

## Monitoring Report: 2.10 Communication and Support to the Board

### Monitoring Period (Sept 2020- Feb 2021)

**Meeting: Board of Directors**

**Meeting Date: March 18, 2021**

INFORMATION TYPE
Decision
RECOMMENDED ACTION(S):
Board considers accepting the Monitoring Report as level B – Compliant except for items noted in policy 2.10.1 and 2.10.3
ISSUE BRIEF
<p>In accordance with the Board’s Policy Manual, I present the Monitoring report on Executive Limitation Policy 2.10 Communication and Support to the Board. This report consists of internal report information from staff. Policy 2.10 (previously 2.11) was recently monitored in October 2020 for a period ending in August 2020. This report covers the subsequent period of Sept 2020 to February 2021.</p> <p>I certify that the information is true and complete, and I request that the Board accept this as indicating an acceptable level of compliance.</p> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="text-align: center;"> <p><b>CEO’s Signature</b></p>  </div> <div style="text-align: center;"> <p><b>Date</b></p> <p>February 23, 2021</p> </div> </div>
BACKGROUND:
<p>TheRide’s Board of Directors establishes policies that define what methods are unacceptable to use to achieve expected results, called Executive Limitations. This monitoring report provides the CEO’s interpretations of those policies, evidence of achievement, and an assertion on compliance with the Board’s written goals. As with other monitoring reports, the Board decides whether the interpretations are reasonable, and the evidence is convincing.</p>
ATTACHMENTS:
<ol style="list-style-type: none"> <li>1. Monitoring report for Policy 2.10 Communication and Support to the Board.</li> </ol>

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 Fully Compliant    
  Partially Compliant    
  Incomplete

**POLICY 2.10.** The CEO will not permit the Board to be uninformed or unsupported in its work.

**Degree of Compliance: Partial Compliance**

**Interpretation**

The Board has fully interpreted this policy in the policies below. Compliance with those policies will constitute compliance with this policy.

**POLICY 2.10.1** The CEO shall not...Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.

**Degree of Compliance: Partial Compliance**

**Interpretation**

Since the board has comprehensively addressed the three types of information it requires for the informed accomplishment of its job – decision information, monitoring information, and incidental information – in the lower levels of this policy, compliance with them collectively will demonstrate compliance with this policy statement.

**POLICY 2.10.1.1** The CEO shall not...Neglect to submit monitoring data required by the Board in Board-Management Delegation policy “Monitoring CEO Performance” in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored, and including CEO interpretations consistent with Board-Management Delegation policy “Delegation to the CEO,” as well as relevant data.

**Degree of Compliance: Partial Compliance**

**Interpretation**

Timeliness with this policy will be demonstrated when complete Monitoring Reports are submitted for the Board’s consideration on the schedule determined by the Board in Appendix A of the Policy Manual. Accuracy and comprehensibility will be determined by the Board acceptance of the CEO’s interpretation and evidence.

**Evidence**

During the monitoring period, all monitoring reports were submitted on time except one (Policy 2.1) which was deferred. The table below illustrates the scoring of monitoring reports during the monitoring period.

Report Number	Scheduled Monitoring Date	Actual Monitoring Date	Board Conclusion
1.0	December 2020	December 2020	B. Is in compliance, except for items noted.
2.0	January 2021	January 2021	B. Is in compliance, except for items noted.
2.1	November 2020	Not monitored*	N/A
2.5	February, 2021	February, 2021	B. Is in compliance, except for items noted.

**\*Note:** Monitoring reports that were deferred during the pandemic will still be accounted for in future reports. Such reports will include broader monitoring periods in order to account for periods of deferment.

**POLICY 2.10.1.2** The CEO shall not...Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the Board’s monitoring schedule.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when there is a record of written notice or a record in board minutes of verbal notice provided to the Board or Governance Committee of policy non-compliance of which they become aware done at the soonest practical time.

**Evidence**

During the monitoring period the CEO has noted instances of non-compliance in written monitoring reports. The table below shows instances where the CEO has reported partial compliance or non-compliance with Executive Limitations or Ends during the monitoring period.

