

**Monitoring Report:  
Communication and Support to the Board (Policy 2.9)  
Monitoring Period: Jan - Dec 2023**

**Board of Directors Meeting Review Date: March 21, 2024**

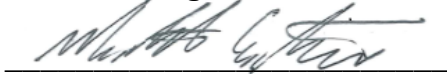
<b>INFORMATION TYPE</b>
Monitoring
<b>RECOMMENDED ACTION(S)</b>
<p>That the Board review this monitoring report and consider accepting it as:</p> <p>(A) a reasonable interpretation for <b>all</b> policy items and that the evidence demonstrates compliance with the interpretations.</p> <p>(B) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO’s stated non-compliance with item(s) x .x, which the Board acknowledges and accepts the proposed dates for compliance.is making reasonable progress towards compliance.</p> <p>(C) 1. For policy items x.x.x – there is evidence of compliance with a reasonable interpretation  2. For policy items x.x.x – the interpretation is not reasonable  3. For policy items x.x.x – the interpretation is reasonable, but the evidence does not demonstrate compliance  4. For policy items x.x.x – the Board acknowledges and accepts the CEO’s stated non-compliance and the proposed dates for compliance</p>
<b>PRIOR RELEVANT BOARD ACTIONS &amp; POLICIES</b>
<p>Monitoring Reports are a key Policy Governance tool to assess organizational/CEO performance in achieving Ends (1.0) within Executive Limitations (2.0). A Policy-Governance-consistent Monitoring Process is:</p> <ol style="list-style-type: none"> <li>1. CEO sends Monitoring Report to all board members</li> <li>2. At Board meeting, board accepts Monitoring Report through majority vote (or if not acceptable, determines next steps)</li> </ol>
<b>ISSUE SUMMARY</b>
<p>TheRide’s Board of Directors establish 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</p>

other monitoring reports, the Board decides whether the interpretations are reasonable, and the evidence is convincing.

Per Appendix A of the Board Policy Manual, this report was scheduled for monitoring in March and was submitted in April.

I certify that the information is true and complete, and I request that the Board accept this as indicating an acceptable level of compliance.

**CEO's Signature**










**Date**









April 3, 2024



#### **ATTACHMENTS**




1. Monitoring report for Communication and Support to the Board (Policy 2.9)

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<p>F. advance notification of intended changes to staff rules (unionized or non-unionized), procurement manual, benefits, or compensation structure.</p> <p>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.</p> <p>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.</p> <p>I. Strategic context.</p>		
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 Fully Compliant    
  Partially Compliant    
  Non-Compliant

## Preliminary CEO Interpretations and Evidence

### **POLICY 2.9**

The CEO will not permit the Board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

**Degree of Compliance: Partially Compliant**

Measure/Standard & Level of Achievement

Compliance with policies 2.9.1 – 2.9.3 will demonstrate compliance with this policy.

Rationale

This is reasonable because the Board has fully articulated its expectations in the policies below.

**Evidence**

**Source of Data:** Lower-level policies

**Date of Data Review:** 01/31/24 as verified by Corporate Strategy and Performance Officer

**Data:** Policies 2.9.1, 2.9.1.1, 2.9.1.5, 2.9.2 and 2.9.3 are not compliant and hence this policy is partially compliant. Compliance timelines are provided in respective policies.

<b>POLICY 2.9.1</b>
Withhold, impede, or confound information relevant to the Board’s informed accomplishment of its job.
<b>Degree of Compliance: Not Compliant</b>
<b>Interpretation</b>
<u>Measure/Standards &amp; Achievement</u> Compliance with policies 2.9.1.1 – 2.9.1.7 will demonstrate compliance with this policy.
<u>Rationale</u> This is reasonable because the Board has fully articulated its expectations in the policies below.
<b>Evidence</b>
<b>Source of Data:</b> Low-level policy compliance <b>Date of Data Review:</b> 01/31/24 as verified by Corporate Strategy and Performance Officer <b>Data:</b> Policy 2.9.1.1 and 2.9.1.5 are not compliant and hence this policy is not compliant. Compliance timelines are provided in respective policies.

