



Rural Community Transportation, Inc.

1677 Industrial Parkway • Lyndonville, Vermont 05851

Phone: (802)748-8170 • Fax: (802)748-5275 • <http://riderct.org>

"COMMUNITY IS OUR MIDDLE NAME"

RCT Board of Directors Meeting
Monday, November 14, 2022 at 9:00 a.m.
Video and Teleconference

Present: Emily Rosenbaum, Doug Morton, Tin Barton-Caplin, Carole O'Connell, Kitty Toll,
Tasha Wallis, Judy Nommik, Jonathan Davis, Dan Sherman

Clerk: Jessy Pelow

Guests: Caleb Grant, Amy Obenauf, Tim Bradshaw

Meeting called to order at 9:01 a.m. by Emily Rosenbaum.

1. Introductions, Opportunity for Public Comment, and Modifications to the Agenda.
No members of the public for comments. All attendants introduced themselves to Tasha Wallis.

Judy made a motion to approve the minutes of the October 10, 2022, meeting, seconded by Kitty. All in favor, none opposed, minutes approved.

2. Committee Reports and Updates:

VTrans Update: Phase one of feasibility study for microtransit is complete. Next step are discussions and follow-up calls with VIA.

Financial Update: Not provided.

Executive Director Update: Catalytic converters were recovered and are being re-installed. Preparing for electric buses. RCT was served with a lawsuit connected with an ongoing lawsuit regarding an accident in Newport years ago. Insurance company and lawyers are handling it.

Marketing Committee: No meeting this cycle.

Personnel Committee: No meeting this cycle.

Nominating Committee: Vice President needs to be filled. Jonathan Davis volunteered. Tasha made a motion to nominate Jonathan Davis, seconded by Judy. All in favor, none opposed, Jonathan Davis appointed as the Board of Directors vice president.

Emily noted that Carole is no longer an alternate. Two alternates are needed. Ideally one from Lamoille County and one from the northeast kingdom. Alternates attend every meeting in case a board member is not present. Essex county is underrepresented.

Nominating committee could use another member.

Finance Committee: Additional committee member needed. Kitty Toll is willing to serve on the finance committee. Dan said the finance committee did not meet this month, and RCT is interviewing candidates for the finance manager position.

3. Appropriations Update: Jessy Pelow reviewed the appropriation process; specifically what funds are collected from which Towns. Request of appropriation letters have been mailed, signatures of 5% registered voters collected for required petitions and the next step is attending the informational meetings. RCT representatives are needed at these meetings. If needed, Emily will cover Lamoille County, Carol will cover Newport city and Judy will cover Derby. Tin requested clarification on the source of the number requested from East Montpelier, Plainfield and Marshfield. Amy and Tim noted these are amounts tied to RCT's service of the US2 route.
4. Board Goals: Currently, the three main goals for the board are, understanding financing, understanding programming and proper board orientation.

Caleb noted that we need a steady independent funding source to help with the stability of RCT. He is looking to create an organizational plan and a partnership with the board members. Fundraising could look like a campaign, individual fundraising, sponsorship or advertising, state funding or grant assistance. Caleb emphasized that he is looking for what board members are most comfortable with.

5. Bylaw Review: Attached you will find the bylaw review timeline. Tin noted that he is fine working on his own, but is open to help in reviewing the bylaws and getting them updated.
The RCT Executive Committee consisting of Emily, Jonathan and Dan will help Tin. Tasha asked why the urgency of bylaw review. Emily stated that during the board retreat bylaw review was set as a strong goal. The RCT board practices are outdated and ultimately the bylaws guide the board.

The board would like to have a lawyer review the final bylaws. Tin will gather cost information.

6. Strategic Planning: Emily asked if there is available funding for a consultant. Tim stated that in the grant agreement for FY23, there are \$12,000 for a transit development plan and \$10,000 for a strategic plan. He explained that a strategic plan is a five-year plan for the organization and what the board is looking for. Transit Development Plan is an expectation for transportation services. After board discussion with Tim, it was determined that the Transit Development Plan needs to be addressed before a strategic plan. Emily will work with Caleb and put together a request for proposal for a transit development plan.

Judy said when it comes time that she would like to be on the strategic planning committee.

7. Determination of Need for Executive Session per 1 VSA 313(a)(1)* No need for executive session.
8. Other Business. Emily asked Jonathan to run the December meeting. She will work with Caleb to create the agenda.

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

Next Meeting: December 12, 2022.

