

MINUTES  
BOARD OF DIRECTORS MEETING  
SOUTH CENTRAL TRANSIT  
THURSDAY, DECEMBER 20, 2018  
12:00 NOON  
SCT TRANSPORTATION CENTER  
100 N. LOCUST ST.  
CENTRALIA, IL. 62801

**Present:**

Margaret Conley  
Pam Boyd  
David Rodden  
John Schubert  
Sam Easterly

**Absent:**

George Guidish  
Don Copeland

**Also Present:**

Sheila Niederhofer  
Sara Nollman-Hodge  
Vicki Clift  
Randy Barrow  
Pam DeMaris  
Marvin Miller  
Leroy Niederhofer  
James Biggs  
JR Elliott  
Bill Smith  
Debbie Smith  
Corky Ott  
Alicia Westbrook  
Alan Nollman  
Terri Finn  
Bryan Hunt  
Norm Smith  
Jeff Stark  
Melissa Wilkinson  
Judy Shaffer

Marvin Miller, Legal Counsel stated that due to the absence of the board president and not having replaced the vice president that the board would need to appoint an interim Chairperson. John Schubert nominated David Rodden, seconded by Pam Boyd. All aye. Motion carried.

The meeting was called to order by David Rodden.

**Approval of Minutes** – Boyd ask to move an item on the agenda. She would like to make a motion that they move the 6<sup>th</sup> Amendment Ordinance of Creation of the Board up to the first item because it addresses the lack of people at the meeting. Rodden said they would approve the minutes and then recognize the guests and then discuss the ordinance. On a motion by Conley, seconded by Easterly, the minutes of the November 15, 2018 Board meeting were accepted. All aye. Motion carried.

## COMMUNICATIONS

**Guest Recognition** – James Biggs, Leroy Niederhofer, JR Elliott, Alan Nollman, Bill Smith City of Centralia, Debbie Smith, Marion County Board Chairwoman, Corky Ott, Alicia Westbrook, Terri Finn, Bryan Hunt, Norm Smith, Jeff Stark, Melissa Wilkinson, Judy Shaffer, Marion County Board.

**6<sup>th</sup> Amendment Ordinance of Creation of Board** – Miller stated he believed everyone should have received a copy of it and ask if there were any questions. Rodden ask what happens when or if they add another county, and one county has two members due to ridership. Miller stated that there would be seven members for seven counties. Miller stated this would be filed and sent on to IDOT. Every county will be notified. Motion to accept the 6<sup>th</sup> Amendment Ordinance of Creation of Board by Schubert, seconded by Boyd. All aye. Motion carried.

**Public Comment** – Bill Smith stated that he was confused as to what they were doing, they used to have eleven board members and now they say they have 7 but he only sees 5, so in most organizations you have to have a super majority to pass anything, so they have taken eleven down to five, how does that work? Rodden stated at the last Marion County Board meeting, they took four members off. Smith stated that is people, not positions, they did not do away with 4 positions. Debbie Smith, Marion County Board Chairwoman stated that it takes two thirds majority and they were removed, right now she has IDOT investigating the whole situation, they are on it right now and as far as she knows, she has four positions that were taken off but she is going to reassign them, at this point and time, it is pending until she hears otherwise. There are four positions open and they do not have enough for a quorum. Rodden stated that they have a seven-member board at this time. Smith stated that they don't, the eleven have not been removed at this time, not officially until you get down to that reorganization at the bottom of your agenda, you do not have a quorum, they do not have eleven members as far as she is concerned. Miller stated that they have already passed their amendment, the reorganization has nothing to do with it. Smith stated that it did. Miller stated that they have five of seven and that is a quorum. Smith said that it is eleven until they get to item

9, they haven't done anything yet and she is contesting this. Rodden stated they had a quorum and Smith stated they did not because they have eleven members on this board. Schubert ask if she took four members off and Smith replied she did not, it was done by someone else and it has not come before the full board, it was just names removed, not positions. Smith stated she has the authority to appoint four more people. Easterly stated the SCT board was notified that four had been removed. Easterly stated that their attorney has advised them that they have a quorum. Miller stated that they were informed that the four were removed and if she is choosing to reappoint them then this organization will stop at a halt until you appoint someone, and that is not fair to this organization. If she believes that there are four positions, then she needs to appoint four people to this board immediately, so we can continue our business. Miller stated that he had not received any information that there were new board members. Smith stated that she hadn't either, she had not received anything through the county board that this ever happened. She has not seen anything in writing. Miller suggested she speak with her attorney. Easterly stated they proceed with the meeting. Boyd stated that IDOT gave them a deadline and requirement about this position, that IDOT had been notified that that had happened, she stated this had been dealt with. Smith stated that she has a certification going through IDOT as we speak, it was done in err, there was something going on we don't know yet, but those positions, if you look in the very beginning in 1992, Marion County got five positions and every other county that entered knew that and they were grandfathered in. Of course, you can change it with court approval, Marion County Chair approval but she is not approving it. It's not approved, it was wrong and whoever has been giving this legal advice is wrong. Marion County Board is going to retain those five positions if they have to go to court. At this point and time, she is saying, they still have five positions as far as she is concerned, that's how it was designed and that's how it should stay. Boyd stated our funding source has a different opinion and that doesn't enter into the decision making? Smith stated that they are reviewing all of that at this moment, so Smith would like to ask as a courtesy to Marion County that you suspend this meeting until we get further clarification so that nobody is embarrassed. Rodden read a November 5, 2018 letter from IDOT, Smith stated she had that letter. The letter was regarding IDOT stating that the Board should not have 11 members but 7. Smith stated that this person that sent the letter did not have the authority to do that and that's why they are doing an investigation. Schubert asked for point of clarification, Ms. Smith stated she plans to fill those positions again, as far as the business at hand, can it not be addressed under a reorganization and then if four members are appointed back to the board again to reorganize again? He stated he would hate to see bills start to stack up because we can't function. Bill Smith stated you could do all of your regular business just not reorganize without a supermajority of the board. He stated that was in our bylaws. Rodden stated it was not.

