

## Board of Director's Meeting Agenda

**Meeting Date/Time:** December 15, 2022, 6:30 – 9:00pm

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

**Location:** Ann Arbor District Library  
 Virtual attendance available [via Zoom](#)  
 Passcode: 983308

Agenda Item	Info Type	Details	Page #
<b>1. OPENING ITEMS</b>			
1.1 Approve Agenda	D	Mozak	
1.2 Public Comment	O		
1.3 General Announcements	O		
<b>2. CONSENT AGENDA</b>			
2.1 Board Meeting Minutes November 17, 2022	D		3
2.2 Committee Meeting Summaries	D		8
2.3 Annual Public Transit Agency Safety Plan	D		13
<b>3. POLICY MONITORING &amp; DEVELOPMENT</b>			
3.1 Board's Work Plan	O	Mozak	15
3.2 Task Force Updates	O		
3.2.1 Ownership Linkage (Verbal)	O	Chang	
3.2.2 Monitoring (Verbal)	O	Allemang	
3.3 Policy 2.9 Updates (Verbal)	O	Miller	18
3.4 Monitoring 2.1 Treatment of the Traveling Public	M	Carpenter	30
<b>4. STRATEGY &amp; OPERATIONAL UPDATES</b>			
4.1 CEO Report	O	Carpenter	51
<b>5. EMERGENT ITEMS</b>			
<b>6. CLOSING ITEMS</b>			
6.1 Action Item Recap	O	Carpenter / Holt	
6.2 Topics for Next Meetings 1.0 Ends CEO Evaluation 2.0 Global Executive Limitation Annual Board Disclosure Statement		Thursday, January 19, 2023	
6.3 Public Comment	O		
6.4 Adjournment			

\* M = Monitoring, D = Decision Preparation, O = Other

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***If additional policy development is desired:***

Discuss in Board Agenda Item 3.0 Policy Monitoring and Development. It may be appropriate to assign a committee or task force to develop policy language options for board to consider at a later date.

**Emergent Topics**

Policy 3.13 places an emphasis on distinguishing Board and Staff roles, with the Board focusing on “long term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.” Policy 3.1.3.1 specifies that that Board use a structured conversation before addressing a topic, to ensure that the discussion is appropriately framed:

1. What is the nature of the issue? Is the issue within the scope of the agency?
2. What is the value [principle] that drives the concern?
3. Whose issue is this? Is it the Board’s [Policy, 3.0 and 4.0] or the CEO’s [running the organization, 1.0 and 2.0]?
4. Is there already a Board policy that adequately covers the issue? If so, what has the Board already said on this subject and how is this issue related? Does the Board wish to change what it has already said?

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## Board of Director's Meeting Minutes

**Meeting Date/Time:** November 17, 2022, 6:30-9:00pm

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

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

Chairperson Mozak called the meeting to order at 6:31 pm

Agenda Item
<b>1. OPENING ITEMS</b>
<b>1.1 Approve Agenda</b>  Ms. Mozak noted several small changes to the agenda – moving 3.5 to 3.6 and adding 3.5 as a discussion on 2.11 Construction policy. She also noted that agenda item 3.2 updates would be from Mr. Miller, not herself.  Ms. Pollay moved to approve the agenda, seconded by Mr. Miller.  All in favor of the accepted agenda:  Mr. Mike Allemang: Yes (Attending virtually) Mr. Chris Allen: Yes Mr. Simi Barr: Yes Mr. Rich Chang: Yes Mr. Ryan Hunter: Yes Mr. Jesse Miller: Yes Mr. Eric Mahler: Yes Ms. Susan Pollay: Yes Ms. Kyra Sims: Yes Chairperson Kathleen Mozak: Yes  The vote passed unanimously.
<b>1.2 Public Comment</b>  No public commenters.
<b>1.3 General Announcements</b>  No general announcements.