Partial or non-compliant item	Date of board report	Manner of report	Audience
Ends Policy 1.1, 1.2 & 1.3	December 17 <sup>th</sup> , 2020	Monitoring report	Full board
Policy 2.0	January 21 <sup>st</sup> , 2021	Monitoring report	Full board
Policy 2.5.5.1	February 18 <sup>th</sup> , 2021	Monitoring report	Full board

**POLICY 2.10.1.3** The CEO shall not...Allow the Board to be without decision information required periodically by the Board, including the agency and situational context and implications for a decision.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when staff provide adequate information for Board members when the Board is making a decision it has reserved for itself via policy (as opposed to staff decisions). Those Board decisions are changes to policy, millage (tax) rate, or fares; and approval of annual budgets, meeting schedules, CEO compensation and employment contract, real estate transactions, and Costs of Governance (3.8.3).

The presence of information is determined by the inclusion of information in Board meeting packets, and via the verbal discussions surrounding those decisions. The adequacy of the information, including context and implications, is determined by 1) whether the Board suggests that its decisions were impaired by the lack of adequate information and 2) by whether a decision was successfully made. This is reasonable because, while staff can provide what we believe to be adequate information, only the Board will know if it is sufficient to aid in decisions. While individual board members may want more information, adequacy is determined by the full Board (4.1.2).

**Evidence**

During the monitoring period, a review of minutes indicates that there are no instances where the Board has delayed a decision because of inadequate information. In various meetings, the Board has noted the need to review ends policies in light of lessons learned during the pandemic. Specific key decision information topics were during the FY 2021 Board Retreat.

In addition, the following information was provided in Board meeting packets and the following decisions made. All policy changes are documented in [Appendix E of the Board Policy Manual](#)

Board Decision	Date	Was information included in the Board Packet? (Y/N)	Was a Decision Made?
Budget Approval	9/24/20	Y	Y
Ends focus of contracts policy eliminated and all language on the issuance of grants removed	11/19/20	Y	Y
Construction sub-policies moved to the new policy construction Policy	11/19/20	Y	Y
Sub-policy on the organization’s public face was moved to the External relations policy	11/19/20	Y	Y
Updated Appendix A	11/19/20	Y	Y
Board adopted policy addition to policy 2.10: Communication and Support to the Board	12/17/20	Y	Y

**POLICY 2.10.1.4** The CEO shall not... Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

**Degree of Compliance: In Compliance**

#### **Interpretation**

Compliance with this policy will be demonstrated when:

- A) Concise, effective briefing summaries accompany most agenda items in meeting packets,
- B) Agenda items are labeled as M, D or O; and
- C) Information presented for discussion is effectively communicated with the proper level of context, emphasis, and detail.

#### **Evidence**

Evidence is contained in the committee and board meeting packets that have been sent during the monitoring period. Board packets are available on-line. In reviewing the packets, the CEO submits the following conclusions for the Board's judgment:

- A) The Board and the committees have not requested information be resubmitted in a shorter or less complex form,
- B) Review of meeting agendas on date confirmed that all items are classified as M, D or O; and
- C) Background information in packets is always as brief as possible and, in the CEO's estimation reasonably well presented. A review of minutes and meeting videos confirms that the Board did not indicate the need for improvement in information packages.

The CEO has received no complaints from Board members suggesting the presented information was unclear, inadequately contextualized or otherwise ineffective.

**POLICY 2.10.1.5** The CEO shall not... Let the Board be unaware of material internal changes, including changes in policy interpretation, significant reputational, legal, political, or financial risks, developments that have significant negative implications for the budget, threatened or pending lawsuits, relevant trends and any other incidental information requested by the Board. Incidental information includes:

- A. operational and financial performance metrics
- B. customer satisfaction metrics,
- C. quarterly budget to actual financial reports,
- D. timely notification of execution of budgeted items over \$250,000.
- E. unbiased information on industry norms for CEO compensation at least every two years.
- F. advance notification of intended changes to staff rules (unionized or nonunionized), procurement manual, benefits, or compensation structure.
- G. CEO's personal expense report to the Governance Committee of the Board at least quarterly, with explicit notation of the expenses of any other employee which benefited the CEO, aside from group expenses where the CEO's participation was incidental.
- H. Annually, a presentation to the Board about relevant emerging trends and technologies with applicability to the transit authority and its services, and innovations trialed or introduced to Authority operations over the past year.
- I. Strategic context.

