

Minutes of the October 13, 2021 SEVT Board of Directors Meeting
706 Rockingham Rd., Rockingham VT or Via Video

Chip Stearns called the meeting to order at 5:12 pm. Those in attendance and constituting a quorum were as follows:

Board Members: Joel Bluming, Wendy Harrison, Scott Tucker, Matt Mann, Chip Stearns, Seth Boyd, Randy Capitani

Members of the Public: Elizabeth McLoughlin, Chair of Brattleboro Selectboard

Invited Guests: Tim Bradshaw VTrans

Staff Present: Randy Schoonmaker, Christine Howe and Keith Johnson

Public Input: Elizabeth spoke of the support of our service and explained this is the time the town begins the budget process. Elizabeth commented on how she was surprised at the significant municipal contributor Brattleboro is to our operation. Elizabeth shared her thoughts about how she felt we could increase ridership. She expressed concerns regarding signage in downtown and along routes. She also explained that she felt if using the bus service for commuting or work extending hours would help. She recommended perhaps reaching out to the sustainability coordinator in Brattleboro to see if there is a way to help improve ridership as well. Scott commented that there is already quite a bit of transportation into Brattleboro including Medicaid. Joel commented that going later would be useful. Wendy commented that we should have that on our list for future, but that is a budgetary issue. Wendy stated she is going to ask the town of Brattleboro for more money to support service. Randy asked if he could attend selectboard meeting. Elizabeth said the budget meetings begin weekly the first week of November. Randy explained the history of the contribution level from Brattleboro. Randy wants to explain that contribution history to the selectboard.

Review of Minutes: Review of July through September minutes. There has not been a regular Board meeting since July. Correct September 8th, should say “it” was seconded by Randy C.

Amendments of the Agenda: None

Chip spoke to the new Board agenda format. All other information is available in the packet on Director Point to review ahead of the meeting. The intention is to shorten meetings and keep the agenda to items needing possible action. Wendy asked to add the Stratton Agreement to the agenda for discussion.

ARPA Funding*: Wendy said this can be an item for discussion now and action later, just do not want to wait too long. Wendy explained that the funding is extra and examples of amounts some towns will receive. The interim rules as of now state one purpose is “public benefit corporation involved in the transportation of passengers or cargo”. It is one time funding so Wendy would not recommend asking for funding for ongoing costs, such as extending route hours. Wendy suggested things for signs, shelters, improvements to buses and Wendy would like to look at wifi for buses. Wendy believes we could “prepay” a wifi provider. Towns are starting the budget process, and we do not want to go to fast. Wendy though some towns that are not already supporting monetarily

could use these funds and maybe they would see benefit to sustain the funding after ARPA funding is exhausted. Christine explained that the wifi cost would include ongoing data charges. The hotspot units would be between \$75 and \$200 per unit, depending on the unit purchased. Christine stated that 30 buses, approximately half the fleet, would then have ongoing data plan charges of fifty per month, per bus, or approximately one thousand five hundred per month. That would be a yearly cost of eighteen thousand a year. Discussion ensued surrounding other ideas for the funding. Tim explained our funding was not ARPA funds from VTrans. Tim explained that our grant funding is nothing additional, it is just a different funding source. Tim explained it is not additional funding, just reducing the local match burden. Scott was asking what that dollar amount our local match would have been. Keith and Tim would have to calculate that amount. Randy explained that this fiscal year is completely different in the funding formulas. Chip asked what the board wishes for ARPA requests. Randy C recommended a list of towns to go speak with, as a starting point. Matt Mann supports continuing to look at what we should ask for from ARPA funding. **Randy C made a motion to the board to create a two- or three-person subcommittee to come up with solid recommendations for applying to towns for a portion of ARPA funding, Wendy seconded. Motion passed 7-0** Members include Matt Mann as alternate, Wendy Harrison, and Christine Howe. Wendy Harrison would be the chair of that committee.

