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## Board of Director's Meeting Minutes

**Meeting Date/Time:** October 20, 2022, 6:30-9:00pm

**Members:** Kathleen Mozak (Chair), Mike Allemang (Treasurer), Jesse Miller (Secretary), Simi Barr, Rich Chang, Ryan Hunter, Eric Mahler, Susan Pollay

**Location:** Ann Arbor District Library  
Virtual attendance available via Zoom

Chairperson Mozak called the meeting to order at 6:30 pm

Agenda Item
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<b>1. OPENING ITEMS</b>
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<b>1.1 Approve Agenda</b>
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Mr. Hunter moved to approve the agenda, seconded by Mr. Chang.

All in favor of the accepted agenda:

Mr. Mike Allemang: Yes (Attending virtually)

Mr. Simi Barr: Yes

Mr. Rich Chang: Yes

Mr. Ryan Hunter: Yes

Mr. Jesse Miller: Yes

Mr. Eric Mahler: Yes

Ms. Susan Pollay: Yes

Chairperson Kathleen Mozak: Yes

The vote passed unanimously.

<b>1.2 Public Comment</b>
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Robert Pawlowski congratulated Ms. Mozak on her appointment as Chair and thanked Mr. Mahler on his years of service. He commented that he is seeing more information across the state regarding the implementation of zero emissions buses and is pleased to see it is now a local discussion and plan.

<b>1.3 General Announcements</b>
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Ms. Mozak shared with the Board that the upcoming formation of the Audit Task Force will need volunteers. She also shared the news that Chris Allen had been appointed as a board member by the City of Ann Arbor. His first attendance at a meeting would be at the October 25<sup>th</sup> Board Retreat.

## 2. CONSENT AGENDA

### 2.1 Board Meeting Minutes September 28, 2022

### 2.2 Committee Meeting Summaries

### 2.3 Bank Signature Authorizations

Mr. Miller motioned to approve the Consent Agenda, seconded by Mr. Hunter.

All in favor of accepting the Consent Agenda items:

Mr. Mike Allemang: Yes (Attending virtually)

Mr. Simi Barr: Yes

Mr. Rich Chang: Yes

Mr. Ryan Hunter: Yes

Mr. Jesse Miller: Yes

Mr. Eric Mahler: Yes

Ms. Susan Pollay: Yes

Chairperson Kathleen Mozak: Yes

The Consent Agenda was accepted as presented.

## 3. POLICY MONITORING & DEVELOPMENT

*\*\* Agenda Items 3.1 and 3.2 were switched in ordering – 3.2 was presented first \*\**

### 3.1 Board Education: Policy Development

Policy Governance Coach, Rose Mercier, provided the board with an overview of her work in supporting the Monitoring Task Force as they look for methods to improve board policy monitoring. She shared that she had observed several board meetings and provided educational observations in the board packet.

Board members discussed the ongoing work of policy governance and potential methods of more systematically reviewing and monitoring policies.

### 3.2 Ownership Linkage Task Force Update

Mr. Chang shared a [presentation on the background of Ownership Linkage](#) (Pg 100) reintroducing Ownership Linkage board work. His presentation outlined the methods and means of linking of the Board to community owners and stakeholder. He also provided information on the formation of a Task Force and the goals for work to be done.

After his presentation, the Board discussed the ways in which Ownership Linkage was in alignment with the work of policy governance and the role of the Board. The creation and implementation of the Task Force is planned to begin after the first of the year. Board members thanked him for reestablishing work that had been initiated in prior years.

### 3.3 Approval of New Survey Tool

Mr. Allemang communicated to the Board that the Monitoring Task Force had successfully tested a new monitoring survey tool and were presenting to the Board for their approval. The Task Force felt the revised survey tool removed the ambiguity of the previous form.

After a discussion, it was noted that the only suggested amendment would be to add the wording “defensible rationale” in the monitoring wording.

Mr. Hunter motioned to approve the new survey tool (with suggested amendment), seconded by Mr. Chang.

All in favor of accepting the new survey tool:

Mr. Mike Allemang: Yes (Attending virtually)  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Mr. Ryan Hunter: Yes  
Mr. Jesse Miller: Yes  
Mr. Eric Mahler: Yes  
Ms. Susan Pollay: Yes  
Chairperson Kathleen Mozak: Yes

The motion passed unanimously for the implementation of the new survey tool for monitoring report surveys.

### **3.4 2.8 Emergency Succession**

Mr. Carpenter presented the Board with the monitoring report and noted it was a straightforward policy – no further discussion was made.

Mr. Miller put forth a motion to accept the report as A - in compliance. Ms. Pollay seconded the motion.

All in favor of accepting the report as A – in compliance:

Mr. Mike Allemang: Yes (Attending virtually)  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Mr. Ryan Hunter: Yes  
Mr. Jesse Miller: Yes  
Mr. Eric Mahler: Yes  
Ms. Susan Pollay: Yes  
Chairperson Kathleen Mozak: Yes

The motion passed unanimously to accept the report as A – in compliance.

*\*\* Mr. Allemang left meeting\*\**

### **3.5 2.11 Construction**

Mr. Carpenter presented the Board with the monitoring report, specifically noting several policy interpretations complexities that had arisen. Primarily regarding board approvals for grant application submissions when grant opportunities had short turnaround submissions which didn't allow for board approval. This was highlighted within the report with further explanation.

