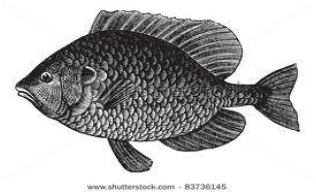
SPECIAL BOARD MEETING
AGENDA OF
Monday, November 2, 2026 @ 6:00 PM
Village Office
7461 Main Street West, Webster, WI



VILLAGE OF WEBSTER

1. CALL TO ORDER

Village President Ed Dedman called the meeting to order at 6:00 PM. President Dedman noted that the special meeting was requested by Trustee Summer and Trustee Armstrong.

2. Roll Call

Present: Village President Ed Dedman; Trustees Armstrong, Gustafson, Maloney, Roberts, Summer, and Weis; Clerk-Treasurer Debra Doriott-Kuhnly and Village legal counsel (Attorney Nick Vivian) participated remotely during the closed session. Absent: None.

3. Public Notice of Agenda - deletions/corrections

> Motion to approve the agenda was made by Trustee Roberts and seconded by Trustee Weis. **Motion carried unanimously.**

4. Meeting to go into Closed Session per Wis. Stat. § 19.85(1)(g) –Confer with Legal Counsel: Fiduciary Responsibility

> Motion to go into closed session under Wis. Stat. § 19.85(1)(g) to confer with legal counsel regarding fiduciary responsibility was made by Trustee Summer and seconded by Trustee Armstrong. **Motion carried unanimously.**

Village legal counsel said he understood the issue from a phone conference with Trustee Armstrong, Trustee Weis and the Clerk-Treasurer. He asked to hear the requesting trustees' concerns before presenting options.

Trustee Summer said the final invoice for the placement of the caboose in Webster was paid without a motion or vote to approve it (in advance of payment.) He stressed that his concern was not disciplinary. His concern is the irregularity (no motion or vote) could later be raised publicly, and he wanted to address it proactively. He brought the matter to Finance Chair Armstrong and asked that the Judiciary Chair be involved as well.

Trustee Armstrong, as Finance Chair, said the board has approved invoices after payments. He cited a recent pump repair as an example of the board approving an invoice after the actual cost ($27,000) exceeded the quote ($12,500). The invoice for the cost of placing the caboose was approved by use of the current practice. (The clerk paying invoices upon receipt - before the board meeting/approval.) His main concern, that Trustee Summer raised, was that the village was not following its own ordinance for paying invoices. He asked the board to correct its ordinances so that practice and ordinance align.

Legal counsel's analysis. Counsel explained that Village Ordinance 39-8 requires the board to approve a claim before it is paid. In practice, the Clerk-Treasurer pays invoices first and the board then approves the voucher list. He said many municipalities have evolved practices that drift from their ordinances- yet not intended to violate ordinances. He cited Wis. Stat. § 61.51, which requires claims to be audited and allowed and permits the board to authorize the clerk to perform the audit. He also cited Wis. Stat. § 66.0609, which allows a village by ordinance to adopt an alternative system under which the clerk-treasurer audits, approves, and pays claims. Counsel said the village has authority to amend Ordinance 39-8 to fit its preferred process and presented three options:

- Codify current practice. The Clerk-Treasurer pays invoices, and the board approves the list afterward. The Village of Birchwood has this exact ordinance in place and Webster could easily adopt their language. This would formalize what Webster is currently doing, and this imposes the least administrative burden.
- Require board approval before payment. All invoices are categized and all get presented to the village board and approved before any payment is made. This is the traditional approach. It gives direct board oversight but may delay payments, particularly when meetings are canceled or held late in a vendor's payment terms.
- Hybrid approach. The ordinance would authorize the Clerk-Treasurer to pay defined categories of claims (such as payroll, reimbursements, utilities, debt service, insurance, and professional services), claims under a set dollar threshold, or emergency items before board approval. All other claims would require prior board approval. Counsel cautioned that the language must be specific enough that the Clerk-Treasurer is not left guessing what she has the authority to pay or what needs to be presented to the board for approval.

Counsel said he would recommend either Option 1 or Option 2 because a bright-line rule is clearer, but he could draft any option the board chose.

Past payments. In response to Trustee Armstrong's question about corrective action for past practice, counsel said the board has consistently ratified payments after the fact. No retroactive action was needed, and he had no liability concerns. The focus should be aligning ordinance and practice going forward.