<b>POLICY 2.9.1.1</b>
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.
<b>Degree of Compliance: Not Compliant</b>
<b>Interpretation</b>
<u>Measure/Standard &amp; Level of Achievement</u> Compliance will be demonstrated when: <ul style="list-style-type: none"> <li>A) 90% of monitoring reports are submitted for the Board’s consideration on the schedule determined by the Board in Appendix A of the Policy Manual.</li> <li>B) 100% of monitoring reports include a signed attestation from the CEO attesting the accuracy of the information, and</li> <li>C) Board minutes show no records of the Board not accepting a monitoring report because information was not factually correct, or did not provide evidence of reasonable interpretations for each policy item.</li> </ul>

**Rationales**

This is reasonable because:

- A) Timeliness can be objectively determined by comparing the scheduled date of submission with the actual date of submission. 90% is a reasonable degree of compliance as operational needs and staffing limitations sometimes impact development and submission of reports.
- B) Although staff work to ensure total accuracy, inaccurate information can sometimes appear in reports. The attestation by the CEO provides clear accountability and encourages diligence and quick corrections.
- C) The comprehensibility and comprehensiveness of reports is determined by the full Board and not individual Board members. The board records its decision in the minutes which is the official record of the board’s assessment of the monitoring report.

**Evidence**

**Source of Data:** Monitoring report data and Board minutes.

**Date of Data Review:** 01/31/24 as verified by Corporate Strategy and Performance Officer

**Data:**

- A. 45% of the reports were on time. Although this is an improvement from 33% the previous period, the CEO deems this non-compliant.
- B. 100% of reports included a signed CEO attestation.
- C. 100% of the monitoring reports were accepted and there were no records of the Board concluding that reports were unclear or included inaccurate information.

**Compliance Timeline:**

The CEO expects to achieve 90 on-time compliance over the next year and by the next monitoring period.

**POLICY 2.9.1.2**

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: Compliant**

**Interpretation**

**Measure/Standards & Achievement**

Compliance with this policy will be demonstrated when there are no documented Board concerns that the CEO has failed to notify the Board in an appropriate manner and within a reasonable time after the CEO becomes aware that noncompliance has occurred or is likely to occur.

**Rationale**

This is reasonable as noncompliance may not be apparent until the report is being prepared and the collective Board’s degree of concern is paramount.



## Evidence

**Source of Data:** Board meeting minutes

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant

**Data:**

A review of meeting minutes found no records that the Board had raised concerns with the reporting of noncompliance.

## POLICY 2.9.1.3

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: Compliant**

## Interpretation

### Measure/Standards & Achievement

Compliance with this policy will be demonstrated when a review of Board meeting minutes and board packet confirms that:

- A) Board decisions have been supported by relevant and/or requested support material; and
- B) There is no record in the minutes that the Board determined that any of its decisions were impaired or unreasonably delayed by the lack of adequate information for which staff were responsible.

I further interpret that this policy applies only to decisions the Board has reserved for itself (i.e., changes to policies, tax rates, or fares; accepting monitoring reports; approving collective bargaining agreements, annual budgets, CEO compensation, real estate transactions, and Costs of Governance (3.8.3).

### Rationale

This is reasonable because the Board has identified each decision that it has reserved for itself and for which it may require information, and staff can reasonable anticipate information requirements. Challenges or delays with such decisions should appear in the minutes and no Board decision should be undermined by lack of information, although reasonable delays may be acceptable to the Board. It is reasonable to use the full Board to judge adequacy of the information as the policy refers to “the Board” rather than board members, and staff cannot write for 10 separate preferences. The CEO as also already been authorized by the Board to disregard individual preferences under certain circumstances (4.1.2).

All other decisions are delegated to the CEO (4.3.3) and not covered by this policy as the CEO determines what information they need for their decisions.

