

Monitoring Report: 2.10 Communication and Support to the Board

Monitoring Period (Mar 21-Feb 22)

Meeting: Board of Directors

Meeting Date: June 16thth, 2022

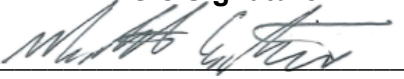

















INFORMATION TYPE
Decision
RECOMMENDED ACTION(S):
<p>Board members completes survey prior to the Board meeting</p> <p>Reviews the policy at the Board level and considers accepting the Monitoring Report as level B – Compliant except for items noted.</p>
ISSUE BRIEF
<p>In accordance with the Board’s Policy 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 and the Board. It covers the period of March 2021-February 2022</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>CEO’s Signature</p>  </div> <div style="text-align: center;"> <p>Date</p> <p>6/1/2022</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:
<p>Monitoring report for Policy 2.10 Communication and Support to the Board.</p>

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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.

Evidence

Evidence is provided in the sub-policies below. In areas of non-compliance a compliance timeline is provided.

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

I interpret this policy to mean that the CEO is to provide all necessary support, information, and counsel to help the Board succeed in its role as defined below in policies 2.10.1 – 2.10.4.

In addition, I further interpretate this policy to mean that the CEO is to provide all necessary support, information, and counsel to help the Board succeed in its legally required role, as defined in the enabling legislation (Act 55 of 1963) and the Articles of Incorporation:

- 1. Adjusting membership in the Authority
- 2. Calling an election (Ballot Measure)

This is reasonable because these are the only roles specified to “the Board” rather than “the Authority” giving the Board the ability to delegate them further or reserve the decision for itself in Board policy (see below and section policy 3.2).

I further interpret this policy to cover the Board’s self-defined role as found in the Board Bylaws (Sec 6) and Section 3 of the Board Policy Manual (Governance Process) and specifically policy 3.2: Board Job Description. Compliance with this policy will be demonstrated when the CEO provides adequate support, as determined by the Board, in the follow areas:

3. Linking with Owners (3.2)
4. Policy Making (3.2)
5. Oversight & Performance Monitoring (3.2)
6. CEO Contract, Performance Review, and Adjustment of CEO Salary (3.2)
7. Hiring or Terminating the CEO (Bylaws sec 6)
8. Annual Budget approval (Bylaws sec 6, 3.2)
9. Changes to fares (3.2)
10. Real-estate decisions (3.2)
11. Collective Bargaining Decisions (Bylaws sec 6, 3.2)
12. Use of the Capital Reserve (3.2)
13. Appointing or Removing Board Officers (Bylaws Art II)

These interpretations are reasonable because they fully cover the Board’s legally (legislated, incorporated) and self-defined (Bylaws, policies) roles and responsibilities.

Evidence

As policies 2.10.1 – 2.10.4 are fully discussed, interpreted, and evidenced below, compliance with these later policies contributes to compliance with this policy, 2.10.1. No further discussion is required here.

Regarding the Board’s other legal or self-defined roles:

1. **Adjust Agency Membership** – A review of meeting minutes and communiques (Carpenter, 5/4/2022) found that no changes to agency membership were discussed or made during the monitoring period.
2. **Call an Election** – A review of meeting minutes and communiques (Carpenter, 5/4/2022) found that the Authority did not call an election during the period but did have preliminary discussions about a proposal that was release just after the period ended. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance during the monitoring period, although questions about the process were raised later.
3. **Linking with Owners** – Staff have been assisting a Board Task Force and Rose Mercier with Ownership linkage planning. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
4. **Policy Making** – Staff have been assisting the Board with various policy-making efforts. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
5. **Oversight & Performance Monitoring** – See 2.10.1.1 below.
6. **CEO Contract, Performance Review, and Adjustment of CEO Salary** – The CEO’s contract (2020-2025) was not under discussion this year. See 2.10.1.5 H below for additional details. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
7. **Hiring or Termination of the CEO** – A review of personnel records (Newsome, 5/4/2022) determined that the CEO has not been terminated or hired during the period, and that staff assistance has not been requested in these matters.

