

MINUTES  
BOARD OF DIRECTORS MEETING  
SOUTH CENTRAL TRANSIT  
THURSDAY, NOVEMBER 15, 2018  
12:00 NOON  
SCT TRANSPORTATION CENTER  
100 N. LOCUST ST.  
CENTRALIA, IL. 62801

**Present:**

George Guidish  
Margaret Conley  
Pam Boyd  
Don Jones  
Ed Smalley  
Don Copeland  
David Rodden  
Sam Easterly  
Ben Stratemeyer  
David Iossi  
John Schubert

**Also Present:**

Sheila Niederhofer  
Sara Nollman-Hodge  
Vicki Clift  
Randy Barrow  
Pam DeMaris  
J.R. Elliott  
Marvin Miller  
Alonda Gilbeau  
Leroy Niederhofer  
Alan Murray  
Leah Williams  
Alan Nollman  
Jay D Hodge  
Bryan Hunt

The meeting was called to order by board President, George Guidish.

**APPROVAL OF MINUTES** – On a motion by Iossi, seconded by Copeland, the minutes of the October 25, 2018 Board meeting were accepted. All aye. Motion carried.

**COMMUNICATIONS**

**Guest Recognition** – none

**Public Comment** – Leroy Niederhofer spoke “I would like to say how proud I am of South Central Transit, the Board, the organization and everything else, I think they do such good work for the community and have a good working relationship with the community. I am just disappointed by the actions that the board has taken, I think they should be here to support the organization rather than bringing up obstacles for them to overcome. I just don’t understand the thinking of the board, I’ll put it this way, I don’t think, if you are not for the board, you are wasting your time and the board’s time. I just wanted to let that be known, like I said, South Central Transit does a wonderful job, it means so much to so many people and I just hate to see the direction they are headed.” Guidish asked to state his name and the county he is from and he stated “Leroy Niederhofer, Marion County.”

**Letters and Cards Received** – Niederhofer reported she had nothing to share.

**PRESIDENTS REPORT** – Guidish stated that as everyone knows, they have been presented an issue. Guidish met with Chairman Hahn on November 9, at about 2:00 and presented him with the information that he shared with the board. Hahn is aware of the information. On November 9 at 3:30 Ben Stratemeyer and Guidish met with the States Attorney, Bill Milner of Marion County, and presented him with the letter and the information they had, also on November 2, was the first time they met with Mr. Milner, and they presented him the letter. On November 9 at 3:30, they went through the letter and the information that they provided him. On November 12 at about 6:30 Guidish met with Chairman Hahn, before the Marion County Board meeting, and presented him with the entire information and went over it again. On November 12, at the Marion County Board Meeting, it was not on their agenda, so they took no action. Guidish stated he wanted to share with the board and add to the record an e-mail he received from John Hudspeth, John is the States Attorney in Clinton County. Guidish asked him, as a FOIA request for a copy of the lawsuit that Clinton County has perceived or been alleged to file against South Central Transit, for the record Guidish added this statement, this is from John Hudspeth. “Mr. Guidish, after I received your email below, I called and spoke with you earlier today as you suggested. I asked if a reply email to you confirming that statement would satisfy your request and during that statement I am going to state again, no lawsuit has been filed. I will consider your inquiry answered at this time. Have a good day.” Guidish stated that was from John Hudspeth. Guidish added to the record that the Clinton County Board minutes from August 20, 2018, these minutes have been reviewed and approved and signed by the county chairman and the county secretary, actually signed by Mary Rakers, the county clerk and recorder. Item number seven says request to speak by south Central Transit, Sherri Bassen spoke regarding SCT services,

she stated in October, SCT will start their 29<sup>th</sup> year. SCT serves 6 counties, Clinton, Marion, Jefferson, Washington, Perry and Franklin. The Clinton County facility is located on Drive-In Road in Breese. She stated that SCT offers demand response services. They also provide public shuttle routes. Community Link and SAVE from O'Fallon contract with SCT. Guidish read from the second part of the minutes that Margaret Conley addressed the Board regarding the lack of representation on the SCT Board. She stated that the SCT Board now has eleven members, five from Marion, two from Clinton, one each from Jefferson, Washington, Perry and Franklin. Guidish read that Conley stated that the current board make up violates the local Mass Transit Act. She also stated that it is disproportionate to the population of the counties within the transit district and for the amount of services that SCT provides for each of the counties. Guidish read further that Conley requested that the Clinton County Board demand that all of the counties that make up the SCT District have equal representation on the transit district of the board of directors. She would also like the board to support any legal action that promotes that goal. Guidish then went on to read the August 21 minutes from the Franklin County Board. Guidish stated those minutes have been reviewed and approved and they are signed by Randall Crocker, the Board Chairman and Greg Woolard, the County Clerk. Guidish read, at the time of public comment the Chairman Randall Crocker asked if there were any public comments at this time, SCT gave a report on the Board representation and how many should be on the board. They are asking Franklin County Board to realign the board and the number from each county to be corrected. They are asking the States Attorney for help. They say Franklin County should have two on the Board, but currently they only have one. Marion County has several. Guidish said that it does not say who made those comments but it does say that SCT gave a report, however, Guidish was not present at that meeting so he can not comment on who made that report. Guidish stated that for the record, we are at a crossroads right here, this is the old board versus the new board, the new board has asked questions, they have done their due diligence and they demand answers and they have a right to those answers. Nothing illegal, immoral, sleight of hand, non-transparent has been done but here we stand. So, with the lack of humility on both sides, Guidish can surmise, "where do we go from here?" Guidish stated that was his report.