Evidence
<p><b>Source of Data:</b> Board meeting minutes  <b>Date of Data Review:</b> 3/26/24 as verified by Executive Administrative Assistant  <b>Data:</b></p> <ul style="list-style-type: none"> <li>(A) Relevant material was provided to support the Board in making decisions</li> <li>(B) There were no records of unreasonable delays or concerns with the quality or timing of information from staff in support of Board decisions.</li> </ul>

<p><b>POLICY 2.9.1.4</b></p> <p>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.</p>
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<p><b>Degree of Compliance: Compliant</b></p>
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Interpretation
<p><u>Measure/Standards &amp; Achievement</u>            Compliance with this policy will be demonstrated when:</p> <ul style="list-style-type: none"> <li>(A) Concise summary briefs (max 5 pages) accompany 95% of agenda items in all board and committee meeting packets,</li> <li>(B) A review of meeting minutes finds no records of the Board determining that summary information was complex or lengthy, and</li> <li>(C) 100% of agenda items are labeled as M (Monitoring), D (Decision preparation) or O (Other).</li> </ul> <p><u>Rationale</u>            This is reasonable because:</p> <ul style="list-style-type: none"> <li>(A) Short briefing force summarization, and 95% is reasonable because most items should have such summaries unless the accompanying information is so self-explanatory that a summary is not needed,</li> <li>(B) It is the Board as a whole rather than individual members that judge clarity as staff cannot be expected to write for 10 different individual preferences.</li> <li>(C) This requirement is unambiguous.</li> </ul>

Evidence
<p><b>Source of Data:</b> Board meeting packets  <b>Date of Data Review:</b> 3/26/24 as verified by Executive Administrative Assistant  <b>Data:</b></p> <ul style="list-style-type: none"> <li>(A) 100% of agenda items included an Issue Brief summary – 86 agenda items were reviewed that would require an issue brief and 86 of those included one. None of the issue briefs were longer than 5 pages. Most were less than 3 pages.</li> </ul>

- (B) A review of meeting minutes found no records that the Board found deficiencies with the clarity or length of information presented by staff.
- (C) 100% of agenda items were labeled M, D, or O.

**POLICY 2.9.1.5**

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 non-unionized), 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: Not Compliant**

**Interpretation**

In this context I define material changes to mean emergent risks significant enough to affect the agency’s ability to pursue its goals or policy compliance. This includes: legal jeopardy or lawsuits, political risks, financial/budgetary risks, and any other information the CEO deems pertinent. It does not include all issues that may be of interest, or the multitude of small challenges experienced in regular business operations. The CEO can use their professional judgement in judging the risks, and when and how to transmit the information.

Measure/Standards & Achievement

Compliance with this policy will be demonstrated when

- (A-C) Operational, financial performance and customer satisfaction metrics, budget to-actuals are reported in quarterly reports published in regular board packets.

- (D) The Board is notified in writing within two months of contract awards over \$250,000 (anticipated or not).
- (E) The Chair or Governance Committee is provided with information on CEO compensation, including relevant comparable, every even year.
- (F) The Board is notified of changes to union contracts, staff handbooks, procurement manual, or compensations and benefit programs within two months.
- (G) The Governance Committee is provided with CEO expenses quarterly.
- (H) An innovation presentation is provided to the board annually.
- (I) Discussions and decisions are placed within a multi-year context addressing opportunities, trade-offs, priorities, longer-term goals, and risks.

Additionally,

- (J) Overall, there are no records in board or committee meetings that indicate that the Board, or its officers, felt uninformed of key risk information in a timely manner if the CEO was aware of that information.

#### Rationales

This is reasonable because:

- (A-I) This is what the Board has requested, and the timelines are realistic within organization resources and Board's expectations.
- (D) In concert with policy 2.5.6, this policy is an internal control regarding spending and transparency. Together they allow the Board to approve funding for anticipated large contracts as a bundle via the annual budget, leaving the subsequent award of the contract to professional staff and the regulated procurement process. Contracts over \$250,000 are always identified at the back of the budget document (FY2024, p49). This policy interpretation closes the loop by requiring the CEO to let the Board know the contract has been awarded.
- (J) This additional review ensures that beyond the information requested by the Board, there are no other instances where the Board has felt uninformed or unaware of key information.

