



The COMET Board Meeting minutes are prepared and presented in summary form. Audio recordings of the meetings are on file at The COMET and are part of the approved minutes. If you would like to hear the recording from the meeting, please contact Paige Jernigan at pjernigan@thecometsc.org.

Per SC Code of Laws, Title 30, Chapter 4, Section 30-4-80 - All public bodies shall notify persons or organizations, local news media, or such other news media as may request notification of the times, dates, places, and agenda of all public meetings, whether scheduled, rescheduled, or called, and the efforts made to comply with this requirement must be noted in the minutes of the meetings. The COMET complied with the notification of this meeting on May 29, 2020 at 3:15 P.M.

**The Central Midlands Regional Transit Authority
Board of Directors Workshop Meeting Minutes
Wednesday, June 3, 2020 at 9:00 A.M.
3613 Lucius Road, Columbia, SC 29201 – Conference Room A**

Members Present:

Ron Anderson, Chair
Joyce Dickerson*
Carolyn Gleaton*
Mike Green*
Derrick Huggins* (*joined at 11:30*)
Al Koon
Col. (R) Roger Leaks, Jr.*
Lill Mood
Dr. Robert Morris*
Andy Smith
Debbie Summers
Allison Terracio*

**Indicates participation by phone.*

Guests Present:

Pam Baker, Attorney, Burr & Foreman Law Firm*
Frannie Heizer, Attorney, Burr & Foreman Law Firm*
Esther Legette Vice President for Facilities and
Transportation, USC*
Jeff Perkins, President, Associate Vice President for
Business and Finance, USC*
Catherine Ramirez, Director, Social Media/PR Specialist
Chernoff Newman*
Robert Smith, Senior Vice President of Client Relations,
RAPT Dev.
Steven Sherrer, Regional Vice President the East,
RAPT Dev.
Rick Silver, Vice Chairman, Chernoff Newman*

Absent Board Members:

John V. Furgess, Sr.
Representative Leon Howard
Skip Jenkins
Geraldine Robinson
Barry Walker
Unthank



The COMET Staff Present

John Andoh, Executive Director/CEO

Rosalyn Andrews, Director of Finance/CFO

Pamela Bynoe-Reed, Marketing & Public Information Manger

LeRoy DesChamps, Director of Administration & Operations/COO

Eric Harris, Planning & Development Specialist

Paige Jernigan, Administrative & Customer Service Specialist

Arlene Prince, Director of Regulatory Compliance & Civil Rights Officer

1. CALL TO ORDER AND DETERMINATION OF QUORUM

Mr. Anderson called the meeting to order at 9:02 A.M.

A quorum was determined at the beginning of the meeting.

Ms. Mood requested a moment of silence and expressed gratitude to the Mr. Andoh and the Staff. Mr. Anderson also thanked the Staff. Attorney Heizer explained that items in this meeting can be voted on because the agenda has been posted and it is a public meeting. Discussion ensued regarding the meeting format instead of the workshop plan.

Ms. Gleaton joined the meeting at 9:10 A.M.

2. ADOPTION OF THE AGENDA

A motion was made by Ms. Dickerson and seconded by Ms. Gleaton to adopt the agenda absent removing the second 5H and 5I.

Ms. Mood expressed concern regarding 5I and the urgency to purchase parts. Mr. Andoh explained that he would have to ask the Board to ratify his actions as the parts need to be purchased to immediately repair buses. Mr. Anderson reminded that this would be addressed in the Special Call Board meeting scheduled for Friday.

Ayes: Anderson, Dickerson*, Gleaton*, Leaks*, Mood, Morris*, Smith*

Nays: None

Absent: Furgess, Howard, Huggins, Terracio

Voice Vote:

Anderson - Aye

Dickerson - Aye*

Furgess - Absent

Gleaton - Aye*

Howard - Absent

Huggins - Absent

Leaks - Aye*



Mood - Aye
Morris - Nay*
Smith - Aye*
Terracio - Absent
Motion passed.

3. LEGAL/CONTRACTUAL/PERSONNEL (MAY REQUIRE EXECUTIVE SESSION)
A. SECTION 30-4-70 (A) (5) - DISCUSSION OF MATTERS RELATING TO THE PROPOSED LOCATION, EXPANSION, OR THE PROVISION OF SERVICES ENCOURAGING LOCATION OR EXPANSION OF INDUSTRIES OR OTHER BUSINESSES IN THE AREA SERVED BY THE PUBLIC BODY.

Motion:

A motion was made by Ms. Mood and seconded by Ms. Gleaton to enter Executive Session.

Ms. Terracio joined the call at 9:12 A.M.

