

**MINUTES
JANUARY 16, 2024
GRTC BOARD OF DIRECTORS
BOARD MEETING**

Members Present: Tyrone E. Nelson, Chair, County of Henrico
Andreas Addison, Vice Chair, City of Richmond
Barbara K. Smith, Secretary/Treasurer, County of Chesterfield
Dave Anderson, County of Chesterfield
Todd Eure, County of Henrico
Jim Ingle, County of Chesterfield
Ellen Robertson, City of Richmond
Lincoln Saunders, City of Richmond
Daniel Schmitt, County of Henrico

Others Present: Bonnie Ashley, General Counsel
Sheryl Adams, Chief Executive Officer
Adrienne Torres, Chief of Staff
John Zinzarella, Chief Financial and Administrative Officer
Frank Adarkwa, Director of Planning & Schedules
Tim Barham, Chief of Transit Operations
Tony Byrd, Director of Maintenance
Anthony Carter, Director of Safety
Joe Dillard, Director of Equitable Innovation & Legislative Policy
Dexter Hurt, Director of Information Systems
Michael Hurt, Interim Director of Marketing and Communications
Marc René, Director of Finance
Cherika Ruffin, Interim Executive Director of RideFinders
Tonya Thompson, Procurement
Monica Carter, Safety and Service Compliance Manager
Ashley Mason, Manager of Organizational Advancement
Patricia Robinson, Planning Manager
Janice Witt, Executive Assistant
Maurice Carter, ATU President
Ken Lantz, PlanRVA

I. Call to Order & Introductions

This meeting of the Board of Directors and the GRTC Transit System, Old Dominion Transit Management Company (ODTMC), and RideFinders was called to order on January 16, 2024, by Chairman Nelson, at 8AM. The meeting was held at GRTC, 3rd Floor Conference Room, 301 East Belt Boulevard, Richmond, Virginia. Video and audio of the meeting will be streamed live online and recorded for later viewing at the following web address:

https://youtube.com/live/h_EkpYnTBvk?feature=share.

II. Public Comments

The public notice, meeting agenda, and agenda attachments for this January 16, 2024 Board meeting of the Boards of GRTC, RideFinders, and Old Dominion Transit Management Company were posted at rideGRTC.com.

Maurice Carter, ATU Local 1220, President

Good Morning Chairman and Board of Directors. I represent the bargaining unit workers of GRTC and National Express. I would like to commend the Board on the appointment of Mrs. Adams as CEO here. She has made a lot of positive changes and morale at GRTC is rising. Speaking of the previous administration, they brought in a paratransit contractor that had the mindset of theirs of bullying their employees. The contractor negotiated the collective bargaining agreement which they are constantly violating. They are stealing time from the employees and a prime example of that is one employee was on vacation during the Christmas holiday they was told that they can't receive holiday pay and vacation pay they would be double dipping even though the collective bargaining agreement said they can. National Express can attract employees but after working for them a month or two employees run for the exit. In my 35 years here, we haven't had any contractor that has been running people away like National Express. I would like to request the Board to review this service and consider bringing this service back in house. Thank you.

- III. Board Meeting Minutes – November 21, 2023
Mr. Schmit motioned to approve the November 21, 2023 Board Meeting minutes, Mr. Saunders seconded, and the motion carried unanimously.
- IV. Consent Agenda
 - A. Janitorial Services
 - B. Paratransit Vehicles
 - C. Microtransit Marketing Services
 - D. Medical Insurance Renewal ResolutionMs. Robertson motioned to approve the Consent Agenda, Mr. Ingle seconded, and the motion carried unanimously.
- V. Action Item
 - A. Policy for Virtual Meetings
Ms. Adams stated that the purpose of this policy is to comply with the requirements of the Code of Virginia and to allow for and govern participation by one or more Directors in meetings of the Board by electronic communication means and to allow for all-virtual public meetings. After discussion, Mr. Ingle motioned to adopt the Virtual Public Meetings Policy, Mr. Anderson seconded, and the motion carried unanimously. The Policy will be made part of the official minutes for this meeting.
- VI. Development Updates
 - A. Major Projects - Ms. Adams introduced Frank Adarkwa, GRTC's Director of Planning & Scheduling. Mr. Adarkwa reviewed the major projects of GRTC which included the following: North-South Pulse BRT Extension, Western BRT Extension, purchasing 4 60ft articulated vehicles to Fleet Storage Facility, Zero Emission Vehicles (ZEV), Dedicated Lanes Study, East End Transfer Hub, and Permanent Downtown Transfer Station. He also updated the Board on Essential Infrastructure, Microtransit (LINK) and the Local Fixed Route.
- VII. Operational Updates
 - A. Operational Performance – Mr. Barham updated the Board on the Operational Performance on the following departments:
 - Transportation – The current staffing is 320 full-time operators and 27 part-time operators with 17 operators in training for the month of December.