**MANAGING DIRECTORS REPORT** – The Managing Directors report was forwarded to each trustee prior to the meeting in their packet. Niederhofer ask if there were any questions regarding her report. Copeland stated one question, SCT looked at re-rocking three lots, on the cash requirements we have only been billed for one of those. He asked if that was covered under the lease of the other two where the lessor pays for that or we pay for all three. Niederhofer stated we haven't gotten the bills for all of them yet. Motion by Rodden to accept the Presidents report, seconded by Copeland. No discussion. All aye. Motion carried.

**LEGISLATIVE** – Niederhofer reported nothing new to report. Guidish stated to his knowledge the veto session is back in as of yesterday, nothing with transit is at the top of anyone's list.

## **REPORTS**

### **Special Personnel Committee**

Guidish stated as the chair of this committee, his ruling is that the meeting can not be discussed in public, the minutes of that meeting have not been reviewed and approved, however, they were included in a letter from a lawyer, from the Department of Transportation, and they were included in a formal grievance filed by an employee of this district, given that there is litigation on that case, there are now two lawyers involved, it is not appropriate that those minutes be discussed in public. Guidish said that when litigation is resolved, those can be brought to the table and then can be reviewed and approved. Guidish also stated that it is a violation of the Open Meetings Act to disseminate those minutes prior to review and approval. Niederhofer stated that she has a copy of the Open Meetings Act in front of her and that it says that any open public meeting can be recorded, with audio, video, notes or whatever and it is welcomed to be published in the public, if that is true then the reporters need to leave and they can't comment...Guidish told Niederhofer to hold on and told Niederhofer that she was out of order and that she is not a member of the body, not a board member. Guidish then told Ms. Boyd to go ahead, Boyd stated "what she said" referring to Niederhofer. Guidish said that if this body wants to allow minutes that have not been reviewed or approved to be put out for public consumption, that's a dangerous path to go down, but, if the majority of this board says that's ok, then let it roll. Boyd said her assumption was that they would vote on the minutes today, the special meeting, Guidish said they can't, they are involved in litigation, two lawyers have them prior to them being reviewed and approved. Boyd said, so that prevents us as the board from addressing them. Guidish answered yes, they are in litigation, they can't be put out in the public view, right now that we have lawyers, we will have to contact our legal counsel and let him know that. Boyd started to ask Miller, Legal Counsel when Guidish told her it was not appropriate that she shouldn't ask legal counsel in the middle of a meeting, that is for executive session to talk to him. He stated that a legal opinion can not be rendered in the public body unless we would know exactly where legal counsel would stand. Boyd stated she believed she tried to do this once before and she couldn't get the votes to do it in executive session. Guidish ask Boyd if she respected that process, Boyd stated "pretty much". Guidish stated that is the chairs ruling at this moment. Rodden stated that the

chair doesn't make rulings, chair is there to provide guidance, and to make sure that the meeting moves along, he didn't see that there is anything else that Guidish has the right or responsibility to do. Rodden's question is that Guidish started this off saying that the dissemination of the minutes was a violation of the Open Meetings Act, asking Guidish if he has any kind of legal precedence or anything in writing to substantiate that and if not, then how can the president, do you just tell the truth when you want to? Guidish stated no, and you know better than that. Rodden stated no, he does not, and ask Guidish if he wants him to continue. Rodden said that Guidish stated somewhere along the line that if you file a grievance, it was against Illinois law because we are an at will company, yet most people know that work in Illinois, that there are reasons to file a grievance, you are an Illinois employee and ask Guidish why he made that statement that filing a grievance was not possible in Illinois? Guidish stated because at will employees don't have the right, Rodden stated yes, they do, Guidish stated they can go to court, Rodden said no, they can file a grievance. Stratemeyer stated the discussion of personnel should be done in executive session. Guidish agreed. Rodden stated he is just trying to make a point that the chairman does not always present the information the way the law allows or prescribes, that it is presented in the method or manner that he wants to. Guidish stated to table the issue and said that he will show Rodden in the Open Meetings Act where it says it's a violation to the statute and Rodden show Guidish where Guidish picks and chooses the truth, so the issue is tabled.

