mboutin@buusd.org>

Wed, Apr 3, 2024 at 1:06 PM

Pietro, can you provide your opinion on the term appearance of a conflict of interest? The board member did not disclose she was a board member of VSBA with her motion for VSBA nor the benefit to VSBA via fees.

In reading the BUUSD policy could you you could address or further explain No 5 and No 7 in BUUSD policy for clarification.

Respectfully,  
Nancy

[Quoted text hidden]

---

**Michael Boutin** <mboutin@buusd.org>  
To: Nancy Leclerc <nleclerc@buusd.org>  
Cc: Pietro Lynn <PLynn@lynnlawvt.com>

Wed, Apr 3, 2024 at 1:37 PM

Nancy,

At this point Pietro has provided his legal opinion and that is sufficient enough to make a decision on whether to hold a hearing on the conflict of interest. I will include the correspondence in the addendum to allow people to make a thorough decision. At that time the board can request to have additional context or explanation.

Pietro,

Thank you for your legal opinion on this and please forward the invoice when available. We will reach out to you if we have any questions. Thank you.

-Michael

[Quoted text hidden]

---

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>  
Cc: Pietro Lynn <PLynn@lynnlawvt.com>

Wed, Apr 3, 2024 at 1:49 PM

Michael, what is the issue with getting further clarification on this? I don't want to discuss at a meeting and through further discussion the need to go back and forth with legal council. It is important for all involved to have clarification on our policies and what is appearance of conflict of interest. It will serve the board best to have a better understanding.

Respectfully,  
Nancy

[Quoted text hidden]

---

**Michael Boutin** <mboutin@buusd.org>  
To: Nancy Leclerc <nleclerc@buusd.org>  
Cc: Pietro Lynn <PLynn@lynnlawvt.com>

Wed, Apr 3, 2024 at 2:05 PM

Nancy,

We can have that conversation at the board meeting next week. I have noted your concerns and will take the rebuke of the board if needed. But I think no further action is needed from Pietro absent board intervention. We will allow the board decide. I will provide the correspondence and if thwy want more we certainly can.

-Michael

[Quoted text hidden]

---

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>

Wed, Apr 3, 2024 at 2:45 PM

Hi Michael, I mml will reach out to an outside lawyer for clarification on the districts policy and clarification of appearance of a conflict of interest.

Hopefully this will allow the board to have the answers needed to address.

Respectfully,  
Nancy

[Quoted text hidden]

---

**Michael Boutin** <mboutin@buusd.org>  
To: Nancy Leclerc <nleclerc@buusd.org>

Wed, Apr 3, 2024 at 3:07 PM

That is fine. You can forward your attorneys opinion to the board if you like and then the board can make a decision as to whether or not to reach out to Pietro. I will forward this string to the board for everyone to be aware. I do want to say that I think I have been accommodating.

[Quoted text hidden]

---

**Nancy Leclerc** <nleclerc@buusd.org>  
To: Michael Boutin <mboutin@buusd.org>

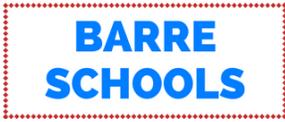
Thu, Apr 4, 2024 at 12:56 PM

Can you explain what accommodating by you has to do with getting clarification on a conflict of interest?

It appears you are delaying or interfering with the getting the needed information for the board to collaborate and discuss.

Nancy

[Quoted text hidden]



Laura Potter &lt;lpottbsu@buusd.org&gt;

---

**Fwd: Conflict of Interest Complaint**

---

**Tina Gilbert** <tgilbbsu@buusd.org>  
To: Laura Potter <lpottbsu@buusd.org>

Fri, Apr 5, 2024 at 12:49 PM

----- Forwarded message -----

**From:** Michael Boutin <mboutin@buusd.org>  
**Date:** Fri, Apr 5, 2024, 12:44 PM  
**Subject:** Re: Conflict of Interest Complaint  
**To:** Nancy Leclerc <nleclerc@buusd.org>, Tina Gilbert <tgilbbsu@buusd.org>

Nancy,

Thank you for your comments. Going forward you need to complete an action memo yourself. I created the memo for you thinking that I was helping. However, it is clear that it was not taken as such and was not helpful. If you want to change the memo, please see the attached template. Sorry I could not be of assistance.

I have cc'd Tina, so that she can add this email into the addendum as well for additional information.

-Michael

On Fri, Apr 5, 2024 at 10:58 AM Nancy Leclerc <nleclerc@buusd.org> wrote:

Michael, In response to your email regarding my claim about a possible conflict of interest, and in the interest of transparency and full disclosure to all board members. I am providing some clarification . It's imperative that accurate information is disseminated for a thorough understanding of the situation.

