

## Board of Director’s Meeting Minutes

**Meeting Date/Time:** December 21, 2023 - 6:30 – 9:00pm

**Members:** Kathleen Mozak (Chair), Mike Allemang (Treasurer), Jesse Miller (Secretary), Chris Allen, Simi Barr, Rich Chang, Julie Grand, Susan Pollay, Kyra Sims

**Location:** Ann Arbor District Library (4<sup>th</sup> Floor), Virtual attendance available via Zoom

Chairwoman Mozak called the meeting to order at 6:30pm

<b>Agenda Item</b>
<b>1. OPENING ITEMS</b>
<p><b>1.1 Approve Agenda</b></p> <p>Mr. Barr motioned to accept the agenda, seconded by Mr. Allemang.</p> <p>All in favor of approving the agenda:</p> <p style="margin-left: 20px;">Mr. Mike Allemang: Yes            Mr. Chris Allen: Yes            Mr. Simi Barr: Yes            Mr. Rich Chang: Yes            Ms. Julie Grand: Yes            Mr. Jesse Miller: Yes            Ms. Susan Pollay: Yes            Ms. Kyra Sims: Yes            Chairwoman Kathleen Mozak: Yes</p> <p>The approval of the agenda passed unanimously.</p> <p><b>1.2 Public Comment</b></p> <p>No Public Comment.</p> <p><b>1.3 General Announcements</b></p> <p>Chairwoman Mozak introduced and welcomed Ms. Julie Grand who was recently appointed to the Board from the City of Ann Arbor.</p> <p>Mr. Carpenter shared that Mr. Jeffrey Pfeifer will be joining the organization in January as the Public Affairs Manager.</p>
<b>2. CONSENT AGENDA</b>
<p><b>2.1 Board Meeting Minutes <del>October 19, 2023</del> November 16, 2023</b></p> <p><b>2.2 Committee Meeting Summaries</b></p> <p><b>2.3 Safety Committee Minutes Approval</b></p>

Chairwoman Mozak shared that the Consent agenda 2.1 Board Meeting Minutes were erroneously listed as October 19, 2023 instead of November 16, 2023. The correct draft minutes were included in the packet, so no other changes were needed.

Mr. Barr motioned to approve the Consent Agenda, seconded by Ms. Pollay.

All in favor of approving the Consent Agenda:

Mr. Mike Allemang: Yes  
Mr. Chris Allen: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Ms. Kyra Sims: Yes  
Chairwoman Kathleen Mozak: Yes

The approval of the Consent Agenda passed unanimously.

### **3. OWNERSHIP LINKAGE**

#### **3.1 Open Dialogue Task Force Updates**

Mr. Chang shared that Mr. Carpenter and Chairwoman Mozak attended the December 18th Ann Arbor City Council meeting and Mr. Carpenter provided a brief update to City Council. Plans to meet with Ypsilanti Mayor Brown in the new year are still in progress.

### **4. MONITORING**

#### **4.1 Ends (Policy 1.0) Introduction**

Ms. Njuki introduced the Ends (Policy 1.0) monitoring report to the board – the Ends are the Board's strategic goals for the organization and the monitoring period took place during fiscal year 2023 (October 2022 – September 2023). The Board will receive a copy of the monitoring report and accompanying feedback survey over the next few weeks. A decision on compliance level will be determined at the January Board meeting.

Ms. Njuki fielded several board questions regarding clarifying CEO notes made and a board member's request, will be sending out information on sample sized data used within the report.

### **5. POLICY**

#### **5.1 Annual Plan of Work**

Chairwoman Mozak introduced suggestions from the Governance Committee for Annual Plan of work topics – after discussion and input of priorities from Board members it was determined that the Current Work Plan would remain the same and General Education Topics were reordered as follows:

Advocacy under Policy Governance  
Post Pandemic Trends  
Ridership  
Multi-jurisdictional consideration (local and regional)  
Differences between AAATA communities (POSA's)  
Environmental Standards (policy development)  
RTA  
Policy Development Education

## 5.2 Annual Policies for Review

Chairwoman Mozak shared that upon the conclusion of the Monitoring Task Force, it was determined that the ongoing work of policy monitoring would include scheduled reviews of policies. The Governance Committee and Ms. Njuki created a multi-year chart outlining a policy review schedule. It was noted that Policy 3.0 Governance Process needed to be added to the chart.