8. **Annual Budget approval** – The Board approved the annual Budget in September 2021. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
 9. **Changes to fares** - As discussed in 2.10.1.3 below, the CEO is reporting only partial success with staff information in last year’s fare change decision.
 10. **Real-estate decisions** – A review of agency records (Carpenter, 5/2/2022) found no evidence of actual or potential real-estate transaction aside from discussions and commitments-in-principle on the Y Lot (350 S Avenue) which the Board endorsed. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
 11. **Collective Bargaining Decisions** – A new collective bargain was approved by the Board in March 2022. Staff were heavily involved and led the negotiations. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
 12. **Use of the Capital Reserve** – A review of budgetary and financial documents (Reed, 5/24/2022) confirms that no Capital Reserve funds have been expended since its creation in 2020. A review of communiques (Carpenter, 5/2/2022) found no suggestion of Board dissatisfaction with staff performance.
 13. **Appointing or Removal of Board Officers** - A review of communiques (Carpenter, 5/2/2022) found no request for staff support in this matter.
- The CEO notes partial compliance for this policy due to partial compliance in 2.10.1.1 and 2.10.1.5. The compliance timeline will be provided in respective sub-policies.

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: Partially Compliant

Interpretation

Timeliness with this policy will be demonstrated when complete Monitoring Reports are submitted for the Board’s consideration on the schedule in Appendix A of the Policy Manual. This is reasonable because the schedule is set in advance.

Accuracy and comprehensibility will be determined by the Board acceptance of the CEO’s interpretation and evidence. This is reasonable because interpretations provide measurable operational definitions of the policy, a specified level or standard of achievement and the

reasoning behind those definitions and standards. Additionally, board’s acceptance of a policy is a collective body decision and not an individual’s decision

Evidence

A review of policy reports (Njuki, 3/15/22) indicate the following scoring on timeliness and board’s conclusion of the report.

Report #	Scheduled Monitoring Date	Actual Monitoring Date	On Schedule ?	Board Conclusion
1.0	Dec 2021	Feb 2022	No	B. Is in compliance, except for items noted.
2.0	Jan 2022		No	Not submitted.
2.1	Nov 2021	Dec 2022	No	B. Is in compliance, except for items noted.
2.2	Jun 2021	Jun 2021	Yes	D. Is not in Compliance or is not making reasonable progress towards compliance. The CEO was requested to submit an issue brief within 3 months. In October, an update was provided and accepted by the Board
2.3	Oct 2021	Nov2021	No	A.Is in compliance
2.4	Sept 2021	Sep 2021	Yes	A.Is in compliance
2.5	Feb 2022	Mar 2022	No	B. Is in compliance, except for items noted.
2.5.12	Sep 2021	Sep 2021	Yes	B. Is in compliance, except for items noted .
2.6	Feb 2022	Apr 2022	No	A. Is in compliance
2.6	Aug 2021	Aug 2021	Yes	A.Is in Compliance
2.9	May 2021	May 2021	Yes	B. Is in compliance, except for items noted.
2.10	Mar 2021	Mar2021	Yes	B. Is in compliance, except for items noted.
2.11	Oct 2021	Oct 2021	Yes	E. Cannot be determined

Compliance timeline: The Board can expect staff to get the reports caught up by September 2022. This assumes that the Board will not defer any reports. Monitoring reports were on time until the Cyber-Attack happened in October 2021. It was impossible for staff to access data used for evidence in this reports as some of our internal data storage assets were comprised. They have since been recovered and monitoring has picked up albeit a month or two behind. The January 2022 Board meeting was also cancelled, and this also led to the deferring of monitoring reports by a month.

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: Incomplete

Interpretation

Compliance with this policy will be demonstrated when the CEO notifies the Chair or Governance Committee in writing of a known or unavoidable state of non-compliance, provided the CEO is aware of the non-compliance prior to assembling a monitoring report. This is reasonable because staff do not track compliance in real-time and may not be aware of non-compliance until a report is being written. This does not cover non-compliance noted in regular monitoring reports.

Evidence

A review of written notifications from the CEO to the Chair or Governance Committee (Carpenter, 5/2/2022) found sporadic notifications of challenges and areas of *potential* non-compliance but did not find a clear record of written notifications.

However, 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.

Policies	Partial or non-compliant items	Date of board report	Manner of report	Audience
1.0	1.1.2., 1.2.2, 1.2.3, 1.2.4, 1.3.4. & 1.4	Feb 17, 2021	Monitoring report	Full board
2.1	2.1.1, 2.1.2, 2.1.3,2.1.3.1, 2.1.5	Dec 16, 2021	Monitoring report	Full board
2.2	2.2.1., 2.2.1.1., 2.2.3., 2.2.4	Jun 17, 2021	Monitoring report	Full board
2.5.12	2.5.12	Sept 23, 2021	Monitoring report	Full board
2.9	2.9.3., 2.9.4	May 20,21	Monitoring report	Full board
2.10	2.10.1.1., 2.10.3.1	Mar 18,21	Monitoring report	Full board
2.11	2.11	Oct 21, 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: Partial Compliance

Interpretations

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

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

- A. whether the Board suggests that its decisions were impaired by the lack of adequate information
- B. whether a decision was successfully made.