#### **Evidence**

**Source of Data:** Board and Committee packets and minutes, internal emails

**Date of Data Review:** 3/26/24 as verified by CEO, Executive Administrative Assistant and the DCEO of Finance and Administration

**Data:**

- (A-C) All quarterly reports were provided to the Board.
- (D) A review of Board records demonstrates that staff failed to inform the Board of such contract awards. **Compliance Timeline:** The CEO and CFO have already instituted corrective action – the Board will be notified of awards in the monthly CEO Report. Compliance is anticipated immediately and will be documented in the next monitoring report.
- (E) A review of CEO emails demonstrates that the CEO did provide compensation information to the Chair during the period.

- (F) There were no changes in staff rules (union contract or non-union handbook), procurement manual, compensation and benefits structures during the monitoring period.
- (G) All quarterly CEO expense reports were provided to the Governance Committee.
- (H) Although there were three discussions with the Board regarding zero-emissions bus technology during the period, the CEO did not make the presentation called for in this policy. Therefore, this is non-compliant. **Compliance Timeline:** Compliance was achieved on 3/21/24 when the presentation was made.
- (I) There are no documented concerns from the Board that the CEO has failed to place discussions and decisions within a multi-year context addressing opportunities, trade-offs, priorities, longer-term goals, and risks.
- (J) There were no records indicating that the Board or its officers felt uninformed of key risk information.

**POLICY 2.9.1.6**

Allow the Board to be unprepared to be responsive to community concerns or public questions.

**Degree of Compliance: Compliant**

**Interpretation**

Measure/Standards & Achievement

Compliance with this policy will be demonstrated when a review of Board minutes finds no records that the Board was left without staff assistance in responding to community comments.

Rationale

This is reasonable as the Board may want assistance in providing information. The limitation to the full Board is reasonable to avoid conflict with 4.1.2 which allows the CEO to defer requests for information from individuals.

**Evidence**

**Source of Data:** Board minutes

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant

**Data:**

A review of Board meeting minutes indicate that staff provided timely assistance in responding to community concerns during the August 2023 board meeting. No other community concerns or public questions were found.

**POLICY 2.9.1.7**

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: Compliant**

**Interpretation**

Measure/Standards & Achievement

Compliance will be demonstrated when the CEO provides notice to the Board as a whole, or to the Board Chair, of instances of (individual or collective) noncompliance with the Board’s own policies (3.0-4.4) in instances of serious or repeated lapses of non-compliance or where earlier interventions have proven ineffective.

Rationales

This is reasonable because the policy already explicitly defers to the CEO’s personal judgment as the key judgment factor. Compliance and degree of risk can be subjective, and over-reporting can lead to interpersonal conflict which can be counterproductive. The CEO witnesses minor lapses regularly and chooses to treat them as learning opportunities, especially if intentions are in good faith and public reporting could undermine constructive development of Board capacity or relationships.

**Evidence**

**Source of Data:** Board meeting minutes

**Date of Data Review:** 3/24/2024 as verified by the CEO.

**Data:**

The CEO attests that they are satisfied that, in their professional opinion, they have reported all concerns regarding behavior in a constructive manner. There were no instances of the CEO feeling it necessary to report any behaviors as serious.

## **POLICY 2.9.2**

Withhold from the Board and its processes logistical and clerical assistance.

**Degree of Compliance: Not Compliant**

### **Interpretation**

#### Measure/Standards & Achievement

Compliance with this policy will be demonstrated when

- (A) Policies 2.9.2.1-2.9.2.4 are compliant.
- (B) The Board and its delegates raise no concerns about obtaining access to clerical support from the Executive Administrative Assistant to the CEO or other staff.

#### Rationale

This interpretation is reasonable because the Board has fully articulated its expectations in 2.9.2.1-2.9.2.4, except for cleric.

### **Evidence**

**Source of Data:** Lower-level policies and Board meeting minutes

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant and the CEO.

