

Minutes of the Regular Meeting
Of the Allen County Regional Transit Authority Board of Trustees
Held at the RTA Administration Building
200 East High St., Lima, Ohio
November 10, 2020 @ 12:00 PM

Present were Holly Rex, Board President; Joshua Parker, Vice-President; Joan Davis, Scott Cockerell, Rob Moening, Richard Schroeder, and Doug Olsson, Board Members; Karen Garland, Admin. & Capital Director; Brian Wildermuth, Operations Director; Lori McGuire, Transportation Manager; Robert Ruzinsky, Contracted CPA; Carla Lakatos, guest; Marlene Shumaker, LACRPC; and Teresa Brown, Board Secretary/Treasurer.

First Item of Business – Roll Call: Roll Call was taken and noted for the minutes. All members were present.

Second Item of Business – Approval of Previous Minutes: Ms. Davis mentioned that Mr. Moening's honorific needed changed in one spot as it referred to him as "Ms.". Mr. Schroeder said he thought that when the Board returned from Executive Session that they had said no action was being taken on the employment of a public employee. Mr. Cockerell made a motion to approve the previous minutes with corrections. Ms. Davis seconded the motion and all members voted in favor thereof.

Third Item of Business – Finance Report/2019 Audit Update: Through September our gain was just over a quarter of a million dollars. \$202,000 of that was a one-time ODOT grant. The gain is due to the CARES Act funding. It should level off for the rest of the year as we have an older FTA grant of 50% operating funds that we are going to go back to use it up. It has \$153,506 left on it. We will get this grant used up and closed and then go back to using CARES Act funding. We may also take advantage of the state grant we got this year when we draw down for October.

On the FTA audit, they are back on track to do it virtually. The FTA rep thought we might need some special audits, but Bob told them we had cleaned up our older issues and did not need any.

On the State audit, they are doing a special investigation into some of the things the former Director did towards the end of her time here. They are going to make that part of the 2020 audit so they can get the 2019 closed. There are no big findings coming from the 2019 audit, just some prior issues and we need a credit card policy and a public record retention policy. Those are both new things for 2019 so it is not a big deal if they are in the Management Letter.

Mr. Schroeder made a motion to approve the Finance Report and Mr. Olsson seconded the motion. All members voted in favor thereof.

Fourth Item of Business – Operations Report: The Triennial Review Auditors have requested additional information, so we have been working to get all that ready and have it almost completed. We will upload it into the Drop Box next week, then they will follow up probably after the first of the year with Zoom calls.

With Section 3 of the Employee Manual, we mostly cleaned up the language. The only major change we added was giving the employees their birthday off with pay. We currently only get six paid holidays and would not be able to add more without shutting down the whole system. Tomorrow is a perfect example. Banks and many other businesses shut down for Veteran's Day, but we run full service. We cleaned up the redundancy in the manual and changed the health insurance portion, as the manual previously said it was 60/40 for admin only and now it is 80/20 for all full-time employees.

On our remodel work we are getting the final estimate on the cabinet/countertop replacement for the break room, conference room and dispatch office. We are still trying to get one more quote for the bathroom work also.

Next week there is an OTRP Board Meeting on Monday in Wadsworth, Karen is attending in person unless they change that. Brian and Karen are also doing a two hour Zoom Board Member training for the OTRP Board to help them see what is expected of them.

On the redundancy in the Employee Manual, it would say you received something after 90 days and in another section, it would say you had to wait a year for the same thing.

Our ridership is still steadily going up. Marimor is phasing back in their people, they are currently about three-quarters of the way back and are hoping to be fully back by the end of the year. This will depend on the Governor and COVID. The schools of course went up a lot from August to September. We met with Nelsons last week and they are going to try a short-term contract to try to move the transportation cost to the employees. There will cause a change on the ridership, as the numbers will move from job access to General Public. They want to try this since they have raised their wages and want the employees to help pay to get there. They are also no longer going to pay for transportation for temporary employees.

We had 882 people ride free for Customer Appreciation Day/Election Day. Normal ridership would have been around 668. Tomorrow we have free rides for Veterans. We have not had too many issues with riders not wanting to wear masks and have had no employees receive a positive diagnosis.

Fifth Item of Business – Discussion/Motion: Section 3 of Employee Manual: We ran a cost analysis to see what the cost of adding paid birthdays would be for the year. There is the cost of paying the employee that is off and coverage for their shift, and there is a wide range of pay among the drivers now since some of them have been here quite a while. On average it would be \$7000 for the year.

Mr. Schroeder said he thought the optional insurance portion (e.g. Aflac) on page 17 should state that it is employee paid. He also thought the Leave of Absence portion should make it clear that if an employee takes a LOA it is not compensated. If they are off a period of longer than six weeks, they stop accruing seniority. On that section, it mentions part-time employees do not accrue seniority. This is in the event they go full-time, their seniority for run picks and PTO starts on their full-time date, not their hire date. Under Saturday Day Off Requests, he thought the word "also" in "A Saturday day off request also must be submitted in writing" should come out. In the Sick

Leave section, he said the portion on having a physician determine fit for duty status needed rewritten.

Mr. Moening made a motion to approve the revised Section 3 of the Employee Manual. Mr. Cockerell seconded the motion and all members voted in favor thereof.

Sixth Item of Business – Motion: Van Resolution: We talked earlier this year about having grant money to purchase an additional three vans, and we had an existing grant that was to purchase six vans and only four of those had been purchased so far. Two of the vans purchased were more expensive than what we normally order. In order to fulfill the FTA grant, we would like to order the two remaining vans that we will have to cover some of the cost ourselves. We also would like to get permission to order the three vans on the new grant. We have \$55,000 left on the existing grant and would have to pay around \$80,000 ourselves. We paid no local match money on the rest of the items we bought with that grant, so it is a relatively small amount to pay.