## 2. CONSENT AGENDA

### 2.1 Board Meeting Minutes October 20, 2022

### 2.2 Board Retreat Minutes October 25, 2022

### 2.3 Committee Meeting Summaries

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

All in favor of accepting the Consent Agenda items:

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

The Consent Agenda was accepted as presented.

## 3. POLICY MONITORING & DEVELOPMENT

### 3.1 Annual Plan of Work

The Board opened discussion for additional topics to be added to the Annual Plan of work to be held at a future board retreat. Sustainability planning measures was discussed and whether that should be included as a policy, part of the work plan or if it best addressed by staff, rather than the board. The exploration of post-pandemic transit changes was discussed – with a notation that this may be an area that is still experiencing changes so data is unavailable. Members agreed that educational topics are best addressed at future board meetings and not included in the annual plan of work.

### 3.2 Policy 2.9 Updates (Verbal)

Mr. Miller provided an update on the Service Committee's review of Policy 2.9. Governance Coach Rose Mercier had been unable to attend the Service Committee meeting but had provided insight into how the policy and ownership linkage work might be overlapping. She had also given guidance on the ways the policy should be interpreted. She will be joining the December Service Committee meeting and more updates will be provided at the December Board Meeting.

### **3.3 Task Force Updates**

#### **3.3.1 Ownership Linkage (Verbal)**

Mr. Chang gave an update on the status of the Ownership Linkage Task Force which currently includes Mr. Miller, Ms. Pollay and himself – Mr. Hunter volunteered to also join. There is a plan to meet in December or January.

#### **3.3.2 Monitoring**

Mr. Allemang gave an update on the Monitoring Task Force. The revised monitoring survey for Policy 2.6 was used and he added that the task force will next focus on organizing the results. The Board had a discussion on report interpretations and evidence and how there are times when the two might diverge and how it could impact the overall reporting. Board members felt positively about the updated form.

### **3.4 Monitoring 2.6 Cash & Investments**

Ms. Reed presented the monitoring report for 2.6 Cash & Investments (Jan-July 2022). Investments remained like prior periods with additional investments made based on changes in interest rates. She highlighted that based on board recommendations; several enhancements had been made to the report as additional evidence enhanced clarity in the monitoring reporting.

Mr. Allemang put forth a motion to accept the report as A, in compliance. Mr. Miller seconded the motion.

All in favor of accepted the report as A, in compliance:

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

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

#### **3.5 2.11 Construction Discussion**

Ms. Mozak noted that at the October Board meeting the Board determined they wanted further discussion about policy 2.11 Construction. It was determined that the policy had been initially reviewed by the Service Committee and would go back to that committee for further discussion and review after they finish current work on Policy 2.9.

### **3.5 CEO Compensation**

Ms. Mozak introduced the resolution for the Adoption of Adjustment to Compensation of Chief Executive Officer. She shared that the Board had provided Mr. Carpenter an annual performance appraisal but had not had a salary adjustment since 2019. The Governance Committee initiated a salary study and agreed upon the determined salary adjustment within the resolution.

The Board discussed the rationale behind the salary increase gap due to Covid and it was agreed upon that even without an increase, the CEO has had flexibility with PTO usage.

Ms. Pollay motioned to adopt the resolution as presented, seconded by Mr. Mahler.

All in favor adopting the resolution:

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

The resolution for the Adoption of Adjustment to Compensation of Chief Executive Officer passed unanimously.

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

### **4.1 Q4 Service Report**

Mr. Yang presented the Q4 Service Report to the Board and noted that the Q4 reporting had proved to be challenging as final year data was not all available when the report was due. Highlights from the report were that ridership was continuing to increase, complaints have been stable in trending compared to pre-pandemic numbers and cost per boarding is still trending downward. He provided updated information on D2A2 and fielded questions from the Board regarding average ridership numbers for this service.

