

## MINUTES

**Board of Directors Meeting**  
Agency for Community Transit, Inc.  
10:00 AM, May 22, 2020

*Due to the restrictions on public gathering in response to the COVID-19 pandemic this meeting occurred via teleconference and was open to the public via remote call-in.*

### **I. Call to Order**

President Sally Ferguson called the meeting to order at 10:00 a.m.

DIRECTORS PRESENT: Sally Ferguson, President; Ron Jedda; Jerry Kane

DIRECTORS ABSENT: NONE

OTHERS PRESENT: Kevin J. Tepen, CPA, C.J. Schlosser & Company L.L.C.; Andrew Carruthers, Hepler Broom; Michelle Domer, ACT; S.J. Morrison, ACT; Amanda Smith, ACT

**II. Public Comment.** There was no public comment.

### **III. Consideration of the minutes of the December 17, 2019 meeting for inclusion in the official records of the Agency**

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR FERGUSON, TO ACCEPT THE DECEMBER 17, 2019 MEETING MINUTES AS PRESENTED.

ROLL CALL VOTE: DIRECTOR KANE, AYE, DIRECTOR FERGUSON, AYE, DIRECTOR JEDDA, ABSTAIN, MOTION CARRIED

### **IV. Financial**

A. Presentation of the FY 2019 Audit: Kevin J. Tepen, CPA, C.J. Schlosser & Company, L.L.C., presented the FY 2019 audit.

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO ACCEPT THE FY 2019 AUDIT AS PRESENTED.

ALL AYES. NO NAYS. MOTION CARRIED.

B. Annual Review of ACT Investment Policy

### **V. Executive Directors Report**

SJ Morrison, ACT Executive Director, provided information on how the COVID-19 pandemic has affected the ACT workforce and the measures taken since March to ensure employee and passengers safety. Morrison complimented the ACT staff on their diligent work and their loyalty to the organization and the residents of Madison County. Morrison explained to make some of the necessary changes to service the collective bargaining agreement with ACT drivers was suspended and several drivers took a voluntary furlough. ACT also suspended all fare collection and reduced the occupancy of each vehicle. Morrison mentioned a plan to restore service and fares, as well as gave an update on the MCT Trails and the RideFinders program during the pandemic.

**VI. Action Items**

- A. Resolution 20-10 Authorizing Signators for Negotiable Instruments for The Agency for Community Transit, Inc.

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO APPROVE RESOLUTION 20-10.

ALL AYES, NO NAYS, MOTION CARRIED.

- B. Resolution 20-11 Authorizing a Letter of Engagement for Legal Services

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO APPROVE RESOLUTION 20-11.

ALL AYES, NO NAYS, MOTION CARRIED.

- C. Resolution 20-12 Authorizing the Execution of an Agreement to Provide Management Services and Operate Public Transit Services between The Agency for Community Transit, Inc. and The Madison County Transit District

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO APPROVE RESOLUTION 20-12.

ALL AYES, NO NAYS, MOTION CARRIED.

- D. Resolution 20-13 Authorizing a COVID-19 Bonus Program for Employees

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO APPROVE RESOLUTION 20-13.

ROLL CALL VOTE: DIRECTOR KANE, AYE, DIRECTOR JEDDA, AYE, DIRECTOR FERGUSON, AYE

ALL AYES, NO NAYS, MOTION CARRIED.

- E. Resolution 20-14 Authorizing Revisions to ACT Base Employee Resource Manual

DIRECTOR JEDDA REQUESTED THE BOARD TABLE RESOLUTION 20-14 UNTIL STAFF CAN PROVIDE ADDITIONAL INFORMATION.

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO TABLE RESOLUTION 20-14.

ALL AYES, NO NAYS, MOTION TO POSTPONE CARRIED.

- F. Resolution 20-15 Affirming an Equal Employment Opportunity Program

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO APPROVE RESOLUTION 20-15.

ALL AYES, NO NAYS, MOTION TO POSTPONE CARRIED.

- G. Resolution 20-16 Reaffirming the Actions Taken by the ACT Board of Directors at its December 17, 2019 Meeting
- i. Authorizing an Executive Employment Agreement with Steven J. Morrison to serve as Executive Director of the Agency for Community Transit, Inc.
  - ii. Authorizing a Part-Time Employment Agreement with Jerry J. Kane to serve as Strategic Advisor for Agency for Community Transit, Inc.
  - iii. Approving Employee Compensation Recommendations

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO APPROVE RESOLUTION 20-16.

ALL AYES, NO NAYS, MOTION CARRIED.

**VII. Other Business**

A. Establishment of a Foundation to support the MCT Trails

Director Jedda explained he would like the Board to establish a foundation for the MCT Trails which will allow individuals, corporations, and business to donate funds. Direct donation to the MCT Trails Foundation would guarantee donor funds would be use for trail development, beautification, and safety enhancements. ACT Attorney Andrew Carruthers will provide a set of bylaws for Directors to review in the near future.

B. Issuing a Request for Proposal for Investment Services

Director Jedda expressed interest in issuing Request for Proposals (RFPs) for investment services regarding ACT's 403(b), 401(k), 457(f) plans. Jedda would like to make sure ACT is looking at all options. Michelle Domer, Director of Accounting, explained ACT currently contracts with three different consultants: CUNA Mutual acts as the third party administrator; Stifel is the broker and adviser; Cook Street is the liaison between all three firms who monitors investments and provide recommendations to the ACT Investment Committee. SJ Morrison said ACT has agreements with each of these firms and will look into when they expire, the feasibility of issuing an RFP, and will provide options for the Directors at the next Board Meeting.

C. Donation of Railroad Bell

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO APPROVE THE DONATION OF A RAILROAD BELL TO THE CITY OF EDWARDSVILLE AS PRESENTED

ALL AYES. NO NAYS. MOTION CARRIED.

D. Obtaining a Commemorative Bench for Edwardsville Station

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO APPROVE A COMMEMORATIVE BENCH FOR EDWARDSVILLE STATION AS PRESENTED.

ALL AYES. NO NAYS. MOTION CARRIED.

**VIII. Executive Session to discuss employment and compensation of specific employees pursuant to the Open Meetings Act, 5 ILCS 120/2(c)(1)**

DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO GO INTO EXECUTIVE SESSION.

ROLL CALL VOTE: DIRECTOR JEDDA, AYE, DIRECTOR KANE, AYE, DIRECTOR FERGUSON, AYE, MOTION CARRIED.

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO RETURN TO OPEN SESSION.

ROLL CALL VOTE: DIRECTOR KANE, AYE, DIRECTOR JEDDA, AYE, DIRECTOR FERGUSON, AYE, MOTION CARRIED.

**IX. Action on Executive Session Items:**

A. Resolution 20-17 Affirming Personnel Action, Regarding Hiring and Approval Promotions, Taken by the Executive Director since January 1, 2020

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO APPROVE RESOLUTION 20-17.

ALL AYES. NO NAYS. MOTION CARRIED.

**X. Adjournment**

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ADJOURN.

ALL AYES. NO NAYS. MOTION CARRIED

Meeting was adjourned at 12:26 p.m.