Bus Shelters and Signage*: Chip explained that Colin Bratton from Windham Regional Transportation Coordinator will begin to study bus stops and signage. There is some data from that study. Randy also presented all the different styles of schedules, and signs that are already on routes. There should be a round MOOver sign and schedule holder at the stops. It was noted the north routes from Rockingham must be updated to remove the crtransit.org web address. Randy presented costs to make changes as recommended from Wendy and Colin's input. Randy also noted that there were web site changes and those are completed. Wendy stated we need to have a short-term plan and a long-term plan. The long-term plan should be based on what VTrans and Windham Regional study shows. Wendy found it alarming that there is no signs on the new section for the Blue Route. The main shelter on main street had a sign with a map, but the new shelter only has a schedule, just no more map, thus the information was less after the change. Wendy feels certain stops should have good maps. Chip suggested if a shelter plexiglass panel that is the map of the system, so one large system map as a panel of the shelter. Wendy expressed concerns, that although all the work on the web site was completed, she still feels that it should not be two separate systems. She would like to see the routes listed with town names, instead of southeast Vermont. Chip said there should be three clicks to get to where you want to go on a web page. Chip asked if anyone wanted to motion to instruct the CEO to update signs as and when available any that reference old web site or round Current sign will be replaced. Wendy asked to touch base in more detail on the signs in Brattleboro. Seth commented this is two topics, one is a sign conversation, and one is a web site conversation. Seth also noted he is against more signage and would prefer less with electronic information available. Chip noted a QR code that people could scan, and all the maps and information would populate from the code. Seth and Randy asked Tim what is happening around the region, which is some of the focus of the study Windham Regional is conducting. Christine clarified that not all locations will allow MOOver signs to be placed. Wendy noted staff had the authority of this level of operation spending. Chip noted no motion needed.

Board Retreat Planning: Seth asked if there had been any board retreats, and Chip noted that there has not been one. Seth asked for definition of retreat. Chip stated a board in depth in personal communication between board members about the organization and the board itself. Randy C noted it would be counterproductive to do a board retreat until after the state completes the review of the system. Chip and Seth agree with that, and we would revisit the topics of a retreat and timing once the state review is completed. Seth asked to have that on the agenda in the spring to revisit.

Additional Short-Term Committees*: Chip added this to agenda based on the information that came out of CEO review.

a. By-Laws Chip has noted some language in by laws as well to reline the references to two divisions and two general managers. Seth noted we would need a committee to look at the by-laws. Chip would like this to be done with emails and be on the November agenda. Randy C would be willing to be on the by law committee, as is Seth. The committee would include Seth, Randy C, Randy S and Chip. This will be on the November agenda.

b. Mission Statement Seth expressed his opinion that this would be discussed at the board retreat in the spring.

c. CEO Job Description and Responsibilities Wendy asked if Randy S would like this reviewed. Randy S asked if the board reviewed his job description recently and if the board felt it was sufficient then there would be no changes requested from the CEO point of view. Chip noted the only significant change would be it reads with two general managers, and two divisions, and we are one now. In terms of the script, it needs to modify to be more where are at now, but the doc does not need to be changed. Chip has a redlined version, will share with the board and CEO. This will be on November agenda.

d. Strategic Plan Review Seth expressed his opinion that this would be discussed at the board retreat in the spring.

Electric Buses: Chip noted the information is in the packet for the board to review and requested Randy to summarize the information for the board. Randy would ask for the board to approve funding for buses and infrastructure in the spring. Randy presented a timeline and numbers and moving toward visiting with the board in the spring. Randy asked the board to approve him to pursue information surrounding infrastructure improvements. Chip noted you do not need board approval to research the infrastructure information. Tim thanked Randy and the board for moving it forward.

a. Stratton Agreement: Chip stated this was added for an agreement for Stratton service to Manchester. Randy thanked Seth for the help, and this week we have had a flurry of activity. Randy discussed what happened this week. Stratton should take the lead on the publicity. Stratton is fully funding this route. We discussed the connections with Marble Valley and GMCN and Randy will discuss this with the other transit providers in more detail after the contract is approved. Randy noted we wanted this to get to contract form before we discussed further with the other providers and the town of Manchester. Seth confirmed that there has been a fast flurry of details this week, noting that it will be great for employees as well as public. Stratton sees this as community support. Seth noted that the hope is that this will give a jump to the Route 30 study, and maybe that leg will

