



Minutes for Meeting Book – JUNE 2024 BOARD OF DIRECTORS  
06/10/2024 | 09:00 AM - 11:00 AM - (GMT-05:00) Eastern Time (US & Canada)

Zoom

**Attendees:** Jeremy Whiting, Jonathan Davis, Hannah Ancel, Kitty Toll, Justin (Tin) Barton-Caplin

**Guests:** Caleb Grant, Michale Moore, Alec Jones – LCPC, Stephen Falbel, Krystina Forkey

### Call to Order

9:04am:

- The meeting was called to order at 9:04am by Jonathan Davis
- Public Comment
  - There was no public comment at this time
- Modifications to the Agenda
  - There were no proposed modifications to the agenda today

### Introductions

9:04 – 9:06am: Caleb Grant

- Introduced Stephen Falbel from Steadman Hill – Transit Planning Contract.
  - First contract tasks are the Transit Development Plan. – A long process.
    - TDP is “the most comprehensive document [Caleb Grant] can find about RCT. [The plan] explains history, demographics, who [RCT] serves, how [RCT] serves and how it’s funded.”
    - [The plan] has been Caleb Grant’s “guiding light to understand intricacies,” [and Caleb Grant is] excited to have a new one.
- [9:15am] Justin Barton-Caplin was welcomed to the meeting.

### Discussion: Written Committee Reports and Updates

9:06 – 9:31am:

- (9:06am) VTRANS – Jeremy Whiting
  - Jeremy Whiting stated: “Thank you, Caleb [Grant] and staff from O&D summit. [Jeremy Whiting] could hear people asking questions, people were talking about RCT, and there was a genuine intrigue in what RCT is doing.”
  - Fiscal year 2025 grants have been sent over to admins. – “Off to a good start.”

- The grants are in the process of being finalized and should be finalized by the end of June.
  - Still waiting for capital awards to come through to see what next steps are, what RCT and state gets awarded. “Big news, but not a lot of news.”
  - Caleb Grant asked Jeremy Whiting: “are you comfortable updating on federal legislative ask this year of VTrans as far as Morrisville? Or not at this time?”
    - Jeremy Whiting declined to update at this time.
- (9:08) Finance / Finance Committee – Michael Moore
  - [RCT April Financial Dashboard](#)
    - April came back with \$68,000 gain for the month.
    - Total gain for the year around \$350,000.
      - This gain is not due to operating. It is due to purchasing vehicles being counted in future years. – “Good on paper, hard on cash.”
    - Michael Moore is working on invoicing everything, completing purchases and “getting the grant cleaned up” before the end of the fiscal year – end of June.
      - “It’s been going well, we are happy with it. There has been a lot of purchasing though. We’re ready for this grant and 3 years of carryover to be cleaned up.”
  - Medicaid is paying out around 3x [as previous years].
    - Michael Moore: “Hopefully the beginning of next fiscal year [Medicaid payments] will be smoothed out.”
  - O&D [Older & Disabled] – April’s biggest expense.
    - It was predicted to overspend grant by \$50,000.
      - “Backed off a bit, talked to some of our agencies and are hoping to get some funding help for them.”
      - VTrans is willing to put in another \$25,000.
      - With agencies helping, \$25,000 [from VTrans], and backing off from some of the rides we give we may be even [instead of overspending].
      - Michael Moore pointed out: “You want to spend all your grant dollars, then when something heavy comes in at the end of that we want to make sure we aren’t overspending on that.”
  - Caleb Grant: The mis-fiscal adjustment is due to a 5% increase in [O&D] rides [vs. what was] predicted, and the Council on Aging having [their own] guidelines on rider limits and needs.
    - April had a “huge spike” [in rides], the NorthEast Kingdom Council on Aging believes it is due to the weather being “perfect for everyone to start getting out.”