Ayes: Anderson, Gleaton*, Leaks*, Mood, Morris*, Smith*

Nays: None

No response: None

Absent: Furgess, Howard, Huggins

Abstain: Morris

Voice Vote:

Anderson - Aye

Dickerson - Aye*

Furgess - Absent

Gleaton - Aye*

Howard - Absent

Huggins - Absent

Leaks - Aye*

Mood - Aye

Morris - Abstain*

Smith - Aye*

Terracio - Aye*

The Board entered Executive Session at 9:14 A.M.

Mr. Smith arrived at the meeting at 9:20 A.M.

Motion:

A motion was made by Ms. Mood and seconded by Ms. Gleaton to exit Executive Session.



Ayes: Anderson, Leaks*, Mood, Morris*, Smith

Nays: None

No response: Gleaton

Absent: Furgess, Howard, Huggins

Abstain: Morris

Voice Vote:

Anderson - Aye

Dickerson - Aye*

Gleaton - Aye*

Furgess - Absent

Howard - Absent

Huggins - Absent

Leaks - Aye*

Mood - Aye

Morris - Abstain*

Smith - Aye

Terracio - Aye*

The Board exited Executive Session at 10:34 A.M.

Mr. Perkins, Mr. Silver, Ms. Ramirez, Ms. Legette exited the call after the close of Executive Session.

4. INTRODUCTION OF RATP DEV USA, INC

Mr. Anderson asked Mr. Andoh get RATP Dev on the phone. It was discussed that Ms. Jernigan will reach out to the Board to set up a second Board Workshop in July. Mr. Andoh introduced Mr. Robert Smith, Senior Vice President of Client Relations for the RATP Dev. Mr. Steven Sherrer, Regional Vice President the East for RATP Dev also introduced himself. Mr. Anderson thanked them for attending the meeting and stated he looked forward to working with them.

5.

H. PRESENTATION BY GENERAL COUNSEL ON BYLAWS, ROLE OF THE BOARD MEMBERS AND CMRTA'S ETHICS POLICY

Mr. Anderson asked each Board member to introduce themselves and give their philosophy of Board service.

Mr. Anderson introduced Attorney Heizer. Attorney Heizer mentioned that the Board should be functioning more on a macro level versus a micro level. Attorney Heizer briefly reviewed Page 57, memorandum outlining the roles of the Board members.



She suggested discussing the Board acting as body instead of as individual Board members or small groups of Board members. She added that the Board participation at the macro level should also be discussed. Col. Leaks asked about clarification on day to day involvement at the Board level and fiduciary responsibilities of a Board. Mr. Anderson used the marketing plan as an example. Discussion ensued regarding marketing plan and the budget.

Attorney Heizer suggested to the Board to a self-evaluation. Mr. Koon agreed and discussed some research regarding Board responsibility and reviewed a chart describing those duties as a member of a Board. Discussion continued regarding committees and responsibilities.

Mr. Huggins joined the meeting at 11:31 A.M.

Col. Leaks inquired about communication with the Staff and Mr. Andoh. Dr. Morris clarified the Communication Policy. Ms. Dickerson expressed her opinion of the interaction as a Board and the role of the Executive Director and the Staff. Ms. Gleaton stated that her purpose is to make the Board better and not to get involved in the day to day operations. Mr. Huggins agreed but stated that we need to set policy and focus on the future for when the referendum ends.

Mr. Green expressed the importance of a healthy balance of life and work. Ms. Heizer asked Mr. Andoh to make a comment regarding these issues. Mr. Andoh described his leadership style and stated that he believes in accountability and transparency. He added that the last nine (9) months have been challenging. He added that he is constantly questioned. He added that specifically during this transition of Transdev has been particularly difficult due to the number of meetings, emails, phone calls, etc.

The Board discussed policy regarding emergency procedures.

15-minute break

Mr. Huggins left the meeting

A. AMEND SECTION 8.1 OF THE BYLAWS TO COMPLY WITH STATE LAW

Attorney Heizer reviewed Section 8.1 of the bylaws to comply with state law on Page 58. She stated that at a later date we would discuss this more in detail. She continued that this would need to be approved at the July Board meeting in time for the triennial review. Mr. Anderson stated that this would occur at the next workshop in July.

Mr. Green asked if individual Board members are asked to complete a Statement of Economic Interest each year. Attorney Heizer said no, Board members are not required to. She stated that she would research if it could be voluntarily submitted.



Attorney Heizer reviewed Page 3 of the packet and the technical amendments. She suggested that the amended copy needs to be provided to the Board seven (7) days in advance. Mr. Anderson agreed and stated that it will be placed on the agenda for the July, not June Board meeting. He did mention that there will be a Special Call Board meeting on June 19, 2020.

