

Board of Directors Meeting Summary

Meeting Date/Time: October 17, 2019, 6:30-9:00pm

Location: Ann Arbor District Library, 343 South Fifth Avenue, 4th Floor, Ann Arbor, MI 48104

Board Member Attendees: Mike Allemang (remote), Raymond Hess, Eric Mahler (Chair), Jesse Miller, Kathleen Mozak-Betts, Kyra Sims, Sue Gott, Roger Hewitt (remote), Ryan Hunter

AAATA Staff Attendees: Matt Carpenter (CEO), Bryan Smith, John Metzinger, Tim Sanderson

Chairman Eric Mahler called the meeting to order at 6:31 p.m.

1. OPENING ITEMS
<p>1.1 Approve Agenda Approval of the agenda was moved by Ms. Sue Gott, supported by Ms. Kyra Sims. The agenda was approved unanimously.</p>
<p>1.2 Public Comment None</p>
<p>1.3 General Announcements Kyra Sims announced that she will be unable to attend November’s Board or Governance Committee meetings. Chairman Mahler announced that he will not be able to attend November’s Board meeting either.</p>
2. CONSENT AGENDA
<p>Approval of the consent agenda was moved by Mr. Raymond Hess, seconded by Ms. Sims. The motion carried.</p>
<p>2.1 Minutes</p>
3. POLICY MONITORING & DEVELOPMENT
<p>3.1 Committee Reports</p>
<p>3.1.1 Governance Committee Chairman Mahler highlighted the Governance Committee’s discussion of Board Education and the Annual Plan of Work. Mr. Allemang added that later in the meeting he will discuss reasonable interpretation. Chairman Mahler reported that Mayor Taylor is considering the three Board candidates, and he will reach out to Mayor Taylor for an update. Ms. Kathleen Mozak-Betts sought clarification regarding attendance at the Transportation Commission Meetings. Chairman Mahler explained that if a Board member would like to attend a meeting, she does not need to inform the Board to speak on behalf of themselves. CEO Carpenter explained the he is the only AAATA staff member permitted to attend on behalf of AAATA as he is the only staff member that has been approved by the Board, and he cannot delegate that to another staff member.</p>

3.1.1.1 Annual Work Plan

Chairman Mahler walked the Board through the Annual Work Plan.

It was announced that Ms. Gott and Stephen Dolen will present to the Board in December (rather than November). Chairman Mahler would like to have 6 speakers over the course of the annual work plan and invited Board members to offer suggestions for speakers and topics.

Ms. Gott would like to hear about innovative funding as a topic with nontraditional transit sources being of particular interest.

Chairman Mahler would like to repopulate the Resource Allocation Task Force and asked if anyone is interested in that, to please let him know. He also reviewed the task forces, committees, and their topics.

Mr. Mike Allemang asked for further information about Ms. Gott and Stephen Dolen's presentation. Ms. Gott explained they would give an update on information regarding land use and mobility within the UofM campus.

Mr. Allemang discussed the financial reporting presentation that Mr. Metzinger presented to the Finance Committee and expressed his wish to have it presented to the Board earlier in the year. Chairman Mahler suggested moving this to February or March of 2020. Mr. Metzinger agreed that was a good idea.

Ms. Gott mentioned that they used to avoid August as a month to avoid for Board and Committee meetings. Chairman Mahler discussed July and put it up for discussion to potentially not have the July 2020 meeting. CEO Carpenter expressed that he would like to get the draft budget to the Board in June, in which case skipping July may be fine.

Chairman Mahler asked to move up the Treasurers Role discussion to earlier in the calendar. He explained that topic will require updating the Articles of Incorporation, bylaws, and getting in front of all three of the legal owners. He might put that on the Governance Committee much sooner.

CEO Carpenter announced that he has identified two out-of-town conferences for the Board to attend that are Board member conferences via APTA and Governance Policy Association.

Mr. Ryan Hunter asked when the discussion of the Treasurer's Role would be revisited, and Chairman Mahler suggested Q2.

Ms. Sims suggested having fare policies discussed in both the Service and Finance Committees.