- It has been decided that RCT will cut back on Medical trips offered to the Northeast Kingdom Council on Aging area riders for the month of June due to the shortage.
    - Adopting the Central VT Council on Aging rider restrictions – 6 round trips/month, riders discretion of medical or shopping needs – Northeast Kingdom Council riders will receive 4 round trips for the month of June, riders discretion of medical or shopping needs.
      - People on Social Security cannot make 1 shopping trip feasible for the entire month.
    - Part of the expectation is that regional providers will take some form of a hit when it comes to O&D riders, but it is hard to have sound projections on when we have good weather/hospitals have capacity leading to an uptake on travels. [RCT is] hoping the partners help out and [RCT will] be keeping an eye on fluctuations for the year.
  - Michael Moore stated: “Give us \$10 and we’ll do our best to give \$10 worth of rides, but we still have to do our best to be a productive operation.”
- (9:15) Executive Director – Caleb Grant
    - [Executive Director Report](#)
    - “Rebranding in the wild”: “we’re spread out so it may not be shown in the community”
      - New entry way and driver lounge Lyndonville office
        - “Just comfortable enough philosophy”. – The new furniture is comfortable for 15-30 minutes but does not promote napping.
        - RCT new logo and tagline hanging in the entryway. – This will be going to the Newport and Morrisville office as well.
      - Caleb Grant is hoping grants come through for office paint.
        - Would like to see the motto “be kind, be useful”
      - The bus shelters have been cleaned up and are decorated brightly. Every shelter has been power washed, and all the wood has been treated in the shelters made of wood. They are designed so that the individual walks into the logos and any driver can see the shelter as you drive up on them.
        - One person commented “a bit too bright and beautiful”.
        - Caleb Grant stated: “I’m unintentionally obsessed with cleaning them.”
      - 160 bus stop signs throughout the community will be rebranded as well.
      - Fleet up to date / vehicles wrapped:
        - One of the RCT Rav 4s is wrapped.
        - The Jay-Lyn Shuttle has been wrapped.

- All cars are temporarily wrapped .
    - A bike rack will be added to the back of the Rav 4 used for Morrisville and Newport MicroTransit that can hold regular, electric (e-bikes) and “fat”\* bikes.
      - *Fat Bike: “A bicycle with oversized tires designed for riding off-road, particularly on soft terrain such as snow or sand.”*
    - Both drivers and riders said that a big part of the dip with bikes is e-bikes, so the racks will be critical for RCT microservice.
    - Jonathan Davis asked: “It seems riders are responsible for getting their bikes on the racks [themselves]. E-bikes are heavy, will it be RCT policy that it is the drivers or the riders responsibility to rack those?
      - Caleb Grant answered: “It is the official policy that riders are responsible for loading their own bicycles. We can provide some technical assistance, but it is their responsibility – although there is an ongoing conversation around that.”
  - The App has been updated – all new branding will be there as well.
  - New website should be live in July.
    - Visual upgrades and the new website is entirely focused on people who don’t know anything about the organization and either want to receive a ride, give a ride, or donate to RCT.
  - Uniform and new apparel should be in within the next couple of weeks, by the end of June.
- Sponsorship: Caleb Grant stated there is good news and bad news.
  - Starting with the bad news:
    - RCT has lost one of [their] sponsors.
  - The good news:
    - RCT was able to gain sponsorship through VT Credit union at the loss of the previous sponsor.
    - Working with new community relations advisor, RCT negotiated for Skida\* to be the principal sponsor for the Route 100 shuttle.
      - \*Skida is a headwear and accessories store located in Burlington, VT who proudly makes all their products in Vermont by working with a “collaborative of sewists who sew [their] products in Vermont’s Northeast Kingdom” (<https://skida.com/pages/made-in-vermont>).
  - Skida is going to wrap the Route 100 shuttle with artwork promoting the Elmore State Parks instead of their own product.
    - Caleb Grant stated that this is a great way for communities to work together when a corporate partner

is willing to foot the bill but is quick to support other nonprofits.

- RCT will be supporting Catamount Arts' Dog Mountain Series.
- RCT will be supporting a ribbon cutting ceremony for Lamoille House, the homeless shelter in Hyde Park.
- RCT has been working with VTrans and Northern VT Development to become a sponsor for the State Walk Summit.
  - RCT will be providing transportation for those needing it to the summit, but will also provide support for sessions related to the rail trail.
  - Caleb Grant agreed to present on interconnecting walk, bike and ride the communities in an upcoming meeting.
- 2024 Grant Update: The process of installing a full solar array on the Lyndonville Office has started.
  - VTrans has allowed funding for a generator – seemed inconsistent. Instead, [RCT] will have battery storage on the grounds, and the roofing of buildings will have solar power.
  - Part of the process will be battery storage, which will help with power loss.
    - Currently in case of a power loss, the phone lines have to be switched to cell phones or hot spots – “the call center can fall apart.”
  - Able to work with Green Mountain Express and VTrans – 6 electric transits will be part of MicroTransit moving forward.