#### **Personnel Committee**

Boyd reviewed the minutes of the November Personnel meeting. Motion to approve the minutes as presented by Iossi, seconded by Boyd. All aye. Motion carried.

#### **Finance Committee**

Copeland reviewed the minutes of the November Finance meeting. Copeland pointed out a mis-spelled word under guest recognition, reported should be reporter. Motion to approve the minutes with a spelling correction by Schubert, seconded by Copeland. All aye. Motion carried.

#### **OMA Committee**

Conley stated that there was basically no meeting because when they opened, the attorney suggested that they table all the tapes and do them in 18 months. Motion to accept by Copeland, seconded by Rodden. All aye. Motion carried.

#### **Financial Reports**

Clift reviewed the financial summary for October. Copeland had questions for Barrow regarding items on the cash requirements, Barrow conferred with Clift for answers. Clift

reported that the FY19 first quarter DOA payment was received. Motion to approve the Financial Reports by Boyd, seconded by Rodden. All aye. Motion carried.

### **Monthly Reports**

Nollman-Hodge reviewed the monthly reports for October.

### **County Board Meeting Reports**

Guidish ask each county representative if they had anything to report. Boyd stated that she spoke to the Franklin County Board on November 5 and at this meeting their attorney was present, Boyd updated board on SCT and the president suggested that they find alternative means of transportation in case the doors are shut on SCT, the attorney said he was going to write some letters to Clinton County and possibly to SCT. Stratemeyer ask if he understood Boyd to say at last week's meeting that Franklin County was considering leaving and Boyd replied that was correct. Stratemeyer ask Conley the same question of Clinton County. Conley stated she never said Clinton County was leaving. Boyd said Franklin county stated they didn't want to be part of the "free for all". Guidish stated Marion County already reported during the president's report. Easterly stated he has a 2:00 meeting with his County Board today. Schubert said he did meet at the regular board meeting of Washington County and presented the three routes that service Washington County and they were going to post those at the courthouse as well.

### **UNFINISHED BUSINESS**

#### **Response to IDOT Letter**

Guidish recommends that this be moved to Executive Session because that will involve our legal counsel and there is possible litigation involved. Motion to discuss in Executive Session by Rodden, seconded by Iossi. All aye. Motion carried.

#### **Marion County Representation**

Guidish stated he did not know why this item was on the agenda and ask what that was in reference to. Boyd ask Guidish if he had stated that he was going to have another meeting and update the board on it. Guidish stated he did update in the president's report.

#### **Jefferson County Representation**

Copeland stated nothing to report. Guidish stated that the responses to the letter will be in Executive Session because someone from Jefferson County did respond, Copeland stated they did.

**NEW BUSINESS**

A motion was made by David Rodden to enter into Closed Session pursuant to 5 ILCS 120/2C(11) to discuss probable action before a court or administrative tribunal and pursuant to 5 ILCS 120/2c(21) to discuss minutes of meetings lawfully closed under the Illinois Open Meetings Act. The motion was seconded by David Iossi. After a vote was taken the following votes were made:

Aye (10) – Margaret Conley, Pam Boyd, Don Jones, Ed Smalley, Don Copeland, David Rodden, Sam Easterly, Ben Stratemeyer, David Iossi, and John Schubert.

The motion to enter Closed Session carried unanimously.

The regular meeting was ended at 12:42pm.

At 1:53 the Board was back in regular session.

Guidish stated there was a couple of agenda items to go over and that they were going to revisit the OMA, something was left out. A motion was made to keep closed session minutes closed for the next six months until the next OMA meeting by Schubert, seconded by Smalley.

Guidish stated:

**Executive Session Issue #1**

A motion to present a response to IDOT as discussed by Stratemeyer, seconded by Jones. Guidish ask for ayes, Miller stated Guidish has to make a motion to say what he is going to do. Stratemeyer said the motion was to respond to IDOT issue #1. 9 ayes, 1 nay – Rodden. Motion carries.

**Executive Session Issue #2**

Motion to send a response to IDOT by Rodden seconded by Schubert. All aye. Motion carried.

**Executive Session Issue #3**

Motion to send a response to IDOT based on the agreement by Copeland, seconded by Rodden. All aye. Motion carried.

Clift asked to answer some questions that were asked earlier. Clift answered a question previously asked by Copeland and then answered a question previously asked by Stratemeyer to their satisfaction.

**ADJOURN**

Motion to adjourn by Rodden, seconded by Copeland. All aye. Motion carried.

\_\_\_\_\_ George Guidish, Board President





