

## Minutes of Regular Meeting

Connecticut River Transit, Inc., Board of Directors

Held Tuesday, November 17, 2014 @ 8:00 AM

The Current Offices, 706 Rockingham Road, Rockingham, VT 05101

President Ted Reeves called the regular Board of Directors meeting to order at 8:00 am, at CRT, in Rockingham, Vermont. Those in attendance and consisting of a quorum were as follows;

**Board Members Present:** Ted Reeves, Chip Stearns, Matt Mann, Ann DiBernardo and Tom Marsh

**Staff Present:** Rebecca Gagnon, and Rosemarie Blair

**Others Present:** Katherine Otto, Randy Schoonmaker, Ross McDonald, Gary Fox, Alice Mays

**Approve minutes of October 23, 2014 Motion 1:** Tom Marsh motioned to approve the minutes of October 23, 2014, Chip Stearns seconded. The motion passed unanimously.

**Comments from the Public:** Gary Fox and Alice Mays introduced Sustainable Valley Group an organization that is administering a Vermont Solar Furnace Pilot Project. Gary spoke for about twenty minutes on the benefits of the project to CRT. Gary requested that CRT consider this project install with a start date of January 1<sup>st</sup>. The board suggested that Gary revisit this request in February when the new board is in place and all assets have been transferred and the construction schedule at the facility expansion is solidified.

**Reports:** Rebecca Gagnon and Rosemarie Blair gave a brief overview of the reports provided in the board packet. Katherine Otto noted that the dial a rides service was for Windsor as well as Ludlow. This is a national grant for six months. It will improve access for transit. Rebecca said this pilot project could open the door for a more sustainable dial – a –ride service if it is successful.

**Financial Reports:** Ted requested an updated set of financials be presented at next month's meeting to include a balance sheet and updated budget.

**Merger update:** The proposed by-laws were the main topic of discussion. **Motion 2:** Chip Sterns made the motion to accept the by-laws as presented effective January 1, 2014 Tom seconded. Discussion ensued. Comments made; follow the public meeting law requirements. Consensus was that although we are not required to we will make every best effort to follow the open meeting laws.

Katherine Otto recommended defining Article V general member, use the definition of Managing Member found on section 4 a. of page four.

**Motion 3:** Tom Marsh made a motion to amend the original motion to keep the Article III section 4 intact, that the CRT will follow Vermont's Public Meeting Law Requirement. Chip Stearns accepted the amendment and Matt Mann seconded. Both motions 2 and 3 passed unanimously.

**Other Business:** Randy had a few questions for the board:

Does the board want the Chair and Vice Chair to come from specific regions of the territory? The board thought it was immaterial.

Randy also asked if the board had an issue with the CEO hiring the GM's and the board hire the CEO. The consensus was that the board wanted an opportunity to interview/meet or have an advisory role in the hiring of the GM's. Ted Reeves wanted to make the present GM's have an effective role in the company based on their position.

Randy asked if posting the meetings in Dover, Wilmington, Rockingham, Springfield, Brattleboro and on the Website was acceptable? The consensus was yes.

Randy stated that 4 or more board member constitutes a quorum. Does the board want to change that to five? Yes.

Matt Mann asked Ross McDonald about the availability of board training. Ross indicated that the state is working on dates and will make the training available sometime in January.

**Adjourn: Motion 4** Chip Stearns made the motion to adjourn the meeting at 10:00 am. Ann DiBernardo seconded. The motion passed unanimously.

Respectfully Submitted by: Ann DiBernardo