



Rural Community Transportation, Inc.

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"COMMUNITY IS OUR MIDDLE NAME"

RCT Board of Directors Meeting
Monday, August 8, 2022 at 9:00 a.m.
Video and Teleconference

Present: Rob Moore, Doug Morton, Tin Barton-Caplin, Judy Nommik, Emily Rosenbaum,
Jonathan Davis
Clerk: Amy Obenauf, Jessy Pelow
Guests: Tim Bradshaw, Amy Rast, Michael Waterhouse

Meeting called to order at 9:06 a.m. by Rob Moore.

1. Introductions, Opportunity for Public Comment, and Modifications to the Agenda. No members of the public for comments. All present introduced themselves.
2. Amy Rast – Introductions and Overview of Interim Role. Amy worked for the State of Vermont for 30 years and retired from VTrans, with a decade of experience in the transit field. RCT was in her purview during her tenure at VTrans. She is currently a consultant through RLS & Associates and will be serving RCT beginning August 15, 2022 for a limited period, offering interim transitional support.

Tin made a motion* that the Board authorizes signing authority to Amy Rast during her interim as consultant serving RCT. Second by Judy, all in favor, none opposed.

Tin made a motion* that Amy Rast be added to the signature cards at its bank(s). Michael Waterhouse noted that it may not be necessary, but failing to do so would prevent her signing checks. Second by Judy, all in favor, none opposed.

3. Approval of Board meeting minutes of July 11, 2022; July 28, 2022; and July 29, 2022.* August 4, 2022 minutes will be distributed for approval at a later time. Emily moved that the minutes be approved for these three dates. Second by Judy, no corrections needed, all in favor, none opposed, minutes finalized and approved.
4. VTrans Update. Tim sent an update report to Board concerning the close-out of the fiscal year and noting that RCT is close to finishing and has made good progress. No questions from Board.

5. Committee Reports and Updates:

Finance Committee: Rob and Mike, with Tim and Dan on the call, met to review May 2022 financials in preparation for presentation to the Board for approval.

Personnel Committee: No meeting this cycle.

Marketing Committee: No meeting this cycle.

Nominating Committee: No meeting this cycle. Emily did note that two Board seats (one alternate) still need to be filled.

6. Financial Update and Approval of May 2022 Financials.* Rob shared the May 2022 financials and Mike reviewed the information with the Board. Tin asked about the days-cash metric information. Doug asked about the net operating revenue and how it compares with other subrecipient transit agencies in the state. Tim addressed this question and noted that RCT is in a strong financial position and that record-keeping is thorough. Mike noted that part of the loss is simply reflective of the complex Medicaid reimbursement process.

Rob made a motion for the Board to approve the May financials as discussed. Second by Tin, no further discussion or questions. All voted in favor, none opposed, May financials approved.

7. Board Retreat Update and Establishment of Ad-Hoc Retreat Committee. Rob reviewed the fact that many Board members have come on since the last training and that training is therefore due. Rob noted that the Board is asked to hold September 21, 2022 for a full day of training. Rob requested that several members volunteer to serve on an ad-hoc committee to set this up. Judy, Jonathan, and Emily volunteered to form this committee and set up the training. Sarah Henshaw from Leaves of Change will be the training facilitator. Amy Rast asked about whether the Board reached out to three facilitators per federal funding requirements, and Rob confirmed that the proper process was followed and he will forward the e-mail exchange to the ad hoc committee for documentation. Tin noted that he can also provide written documentation of the RFP process for the staff climate survey that occurred in FY22.

8. Executive Director Search Committee Update. The committee is now dissolved as Board has taken over the executive director search process.

9. Determination of Need for Executive Session per 1 VSA 313(a)(1)*. Judy moved that need exists for executive session to discuss personnel issues. Second by Doug, need

established for executive session. Emily moved that the Board enter executive session with Tim Bradshaw and Amy Rast invited to participate. Second by Judy, no discussion, all approved, executive session entered at 10:06 a.m. Executive session exited at 10:29am.

10. Other Business. Judy made a motion* to authorize the Executive Officers to advance an employment offer letter to the selected final candidate for the Executive Director position, with a deadline of August 12 to sign the offer/hiring letter. Tin seconded the motion. All approved.

Adjourn.* Tin made a motion that the meeting be adjourned; Jonathan seconded the motion. All approved, meeting adjourned at 10:35a.m.

Next Meeting: September 12, 2022.

*Action item and/or Board Vote



Emily Rosenbaum, Vice President

September 12, 2022

Date