This is reasonable because, while staff can provide what they 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 (Njuki, 3/17/22) indicates that

- A. In the CEO’s opinion, the Board’s decision regarding fare changes was impaired by inadequate information from the CEO, especially pertaining to under-developed policy interpretations, and an approval timeline that necessitated public involvement prior to Board discussion.
- B. the following information was provided in Board meeting packets and the following decisions made.

Board Decision	Date	Information included in the Board Packet? (Y/N)	Was a Decision Made?	Board Concerns with Impairment?
Budget Approval	Aug-Sep 23, 21	Y	Y	N
Policy 2.11 amendment to adopt Governance Coach recommendations.	Oct 21, 21	Y	Y	N

Labor Negotiations policies (2.3.6-2.3.8)	June 17, 21	N (Confidential Attorney Information)	Y	N
Fare change policy (2.5.12)	Oct 21,21	Y (interpretations were incomplete)	N	Y

Compliance Timeline: Improved compliance with fare policy development is anticipated before the FY 2024 budget (Sept 2023). There are no anticipated fare changes in the FY 2023 budget.

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) Each agenda item for a Board or committee meeting includes a concise, effective summary, this is reasonable because providing briefs or summaries allows Board members to grasp the main points without having to peruse lengthy documents.
- B) Agenda items are labeled as M (Monitoring), D (Decision preparation) or O (Other). this is reasonable because that’s what the policy asks for.
- C) Board members do not report that information is too extensive to be understood or does not contextualize and focus information appropriately. This is reasonable because staff may be do their best to provide information in a concise manner, but the Board is the ultimate the decision maker on whether the information was unnecessarily complex.

Evidence

A review of Board and Committee meeting packets (Njuki,3/17/22) indicate.

- A) Brief summaries identified as issue briefs were provided about 95% of the time, and that the Board and the committees have not requested information be resubmitted in a shorter or less complex form, and
- B) Almost all items were classified as M, D or O.
- C) A review of communiques from the Board (Carpenter, 5/2/2022) found no instances of concern about the length or complexity of staff-prepared information, aside from ongoing concerns about the size of monitoring reports, although this is not seen as a compliance issue by the CEO.

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: Partial 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. 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, a review of Board and Committee minutes (Njuki, 3/17/22) indicate the following.

Required information	Provisions during the monitoring period	Submissions
A. Operational performance metrics	Q2 FY 2021 service report (May, 21) Q3 FY 2021 service report (Aug, 21) Q4 FY 2021 service report (Dec, 21) Q1 FY 2022 service report (March, 22)	Submitted to committees and full board
B. Customer satisfaction metrics	Q2 FY 2021 service report (May, 21) Q3 FY 2021 service report (Aug, 21) Q4 FY 2021 service report (Dec, 21) Q1 FY 2022 service report (March, 22)	Submitted to committees and full board

C. Quarterly budget to actual financial reports & financial performance metrics	Q2 FY 2021 finance report (May, 21) Q3 FY 2021 finance report (Aug, 21) Q4 FY 2021 finance report (Nov, 21) Q1 FY 2022 finance report (March, 22)	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 2022 budget contract list. Amendments to the budget were done in April 2021 and in August through resolutions no. 03/2021 and 10/2021.	Submitted to committee and full board
E. CEO Compensation (reviewed every two years)	Bi-annual Update	The CEO sent an email to the Chair regarding trends in executive compensation on 2/10/2022. The Board has not taken any actions.
F. Advance notice to staff rules or compensation changes	The Board was kept in the loop of all union Labor negotiations. There were no changes to non-union handbook or compensation besides the annual adjustment for inflation.	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	The CEO did not provide this presentation during the monitoring period.	Written and verbal notifications shared with committees and the Board
I. Annual strategic plan	The Corporate Business Plan for FY 2022 was provided to the Board.	Submitted to full Board.

Compliance Timeline: The CEO did not complete item 2.10.1.5 H. This will be made compliance before the end of 2022.

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

I interpret this policy to be concerned with A) the availability of processes and channels to help *the agency respond* in a timely and accurate manner *on behalf of* the board or board members when requested, B) the need to prepare board members in anticipation of questions on high-profile matters, and C) equipping individual board members with enough general knowledge to be comfortable engaging many questions on their own.

