

**CASCO BAY ISLAND TRANSIT DISTRICT**  
**MINUTES OF THE BOARD OF DIRECTORS MEETING OF**  
**November 28, 2023**  
 In Person/Video Conference/Phone

Attendance

**Webex                      In Person                      Phone                      Absent**

**Directors:**

Crowley (Pres)		X		
Wentworth (1 <sup>st</sup> VP)		X		
Donovan (2 <sup>nd</sup> VP)		X		
Hoffman (Treasurer)		X		
Luedke (Clerk)		X		
Cohen (Ast. Clk)		X		
Anderson				X
Geary		X		
Lavanture		X (Left early)		
Murray		X		
Pizey		X		
Radis		X		
Cooper (after sworn in)		X		

**Staff:**

Berg		X		
C. Gildart		X		
Mavodones		X		
Pottle	X			
Bowie		X		
Bryand				
Bishop		X		

**Public:**

Ross	X			
N. Cooper	X			
P. Flynn	X			
Call in user			X	
Call in user			X	
Call in user			X	

**Guests:**


**1. Call to Order:**

- a. *The Board meeting was called to order at 7:45 AM by President Crowley*
- b. *It was noted that the meeting was being recorded*
- c. *President Crowley asked Berg to do a roll call of who was attending the meeting, which he did.*

**2. Approval of the November 1, 2023 and November 16, 2023 meeting minutes**

- a. *Lavanture moved to approve the November 1, 2023 meeting minutes as presented; Luedke seconded.*
- b. *President Crowley opened the floor to the public. There were no comments.*
- c. *President Crowley opened the floor to Directors. There were no comments.*
- d. *President Crowley called for a roll call vote for the motion on the table.*
- e. *Berg did a roll call vote. The motion passed unanimously (10-0; Geary abstained)*
- f. *Luedke moved to approve the November 16, 2023 meeting minutes as presented; Pizey seconded.*
- g. *President Crowley opened the floor to the public. There were no comments.*
- h. *President Crowley opened the floor to Directors. There were no comments.*
- i. *President Crowley called for a roll call vote for the motion on the table.*
- j. *Berg did a roll call vote. The motion passed unanimously (10-0; Lavanture abstained)*

**3. Business****Old Business**

- a. **Consideration and action on the FY 2024 Long Range Capital & Preventive Maintenance Funding Plan including a report from the Finance Committee.**
  - i. *President Crowley turned the floor over to the Finance Committee chair, Hoffman.*
  - ii. *Hoffman reported the Finance Committee discussed the Long Range Capital & Preventive Maintenance Funding Plan focusing on FY2024 and not the future years. The Finance Committee voted to recommend the Board approve the FY2024 part of the FY 2024 Long Range Capital & Preventive Maintenance Funding Plan.*
  - iii. *Hoffman moved for the Board to approve the FY2024 part of the FY 2024 Long Range Capital & Preventive Maintenance Funding Plan as presented; Cohen seconded.*
  - iv. *President Crowley opened the floor to the public. There were no comments.*
  - v. *President Crowley opened the floor to Directors. There were no comments.*
  - vi. *President Crowley asked Berg to take a roll call vote.*
  - vii. *Berg took a roll call vote and the motion passed unanimously (11-0)*
- b. **Consideration and action regarding the selection of an interim General Manager**
  - i) *President Crowley asked if everybody got the letter from counsel and asked for a motion.*
  - ii) *Luedke moved to approve Mavodones as interim General Manager; Murray seconded.*
  - iii) *President Crowley opened the floor to the public. There were no comments*
  - iv) *President Crowley opened the floor to Directors. There were no comments.*
  - v) *President Crowley asked Berg to take a roll call vote.*
  - vi) *Berg took a roll call vote and the motion passed unanimously (11-0)*

**New Business****c. Annual Election Process**

*Berg reviewed the annual election process:*

1. *Agenda Item 3ca is a vote for the Directors to accept CBITD clerk's certification of the election results. This makes the results official.*
2. *Agenda Item 3cb is for the newly elected Board members to be sworn in by the current Clerk or Assistant Clerk.*
3. *Agenda Item 3cc is for the Nominating Committee to report on its recommended nominations. The Presiding Officer will then call for any further nominations from the floor.*



4. Agenda Item 3cd is for the election and swearing in of the newly elected Board Officers. The process will be explained in more detail.

