

MINUTES
BOARD OF DIRECTORS MEETING
SOUTH CENTRAL TRANSIT
THURSDAY, JANUARY 24, 2019
12:00 NOON
SCT TRANSPORTATION CENTER
100 N. LOCUST ST.
CENTRALIA, IL. 62801

Present:

Margaret Conley
Pam Boyd
David Rodden
John Schubert
Sam Easterly
Don Copeland
George Guidish

Also Present:

Sheila Niederhofer
Sara Nollman-Hodge
Vicki Clift
Randy Barrow
Pam DeMaris
Marvin Miller
Leroy Niederhofer
James Biggs
Terri Finn
J.D. Hodge
Allen Murray
J.R. Elliott
Alan Nollman
Norm Smith
Jeff Stark
Bryan Hunt
Melissa Wilkinson
Don Jones
Bill Smith
Debbie Smith
David Iossi
Ben Stratemeyer

Call to Order – The meeting was called to order by George Guidish.

Approval of Minutes – A motion by Schubert, seconded by Easterly to approve the December board meeting minutes as presented was made. Guidish stated that there was a lack of a quorum pursuant to Article 5 Section 6 of the bylaws of this Mass Transit District. There were only 5 members present, Guidish stated there are still currently 11 members of this board. Number two, according to Article 5 Section 7, an acting presiding officer should have been appointed and Article 6 Section 1 an item was moved under communications, which was New Business and that is a violation of Article 6 Section 1 of the bylaws of the Mass Transit District. Guidish stated that there are 3 violations of the Mass Transit Act. Roll call vote was had to approve the minutes. Conley yes, Boyd yes, Rodden yes, Easterly yes, Schubert yes, Copeland no. The minutes of the December 24, 2018 meeting were approved.

COMMUNICATIONS

Guest Recognition – Debbie Smith Marion County Board Chair, Bill Smith Centralia City Council.

Public Comment – None

Letters and Cards Received – Guidish read a letter from the Marion County Board dated January 15, 2019, stating former Trustees Ed Smalley, Don Jones, David Iossi and Ben Stratemeyer continue to serve as trustees at the meeting on January 24, 2019 and that the prior meeting held December 20 was not a legal meeting. The letter was signed by Debbie Smith, Marion County Board Chairman. Guidish stated at this time the other Marion County Board members who were illegally dismissed may be seated at this table. Rodden stated that Smith's letter is inaccurate, and it needs to be reviewed by SCT's attorney before they take it as fact. Guidish went on to read the Mass Transit District law, stating that there is a reason that this was put in there, 70ILCS3610 section 4, paragraph 4, a trustee may be removed by the person or body which made the original appointment, but a trustee shall be removed only after he shall be given a copy of the charges against him at least 10 days prior to the hearing thereon, and has had the opportunity to be heard in person or by counsel. In the event of the removal of any trustee a record of the proceedings, together with the charges and findings thereon, shall be filed in the office of the clerk or clerks of the creating counties or municipalities. Guidish stated that the trustees were removed illegally, the Mass Transit District law was not followed, there has been no record put on file at the clerks of the creating county, nor

the other municipalities or counties of the district. Therefore, they should be seated back to the table. Boyd stated that the board did not remove them and that they do not have that authority. Mr. Hahn is the person who removed them, not the SCT board. They did not cause this, they did not make this happen or do this. Guidish stated her point was well taken, therefore the 4 members will be seated back at the table. Boyd asked Guidish if he had that authority, Guidish stated that the Marion County Board has placed them back in, they were erroneously removed, and they are still active trustees of this district. Boyd ask if and when their funding is cut off because of the change in direction, will Marion County provide the necessary money to keep this business going. Schubert stated he saw a document that came from the Marion County States Attorney that they were removed and as per the Department of Transportation, that's what they wanted to see. With the States Attorney being the representative of Marion County, he assumes as their legal representative, that letter stood and represented the actions of Marion County. Guidish stated that he rendered a legal opinion and the Marion County Board did not support that. Guidish stated that at the time that it happened, the chairmanship changed hands and when the new chairman came in, he has that authority. Easterly ask SCT's legal counsel, as our attorney, for his comments on this, Guidish stated that it would be inappropriate for our legal counsel to speak in the open forum, we would lose the attorney client privilege if he speaks in the public forum. Rodden stated that they are willing to lose that. Boyd suggested that they go into closed session. Guidish stated they did not put a closed session on the agenda. Boyd motioned to dismiss or adjourn this meeting. Seconded by Easterly. Rodden stated they are there to continue SCT business to take care of, financials and other items on the agenda that they need to deal with. Just because someone says they should put people back on, he doesn't see that that is the case. The previous board chairman removed them and asked if they have been reappointed. Guidish answered yes, they were improperly removed so they remain as is. Rodden stated he doesn't necessarily believe everything Guidish says. Rodden stated Guidish quoted 70ILCS3610 and he just neglected the whole first part of the sentence, so he put it in the context he wanted it to be put in, so everybody heard it that way and that is his mode of operation. Guidish then read the entire paragraph. Rodden then stated that the board members were not removed due to inefficiency or neglect of duty or misconduct in office. Rodden stated that those were never any of the reasons. They were removed because the Marion County Board Chairman removed them. Guidish stated his argument is out of place and he should be talking to the Marion County Board about this. Guidish stated that Marion County Board's position is that there are 5 trustees for Marion County. Rodden then stated they will have to talk to the state's attorney. Guidish asked for roll