**Degree of Compliance: In compliance**

#### Interpretation

(This policy is informally known as the "No Surprises" clause.)

Compliance with this policy will be demonstrated when the CEO makes the Board aware of important developments, whether internal or external. My interpretation is that important developments include significant updates, unusual risks, or issues that could be significantly controversial. This is reasonable as daily operations require numerous minute changes which will not have significant implications. The following information is reported as scheduled:

- A. Service performance and financial metrics are submitted quarterly.
- B. Customer satisfaction metrics are shared quarterly and any other emergent risks to the public perception of the agency, political support, possible lawsuits, or changes to legislation.
- C. Budget to actual financial reports is provided quarterly. Significant financial impacts that could cause the annual budget to go into deficit or draw down the reserve in an unanticipated manner are reported as soon as they are realized.
- D. Notification within two months of execution of a budgeted of single purchases over \$250,000
- E. Information on CEO compensation from an independent and reliable source at least every two years.
- F. Advance notice to staff rules or compensation changes, as necessary.
- G. CEO expense reports are provided quarterly.
- H. Present to the Board relevant emerging trends and technologies and innovations trialed or introduced to Authority operations over the past year.
- I. Present an annual strategic plan

**Evidence**

During the monitoring period, staff has submitted the following information to committees and the Board.

Required information	Provisions during the monitoring period	Submissions
A. Operational performance metrics	Q4 FY 2020 service report (November) Q1 FY 2021 service report (March)	Submitted to committees and full board
B. Customer satisfaction metrics	Q4 FY 2020 service report (November) Q1 FY 2021 service report (March)	Submitted to committees and full board
C. Quarterly budget to actual financial reports & financial performance metrics	Q4 FY 2020 report (November) Q1 FY 2021 service report (March)	Submitted to committees and full board
D. Notification of award for budgeted items over \$250,000	All budgeted items over 250,000 were noted in the FY 2021 budget contract list.	Submitted to committee and full board
E. CEO Compensation (reviewed every two years)	CEO compensation was not addressed in this monitoring period as it was catered for in the previous one.	N/A
F. Advance notice to staff rules or compensation changes	CEO notified the Board his intent to update non-union staff rules and compensation.	Notified committees and the board
G. CEO Expenses	CEO expenses were provided quarterly in November and February.	Submissions were made to the Governance committee
H. Relevant emerging trends and technologies and innovations trialed or introduced to Authority operations over the past year	CEO gave updates on mobile ticketing, bus driver shield installations, evolving federal funding legislation and its impact on transit	Written and verbal notifications shared with committees and the Board
I. annual strategic plan	The Recovery Plan was FY 2020 strategic plan.	Developments and updates to the plan were discussed in committee and Board meetings

**POLICY 2.10.1.6** The CEO shall not... Allow the Board to be unprepared to be responsive to community concerns or public questions.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when:

- A) regular formal education on relevant topics identified by the Board or the CEO is scheduled. Such education can be on policy-related matter or on Means/optional matters.
- B) the CEO provides regular updates on more routine matters and seek to answer any question from the Board, committees, or individual board members.
- C) Board members have necessary information in advance to respond to questions from the public

I interpret this Policy to mean that staff is to assist the Board in being knowledgeable about how the agency works (management, operations, and administrative practices) and pursues its goals, either by request of the Board or because staff believes the knowledge will aid the Board in being prepared for public questions. While there may be overlap with education related to the Board’s policy-development work, this policy is specific to a perceived need to be prepared for public questions regarding Means issues that have been delegated.