1. Attorney confirmed there is no monetary conflict involved.
2. However, the attorney has expressed the need for additional facts to fully confirm the absence of a conflict.
3. Despite this, it's important to acknowledge that the appearance of a conflict of interest still persists
4. It's important to recognize that the affected parties are the BUUSD board as a whole , rather than solely on individuals Sonya Spaulding and Nancy Leclerc
5. It is important to understand the letter sent by Nancy Leclerc addresses a potential violation of BUUSD policies concerning Conflict of Interest, and not being a complaint per se.

I hope this clarification will assist in our understanding of the situation and in the interest of transparency in integrity.

Respectfully,  
Nancy

On Fri, Apr 5, 2024 at 12:38 AM Michael Boutin <mboutin@buusd.org> wrote:

Nancy,

I created an action memo and attached all the documentation from our correspondence and relevant statute and sundry things to have Tina add it to the addendum. If there is more you wish to add, please forward it to Tina. Otherwise she will only add this in. I will attempt to acquire the invoice, but I am not sure that is going to be ready for the addendum. If you have any questions, please let me know.

--

Michael Boutin  
BUUSD School Board Director  
5 Hillside Ave  
Barre, VT 05641  
802-272-2858  
Facebook.com/boutinforbarre

CONFIDENTIAL COMMUNICATION

The information contained in this communication, including any attachments, maybe confidential, constitutes privileged communication, and is intended only for the use of the addressee. This message may not be forwarded without prior consent from the sender. The information in this e-mail may also be protected by the rights afforded under Family Educational Rights and Privacy Act (FERPA) and school district policies. Any unauthorized use, forwarding, distribution, disclosure, printing or copying is strictly prohibited and may be unlawful. If you have received this communication in error, please return the e-mail and delete any copies of this message immediately. Any inadvertent disclosure of this communication shall not compromise the confidential nature of the communication.

--

Michael Boutin  
BUUSD School Board Director  
5 Hillside Ave  
Barre, VT 05641  
802-272-2858  
[Facebook.com/boutinforbarre](https://www.facebook.com/boutinforbarre)

#### CONFIDENTIAL COMMUNICATION

The information contained in this communication, including any attachments, maybe confidential, constitutes privileged communication, and is intended only for the use of the addressee. This message may not be forwarded without prior consent from the sender. The information in this e-mail may also be protected by the rights afforded under Family Educational Rights and Privacy Act (FERPA) and school district policies. Any unauthorized use, forwarding, distribution, disclosure, printing or copying is strictly prohibited and may be unlawful. If you have received this communication in error, please return the e-mail and delete any copies of this message immediately. Any inadvertent disclosure of this communication shall not compromise the confidential nature of the communication.



**BUUSD Action Item Briefing Memo Board- Template.doc**

43K

# The Vermont Statutes Online

[State Statutes referenced in Pietro's opinion.](#)

The Vermont Statutes Online have been updated to include the actions of the 2023 session of the General Assembly.

NOTE: The Vermont Statutes Online is an unofficial copy of the Vermont Statutes Annotated that is provided as a convenience.

## **Title 3 : Executive**

### **Chapter 031 : Governmental Ethics**

#### **Subchapter 003 : State Ethics Commission**

(Cite as: 3 V.S.A. § 1222)

#### **§ 1222. Commission member duties and prohibited conduct**

(a) Conflicts of interest.

(1) Prohibition; recusal.

(A) A Commission member shall not participate in any Commission matter in which he or she has a conflict of interest and shall recuse himself or herself from participation in that matter.

(B) The failure of a Commission member to recuse himself or herself as described in subdivision (A) of this subdivision (1) may be grounds for the Commission to discipline or remove that member.

(2) Disclosure of conflict of interest.

(A) A Commission member who has reason to believe he or she has a conflict of interest in a Commission matter shall disclose that he or she has that belief and disclose the nature of the conflict of interest. Alternatively, a Commission member may request that another Commission member recuse himself or herself from a Commission matter due to a conflict of interest.

(B) Once there has been a disclosure of a member's conflict of interest, members of the Commission shall be afforded the opportunity to ask questions or make comments about the situation to address the conflict.

(C) A Commission member may be prohibited from participating in a Commission matter by at least three other members of the Commission.

(3) Postrecusal or -prohibition procedure. A Commission member who has recused himself or herself or was prohibited from participating in a Commission matter shall not sit or deliberate with the Commission or otherwise act as a Commission member on that matter.