Vendor relations and workload. President Dedman asked whether vendors would need to be notified if the payment structure changed. Counsel said the effect depends on payment terms, since most vendors are likely net 30, but that transparency with vendors would be advisable and that batching checks around meeting dates could add time. Trustee Armstrong, drawing on his experience as a former business owner, cautioned against stretching out vendor payments, particularly in tight economic times. He also said he did not want to add to the Clerk-Treasurer's workload. Clerk-Treasurer Doriott-Kuhnly said she preferred the current practice as the least burdensome and noted that larger invoices are often approved by the board before she pays them.

President Dedman initiated a straw poll. He said Option 3 appeared to be the most effective for the village, while acknowledging it would create the most work for the Clerk-Treasurer. Trustee Summer supported Option 3 and said he had researched similar-sized villages in Wisconsin, many of which set a discretionary spending limit for the clerk-treasurer, ranging from $1,000 to $35,000. Several trustees voiced support.

Trustee Armstrong proposed a framework in which budgeted items, already approved by the board, would not require separate approval, and unbudgeted items would require board approval. Trustees raised the following points:

- Emergencies. Trustees noted that emergency repairs, such as a water pump or a water main break, cannot wait for a board meeting. They said emergency language would be needed, and that vendor terms (typically net 30) would still allow time for board review after the work is done.
- Pre-approved categories. The Clerk-Treasurer read the categories from the Village of Salem Lakes ordinance that may be paid without prior approval. These were payroll and related payments, employee reimbursements following treasury review, fuel and utilities, tax settlements, debt service, fixed-purchase service contracts, professional services, payments to state and federal agencies, credit card and revolving accounts, training and meeting fees, and health and liability insurance. President Dedman said all of these appeared relevant to the village. He noted the recurring expenditures may be paid without prior approval. Types of expenses/claims have been budgeted and already had board action may be paid without further approval by the board. Also, non-budgeted but pre-approved expenses/claims may be paid by the Treasurer. But non-budgeted/non-preapproved expenditures that had not had board action already, would go before the board at that next board meeting to discuss and or approve.
- Clerk-Treasurer's concerns. She raised the difficulty of knowing every budgeted item. Trustees suggested that she consult with the specific committee chair (based on what the invoice was for) or the Village President when unsure. They also suggested a dollar cap to protect her.
- Dollar threshold. Trustees discussed a threshold between $3,000 and $5,000 and settled on $5,000. They agreed it should apply to non-budgeted items, with no cap on budgeted items. President Dedman added that the Clerk-Treasurer should consult the committee chair, the Village President, or both before paying amounts up to the threshold, so that she is protected. He also said that when a budgeted or pre-approved item comes in well over the expected amount (for example, a $10,000 budgeted item billed at $20,000), a flag should be raised so the board can ask the vendor questions before payment.
- Water and sewer budgeting. The Clerk-Treasurer noted that the village does not budget for certain water and sewer expenses, which was identified as a separate topic for future discussion.
- Existing checks and balances. Trustee Armstrong relayed counsel's comment favoring the existing practice of the Village President reviewing and signing checks after the Clerk-Treasurer prepares them.

Trustees reached consensus on Option 3, with the Village of Salem Lakes categories, Budgeted and or Pre-Approved claims may be paid by the Treasurer, a $5,000 discretionary threshold for non-budgeted items, and emergency language, and a final ordinance to be drafted by counsel.

5. Meeting to reconvene into Open Session per Wis. Stat. § 19.85(2)

Motion to come out of closed session was made by Trustee Roberts and seconded by Trustee Maloney. **Motion carried unanimously.**

Motion to adopt the Option 3 hybrid approach, with the categories developed in discussion, and to direct counsel and Trustee Weis to prepare an ordinance to amend Ordinance 39-8, was made by Trustee Roberts and seconded by Trustee Summer. **Motion carried unanimously.**

President Dedman asked whether a draft could be ready for the next regular board meeting. If not ready, the December meeting was acceptable. The board noted that the ordinance would need to be published and that the board would still hold a final vote on the ordinance. Trustees observed that the matter was now on record and that the village was actively addressing it.

6. Motion to Adjourn

Motion to adjourn was made by Trustee Maloney and seconded by Trustee Roberts. **Motion carried unanimously.**