**Regular Board of Directors Meeting**

**Umpqua Public Transportation District**

Monday, November 18th, 2024, 5:30 p.m.

3076 NE Diamond Lake Blvd, Roseburg, OR 97470

**Meeting Minutes**

1. **Call to Order 5:35 pm**
2. **Roll Call**

Doug Mendenhall – A Michaela Hammerson – P John Estill – P Todd Vaughn -P

VACANT Cathye Dewhirst Curreri - P Lisa Lanza – P

1. **Pledge of Allegiance** was recited.
2. **Consent Agenda**

**4.1 October 21, 2024, Draft Regular Board Meeting Minutes were not available during this meeting.** They will be moved to be approved during the next regular board meeting on December 16, 2024.

**4.2 Sheri presented the preventative maintenance report, stating that they were at 100% on time in October.** Todd inquired about the specifics of the maintenance, clarifying that it included oil changes, greasing, and other basic maintenance tasks, along with 5,000-mile inspections. Sheri confirmed this, adding that each vehicle has its own maintenance schedule. Michaela reiterated that preventative maintenance was 100% complete. Preventative Maintenance Report did not require board approval. It was informational only.

1. **ODOT Update was presented by Jennifer Boardman.**

Jennifer provided updates on ODOT grants, stating that grants 5310, 5311, 5320, and 5324 are due on November 20, 2024, and have been prepared by Sheri and will be submitted following committee approval. The STIF Application is due January 16, 2025. The committee is scheduled to finalize the recommendations in the first week of December. A drug and alcohol training course will be offered online from December 2nd-4th, from 9 am to noon each day, by RLS. A grant management training is planned for the week of January 20th, covering funding availability, reimbursement procedures, and Title VI plan updates (led by the Office of Civil Rights). A board member and budget committee member trainings were also announced, with details and registration links to be shared via chat and email. The grant management training will likely be a half-day session, possibly split between morning and afternoon, and held remotely, primarily to accommodate those in Eastern Oregon. Jennifer also mentions plans for additional training sessions in the coming year.

1. **Financial Report**

**6.1 Financial Report Update was presented by Finance Manager, Sheri Bleau.** Balance sheet, P&L and other reports were summarized by Sheri. Board approval was not required, as this was informational only.

**6.2 Funding Recommendations for STIF/STAC Committee was presented by Finance Manager, Sheri Bleau.** Sheri clarified that the only recommendations for this meeting concerned the 5310 & 5311 funding, with applications due on Wednesday. The committee approved the following for the 5310 Grant - $70,003 for contract services (with a $8,012 match), $803,095 for mobility management (with a $91,918 match), and $50,249 for preventative maintenance (with a $5,751 match). The next meeting is scheduled for December 4, 2024. Sheri emphasized the urgency of approving the 5310 funding that evening, as the board would be approving their allocations for STIF at the next board meeting.

Sheri presents a revised allocation plan for the 5311 Grant, deviating from the historical three-category breakdown (administration, operations, preventative maintenance). Due to an abundance of administration expenses, she recommends a two-category split: Administration ($1,013,947 federal funds, $116,051 match) and Preventative Maintenance ($358,920 federal funds, $41,080 match). This approach leverages the lower match rate for administration. The omission of the operations category is deemed to have minimal impact, particularly for fixed-route operations, as ODOT has already provided sufficient funding in this area. Sheri explains that most operations currently utilize STIF funding, but the match rate is significantly lower (10%) compared to other operations (43%). She consulted other transit agencies for these best practices, a suggestion supported by Michaela and Jennifer. Jennifer emphasizes the importance of maximizing lower match rates to stretch funding further, particularly concerning the zero-match rate on STIF funding.

Sheri reports that someone indicated a bus is in the build-up stage. Michaela questions whether funds were used or lost. Sheri clarifies that $28,355 is allocated and she will have someone oversee and report on the process. Jennifer states that the grant was previously extended and will not be extended further. A specific grant, which included other vehicles that were successfully re-allocated, is discussed. Jennifer emphasizes using at least part of the grant funds, as it was part of the agreement to re-allocate the other vehicles and retain one to replace an older vehicle. Sheri will check on the status of vans with Andre, but Jennifer clarifies that those have already been distributed by her and Joe to other agencies. Jennifer confirms delivery to other agencies.