Board discussion focused on possible policy revision to address the complexities Mr. Carpenter had discussed. Ms. Mozak noted that the Board should first vote on the compliance of the monitoring report before opening the discussion on possible policy revision.

Mr. Miller put forth a motion to accept the report as B – in compliance, except for items noted (2.11.1, 2.11.1.2 and 2.11.1.2). Mr. Chang seconded the motion.

All in favor of accepting the report as A – in compliance:

Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Mr. Ryan Hunter: Yes  
Mr. Jesse Miller: Yes  
Mr. Eric Mahler: Yes  
Ms. Susan Pollay: Yes  
Chairperson Kathleen Mozak: Yes

The motion passed unanimously to accept the report as B - in compliance, except for items noted (2.11.1, 2.11.1.2 and 2.11.1.2).

Board agreed to discuss a policy wording revision further at the November meeting.

#### **4. STRATEGY & OPERATIONAL UPDATES**

##### **4.1 Triennial Review Debrief**

Ms. Reed shared report highlights from the Triennial Review and referenced the debrief provided in the board packet. There were six deficiencies noted at the end of the review that require corrective action, none of which were repeat findings from prior reviews. She also shared that the deficiencies were average for the industry, and several were related to new information or regulations that had been introduced by the FTA.

##### **4.2 CEO Report**

Mr. Carpenter provided an overview of the CEO report and thanked Ms. Reed and staff for their work with the Triennial Review. He announced that a new HR Manager, Monica Boote, would be joining the organization in mid-November. He noted that the Propulsion Study – to be discussed at the October 25<sup>th</sup> Board Retreat – had been added to the website and opportunities for public engagement were forthcoming.

The Board had a follow up discussion regarding the exchange of buttons and retro-fitting of pull cords. Mr. Carpenter will be following up on the timeline for that work.

#### **5. EMERGENT ITEMS**

No emergent items were noted.

#### **6. CLOSING ITEMS**

##### **6.1 Reminder: Board Retreat**

Ann Arbor District Library 12:30-4:30pm

##### **6.2 Topics for Next Meetings**

2.6 Cash & Investments  
Q4 Service Report  
Q4 Financial Report  
Board Education – Federal Advocacy w/ Ward McCarragher

### **6.3 Public Comment**

Mr. Pawlowski praised Ms. Reed and staff for their work on the Triennial Review. He made note that transit signal priority technology needs to be a prioritized investment for future projects. He mentioned specific areas around the region that need focused on.

### **6.4 Adjournment**

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

Meeting adjourned at 8:44 pm.

Respectfully Submitted by Deborah Holt

INVESTMENT ACCOUNT ACCESS AUTHORIZATIONS  
**RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE**

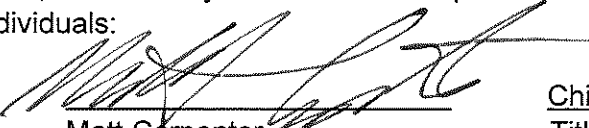
**ANN ARBOR AREA TRANSPORTATION AUTHORITY #19-1110**

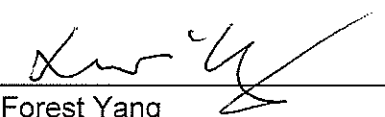
I, hereby certify that the following Resolution was duly approved and adopted by the Board of Directors (herein after referred to as the Board) of the Ann Arbor Area Transportation Authority at a meeting held on October 20, 2022, at which a quorum was present and acting throughout.

**WHEREAS**, the Authority has accounts with the Bank of Ann Arbor for the purpose of banking and/or investment management purposes; and

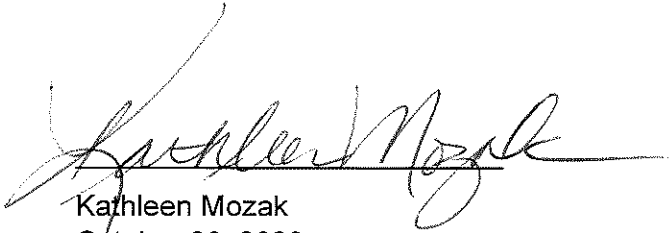
**WHEREAS**, the Board ratified the establishment of specific investment accounts with the Bank of Ann Arbor in September 2018.


**FURTHER, BE IT RESOLVED**, that the Board hereby designates the following individuals as duly authorized and gives these individuals the authority to direct Bank of Ann Arbor via emails, telephone conversations, in writing, and/or any other form necessary regarding deposits, transfers, and withdrawals from any accounts held at the Bank of Ann Arbor (retail or trust), and to conduct any other business as deemed necessary and, further, grants Bank of Ann Arbor, Agent, the authority to follow without question the direction of at least two of the following named individuals:

Names(s)  Chief Executive Officer  
Matt Carpenter Title

 Interim Deputy CEO, Operations  
Forest Yang Title

 Deputy CEO, Finance & Administration  
Dina Reed Title

  
Kathleen Mozak  
October 20, 2022

  
Jesse Miller  
October 20, 2022