## **Leadership Team Update / Strategic Plan Update**

9:31 – 9:34am: Caleb Grant

- [RCT Strategic Roadmap 2024](#)
- [RCT Strategic Plan - Quarterly Goals and Priorities Deck](#)
  - Concrete strategic and operational plan.
    - Will get quarterly updates on progress on planning on the matrix outlined.
    - A yearly update will be presented at the annual conference.
  - Once the packet has been put together in its entirety, each board member will receive one including the new RCT rebranding materials, as well as copies of the strategic plans and transit development plan.
    - Board members were instructed to “keep an eye on [their] mailbox.”

## **RCT Drug and Alcohol Policy**

9:34 – 9:43am: Caleb Grant

- [RCT Drug and Alcohol Policy 5-7-2024](#)
- Adoption of Drug and Alcohol Policy (5.7.2024)
  - This is the updated version following the federal audit.
    - Caleb Grant extended a “huge” thank you to Sandy Thorpe [RCT operations manager] saying “you’d walk by [the] conference room and it would be [Sandy] and three federal inspectors questioning her with binders spread out all over the 12-person conference table.”
  - There were 3 main takeaways from the audit:
    - Sandy Thorpe is “too firm” with her testing.
    - [RCT] subcontracts with [St. Johnsbury] Town Taxi – the records need to be up to date.
    - The policy was too detailed – it needs to be “a little less specific” in some areas.
  - There was discussion surrounding the correct usage of terms due to differences noticed in the language between the state and federal surrounding “substance use/abuse” versus “substance use disorder” as noticed by Kitty Toll.
    - Caleb Grant clarified that RCT policy uses the term “SUD (Substance Use Disorder)” and that when other descriptions are seen it is coming from the federal government by stating “When we have a choice, we do use SUD and adopt policies from the state government. If it is inconsistent with this, it is external regulation.”
    - Kitty Toll suggested “maybe we need to reach out to the elected officials and make sure the technical terminology is up to date.”
  - There was discussion surrounding a VT driver who tested positive for medical marijuana and was fired from their position, and how that driver has decided to take this case to the VT supreme court.
    - Caleb Grant pointed out that he was not aware of that circumstance, however he was under the understanding that [VT] has a “more relaxed point of view” on [marijuana use] now. Caleb also pointed out that it is the measures of testing that make it difficult to move forward with the relaxed mindset. There are two ways to test for marijuana, one is urine – which has a 30 day window, the other is saliva – which has a “much shorter” window of existence, and VT only has 1 testing facility. “If [systems were] relaxed more, [RCT and other employers] would go through fewer interviews that stop at that [marijuana testing] point.”
      - Justin (Tin) Barton-Caplin asked if there was a procedure that goes along with the testing policy?

- Caleb Grant clarified that [RCT] procedure is compliant with FDA policy. Sandy and the testing administrator each have to and have completed training on these procedures.
- Jonathan Davis moved to approve this policy at 9:43am.
  - Kitty Toll seconded, and all were in favor - the policy was approved.

### Approval of Board Meeting Minutes

9:43 – 9:45am:

- [Meeting Minutes for April 2024](#)
- Kitty Toll moved to approve the meeting Minutes.
  - Hannah Ancel seconded.
  - All were in favor – Minutes were approved at 9:45am.