call count on adjournment. Conley yes. Guidish stated if we adjourn, we will take up business next month at the regularly scheduled time. Rodden no, Easterly no, Copeland no, Conley no. Roll call count is 2 yes, 4 no. Boyd asked for a motion to go into closed session. Guidish stated the closed session was not listed on the agenda and it would be inappropriate. Boyd stated they could go into closed session anytime they needed to discuss personnel issues. Rodden seconded the motion to go into closed session. Purpose of closed session is Personnel/Potential Litigation. Guidish ask Boyd for an amendment to her reason for going into closed session, for the purpose of personnel matters and possible litigation pursuant to ILCS 120/2(b)(1) (11), Boyd stated yes. Roll call vote to go into closed session Conley yes, Boyd yes, Rodden yes, Easterly yes, Copeland yes, Schubert yes. The Board went out of regular session at 12:17pm.

The Board entered regular session at 1:08pm.

PRESIDENTS REPORT – Guidish stated there was nothing to report.

MANAGING DIRECTORS REPORT- Niederhofer stated that in the last 12 years her staff and herself have worked very hard to make this one of the best transit systems in the state of Illinois and she feels like because of peoples inflated egos and politics they are tearing South Central Transit apart and it really makes her sad and upset and she will email out her Managing Directors report to everybody. Guidish stated that he finds that was a personal comment and it should have been done under public comments. Nothing was given about the process of the goings on of the district.

LEGISLATIVE- Niederhofer touched on Senate Bill 2210, transit drivers taking 10-minute breaks every 4 hours is being introduced into legislature again.

REPORTS

Personnel Committee- Boyd reviewed the minutes of the Personnel Committee meeting. Motion to approve the report was made by Conley, seconded by Rodden. All aye. Motion carried.

Finance Committee – Copeland reviewed the minutes of the Finance Committee meeting. Motion to approve the report was made by Schubert, seconded by Easterly. All aye. Motion carried.

Financial Reports – Clift reviewed the financials for December. Motion to approve by Rodden, seconded by Copeland. All aye. Motion carried. Clift noted receiving the 2nd Quarter Downstate Assistant payment in December. Line of credit was paid off upon receiving that payment. Clift also stated that in January they received a little over \$1M in Federal funding. Motion to accept financial report by Rodden, seconded by Copeland. All aye. Motion carried.

Monthly Report – Nollman-Hodge gave the monthly report for December.

County Board Meeting Reports – Nothing to report.

UNFINISHED BUSINESS – None.

NEW BUSINESS

Blue Jay Route – Niederhofer stated they are wanting to implement a new route that goes from Clinton county to Nashville, transporting some clients from community Link to the industrial park in Nashville. Barrow reviewed the new shuttle route. Motion to accept by Boyd, seconded by Copeland. All aye. Motion carried.

Roles and Responsibilities of Board Chairman, Vice Chairman and Secretary – Schubert asked that this item be added to the agenda. He was asking the question, regarding committee meetings, is the Chairman a voting member. Guidish stated Article 3, section 11, the President of the district is an ex-ficio member of every committee. Guidish stated that each committee has a chair and that chair doesn't vote unless to break a tie. The same in a board meeting, the chair votes only to break a tie. Guidish then stated that he is not going to attend the committee meetings anymore, it's a waste of his time. He will come to the full board meetings and he will hear about it next week.

Board Appointments – Schubert stated that due to the impasse that this board finds itself in, he would like to make a motion that the board, based on the Marion County States Attorney letter, stating that 4 members have been removed, that this board operate as a 7-member board until the Marion County and IDOT can clarify their differences. He sees IDOT stating one thing and Marion County stating another, it's not fair to anyone. We need a clarification on this. Motion seconded by Boyd. Boyd stated that with due respect to the people going through this, there is a business to be run that means services to people that need it and paychecks to people that are working and we need to figure out a way to continue business until IDOT and Marion County work it out. Rodden stated we

did this with the amendment last month and this backs up the amendment. All aye.
Motion carried.

Board Member Purchases – Rodden stated that the Mass Transit Act allows for board members to be compensated \$100 per meeting, up to \$400 per month and for other expenses, including travel. Rodden stated that there have been some expenses incurred by one board member, but he feels that anything we can get through SCT, we should get through SCT and not purchase it on our own. If we do purchase it on our own, we should do it with our own money and ask to be reimbursed for it, but more importantly, we should ask for it ahead of time before we incur it and he believes that office supplies and definitely copy work can be done by the SCT staff rather than going somewhere and having it done. Rodden asked to put that in an SCT policy. We should not use SCT accounts for anything, vendor accounts. Guidish asked if he wanted to put that on the personnel agenda for next month and Rodden stated that would be fine. Motion by Rodden, seconded by Schubert. All aye. Motion carried.

On a motion by Boyd, seconded by Conley, the Board meeting was adjourned.

George Guidish, Board President

