



**MOVE Board of Directors Meeting Agenda
10:00 AM Tuesday, June 20, 2023**

**MOVE Office
4701 Sisk Rd. Ste. 201
Modesto, CA 95356**

**You may also attend this meeting by utilizing “GoToMeeting” online conferencing.
Email Laura Coutrakis for meeting Link
laurac@movestanislaus.org**

AGENDA

1. Call to Order

2. Roll Call –

Jenny Kenoyer
Jeff Lambaren
Pat Maisetti
Lupe Aguilera
Geri Vargas

3. Public Comments

Matters under the jurisdiction of the MOVE Board of Directors, and not on the agenda may be addressed by interested parties in the audience at the beginning of the regular agenda. Any member of the audience wishing to address the Board of Directors during the “Public Comments” period shall be permitted to be heard for up to five minutes or at the discretion of the Chair.

4. Consent Calendar

- A.** Board of Directors Meeting Minutes of May 16, 2023
- B.** Special Board of Directors Meeting of June 5, 2023

Action: Approve Consent Calendar Item

5. Marilyn Cole Standard Agreement First Amendment (McGuire)

Action: Approve a First Amendment to the Standard Agreement with Marilyn Cole and authorize the CEO to undertake any actions necessary to implement the agreement.



6. McGuire Management Consultancy Fourth Amendment (McGuire)

Action: Approve the Fourth Amendment to the Agreement between MOVE and McGuire Management Consultancy.

7. Revised Organization Structure (McGuire)

8. CEO Report (McGuire)

- A. Catholic Charities (Care Cruisers) transition
- B. Revised organization
- C. New vehicle purchase
- D. Transit Operator/MOVE update
- E. Strategic Plan

9. Comments by Rosa De Leon Park (Ex-Officio)

10. Comments by Board Members

11. Information Items (McGuire)

12. Closed Session – Personnel Matters

13. Adjourn

Next Scheduled Board Meeting:

July 18, 2023 at 10:00 am
4701 Sisk Road Ste. 201
Modesto, Ca 95356



DATE: June 20, 2023
TO: MOVE Board of Directors
RE: Minutes May 16, 2023

Agenda Item: 4A

Meeting Minutes

AGENDA

1. Call to Order 1:00 PM

2. Roll Call –

Jenny Kenoyer
Jeff Lambaren
Pat Maisetti
Geri Vargas
Lupe Aguilera

Also in attendance: Mohammed Rashid, Monica Streeter, Phil McGuire, Kristin Bragg, Meagan Myers, Melinda Gonser, and Laura Coutrakis

3. Public Comments

Matters under the jurisdiction of the MOVE Board of Directors, and not on the agenda may be addressed by interested parties in the audience at the beginning of the regular agenda. Any member of the audience wishing to address the Board of Directors during the "Public Comments" period shall be permitted to be heard for up to five minutes or at the discretion of the Chair.

Discussion: Melinda Gonser from Valley Mountain Regional Center asked if there were any openings on our Board of Directors. Chair Kenoyer responded that MOVE does not have any vacancies on the Board of Directors at this time. However, applicants are able to apply in the event there is a future opening.

4. Consent Calendar

A. Board of Directors Meeting Minutes of April 25, 2023

Motion: Director Maisetti made a motion, seconded by Vice Chair Lambaren to approve the Consent Calendar item.

Passed: Unanimous



5. Transportation Development Act (TDA) Board Resolution (Meagan Myers)

Discussion: CEO Myers shared that StanCOG will be approving the TDA claim on June 21st, 2023. Resolution 2023-03 authorizes CEO Myers to authorize and execute all documents pertaining to this claim.

There were no comments or questions from the Board or the public regarding this item.

Motion: Vice Chair Lambaren made a motion, seconded by Director Aguilera to by Resolution Authorize MOVE Stanislaus Transportation CEO to Submit and Execute All Required Documents Associated with the Claim process for the FY 2023-24 Transportation Development Act (TDA) Claim to the Stanislaus Council of Governments (StanCOG)

Passed: Unanimous

6. Miller Consultancy Business and Tax Services Contract (Meagan Myers)

Discussion: CEO Myers explained that we have a contract with Miller Consulting to perform accounting services for MOVE. Mr. Miller notified CEO Myers that his contract for the rest of the 2022-23 fiscal year had a remaining balance of \$5,500.00, however, Mr. Miller assessed that the amount would likely be exceeded due to the additional support Mr. Miller provided this year, for next year's annual budget. CEO Myers prepared an extended agreement in the amount of \$10,000.00 to cover expenses for the remainder of this fiscal year.