happen next year so that will then connect to Brattleboro. Randy discussed the dates starting mid November, which is less than thirty days away. Randy placed in the board packet there is a sample of an agreement we have with all our partners that we would just adjust for Stratton. Wendy said it sounds great. Wendy stated that this is a huge contract, and the by-laws state the board approves contracts therefore she feels the board must go by that. Wendy said, we can have a special meeting, or approve it at our next meeting. Wendy feels it has to be done according to the bylaws, and legally so there are not any sort of issues. Randy S said the bylaws state the board meets annually to tell the CEO how big of a contract he would need board approval for and that has not happened. Randy stated we cannot wait to do that, so if the board feels that way, we should let Seth know now that it is not going to happen. Randy asked at what point is he allowed to execute a contract that has been given to twenty other people. Wendy argued the amounts are different, even though the language is the same. Chip asked Seth to recuse himself from voting. **Chip made a motion the board authorize Randy S to sign the contract or whatever agreement is necessary to commence business with Stratton Mountain to Manchester as authorized through the state of Vermont already, Randy C seconded the motion.** Wendy stated that she completely wants this to happen, but because there is variability in the contract amount, she feels it is too much variability to approve without knowing the amount. Therefore, Wendy cannot support that because of a process reason, not because of the product. Wendy would go to a special meeting. Chip asked if we added the language approve based on ninety dollars an hour does that solve the problem for Wendy's concerns. Wendy repeated "the board has to approve contracts" we know that. Discussion ensued surrounding the interpretation of the language in the bylaws. Randy S noted it stated the board authorizes the level the CEO can approve the contracts. Wendy said she feels that is not what the interpretation means. Randy C stated he does not care about the details, and it is either voted yes or no. Wendy said that we know that we have an obligation as the board, and we need to take it seriously. Matt said it is a valid point, we are either going to follow the by law, and if not, we should just "chuck them out the window". Randy S asked Chip what his reading of the bylaws stated. Chip said that as the motion reads it is authorizing Randy S to sign a contract. Does it need to say authorize to sign the contract on behalf of the board, if you want that language in there. Chip noted all of the agreements have been signed, and the one example in the packet is signed by Christine. Wendy said she would question those signed by Christine as well. Wendy stated again the board needs to approve all contracts. Scott read article 5d in the by laws, and as stated the board has not followed the language. **Scott said there is a motion on the floor, let's call it. The motion had the added language "at ninety dollars per hour times the hours of service."** Wendy reiterated "approve all contracts" Chip said a motion is on the table and has been called. Chip asked with the motion in mind all of those in favor, signify by saying I. **As there was a three-to-three tie vote on the Stratton contract it failed to get a majority and thus did not pass or fail, with Wendy Matt and Joel voting against, Seth abstained, Chip, Scott and Randy C voting for.** Chip then noted that when there is an agreement ready the board will be notified of an emergency meeting, and we will need five for a quorum. Wendy wants to consult an attorney. Wendy, Matt and Randy engaged in discussion to see if the board could set a limit now, so this does not continue to happen. Wendy continued to push back. Keith asked if the board needed to approve a copier contract. Wendy stated well then, the board approves a budget then they should set a dollar amount limit on what needs to come to the board. Christine said that is exactly what Randy just asked you to do and you said no to doing that. Wendy said that in general it should work like that, but we could read the by laws both ways. Matt stated that there will be a special meeting. Randy asked that the special

meeting needs to be in the next day or so. Randy expressed concern that this reflects a lack of confidence with us and a lack of understanding that we have been negotiating in good faith with a partner, but I will speak for Christine that every minute is important. Matt said we appreciate all the work being done, but we are legally obligated to approve contracts. Chip explained that all other contracts are already done. Those agreements amounts are part of the budget we approved. Chip asked there will need to be a meeting to come up with the solution. We were trying to shorten these meetings and we are after two hours. Chip noted if the Stratton partnership falls apart because the agreement was not approved at this meeting, it would be an example of the board not of the CEO. Randy C and Seth both exited the meeting at 7:08

Future Agenda Items: By laws, CEO job Description, ARPA committee money request plan, Strategic plan for November with electrification

Executive Session: None Pursuant to VSA 313 (a) (3) evaluation of a public officer or employee.

Adjourn motioned by Joel, seconded by Chip

Regular meeting adjourned at 7:20 pm