

**BOARD OF COMMISSIONERS
MEETING MINUTES
THURSDAY JANUARY 23, 2014**

1. CALL TO ORDER- Chair Lewicki called the meeting to order at 9:00 AM.

2. ROLL CALL:

Present: Chair Paul Lewicki, Commissioner Kathy Kleczek Commissioner Rae Goforth, Commissioner Marcia Fenske, Commissioner Kevin Widener and Commissioner Carol Gearin
Excused: Commissioner Neal Smith

Staff Present: Jay Flint, Executive Director Mary Parker, Executive Assistant, Diane Moody, Accountant, Jason Jones, Ridecare Manager, Elisabeth Pietila, Mobility, John Layton IT, Julia Takko, Ridecare, Tami Carlson- Paratransit

3. CHANGES TO AGENDA- None

4. PUBLIC COMMENT- Victor Kee discussed the proposed Transit Center Project in memory of Bob Gannaway. Vic said that the Board had approved that he proceed with looking into a plan some time ago. Vic said he has located a large black stone that will be engraved and placed at the Transit Center. It will take 60 days to get the stone here and a week to have it engraved. The cost will be about \$2394. Vic said that he thought the best time to dedicate it would be on June 5th which he believes will be the 10 year anniversary of the dedication of the Transit Center. Vic said that Bob Gannaway was on the SETD Board for almost 20 years and it would be nice to remember him this way. Chair Lewicki thanked Victor for the information and asked to have the proposal put on the agenda for discussion at the February Board meeting.

5. APPROVAL OF JANUARY 23, 2013 BOARD MEETING MINUTES-

- Commissioner Gearin said she had called Mary about a couple of clarifications she had needed from the minutes.

Commissioner Widener moved to approve the January 2013 Board Minutes

Commissioner Gearin seconded the motion

Unanimous aye vote by all Commissioners

Motion passed

6. REPORTS FROM CHAIR AND COMMISSIONERS

a. Commissioner Goforth- Nothing to report

b. Commissioner Kleczek- Asked that the minutes be checked to make sure the District name change has been recorded correctly in the minutes. Commissioner Widener commented that Commissioner Kleczek had made the original motion to change the name to Sunset Transit Services however that was changed at the December Board meeting to Sunset Transportation Services. Commissioner Kleczek also said that she is on the proof committee for the Cannon Beach Magazine which is in production right now. She noticed that the maps did not have all the bus stops listed on them, so she was able to tell everyone about the routes and all the connecting services that are available through STS. She said that it would be a good idea to look into using all of the regional chamber and other guides or magazines for marketing in our area.

c. Commissioner Gearin- Said that she had checked with Lori about how much insurance is carried on the Board. She said that Mary had sent an insurance coverage report to the Board in January however she had checked with Lori to verify the coverage as she did not think that \$500,000 was enough. Lori said this was the coverage for wrongful acts.

Jay explained the process of how each year SDAO reviews our coverage and makes recommendations and modifications. Chair Lewicki asked that a report on the insurance coverage be put on the February Board meeting agenda.

d. Commissioner Fenske- Nothing to report

e. Chair Lewicki- Commented how pleased he is with the Board Packs this month and thanked Jay and staff for their work.