There were no comments or questions from the Board or the public regarding this item.

Motion: Director Aguilera made a motion, seconded by Vice Chair Lambaren to approve an Amendment to the Standard Agreement with Miller Consultancy Business and Tax Services Contract that Increases the Amount of the Contract by \$10,000 to meet MOVE needs through the close of FY 2022-23.

Passed: Unanimous

7. Revised Organization Structure (Meagan Myers)

CEO Myers shared that she felt a need to make changes to the organizational structure to ensure we have sufficient programming and staff to run an efficient organization, especially considering the incoming staff to run the Catholic Charities program. CEO Myers presented the new organization chart showing changes including an additional Director of Programs to oversee the SEC Program, the PASS Program and the Travel Training Program. CEO Myers informed the Board of Directors that she received an application for this position from an internal candidate and has made the decision to promote the current



staff member Alicia Rodriguez to the position. Ms. Rodriguez has been with MOVE for eight years and is familiar with all of MOVE's programs, which makes her the ideal candidate. CEO Myers expressed that although both Directors of Programs in MOVE have no previous management experience, she feels confident about training them together. CEO Myers also shared that we did not receive many applications from qualified candidates for this role and would prefer to have someone who already understands the functions of each program.

Vice Chair Lambaren suggested that in the future, CEO Myers might consider bringing in other candidates for the interviews even when planning to offer the position internally, for the purpose of evaluating all candidates and concluding that the internal candidate is the best fit, which will increase the confidence of the internal candidate. The process of following through with the interviews will also protect the reputation of MOVE, showing that MOVE will consider external candidates and follow through with the entire process. Vice Chair Lambaren also expressed that CEO Myers should send both Directors to external training to learn basic supervision skills. CEO Myers agreed with the suggestion.

Chair Kenoyer noted that the organizational chart showed three drivers for the Catholic Charities program, and asked if these would be paid drivers. CEO Myers mentioned that she will be going into depth regarding the Catholic Charities Program in her CEO Report, however, the answer is yes, there will be a third paid driver who will also be the person primarily responsible for ensuring maintenance on all of MOVE's fleet vehicles.

Vice Chair Lambaren asked if CEO Myers would have four staff members reporting to her. CEO Myers expressed that to be correct. Vice Chair Lambaren shared the suggestion to put the Front Desk personnel under the Executive Administrative Assistant, so only three staff report to the CEO. CEO Myers agreed to the suggestion and reassigned the Front Desk position.

There were no additional questions or comments from the Board or the public regarding this item.

8. CEO Report (Meagan Myers)

A. Director of Programs Job Interviews

CEO Myers briefly reiterated the changes she established regarding this position.

B. Recruitment for Receptionist

CEO Myers shared that Destiny Musino, a MOVE employee who has just moved to a new position within the organization, will be assisting the Executive Administrative Assistant (Laura Coutrakis) to choose a candidate to replace her



at the reception desk. CEO Myers expressed that she would like to have the Front Desk staff start by June 1st, 2023.

C. Staff Training (New Roles)

CEO Myers explained that with the transitions in roles within the organization, the majority of staff will need training. Therefore, CEO Myers will be developing a training plan, to ensure staff are brought up to speed with their new responsibilities.

D. Stanislaus Eligibility Center (SEC) Program Changes

CEO Myers discussed some changes that were made to the SEC program. The changes were made to increase production time and decrease travel time for the staff. The following changes were recommended by Marilyn Cole, after assessing the management and operations of the SEC. Changes include dropping all interviews in the City of Ceres and bringing Ceres residents to Modesto for their in-person interviews. Conducting renewal interviews over the phone speeds up the process and provides more convenience to MOVE's clients. Increasing the number of phone interviews while also increasing time during the week for eligibility staff to complete their determination write-ups. Additionally, eligibility staff will no longer be waiting with the clients for the bus to pick them up.

CEO Myers and Phil McGuire recently attended a meeting with the Transit Agencies, intending to address three key items. The first item was addressing the daily determination reports. This is duplicate information MOVE was sending to the transit agencies daily, which MOVE felt was unnecessary, the transit agencies agreed to eliminate the need for the report. The second item was implemented some time ago, which had MOVE staff scheduling rides for clients to attend their MOVE interview appointments. This meant that MOVE staff would go into the transit agencies database Ecolane and schedule the rides for clients. MOVE asserted that this is the responsibility of the transit agency to schedule rides in their system and they agreed to take back the responsibility. The third item MOVE addressed with the transit agency was the need for an interface, which would connect MOVE's eligibility software to the transit agency's Ecolane software to sync the data between systems. StanCOG has agreed to do the research and determine the cost to create and implement the interface. The primary cost for this project will be the development of the interface. Due to the fact that both of our local transit agencies use the Ecolane software, there may be an annual cost associated with implementing the interface, imposed by Ecolane.