**Evidence**

- A) **Formal Education** – During the monitoring period, the Board identified several topics it wished to learn more about. In February 2021, the following topics were discussed in the Board retreat:
  - a. Long range planning
  - b. Fixed-route service planning.
  - c. Paratransit operations
- B) **CEO Report** – Every monthly board packet has included a written CEO Report that provides brief updates on routine operational matters or initiatives.
- C) **Responses to Questions** – The CEO does not attempt to keep a record of every question asked of staff. However, at the end of every meeting, there is a Board self-assessment questionnaire that asks the question, *“Did the materials you received prior to the meeting adequately prepare you to participate in the discussion? Yes or no? If no, please explain.”* Based on returned questionnaires during the monitoring period, participating board members have answered yes to this question.

**POLICY 2.10.1.7** The CEO shall not... Let the Board be unaware if, in the CEO's professional opinion, the Board or individual Board members may not be in compliance with the Board's own policies on Governance Process and Board Management Delegation, particularly in the case of Board behavior that could be detrimental to the agency's reputation or the working relationship between the Board and the CEO.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when the CEO reports any perceived non-compliance with policies 3.0 or 4.0 on the part of board members to the Chair (3.5.1) or Governance Committee (3.7.1). If the CEO has concerns with the Chair or Governance committee themselves, the CEO will report those concerns with the full Board (3.1.7). I further interpret this policy to be referring to incidents of more than passing or inconsequential non-compliance.

**Evidence**

The CEO did not report any perceived non-compliance to the policies.

**POLICY 2.10.2** The CEO shall not... Withhold from the Board and its processes logistical and clerical assistance.

**Degree of Compliance: In Compliance**

**Interpretation**

The Board has partially interpreted "logical and clerical assistance" in its policies 2.10.2.1 to 2.10.2.4. Compliance with these policies along with the following will constitute compliance with this policy. when the Board has

- A) Administrative staff support necessary to conduct its business,
- B) has necessary governance coaching support, and
- C) has unfettered access to legal counsel.

**Evidence**

- A) **Administrative Assistance:** During the monitoring period the CEO's own Administrative Assistant has been available to provide whatever assistance the Board requires. This is a part of the job description for this position.
- B) **Governance Support:** A contract for board training and facilitations services (Rose Mercier) was renewed in 2018 and continued through the monitoring period. Ms. Mercier has been utilized on several occasions during this period.
- C) **Legal Counsel:** Board members were involved in the selection of the corporate general counsel (i.e., lawyer) in 2018 and a contract with Dykema through the monitoring period. The Board Chair has occasionally contacted our counsel without the involvement of the CEO or staff.

**POLICY 2.10.2.1** The CEO shall not... Allow the Board to be deprived of a workable, user-friendly mechanism for official Board, officer, or committee communications.

**Degree of Compliance: In Compliance**

#### Interpretation

Compliance with this policy will be demonstrated when staff effectively arrange Board and committee meetings, including scheduling, location/virtual location, well-organized advance reading material (minimum 5 days in advance). Further, staff will ensure that all board meeting information meets the requirements of the Open Meetings Act: that agenda, time date, and location are posted at least 24 hours before a meeting, are publicly available, and that minutes are kept. A similar process will be provided for confidential committee meetings.

I further interpret this policy to mean that staff will assist the Board in arranging their annual Retreat.

As evidence, I will provide information on how staff has administratively supported the Board and committee meetings. Additionally, I will present the average time provided between when the agendas were sent out to when the meeting occurred.

#### Evidence

During the monitoring period all scheduled Board meetings occurred, and all agenda packets have been publicly available at least three days before the meeting. In all committee and board meetings in the monitoring period, staff supported the board by taking meeting minutes, disseminating agendas, and uploading public packets on the website in a timely manner.

**POLICY 2.10.2.2** The CEO shall not...Allow the Board to be deprived of pleasant, productive, and efficient settings and arrangements for Board and committee meetings.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when.

- A) Monthly board/committee meetings and retreats are held in a publicly accessible. All in-person meetings should be accessible via public transportation.
- B) Meeting spaces will be conducive to a productive meeting and will include whatever furniture, audio/visual, and presentation equipment is needed.

**Evidence**

During the monitoring period all committee and board meetings occurred virtually.

