

Draft Minutes of the Regular Meeting  
Southeast Vermont Transit Board of Directors  
April 25, 2018, 5:30pm  
230 Main St  
Brattleboro, Vermont

Vice President Travis Wendell called the meeting to order at 5:35 pm. Those in attendance and constituting a quorum were as follows:

**Board Members:** Chip Stearns, Jonathan Meeks, Travis Wendell, Eithne Eldred, Wendy Harrison, and Matt Mann.

**Invited Guest:** None

**Members of the Public:** None

**Staff Present:** Leona Linney, Rebecca Gagnon and Christine Fayette

**Public Input:** None

**Amend Agenda Motion 1,** Chip motioned that we add to New Business the HRA resolution and authorization to have it signed. And add the Route 30 Application. Wendy seconded. Motion passed 5-0. **Motion 2** Wendy motioned to put the Route 30 application on the agenda under New Business, Matt seconded. Motion passed 5-0.

**Approve minutes of March 4, 2018 Motion 3:** Wendy motioned to approve the minutes. Jon seconded. Wendy stated that she didn't think that "We need to re-elect Vice President, Secretary, and Treasure" is what was said. Christine indicated that it was all on audio and that she does them by the recording. Wendy agreed that is could have been said but that there was a lot of conversation around this topic going back and forth and not always agree on. Rebecca said if it was on the recording then we should abide by them. Christine agreed. Wendy agreed but said she is contesting the minutes. She did not agree that the board agreed to elect all the officers. Wendy said we elected all three positions and Chip confirmed that we elected the executive committee in place as they were and renewed his board appointments and Etna's board appointment. Rebecca asked if there was an issue with just re-appointing the positions. Christine reiterated that she would not type something that was not said, Wendy agreed with her. Wendy disagrees with the fact that it's in the minutes, just because someone said it. "When someone says it that doesn't mean it's automatically the policy of the organization or that it was uncontested" Said Wendy. Wendy said we can still elect folks, but she did not feel what was said in the minutes is consistent to be the case which is the board did elect everyone at the annual meeting. Wendy asked member of the nominating committee if that was their recollection and both Matt and Jon agreed. Jon mentioned it was discuss at the nomination committee meeting as well. **No one voted or approved this motion.**

**(Motion 4)** Chip recommended we make a motion to accept the minutes and get a second and then make another motion to amend the minutes and strike that sentence. Travis seconded. **No one voted to approve this motion.** (Motion 5) Chip motioned to amend the minutes and to strike the sentence that says "We need to re-elect Vice President, Secretary, Treasures and we need to elect a President". Wendy agreed but wanted to add that Randy said "the board should be involved in identifying potential new board members to the table". Wendy said "that was an item of discussion and that I would be fine saying either Randy said this because what he actually said was even though the by-laws say that it's a function of the nominating committee he actually said, I think, the board and that staff should be

involved and where we ended up, my recollection is that I said I'll take that message to the nominating committee and if you or anybody, board or staff has any suggestions for members they should get them to us. That's my recollection of how that conversation ended". Rebecca stated to Wendy "you agreed on something and Randy agreed on something totally different, it's not very specific in the By-Laws, so both of you are right. Somewhere in the middle is the truth, right? So is that something we vote on to say going forward the nominating committee can present?" Rebecca also said she thought the CEO was also on the nominating committee anyway. Both Wendy and Leona said they didn't think so. Wendy suggested we delete the language or add language that said Randy said something Wendy said something else. Wendy thought that would complicate that more and we should just delete it. Rebecca said she is concerned with deleting information from the minutes that was said, but rather we should clarify it. Wendy agreed. Wendy suggested we clarify what was said in this way: Randy said that the board should identify adding new board members to the table and the next sentence is fine. Wendy said, "Actually what happened next was that Tom said it's the role of the nominating committee to bring proposed members to the board and then I said if you have any suggestions, speaking to staff and the board". Wendy asked if Rebecca got that, she said yes, that she will put in the minutes that Wendy suggested that if anyone has any suggestions that to bring those suggestions to the nominating committee. Wendy wanted the minute's changes, Rebecca and Christine explained that all the conversation about changes will be reflected in these minutes. Wendy disagreed and felt the minutes were draft and they need to be changed and voted on at then next meeting. Wendy, Rebecca and Leona agreed that the minutes of the past meeting will be amended and voted on at the next meeting. And that these minutes will be in draft form. Chip asked if Rebecca got the language and that it will be modified too, she said yes. Wendy then said "then we should vote on that to because not everyone might agree"

**Motion 5:** Wendy motioned to amend the minutes as she suggested. Jon seconded the motion. Motion passed 4-1-0. Matt abstained.

