

Board of Director's Meeting Minutes

Meeting Date/Time: January 25, 2024 - 6:30 – 9:00pm

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

Location: Ann Arbor District Library (4th Floor)
Virtual attendance available via Zoom

Chairwoman called the meeting to order at 6:30pm

Agenda Item
1. OPENING ITEMS
1.1 Approve Agenda
Mr. Carpenter noted that Mr. Pfeifer was unable to attend the meeting and requested his introduction be removed from the agenda (1.2.1) and will be on the February agenda.
Mr. Allemang motioned to accept the amended agenda, seconded by Mr. Barr.
All in favor of approving the amended agenda:
Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Kyra Sims: Yes
Chairwoman Kathleen Mozak: Yes
The approval of the amended agenda passed unanimously.
1.2 Public Comment
Jim Mogensen shared the University of Michigan had identified challenges with students needing transportation to the airport and in addressing the issue it may impact AirRide for the larger community. He encouraged the organization work with other transit systems in the area to see how they handle extreme weather challenges and in closing noted prior challenges with hybrid buses and funding.
1.3 General Announcements
Chairwoman Mozak shared that longtime Local Advisory Council member, Jody Burton Slowins, had passed away in December. Ms. Burton Slowins made many contributions to the community and she will be missed.
1.2.1 Introduce Jeff Pfeifer

2. CONSENT AGENDA

2.1 Board Meeting Minutes December 21, 2023

2.2 Committee Meeting Summaries

2.3 Policy Monitoring Schedule Clarification

2.4 FY 2025 State Application Resolution (Required Approvals)

Mr. Chang motioned to approve the Consent Agenda, seconded by Ms. Sims.

All in favor of approving the Consent Agenda:

Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: 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 he is continuing to work on meetings with leadership at the City of Ypsilanti and Ypsilanti Township. He also shared he will be moving forward on a strategy plan for outreach with moral owners which will include utilizing data from a 2021 phone survey.

4. MONITORING

4.1 Ends (Policy 1.0) Monitoring Report

Mr. Carpenter provided an overview of the Ends Monitoring Report, which is an annual report on meeting the Board's overall outcomes and goals for the agency, along with the Board survey results. The monitoring report showed overall compliance with notations for partial compliance 1.1, 1.1.2, and 1.2 and 1.2.2 and non-compliance for 1.2.3. Progress on policy 1.2.3 will now be made with the recently filled position for Manager Public Affairs & Engagement as they will be working on advocacy and a legislative agenda.

Mr. Carpenter fielded questions from various board members regarding his interpretations and how evidence was gathered and used within the monitoring report.

After a robust discussion, Mr. Miller motioned to accept the Ends (Policy 1.0) monitoring report as (C) evidence of compliance with a reasonable interpretation for all items except policy items 1.0 and 1.3 where the interpretation is not reasonable, seconded by Mr. Allemang.

Ms. Pollay motioned to amend the motion to include 1.2.3 as partially compliant instead of non-compliant. There was no second to the motion.

All in favor of accepting the Ends (Policy 1.0) monitoring report as (C) evidence of compliance with a reasonable interpretation for all items except policy items 1.0 and 1.3 where the interpretation is not reasonable:

Mr. Mike Allemang: Yes
Mr. Chris Allen: No
Mr. Simi Barr: Yes
Mr. Rich Chang: No
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Kyra Sims: No
Chairwoman Kathleen Mozak: No

The vote was 4-Yes and 4-No, the motion did not pass.

Ms. Sims motioned to accept the report as (B) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with items noted in the report, seconded by Mr. Chang.

Mr. Mike Allemang: No
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: No
Ms. Susan Pollay: No
Ms. Kyra Sims: Yes
Chairwoman Kathleen Mozak: Yes

The motion to accept the Ends (Policy 1.0) monitoring report as (B) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with items noted in the report, passed by a vote of 5-Yes to 3-No.

The Board took a 10 minute recess.

5. POLICY

5.1 ID & Compensation

Chairwoman Mozak provided an informational overview on usage of Board ID badges, which can be used as bus passes for Board related work but according to bylaws, cannot be used for personal use as it would be considered compensation.

6. OPERATIONAL UPDATES

6.1 Zero-Emissions Bus Decision

Mr. Carpenter outlined details within the Board packet regarding the request for the Board to authorize to submit grant applications and other funding requests to help purchase 2 hydrogen fuel cell buses / equipment, 1 outdoor hydrogen fuel station, workforce training for staff and up to 8 hybrid buses/year to replace diesel buses. This request is to provide evidence of compliance with Construction Policy 2.10 in future monitoring reports.

Mr. Allemang motioned to authorize the CEO to submit grant applications and funding requests for low and zero emissions bus propulsion systems as outlined in the information provided to the board today and provide the Board monthly updates on project status, seconded by Mr. Allen.

All in favor of authorizing the CEO to submit grant applications and funding requests for low and zero emissions bus propulsion systems as outlined in the information provided to the board today and provide the Board monthly updates on project status:

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

The motion to authorize the CEO to submit grant applications and funding requests for low and zero emissions bus propulsion systems as outlined in the information provided to the board today and provide the Board monthly updates on project status passed unanimously.

6.2 Weather Related Service Disruptions

Mr. Brooks shared a brief presentation and video ([Board Packet, page 72](#)) related to a snow event on January 12, 2024 which necessitated the suspension of services after weather conditions deteriorated in a short period of time. While service cancellations are rare, the safety of staff and passengers is always the priority consideration when a decision is made.

6.3 Audit Update

Ms. Reed shared that the auditors were providing a first draft of financial reports which will be introduced to the Audit Task Force, followed by the Finance Committee. The Board will receive for review and full acceptance at the February Board meeting.

6.4 CEO Report

Mr. Carpenter referred to the CEO report in the packet and fielded a question from a Board member to clarify details within the staffing update as it relates to upcoming service enhancements.

7. BOARD EDUCATION/DISCUSSION

7.1 Introduce Susan Radwan

Ms. Susan Radwan was introduced as the new Governance consultant. She shared a brief presentation on the Policy Governance method ([Board Packet, page 80](#)).

8. EMERGENT ITEMS

9. CLOSING ITEMS

9.1 Action Item Recap

The Board requested that with the authorization of the zero-emissions grant and funding request applications, they receive regular updates on the process.

9.2 Topics for Next Meetings

Audit Update
Financial Conditions (2.5)
FY24 Q1 Financial Report

9.3 Public Comment

No public commenters.

9.4 Adjournment

Ms. Pollay motioned to adjourn the meeting, seconded by Mr. Barr.

All in favor of adjourning the meeting:

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

Chairwoman Mozak adjourned the meeting at 9:04 pm.

Respectfully Submitted by Deborah Holt