



**Cooperative Alliance for Seacoast Transportation
Minutes of the Board of Directors
Wednesday, February 22, 2017**

Present: Donna Benton, Scott Bogle, Cynthia Copeland, Steve Fournier, Carol Gulla, Julian Long, Maria Stowell and Juliet Walker

Absent: Daniel Chartrand, Jennifer Decker, Marty Pepin, Dave Sandmann

Staff: Rad Nichols, Heather Hesse-Stromberg, Vanessa Polychronis

I. Call To Order

The meeting was called to order at 8:36 AM.

II. Approval of Minutes

Ms. Benton made a motion to accept the January 25, 2017 minutes as presented and Mr. Bogle seconded the motion. All voted in favor.

III. Public Comment

Mr. Nichols presented the 35th Anniversary logo and noted that Vanessa worked with a graphic artist to develop the logo. We will be using this logo on all of our materials this year (stationary, agendas and minutes, email signatures, etc.) and will return to our previous logo in January of 2018.

Mr. Nichols noted that, as part of the Strategic Plan, COAST is starting a COAST CARES program in which COAST participates in an activity that gives back to the communities we serve (similar to our Day it Forward event last year on 2/29/16). This year COAST is collecting food donations at both locations and on February 28, will donate fares to End 68 Hours of Hunger's local chapters. In addition, COAST employees can donate \$5.00 to wear jeans on 2/28. Money raised through donations and fares will be divided equally among the Dover, Exeter, Newmarket, Portsmouth, Rochester, and Somersworth chapters.

Ms. Walker thanked members for attending and being on time and thanked staff for the name cards for Board Members.

IV. Financial Report – January 2017 Income Statement and Balance Sheet

Mr. Nichols noted that there has not been much fluctuation since December. He noted that we have been watching Shipyard pass sales decline. Mr. Nichols is working with the Shipyard to develop a plan to continue service. Mr. Nichols reported that contract revenues are lower due to Medicaid rides not bringing in what we'd anticipated they would in revenue. Mr. Nichols indicated that we will see a positive impact to our insurance rates because we are retiring three of our heavy duty buses in the coming weeks.

V. Old Business

Performance Metrics

Mr. Nichols reported that staff has been working on a number of new internal performance metrics in use at transit organizations in Florida and California. He noted that these metrics would provide a more comprehensive view of our achievements.

Clipper Connection Route Funding

Mr. Nichols reported that he is in negotiations with PNSY for near-term resolution to funding of the service. Mr. Nichols noted that, to be successful, the monthly pass rates would need to be raised and adjustments to the schedule would need to be made. Mr. Nichols is hoping to come to an agreement that will cover the next year of operations.

Conquer the Cold Commuter Challenge

Mr. Nichols reported that the Conquer the Cold Challenge was a huge success in its first year and has led to greater interest in the Business to Business (B2B) challenge coming this spring.

Why I Ride COAST

Mr. Nichols reported that COAST will soon be launching this program utilizing our website and promoted social media.

TripLink/Regional Transportation Coordination

The Transportation Assistance for Seacoast Citizens (TASC) Board of Directors recently voted to move their call taking and scheduling of rides for their volunteer driver program to TripLink. The move will likely happen sometime in the last quarter of 2017.

Meeting with NHDOT Regarding the Extension of our Little Bay Bridge (LBB) Mitigation Projects

Mr. Nichols reported that COAST has requested and set up a meeting between COAST, the RPCs and UNH with the NHDOT to discuss the extension of these mitigation projects through the construction period for the LBB project as originally outlined in the decision of record. The meeting is scheduled for 2/23.

VI. New Business

ACTION ITEMS:

Action Item #1: Alternate Board Member Appointments

Rochester: At the January 25 meeting of the Board Mr. Julian Long was introduced as the intended alternate for Member Daniel Fitzpatrick. Mr. Long is the City of Rochester's Community Development Coordinator/Grants Manager.

At-Large: Mr. Sandmann has secured an alternate for his seat, Ms. Carol Gulla. Ms. Gulla is the Executive Director of TASC and has formerly represented the Town of Stratham on the COAST Board of Directors.