7. FINANCIAL REPORTS- Diane pointed out that there was one item booked to the wrong class that is reflected in the financials for profit and loss. She said \$2211 was booked to SETD and should have been booked to the NWRC as it was for a reimbursement for Paratransit rides and has been corrected with a journal entry. Chair Lewicki asked that if the Board agrees, the last column titled Annual Difference be changed to Annual Budget minus Year to Date Actual. There was discussion with a decision to leave the column title as Annual Difference. Commissioner Gearin said she had come in and spent some time with Diane and had asked for the aging and the accounts receivable which she would like to continue to receive. Carol had also asked for the credit card charges which George had suggested that the Board receive at the last training that he did. Carol asked about several charges which were for refreshments, supplies and the Holiday party. Carol commented that in the last training George Dunkel had pointed out that a district had got into trouble not paying attention to the credit cards and she personally would like to see the reports every month. Commissioner Goforth also requested that the credit card reports be included in her financial reports every month. Commissioner Gearin asked for both the accounts receivable, accounts payable and the credit card reports. Chair Lewicki said we have all made an effort to reduce the size of the financials and now we are starting to build it up again. Commissioner Goforth said there are some things that are important and she objects to all the charges that are put on the Visa card to begin with does not see the reason for charging a cup of coffee. Chair Lewicki said that as long as we are within budget and Commissioner Gearin is reviewing those charges do we really want to take Board time every month and do we really want to expand the packet. Chair Lewicki said these are daily operations that we give to staff to manage he understands concerns about credit cards but he said the more purchases we make with credit cards the less expensive those purchases are. He explained that other purchasing methods have more steps and take more staff time. Chair Lewicki said he will go with what the Board wants to do but as the Chair he would like to get this down to what the Board needs to focus on. Commissioner Gearin said that part of her duty is to watch the tax payers' dollars and that she appreciates wanting to pare down the paperwork but she feels she is remiss in her duties if she does not see the paperwork. Commissioner Gearin also said that the Board has two duties one being policies and the other is financials and we do give that to staff to take care of but the buck stops here. Chair Lewicki said that he remembered at a recent meeting where we talked about furnishing you with those reports ahead of time and not having them in the packet but if you want to change that and put them back in the packet it is up to the group to decide to do that. I want to focus the Board's energies on the high level things that we are here to do. Commissioner Gearin said if she was not Board Treasurer she would still want the reports and she believed she has a right to them. Commissioner Fenske said that she did not think she needed to see the reports all the time and that it is the responsibility of the Secretary Treasurer to look into the reports and alert the Board to any problems. Chair Lewicki said he would like to recommend that the Board Secretary/Treasurer review the credit card reports and make a quarterly report to the Board. There was further discussion about the Board's response to financial questions from the public and the responsibility of the Board Treasurer. Commissioner Kleczek said she would also like to see the credit card statements in the financials. Jay discussed the use of credit cards and how they are used specifically when employees are traveling out of the area and making per diem food purchases which are about \$5 for breakfast and \$10 for lunch.

Commissioner Gearin said she wanted to make it very clear that she is not criticizing staff and that the per diem seems very low and that the Board needs to look at that. She also said that she does not have a financial background and she might miss something that someone else might not miss and she is not comfortable being the only person to see financials.

Commissioner Gearin said she has no problem with the financials being presented prior to the meetings and if you don't want to look at them then don't. There was further discussion with a final agreement by the Board to add the credit card report, accounts payable and accounts receivable to the financial reports every month. Chair Lewicki also reviewed that the Board will only see checks written that are over \$5000.

**Commissioner Fenske moved to approve the financials as presented and discussed
Commissioner Kleczek seconded the motion
Motion passed by unanimous aye vote of all commissioners present.**

8. OLD BUSINESS-

- a. **Rebranding Update:** Tiffany Estes reviewed the new logo and the tag line which is "Good to go". Tiffany presented the new colored icons she had designed that depict the different services offered by STS. The icons will be used for identifying individual service and can be used on literature, signage and for marketing purposes. The new names for each of the 5 major services are
1. **Ridethebus** – For fixed route bus services
 2. Rideassist- Paratransit services
 3. Ridepal- Mobility services
 4. Ridenext-Transportation Options
 5. Ridecare- Non Emergent Medical Transportation

Commissioner Kleczek asked if the icon for Ridepal had been shown to people who would use that service and asked how they feel about it. Jay said that it had not been. Commissioner Fenske was concerned that someone who does need assistance might see Ridepal and think that we are going to provide a care giver. There was discussion about several ideas of how to improve the message depicted on the Ridepal icon. Tiffany will rework the Ridepal icon that better reflects what the program is about. Tiffany said the icons should open doors to the public and tell them about what you do. Jay said this was the final step in the rebranding process and thanked Tiffany for all of her work on the project.

- b. **Connector IGA Ordinance:** Jay reported that there has been a change in the original plan for approving the IGA. Jay said that both Lincoln County and Benton County want to go forward with the IGA but Lincoln County's attorney recommended that there be a fiscal agent attached to the IGA. The fiscal agent can then apply for grants on behalf of the Connector. Jay said that when the new IGA is completed we will rescind the previous IGA and approve the new one. Tillamook County Transportation has agreed to be the fiscal agent.

9. CORRESPONDENCE- Thank you note received from the Food Basket Program for our canned food donations.

10. NEW BUSINESS

- a. **Executive Director Hiring Process:** Chair Lewicki reported that George Dunkel was unable to be at the Board Meeting however he had provided the Board with a Timeline, Consulting Contract and a draft job summary for the

Executive Director. Chair Lewicki said there was not a contract draft for the Interim Director but he said after going through the documents that were provided he thought he had a way to move forward so that the process did not get held up. Chair Lewicki asked if there were any comments.