- A) Members of the board and public were notified in advance on how to participate in virtual meetings.
- B) Audio-visual capabilities during the virtual meetings were accessible. Staff provided additional technical support as needed.

**POLICY 2.10.2.3** The CEO shall not... Hinder access to the Board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when the CEO does not limit speakers during public comment periods and takes reasonable steps to create official channels for whistleblower actions.

- A. All Board meetings during the monitoring period allow for public comments at beginning and closing.
- B. Speakers are not required to identify themselves or their comments in advance.
- C. The Board Chair's information is available to the public
- D. There is a formal whistleblower policy that is publicly available.

**Evidence**

During the monitoring period,

- A. All Board meetings during the monitoring period have allowed for public comments at beginning and closing.
- B. The CEO did not ask speakers to identify themselves or their comments in advance.
- C. There is an on-line form where anyone can contact the Chairperson directly via email.
- D. CEO is working with Human Resources and corporate counsel to develop a formal whistleblower procedure.

**POLICY 2.10.2.4** The CEO shall not... Neglect to transfer policy updates to the official record of the Board's Policy Manual in a timely manner.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when, within two months, any official changes to the Policy Manual are made to the document, posted on TheRide's website, and circulated electronically to Board members. Amendments will be recorded in Policy Manual Appendix E.

**Evidence**

During the monitoring period, the Board updated its policies as noted in the evidence section of policy 2.10.1.3. These changes were documented on Appendix E: History of Policy Changes of the Policy Manual, TheRide.Org website and electronic copies sent out to Board members no later than three weeks of when the changes happened.

**POLICY 2.10.3** Impede the Board's holism misrepresent its processes and role or impede its lawful obligations.

**Degree of Compliance: Incomplete**

**Interpretation**

The issues of holism and lawful obligations (i.e., required approvals) are addressed in the policies below.

With respect to misrepresenting the board's processes or role, I interpret this policy to mean that the CEO will not cause misunderstandings about the duties of the Board, especially in interactions with outside bodies. Critically, the CEO will not usurp the Board's governing duties (policy 3.0). It is important to clarify the distinction in role between the Board and CEO during discussions with outside bodies in order to ensure others do not start to believe that the CEO governs the AAATA. This will be evidenced by a survey of board members where 90% of respondents agree that the CEO has not misrepresented the Board's roles.

This definition and evidence are reasonable because, in local politics, discussions often blur the boundaries between roles. The CEO is inherently involved in confidential political situations with and without Board members where the distinction between operational, ownership, and political decisions can be difficult to describe or discern. It is incumbent on the CEO to ensure that they do not give false impressions about the Board's role.

**Evidence**

On a survey of board members sent on (DATE) with X out of 10 members responding, XX% indicate they were not aware of the CEO causing misunderstandings about the Board's role and processes.

This is a new policy, and a survey has not been conducted yet. This policy is hence noted as incomplete.

**POLICY 2.10.3.1** Interact with the Board in a way that favors or privileges certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

**Degree of Compliance: Incomplete**

#### Interpretation

I interpret this policy to mean that the CEO and staff are to remain neutral with regards to board politics. Compliance with this policy will be demonstrated when, on a survey of board members, at least 90% of respondents indicate they are not aware of the CEO providing preferential information or treatment to any board members. This is reasonable, as board members will be discerning if other board members are being favored. A threshold of 90% is reasonable as such treatment would have significant negative effects on the board's sense of holism.

#### Evidence

On a survey of board members sent on (DATE) with X out of 10 members responding, XX% indicate they were not aware of the CEO providing preferential information or treatment to any board member.

This is a new policy, and a survey has not been conducted yet. This sub-policy is hence noted as incomplete.

**POLICY 2.10.3.2** Neglect to supply for the Required Approvals agenda all items delegated to the CEO, yet required by law, regulation, or contract to be Board-approved, along with the applicable monitoring information.