### Transit Development Plan Presentation

9:45 – 10:43am: Stephen Falbel, Steadman Hill

- Caleb Grant explained the importance of the Transit Development Plan:
  - 1) It will be used “a little more heavy-handed from the organization” as a working plan
    - “A guiding, horizon-line approach as to where RCT is going”
  - 2) It allows RCT to rely on consultant expertise as [the consultants] move forward
  - Through “a lot of discussion about the future of RCT” between Caleb Grant and Stephen Falbel, it was found that the biggest constraint to the plan is funding. However, moving forward with the additional grants and with VTrans, this [transitional development plan] will be a resource and a point of discussion for board meetings over the next five years.
- Stephen Falbel explained the plan was put together in a “quick time frame” of 5 months and that the presentation at the April Board Retreat hinted at the planning component.
  - Stephen stated: “In an ideal world, if VTrans had all of the funding, and we had all of the staff needed to do this, then this would be it – but this is a guideline of how to accomplish *that in this world.*”
- Current Services Operated: types, routes, average rides per day.
  - It was noted that the commuter market still has not recovered from Covid, and that there will be less focus on commuters than there has been in past efforts as a result.
  - MicroTransit Lamoille has been successful, leading to an increased focus on micro-demand services.
- Mobility Plus – The goal is to open access to everyone in the Northeast Kingdom, by providing transportation to those who need it, and by providing more access to those who want to use public transportation resources.
- Recommendations on moving forward with the Transit Development Plan:
  - Improve service on Jay-Lyn shuttle by adding Saturday service and work toward trips every hour instead of every 90 minutes.

- Improve intercity access – A 25-year ongoing issue for the Northeast Kingdom.
  - Apply for pools of funds to support demand response to intercity hubs. Having the funds available would allow individuals who currently do not have access to / do not qualify for assistance to have access to the hub areas.
    - Potential hubs: Montpelier, Burlington, Upper Valley, Littleton.
    - Success rates would help determine if a bus route would be beneficial to those areas.
- Roll out Mobility Plus service across the following thirteen (13) regions:
  - 1) RCT rides – Lamoille – Currently in place:
    - Expansion to Johnson was tested by RCT – The goal is to have a second vehicle operating in all of Johnson village extending west to VT Electric loop and including Collins Hill Road and Maple Gill Road.
      - Due to a lack of funding, there will likely be a reduced level of services. RCT would eventually like to add Saturday to a combined zone.
    - Johnson Village will be where the roll out starts in July 2024.
  - 2) Central Lamoille Zone:
    - Cambridge, Johnson, Morristown, Hyde Park, Elmore.
    - Start with one (1) SUV and expand to two (2) if needed.
    - Add van service during weekends and holidays during ski season with support from Smugglers Notch.
      - A sponsorship between RCT and Smugglers Notch would benefit the workers and the skiers.
    - Would like to add trips to the Morrisville Shopper to increase the availability of connections to Waterbury.
  - 3) Stowe: Include/cover the whole town:
    - During peak ski-season, GMT services this area therefore MicroTransit would not service the mountain road during these times. RCT would service the town, connecting in Stowe Village but would not transport up the mountain. RCT would service the entire town, including the mountain, during the “off seasons”.
    - One (1) van during most of year
      - Second van during foliage season (sept-oct)
  - 4) Eastern Lamoille / South Orleans zone:
    - Elmore, Wolcott, Hardwick, Greensboro, Craftsbury



- Vt 15 corridor from Hardwick to Morrisville serviced by one (1) van to begin with. The most demanded bus will start as MicroTransit and may move into a bus route if this is proven to be more effective.
- Rest of the area serviced by one SUV

5) Northern Lamoille Zone - Sparsely Populated:

- Northern Hyde Park, Eden, Belvidere, Waterville.
  - Since these areas are so rural, they can be covered by a volunteer/community driver, which would reduce the cost making the service more possible to offer.
- This route would overlap downtown Morrisville, offering a direct connection to destinations in Morrisville.

6) Core Service – Newport/Derby Zone:

- There was an ambitious proposal to cover all of Newport, all of Derby, into Troy and into Barton.
  - VTrans does not have funding available for all that, so it was slimmed down to “Core Service” to replace the Highlander route for Newport and Derby.
- Serve with two (2) vans running Monday through Saturday.
  - Will be a more convenient upgrade compared to the Highlander
  - Early morning vans can carry people to Baart from Barton / Orleans to reduce pressure on demand response services.
    - Having the Baart van make 1-2 rounds starting at 6am before coming into the service area for the day would make the runs more efficient.