*Action item and/or Board Vote



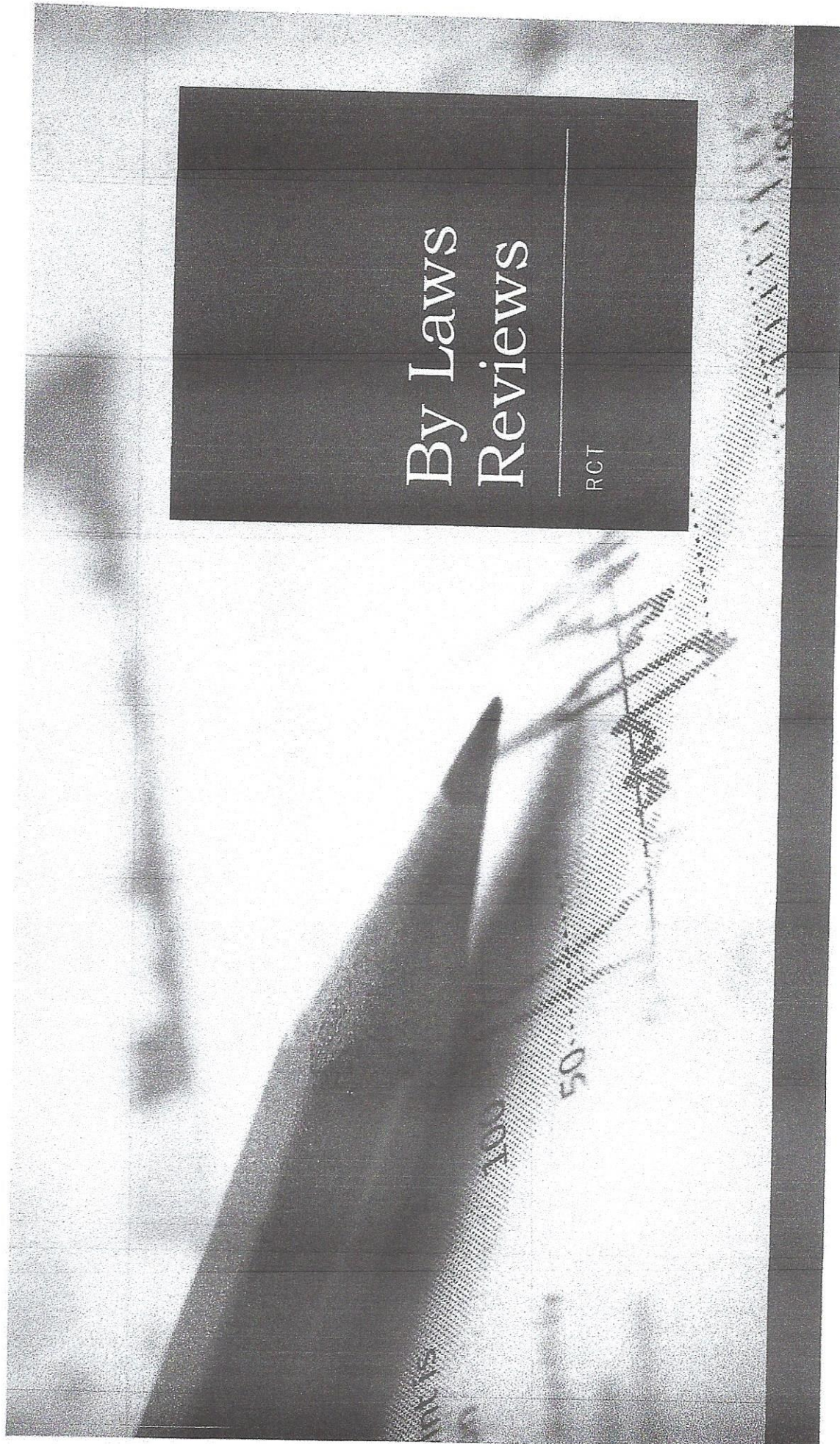
Justin Barton-Caplin, Secretary

December 12, 2022

Date

By Laws Reviews

RCT



Process

DEC	JAN-FEB	MAR	APRIL
<p>Need input from Board Members</p> <p>Survey or work with an ad hoc committee or Executive Committee (including Caleb)</p> <p>--Are we following the by laws? If not, why not?</p> <p>--Are there constraints in the by laws that hinder the board or organization?</p> <p>Question: Work with a lawyer?</p>	<p>Compile comments/input</p> <p>Develop recommended edits for the by laws</p>	<p>Review by law recommendations with Board</p> <p>Explore any areas of conflict - try and build consensus</p>	<p>Vote at board meeting</p>
<p>Seek any final edits or suggestions for final recommendations</p>			