



Rural Community Transportation, Inc.

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"COMMUNITY IS OUR MIDDLE NAME"

RCT Board of Directors Meeting
Monday, March 13, 2023, at 9:00 a.m.
Video and Teleconference

Present: Emily Rosenbaum, Doug Morton, Tin Barton-Caplin, Kitty Toll, Carole O'Connell,
Tasha Willis, Dan Sherman, Jonathan Davis
Clerk: Jessy Pelow
Guests: Caleb Grant, Ross Macdonald, Mike Moore, Sandy Thorpe, Frank Davis

Meeting called to order at 9:00 a.m. by Emily Rosenbaum.

1. Introductions, Opportunity for Public Comment, and Modifications to the Agenda.
No members of the public for comments. No modifications to the agenda requested.
Frank Davis introduced himself. He was present for the meeting as a potential alternate member of the board.

Carole made a motion to approve the minutes of the February 13, 2023, meeting. Jonathan seconded the motion. All in favor, none opposed, Tasha abstained, minutes approved.

2. Committee Reports and Updates:

VTrans Update: See attached VTrans report.

Ross shared that Tim Bradshaw has resigned and is joining GMT as the Director of Rural Operations. Ross will fill in until the position at VTrans is filled.

Executive Director Update: See attached Executive Director report.

Caleb noted there has been movement with hiring needed drivers. The current driver employees are all working overtime. Caleb has worked closely with the Finance Committee and any overtime from here forward to the end of this fiscal year will be paid as double pay.

There was a statement made about stimulus funds no longer being available. Caleb said that moving forward RCT will be mindful of local match dollars and will review Town appropriation requests.

Caleb and Sandy met with Peter Welch and discussed transportation and challenges.

Financial Update: Mike updated the board with the January financials. He is working on the budget review and grant agreement.

Marketing Committee: No update.

Personnel Committee: No update.

Nominating Committee: No update.

Finance Committee: No update.

3. Leadership Team Update: Sandy Thorpe, operations manager introduced herself. She said there are 31 total vehicles, 7 of which are out of service and 18 are past their useful life benchmark. There are 9 vehicles on order with no current delivery date.

Ross noted that VTrans is continuously working with RCT to assist. He said that supply chain issues are a major factor in the lack of delivery timeline.

Sandy and Caleb both said that VTrans is extremely supportive of RCT.

Sandy shared trip number comparison from 2022 and 2023 and are as follows,

Demand Response: January 2022- 1,447 trips and January 2023 2,030 trips.

Shuttle Response: January 2022- 3,885 trips and January 2023- 5,818 trips.

Sandy said that RCT drivers are dedicated and put in a lot of overtime hours. She is working with Larry to get new drivers hired.

Caleb commented that Sandy is a great asset to RCT specifically with management of the operations department.

Doug stated that there is success through adversity. He thanked Sandy, Caleb and all the RCT staff for their dedication.

4. Bylaw Review Update: Tin reported that there is a letter of engagement with Primmer and Piper Law. They are reviewing the bylaws and he plans to have something at the next meeting.
5. RCT ED Matrix: Emily pointed the board to the RCT Executive Director Matrix. (See attached) Jonathan mentioned that this was created based on the RCT retreat buckets. The Executive Director matrix would happen at the Executive Director 1-year anniversary. Tin made a motion to accept the RCT Executive Director Matrix as attached. Kitty seconded the motion. All approved.

6. Six-month conversation including Caleb's measurables: Caleb thanked the board for the opportunity and appreciates their support. He expressed how connecting lives day to day to the community is inspiring. He recognizes the reality of working in transportation and how great the need is.
7. Term Limit discussion with current members: Much discussion was had regarding opinions of term limits. Tin will check with Primmer and Piper Law to identify the correct process of gaining members and setting term limits. The board will revisit this topic in May.
8. Conflict of Interest: Emily pointed to the conflict-of-interest example from the National Council of Nonprofits. (See attached) It was mentioned that a conflict-of-interest policy should include language from Title 11B-chapter8 as it is specific to nonprofits. Emily will work to create a policy that incorporates all necessary information.
9. Other Business: Frank Davis will contact Emily regarding becoming an alternate member.

Caleb mentioned that he is working with Sandy on improvements to the three underperforming routes. Specifically turning the 15/14 into 15/2 that would run from Johnson to Lyndonville. The board agreed that they would like an update regarding the three underperforming routes at their April board meeting.

10. Determination of Need for Executive Session per 1 VSA 313(a)(1) * Tasha moved that there is a need for executive session. Tin seconded the motion. All approved. Kitty made a motion that the board enter executive session. Tin seconded the motion. All approved. Executive session entered at 10:30a.m. and exited at 10:38a.m.

Adjourn. Carole made a motion that the meeting be adjourned; Kitty seconded the motion. All approved, the meeting adjourned at 10:38 a.m.

Next Meeting: April 10, 2023.