7) Southeastern Orleans County Zone:

- Coventry, Brownington, Westmore, Barton, Northeastern Irasburg
  - Coventry and Westmore have high percentages of older adults, while Brownington has a high percentage of low vehicles available
- The demand from Barton and Orleans justifies one (1) van.
  - Would like to make this route connect into Newport/Derby.

8) Southern Orleans Zone:

- Irasburg, Albany, Glover, Western Barton
  - Focuses on VT 14 corridor
- Could be serviced by one (1) SUV and provide another connection into Newport and Derby.

9) Western Orleans Zone – Large geographic area:

- Lowell, Westfield, Jay, Troy, Newport Town
- Demand from Troy/North Troy and Newport Center could require one (1) van and one (1) SUV.
- Peak ski-season: Winter demand to Jay Peak Resort – possible follow-up conversation with the resort for sponsorships for workers and skiers.

10) Northern Caledonia Zone:

- Lyndon, Wheelock, Sheffield, Sutton, Newark, West Burke.
- Sparse population means one (1) SUV likely enough
- 1 seat rides for medical appointments could be provided to the Northern Vermont Regional Hospital (NVRH) area but other trips to Saint Johnsbury would require transfer to Jay-Lyn shuttle.
- Could allow for the Jay-Lyn shuttle to end service to VSU-Lyndon (one boarding per day) saving significant running time and making the Jay-Lyn a quicker and more direct service.

11) Southern Caledonia Zone:

- Stannard, Walden, Danville, St. Johnsbury, Barnet, Peacham, Groton, Ryegate.
  - Large area may require two (2) SUVs.
- Ideas on preventing crossing of Jay-Lyn route/ridership:
  - Use fare or other policy restricting where pick-ups and drop-offs are allowed.

12) North Essex Zone:

- North Essex County, Holland, Morgan, Charlestown.
  - Included bordering development in NH:
    - Stewartstown, Colebrook, Tinkerville – Working with Tri-County and VTrans: RCT is already going into these towns for clients, so it might be beneficial to include these in our routes.
- Two (2) SUVs needed given expanse:
  - One (1) oriented to Newport
  - One (1) oriented to Colebrook/based in Canaan.
  - One (1) van could be needed for Island Pond:
    - Baart trips, and Island Pond has generally the highest concentration of people.

13) Southern Essex Zone:

- South Essex County, Waterford, East Burke, Kirby.
  - Border towns in NH included:

- Lancaster and Northumberland
      - Littleton is not included because it is further to the border, and Tri-County Cap has services there.
    - Likely requires Two (2) SUVs:
      - The most demand comes from the southern towns so there would be one (1) main vehicle and a second vehicle for the eastern edge.
- The entire program is going to cost about \$3.18 million – will increase ridership by about nine thousand (9,000).
  - Total Vehicles Needed: 22
    - Vans: 9 – 7 running, 2 spares.
      - The seasonal van needed in Cambridge and Stowe can be the same van
    - SUVs: 13 – 11 running, 2 spares.
  - These changes will happen in phases: The goal is to get people used to the idea of a MicroTransit service starting in Newport/Derby in January 2025 and end the changes with Stowe services in September of 2029.
    - Stowe is last because it's more oriented towards meeting the needs of tourists instead of residents.
    - As a lot of this plan is based on funding and costs, things could change if someone (or a community) wants to fund something quickly, their area could move up on the list.
  - It is possible we would need a new facility to store vehicles in Morrisville – could cost about \$4million as Lamoille ridership picks up.
- Alec Jones stated LCPC is working with the town, and asked Stephen Falbel if it would be beneficial in any way to build support from this for the MicroTransit, or if the project was going to happen without additional support?
  - Stephen Falbel answered that he sees no downside of promoting MicroTransit and stated “we want to promote availability to everyone, not just areas that can support a bus route, but for everyone... It's going to take legislative, grant and community work to make this all happen. So, if towns are willing to adopt this into their state funding proposals and look into what they'd be willing to/able to help with that would be great!”
  - Stephen Falbel also stated, “VTrans is not going to cover 100% [of the cost] forever. If they can cover 80% where does the other 20% come from? Caleb is putting together proposal packets to try to get funding constantly. To the extent it

can be worked into municipal budgets, would help implement this into a great reality.”

