



Vermont School Boards Insurance Trust
52 Pike Drive
Berlin, VT 05602
802/223-5040

MEMO

To: VSBIT Member School Board Chairs, Superintendents and Business Officials
From: Laura Soares, President
Date: September 4, 2018
Re: **VSBIT Annual Meeting Notice**

The Vermont School Board Insurance Trust (VSBIT) will hold its Annual Meeting on Friday, **October 19, 2018** in conjunction with the Vermont School Board Association's Annual Meeting at the Lake Morey Inn in Fairlee, Vermont. The VSBIT Annual Business Meeting will start at **8:00 AM**. Included with this Memo are **Exhibit A: Notice of the 2018 Annual Meeting** and a copy of the Minutes of the 2017 Annual Meeting.

We hope you will join us bright and early to elect two Directors to the Board - there will be an election for one two-year at-large term and one three-year superintendent term. After the election of Directors, we will share the accomplishments of the Trust over the past year and answer questions from members. Our Annual Report will soon be available online. Currently, two years of our financial audits are available; our most recent audit will be posted in early November. All documents can be found on our website at www.vsbite.org.

Since 1978, we have been assisting Vermont schools in pooling resources and saving money. The Annual Meeting is a time for us to hear from you - our members - on how we can continue to serve you more effectively and in innovative ways. Please bring your feedback and ideas!

We hope you will join us at the Annual Meeting. Please remember each member entity is entitled to one vote for each program (Multi-Line and/or Unemployment) of which they are a member. The membership books close at 4 PM on October 5th; the final list will be posted online at www.vsbite.org. Members may vote in-person by designating an authorized representative to attend the meeting or by vote via proxy by appointing the VSBIT Board to vote on their behalf. We ask each member to complete **Exhibit B: Proxy/Certificate of Authority**, enclosed, and **send it ahead** of the meeting to the address below. This will allow the authorized representative to receive his/her voting card(s) in an expedited manner at the meeting on the 19th.

Vermont School Boards Insurance Trust
Attention: Laura Soares
52 Pike Drive
Berlin, VT 05602

We look forward to seeing you at the Lake Morey Inn on October 19th.

Enclosures



VERMONT SCHOOL BOARDS INSURANCE TRUST

**ANNUAL MEETING
LAKE MOREY INN
FAIRLEE, VT**

**OCTOBER 19, 2018
8:00 AM**

AGENDA

- 1. Roll Call of Members**
- 2. Proof of Notice of Meeting or Waiver of Notice**
- 3. Reading of Prior Annual Meeting Minutes**
- 4. Reports of Officers and Directors**
- 5. Election of Directors**
- 6. Information Exchange**
- 7. Adjournment**



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MEMO

To: VSBIT Members
From: Laura Soares, President
Date: September 4, 2018
Re: VSBIT Board of Directors

The VSBIT Board is comprised of five members. As outlined in the organization's current Bylaws, the Directors include one school board member, one superintendent and one school business official, each with a three year term. In addition, there are two at-large seats with terms of two years. The current directors, along with the length of their term, are included below.

Current VSBIT Board of Directors

Brenda Fleming, Business Official	Term expires 2020
Robert Giroux, Member At-Large	Term expires 2020
Michael Clark, Superintendent	Term expires 2018
Emily Long, School Board Member in At-Large Seat	Term expires 2018
Stuart Wepler, School Board Member	Term expires 2019

The membership will elect two Directors to fill the terms expiring in 2018 at the Annual Meeting to be held October 19, 2018, at 8:00 a.m., at Lake Morey Inn, Fairlee, Vermont.

The VSBIT Board established a nominating committee to seek out interested candidates. The nominating committee recommends Michael Clark for the three-year Superintendent seat and Steve Hier, semi-retired Business Official, for the two-year at-large seat.

I encourage each member to send a representative to the Annual Meeting utilizing the Certificate of Authority included in this mailing, or use the proxy to allow the Board of Directors to cast a vote on your behalf.



EXHIBIT A

NOTICE OF MEETING

The Board of Directors of the Vermont School Boards Insurance Trust, Inc., at a regular meeting of the Board held on April 16, 2018, determined that the 2018 Annual Meeting of the Corporation will be held at the following date, time and place:

DATE: October 19, 2018

TIME: 8:00 A.M.