E. Catholic Charities Program Update



MOVE conducted a meeting with the incoming Catholic Charities administrative staff. During that meeting on May 11, 2023, the CC staff met their new Director, Kristin Bragg, who reviewed the overall operations and requirements for this program. The incoming staff members were excited about joining MOVE and being supported in serving their clients. The Catholic Charities ride program serves Stanislaus County residents who are fifty years old and above, with disabilities who are unable to utilize ADA Paratransit.

F. Partnership Development

CEO Myers expressed that partnership development is one of her highest priorities. CEO Myers has an upcoming appointment scheduled to meet with Margie Palamino the Director of Stanislaus County Aging and Veteran Services as well as a meeting scheduled with Wayne York of Turlock Transit in June and will follow up to meet with Jean Foletta who is currently working with StanCOG. She has also met with Melinda Gonser with Valley Mountain Regional Center this past month. CEO Myers is eager to build those relationships to see how to best work together to provide services to the Stanislaus community.

G. Staff Outreach

MOVE staff recently attended the Stanislaus Healthy Aging Association's annual Age with Movement event. Providing information about our services to over 80 seniors in attendance.

H. Vehicle Purchase Update

The upcoming vehicle purchase is also a high priority. CEO Myers will be working with Phil McGuire and Director Kristin Bragg to purchase the new vehicle by the beginning of the 2023-24 fiscal year beginning in July 2023.

9. Comments by Rosa De Leon Park (Ex-Officio)

Monica Streeter attended as a representative of StanCOG, stating that Rosa De Leon Park was not available to attend this afternoon. Ms. Streeter shared that she had no formal comment, however, wanted to express to MOVE and the Board that they are happy to continue supporting MOVE and the services we provide.

10. Comments by Board Members

Director Vargas mentioned that the Board was intending to plan a working retreat for strategic planning, she asked about moving forward. CEO Myers, suggested that she could present a plan and consider a time during early fall to get the Board of Directors together for this purpose.

11. Board Meeting Schedule



Discussion: During the previous Board of Directors meeting held on April 25, 2023, it was proposed by Director Maisetti that the MOVE Board meetings be moved to 10:00 AM continuing on the third Tuesday of each month, to accommodate the schedule of Director Aguilera who currently has back-to-back meetings on Tuesday afternoons. MOVE's Board of Directors agreed to vote on moving the meetings to 10:00 AM on the third Tuesday of each month.

Motion: Vice Chair Lambaren made a motion, seconded by Director Maisetti to change the MOVE Board of Directors Meetings from the third Tuesdays at 1:00 PM to third Tuesdays at 10:00 AM.

Passed: Unanimous

12. Information Items (Meagan Myers)

A. MOVE Open House is tentatively scheduled to occur on June 29th from 10:00 a.m. to 2:00 p.m.

CEO Myers discussed moving the open house event to later in the summer when people are returning from summer vacations. This also allows MOVE to focus on implementing the new Catholic Charities ride program before the open house event. The Board agreed to push it to a later date, which will be discussed in follow-up meetings.

13. Adjournment

The meeting adjourned at 2:12 PM

Next Scheduled Board Meeting:

June 20, 2023 at 1:00 p.m.
4701 Sisk Road Ste. 201
Modesto, Ca 95356



DATE: June 20, 2023
TO: MOVE Board of Directors
FROM: Phil McGuire, CEO
RE: Consulting Agreement Amendment with Marilyn Cole **Agenda Item: 5**

Discussion:

Marilyn Cole is a consultant who has done extensive work with MOVE over the years. At the December 2022, meeting the Board amended her agreement to adjust slightly the funds available during the current fiscal year. Ms. Cole has been instrumental in the installation of the new Assisted Rides software as well as other aspects of the transition of the Catholic Charities service to MOVE. She has also been a substantial contributor to refinements to the ADA Eligibility (SEC) process in recent months. The combination of these efforts has exceeded initial estimates of the time required to accomplish these tasks. Further, she will continue to be an essential resource to MOVE through the completion of these tasks and other ongoing work.

The most intense and time-consuming portion of the necessary consulting work in the Catholic Charities transition will occur during June 2023, as the software goes online and staff training and support is required, it is necessary to add funds to Ms. Cole's contract to allow her to complete this work. The contract already contains provisions for her to continue consulting into future years on an as needed basis with amounts specified. Those amounts are not proposed to be amended at this time.