- Vtrans approached RCT to see if a temporary stand could be set up for construction in the Waterbury area – RCT is happy to be involved with communities in any way we can be.
- Justin (Tin) Barton-Caplin commented: “[It] looks like the average is about \$42/new rider. How does that compare to [the] current [cost], and how is the connectivity going to be handled between zones?”
  - Stephen Falbel responded: “Statewide, the average cost to ride now is \$44/trip, which is comparable to that. Some areas are less, some are more. It’s not [largely disproportionate]. The Northeast Kingdom has very large sparsely populated areas that impact the cost of operations. We will have to see how [the factors] play out. The factors that are being discussed currently are:
    - 1) Will the drivers be community based volunteers, or RCT employees? (Cost assumed to be \$15/hr community based drivers.)
    - 2) Connectivity – software can likely handle it, especially if [agencies] have one (1) software for the region.
    - [The main factor] becomes about costs: distances = expenses. Do we want to introduce fares? Technologically it is feasible, but vehicle resources and cost analysis will be the most impactful.”
- Justin (Tin) Barton-Caplin clarified: “I meant is there like a connection meeting point for the areas, like a drop off to have a layover?”
  - Stephen Falbel responded: “It can be looked into, but we want to eliminate any vehicles just sitting and waiting for ten (10) minutes at a time. We’re trying to have multiple routes available to avoid the need to try to mix [with other agencies].
  - Caleb Grant also responded: “There is middle ground on how to be creative and get this executed. If it’s a Monday thru Saturday service our riders can plan around that and we can plan ahead with our riders.”
- Kitty Toll asked Caleb Grant: “What is the best way to get the towns involved and [to] know they need to be a part of this and help with money? Or do you just attend a ton of select board meetings and present [repeatedly]? Is it equitable?”
  - Caleb Grant responded: “I think it’s going to have to get people to buy into the model. People in principle buy into the idea, it’s the investing that is hard. Working with regional partners – not bound by geographical bounds – is going to be critical because [the partners] can see the comprehensive investment. My hope is that by working with regional planning and community groups looking for

economic development per region, it is going to be the most impactful. The most impactful part of MicroTransit is how available these previously unobtainable areas are going to be to others, who can then start bringing more money into these areas. I have been in discussions with consultants on the Northern Borders Catalyst Grant (a three million dollar (\$3,000,000.00) grant), and will be working on a three hundred thousand dollar (\$300,000.00) Mobility Innovations grant. There will be some meetings with select boards, but a lot of this is working directly with regional partners to piece this together, and by doing so we're forcing the state's hand on how we're funding the infrastructure and how we're investing properly in our communities."

- Alec Jones stated: "Regional Partner Communities in general, have a lot of groups that we work with as well as attending most of the select board meetings with the areas we work with. I'm sure the LCPC can share information and continue to support this development plan."
- It was clarified that the Transit Development Plan does not need to be approved by the board as it is a contracted plan that's expertise should be taken as an extremely valuable resource and tool.

### **RCT Board of Directors Committee Discussion**

10:43am – 10:50am:

- There is no intended outcome of this discussion, this is just a reflection of conversation at board retreat, and how we want to start moving forward.
- Currently [the committees] are not in compliance with by-law requirements of each committee member.
  - Meetings have been moved to bi-weekly schedules to allow more opportunity to have community involvement, [as involvement] was the weakest part of committees currently.
- Justin (Tin) Barton-Caplin stated: "If we do make [more] changes, I'd like to pilot them for a while before we make changes in the by-laws." All members of the group nodded in agreement.
- Current Committees are: Executive, Finance, Personal and Marketing committees.
  - It was agreed and decided that the Finance Committee should remain a separate committee in order for an organization to remain healthy and well functioning.
    - Ideally, *all* officers would be members of the Finance Committee.
- Potential Committee: Governance Committee.
  - This committee would be able to take care of the needs of the board with policies and procedures - especially moving forward over the next year.
  - Potentially could capture the transitioning of and nominating of board members: tracking, staggering and reaffirming terms.