**Motion** to approve Recommendations for 5310 and 5311 funding by Director Cathye Dewhirst Curreri. Second by Director Todd Vaughn. **Motion passed unanimously.**

1. **Public Comment for On Agenda Items Only**

Board Vacancy and Candidate Recruitment was discussed by Donice Smith.Donice Smith reports that Justin, due to a board vacancy, has been speaking with potential candidates who expressed interest. Michaela points out that the application deadline for the board vacancy was 5:00 PM that day and that several applications were received following a month of advertising. Donna clarifies that she was unaware of the advertising and suggests the potential candidates could be considered for other openings. Michaela suggests the STIF/STAC committee still has openings and welcomes more involvement. The discussion concludes with Michaela moving on to old business.

1. **Old Business**

**8.1 Status of Dial-Ride Contract**

Michaela opened discussion on the status of the dial-ride contract. Sheri reported successfully executing a contract with Reedsport, including a vehicle lease agreement finalized on Friday. Two new vehicles were delivered to Reedsport, and their old vehicles were returned. Sheri plans to handle the title transfer at the DMV this week and then will request disposal of the old vehicles. Sheri is also working on the Sunrise contract, which should be simpler as no vehicle exchange is involved. Michaela noted that finalizing these contracts is beneficial for implementing new policies.

**8.2 Compliance Review Update**

Michaela provided an update on the compliance review, noting the receipt of the RLS compliance review with 43 findings. Many findings were already addressed proactively. Michaela highlighted the efforts of Ben, Sheri, and Andre in addressing the procurement policy issues. Some findings requiring action within 30 days will be handled by Jennifer. Michaela announced plans to reopen and revise the procurement policy over the next few months to ensure full compliance, addressing issues raised in the compliance review.

**8.3 Action Plan Update**

Michaela discusses the action plan update and the need for better document sharing. They mention that the board uses a tracker to monitor action items for compliance, pulling them from the remedy section. To improve efficiency, they plan to centralize these documents in a SharePoint folder, granting Jennifer access to view completed action plan items. This addresses the challenge of working from different locations and leverages technology for better collaboration. The discussion transitions to the procurement policy update. Todd asks about creating in-house forms, prompting Michaela to confirm that this topic is next on the agenda. Michaela indicates they will proceed directly to this matter.

**8.4 Procurement Policy Update**

Michaela discussed the recent completion of a compliance review, resulting in a rewritten procurement policy. A sample policy from Coos Bay was used as a basis, with modifications to suit the organization's needs. The review highlighted the need for standardized forms to accompany the policy, which Andre has been developing. The plan is for the board to approve the policy to ensure compliance, followed by the district establishing procedures specifying the forms required for each stage of the procurement process. Michaela also mentioned the appointment of Chief Compliance Officer, a position that is part of an ongoing reorganization. Ben confirmed the reorganization, noting the promotion of Andre to Procurement Manager to facilitate compliance efforts and create a separation of duties. A new executive team member, a Compliance Manager, has been hired and is expected to start soon. Ben explains the restructuring of the executive team, involving title changes to create a clear management layer as Andre transitions into a new role. The imminent arrival of a new compliance officer is announced, expected within the week. This hire is considered a significant step for the district, as the officer's prior experience at ODOT will facilitate compliance with construction and other regulations. The discussion then shifts to the procurement policy update provided by Michaela and several pending procurements. The standardized forms created by Andre will streamline the RFP process, aligning with the new policy and ensuring compliance. Michaela announced several unprinted last-minute changes to the procurement policy. These changes, all highlighted in the document, include adding the names of forms created by Andre for clarity, along with explanations of their functions. A clause matrix requirement for annual updates, with the compliance manager responsible for upkeep, was added to meet compliance review requirements. The checklist at the end of the procurement policy was updated to include form names for clarity and a requirement for verifying exclusions and disqualifications, another compliance review addition. Finally, the word "requirement" in the checklist was changed to "guidance" to clarify that the checklist serves as a guide, while the policy itself contains the requirements. Guidance to check the clause matrix for all procurement types was also added to the checklist.