Debbie Smith stated it was, supermajority of 11 people. Boyd stated that as far as she knew they had not received anything from IDOT saying that those demands were in error and this being considered changed. If they changed their minds and sent us something saying that, we would be more than willing to seat the other 4 people, that is not a problem. Their intent is to maintain their funding source so the people that depend on us can continue to get where they need to go. The intent is to keep IDOT from removing our funding. Smith stated that IDOT would not be removing our funding until the investigation is over, Boyd ask for documentation stating that, Smith stated she had it but not with her. Smith said if we can not table this meeting then we are proceeding illegally. Rodden stated that was her opinion and that we are not opposed to being embarrassed if they are doing the right thing. IDOT says they are seven and illegal at 11. Schubert said they should proceed with the business at hand. Conley, Boyd, Schubert and Easterly stated they wanted to move forward with the meeting.

**Letters and Cards Received** – Niederhofer reported receiving a card from Rhonda Buchanan thanking SCT for they do for her. Brian Lund sent a card thanking SCT for everything they do.

**PRESIDENTS REPORT** – Guidish was absent from the meeting but Conley stated that she had a letter from Deb Ruiz, Scheduling/ Dispatch Supervisor that she would like to share with the Board. Copies of the letter were distributed to board members. Rodden stated the letter should be amended to the minutes. (Attached)

**MANAGING DIRECTORS REPORT** – Niederhofer gave the Managing Director’s report for November. (Attached)

**LEGISLATIVE** – Niederhofer reported not much to report. Capital funding was discussed.

## **REPORTS**

**Special Personnel Committee** – Boyd suggested going into closed session to discuss Personnel Issues Potential Litigation/ Administrative Decision. Motion was made by Schubert, seconded by Boyd. All aye. Motion carried

Roll call was had to enter executive session, Conley yes, Boyd yes, Schubert yes, Easterly yes. The Board left regular session at 12:29.

The regular Board meeting was resumed at 12:58.

Motion to hire Michael Lowenbaum and Associates to investigate personnel issues by Boyd, seconded by Easterly. All aye. Motion carried.

Motion to approve the minutes of the November 1, 2018 Special Personnel meeting by Easterly, seconded by Boyd. All aye. Motion carried.

#### **Personnel Committee**

Boyd reviewed the minutes of the December Personnel meeting. Motion to approve the minutes as presented by Easterly, seconded by Schubert. All aye. Motion carried.

#### **Finance Committee**

Rodden reviewed the minutes of the December Finance meeting due to the absence of Copeland. Motion to approve the minutes by Easterly seconded by Schubert. All aye. Motion carried.

#### **Financial Reports**

Clift reviewed the financial summary for November. Rodden questioned two charges on the cash requirements, page 14, made to Office Products by Guidish, one for \$71.40 for IDOT packets and another for \$44.54 for copies stating that to his knowledge, board members have no authority to charge items at SCT vendors, not to mention that it could be possible sales tax fraud due to being not for profit tax exempt. Guidish is not at the meeting to discuss with. The two signatures on the invoices are two different signatures. Clift went on with the financials and stated the SCT has been issued, but not yet in our account, the second quarter downstate funding payment. Motion to approve the Financial Reports by Schubert, seconded by Boyd. All aye. Motion carried.

#### **Monthly Reports**

Nollman-Hodge reviewed the monthly reports for November.

#### **County Board Meeting Reports**

Conley stated that she did not attend the Clinton County Board meeting. Boyd stated that she attended the Franklin County Board meeting and updated them with issues, they are supportive of SCT. Schubert no, Easterly no, Rodden no.

#### **UNFINISHED BUSINESS**

**Directors Compensation** – Rodden stated Directors Compensation was sent to the full board for approval, Niederhofer was given 40 hours, 1 week of vacation that will roll

over to 2019 due to the late award of that compensation. Motion to approve by Boyd, seconded by Schubert. All aye. Motion carried.