### **4.2 Q4 Financial Report**

Ms. Reed presented the Q4 Financial Report to the Board and noted the report provided was preliminary and there may still be small changes before the final report which will be issued with the audit. She provided an overview to the Board and shared that Q4 numbers remained on trend. Operating assistance and federal pandemic relief funds are both below budget. Salaries/wages/benefits are showing as favorable to the budget. Fuel/materials/supplies are close to budget, but not over. Finance Committee Chair Mike Allemang added that the committee had been pleased with the report.

### 4.3 CEO Report

Mr. Carpenter shared several highlights from the CEO Report – he introduced the interim Deputy CEP of Planning/Innovations, Ken Anderson, who was in attendance and noted that it had been the first week for Monica Boote, HR Manager. He provided an update on the Deputy CEO Operations interview progress, along with the ongoing Manager for Public Affairs and Engagement and Finance Manager interviews. SEMCOG had awarded TheRide a \$2.1 million Carbon Reduction Grant which will be used to implement increased service from Ann Arbor to Ypsilanti along Washtenaw. He also shared with the Board how the recent mid-term elections (at the beginning of the month) might impact transit services.

Board members discussed the results of other transit millages around the state and the additional implementation of two informational specialists at the Ypsilanti Transit Center.

### 5. EMERGENT ITEMS

No emergent items noted.

### 6. CLOSING ITEMS

#### 6.1 Topics for Next Meetings

- 1.0 Ends
- 2.1 Treatment of the Traveling Public

#### 6.2 Public Comment

Robert Pawlowski provided follow up comments to the Propulsion Study and upcoming changes. He commended the organization for their work on filling staffing positions.

#### 6.3 Adjournment

Mr. Mahler motioned to adjourn, seconded by Mr. Miller.

Meeting adjourned at 8:38 pm.

Respectfully Submitted by Deborah Holt

## Governance Committee Meeting Notes

**Meeting Date/Time:** November 21, 2022 - 9:00-10:30am

**Members:** Kathleen Mozak (Chair), Mike Allemang, Jesse Miller

**Staff:** Matt Carpenter, Forest Yang, Dina Reed, Ken Anderson, Rosa-Maria Njuki, Deb Holt

**Location:** REMOTE – Via Zoom

Chairperson Mozak called the meeting to order at 9:01 am

Agenda Item
<p><b>1. OPENING ITEMS</b></p> <p><b>1.1 Agenda (Additions, Approval)</b> Mr. Miller requested the addition of a discussion of propulsion decision planning into agenda item 3.1.</p> <p><b>1.2 Communications</b> No new communications to share.</p>
<p><b>2. POLICY MONITORING &amp; DEVELOPMENT</b></p> <p><b>2.1 Policy Development</b> Ms. Mozak introduced a discussion on policy development and the committee discussed that policies need to be reviewed with more regularity. Two policies are currently under review and concerns were raised of the potential of a backlog on policy reviews. The committee discussed if there should be an ongoing task force or if policy reviews should be done on an individual basis with a Task Force created for each specific policy review.</p> <p><b>2.2 Task Force Coordination</b> Mr. Allemang shared that the next Task Force meeting is December 1<sup>st</sup> and will bring to the Board’s attention that one more member is needed.</p> <p><b>2.3 Committee Agendas</b> Mr. Miller requested the addition of a discussion on Ownership Linkage to the Service Committee agenda as item 2.2. Mr. Allemang shared that due to a scheduling conflict and a light Finance Committee agenda, the December meeting will be cancelled. Discussion on Policy 2.11 to be added to January Finance Committee agenda. Committee discussed the robust review of Ends on the Board Meeting agenda and if it should be divided – this topic will be added to the December Governance Committee agenda for review.</p>



### **3. BOARD DEVELOPMENT**

#### **3.1 Annual Work Plan**

The committee discussed topics for the Annual Work Plan and reviewed Board input from the November board meeting.

#### **3.2 Board Member Recruitment Efforts**

The committee discussed ongoing efforts and methods for board member recruitment if/when board vacancies occur.