**Motion** to approve Procurement Policy Update by Director Todd Vaughn. Second by Director Cathye Dewhirst Curreri. **Motion passed unanimously.**

1. **New Business**

**9.1 Michaela announced board vacancy appointments.** Only one application was initially attached, but a second application was received; Michaela inquired about the second applicant's online presence. Michaela announced that the second applicant withdrew their application to support Gregg Kennerly’s application. Michaela introduced Gregg Kennerly as the applicant under consideration, noting he is a police officer and unable to attend the meeting, requesting a later interview. Michaela proposed scheduling a later interview this week, leaving the decision to the board. Ben mentioned if an interview is necessary, considering there is only one applicant. Todd mentioned that Gregg would be an excellent addition to this board. Cathye suggested that we should move forward with a short interview before adding Gregg as the newest board member. Michaela suggested voting on whether the board will move forward with Gregg without interviewing.

**Motion** to approve Gregg Kennerly as one of the newest UPTD Board Members without interview by Director Todd Vaughn. Second by Director John Estill. **Motion passed with 3 “Yes” and 2 “No”.**

**9.2 Employee Handbook review and approval.**

Sheri presented comprehensive updates to the employee handbook, including changes to PTO policies, holiday pay, and required legal compliance updates. The handbook was updated using Special Districts new template and includes mandatory sections for BOLI laws and other requirements, which were revised to meet our needs.

Three sections were changed that affected the employees:

* 1. Holidays – It was changed to provide all employees with Holiday pay when the District is closed. Currently, employees must use their own PTO to be paid for the Holiday (i.e. Thanksgiving, Christmas, etc.)
	2. PTO Accruals – changed to full-time and part-time PTO accrual: Currently there are seven different PTO accrual rates. This simplifies it and has only 2 accrual rates, one for full-time and one for part-time. UPTD was also out of compliance with BOLI laws and did not provide any PTO for part-time employees who work less than 15 hours a week. BOLI states that ALL employees must earn at least 1 hour of sick/pto time for every 30 hours worked.
	3. PTO Payout – Currently there is no limit on what an employee will be paid out for their PTO when they separate. The new handbook limits it to 240 hours and encourages the employee to take time off for a better work/life balance.

**Motion** to approve revised Employee Handbook by Director Cathye Dewhirst Curreri. Second by Director Todd Vaughn. **Motion passed unanimously.**

1. **Project Updates**

**10.1 STIF Project Updates**

Sheri mentioned that there are ongoing projects, with a focus on maintaining services and staff allocations. New rates were provided by ODOT, which will provide additional funding.

**10.2 Action Plan Updates:** 10.2 was removed from the agenda because they were discussed earlier on in the meeting in agenda item 8.3.

**10.3 General Manager Report**

Ben provided a comprehensive overview of the progress made since starting four weeks prior, highlighting positive changes in organizational restructure, improved compliance and procurement, improved finance, staff empowerment and morale. Several operational updates were also discussed, including IT and communications systems. He noted the District moved from near insolvency to projecting a $240,000 surplus. Finally, the board discussed a budget reallocation request for a marketing initiative.

**10.4 Access Update was removed from the agenda.**

1. **Not on Agenda Items**

**11.1 Operational Updates by Ben**: IT procurement process finalized, call center security issue resolved, executive assistant hired, radio communication improvements, and facilities maintenance progress.

**11.2 Budget Reallocation by Ben:** Board approval requested to move $5,000 from the operational training budget to advertising to fund a bus wrap marketing initiative aimed at generating new advertising revenue. Funds to be replenished to the training budget from the revenue generated.

**Motion** to approve $5,000 reallocation from operations budget for training into advertising by Director Todd Vaughn. Second by Director Cathye Dewhirst Curreri. **Motion passed unanimously.**

1. **Public Comment Not on Agenda Items:** Kat Stone from Roseburg, UPTD former board member, praised all the efforts that UPTD is making.She is thankful and hopeful for the future and the success of the company and who we serve.
2. **Agenda Build was discussed.** The next special board meeting was scheduled for December 5, 2024, at 4:00 pm. Gregg Kennerly, UPTD newest board member, will be sworn in during that meeting.
3. **The Executive Session had no items to discuss.**
4. **Adjournment at 7:18 pm.**