PLACE: Lake Morey Inn, Fairlee, Vermont

As outlined in the Bylaws of the organization, the Agenda for said Annual Meeting is as follows:

1. Roll Call of Members
2. Proof of Notice of Meeting or Waiver of Notice
3. Reading of Minutes of Preceding Meeting
4. Reports of Officers and Directors
5. Election of Directors
6. Information Exchange
7. Adjournment

At said regular meeting of the Board of Directors of the Corporation held on April 16, 2018 it was resolved by the Board that the Membership Books would be closed as of October 5, 2018 for the purpose of determining members entitled to vote at the October 19, 2018 meeting.

A list of voting members of the Corporation entitled to vote at said Annual Meeting is posted online at www.vsbite.org and available for inspection by any member at the principal office of the Corporation located at 52 Pike Drive, Berlin, Vermont (Telephone: (802) 223-5040)



INSTRUCTIONS FOR EXHIBIT B VSBIT PROXY OR CERTIFICATE OF AUTHORITY

- **In order to vote at the VSBIT Annual Meeting on *October 19, 2018*, Exhibit B must be completed prior to the meeting.**
- If you will be sending a person to the Annual Meeting to represent you, complete the first selection, option **(a)** by checking the box and listing the name of your representative and their title. **This person must be present, with a copy of this form on file, in order to vote.**
- If you will not be attending or sending a person to the Annual Meeting but wish to cast a vote, complete the second selection, option **(b)** by checking the box and in doing so, naming the VSBIT Board as a proxy to cast a vote on your behalf.
- If your school district is a participating member of **both** the VSBIT Multi-Line program **and** Unemployment program, a separate Exhibit B form must be filled out for each program.
- **In either case, sign and date the bottom of the form and either bring it to the meeting or mail it ahead to:**

VSBIT
52 Pike Drive
Berlin, Vermont 05602



EXHIBIT B

VSBIT PROXY OR CERTIFICATE OF AUTHORITY

LET IT BE KNOWN THAT: _____, member of
(Name of Member School District/Supervisory Union)
the VSBIT Unemployment Program, a body corporate and politic, created and existing under the laws of the State of Vermont, does hereby:

Certificate of Authority

(a) appoint as its authorized representative to appear and vote on its behalf at any and all meetings of the members of the Vermont School Board Insurance Trust, or any adjournment thereof, the following person:

Name

Title

Note: If option (a) is selected, the person listed above must attend in-person to vote.

OR

Proxy

(b) appoint as its true and lawful attorney, the Board of Directors of the Vermont School Boards Insurance Trust, by majority vote, with the power of substitution for it and in its name to vote at the Annual Meeting of the Vermont School Boards Insurance Trust, to be held on the 19th day of October, 2018 or at any adjournment thereof, with all the powers it should possess if personally present through its authorized representative.

Please sign and date this section once you have chosen (a) or (b):

Dated at _____, Vermont, this ____ day of _____, 20__.

This action is valid for one year [365 days] from the date of enactment, or until it is superseded by subsequent action of the member filed with the Trust.

Name of Member District

BY: _____

TITLE: _____

MULTI-LINE



EXHIBIT B

VSBIT PROXY OR CERTIFICATE OF AUTHORITY

LET IT BE KNOWN THAT: _____, member of
(Name of Member Supervisory District/Supervisory Union)
the VSBIT Multi-Line Program, a body corporate and politic, created and existing under the laws
of the State of Vermont, does hereby:

Certificate of Authority

(a) appoint as its authorized representative to appear and vote on its behalf at any and all meetings of the members of the Vermont School Boards Insurance Trust, or any adjournment thereof, the following person:

Name

Title

Note: If option (a) is selected, the person listed above must attend in-person to vote.

OR

Proxy

(b) appoint as its true and lawful attorney, the Board of Directors of the Vermont School Boards Insurance Trust, by majority vote, with the power of substitution for it and in its name to vote at the Annual Meeting of the Vermont School Boards Insurance Trust, to be held on the 19th day of October, 2018 or at any adjournment thereof, with all the powers it should possess if personally present through its authorized representative.