***Chip then said that we have amendments that say we are going to change the minutes so he withdrew his motion to accept the minutes, because we will then vote to accept the minutes at the next meeting. Jon asked if we need to withdraw the second to his motion to withdraw. Chip said once the motion is gone the second doesn't matter.***

Chip went on to say "Minutes are the minutes of the recording clerk, they are no one else's minutes, they are not required to be adopted by any board for any reason. It is simply a formality that boards do adopt the minutes as they were presented, but the reality the minutes are the minutes of the clerk who takes the minute, no one else's minutes". Rebecca asked then why he didn't we just adopt that? Chip said "traditionally this board has never done that, has never just said the minutes belong to the clerk who took the minutes, those are the minutes. There's a formality done and it's done state wide, that minutes get labelled as draft, get modified and then get accepted, but there is nothing in statute whatsoever, or Roberts Rules that says any of that has to take place." Wendy then said "but they are the official record of the organization business, so it makes sense to make sure they are accurate". Chip said "they are the record of the recording clerk, not necessarily the record of the organization". Wendy said, "Unless we have tapes that we keep". Christine said we do have recordings. That's why when she types it, it comes literally from the recording. Wendy said that was good. Rebecca said she will change the minutes going forward to say draft.

#### **Old Business:**

**Officer Vote:** Board members took the time to read the report from the nominating committee. **Motion 6:** Matt motioned that pending Tom Marsh's resignation he recommends Joel Blumming becomes a member of the board for a period of three years. Wendy seconded. Motion passed 5-0.

**Motion 7:** Wendy motioned to nominate Chip as President, Travis seconded. Motion passed 5-0.

**Motion 8:** Chip made the motion to nominate Wendy as Secretary, Travis seconded. Motion passed 5-0. Eithne arrived at this time after the motion.

Wendy starting asking the group if they were interested in changing the meeting days from Monday back to Thursday. Rebecca mentioned that one consistent day a month would help with more public participation. Wendy ask the group if they could think about it and talk at the next meeting. Chip asked Rebecca to check the third Thursday holiday conflicts. Wendy asked the board if they should just table the discussion until next meeting. No one responded and we move onto ridership.

**Ridership:** Rebecca and Christine reviewed the ridership for each division. Rebecca spoke to the routes that were low in ridership. She feels that once the routes are redefined in Brattleboro the rides will increase. The routes that are rebounding is a result of no fares. We will be working on route 53 and figure out why it continues to decline. The 70 series continues to an offset year. It could decline even more with the adjustment in schedule and she feels that will be the next set of routes up for review. Rebecca mentioned that Dartmouth college ridership is strong because the college pays the full fare for students and employees. Dartmouth Hospital also contributes. The demand response is what we have left after giving up Medicaid. We went from 13 routes down to 4 routes. The gathering place van is suffering because the majority of ridership was Medicaid clients with an average of 110 rides a week. The volunteers services are increasing due to our service deliver change from vans to volunteers for the E&D clients.

Christine identified the reasons for the decrease ridership. Readsboro was predominately workers who are no longer utilizing the service. We are not seeing as many people working at Mount Snow from that area. The winter routes are down slightly, mostly due weather. Kingswood riders are at the Hermitage. The parking lots did very well particularly in the month of March; there was an extra weekend of service around the Easter week and the Minus Zero event help to increase ridership. The E&D program participation is down. Overall SEVT is up 5% in ridership.

Christine highlighted the record routes per year for the MOOver going back to 1997. FY18 had the biggest banner year with 5 routes being most successful, going back to 1997.

**Medicaid:** Rebecca stated that VPTA met with DHVA a few weeks ago. DHVA increase funding to VPTA with an additional 1.2 million dollars in additional funds for this year to offset the issue they are having. Rebecca reminded the board that although there is an increase in funding it's the VPTA board decision how that money will be disbursed. VPTA voted to create a PMPW of \$34. For some providers this was an increase from \$28-30 to \$34 and for ACTR, SEVT and RCT is would be a decrease from \$36-41 down to \$34. She noted that ACTR has the most too loose in this decision but their board has decided to stay in. The ACTR Director may work with VPTA to make some adjustment that may offset his loss. That has yet to be determined. Rebecca also stated that Randy identified that this scenario may happen. Rebecca stated that if we stayed in we would have been making \$2 less a client, creating a larger deficit for this company. She also stated that DVHA has decided to not make the payment retro; therefor SEVT will not be able to recapture any funds. DVHA has not made a decision on extending the contract with VPTA.

Matt wanted us to keep tracking the savings without having Medicaid.

**Future Meeting Locations:** Chip suggested we send out a doodle poll for the decision on the next meeting with setting a tentative date for May 17<sup>th</sup> at 5:30 at the MOOver and if everyone is fine with the third Thursday at 5:30 going forward. They also discussed a rotation between MOOver, Brattleboro and The Current. No formal decision was made on this.

**Long Term Plan:** Rebecca state that Randy wanted to let everyone know that we will be discussing the strategic plan in June. Wendy wanted consensuses of how the board felt about a board retreat. Members discussed location, time, date, and agenda. Consensus was June 21<sup>st</sup> or 28<sup>th</sup> for a doodle poll with a combined regular meeting and a retreat, with a suggestion time of 3pm.