Jesse Miller agreed with Ms. Sims that the fares policies should perhaps be assigned to multiple committees or task forces. Chairman Mahler expressed that he would like to push the topics into Committees rather than task forces. He said he is happy with it going to Finance as well. Ms. Mozak-Betts expressed she has happily accepted the fares policy as a responsibility and the Service Committee has already begun some of the work. Mr. Roger Hewitt expressed feeling that the Service Committee can take care of the construction policy fairly quickly, in the next month or so. He is fine with keeping it within the Service Committee. Mr. Allemang voiced that the main focus of restructuring the fares is more of a service consideration than

a finance consideration. Ms. Gott expressed enjoying the launch and has no concerns about making the continued commitment. Mr. Miller expressed that his comfort level could be raised if he was more informed about the process, not just getting information when it is time to vote. Ms. Mozak-Betts mentioned that as long as quorums are taken into consideration, she would like to continue the effort of allowing all Board members to attend other Committee meetings.

3.1.2 Finance Committee

Mr. Allemang reported that the meeting mainly focused on the presentation given by John Metzinger with quite a bit of discussion after that. He debriefed the meeting discussion highlighted in the meeting summary. He pointed out that some other items that could be involved in the discussion would be internal reporting. He would like feedback from the Board to know on what topics they would like to have Mr. Metzinger to present.

Chairman Mahler asked Mr. Metzinger to recirculate his issue brief on how debt is able to be used legally.

3.1.3 Service Committee

Mr. Hewitt discussed the executive limitations concerning construction and described the concern about what could go wrong and what the process would be. He feels that all were able to voice their concerns with the assistance of Rose Mercier and informed the Board that these general areas of concern are described thoroughly in the Committee meeting summary.

3.2 Monitoring Report: 3.3 Board Member's Code of Conduct; 4.1 Unity of Control; 2.0 Global Executive Limitations

Chairman Mahler pointed out that the Board of Conduct feedback reflects that the Board feels they are conducting themselves well; Unity of Control feedback was positive as well.

Mr. Miller asked if there were disclosures for the 3.3 policy, and if they were presented to the Board. Mr. Metzinger described that this is on the Board's plan of work to collect those and present them in January. Mr. Miller sited that with further understanding he should have said he has nothing to report as a conflict and is therefore in compliance.

Regarding 2.0 Global Executive Limitations, Chairman Mahler expressed that the Board feels they are also doing well on that.

3.3 LAC Report

Larry Keeler provided highlights of the LAC meeting as outlined in the LAC meeting summary.

Ms. Mozak-Betts made a correction that the new Manager of Mobility Services is Michelle Willis' title, and she did not take over for Bill De Groot.

3.4 Ends Policies

3.4.1 Task Force Report

Mr. Allemang pointed out the following:

- The best items to focus on are on page 34 and 35 of the Board Meeting packet.
- There are a couple of comments where the task force didn't completely agree with what should be done.
- The vision statement at the very beginning using the term "globalized world" may be eliminated.
- Another item to take out may be 1.4, as it may be redundant and not needed.

Mr. Hewitt said on 1.4, he thinks an argument can be made either way to leave it or omit it. He feels it is a very broad statement.

CEO Carpenter pointed out the additional pamphlet that was given to the Board at their stations that includes strike throughs as well as comments.

Chairman Mahler asked if there is an alternative to the phrase “globalized world” or would it be eliminated altogether. Mr. Hewitt suggested it should say our “service area”.

CEO Carpenter pointed out that the vision statement is for more context for the Board, not to be reported on.

Mr. Miller expressed that “visitor and workers” were already addressed in 1.3. Ms. Mozak-Betts said that perhaps it should just say “ridership” instead of visitors and workers or residents.

Mr. Allemang pointed out that the Ends are hoped to be approved in November and impressed the importance of being able to do so.

Further detailed discussion ensued on the edits to the Ends Report.

CEO Carpenter would like more clarity on whether he should just be providing data, or should he be taking more of an advocacy role, speaking on behalf of the Board. Ms. Sims would be in favor of a more advocacy role. Mr. Miller and Mr. Hess both agreed with Ms. Sims. Ms. Mozak-Betts expressed concerns of revolving Ends around CEO Carpenter and not a CEO in general.

Mr. Allemang cautioned about not getting too close to a Means rather than an Ends. Ms. Gott expressed being thrilled that this discussion is being had. She suggested to think about what the Board means by advocacy and what has been discussed regarding leadership. She asked that definitions of words be thought through carefully.

