

**Minutes of the Annual Meeting  
Of the Lima/Allen County Regional Transit Authority Board of Trustees  
Held at the RTA Administration Building  
200 East High St., Lima, Ohio  
November 11, 2019 @ 12:00 PM**

---

**Present were Brad Taylor, President; Joan Davis, Vice-President; Joshua Parker, Holly Rex, Richard Schroeder, and Scott Cockerell, Board Members; Shelia Haney, Executive Director; Karen Garland, Operations Director; Thom Mazur, RPC; Becca Sheidler, AAA3; Leslie Rigali; CJ Fultz, Clemans-Nelson; and Teresa Brown, Board Secretary/Treasurer.**

**First Item of Business – Roll Call: Roll Call was taken and noted for the minutes. Mr. Olsson was not present.**

**Second Item of Business – Nomination of Officers: From Shelia:**

**Executive Director President Recommendation: Joan Davis**

**Joan has been an active member of the Board for over 9 years now, she has served as the Vice President the past year and has always been available when the President was not. She has attended the majority of the Board meetings and other RTA meetings and events to support RTA. She was very active in the Levy campaign and on the campaign committee.**

**Joan also is involved with the current system and operations as a frequent rider and has a great relationship with the RTA employees.**

**I recommend for the current VP Joan to rotate up to the position of RTA Board of Trustees President and continue her support to RTA and feel confident that she truly is an asset to the decisions that is best for RTA going forward. This next year will be about making our promises to the community and bring back our services, so who knows the RTA system, our passengers and already has a positive relationship with the RTA employees; better than Joan.**

**Vice President Recommendation: Holly Rex**

**Holly has been an active member of the Board for going on 5 years now, and with her background in HR, I have utilized her opinion and direction on several occasions throughout the years. Along with her experience with the operations of a nonprofit organization, grants, and Federal regulations she has brought a large value to the table as a Board of Trustee.**

**It is my recommendation as the Executive Director that if she would accept the nomination of Vice President for the next year, I am confident she will continue to bring her expertise to the table to continue to move RTA forward next year with the plan to bring back efficient and reliable service to the community. It is my opinion that Holly would continue to act on the best interest of RTA and the community.**

**Mr. Taylor said that while he respected Shelia's perspective and recommendation, he would like to nominate Holly Rex as the President. Mr. Schroeder seconded the motion. Ms. Rex said she would accept the nomination with the caveat that she would be working with Ms. Davis, as a co-chair. She knew that was probably not in the by-laws, but she felt instead of President and Vice-President they would work together. Mr. Schroeder said his concern was that communication between the Board Members was vital, and as Ms. Davis does not have e-mail she had no way to communicate with the Board in a timely manner. There is a lot going on that needs to be communicated. He felt it was an**

important consideration for those serving in leadership roles have the capability to regularly communicate electronically with the Board.

Shelia said Ms. Davis does have email, it is not her preferred method of communication. We have a system where when Shelia emails something to the Board, she includes Teresa on the email so she will print a copy and put it in an envelope and in Ms. Davis's mailbox next door. She checks it on a regular basis and reads everything she is given. Mr. Schroeder said she misunderstood him, it wasn't a matter of whether or not she received it, it was a matter of whether she was able to communicate back in a timely fashion.

Ms. Rex said she would like to nominate Ms. Davis as President. Ms. Davis accepted the nomination. There was no second for the nomination.

Mr. Fultz said he was there as a consultant and could not give legal opinions. Mr. Schroeder asked if he was not our Board counsel and Shelia replied we have a consulting contract with Clemans-Nelson. Mr. Schroeder said he thought we were going to have legal representation at the Board Meetings. Shelia said that was what she thought also but everyone she has talked to has said they could do it as a consultant but not at a legal level. Mr. Schroeder asked if Mr. Fultz was a member of the Bar. Mr. Fultz said he is, but he is not there as an attorney and Clemans-Nelson is not a law firm.

Ms. Rex said her position was she would like her and Ms. Davis to work together as co-chairs. If that were not possible, they should be President and Vice-President. Shelia said the by-laws and Ohio Revised Code both state President and Vice-President. Mr. Schroeder asked for clarification that if Ms. Rex and Ms. Davis did not both have an officer role, did that mean Ms. Rex was not interested in serving and Ms. Rex said no, that was not what she was saying. She valued Ms. Davis and what she brings to the table at RTA and if Ms. Davis can't be President, she would like her to be Vice President. Shelia said she could change her recommendation, to have Ms. Rex as President and Ms. Davis serve another term as Vice President. Ms. Rex said it was not her intent to take the Chair position and did not want it to appear that Ms. Davis is not a value to the team as she brings a lot to the table. Mr. Taylor said he agreed and didn't think that nominating one person negated the value of another person.

Mr. Taylor said there was a nomination with no second and asked if there were any further nominations for President. There were no further nominations, so Mr. Schroeder moved that nominations for President be closed. Mr. Cockerell seconded the motion and all members voted in favor thereof. Mr. Taylor asked for a stack of blank paper as he thought they should do blind ballots. Teresa asked if the Board was allowed to do that. Shelia said if there were only one nomination for President, she was not sure what the issue was. Mr. Fultz said the use of secret ballot was not specifically prohibited by Ohio Revised Code but there had been several Attorney General opinions that it should not be allowed. The open vote was taken for Ms. Rex as President of the Board. Five members voted in favor of the nomination, Ms. Rex abstained. Nomination carried.

Mr. Taylor asked if there were any nominations for Vice-President. Mr. Schroeder nominated Mr. Parker for Vice-President. Mr. Parker accepted the nomination. Mr. Cockerell seconded the nomination. Ms. Rex nominated Ms. Davis for Vice-President. Ms. Davis accepted the nomination. There was no second for the nomination. Mr. Taylor asked if there were any further nominations for Vice-President and there were not. Shelia and Mr. Taylor exited the room for a few minutes. Upon return, Mr. Taylor said we had two nominations for Vice-President and the

**nomination for Mr. Parker had been seconded. He asked if there were any further nominations for the position and requested that if there were not, nominations be closed.**

**Mr. Schroeder made a motion to close the nominations for Vice-President and Ms. Rex seconded the motion. All members voted in favor thereof. Mr. Taylor called the vote for Mr. Parker for Vice-President. There were three votes in favor and one against and Mr. Parker abstained. Nomination carried.**

**Mr. Taylor made a motion to adjourn the Annual Meeting and Mr. Schroeder seconded the motion.**

**Meeting adjourned at 12:30 pm.**

---

**Brad Taylor, Board President**

---

**Teresa Brown, Board Secretary/Treasurer**