#### **3.3 New Board Member On-Boarding / Training**

Ms. Mozak shared that the newest board member had gone through on-boarding the previous week and will be providing feedback. She would like to develop a template for the process for future use.

#### **3.4 Board / CEO Relationship**

Ms. Mozak introduced the topic of enhancing methods of communications between the board and the CEO. Discussion will be continued in December meeting.

#### **3.5 Board Agenda Reform (Rich's Suggestion)**

The committee reviewed suggested updates to the board meeting agenda that had been made by Mr. Chang and decided to invite him to the December meeting for further discussion on his proposed agenda changes.

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

### **5. CLOSING ITEMS**

#### **5.1 Topics for Next Meeting**

Ends  
CEO Expense Report  
CEO Evaluation

#### **5.2 Adjournment**

Ms. Mozak thanked the committee and staff and adjourned the meeting at 10:38 am.

Respectfully Submitted by Deborah Holt

## Service Committee Meeting Notes

**Meeting Date/Time:** December 6, 2022, 9:00-11:00am

**Members:** Jesse Miller (Chair), Simi Barr, Rich Chang, Ryan Hunter, Susan Pollay

**Staff:** Matt Carpenter, Forest Yang, Dina Reed, Ken Anderson, Rosa-Maria Njuki, Deb Holt

**Location:** REMOTE – Via Zoom

Mr. Miller called the meeting to order at 9:01 am.

Agenda Item
<b>1. OPENING ITEMS</b>
<p><b>1.1 Agenda (Additions, Approval)</b> Mr. Miller noted that with a committee member needing to leave early, the agenda would switch the ordering of section 3 (Policy Monitoring and Development) and section 2 (Strategy and Operational Updates: CEO).</p> <p><b>1.2 Communications</b> No new communications to share</p>
<b>2. POLICY MONITORING &amp; DEVELOPMENT</b>
<p><b>2.1 Policy Development: Review of 2.9</b> Policy Governance consultant, Rose Mercier, provided suggestions for clarifying language for Policy 2.9. Members discussed the goal of reviewing the policy - what the policy is attempting to accomplish and if the language reflects that accurately. They also discussed the Board and CEO understanding the distinction between owner vs. stakeholder conversations in the community – which moved the conversation into the work of reestablishing the Ownership Linkage Taskforce.</p> <p><b>2.2 Ownership Linkage Taskforce</b> Mr. Chang provided an overview of the goal of the establishment of the Ownership Linkage Taskforce. The committee discussed the need for the establishment of protocols for community engagement. They also provided input on specific community organizations for engagement opportunities and topics of discussion.</p>
<b>3. STRATEGY &amp; OPERATIONAL UPDATES: CEO</b>
<p><b>3.1 Treatment of the Traveling Public (2.1)</b> Mr. Carpenter shared with the committee an overview of the monitoring report. Noted and explained partial compliance for 2.1.1 and 2.1.3 and recommended the monitoring report be accepted as B – partially compliant with items noted.</p>

Mr. Carpenter also provided further explanation pertaining to ADA compliance at bus stops that have municipal sidewalks vs. those that do not have sidewalks and the committee discussed. Additional feedback within the monitoring survey was reviewed and discussed.

The Service Committee agreed to present to the Board as B – partially compliant except for items noted with 2.1.1 and 2.1.3.

### **3.2 Labor Relations Update**

Mr. Carpenter shared a brief update on labor relations.

## **4. CLOSING ITEMS**

### **4.1 Action Item Recap**

Mr. Carpenter provided a recap to confirm actions items: Mr. Miller will provide the board with a verbal update for the Review of 2.9 and continue discussion at the January Service Committee meeting; Mr. Chang will provide the board with a verbal update on the Ownership Linkage Taskforce and share OLTF information spreadsheet; and Service Committee will recommend that Policy 2.1 be accepted as B – partially compliant except for items noted with 2.1.1 and 2.1.3.

