

## Minutes of the January 12, 2022 SEVT Board of Directors Meeting

Chip Stearns called the meeting to order at 5:35 pm. Those in attendance and constituting a quorum were as follows

### **Board Members:**

Willis “Chip” Stearns II, President  
Seth Boyd  
Randy Capitani  
Joel Bluming  
Dave Moulton  
Scott Tucker

**Members of the Public:** Colin Bratton, Windham Regional Commission

### **Staff Present:**

Randy Schoonmaker, CEO, SEVT,  
Keith Johnson, Finance Manager, SEVT  
Christine Howe, General Manager, SEVT

### **Invited Guests:**

Ross MacDonald VTrans  
Tim Bradshaw VTrans

**Public Input:** None

**Amendments of the Agenda:** None

### **Review of December 8, 2021, Minutes:**

**State Management Review:** We are still filling out our workbook and have sent most materials to Tim with the hope of completing the notebook by the end of this week. Tim spoke to the length of the document and how much time is needed to complete. Tim will review the info in the drop box ahead of the site visit. Tim explained the process of the on-site visits, which will happen in both locations. Tim would like to wrap it up within the next month. Chip asked if we may have a draft report in March? Tim said yes, and then the draft review will be discussed together and then come up with a close out letter. Chip asked if anyone wanted to see the draft, besides himself? Randy C asked if maybe they look at the SWOT analysis which would be good to see.

**Leasing Vehicles:** Randy S reviewed the Vehicle Lease Concept and had Tim comment that this is correct. SEVT would then request the procurement and grant request. The ownership is still purchased through federal funds and SEVT is the owner/operator then lease to a third party. Chip asked how this affects the life of the vehicle process? Tim explained it is all still part of SEVT asset management plan. Joel asked if these vehicles are leased on a daily basis? Chip explained it is \$1 per year, and they cover the overhead to run. However, it was noted that Garden Path Elder Living was not aware she could book trips through SEVT. She may see that she does not need the lease. Tim also noted that they need to be aware of the requirements with these lease arrangements. Randy S explained he was looking for board approval to move forward with this if needed. **Motion 3: Randy C to move forward with this, seconded by Scott. Motion Passed 6-0** Randy C asked if this would require a budget change, however it is a capital request and would be for FY23. The Board

would approve the capital purchase at that time. Chip explained that the local match is also due from the lease. Should the lease back out, there are contractual obligations. Joel asked if could be a short term lease, but Randy S explained it would be long term.

**Updated Drug and Alcohol Policy, Procurement, Acceptance of Advertising, Safety Policy:**

Randy S explained that periodically, when changes are made, we need Board approval.

**The Drug and Alcohol policy** has changes to contacts and MRO but hasn't needed changing since 2018.

Same goes for the **Procurement Manual**, the micro purchase threshold went from \$5,000 to \$10,000 but the rest is the same.

**Accepting of Sponsorship** needs approval and we do not do advertising, but instead sponsorships.

Randy S presented the sponsorship package and sample agreement for approval. Randy C asked Randy S if the sponsorship package and agreement was reviewed by counsel. Keith offered the auditors approved the IRS info. Randy S said he could have counsel review the agreement. Safety Policy was presented in the board packet.

**Motion 4:** Adopting all as modified by the Board by Scott Tucker, seconded by Randy C. motion passed 6-0

**Discussion on bylaw changes:** There has been communication with Ross. In this packet there is information from other transportation providers for reference. Chip would like the committee to review the board members' terms may continue to end on December 31 each year, but that the annual meeting occur prior to December 31st, which is prior to the end of board terms. Chip's input would like the annual meeting be on a fiscal year basis, increase board members to nine and have five members authorized/approved from selectboards of towns served, and two representatives from our largest contractors with the rest can be RPC's or at large. Chip asked for Ross's comments. Ross likes what he hears as far as progress in the discussion of bylaw changes. Ross stated that we are operating under current bylaws which state that we do not operate under reduction in members. Thus SEVT would operate with the expired board members extended terms to maintain the number of board members. Randy S explained it was a matter of following the law. Tim asked if SEVT did not follow the law in the past then when this occurred in prior years for board terms. Chip answered yes, that it was not lawful and the Board is now trying to be lawful. Ross asked why it was brought up now, to which Chip answered until it is brought to someone's attention you do not realize you are not following the law. Seth and Randy C stated the committee wants to get it done, just a matter of scheduling.

**CEO's job description:** Chip explained the present bylaws state two general managers, and it should not be a function of the Board since the boards only employee is the CEO. We no longer have two general managers and the Board's only employee is the CEO. Again, an example of needing change. Randy C just wanted to add language about constructive partnership between the board and the CEO.

**Other Comments:** Ross was talking to Tim about training materials for board training and that might be included in the next board meeting Chip explained that this is all in Directorpoint as well. Scott asked Ross if the state is providing any board training. Ross thinks it has been about four years, with not much being done since then. Ross stated that the state would support help with board training materials.

**Motion 5:** Motion to adjourn by Joel, seconded by chip adjourned 6:23

Submitted by: Christine Howe, General Manager