Jay said that the Board could proceed to hire on their own, choose to hire a consultant like George Dunkel from SDAO as they had done last time or the Board could choose to appoint someone. Jay said that he and Chair Lewicki recommended going with George Dunkel and SDAO. Jay said that the Job Summary has been updated.

Job Summary: Chair Lewicki asked for comments from the Board on the Job Summary. Commissioner Kleczek said under Desired Qualifications she thought that the second line, "Experience in organizational turnaround" should be taken out and the "Ability to lead positive organizational change" should be changed to "Ability to lead positive organizational progress". Commissioner Gearin said the Executive Director did not have to be the Budget Officer as the Financial Officer could serve as the Budget Officer and under #13 of General Duties should state "Represents the Policies of the Board of Directors to media, citizens and local organizations/groups regarding the transportation district." Commissioner Gearin said the March and April Board meetings are not listed on the correct dates. After discussion it was agreed to change the last sentence of the Job Summary paragraph to say "The Executive Director may serve as the budget officer of the District." Chair Lewicki also noted that there were several places where "Board of Directors" needed to be changed to "Board of Commissioners". Commissioner Kleczek requested that #9 be changed to read: "...the Board Policy Manual is reviewed annually"

Commissioner Kleczek asked what #15 means? Jay said it is saying that the Executive Director needs to track and report operational numbers. Chair Lewicki suggested that #15 states "Develop operational performance metrics."

Timeline: Chair Lewicki asked for comments on the Timeline.

Commissioner Kleczek asked that the title be changed to Executive Director Selection Process. There was discussion about the timeline needing to be adjusted to match Board meetings. Chair Lewicki said that he thought the outline is a good starting point except for the errors in the dates. Jay said this is a draft and George will have this corrected and ready at the next Board meeting. Commissioner Kleczek said that we should keep in mind that the dates on the timeline will be pushed back another month. Commissioner Kleczek also said that the May 19th sentence "Start date for General Manager" should be changed to "Start date for Executive Director". Chair Lewicki said we will probably tell George what the final date will be and he will backfill the timeline from there. Jay said that the Board can always call a special meeting.

Consulting Services Agreement: Chair Lewicki asked if there were any changes to the Consulting Services Agreement. Commissioner Fenske said that on the signature line "Board President" should be changed to "Board Chair" and Executive Director needed to be added as well. Chair Lewicki said if we are ok with the numbers we can approve this today and he said he certainly supported it.

Commissioner Goforth moved to approve the contract with George Dunkel of Special Districts of Oregon for the Service Agreement of hiring the Executive Director.

Commissioner Fenske seconded the motion

Motion passed by unanimous aye vote

b. Interim Executive Director Contract- Chair Lewicki said that Jay's resignation is effective February 1st and that Jay has offered to be the Interim Director during the hiring process and asked for discussion from the Board. Commissioner Gearin

said that Jay has helped us out quite a bit however he has chosen to go forward in a job that he is trained for and I would have done the same thing however I feel as a District we need to have someone that is looking at our problems and I feel as a Board member that is part of my job. By looking at this timeline he could be tied up here quite a bit and an attorney has to be out and about to meet people to get more clients and while I want to be fair to Jay I want to be fair to the district. There could be times in the future where we may need Jay but Jay needs to pursue his career. There is an old saying that a man cannot serve two masters. If Jay says he is going to be here I want him to be here. I would support getting Bill Anderson or whoever SDAO recommends. Commissioner Fenske said that initially she was happy that Jay was going to stay, but in looking at it, she said she kind of agrees with Carol because as you are building up your client base you're going to become less and less available and sometimes people are very demanding. I truly believe you would do your best but I believe you will be pulled. Commissioner Goforth said she agreed with both Carol and Marcia. She told Jay he had done a great job but you can tie your horse up in Seaside now, I think it is time for you to move on and I congratulate you. Commissioner Goforth also said she thought it would be a good idea if Bill Anderson came in as he had been here before. Commissioner Kleczek said that she was torn. She said that she thought Jay had a lot of things going on here other than just the budget and you have to build your business and when it comes down to it where are your priorities going to lie? What would be the best thing for the District going forward? If you were going to work in another place like this where you walk in and the job was established it would be ideal but you have to develop your client base. Commissioner Kleczek said she was interested in what Jay had to say and would like to hear what staff feels about this and what an ideal situation might be. Commissioner Widener said he had concerns about severing the ties immediately and what that would do to us, but on the same token I haven't heard anything about how much Jay is going to be available and if you are going to be here or do this out of your other office. Commissioner Kleczek also said that it was a huge disadvantage not to have his contract in front of us.