**FY19 Grant Budget:** Rebecca stated that the budget present has a conservative revenue increase for state and federal funds of 2% with the exception of the E&D program of which we are asking for \$50,000. When we submit the grant we will ask for an additional 4% in funding. The grant request does not require a budget, but rather just a funding request, a number. This is only a draft, and formability to allow us to submit a funding request in the grant. Once the grant is award we will bring back a final draft adjusted budget for the board to vote on. Rebecca and Christine explained that operation and dispatches wages are decrease due to less staff and staff is taking on driving responsibilities. These wages are moved to driver line item. The MOOver no longer has an operations manager full time and The Current's Operations Manager will be driving part of the time. The admin line show an increase compared to FY18 projected. Rebecca explained that some of those wage need to flow into the demand response line item. Rebecca tried to explain that the Demand Response Admin was a function of the grant cost allocation plan. Leona state that portions of the administration side of the business flow into this line item and represent a cost for the volunteer program. Chip understood it was a distribution of cost. Rebecca tried to explain that it's a function of cost allocation not a true cost center, but just that pieces of admin cost flow into this line items to show what the volunteer program cost. Matt didn't think this was a detail that might not be necessary. Wendy didn't feel it was a fair comparison from year to year. Rebecca and Leona explained that it will be trued up come final budget but the bottom line the dollar amount to focus on. Wendy wanted to know what the personnel increases were; Rebecca said there's a 2% increase across the board. Wendy asked if that was by merit. Rebecca said no, it's not even the cost of living wage. It goes into effect on the anniversary dates for the Current and the MOOver on July 1<sup>st</sup>. Wendy is requesting the total amount of the 2% increase. Matt would like on every agenda to have a report from the E&D meeting of what was discussed. Rebecca said she would note that on the next agenda. Wendy asked if the diesel was going up, consensus was yes. Wendy noted that gas was down; Rebecca explained that due to fewer vans with no Medicaid program. Wendy asked about the fundraising and was that reasonable, Christine and Rebecca said yes. Wendy also noted that Marketing was high base on last year, and asked how much more marketing are we going to be doing. Rebecca said most of it is based on getting information out about the new routes in Brattleboro, mostly for mass mailing and printing brochures.

**FY19 Capital Plan:** Wendy wanted to note that she would like to see an AVL option for Brattleboro. Rebecca explained that is in the works with the AVL system that the MOOver is testing. Once the kinks are worked out the Brattleboro routes will have responders installed and be operational. Christine indicated there are some glitches within the systems and until the MOOver can rectify that we don't want to do an install with the Brattleboro busses. Wendy commented that if there is a surplus she would like to see it is used for this program.

Matt asked about the Route 30 new start service. Rebecca explained that we are submitting a separate funding request at the same time but it won't be part of this application. The service has a standalone budget that has match from Brattleboro Memorial Hospital, Grace Cottage and the Supervisory Union, so there no cash from SEVT. Barb Donovan has asked us to submit a standalone budget outside of this grant application at the same time we submit this application.

**Motion 9:** Eithne motioned to give Randy the approval to submit the proposed combined budgets for the FY19 combined grant application. Travis seconded. Motion passed 6-0.

**Motion 10:** Eithne motioned to approve the capital items on the budget in the amount of \$33,700. Jon seconded. The motion passed 6-0.

**New Business: Motion 11:** Chip motioned to sign the Certificate of Resolution. Eithne seconded the motion. The resolution is attached. Motion passed 6-0.

**Executive Session:** None

**Company updates:** Rebecca stated the final process of Brattleboro route re-structuring is under way. Thru May 4<sup>th</sup> we will finalize draft schedules and seek public input and tentative approval from Vtrans. May 7-9 we will develop materials for public input. May 10<sup>th</sup> –June1st conduct surveys and meetings. June 4-8 Collect and analyze data. June 11-15 finalize schedule, June 18-22 gather approvals from VTrans and SEVT board. July 2-August 3 Print schedules, give notice. August 6<sup>th</sup>, new schedule begins. Wendy wanted to know when we would present to the Selectboard. Rebecca said May 10<sup>th</sup> thru June 1<sup>st</sup>. Wendy has concerns with this because she is not back in time. Rebecca said she was sure the schedule will be tweaked when Randy is back. Matt wants us to inform the board of when the presentation to the selectboard board will be so they can attend. Wendy also noted that we need to finalize Guilford because they will need to be notified.

Christine invited everyone to the end of season party at Brattleboro bowl and reminded them that she sent out an e-invite.

**Board Member Comments:** Wendy said she is excited for the new routes in Brattleboro

**Future Agenda Items:** Wendy would like to see the total cost of raise for FY 19.  
Matt would like to see an E&D committee update on each agenda.

Adjourned at 7:45pm