- a. Accept Clerk's certification of the election results
  1. President Crowley asked if there was a motion.
  2. Murray moved that the Board accept the Clerk's certification of the election results as presented; Donovan seconded.
  3. President Crowley opened the floor to the public. There were no comments.
  4. President Crowley opened the floor to Directors. There were no comments.
  5. President Crowley asked Berg to take a roll call vote.
  6. Berg took a roll call vote and the motion passed unanimously (11-0)
- b. Qualification of newly elected Directors (swearing in)
  1. Assistant Clerk Cohen swore in the newly elected Directors in accordance with the statement included in the packet. The newly elected Directors (Luedke, Pizey and Cooper) all acknowledged by saying "I will"
  2. Donovan, Hoffman and Berg acknowledged and thanked departing Director Anderson for his service on the Board.

Berg reviewed the process of selection and election of Board Officers

- c. Nomination of new Board Officers
  1. President Crowley asked the Nominating Committee Chair, Donovan, to give a brief history of the nominating committee process and read the Committee's nominations.
    - a. Donovan said an email was sent out to all eligible Directors to determine who was and who was not interested in running for an officer's position. The goal was to recommend an Executive Committee that will lead the Board and staff and provide continuity with the leadership change. The nominating committee recommended the following slate of officers:
      - i. President – Dave Crowley
      - ii. 1st VP – Joe Donovan
      - iii. 2nd VP – Max Pizey
      - iv. Treasurer – Jennifer Lavanture
      - v. Clerk – James Luedke
      - vi. Assistant Clerk – Sharoan Cohen.
  2. President Crowley stated: "In accordance with the By-Laws, Nominations may also be made by other Directors at the meeting where an election is held. Nominations need not be seconded."
  3. President Crowley asked: "Are there any other nominations from the Directors?"
    - a. Cohen nominated Hoffman for 2<sup>nd</sup> VP.
  4. Since there no other nominations President Crowley asked: "Is anyone who has been nominated not interested in being nominated?"
  5. No nominees stated they were not interested.
  6. President Crowley announced, "Nominations are now closed."
  7. President Crowley asked Berg to explain the voting process.
    - a. Berg explained that the vote for Board officers would be a secret ballot as required by the by-laws. Voting can only be done by members attending the meeting in person or virtually via Webex. A paper ballot will be passed out to Directors who are in person. An email with a link to the vote will be sent to all Board members attending virtually, which there is only one today (Radis). There will be a 5 - 10 minute break for voting and counting. Directors receiving votes from a majority of the Directors in attendance of the meeting for each position shall constitute the new Board Officers. The results will be recorded and the