Compliance with this policy will be demonstrated when

- A) **The Board and its members understand how to delegate inquiries to staff.** This provides board members the *option* of passing a question or concern to staff for a response. Specifically, this includes knowledge of contact mechanisms for general information (customer service phonelines, email, URL, etc.) and which member of Executive Team to contact for more complex issues. This is necessary and reasonable because the majority of inquires or concerns that may come to board members relate to operational issues best answered by staff, and because it is not practical to expect board members to personally memorize the vast amount of information necessary to personally respond.
- B) **Responsive to the educational requests to individual board member so that they are comfortable answering questions** or know how to refer a question to staff (see above). It is reasonable that individual board members may wish to be able to knowledgably respond to public questions from customers/beneficiaries, stakeholders, or a Legal or Moral Owners. In this case, general board education and training can be supplemented by personal assistance from staff (if needed) in developing a response.
- C) **The Board or its delegates (e.g., the Chair, a taskforce, etc.) have access to agency resources and staff support, if needed, for developing a direct response themselves.** This is reasonable as the Board may sometimes wish to respond directly and not through staff. For example, helping to prepare the Chair or a taskforce when speaking with Legal Owners or stakeholders, and following up to ensure responsiveness.
- D) **Board members have access to reasonably comprehensive briefings and general responses to anticipated questions** (i.e., Frequent Asked Questions, speaking points, etc.) in a timely manner. For high-profile matters or crisis (whether related to staff or Board decisions).

This is reasonable because the Board’s self-defined role (see policy 3.0) can help clarify the types of concerns or inquires that may require a response from the Board or board members, as opposed to staff. These concerns include:

- Questions related to Owners Values, especially politically sensitive matters involving Legal Owners (i.e., municipal governments), and discussions around what the agency does, for whom, and at what cost.

- Inquires related to decisions the Board has reserved for itself such as: setting fares and tax rate proposals,

Even in cases such as those listed above, the Board may wish to seek staff assistance in developing responses or delegate the response to the CEO. Almost all other decisions including routine institutional communiques, announcements, and responses to general and technical inquiries have already been delegated to the CEO and staff.

Evidence

A review of Board meeting minutes and board member communique (Njuki 3/17/22, Carpenter 5/17/22) indicate that during the monitoring period,

- A) Orientation of the new board member (Pollay) on August 26th, 21 included discussions on how to seek feedback from staff
- B) Individual requests for information are not formally tracked, however, anecdotally, the CEO and deputy CEOs speaks with Board members and provide information as requested. A review of emails (Carpenter 5/17/22) indicates that none of such requests were ignored.
- C) The Board was provided with FAQs on the Capital Reserve Plan and on July 22nd 2021 passed a Capital Reserve Policy Resolution. The Board had several conversations with staff in board meetings prior to making a resolution on 350 S fifth avenue (Y-lot) development.
- D) Two Board members (Mr. Miller and Mr. Allemang) were provided with comprehensive briefings priori to participating in a federal virtual advocacy event May 19th, 2021, this prepared them for any anticipated questions.

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 serious 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). I further interpret this policy to be referring to incidents of more than passing or inconsequential non-compliance. This is reasonable because 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).

Evidence

The CEO did not witness any instances of non-compliance among board members, and therefore did not report any perceived non-compliance (Carpenter 5/17/22).

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

Degree of Compliance: Partially Compliance

Interpretation

Compliance will be demonstrated when

- A) Policies 2.10.2.1- 2.10.2.4 are compliant as the Board has partially interpreted “logical and clerical assistance” in those policies
- B) Administrative staff support necessary to conduct its business,
- C) Meeting space
- D) Governance coaching support, and
- E) Access to legal counsel.

This is reasonable because it’s necessary for the Board to efficiently complete its work.

Evidence

- A) **Policies** 2.10.2.1-2.10.2.3 are compliant. 2.10.2.4 is partially compliant.
- B) **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. No concerns from the Board were recorded (Carpenter, 5/2/2022).
- C) **Meeting Space:** During most of the period, meetings were conducted virtually due to the pandemic. In-person meetings resumed in February 2022. No concerns from the Board were recorded (Carpenter, 5/2/2022).
- D) **Governance Support:** A contract for board training and facilitations services (Rose Mercier) was in place during through the monitoring period. Ms. Mercier has been utilized on several occasions during this period on request of the Board or board members. No concerns from the Board were recorded (Carpenter, 5/2/2022).
- E) **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 directly without the involvement of the CEO or staff. No concerns from the Board were recorded (Carpenter, 5/2/2022).