- Safety – There has been a negative trend with the number of accidents over the last few months and the main one is fixed objects. We will continue to work with the operators.
- Maintenance – Job postings for one mechanic and two general utilities positions.
- Customer Service – The number of customer complaints is down over the last few months with October - 214, November - 166, and December - 136.
- Microtransit Service – This service started in November 2023 and there has been steady growth. In November there were 97 trips performed and in December there were 466 trips.

B. Ridership Performance – Mr. Adarkwa updated the Board on the Ridership Performance:

- 2nd Quarter Ridership Report – This report was reviewed in detail. The on-time performance is defined as a bus leaving a predetermined bus stop along its route within a time that is no more than one minute earlier and no more than five minutes later than a published schedule time. The current on-time performance for express routes is currently 64%, local routes is 66%, and the BRT is 75%.

VIII. Financial Updates

A. Subcommittee Report

- Update to Petersburg Area Transit (PAT) Split Letter – Mr. Ingle stated that for a long period of time there have been a lot of conversations regarding a split that we can agree to moving forward and I can happily say that we now have a signed MOU for the split in place.
- Medical Benefits Presentation – Mr. Ingle stated that the medical benefits presentation was reviewed and the subcommittee is in support of the staff's recommendation.
- November 2023 Financials – Mr. Zinzarella reviewed the financial statements.

Mr. Ingle stated that he wanted to assure everyone that the Board is doing everything possible to continue free fares and we expect to be able to do that at least for the next fiscal year. We need more corporate partners to step up and help with this endeavor.

IX. Chief Executive Officer Report – Sheryl Adams

A. No Report.

X. Executive Session

- Chairman Nelson announced that for technical reasons, we are unable to go into the Executive Session. Ms. Malloy, GRTC's Human Resources Director, reached out and stated it was time for the CEO's performance evaluation. Unfortunately, there is not a process in place. Ms. Adams does have a process in place to evaluate GRTC employees and we can use that process or we can develop a process for the CEO. Chairman Nelson stated that he needs two volunteers to work with him and develop this process and he would like one volunteer from Richmond and one from Chesterfield. Lincoln Saunders from Richmond and Barb Smith from Chesterfield volunteered to work with Chairman Nelson on this process. Since Mr. Dillard has been helping with government affairs, I will ask him to coordinate a meeting.

XI. Board Chair's Report

- Thanked Ms. Adams and all the staff of GRTC for keeping the buses rolling and getting people from place to place.
- Today at 10AM we will have a ribbon cutting to announce the extension of the 1A and there will be a bus ride for anyone that is interested in riding.

XII. Adjourn

There being no further business, the meeting adjourned at 9:08AM.

APPROVED:



Tyrone E. Nelson, Chair
GRTC Board of Directors

February 20, 2024

Date

POLICY REGARDING PARTICIPATION IN MEETINGS BY ELECTRONIC
COMMUNICATION MEANS AND ALL VIRTUAL PUBLIC MEETINGS

1. **Purpose.** The purpose of this policy is to comply with the requirements of section 2.2-3708.3 of the Code of Virginia to allow for and govern participation by one or more Directors in meetings of the Board by electronic communication means and to allow for all-virtual public meetings, and all proceedings pursuant to this policy shall be performed in accordance with section 2.2-3708.3 of the Code of Virginia, as that statute may from time to time be amended.

2. **Application and Limitations.**

A. This policy shall be applied strictly and uniformly, without exception, to all Directors and without regard to the identity of the Director requesting remote participation or the matters that will be voted on at the meeting.

B. Participation by a Director in a meeting by electronic communication means due to a personal matter shall be limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, of the Board of the particular committee of the Board, as applicable.

C. All-virtual public meetings shall not be convened (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting.

D. This policy shall also apply to any committee of the Board. For purposes of a committee meeting, the term “Board” when used in this policy means the committee holding the meeting in which a Director desires to participate by electronic communication means. For purposes of any committee, the term “Chairperson of the Board” means the Chairperson of the committee.