Mr. Schroeder mentioned the Resolutions said Agency instead of Authority so that will be changed. He was not sure on the language in the paragraph referring to prior actions and thought it could be cleaned up. The second Resolution also needed the total amount to be spent added to it.

Mr. Schroeder made a motion to approve Resolution 20-4. Mr. Olsson seconded the motion and all members voted in favor thereof.

Mr. Moening made a motion to approve Resolution 20-5 and Ms. Davis seconded the motion. All members voted in favor thereof.

Seventh Item of Business – RPC Updates: Marlene reported there are no updates at this time.

Eighth Item of Business – Discussion: By-Laws and Board Policies: The Board brought Carla Lakatos on to rewrite the By-Laws and add some Board Policies with the Board's concurrence. The previous by-laws were written in 1974 and have never been updated. The by-laws should say who you are, how you get on the Board, what you're in charge of, and how you conduct your business. These will help with any new Board Members in the future and the new Executive Director when one is hired.

The proposed by-laws list the name and purpose, the principal office, fiscal year, how they are selected, rights and duties. The rights and duties are important as they let the Board understand what their job is, which is more policies and strategies, not getting into the weeds. Legal and ethical integrity, fiscal and risk management oversight are really what the Board's role is. Mr. Olsson asked about the majority of the Board being a quorum, if they were able to hold votes then without the other three members and the answer is yes, they can do that. The vote of the majority would be the vote. He also asked about the physical location of the offices being this address, if offices were moved would we have to have a Resolution to change that. Carla said you would, but that is also why you can list Sub-Offices. You need to let the public know the Principal office in case they have questions, want to see records, etc.

The forfeiture of absence is in case a Board Member does not show up enough, which we have had happen in the past. Mr. Schroeder asked if we should have a percentage instead of a number for

missed meetings. Carla said they can put it any way they want, and it only refers to unexcused missed meetings. If a Board Member is ill and lets someone else know, they can say at the meeting that Mr. X is excused for the record.

Board Member checks are usually issued in December. We will have to research to see if the Board must be compensated. In October of 2014 the Allen County Commissioners set the compensation at \$30 per month. The Annual Meeting is usually held in November or December every year so the Board can elect the officials for the following year. Carla will update that to read "in the fourth quarter".

Under "Order of Business" she added Hearing from Citizens. This will allow citizens that show up to have a right to speak and limit the time they can talk for. Mr. Olsson asked what if multiple people that show up to speak on the same topic. Dayton limits it to three minutes and have a timer, and the person must be speaking on their own behalf. We can also say they must sign up in advance. If one person shows up that hasn't signed up, they can let them speak. The law allows them to be at the Board Meeting but doesn't give them the right to speak.

Carla covered the rest of the Draft By-Laws then moved on to the proposed Policies. The last seven are federal requirements. She provided the Board with the first 11, minus the Real Property Policy. She is still working on a policy for acquisition and disposition of real property.

#1 was Ethics and refers to the ORC. #2 covers Conflict of Interest. One a year, Board Members and Staff would sign a copy stating if they had any known conflicts of interest, listing them and having to abstain from any action on those items. If something came up throughout the year, the person could make sure it was noted in the minutes that they were abstaining to avoid any appearance of a conflict of interest.

#3 is on Fiscal Oversight. It lays out the Annual Responsibilities and Ongoing Responsibilities of the Board. The 4th policy covers Investments. It states that all investments will be consistent with local, state and federal laws, and states how they will be handled. #5 is on Reserves. ACRTA will have a Reserve account that is reflected on the financial statements. This account will have enough in it to cover three months of budgeted operating expenses, local share requirements, long term debt, and unknown or unforeseen items.

The 6th Board Policy is on Procurements, covering Federal compliance in all procurements. There are three levels of purchases: Micro up to \$3000, which can be approved by Directors or the Finance Manager; small up to \$24,999 which can be approved by the Executive Director; and large purchases of \$25,000 and over that need be approved by the Board. #8 is about Trustee and Employee Reimbursement. It covers supplies and small items, business related expenditures, training and travel expenses. It also touches on any employment required items like uniforms, license fees, etc., along with the reimbursement procedure.

#9 is a Public Records Policy, which is a new policy required for the 2019 calendar year. It covers the intent, definition of public records, response time, handling requests, electronic records, denial or retraction, copying and mailing costs, and managing the records. The tenth Board policy was one we already had, on employee use of personal electronic devices with updated language. The

11th proposed policy is for Company Vehicle & Equipment Usage. ACRTA equipment is not to be used for personal reasons and any damages need reported at once.

Carla had sent surveys to the Board and the Management Team and is waiting for the rest of the replies to compile the information on what everyone's vision is for the future.

Ms. Rex said she had been approached by Activate Allen County for the ACRTA to be on their committee as an active participant and she will sit in until a new Executive Director is found. She was also approached by the Housing Task Force and will represent ACRTA on their committee.

Ninth Item of Business – Executive Session: Mr. Schroeder made a motion to go into Executive Session to discuss the employment of a public official.

Roll Call: Scott- yes, Dick – yes, Josh – yes, Holly – yes, Joan – yes, Doug – yes, Rob – yes

Motion to return to general meeting: Mr. Schroeder

Roll Call: Scott- yes, Dick – yes, Josh – yes, Holly – yes, Joan – yes, Doug – yes, Rob – yes

No action is being taken on the employment of a public official at this time.

Tenth Item of Business – Adjourn: Mr. Parker made a motion to adjourn and Mr. Cockerell seconded the motion. All members voted in favor thereof.

The next monthly Board Meeting is scheduled for December 8th, 2020.



Holly Rex, Board President



Teresa Brown, Board Secretary/Treasurer