## 5.3 Policy 3.2.6 (CEO Compensation)

Chairwoman Mozak shared that the Governance Committee had reviewed Policy 3.2.6 (CEO Compensation) and recommended the draft Resolution for proposed adjustment to the CEO's compensation for approval by the Board.

Mr. Miller motioned to accept the Resolution, seconded by Mr. Allemang

All in favor of approving the proposed adjustment to the CEO's compensation:

Mr. Mike Allemang: Yes  
Mr. Chris Allen: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Ms. Kyra Sims: Yes  
Chairwoman Kathleen Mozak: Yes

The approval of the proposed adjustment to the CEO's compensation passed unanimously.

## 6. BOARD EDUCATION/DISCUSSION

## 7. OPERATIONAL UPDATES

### 7.1 Long-Range Plan Update

Mr. Yang shared with the Board an overview / update presentation of the Long-Range Plan ([Board packet, pg. 65](#)) which was approved by the Board in July 2022. The Long-Range Plan had included a working guideline for future development of projects and Mr. Yang was able to provide status updates for larger projects and service implementations.

### 7.2 Bond Financing Discussion

At the October and November Board meetings, members had inquired about the use and feasibility of bond financing. Ms. Reed provided information to share key points about bond financing: state law limits financing to only self-liquidating revenue bonds, revenue bonds are secured by operating revenue (fares), creditworthiness would need to be established, and revenues to pay for debt service would require an increase in millage or other funding to balance the budget. Her conclusion was to recommend continuing to pursue other, more accessible sources of funding.

Board members thanked her for the thorough response to the bond financing questions.

### **7.3 Zero-Emission Bus Discussion**

Mr. Carpenter provided an update/ change to his initial Hydrogen Pilot recommendation with the additional information on also buying hybrid diesel / electric bus to replace aging diesel buses ([Board Packet, pg. 119](#)). After board requests to consider alternative options to incorporate reductions faster, staff researched and found improved hybrid diesel / electric bus technology. Mr. Carpenter shared that with the Hydrogen Bus Pilot old diesel buses will still need to be replaced and the option of replacing old buses with hybrids would allow for more outside funding and faster emission reductions. Mr. Lundquist responded to Board questions for more detail on the technological and safety improvements related to batteries used in hybrid buses.

### **7.4 FY23 Q4 Service Report**

Mr. Brooks presented the FY23 Q4 Service Report and highlighted an 11% onboarding increase over the past year, a 20% decrease in preventable accidents and fixed ridership at 79% of pre-pandemic levels. Service denials have continued to decrease, and A-Ride and Gold-Ridership is at 86% of pre-pandemic levels. He also shared that on-time performance has reached 82% which is higher than the industry standard of 75-78%. He thanked staff for their continued work in providing quality service to the community.

### **7.5 CEO Report**

Mr. Carpenter presented the monthly CEO report and noted a recent incident of a reported missing child (who returned home) and thanked Operations staff for their efforts to assist.

## **8. EMERGENT ITEMS**

### **8.1 Alternative Board Meeting Locations**

Chairwoman Mozak shared that at the Board's request, staff had investigated alternative locations to hold a board meeting in the Ypsilanti area and were recommending the Riverside Arts Center in Ypsilanti be used for the February Board meeting.

Mr. Chang motioned to accept the recommendation for the February Board meeting to be held at the Riverside Arts Center in Ypsilanti, seconded by Mr. Miller.

All in favor of accepting the recommendation for the February Board meeting to be held at the Riverside Arts Center in Ypsilanti:

Mr. Mike Allemang: Yes  
Mr. Chris Allen: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Ms. Kyra Sims: Yes  
Chairwoman Kathleen Mozak: Yes

The recommendation was accepted and passed unanimously.