*Action item and/or Board Vote



Justin Barton-Caplin, Secretary

May 8, 2023

Date



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VTrans report for RCT Board Meeting for 02/13/2023

HBSS scheduling and dispatch software kick-off meeting has been conducted with Tri-Valley Transit (TVT), VTrans and VTrans implementation consultant. The Statewide kick-off meeting is scheduled for March 16th. HBSS will be providing an overview of the implementation process to all the transit providers. RCT has asked to be scheduled toward the end of the implementation which is anticipated to take up to 12 months statewide.

VTrans attended the first of two community forums for the Morrisville/Hyde Park proposed Microtransit service. VTrans staff will be attending the second community forum this week. The first forum was very well attended. VTrans wants to thank RCT and the RPC for all their efforts coordinating the meeting. RCT has minutes available from the first meeting if the board is interested.

VTrans and the statewide transit providers attended a presentation on HBSS Microtransit software presented by Southeast Vermont Transit (SEVT). SEVT is currently under contract with HBSS and using the software for their Windsor pilot that started on January 23rd. RCT is also participating in several other Microtransit software demonstrations as they continue to consider bids received as part of their Request for Proposals.

VTrans met onsite with RCT staff to review the grant application process for SFY24. In SFY24 there will be no additional 100% funds available for Operating. VTrans has exhausted the stimulus funds we received from the Federal Transit Administration. However, we will consider increased requests for state operating match as available.

VTrans has been in preliminary discussion with RCT on some potential route improvement considerations for the 14/15 service.





Rural Community Transportation, Inc.

Executive Report

March 2023

February can be a challenging month in the world of transportation. Our budgets become clearer, our vehicles feel the full wear and tear of winter, and our staff is tired from clearing snow and cabin fevered clients. Warm weather and running sap are as welcome as the 1.7 million dollars that will help close our budget deficits. There is still a lot of work to be done to close out the fiscal year, but RCT looks to be well positioned to clear some lingering projects and set a positive tone for next year. Thank you all for your continued support, great committee work, and individual advocacy. Special thank you to Judy for your representation at the Derby town meeting.

Rolling Stock

- 6 Vehicles currently out for electrical issues

Fiscal Health

- VPTA has passed a vote to hire an outside consultant to recommend a new income distribution model
- The 1.7 million included in final 22-23 budget adjustment act

Staffing

- 4 drivers at various stages of the interview process
- 2 new volunteer drivers

Initiatives

- Micro-transit
 - RFP is currently being scored
 - Two new public comment sessions were held in collaboration with Lamoille County RPC
- Pending Grant Applications
 - AARP- in collaboration with Kingdom Trails we applied for \$18k to promote and improve the crown
- Request to change 14/15 to 15/2
- Remaining VTRANS capital projects
 - Rank order retainer consulting contract
 - Transit development plan
 - Johnson study
 - Strategic Planning
 - Rebrand Planning

- HVAC
- Pole Barn
- Generator

People and culture

- Annual ADP staff survey:
- Bi-annual 360 evaluation:
- Bi-annual board open forum with staff:

	Strengths	Areas of growth	New goals
Staffing Strategies and Efficiencies			
Company culture and morale			
Accountability and compliance			
Board engagement			

Service Portfolio

- SIRS report
- Community Stakeholder Feedback
- Transit Royale App Data

	Strengths	Areas of growth	New goals
Ability to maintain contacted services			
Expansion into all areas of rural vitality			
Resilience and responsiveness to external challenges and opportunities			

Financial Management

- VTRANS Grant Application:
- VTRANS Quarterly Grant Progress Report:

- Annual Audit:
- Meets or exceeds budget expectations:

	Strengths	Areas of growth	New goals
Budget management			
Grant proposal vision and advocacy			
Project completion and punctuality			
Local match maintenance			
Supplemental funding			



SAMPLE
Board Member Conflict of Interests Disclosure Form

Date: _____

Name: _____

A conflict of interest, or an appearance of a conflict, can arise whenever a transaction, or an action, of [Name of Nonprofit] conflicts with the personal interests, financial or otherwise, of that of a board member, or an immediate family member of a board member, or that the board member's employer (collectively "your personal interests").

Please describe below any relationships, transactions, or positions you hold (volunteer or otherwise), or circumstances that you believe could create a conflict of interest, now or in the future, between [Name of Nonprofit] and your personal interests, financial or otherwise:

_____ I have no conflict of interests to report.

I have the following conflict of interests, or potential conflicts of interests, to report:

1. _____

2. _____

3. _____

I have reviewed [Name of Nonprofit's] conflict of interests of policy and I understand that it is my obligation to disclose a conflict of interests, or appearance of a conflict, to the chair of the board when a conflict, or appearance of a conflict, arises, and that for transactions in which I have a conflict, I will abstain from any vote on the matter involving the conflict.

Signature: _____ Date: _____

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