Chairman Mahler suggested taking further look into 1.3.5, replacing it with ridership versus coverage. Mr. Miller expressed not wanting to express that ridership is over coverage.

Mr. Hess asked, “How do we define the word public transportation?” Chairman Mahler said that previous discussions pointed to the best umbrella statement of “public transportation”, and the use of the term was deliberate.

Ms. Mozak-Betts expressed wanting to keep 1.4 in the Ends. Mr. Hewitt agreed generally that it should be kept in and in a prominent location in the policy manual. Mr. Allemang expressed no one in the task force has a problem with leaving it in.

Chairman Mahler asks that this dialogue be taken back by the task force and deciphered, and to circulate some drafts before the next meeting, at least one more go-around before it is voted on in the November Board meeting. Mr. Allemang agreed with the suggestion.

3.4.2 LAC Input (Verbal)

Chairman Mahler confirmed that this topic will be moved to the November Board meeting agenda as per Cheryl Weber’s request.

3.4.3 Monitoring Report Mock-up (Attachment)

CEO Carpenter walked through the mock-up and a discussion of reasonable interpretations with an example presentation. He highlighted areas of the report allowing for compelling data and statistical measures that can be tracked specifically, such as benchmarking with neighboring communities along with a national peer average. He expressed trying to consolidate the length of the report and asked for feedback. The final report will show up formally in December.

Chairman Mahler provided his interpretation of the defensible measures and standards priorities.

Ms. Mozak-Betts expressed that she will be looking over the report again with the education of the document that CEO Carpenter provided.

Ms. Gotts voiced that she finds the report concise and measurable.

Mr. Hewitt offered that he is most impressed by the data and numbers being put on items and that using statistics rather than just a narrative is impressive.

Ms. Sims announced that she prefers the second interpretation on pages 6-9. On page 10 she discussed wrestling with what the Board means by equity. She expressed that “can” low income people use the public transportation is more compelling than “are they”.

CEO Carpenter expressed the challenge with data (lag time for example) and there are limits to how far he can go with it.

Ms. Mozak-Betts asked what the definition is of low-income citizens. CEO Carpenter discussed coming up with a threshold, which currently is “Do you have a Medicaid or Medicare card?” He asked if providing a fare discount is a reasonable interpretation.

Mr. Allemang complimented the level of thought CEO Carpenter put into the report. He said it exceeds what he would expect.

Mr. Hess asked if this is to be monitored annually. CEO Carpenter said it’s annual but can be more often. Mr. Hess expressed that there will be lags in the data, and perhaps the data set will be better reflected in a report every 3-5 years.

CEO Carpenter pointed out ridership per capita as a data point that can be updated every year (data that is entirely in TheRide’s control to monitor) and would be important to show the relevance of TheRide. He also pointed out that a lot of the report kept coming back to fixed route ridership and paratransit.

4. STRATEGY & OPERATIONAL UPDATES: CEO

4.1 State Budget Update (Verbal)

CEO Carpenter stated that the State budget is approved except for the parts that are being haggled over and suggested that there may be a political risk putting public transit funding against road maintenance funding.

He informed the Board that transit budgets are locked in for the year and initiation planning on the D2A2 has begun.

4.2 CEO Report

CEO Carpenter added one addition to the CEO report verbally: the recent struggle with a website crash. It revealed fundamental problems with the website. He apologized to the community for any inconveniences the outage on October 14th may have caused and assured them that the situation is being addressed.

5. EMERGENT BUSINESS

No emergent business.

6. CLOSING ITEMS

6.1 Topics for Next Meeting

- Ends Revisions
- Treatment of Staff
- Quarterly Reports

6.2 Public Comment

Jim Mogensen discussed the transit orient development and how transit funding works. He also discussed metrics, numbers, and the manipulation of both. He proclaimed that the main routes are always going to win the argument between ridership and coverage.

Michelle Barney wanted to ask about the A-ride electronic reservations. She asked that planners consider a way info can be recorded on the electronic service to note places that need to be made a priority for a timely pick-up considering they close at a certain time and send individuals out into the weather. She also discussed alternative transportation options for patients.

6.3 Adjournment

Ms. Gott moved to adjourn the meeting, seconded by Ms. Sims. Chairman Mahler adjourned the meeting at 9.07pm.

Respectfully Submitted by: Keith Everett Book

Approved November 21, 2019