

Minutes of the SEVT November 10, 2021 Board of Directors Meeting  
Via Video

Chip Stearns called the meeting to order at 5:05 pm. Those in attendance and constituting a quorum were as follows

**Board Members:**

Willis “Chip” Sterns II, President  
Seth Boyd  
Randy Capitani  
Wendy Harrison  
Dave Moulton  
Joel Bluming  
Matt Mann joined at 5:15 pm

**Members of the Public:** None

**Staff Present:**

Randy Schoonmaker, CEO, SEVT,  
Keith Johnson, Finance Manager, SEVT

**Invited Guests:**

Tim Bradshaw VTrans

Meeting was called to order by Chip at 5:05 pm.

**Public Input:** There was no public input

**Review of Minutes:** No changes made

**Amendments of the Agenda:** None

**Review Revised Budget FY22;** Members were referred to the revised budget being presented in the board packet. **Motion 1:** Chip motioned “To approve the revised budget for FY22 operating revenues, authorize the CEO to adjust numbers within the budget as long as it does not affect the bottom line and to authorize the CEO to sign contracts within the budget” and Dave M. seconded. Wendy felt that a contract limit should be established according to the by-laws. Discussion ensued on monetary limits and for what amount. Chip said the motion was to include any contract within the 7.4 million dollar budget. Randy gave examples of the VTrans grant agreement worth millions and bus purchase contracts of \$200,000 apiece. Chip reminded everyone that the board passes the capital budget and should give Randy authority within those budgets. Seth stated the issue of the contract limits are being address in the new proposals from the by-law committee. Randy asked about bottom line and still nets zero. Wendy opposed the motion, Joel abstained, motion passed 5-1-1.

**Solicit Board input on the by-law changes:** Chip, Seth, Randy S, and Randy C have met and discussed as participants of the by-law committee. One suggestion was to not follow VSA open meeting laws which alleviates posting open meeting requirements, but the process will remain mostly the same. Seth stated that it was confirmed with an attorney that we are not required to follow those regs. Tim says not all providers follow the meeting law except for the municipalities. Randy C.

provided attorney general guidelines, backed up by a 2015 opinion from Attorney General Sorrell, which support the move. Joel thinks that the part of the open meeting law that prevent just two people to start conversation that turns into a meeting is an important measure within the open meeting law. It was then discussed that our bylaws require a majority, and since we have eight members on the board, it would prevent that situation from occurring. Chip says electronic media is the most outreaching form that we have. We still want to post information but eliminate the hours and posting requirements. Chip discussed removal of two “Current” and “Moover” divisions. Eliminate need for the General Manager review be reported to the board and moved the review requirements to of the General Manager & Finance Manager to the CEO job description. Allows signing of checks by Finance Director. Removal of requirement that board members reside in certain area’s (four from DVTA territory and four from Rockingham). The management reviews are removed from the by-laws and into The CEO’s job description. Requires board approval of any contract above \$300,000 that is not in the approved budget. Allow a majority of the board vote to remove a member of the board for cause. Board can assign the task of negotiations to the CEO and have them report back to the Board. Matt wants to be able to review the draft of the grant application – Chip said in all my years on the board he has never seen the actual grant application - just spreadsheets and the supporting documents. Randy S explained there was a time the VTrans application required the board and regional commission to sign off and that no longer applies. The requirement still can be in the bylaws however if wanted. Tim & Randy described the contents of the grant application. Keith then revisited the check signing portion of the discussion. Randy will put the grant application into DirectorPoint for the board to review if they wish. He explained that modern trends of electronic funding are making checks obsolete, and it would be onerous for board members to be involved in daily transactions. Examples given were payroll direct deposits, volunteer payments, line of credit transactions and even vendor payments. Dave Moulton commented ACH payment is the way things are done nowadays. Keith will be invited to the next bylaw committee meeting.

**Key Bank Request:** Key Bank is requiring an authorization to sign a services agreement with Key Bank. This will allow expanded credit card services for gas purchases and earn rebates. This also allows for ACH deposit and credit card deposits without the need to use Charity Proud services anymore. Wendy asked for term of agreement and Keith advised it can be cancelled at any time

**Motion 2:** Seth made the motion “to authorize Chip to sign the documents of the service agreement as recommended by Keith”. Wendy seconded. Motioned passed authorizing the board chair to sign documents. 6-1 with Chip abstaining because he will be the signer of the documents.

Meeting was adjourned at 6:03 pm.