- assistant clerk will announce the results to the Board and the newly elected Board Officers will be sworn in by the current assistant clerk.*
- b. *Hoffman thanked Cohen for her nomination and expressed her desire to run for the seat and shared her thoughts regarding officer selection.*
- d. Election and qualification of newly elected Board Officers (swearing in)
- a. *Ballots were handed out and poll sent. C. Gildart collected the ballots and poll results. Gildart and Bowie counted the votes.*
- b. *Berg notified the Board that there was a tie between Hoffman and Pizey for the 2<sup>nd</sup> VP position.*
- c. *It was decided to do a revote for the 2<sup>nd</sup> VP position. Ballots were handed out and poll sent. C. Gildart collected the ballots and poll results. Gildart and Bowie counted the votes.*
- d. *Berg notified the Board that there still was a tie between Hoffman and Pizey for the 2<sup>nd</sup> VP position.*
- e. *It was decided to let each candidate speak for a couple of minutes on why they should be the one elected, which Pizey and Hoffman did.*
- f. *Donovan and Wentworth explained the nominating committee's decision to recommend Pizey.*
- g. *Cohen explained her reasoning in nominating Hoffman.*
- h. *It was decided to do one more vote for the 2<sup>nd</sup> VP position and if it is still a tie than draw a name from a hat in accordance with good practice in similar situations.*
- i. *Geary asked about the new General Manager selection process and what role the Executive Committee had.*
- j. *President Crowley stated the Personnel Committee has been tasked with the transition process and clarified the Executive committee was not tasked with the GM selection process.*
- k. *Hoffman clarified that it is ultimately the Board's decision. Committees make recommendations to the Board.*
- l. *Ballots were handed out and poll sent. C. Gildart collected the ballots and poll results. Gildart and Bowie counted the votes.*
- m. *Berg notified the Board that there still was a tie between Hoffman and Pizey for the 2<sup>nd</sup> VP position.*
- n. *The two names were put into a hat and Nick Bishop was asked to pick one out of the hat at random which he did and Pizey was picked.*
- o. *Assistant Clerk Cohen announced that the following slate had been elected by the Board:*
- i. *President: Dave Crowley*
- ii. *1st VP – Joe Donovan*
- iii. *2nd VP – Max Pizey*
- iv. *Treasurer – Jennifer Lavanture*
- v. *Clerk – James Luedke*
- vi. *Assistant Clerk – Sharoan Cohen*
- p. *Assistant Clerk Cohen swore in the newly elected Officers in accordance with the statement included in the packet. The newly elected Officers all acknowledged by saying "I will."*



4. **Workshops** – No workshops
5. **General Information Reports**
  - A. **Financial Report**
    - a) Berg noted that a written report was included in the Board packet.
    - b) Hoffman offered to make a statement about the September financials which is the end of the fiscal year. She noted the financial goals had all been met or exceeded and gave staff credit. Year-end revenues were up slightly from the previous year primarily due to vehicles. Expenses increased over the previous year.
    - c) President Crowley opened the floor to the public. There were no comments.
    - d) Hoffman stated it had been a pleasure to chair the finance committee, thanked committee members and noted her support of the new Chair Lavanture.
    - e) President Crowley opened the floor to Directors. There were no comments.
  - B. **Committee Reports**
    - a) Radis reported that the staff report included an update on the sustainability committee meeting.
  - C. **Staff Reports**
    - a) Berg reported a detailed staff report was included in Board Packet
    - b) President Crowley opened the floor for questions for the staff. There were none,
    - c) President Crowley thanked Berg for his many years of service and Wentworth presented Berg with a gift from the Directors. Donovan presented Berg with a gift from Long Island. Berg thanked everyone.
6. **General Announcements**
  - A. Establish next meeting dates (all meetings at 7:45 AM unless indicated otherwise):
    - a) *Executive Committee:* *Thursday, December 7, 2023*
    - b) *Vessel Advisory Committee* *Thursday, December 14, 2023 (added at Board meeting)*
    - c) *Board of Directors:* *Thursday, December 21, 2023 (week earlier than usual)*
    - d) *Finance Committee:* *TBD*
    - e) *Operations Committee:* *TBD*
    - f) *Sustainability Sub-committee:* *TBD*
    - g) *Personnel Committee:* *TBD*
    - h) *Sales & Marketing Committee:* *No meeting planned*
    - i) *Government Relations Committee:* *No meeting planned*
    - j) *Pension Committee* *No meeting planned*



**7. Public Comment on items not on the agenda**

A. President Crowley opened the floor for public comments on items not on the agenda.

a) *There were none.*

**8. Directors Comment on items not on the agenda**

A. President Crowley opened the floor for Director comments on items not on the agenda.

a) *Cohen would like the Directors to have the opportunity to visit the shipyard at an appropriate time.*

b) *Cohen asked how many heads were on the Battery Steele. The answer was two, the same as the original approved design.*

c) *Hoffman invited Board members to the upcoming Finance Committee meeting with the auditors,*

**9. Adjournment**

A. *Murray moved to adjourn the meeting; Wentworth seconded.*

B. *The motion passed unanimously (11-0, Lavanture had left)*

Respectfully submitted by: \_\_\_\_\_

James Luedke, Clerk

DRAFT