### **4.2 Topics for Next Meeting**

2.0 Global Executive Limitation  
Review of Policy 2.9  
Ownership Linkage Taskforce

### **4.3 Adjournment**

Mr. Miller thanked the committee and staff and adjourned the meeting at 10.48 am.

Respectfully submitted by Deborah Holt

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## Finance Committee Meeting Agenda

**Meeting Date/Time:** December 8, 2022, 3:00 – 5:00pm

**Members:** Mike Allemang (Chair/Treasurer), Eric Mahler, Kyra Sims, Chris Allen

**At the November 21, 2022 Governance Committee Meeting, it was determined that due to the brief agenda, and no pressing items of discussion, the December Finance Committee Meeting would be cancelled.**

## Annual Approval of Public Transit Agency Safety Plan

**Meeting: Board of Directors**

**Meeting Date: December 15, 2022**

<b>INFORMATION TYPE:</b>
Decision
<b>RECOMMENDED ACTION(S):</b>
That the Board approve the AAATA’s Public Transportation Agency Safety Plan (PTASP) before the December 31, 2022 deadline.
<b>PRIOR RELEVANT BOARD ACTIONS &amp; POLICIES</b>
<p>3.4.8 – “Mandatory Approvals” required by outside organizations are placed in the Consent Agenda.</p> <p>2.2 – The board requires the CEO to ensure the safety of staff.</p> <p>2.0 &amp; 2.5.2 – Comply with laws and federal regulations, do not jeopardize funding.</p>
<b>ISSUE SUMMARY:</b>
<p>As a condition for receiving federal transit funding, transit agencies must submit <b>Public Transportation Agency Safety Plan (PTASP)</b> annually. Each year the Plan is developed by TheRide’s professional safety staff before approval by TheRide’s Board of Directors (required by the FTA). This year the PTASP must be submitted before December 31, 2022. Failure to meet this deadline could jeopardize federal funding (Policy 2.5.2). Staff attest that the attached PTASP fully complies with all federal requirements.</p> <p>Policy Governance recognizes that outside funders or regulators may occasionally require a Board to approve detailed staff work (Means). To preserve delegation to the CEO and avoid mixed expectations, Policy Governance suggests placing such approvals in a consent agenda for “Mandatory Approvals”. The Board approved PTASP’s in 2021 and 2022 via the consent agenda. These earlier Plans were accepted by the FTA and no concerns with safety were raised during the 2022 Triennial FTA Audit.</p> <p>The Board has a policy requiring the CEO to ensure staff safety (2.2) and monitors compliance annually. TheRide has a well-developed workplace safety program, is proactive in addressing concerns, and has a strong track record with very few injuries historically.</p>
<b>BACKGROUND:</b>
<p>The contents of the PTASP are dictated by federal regulation. The regulation, 49 CFR Part 673, outlines the expectations. The PTASP has been developed to help TheRide utilize a Safety Management Systems (SMS) approach to safety risk management. This approach includes an integrated collection of policies, processes and behaviors that ensures a formalized, proactive, and data-driven approach to safety risk management. The PTASP for TheRide must align and incorporate the basic elements of a Safety Management System approach to ensure its compliance and success:</p> <ul style="list-style-type: none"> <li>• Safety Management Policy</li> <li>• Safety Risk Management</li> <li>• Safety Assurance</li> <li>• Safety Promotion</li> </ul>

The 2021 Bipartisan Infrastructure Bill created a few new requirements for PTASPs, all of which have been successfully included:

- Establishment of a Safety Committee made up of equal numbers of frontline workforce employees (selected by the labor organization) and management representatives. The already-existing AAATA safety committee was adjusted for this purpose.
- Approval of the Plan by the Safety Committee prior to approvals from the CEO and Board of Directors. The Committee and the CEO have both approved the PTASP\*.
- A risk reduction program to improve safety by reducing the rates of accidents, injuries, and assaults on transit workers. Metrics and targets are included in the Plan.
- A staff training program for operations and maintenance personnel that includes the completion of a safety training program, continuing safety education, and de-escalation training. A training program is included.