E. When used in this policy, “electronic communication” has the meaning ascribed to it by section 2.2-3701 of the Code of Virginia.

3. **Participation by Director by Electronic Communication Means.**

3.1 **Approval Process.**

A. No Director may participate in a meeting by electronic communication means unless the Director requests, and the Board approves, the participation in accordance with this section 3.

B. A Director may request to participate in a meeting by electronic communication means if the Director notifies the Chairperson of the Board on or before the day of the meeting

that the Director is unable to attend due to (i) a personal matter, provided that the Director identifies with specificity the nature of the personal matter, (ii) a temporary or permanent disability or other medical condition that prevents the Director's physical attendance, (iii) a family member's medical condition that requires the Director to provide care for such family member, thereby preventing the Director's physical attendance; or (iv) the member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting. The Director must also notify the Chairperson of the Board of the remote location from which the Director would participate by electronic communication means.

C. The Board may consider a request for participation by electronic communication means only if a quorum of the Board is physically assembled at the primary or central meeting location.

D. At the meeting, the Chairperson of the Board shall announce the information received pursuant to section 3.1(B) above. If the Director's request is in all other respects compliant with this policy, the Chairperson of the Board shall solicit a motion to approve or disapprove the Director's request from the Directors physically assembled at the primary or central meeting location. Upon adoption of a motion to approve the Director's participation by electronic communication means, the Director shall be allowed to participate in the meeting by electronic communication means.

3.2. Meeting Minutes.

A. If the Director's participation by electronic communication means is approved, the following shall be recorded in the meeting minutes: (i) the motion; (ii) the vote thereon; (iii) a statement (a) of the specific nature of the personal matter, (b) that a temporary or permanent disability or other medical condition prevents the Director's physical attendance, (c) that a family member's medical condition requires the Director to provide care to such family member, thereby preventing the Director's physical attendance, or (d) that the member participated through electronic communication means due to the distance between the member's principal residence and the meeting location; and (iv) the remote location from which the Director participated in the meeting.

B. If the Director's participation by electronic communication means is disapproved, whether by adoption of a motion to disapprove or by rejection of a motion to approve, the following shall be recorded in the meeting minutes: (i) the motion; (ii) the vote thereon; (iii) a statement (a) of the specific nature of the personal matter identified by the Director, (b) that the Director stated that a temporary or permanent disability or other medical condition prevented the Director's physical attendance, (c) that a family member's medical condition required the Director to provide care for such family member, thereby preventing the Director's physical attendance, or (d) that the Director sought to participate through electronic communication means due to the distance between the member's principal residence and the meeting location; (iv) the remote location from which the Director sought to participate in the meeting; and (v) the specific aspect of this policy

that would be violated by the Director's proposed participation by electronic communication means, as summarized by the Chairperson of the Board.

4. **All-Virtual Public Meetings.**

4.1 **Request.** A request to hold an all-virtual meeting may be made to the Chairperson of the Board by staff or by a Director. The Chairperson and the Chief Executive Officer shall approve or disapprove such request and, if such request is approved, the all-virtual meeting must be held in compliance with all other provisions of Chapter 37 of Title 2.2 of the Code of Virginia and must comply with all requirements set forth in section 4.2 below.

4.2 **Requirements for All-Virtual Public Meetings.**

A. An indication of whether the meeting will be an in-person or all-virtual public meeting shall be included in the required meeting notice along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless the Board provides a new meeting notice.

B. Public access to the all-virtual public meeting shall be provided via electronic communication means.

C. The electronic communication means used shall the public to hear all members of the Board participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the Board as well.

D. A phone number or other live contact information shall be provided to alert the Board if the audio or video transmission of the meeting provided by the Board fails, the Board shall monitor such designated means of communication during the meeting, and the Board shall take a recess until public access is restored if the transmission fails for the public.

E. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to Board members for the meeting shall be made available to the public in electronic format at the same time that such materials are provided to Board members.

F. The public shall be afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received.

G. No more than two members of the Board shall be together in any one remote location unless that remote location is open to the public to physically access it.

H. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public shall resume before the Board votes to certify the closed meeting.

I. Minutes of all-virtual public meetings held by electronic communication means shall be and shall include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held. If a member's participation from a remote location is disapproved because such participation would violate this policy as it applies to all-virtual public meetings, such disapproval shall be recorded in the minutes with specificity.