**Data:**

- (A) Policy 2.9.2.3 is not compliant, so this policy is noted as not compliant. See Policy 2.9.2.3 for the compliance timeline.
- (B) A review of Board minutes by the Executive Administrative Assistant finds no concerns expressed by the Board or its delegates pertaining to clerical support. The CEO attests that they are not aware of any concerns about the level of clerical support. (3/26/24)

**POLICY 2.9.2.1**

Allow the Board to be deprived of a workable, user-friendly mechanism for official Board, officer, or committee communications.

**Degree of Compliance: Compliant**

**Interpretation**

Measure/Standards & Achievement  
 Compliance with this policy will be demonstrated when staff circulate, to the Board, contact lists of each board member with their phone numbers and email addresses. The sheet will be updated whenever needed, and circulated when board members change or upon request.

Rationale:  
 This is reasonable as it allows Board members direct access to its officers or fellow committee members and/or board members without relying on staff to make those connections each time a need arises. Staff and logistical support are addressed elsewhere in the policy.

**Evidence**

**Source of Data:** Emails to Board members  
**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant  
**Data:**  
 A review of emails found that the board member contact sheet was circulated in 2/22/23, 4/5/23 and 5/10/23.



**POLICY 2.9.2.2**

Allow the Board to be deprived of pleasant, productive and efficient settings and arrangements for Board and committee meetings.

**Degree of Compliance: Compliant**

**Interpretation**

Measure/Standards & Achievement

Compliance with this policy will be demonstrated when

- A. A review of Board minutes finds no records of Board dissatisfaction with meetings. This includes:
  - a. Staff and professional support for scheduling, reservations, paperwork, audiovisual technology etc.,
  - b. Applicable reading material and agendas are provided in advance,
  - c. Locations (physical or virtual) that are easily accessible to transit riders and professionally appointed.
- B. All Board meetings comply with the Open Meetings Act (OMA) provisions regarding notice of meetings and posting of agendas.

Rationale

This is reasonable because the Board can note in Board meetings of any collective dissatisfaction with meeting arrangements. Further, compliance with the OMA may be necessary for decisions to be legal and staff can handle the compliance steps necessary.

**Evidence**

**Source of Data:** Board meeting minutes

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant

**Data:**

- A) No records of the Board expressing dissatisfaction with meetings arrangements were found.
- B) A review of records found no violations of the Open Meeting Act.

**POLICY 2.9.2.3**

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: Not Compliant**

**Interpretation**

Measure/Standards & Achievement

Compliance with this policy will be demonstrated when:

- (A) The CEO does not limit any person from speaking during the Board public comment period, and
- (B) A mechanism for staff whistleblowing exists, is well known to staff and is easily accessible.

Rationale

This is reasonable because:

- (A) *Any person* can speak directly to the Board during public comment periods.
- (B) *Any person* with information of malfeasance could reasonably include staff, so a mechanism for staff whistleblowing should exist.

**Evidence**

**Source of Data:** Board meeting minutes and whistleblowing

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant, Human Resources Manager

**Data:**

- (A) A review of Board meeting minutes finds no attempts by the CEO to prevent anyone from speaking during the public comment period.
- (B) A review of staff whistleblower practices found that while whistleblower procedures do exist, there is a lack of clarity about how concerns about the CEO himself should be handled. Due to this ambiguity, the CEO is reporting non-compliance with this policy.

**Compliance Timeline:** The CEO expects to present a whistleblower procedure to the Board for feedback by May 2024 and confirm it by July 2024.

**POLICY 2.9.2.4**

Neglect to transfer policy updates to the official record of the Board’s Policy Manual in a timely manner.

**Degree of Compliance: Compliant**

**Interpretation**

Measure/Standards & Achievement

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

Rationale

This interpretation is reasonable as two months is adequate for staff to update the manual under normal circumstances.

**Evidence**

**Source of Data:** Board meeting records and policy manual updates and distribution.

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant

**Data:**

A review of meeting minutes, actions and records, and policy manual distributions confirm that the following changes took place during the monitoring period.