The CEO notes partial compliance to policy since policy 2.10.2.4 is not compliant. The compliance timeline is noted in the sub-policy.

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

- A. Arrange Board and committee meetings, including scheduling, location/virtual location, well-organized advance reading material (minimum 5 days in advance).
- B. 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.
- C. Assist the Board in arranging their annual Retreat.

These are reasonable because Board and committee meetings and retreats are the only official channels of board communication that staff can coordinate.

Evidence

A review of internal documents (Njuki 3/17/22) indicate

- A. All scheduled Board meetings were organized, scheduled, and implemented by staff either virtually or in person. The January 2022 Board meeting was cancelled by the Board Chair on the advice of the CEO due to pandemic-related concerns.
- B. All agenda packets have been publicly available at least three days before the meeting. Staff supported the board by taking meeting minutes, disseminating agendas, and uploading public packets on the website in a timely manner during all committee and board meetings.
- C. Staff supported the Board in preparing for their annual retreat which took place on August 12, 2021.

A review of communiqués and schedules (Carpenter, 5/2/2022) found no instances where official duties listed above were carried out by anyone other than staff, and board members never needed to arrange for such support themselves.

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 meetings and retreats are held in a publicly accessible location, and all in-person meetings should be accessible via public transportation.
- B) If meetings are conducted virtually, they will be open to the public.
- C) Meeting spaces will be conducive to a productive meeting and will include whatever furniture, seating arrangement, audio/visual, and presentation equipment as needed.

These items are reasonable because location accessibility and meeting infrastructure (i.e., furniture, audio visual equipment, and arrangement spacing for safety concerns) are crucial for an effective meeting.

Evidence

During the monitoring period all Board meetings were conducted virtually or in a hybrid in-person/virtual manner (Njuki 3/7/22).

- A) Members of the board and public were notified in advance on how to participate in virtual/ hybrid meetings. Beginning in February, in-person meetings were held at the Ann Arbor District Library, a location accessible to the public via public transportation.
- B) All board meetings during the monitoring period were accessible to the general public.
- C) Audio-visual capabilities during the virtual and hybrid meetings were accessible. Staff provided additional technical support as needed. Seating arrangements spaciouly organized for pandemic-related reasons, masks were also availed and free to any meeting attendant who didn't have one.

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 public can contact the Board Chair directly via electronic means.
- D. There is a formal whistleblower policy in place.

These are reasonable because they ensure that no person (staff or the public) is deprived a chance to address any concern they may have to the Board.

Evidence

A review of Board meeting minutes (Njuki, 3/17/22) during the monitoring period indicate

- A. All Board meetings 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. The Whistleblowers Protection Act of MI is available and accessible to all staff. Copies of the Act are hung in employee public areas alongside other labor posters

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: Partially Compliant

Interpretation

Compliance with this policy will be demonstrated when, within one month, any official changes to the Policy Manual are made to the document, posted on TheRide’s website, and circulated electronically to Board members. This is reasonable because one month allows staff enough time to make and publish edits.

Evidence

A review of records (Njuki (5/7/22) indicate that due to staffing changes, uploading of policy changes was not timely but it was all complete by May 6th 2022 therefore, the CEO notes partial compliance to this policy.

POLICY 2.10.3 The CEO shall not...Impede the Board’s holism, misrepresent its processes and role, or impede its lawful obligations.

Degree of Compliance: Partial Compliance

Interpretation

Compliance with this policy will be demonstrated when

- A) Compliance with policies 2.10.3.1 and 2.10.3.2 are achieved. This is reasonable because the Board has fully interpreted "holism" in these two policies.
- B) Board policies pertaining to the Board and CEO roles are publicly available, and the CEO clarifies them as needed to the Board’s satisfaction. This is reasonable because, while the CEO cannot stop someone from misunderstanding the Board’s role/processes, they can provide information and clarify when appropriate.
- C) The CEO helps the Board to fulfill its duties as per:
 - a. The legislation under which it is incorporated, Act 55 of 1963; change agency members and place a tax proposal on an election ballot; and
 - b. Its Articles of Incorporation: select officers and adopt/amend bylaws,
 This is reasonable because, while the Board has reserved many other decisions to itself (budget approval, fare changes, etc.) these are done via the Bylaws or Board policies and are not a matter of illegality. Also, the Act and Articles describe all other duties as falling to “the Authority” which the Board may delegate to the CEO.