Chair Lewicki commented that he felt strongly that to accept Jay's offer as Interim Director would be in the District's best interest. I know that we are all pleased at the things that Jay has done and in looking forward I would like to see Jay structure those things in a way that we can better insure their completion down the road after he leaves. Jay was not solicited to do this, he offered to do this and he knows the commitment he needs to make. He has demonstrated a commitment to the District and to the Board to establish and stick to a path that has been very favorable for the District and for the County. Jay has talked to his employer about his remaining here as the interim. Chair Lewicki apologized for not having the contract ready but he said if we plan to go with Jay after we hear from him, my plan would be to decide an hourly amount and if we agree on the terms we can approve this in concept and I will draft that up and sign for the Board. Chair Lewicki recommended a wage of \$50 an hour which is based on his current wage but as the interim director he would not have his insurance and taxes and retirement paid. Chair Lewicki said his time in the office would not exceed 16 hours a week unless there was an emergency or there was some meeting out of town that was crucial to our operation and we would pay mileage.

Jay explained the only way he would accept his new opportunity was if they could accept what his position was now and he could transition out of it. He said he did not want to build any bad will in this process. He said he wants the Board and the public to know that I did not abandon this entity that I worked so hard to build into a stable organization over the last couple of years. I want to make sure that the organization is brought forth in the best possible state it can be for the next person. I could not insure that would happen if I handed it over to someone else. Jay also said that there is a lot going on with the rebranding process, new web site and the budget process which is all new this year. Jay said his new employer fully supports his staying on as the Interim Director. He said he will be in the office 16 hours a week with a full day on Thursday and a half day on Friday and a half day available by phone. Jay also said he has removed himself from most of the committees that he has been serving on. Jay said that he would also like to give the staff an opportunity to comment as he would not want to stay

on without staff support. Commissioner Gearin said she did not think staff should be asked if Jay should be the Interim Director that they should be asked if Jay stays what day and time would be best for him to be at work. Kathy said she wanted to find out from staff what they need from Jay. Diane said she would like to have a clear schedule and a relationship transition plan that is a guide that deals with important issues now and those coming up in the next few months and who is delegated if he cannot carry on with them. Jason said that we have some large contracts that Jay has shepherded including the CCO contract and he will need to continue to attend these meetings as they are near completion and it is important. Jason asked if Jay would still have the authority to sign contracts? John said that most of us went through the downfall and we have the ability to pick up where we need to. If Jay is there to give us basic support I have confidence in us and that we will do fine.

Commissioner Kleczek moved to accept Jay's offer to keep him on as Interim Director

Commissioner Widener seconded the motion

Motion passed by unanimous aye vote

Interim Director Contract- There was discussion about the details of the contract. Chair Lewicki said he will draft the contract and either sign it or the Board can have a special meeting next week and sign it. Commissioner Gearin asked that the contract also be approved by legal council before the meeting. A special Board meeting will be held Wednesday January 29, 2014 at 9:00 AM. Paul will email a draft

Appointment of Budget Officer-

Commissioner Fenske moved to appoint Diane Moody Budget Officer for fiscal 2014-2015.

Commissioner Kleczek seconded the motion

Motion passed by unanimous aye vote

Mary read the names of the current Budget Committee and said that they would be contacted before the next Board meeting. The Board asked that the dates be set and the Board notified before the next Board meeting.

11. EXECUTIVE DIRECTORS REPORT


Management Report- See report

12. OTHER ITEMS: Elisabeth Pietila introduced Rochelle Dilley the new Mobility Assistant. Elisabeth also reminded everyone that that our Rider Appreciation Day is on January 30th. It is also Homeless Connect Day in Seaside. There will be an open house with refreshments all day. We will have handouts, information and drawings for prizes. Elisabeth also explained the Transportation Options program and the current Be Seen campaign. This and more will be presented at the open house.

13. PUBLIC COMMENT: None

Meeting was adjourned at 11:34AM

Mary Parker, Recording Secretary



Commissioner Carol Gearin, Secretary/Treasurer

Date 3/27/14

Mission Statement
Provide safe, reliable, relevant and sustainable transportation services to
Clatsop County with professionalism, integrity and courtesy.