1. 1/19/23: Board approved new monitoring motions.
2. 2/16/2023: External Relations Policy was deleted, and the important aspects of the policy moved to the Asset Protection Policy.
3. 3/16/23: The Board amended the monitoring schedule as recommended by the monitoring taskforce.
4. 3/16/2023: Language in the Construction Policy was updated (replaced the words “grant” with “funding.”
5. 3/16/23 Updated the role of the Executive Committee in policy 3.7.2a
6. 7/20/23 Updated Treatment of the Traveling Public Policy as recommended by the Service Committee.
7. 8/17/23 A new policy on environmental sustainability was adopted.
8. 10/19/23 Policy 2.7.2 and 2.5.3 were duplicates. The Board deleted policy 2.7.2.

All these changes are noted in the Board Policy Manual on Appendix E. With each change the Board was issued an updated copy electronically and the online version of the Board Policy Manual updated within a month. Hardcopies were made available upon request.

### **POLICY 2.9.3**

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

**Degree of Compliance: Compliant**

#### **Interpretation**

##### Measure/Standards & Achievement

Compliance with this policy will be demonstrated when:

- A) Policy 2.9.3.1 and 2.9.3.2 are compliant,
- B) There are no records indicating that a majority of the Board felt that the CEO had impeded Board holism by requesting Committee and Taskforces, or their chairs to make decisions that rightfully belong to the whole Board,
- C) There are no records indicating that the Board felt that the CEO had published or presented any information that contradicts the Board's roles and processes as stated in the Governance Policies or the Board-Management Delegation Policies.
- D) There are no records of the Board raising concerns that CEO or staff actions are inhibiting the Board in a general manner.
- E) Agents of the Board (auditors, legal counsel, etc.,) certify that they have seen no examples of staff impeding board-sponsored work. Staff can request reasonable delays to accommodate the workload.

##### Rationale

This is reasonable because none of the Board's needs should ever be prevented by staff, the Board and its agents are best positioned to determine whether staff actions are in any way impeding the Board's role, and staff may need time to accommodate requests without affecting business operations. Further, while individual Board members may not always be satisfied, these interpretations rest on whether the Board as a whole deems a transgression to have occurred.

#### **Evidence**

**Source of Data:** Lower-level policies, review of board actions, audit reports and corporate counsel review.

**Date of Data Review:** See below:

**Data:**

- (A) Policies 2.9.3.1 and 2.9.3.2 are compliant.
- (B) A review of Board, Taskforce and Committee minutes and/or decisions on 3/26/24 by the Executive Administrative Assistant) found no instances where concerns of the CEO impeding on Board holism were raised.
- (C) A review of Board, Taskforce and Committee minutes on 3/26/24 by the Executive Administrative Assistant) found no instance where the Board raised concerns that the CEO had presented any information that contradicted the Board's role and processes as set in Governance Process Policies and the Board-Management Policies. In July 2023 the CEO presented clarifying information about the agency's hybrid budget.

(D) A review of Board minutes on 3/26/24 by the Executive Administrative Assistant) shows no instances where the Board expressed concerns about staff involvement, or failure to achieve Board work in general.

(E) A review of the FY 2022 audit documents on 3/25/24 by the Deputy CEO, Finance and Administration confirm that the auditors reported no challenges working with staff to conduct the work. Corporate counsel (Dykema) has certified 4/2/24 that they have seen no concerns with staff impeding any board-sponsored work or legal requirements.

**POLICY 2.9.3.1**

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: Compliant**

**Interpretation**

Measure/Standards & Achievement

Compliance with this policy will be demonstrated when a review of Board minutes finds no instances when the full Board has found that CEO or staff actions were biased for or against any individual board members (outside of allowances outlined above) that impacted the member’s or board’s ability to conduct their work.

Rationale

This interpretation is reasonable because the full Board is best situated to judge concerns from individual members as to whether the policy has been violated. No degree of personal favoritism is allowable.

**Evidence**

**Source of Data:** Board meeting minutes

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant

**Data:**

A review of meeting minutes found no discussion about violations of this policy and no suggestions of favoritism.