B. DISCUSSION OF EXECUTIVE SESSION ITEMS

Mr. Andoh explained that at the April 2020 Board of Directors Meeting, a motion was made by Dr. Morris and seconded by Mr. Furgess to move that any item for Executive Session be discussed with the appropriate chair before being included on the agenda. He reminded all that this is already a policy. Dr. Morris stated his satisfaction after the explanation given by Mr. Andoh. Mr. Andoh confirmed that Staff will make sure that in the future consistency with Board policies regarding Finance and Service Committee.

C. COLLATERALIZATION OF FUNDS

Attorney Heizer reviewed the memorandum on Page 11 of the packet. Mr. Anderson asked about the banking Request for Proposal (RFP). Mr. Andoh explained the process and the bidding process of the Request for Proposal (RFP). He stated this will be presented at the July Board meeting.

D. CLARIFICATION OF THE MANAGEMENT LINES BETWEEN THE COMET CEO AND STAFF, AND THE PRIME CONTRACTOR/S; TO INCLUDE LINES OF AUTHORITY, RESPONSIBILITY, AND COMMUNICATIONS BETWEEN THE COMET AND OUR CONTRACTOR(S).

Mr. Andoh explained that this item is in response to Col. Leaks request on clarification of the management lines between The Comet Executive Director and Staff, and the Prime Contractor/s; to include lines of authority, responsibility, and communications between The Comet and our Contractor (s). Mr. Andoh referred to Board Policy #6 and stated that it references this matter which was approved on May 23, 2016 and amended in August 2019.

Col. Leaks stated that this was brought up to make sure that if any issues arise with the Contractor, that Mr. Andoh should go directly to their supervisor. The Board discussed the position of the Customer Experience & Contract Compliance Specialist. Mr. Andoh confirmed this is an operations oversight position that will work directly with the Contractor.

E. DISCUSSION OF MANAGEMENT STRUCTURE OF THE COMET

Mr. Andoh explained that this is in response to Mr. Furgess' request on discussion of the management structure of The COMET. He continued that the Board received a presentation of the organizational structure back in November 2018 and again in September 2019. He further added that when positions were added to the organizational chart that exceeded the budget authority, a request was presented to the Board of Directors. This was done in August 2019 for the Financial Office Assistant and October 2019 for the Temporary Transit Traffic Checker position. Discussion continued regarding The COMET structure.



F. DISCUSSION OF EXPERIENCE AND QUALIFICATIONS OF THE KEY PERSONNEL IN THE NEW CONTRACT

Mr. Anderson stated that we have already discussed this item. It was mentioned that Mr. Andoh will bring in the rejected resumes and new resumes to the Service Committee for review. Col. Leaks, Chair of the Service Committee confirmed this action.

G. DISCUSSION OF THE COMET HIRING AND PROMOTION PRACTICES

Mr. Andoh referred to Page 44 in response to Mr. Furgess' request on the discussion of The COMET'S hiring and promotion practices. Mr. Andoh referred to the attached documents: The COMET'S Policies and Procedures regarding employment as approved by the Board of Directors in November 2006, as well as the Employee Handbook approved in March 2019 which reconciles the policies and procedures.

Ms. Terracio left the meeting ~ 1:00 P.M.

Dr. Morris inquired about the temporary employment placement procedure. Mr. DesChamps explained how decisions are made regarding hiring of the temporary/interim staff and overviewed the policy. It was verified that the temporary/interim employees are not guaranteed a position. He added that the position is posted, and they must apply and interview just like the other candidates. Discussion continued regarding the temporary hiring process.

Col. Leaks asked about the status of the six (6) employees for the Customer Service positions. Mr. Andoh explained that this is contingent on the Board approval of the budget.

Mr. Anderson thanked everyone for their time.

6. ADJOURN

Motion:

A motion was made by Ms. Mood and seconded by Ms. Dickerson to adjourn.

Ayes: Anderson, Dickerson*, Leaks*, Mood, Smith

Nays: None

Absent: Furgess, Gleaton, Howard, Huggins, Terracio

Abstain: Morris

Motion passed.

Voice Vote:

Anderson - Aye

Dickerson - Aye*

Furgess - Absent

Gleaton - Absent

Howard - Absent



Huggins - Absent
Leaks - Aye*
Mood - Aye
Morris - Abstain
Smith - Aye
Terracio - Absent
Motion passed.

Meeting adjourned at 1:09 P.M.


CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY

Adopted this July, 2020, Agenda Item _____

Prepared by:


Paige Jerrigan, Administrative & Customer Service Specialist

Approved by:


Andy Smith, Board Secretary