Fiscal Impact:

The proposed agreement with Marilyn Cole currently includes \$25,000 for FY 22-23. This proposed contract amendment would add \$15,000 to that amount for the current fiscal year resulting in a total available of \$40,000 for FY 22-23.

Recommendation:

It is recommended that the MOVE Board of Directors:

Approve a First Amendment to the Standard Agreement with Marilyn Cole and authorize the CEO to undertake any actions necessary to implement the agreement.

Attachment:

Draft Standard Agreement with Marilyn Cole for consulting services.



MOVE Stanislaus Transportation

FIRST AMENDMENT TO STANDARD AGREEMENT

THIS FIRST AMENDMENT TO STANDARD AGREEMENT, is made and entered into this 20th day of JUNE, 2023, at Modesto, California, by and between MOVE Stanislaus Transportation, a nonprofit corporation (hereinafter "MOVE"), and Marilyn Cole, a Washington sole proprietorship (hereinafter "Contractor").

The Parties agree to Amend the FIRST AMENDMENT TO STANDARD AGREEMENT regarding the following specific provisions:

RECITALS:

1. Contractor represents that it is uniquely qualified to provide technical consulting services; and,
2. Contractor is uniquely qualified to assist with technology implementation; and,
3. Contractor possesses the expertise and familiarity with MOVE to provide consulting services on a variety of MOVE programs; and
4. Contractor entered into a Standard Agreement with MOVE on December 20, 2022; and,
5. MOVE desires to amend said Agreement only as sated below,

NOW, THEREFORE, the parties agree to amend Section 5 as follows:

5. Consideration: The total sum billed under this Agreement shall not exceed the amount of \$40,000 in Fiscal Year 2022/23, and \$30,000 in Fiscal Year 23/24 including all costs, overhead, and fixed fee expense up to the specified amount, shall constitute full and complete compensation for Contractor's services. Should the extensions be exercised, the sum billed shall not exceed \$30,000 in Fiscal Year 2024-25 and \$30,000 in Fiscal Year 2025-26. , MOVE shall pay Contractor for services rendered pursuant to this Agreement in accordance with the provisions contained in Exhibit "A." The payments specified in Exhibit "A" shall be the only payments made to Contractor for the services rendered pursuant to this Agreement unless otherwise agreed to by both parties in writing. All direct costs billed shall be specifically identified. Any travel costs shall not exceed the per diem and mileage rates established by the IRS. Any direct costs not specifically identified in the Agreement budget cannot be reimbursed.

IN WITNESS WHEREOF, THE PARTIES HAVE ENTERED INTO THIS AGREEMENT AS OF THE DATE HEREIN ABOVE APPEARING:



MOVE STANISLAUS TRANSPORTATION, Inc.

Jenny Kenoyer, MOVE Board of Directors Chair

MARILYN COLE

Marilyn Cole



DATE: June 20, 2023
TO: MOVE Board of Directors
FROM: Phil McGuire, Chief Executive Officer
RE: Consulting Contract Fourth Amendment

Agenda Item: 6

Discussion:

The consulting agreement between MOVE and McGuire Management Consultancy was amended by the Board of Directors on March 21, 2023. Additional funds were added to the agreement with the expectation that work under the agreement would greatly diminish with the imminent selection of a new Chief Executive Officer (CEO). That did not occur as intended, thus extending the time required to arrive at the final selection of a new Executive. In the meantime, McGuire initiated a number of new efforts to improve the structure and operation of MOVE. These included the selection and installation of a new transportation management software platform, major changes to the FY 24 budget and its supporting process, and a reorganization of the office to provide for improved management by a new CEO.

The termination of the contract of the previous CEO resulted in a decision by the Board of Directors to reappoint Phil McGuire to the position of CEO for an undetermined period of time. In the previous "Interim" role, McGuire served as a contract employee. This relationship was analyzed by Clint Miller, MOVE accounting consultant, and considered by McGuire. Even considering California's new laws regarding contract employees, this arrangement was determined to fit the contractor definition, especially in light of the "Interim" designation as well as the understood short-term duration of the arrangement. The new appointment does not include that designation and it also extends into the future for an indefinite period of time. The conclusion is that to continue in the CEO role, McGuire must be treated as an employee rather than a contractor to avoid any audit issues.

This very situation occurred for McGuire as CEO of StanRTA in 2021. In that situation, McGuire was an employee with a set salary (proposed here to be based upon a 24-hour work week) and included mandated benefits such as holidays but no medical, dental, retirement, etc. But it did include a set number of paid days off during the contract employment period. This worked very well.

