

MINUTES
Board of Directors Meeting
Agency for Community Transit, Inc.
2:00 p.m., Thursday, September 10, 2020
Microsoft Teams Video/Teleconference

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 2:02 p.m.

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

DIRECTORS ABSENT: NONE

OTHERS PRESENT: Andrew Carruthers, HeplerBroom; Michelle Domer, ACT;
SJ Morrison, ACT; Summer Moore, ACT

SJ Morrison, ACT Executive Director, notified the participants that the meeting was being recorded.

II. Public Comment.

President Ferguson opened the floor for public comments. No public comments were presented.

III. Consideration of the minutes of the August 18, 2020, meeting for inclusion in the official records of the Agency.

DIRECTOR KANE MADE THE MOTION TO TABLE THE MINUTES OF THE AUGUST 18, 2020, MEETING FOR INCLUSION IN THE OFFICAL RECORDS OF THE AGENCY UNTIL THE REGULAR SCHEDULED MEETING.

IV. Transit Service Management:

A. Executive Director's Report

Morrison reported that approximately eighty percent of the Fixed Route service has been restored. Ridership varies between three thousand eight hundred (3,800) to four thousand (4,000) boardings a day. This represents an increase of eight hundred (800) to one thousand (1,000) boardings a day. Although the numbers are not near last year's recorded ridership counts, the service restoration increased the boardings about to thirty percent (30%).

Paratransit ridership averages one hundred (100) to one hundred twenty (120) trips per day.

Since March, eight ACT employees tested positive for COVID-19, six of the eight were drivers, and two were base staff. All except for one base staff member have recovered and returned to work.

Director Kane questioned if the base remained closed to the public.

Morrison responded that the base remains closed.

B. Update on Issuing RFQs for ACT Audit & Investment Services

Morrison directed the board to the RFQs for Audit & Investment Services within the board packet. Morrison requested comments from the board.

Ferguson referred the board to section 2.13, Consideration of Offers, item f), in both RFQs the word "to" should be inserted for consistency purposes.

Kane questioned if ACT should maintain a different auditor than MCT. In the past, it was a topic of concern because of the close business relationship between ACT and MCT. If this concerns the board, it should be addressed within the RFQs. Jedda agreed that ACT and MCT should have different audit firms.

Ferguson expressed that the RFQs should explicitly state that we will not include the auditor of MCT as a possible bidder. Kane stated that it protects both the agency and the staff from any action on the part of the identified firm. Morrison proposed adding the language to section 2.1, limitations.

Ferguson questioned why mileage reimbursement was included in one RFQ and not the other, and it was suggested to consider making them consistent. Morrison would confirm with the Procurement Specialist, Penny Brown, on the reason.

Jedda questioned if the plan participants threshold was reached for the 401(k) or the 457 plans. Morrison stated the 401(k) plan was administered by the union.

Jedda questioned if the 457 plans were near the same participant threshold because another RFQ would have to be created and questioned who was authorized to engage in additional services.

Morrison responded that he and Michelle Domer, Director of Accounting, would collectively decide if additional services were needed.

Jedda questioned if there would be a dollar amount limit for the additional services. Michelle referred to the not to exceed amount per year listed in the draft RFQ.

Morrison read the portion of the RFQ which stated the agencies budget is twenty thousand dollars (\$20,000) annually for the contracts labor.

Jedda expressed concerns that there are no limits to what can be done. He suggested adding language to the RFQ stating that if other work is required that exceeds a dollar amount that the matter would be brought back to the board for approval.

Michelle referred the board to section 3.1 Compensation, stating the contract shall not exceed one hundred thousand dollars (\$100,000).

Morrison stated the contract is for three-years with the option of two additional years, which is a total of five-years.

Jedda expressed concern about not to exceed amount, and board approval for services. Morrison suggested adding the language into the resolution. Jedda was agreeable with adding the language to the resolution.

C. Madison County Transit Trails Foundation

Morrison summarized the Bylaws of the Madison County Trails Foundation and requested comments.