- Overall purpose is to try to make space and clear up some time commitments for board members.
  - Justin (Tin) Barton-Caplin: “[It] seems like the Executive Committee is merging with a Governance Committee, do you see that happening as well?”
  - Caleb Grant responded: “I do see overlap in how we execute what happens on [the two committees]. [However,] there needs to be some relief on the Executive Committee, so they would be two different committees.”
  - Kitty Toll asked to clarify: “[We are] not getting rid of the Executive Committee [altogether], [we are] creating a Governance Committee and relieving some duties from the Executive Committee?”
  - Caleb Grant responded: “If we were going to be combining any committees it would be the Nominating and Personal Committee into one; Executive Committee would have some relief and Governance Committee would dominate Nominating/Personnel and then relieve some of Executive Committee duties.
  - Jonathan Davis stated he would be in favor of piloting a Governance Committee.
- Potential Committee: Strategic Initiatives Committee
  - This committee would look into grants and partnership opportunities, as well as continue following up with the Transit Development Plan.
- Caleb Grant asked: “Would it be helpful if I put out a poll to current board members to see interest in which committee they'd like to participate in, between the Executive Committee, Finance Committee, Governance Committee and Strategic Initiatives Committee?”
  - Justin (Tin) Barton-Caplin and Jonathan Davis both supported the poll. Hanna Ancel suggested Caleb Grant ask preferences in a ranking system, so that members have choices that can be worked with.
- It was decided that Caleb Grant will put out a poll asking current board members to rank their interest in participating in the following committee options: Executive Committee, Finance Committee, Governance Committee and Strategic Initiatives Committee.
- Current by-laws for committees:
  - ARTICLE VI. COMMITTEES
    - The Executive Director or their delegate shall serve as a non-voting, ex officio member of all committees. All voting Board Directors, including alternates, are expected to serve on at least one committee.
  - 1. SECTION 1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.
    - The Executive Committee, upon the attendance of its members, may, with a simple majority, have the authority to make interim decisions in cases requiring immediate action, subject to ratification by the Board of Directors at its next meeting.
    - The Executive Committee shall also be responsible for making recommendations to the Board of Directors for the evaluation of the Executive Director.

- When hiring a new Executive Director, the Board may decide to form an ad hoc search committee or may delegate this to the Executive Committee.
2. **SECTION 2. Nominating Committee.** The Nominating Committee shall include the President and two or more additional Directors, and up to three other persons from Counties served by the Corporation, as elected by the Board of Directors at a regular meeting of the Board of Directors.
    - The committee shall meet from time to time as necessary for the purpose of recruiting and recommending to the Board qualified people to fill vacancies on the Board of Directors.
  3. **SECTION 3. Personnel Committee.** The Personnel Committee shall consist of three Directors, as elected by the Board of Directors at a regular meeting of the Board.
    - The Personnel Committee shall review the Personnel Policies and make recommendations to the Board of Directors for changes to the Personnel Policies.
  4. **SECTION 4. Finance Committee.** The Finance Committee shall consist of the Treasurer and two or more additional Directors as elected by the Board of Directors at a regular meeting of the Board of Directors.
    - The committee shall meet regularly to review organizational financial statements, to review and recommend changes to financial policies, and to ensure the audit is completed in a timely fashion.
    - The committee may also support the Executive Director in areas of development and/or investing.
  5. **SECTION 5. Other Committees.** By the act of the Board of Directors other committees may be created from time to time, as needed, to carry out the purposes of the Corporation.
    - Membership on special committees shall include at least two Directors and, as desired, other interested and knowledgeable people, not necessarily on the Board of Directors.
  6. **SECTION 6. Committee Mandates.** By act or resolution, the Board of Directors shall specify any further duties to be performed by the Executive, Personnel, Nominating, or Finance Committees.
    - By act or resolution, the Board of Directors shall mandate the duties of other Committees created under this Article.
  7. **SECTION 7. Director Service on Committees.** Each Director shall serve on at least one Committee established or created under this Article.

## Executive Session

10:50 – 11:00am: Justin (Tin) Barton-Caplin

- Determination of Need for Executive Session per 1 VSA 313(a)(1)\* Executive Session if Need is Determined\*
- It was determined that this was not needed today.

## Adjourned

- Meeting adjourned at 10:59am by Justin (Tin) Barton-Caplin.

Submitted by Krystina Forkey