**Degree of Compliance: Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when the CEO seeks Board approval for Required Approvals by recommending their inclusion on a board meeting agenda for a Board decision at such time so as the approval is not late: Such required approvals include:

- A) Approval of the annual budget (policy 3.2.7)
- B) Approval of rider fare increases, and millage rates assessed by the Authority (3.2.9)
- C) Approval of real estate acquisition, encumbrance, or disposal. (3.2.10)
- D) Approval of managerial items that outside bodies require the board to make.

**Evidence**

During the monitoring period the CEO sought and received Board approval for the following:

Required Approvals	Approved on	Approval required by:	Approval timely?
A) Approval of the annual budget (policy 3.2.7)	Sep 24, 2020	October 2020	Yes
B) Approval of rider fare increases, and millage rates assessed by the Authority (policy 3.2.9)	N/A	N/A	N/A
C) Approval of real estate acquisition, encumbrance, or disposal. (policy 3.2.10)	N/A	N/A	N/A
D) FTA items that require board approval <ul style="list-style-type: none"> <li>a. Public Transportation Agency Safety Plan</li> <li>b. Title VI Plan</li> <li>c. FY 2022 State funding application?</li> </ul>	<ul style="list-style-type: none"> <li>a. Nov 19, 2020</li> <li>b. Nov 19, 2020</li> <li>c. Jan 21, 2021</li> </ul>	<ul style="list-style-type: none"> <li>a. Nov 30, 2020</li> <li>b. Dec 31, 2020</li> <li>c. Feb 15, 2021</li> </ul>	<ul style="list-style-type: none"> <li>a. Yes</li> <li>b. Yes</li> <li>c. Yes</li> </ul>
E) Others <ul style="list-style-type: none"> <li>a. Board annual workplan</li> <li>b. Board plan of work</li> </ul>	<ul style="list-style-type: none"> <li>a. Nov 19, 2020</li> <li>b. Dec 17, 2020</li> </ul>	<ul style="list-style-type: none"> <li>a. Jan 1, 2021</li> <li>b. Jan 1, 2021</li> </ul>	<ul style="list-style-type: none"> <li>a. Yes</li> <li>b. Yes</li> </ul>

No other approvals were needed or sought.

## Board's Conclusion on Monitoring Report

### Guidance on Determining "Reasonableness" of CEO Interpretations

The International Policy Governance Association has developed the following guidance for Board members to use in deciding whether a CEO's interpretation is "reasonable":

*An interpretation is deemed to be reasonable when it provides an operational definition which includes defensible measures and standards against which policy achievement can be assessed...*

*Defensible measures and standards are those that:*

- *Are objectively verifiable (e.g., through research, testing, and/or credible confirmation of observable phenomena.)*
- *Are relevant and conceptually aligned with the policy criteria and the board's policy set.*
- *Represent an appropriate level of fulfillment within the scope of the policy.*

- "What makes an Interpretation Reasonable and What are the Expectations for the Operational Definition: Policy Governance Consistency Framework Report Number 2". International Policy Governance Association. June 11, 2016. Available on the IPGA website.

### Board's conclusion after monitoring the report.

Following the Board's review and discussion with the CEO, the Board finds that the CEO:

- A. Is in compliance
- B. Is in compliance, except for item(s) noted.**
- C. Is making reasonable progress toward compliance.
- D. Is *not* in compliance or is *not* making reasonable progress toward compliance.
- E. Cannot be determined.

Additionally, the Board finds that the interpretations and evidence provided are:

- A. (1)The interpretation is reasonable and (2) There is sufficient, relevant, and verifiable evidence of compliance with the interpretation.
- B. (1)The interpretation is reasonable and (2) Evidence of compliance with the interpretation is either not sufficient, or relevant, or verifiable.
- C. (1) The interpretation is not reasonable.

**If choices B is selected**, the Board requests that evidence in policy \_\_\_\_\_ be updated and a new monitoring report be provided by (DATE) \_\_\_\_\_

**If choice C is selected**, the Board requests that interpretation for policy \_\_\_\_\_ be updated and a new monitoring report be provided by (DATE) \_\_\_\_\_

**The Board found the CEO to be (B) in compliance, except for item(s) noted at the March 18, 2021 AAATA Board Meeting.**