Ferguson stated she believes the purpose was to create an entity to receive gifts, and not to operate as an entity. Ferguson referred the board to section 6., Purpose, item c., reads to act as the business agent of ACT. ACT would not ask for them to be the business agent.

Kane added that the purpose was to set up an identifiable repository for donations designated to MCT Trails. Kane expressed concerns of creating another entity like ACT. There had been donations in the past from wills, and government agencies to either MCT or ACT. A non-for-profit named MCT Trails would provide a reasonable of comfort to the donors.

Jedda agreed with Kane's explanation of the purpose, and he also agrees that there is not a need for directors at this time. He does not see this as a business enterprise but more as a conduit for donations to the MCT Trails.

Ferguson concurred with Jedda's comments.

Andrew Carruthers, legal counsel, stated that the drafted Bylaws were derived from several other districts and entities who performed a government function. Carruthers stated these agencies have accumulated large sums of monies, been established for years, and are known credible entities with staff. The Bylaws can be scaled back and amended later as the entity grows.

Ferguson suggested striking section C.

Jedda agreed with the removal of section C.

Kane stated a leaner document set in a manner to be a repository for donations would be most beneficial. The foundation name should be MCT Trails Foundation for branding and consistency purposes. People tend to believe we are a part of the Madison County government.

Morrison agreed with Kane's comments.

Jedda agreed that people are hesitant to donate to a government agency.

Kane expressed concerns over the classification of directors.

Carruthers explained the reason was to increase or decrease the directors as needed.

Kane suggested incorporators being the initial board.

Carruthers further explained that ACT selects the initial board of directors and involving others with the same interest.

Ferguson expressed concerns with there not being term limits.

Carruthers explained that term limits allow turn over and decrease the dependency on one director.

Morrison agreed that there should be term limits.

Ferguson suggested adding electronic signatures or electronic communications to the bylaws.

Carruthers agreed that board action, signatures, and meetings should be easily accessible.

Kane suggested adding language that the ACT staff would serve as staff of the foundation as required or needed.

Ferguson agreed with Kane's suggestion.

Carruthers stated that the intent was that the ACT Director would also be the Director of the MCT Trails Foundation.

Ferguson suggested removing section 1. Officers, of Article VI – Officers.

Kane stated the Director of ACT and MCT serves as the secretary on the boards to provide information and reports to the boards.

Ferguson stated this format has served us well.

Kane stated the roles do not have to be set forth in the bylaws with ACT's current staff.

Morrison directed Carruthers to remove functions that are handled by ACT staff.

Ferguson would like to see section D., of Article VI - Officers, removed.

Kane stated that the deletion of this section would better suit the foundation because donors might assume that a percentage of their donated monies pays for the administration of this foundation. The absence of staff assures the donors that one hundred percent of their contribution is going towards the intended purpose.

Morrison agreed to the removal of section D., under Article VI – Officers.

Ferguson referred the board to Article VII – Finances, Section 2. Funds and Securities, she expressed that not all assets can be deposited, such as a gift of real estate or stock. The language deposit limits the types of gifts that the foundation is able to receive. This will be adjusted in the alteration of the document as well.

D. Setting a Date and Time for December Meeting

Morrison suggested the first or second week of December and requested input from the directors.

The board collectively decided on the afternoon of December 9.

Morrison would like to set regular scheduled meetings in March, June, September, and December of 2021. A calendar of recommended dates would be presented at the December meeting.

V. **Executive session to discuss personnel under (c)(1), and salary under (c)(2) of the Open Meetings Act (5 ILCS 120/2)**

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

ROLL CALL VOTE:

KANE	AYE
JEDDA	AYE
FERGUSON	AYE

ALL AYES. NO NAYS. MOTION CARRIED.

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

ROLL CALL VOTE:

KANE	AYE
JEDDA	AYE
FERGUSON	AYE

ALL AYES. NO NAYS. MOTION CARRIED.

VI. **Adjournment**

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

ALL AYES. NO NAYS. MOTION CARRIED

Meeting was adjourned at 3:43 p.m.