Evidence

A review of documents (Njuki 3/22/22) indicates that

- A) Policy 2.10.3.1. is compliant, Policy 2.10.3.2 is partially compliant (see below)
- B) The Board Policy Manual has information of Board governance processes and roles. Work delegated to the CEO is clearly identified as so. This document is publicly available on TheRide.org website. Further, the CEO is not aware of any Board dissatisfaction with the CEO’s representations of the Board’s responsibilities.
- C) During the monitoring period the Board did not change membership or tax rates, but it did select officers and adopt new bylaws. While the CEO and staff had nothing to contribute to the selection of officers, a review of electronic messages and documents (Carpenter, 5/3/2022) found that the CEO was significantly involved in helping the Board to successfully amend its bylaws.

The CEO reports partial compliance to this policy due to partial compliance in policy 2.1.0.3.2. A compliance timeline is provided in the sub-policy.

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: Compliant

Interpretation

I interpret this policy to mean that the CEO and staff are not to undermine the Board’s cohesiveness as a body, inadvertently or otherwise, by providing unique access to support, information, or counsel not available to other Board members, aside from general information requests and as per delegations the Board has made.

Compliance with this policy will be demonstrated when the CEO and staff provide, upon request, equivalent access to information, support, resources, and counsel to all board members, notwithstanding (b) in 2.10.3 above,

This is reasonable because the Board only acts as a whole and not in part and therefore cannot provide direction unless it’s in consensus. Sharing of information with the larger board ensures that no one board member is privileged to any significant information without the knowledge of other Board members.

Evidence

- A) A review of board meeting videos and minutes (Njuki 3/22/22) indicate no situation where the CEO or staff provided preferential treatment to any Board member.
- B) A review of communiques with board members (Carpenter, 5/25/22) indicate no instances where information requested by a member was not provided.
- C) A review of the CEO communique with Board members (Njuki, 3/22/22) indicates that respective taskforces and committees were copied, and further discussion on similar topics carried over to the Board meeting. Below is a documentation of such instances.

Board member request	Other parties involved in response
Request for monitoring templates from the governance coach	Monitoring taskforce was copied
Include bus stop as a facility in the monitoring report	This conversation was carried over to the board meeting for further discussion

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: Partially Compliant

Interpretation

Compliance with this policy will be demonstrated when the CEO seeks timely Board approval via the Consent Agenda for operational decisions for which an outside body requires a Board-level approval including:

- A) MDOT grant approval,
- B) FTA approvals (Safety Plan and Title VI Plan),
- C) and various other outside approvals required from time-to-time.

This is reasonable because most state and federal Required Approvals are known in advance, but some others may be emergent and unforeseeable.

Evidence

A review of Board agendas and minutes (Njuki, 5/26/22) found that during the monitoring period the CEO sought and received Board approval for the following:

Required Approvals	Approved on	Approval required by:	Approval timely?
A) MDOT Grant Approvals (Receipt of grant funding)	Feb 2022	January 2022	No
B) FTA items that require board approval a. Public Transportation Agency Safety Plan b. Title VI Plan	a. Feb 2022 b. Feb 2020	a. Feb 2022 b. Feb 2020	a. Yes b. Yes

The Board cancelled the January Board meeting due to the pandemic. Therefore, state funding was presented and approved in the February Board meeting. The Board approval was late, but the agency coordinated with the state by submitting the original application on time and attaching the Board resolution after it was approved on February 24th

Policy Trendline (New)

The Monitoring Taskforce proposes the inclusion of policy trendlines in monitoring reports in order to have a graphic representation of policy compliance over time.

Policy	FY 20	FY 21	FY 22
2.10.	2	2	2
2.10.1	2	2	2
2.10.1.1	2	2	2
2.10.1.2	3	3	3
2.10.1.3	3	3	2
2.10.1.4	3	3	3
2.10.1.5	3	3	2
2.10.1.6	3	3	3
2.10.1.7	3	3	3
2.10.2	3	3	2
2.10.2.1	3	3	3
2.10.2.2	3	3	3
2.10.2.3	3	3	3
2.10.2.4	3	3	2
2.10.3		2	2
2.10.3.1		2	3
2.10.3.2		3	2

LEGEND	
3	Compliant policies
2	Partially compliant policies
1	Non-compliant policies

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.

Board notes (if any)

The Board found the CEO to be (B) in compliance, except for items noted within the report.