The meeting location information will be updated on the website and publicly posted.

## **9. CLOSING ITEMS**

### **9.1 Action Item Recap**

Ms. Nuki will be sending more information to the Board about the sample size of some of the surveys used in the Ends report, the annual plan of work was approved, and the annual policies for review will be updated.

### **9.2 Topics for Next Meetings**

Ends (Policy 1.0) Review  
Zero-Emission Bus Decisions

### **9.3 Public Comment**

No Public Comment.

### **9.4 Adjournment**

Mr. Allen motioned to adjourn the meeting, seconded by Mr. Miller.

All in favor of adjourning the meeting:

Mr. Mike Allemang: Yes  
Mr. Chris Allen: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Ms. Kyra Sims: Yes  
Chairwoman Kathleen Mozak: Yes

Chairwoman Mozak adjourned the meeting at 9:16pm.

Respectfully Submitted by Deborah Holt

ADOPTION OF ADJUSTMENT TO COMPENSATION OF CHIEF EXECUTIVE OFFICER

WHEREAS, the Board of Directors of the Ann Arbor Area Transportation Authority has conducted and concluded a positive performance appraisal of the Chief Executive Officer, Matthew Carpenter for the fiscal year of 2023 as of June 2023. and

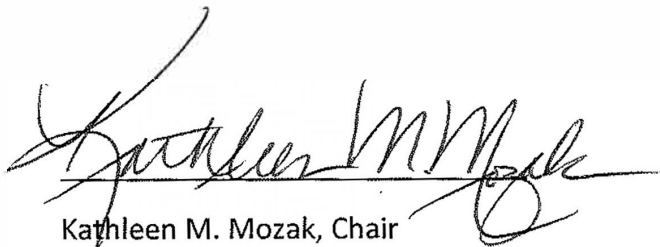
WHEREAS, in light of the fact that the CEO has received only one raise in 5 years, and

WHEREAS, the Board of Directors desires to adjust the total compensation of Mr. Carpenter, and

WHEREAS, the adjustment must be approved through the Board of Directors by a resolution;

NOW THEREFORE, BE IT RESOLVED that the Board of Directors hereby approves an adjustment to Mr. Carpenter's for the fiscal year 2024, as follows:

- A 4.9% cost of living increase to his base salary
- A 3.1% merit increase to his base salary
- The increase retroactive to October 1, 2023
- All other terms per Mr. Carpenter's employment agreement remain unchanged.



Kathleen M. Mozak, Chair

December 21, 2023



Jesse Miller, Secretary

December 21, 2023

## SAFETY COMMITTEE MEETING MINUTES

9. Overhead Garage Door
- Incident under investigation.
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### E. Education/Training

- Bloodborne Pathogens
    - Discussion on OSHA requirements and categorization.
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### F. Committee Comments

- None
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### G. Department Reports

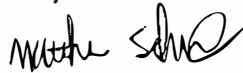
1. Administration: None
  2. Facilities Services: None
  3. Fleet Services: None
  4. Operations: Updates on road work and driver compartment barriers.
  5. Service Crew: None
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### H. Adjournment

- Motion By: Delisa Brown
  - Seconded By: Howard Whiteside
  - Time: 3:10 PM
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Respectfully Submitted,

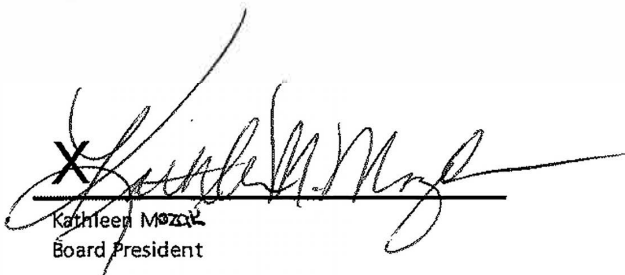
Matthew Schultz



Matt Carpenter  
CEO



Jesse Miller  
Board Secretary



Kathleen Mozak  
Board President