(4) Definition. As used in this subsection, “conflict of interest” means an interest of a member that is in conflict with the proper discharge of his or her official duties due to a significant personal or financial interest of the member, of a person within the member’s immediate family, or of the member’s business associate. “Conflict of interest” does not include any interest that is not greater than that of any other persons generally affected by the outcome of a matter.

(b) Gifts. A Commission member shall not accept a gift given by virtue of his or her membership on the Commission. (Added 2017, No. 79, § 7, eff. Jan. 1, 2018.)

# The Vermont Statutes Online

The Vermont Statutes Online have been updated to include the actions of the 2023 session of the General Assembly.

NOTE: The Vermont Statutes Online is an unofficial copy of the Vermont Statutes Annotated that is provided as a convenience.

## Title 24 : Municipal and County Government

### Chapter 059 : Adoption and Enforcement of Ordinances and Rules

(Cite as: 24 V.S.A. § 1984)

#### § 1984. Conflict of interest prohibition

(a)(1) Each town, city, and incorporated village, by majority vote of those present and voting at an annual or special meeting warned for that purpose, shall adopt a conflict of interest prohibition for its elected and appointed officials, which shall contain:

- (A) A definition of “conflict of interest.”
- (B) A list of the elected and appointed officials covered by such prohibition.
- (C) A method to determine whether a conflict of interest exists.
- (D) Actions that must be taken if a conflict of interest is determined to exist.
- (E) A method of enforcement against individuals violating such prohibition.

(2) The requirement set forth in subdivision (1) of this subsection shall not apply if, pursuant to the provisions of subdivision 2291(20) of this title, the municipality has established a conflict of interest policy that is in substantial compliance with subdivision (1).

(b)(1) Unless the prohibition adopted pursuant to subsection (a) of this section contains a different definition of “conflict of interest,” for the purposes of a prohibition adopted under this section, “conflict of interest” means a direct personal or pecuniary interest of a public official, or the official’s spouse, household member, business associate, employer, or employee, in the outcome of a cause, proceeding, application, or any other matter pending before the official or before the agency or public body in which the official holds office or is employed.

(2) “Conflict of interest” does not arise in the case of votes or decisions on matters in which the public official has a personal or pecuniary interest in the outcome, such as in the establishment of a tax rate, that is no greater than that of other persons generally affected

by the decision. (Added 1999, No. 82 (Adj. Sess.), § 2; amended 2017, No. 79, § 14, eff. July 1, 2019.)



**ACTION ITEM BRIEFING MEMO**  
**BUUSD BOARD AGENDA ITEM**  
**BOARD AGENDA: (enter date)**

**Agenda Section/Item No (please add item # below)**

**Consent - Item No: \_\_\_\_\_**      **Discussion - Item No: \_\_\_\_\_**      **Action - Item No: \_\_\_\_\_**

**AGENDA ITEM DESCRIPTION:**

BCEMS Roof Project, Summer '24

**SUBJECT:**

Vendor/Contractor bids for BCEMS Roof Project.

**SUBMITTING STAFF PERSON or BOARD MEMBER:**

Jamie Evans

**STAFF RECOMMENDATION:** Superintendent recommends DAYCO, INC.

**DESIRED OUTCOME:**

To select a vendor in order to move forward with the project plans.

**BACKGROUND/SUPPLEMENTAL INFORMATION:**

The site visit for the BCEMS roof project was held on March 8, 2024. Three vendors were invited however, two roofing contractors and a contracted architect from EH Danson appeared onsite to review the project. The project was discussed, followed by a walk around on the roof.

**ATTACHMENTS:**

See following.

**INTERESTED/AFFECTED PARTIES:**

**RECOMMENDED ACTION/MOTION:**



*Chris Hennessey, M.Ed.*  
 Superintendent of Schools

*A rock solid education for a lifetime of discovery.*

**BCEMS ROOF PROJECT, Summer '24**

The site visit for the BCEMS roof project was held on March 8, 2024. Three vendors were invited however, two roofing contractors and a contracted architect from EH Danson appeared on site to review the project. The project was discussed, followed by a walk around on the roof.

<b>VENDOR/CONTRACTOR</b>	<b>BID</b>
DAYCO, INC	Arched Membrane Roofs - \$212,000 Skylight Replacement - \$171,000 <u>Sloped Shingled Roofs - \$163,000</u> <b>Total: \$546,000</b>
EVERGREEN ROOFING, LLC	Arched Membrane - \$255,000 Skylight Replacement - \$188,000 <u>Sloped Shingled Roofs - \$138,500</u> <b>Total: \$581,500</b>
PALMIERI ROOFING, INC	Declined due to schedule

**Superintendent Recommends: DAYCO, INC**