



Rural Community Transportation, Inc.

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"COMMUNITY IS OUR MIDDLE NAME"

RCT Board of Directors Meeting
Monday, September 13, 2021, 9:00AM
Video and Teleconference

Present: Fred Saar, Kenn Stransky, Karen Desrochers, Linda Lyman, Rob Moore, Daniel Sherman, Tin Barton-Caplin, Jonathan Davis, Judy Nommik, Emily Rosenbaum
Clerk: Amy Obenauf
Guests: Ross MacDonald, Tim Bradshaw, Bernie Lambek, Esq., Larry Lindquist, Brian Pickard

Meeting called to order at 9:04 a.m. by Fred Saar.

1. Introductions & Opportunity for Public Comment. No members of public present.
2. Modification of Agenda. Change signers on accounts, as Sharon Klein has submitted her resignation.
3. Motion for ratification of the minutes of the Executive Committee meeting on August 30, 2021 and the decisions made by the Executive Committee in that meeting. (A copy of the Executive Committee minutes is attached.)

Karen Desrochers was elected as treasurer and Emily Rosenbaum was elected as secretary. New signers on bank accounts were approved (see notes). Daniel asked if it is typical to elect officers during an executive meeting. Fred noted that only two officers were in place, so it was placement of voluntarily assumed roles to be ratified by the full board at the next meeting. Motion to accept the minutes by Rob Moore, second by Fred Saar; approved by all, minutes accepted.

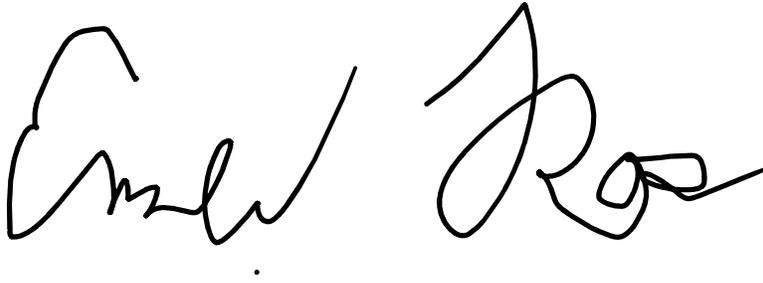
Motion to ratify the elections made by Rob, second by Tin; all approved motion to ratify elections. Motion to ratify election of Karen Desrochers as treasurer by Tin, second by Rob; approved by all. Motion by Rob ratify election of Emily Rosenbaum as secretary of the board, second by Linda; all approved the motion. Both officer elections by the executive committee ratified by full board.

4. Review of September 3, 2021 assessment of RCT prepared by the Interim Executive Director. Fred reviewed the state of preventive maintenance of vehicles and staffing and

volunteer needs. Jonathan Davis asked about whether similar challenges exist at other community transportation organizations in the state. Tim confirmed there are national part shortages, especially microchips needed for vehicle manufacture. Jonathan Davis noted that in terms of staffing, publication through social media and the web site is suggested. Openings are currently posted through Indeed and the Department of Labor. The State is also working on a joint effort to recruit CDL drivers. Linda asked about garages RCT uses and how many are available to service our particular vehicles. Tim reviewed the quote solicitation process among multiple garages.

5. VTrans review of September 7, 2021 SWOT Analysis. Reviewed Tim Bradshaw's report on RCT's strengths, weaknesses, opportunities, and threats. Good progress has been made regarding vehicle procurement in spite of shortages and repair challenges and several possibilities exist for bringing fleet up to numbers where spare vehicles are available, including possible electric and hybrid buses.
6. Climate Survey direction. Fred Saar suggested that RCT move forward with a climate survey conducted by an outside company selected by the personnel committee. Tin prepared a draft for a Request for Quote. Fred recommended the personnel committee manage the process. Fred made a motion that the personnel committee proceed with this and that Tin be authorized to sign the contract with the winning vendor on behalf of the board. Daniel seconded the motion; Rob noted that the personnel committee work with Larry Lindquist in HR at RCT throughout the process. All voted in favor of the motion, motion passed.
7. Board member communication, confidentiality of Board member private information, spam e-mails, and Director's and Officers' Liability insurance. Kenn asked about the nature of RCT's liability policy. Fred noted that the policy has been reviewed. The board discussed the presence of members' contact information on public-facing RCT web site. Fred recommended that RCT's board members create an e-mail address specific to their participation on the board. The board clerk will research whether riderct.org addresses can be assigned.
8. Determination of the need for Executive Session per 1 V.S.A. Section 313(a)(1). Rob made a motion that the board enter into executive session, second by Judy. Executive session entered into at 10:09 a.m. Executive session terminated at 11:07 a.m. Legal counsel Bernie Lambek suggested that the board move that a board member execute the Non-Disclosure and Separation Agreement between RCT and Nick D'Agostino. Judy moved that the board accept the resignation of executive director Nick D'Agostino and hire Fred Saar as the temporary executive director of RCT, with vice president Rob Moore as acting president to sign all necessary documents. Motion was seconded by Tin; approved by all. Fred Saar immediately recused himself from the RCT board until a new permanent executive director is hired. Motion made by Linda to accept Fred's recusal, second by Daniel; approved by all. Rob Moore will be interim board president as current vice president.

9. Motion to adjourn made by Jonathan, second by Rob. Approved by all, meeting adjourned.



Jonathan Rob