Please sign and date this section once you have chosen (a) or (b):

Dated at _____, Vermont, this _____ day of _____, 20__.

This action is valid for one year [365 days] from the date of enactment, or until it is superseded by subsequent action of the member filed with the Trust.

Name of Member Supervisory District/Supervisory Union

BY: _____

TITLE: _____

VERMONT SCHOOL BOARDS INSURANCE TRUST

ANNUAL MEETING

October 20, 2017, 8:00 A.M.

LAKE MOREY INN

Fairlee, Vermont

Board and Staff Present: Emily Long, Stuart Wepler, Laura Soares, Tim Vincent, Gillian Pieper, Shevonne Travers, Lisa Locke, and Angela Tremblay

Others Present: Lisa Kenyon/Rutland Northeast, Deborah Songiser/Rutland Northeast, Patrick Murray/Essex Westford Educational Community Unified Union, Kelley Hersei/SAU #70, Mary Moran/Rutland City, Laurie Childers/Addison Northwest, David Whitcomb/Lamoille North, Dana Peterson/Patricia A. Hannaford Career Center, Mark Tucker/Washington Northeast, Suzanne Hull-Parent/Franklin Northeast, Kevin Christie/Hartford, Jen Botzjorns/Caledonia North, Martin LaLonde/South Burlington, Joanne LeBlanc/Orleans Southwest, Clarence Haynes/Rutland Southwest, Debra Taylor/Rutland Central, Michael Clark/Essex Caledonia, Winton Goodrich/Franklin Northwest, Laurie Gossens/Washington South, Tom Candon/SAU #70, Neil Odell/SAU #70, Andre Roy/Westford, Amy McMullen/Windsor Southeast, Edward Canon/Springfield, and 74 proxies.

President Laura Soares called the meeting to order at 8:00 a.m. and introduced members of the current Board and staff. Laura reviewed the Mission of the organization and the VSBIT member programs.

Items 1-3

A motion was made by Tracy Wrend, seconded by Kevin Christie, to waive the readings of the Roll Call of Members, Proof of Notice of the 2017 Annual Meeting and the Minutes of the previous meeting. Motion passed.

Item 4

Reports from the Officers and Directors were included in the VSBIT 2017 Annual Report, which is posted on the VSBIT website. Prior to the meeting members were notified electronically how to access the report. Additional copies were available at the meeting. A motion was made by Tracy Wrend, seconded by Kevin Christie, to accept the reports. Motion passed.

Kevin Christie and Winton Goodrich both thanked the Multi-Line Program for support it provided their districts.

Item 5

Laura Soares announced there were 74 votes represented at the meeting. The Board has 27 votes and the Board will vote for the slate.

Item 6

Laura Soares reviewed the seats up for election. The Nominating Committee presented the following for the election to the Board:

Michael Clark, Superintendent from Essex-Caledonia, to fill the last year for Ron Ryan's, 3 year term.

Robert Giroux, Executive Director of the Vermont Municipal Bond Bank, to serve another 2-year term as an at-large member.

Brenda Fleming, School Business Official, to serve another 3-year term.

There were no other nominations from the floor. A motion was made by Kevin Christie to accept the slate and cast one vote to elect all three individuals to the VSBIT Board. The motion was seconded by Jeannie Collins and passed.

Item 7

Laura Soares opened the meeting to questions concerning VSBIT Programs.

Tim Vincent was asked to provide an overview of the Multi-Line member grants as well as the safety, security and playground inspections provided by VSBIT.

Members discussed the challenges with deferred maintenance and the impact on the Multi-Line Program. Tim provided an overview of the VSBIT U satellite program for facilities managers and the increased efforts by VSBIT staff to engage facilities personnel.

Laurie Childers requested a copy of the FY 17 VSBIT audit when complete.

There were no indications of any other business. Motion to close the meeting was made by Winton Goodrich, and seconded by Kevin Christie. The motion passed.

Item 8

As there was no further business, the meeting adjourned at 8:28 a.m.

Respectfully submitted,
Laura Soares
VSBIT President