**POLICY 2.9.3.2**

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: Compliant**

**Interpretation**

Measure/Standards & Achievement

Compliance with this policy will be demonstrated when:

- A) The CEO provides and recommends decisions on all outside Required Approvals for the Board’s consideration. Those required approvals are listed below.
  - a. State operational funding (annual)
  - b. Agency safety plan (annual)
  - c. Title VI policies and plans (every three years)
- B) Places approval requests in the consent agenda in a manner that meets outside deadlines,
- C) Provides accompanying context or monitoring data as needed.

Rationale

Outside approvals are generally routine. It is reasonable for the CEO to make a recommendation that includes sufficient data (including but not limited to impact on Ends and Executive Limitations) as this supports the Board in reaching a final decision on the approvals. Providing approvals in a timely manner ensures that outside body deadlines are met.

**Evidence**

**Source of Data:** Board meeting agendas and minutes

**Date of Data Review:** 3/26/24 as verified by Executive Administrative Assistant

**Data:** A review of board agendas and minutes confirm the following

	State Operating Grant	Public Transit Agency Safety Plan	Title VI
A) Did the CEO make a recommendation?	Yes 2/16/23	Yes 12/21/23	Yes – 10/19/23
B) Was the deadline met?	Yes	Yes	Yes
C) Was context accompanying required approval provided?	Yes	Yes	Yes

## Policy Trendlines

Policy	FY21	FY22	FY23	FY24
2.9	Yellow	Yellow	Yellow	Yellow
2.9.1	Yellow	Yellow	Yellow	Red
2.9.1.1	Yellow	Yellow	Yellow	Red
2.9.1.2	Green	Green	Green	Green
2.9.1.3	Green	Green	Green	Green
2.9.1.4	Green	Green	Green	Green
2.9.1.5	Green	Green	Yellow	Red
2.9.1.6	Green	Green	Green	Green
2.9.1.7	Green	Green	Green	Green
2.9.2	Green	Yellow	Yellow	Red
2.9.2.1	Green	Green	Green	Green
2.9.2.2	Green	Green	Green	Green
2.9.2.3	Green	Green	Yellow	Red
2.9.2.4	Green	Yellow	Green	Green
2.9.3	Green	Yellow	Green	Green
2.9.3.1	Yellow	Green	Green	Green
2.9.3.2	Yellow	Green	Green	Green

LEGEND	
Red	Policy is not compliant
Yellow	Policy is partially compliant
Green	Policy is compliant

## Guidance on Determining “Reasonableness” of CEO Interpretations

**Are the interpretations reasonable?**  
 An interpretation is reasonable if the following are provided,  
 1. a measure or standard,  
 2. a defensible rationale for the measure or standard,  
 3. a level of achievement necessary to achieve compliance and  
 4. a rationale for the level of achievement.

**Is evidence verifiable?**  
 Evidence is verifiable if there is  
 1. actual measurement/data,  
 2. the source of data and  
 3. the date when data was collected is provided.

### CEO Notes: (If Applicable)

After discussion with the CFO and Manager of Procurement, I have adjusted the interpretation of 2.9.1.5 (D) to specify the reporting of contract awards rather than any expenditures. This was done because we regularly make routine payments for ongoing projects (e.g. ARide services, etc) and this policy may have been originally intended to refer to contract awards and policy 2.5.6.

### Board's Conclusion on Monitoring Report

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

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

- (A) a reasonable interpretation for **all** policy items and that the evidence demonstrates compliance with the interpretations.
- (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 item(s) x .x, which the Board acknowledges and accepts the proposed dates for compliance.is making reasonable progress towards compliance.
- (C)
  1. For policy items x.x.x – there is evidence of compliance with a reasonable interpretation
  2. For policy items x.x.x – the interpretation is not reasonable
  3. For policy items x.x.x – the interpretation is reasonable, but the evidence does not demonstrate compliance
  4. For policy items x.x.x – the Board acknowledges and accepts the CEO's stated non-compliance and the proposed dates for compliance

### Board Notes: (If Applicable)

**The Board accepted the 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.**