**IDOT Letter** – Rodden stated that he did not add that to the agenda, the only issue that he sees under IDOT Letter are the alleged grievances that are filed, item number three of the letter. Response is due by January 31, 2019.

**Employees Salaries Made Public** – Rodden stated Guidish added this to the agenda. Boyd stated when she saw this on the agenda, she went back to look and on July 26, 2018, in the Board of Directors meeting, they discussed this topic and a motion was made to publish the names and the salaries, and the vote was four yes and five no. At the end of the vote, Guidish said the issue is dead.

**CTD Contract** – Rodden stated again, this was something that Guidish added. Boyd stated when the contract was discussed before, she had found out that the reasons we like using CTD is because once we have leased a vehicle, and met that contract, they graciously let us lease that vehicle for one dollar a year. SCT currently uses fourteen buses that are leased from CTD at one dollar a year. The contract renewal is coming up and Boyd would like to recommend that they continue to use them as it is very beneficial to SCT. Boyd stated that again, Guidish may have something to discuss that they are not aware of. Niederhofer stated the contract is not up until the spring.

## **NEW BUSINESS**

**Reorganization of Board Officers** – Rodden stated at this time, they need a Vice President and Secretary at this time. Boyd, Easterly, Schubert and Conley agreed. Boyd stated if they get word that the Board has changed in the future, they can reorganize again, at that time. Boyd nominated Conley as Vice President, all aye. Schubert nominated Boyd as Secretary, all aye.

**Committee Meetings** – Rodden stated that he had discussed having a work session committee right before the Board meeting. Schubert stated he believed the committee meetings did provide time if there is action to be taken. Discussion was held, and no changes will be made to the current committee meetings structure.

**Welding Maintenance Shop** – Niederhofer stated that she has a statement from Norm Smith, Director of Maintenance saying that the only welding in the maintenance shop is done during normal hours, normal operating hours. It is limited to light duty applications, they are by no means a full-scale fabrication shop nor do they work on items that do not pertain to SCT business. Smith has reviewed and found no evidence of any after hour or illegal activities. Smith stated they repair what they can in house, sub contract some things out to local welding shops that they cannot fix.

**Workman's Comp Insurance** – Clift reported receiving the renewal for work comp insurance for 2019, it came in at 11% less than the 2018 premium. It is with their present carrier, Illinois Public Risk Fund. Motion to accept renewal with IPRF by Conley, seconded by Easterly. All aye. Motion carried.

**Non-Revenue Vehicles** – Rodden stated that Guidish put this item on the agenda. Niederhofer stated there is a list of six non-revenue vehicles. Three of those vehicles are maintenance vehicles that they use to go from facility to facility to work on vehicles. The rest are SCT staff vehicles that are used to travel to any of the six locations. Clift stated that those vehicles are not on their asset list that goes to IDOT because IDOT asks that they not include them. When yearly funding applications are done, Clift submits an inventory list of vehicles, but they only want paratransit vehicles listed and so that is why they are not listed on the IDOT inventory. They are listed on other reports that go to IDOT, but they are not a part of the IDOT inventory list.

**Public Perception of Board** – Rodden stated that he added this to the agenda, he has had people ask him what is going on with the SCT Board. He stated that SCT staff members that are out in the public, have no idea what goes on in the meetings, rightfully so, but then they are asked by their fellow employees and riders on the buses, what is going on with SCT. He stated he felt they have painted a less than perfect picture of themselves to the press and they need to come to grips with that. Rodden stated they need to only speak the truth to the press and to the public, no innuendos, no I thinks, just the truth and the truth should be from information that they receive from their directors, nothing more, nothing less. If they continue down that path, and they are doing what they are charged to do according to their By-Laws, they seem to have gotten off the path again by expanding their responsibility well into the operation of the system, that is not their duty. They do that by thinking that they have a fiduciary obligation to protect the board, to protect SCT. Rodden stated that they need to have faith in the people that they hire to do the right job, and it is that faith that would minimize the board meetings and allow them to move on without having to get things that are truthfully published word for word what

somebody says, but not necessarily truthfully stated. Conley said she didn't think any of the board members there today have ever felt any differently than Rodden just stated.

**Franklin County Appointment** – Rodden stated Boyd's term of appointment will be expiring soon and it's time for a letter to go out to the Franklin County Board. Niederhofer stated we are in possession of that letter and it will be sent out in the mail.

**DTIF Grand Legal Opinion** – Clift stated that Miller has provided her with a legal opinion for an amendment to a Capital Grant they received several years ago, the Downstate Transportation Improvement Fund. The budget for this was revised, only changing line items, no amounts were changed. This will allow for updated scheduling/dispatching software and new signage for the Transportation Center and the McCord street building. No board approval is needed, it was approved when the grant was applied for.

**ADJOURN** – Motion to adjourn by Boyd, seconded by Schubert. All aye. Motion carried.

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David Rodden, Interim Board President