The new arrangement is proposed to work in the same manner. McGuire would be paid a salary unadjusted regardless of time spent on the job, receive mandated paid holidays, etc., and proposes to be compensated for two three-day off periods during any six-month period of the agreement.

Fiscal Impact:

The proposed Fourth Amendment would add \$30,000 to the agreement for the remainder of FY 23. It would also add \$136,000 to the contracted amount for FY 24.



Recommendation:

It is recommended that the Board of Directors:

Approve the Fourth Amendment to the Agreement between MOVE and McGuire Management Consultancy.

Attachment:

Proposed Fourth Amendment to the Agreement between MOVE and McGuire Management Consultancy.



MOVE Stanislaus Transportation

FOURTH AMENDMENT TO STANDARD AGREEMENT

THIS FOURTH AMENDMENT TO STANDARD AGREEMENT, is made and entered into this 20th day of June, 2023, at Modesto, California, by and between MOVE Stanislaus Transportation, a nonprofit corporation (hereinafter "MOVE"), and McGuire Management Consultancy, a California sole proprietorship (hereinafter "Contractor").

The Parties agree to Amend the THIRD AMENDMENT TO STANDARD AGREEMENT regarding the following specific provisions:

RECITALS:

6. Contractor represents that it is uniquely qualified to serve as Chief Executive Officer (CEO) based upon extensive CEO experience; and,

7. Contractor is uniquely qualified to lead MOVE through program refinements and to support the organization through a period during which a permanent CEO may be selected; and,

8. Contractor support following selection of a new Chief Executive Officer may be necessary to ensure a smooth transition to attaining full technical capability,

9. MOVE desires to amend said Agreement only as stated below:

NOW, THEREFORE, the parties agree:

To amend Section 5 of the Agreement as follows:

10. Consideration: The total sum billed under this Agreement shall not exceed the amount of \$25,000 in Fiscal Year 2019/20, \$26,000 in Fiscal Year 2020/21, \$27,000 in Fiscal Year 2021/22 including all costs, overhead, and fixed fee expense up to the specified amount, shall constitute full and complete compensation for Contractor's services. The extensions shall be exercised. The sum billed shall not exceed \$140,000 in Fiscal Year 2022/23 and \$165,000 in Fiscal Year 2023/24 unless later amended to reflect changes to the Scope of Work. MOVE shall pay Contractor for services rendered pursuant to this Agreement in accordance with the provisions contained in Exhibit "A." The payments specified in Exhibit "A" shall be the only payments made to Contractor for the services rendered pursuant to this Agreement unless otherwise agreed to by both parties in writing. All direct costs billed shall be specifically identified. Any travel costs shall not exceed the mileage rates established by the IRS.

To amend McGuire Management Consultancy Scope of Work as follows:



Exhibit A

McGuire Management Consultancy Scope of Work

McGuire Management Consultancy will provide general management consulting services to MOVE Stanislaus Transportation nonprofit corporation. These services will include:

The Scope of Work is amended to include the following provisions:

- Phil McGuire shall serve in the capacity of CEO of MOVE from June 1, 2023, through a period of at least six (6) months or until the selection and successful appointment of a new permanent CEO to assume responsibility for the management of MOVE;
 - In the capacity of CEO, McGuire shall have all of the responsibilities and authority typical of the CEO position.
 - McGuire shall work directly with the Board of Directors to ensure that decisions made by him are in accordance with the long-term goals and expectations of the organization.

The Billing and Rate Structure is amended to include the following:

Billing and Rate Structure

Philip McGuire, doing business as McGuire Management Consultancy, will become an employee of MOVE effective June 1, 2023. McGuire will be an employee based upon 24 hours per week of work and paid accordingly based upon the hourly rate previously agreed upon by MOVE (\$250.00 per hour). The corresponding weekly payroll rate shall be \$6,000. In addition, McGuire shall be compensated for apartment rental at the rate of \$1,800 per month effective July 1, 2023, and continuing through the term of the agreement. Also included would be compensation for two three day time off periods per six months. Other direct expenses including employee mileage or incidentals will be billed at cost.

IN WITNESS WHEREOF, THE PARTIES HAVE ENTERED INTO THIS AGREEMENT AS OF THE DATE HEREIN ABOVE APPEARING:

MOVE STANISLAUS TRANSPORTATION, Inc.

Jenny Kenoyer, MOVE Board of Directors Chair

MCGUIRE MANAGEMENT CONSULTANCY

Philip McGuire, McGuire Management Consultancy