Action Required: That the Board of Directors approve the above mentioned appointments as alternates to the Board and for the seats indicated.

Mr. Fournier made a motion to approve Julian Long as the Rochester alternate to the Board and Carol Gulla as Mr. Sandmann's At-Large alternate to the Board. Mr. Bogle seconded the motion and all voted in favor. Welcome!

Action Item #2: Bylaws Amendments

Mr. Nichols presented the proposed Bylaws amendments.

Action Required: That the Board of Directors move the amended Bylaws for the next regularly scheduled meeting.

There was significant discussion about the proposed changes. Mr. Nichols reminded the Board that our current Bylaws allow for us to move amended Bylaws at this meeting and vote on them at our next meeting.

The following changes were discussed:

1. Article IV – Definitions

Changing the definition of quorum. The Board decided to remove language in the proposal so that the definition would read as follows: "Quorum" means five (5) of the Board members, or two thirds (2/3) of the members of a committee thereof, appointed and serving.

2. Article VI – Board of Directors, Section 8

There was much discussion regarding removal of Board members and whether the COAST Board should have the power to remove someone from the Board, especially if they are serving as their community wishes them to. In addition, it was noted that the removal of a Board member would be different if they were serving as an individual versus as a representative of a community. The result was the following language:

Removal. Any officer or member of the Board may be removed from office by a majority vote of the appointed and serving Board members. However, no such vote shall be taken until after a written petition for removal is filed with the Board by the Secretary, or an officer of the Board, the person whose removal is being sought and the entity the person represents receives notice of said petition by electronic and first class mail. Further, said person, and/or the entity the person represents shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of the mailing of the notice. Any meeting called to include the vote on removal of such person shall not be held until after the fourteen (14) days provided for above have elapsed.

3. Article X – Secretary and Treasurer, Section 1

The recommendation that a member of the Board take minutes for the Board Meetings was rejected by members in attendance. Ms. Copeland noted that there are significant legal and political ramifications if minutes are not accurate and all agreed it is a staff function. Changes to the language in this section were as follows:

Secretary. The Secretary, or designee, shall take accurate records of attendance... In addition, the proposed language regarding the Secretary's role in petitioning the removal of a Board Member was changed to: The Secretary, or designee, shall keep accurate attendance records of all Board members.

Ms. Gulla made a motion to move the amended Bylaws, as amended further at this meeting, for the next regularly scheduled meeting. Mr. Fournier seconded the motion and all voted in favor.

DISCUSSION ITEMS

Discussion Item #1: Board Member Roles Supporting ED at Budget Meetings and Hearings

Mr. Nichols noted that a recent discussion with the Town Manager in Berwick had gone very well and the Manager was extremely supportive of COAST and agreeable to the increase in COAST's ask. He noted that he had talked to Mr. Hebert from Newington prior to the meeting to see if another Board member in attendance would be helpful at the upcoming public hearing and Mr. Hebert had indicated it would not.

Somersworth's Budget meeting is scheduled for 4/1/17 and Mr. Nichols noted that having a Board member or two present might be very helpful. Mr. Nichols reported that the format of these meetings has changed from making a presentation of the points you wish to cover to only being invited to answer any questions that may be raised by Councilors. It was discussed that Ms. Walker as Chair would be helpful as well as consideration for the Board members from Dover and Rochester.

Ms. Walker asked if it makes sense to have Board members attend community Budget meetings. She wanted to make sure the Board was doing a good job supporting the ED.

VII. Information Items

PNSY

Mr. Nichols noted that later in the day a press release regarding the increase in fares for Clipper and the elimination of two routes should be going out.

Ridership & Performance Information was presented as part of the Board Packet.

Takeaways

1. Bylaws: goal is participation and commitment to COAST.
2. Staff relationship to Board – stay engaged.

VII. Adjournment

Mr. Fournier made a motion to adjourn the meeting and Ms. Benton seconded. All voted in favor.

The meeting was adjourned at 9:56am