In addition to the regulatory minimum requirements, the following additions have been made upon request of the Safety Committee:

- A quarterly review of On-the-Job Injuries by the Safety Committee to look for trends and mitigations of employee injuries.
- A formal process for communicating recommended mitigations to reported safety hazards to organization leadership for approval and implementation if approved.
- A section specific to the reduction of driver assaults and the committee's periodic review of assaults that have occurred as well as current trends and strategies aimed at preventing assaults.

*\* It is worth noting that TheRide's Management team and our union (TWU 171) have different interpretations of the federal regulations. After reviewing all FTA guidance, and speaking with the FTA, APTA, and other transit agencies, Management is confident that our interpretation is correct. A majority of the Safety Committee felt the draft PTASP met the federal regulations.*

**IMPACTS OF RECOMMENDED ACTION(S):**

- **Budgetary/Fiscal:** Board approval necessary to ensure federal funding.
- **Social:** The PTASP helps to minimize risk to the employees and public.
- **Environmental:** NA
- **Governance:** The federal government required approval by the Board. Policy Governance suggests such approvals be placed in the Consent Agenda.

**ATTACHMENTS:**

1. Draft PTASP

## Board’s Annual Work Plan

**Meeting: Board of Directors**

**Meeting Date: December 15, 2022**

<b>INFORMATION TYPE:</b>
Decision Preparation
<b>RECOMMENDED ACTION(S):</b>
Begin discussion of a Board plan of work for FY 2023.
<b>PRIOR RELEVANT BOARD ACTIONS &amp; POLICIES</b>
Board policy 3.4 (Attachment 1).
<b>ISSUE SUMMARY:</b>
To keep a focus on the future, at the beginning of every fiscal year the Board decides what proactive issues it wants to spend time on, and which may lead to development of new policy. Board members have discussed various items in the past, and a few new ideas have been suggested (Attachment 2). In FY2022 the Board decided to discuss propulsion, advocacy, and equity. Additional items are possible, but organization capacity is a concern.
<b>BACKGROUND:</b>
The Board’s annual work plan is an inherent part of Policy Governance. This is a key mechanism for ensuring that the Board is driving its own agenda and not merely reacting to staff or outside issues. Policy 3.4 outlines how the board sets its agenda. Excerpts of the relevant passages are provided in Attachment 1.
<b>IMPACTS OF RECOMMENDED ACTION(S):</b>
<ul style="list-style-type: none"> <li>• Budgetary/Fiscal: NA</li> <li>• Social: NA</li> <li>• Environmental: NA</li> <li>• Governance: The annual work plan is how the Board sets the direction for the organization.</li> </ul>
<b>ATTACHMENTS:</b>
<ol style="list-style-type: none"> <li>1. Excerpt Policy 3.4 – Agenda Planning Policy</li> <li>2. Potential Work Plan &amp; Education Ideas (FY2023)</li> </ol>

## Attachment 1: Board Policy 3.4: Agenda Planning (Excerpt v2.13)

(Emphasis added)

### 3.4 AGENDA PLANNING

*To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda cycle which:*

- (a) completes a re-exploration of Ends Policies annually,*
- (b) continually improves Board performance through Board education and enriched input and deliberation, and*
- (c) re-examines for relevance the underlying values that support existing policy.*

*3.4.1 The cycle will conclude each year so that administrative planning, strategic planning, and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.*

*3.4.2 The cycle will start with the Board's development of its agenda for the next year.*

*A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.*

*B. Governance education, and education related to Ends determination, (e.g., presentations by researchers, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year...*



## Attachment 2: Previous Board Work Plan & Education (FY2021)

Current work plan:

<b>Policy Topics or Decisions</b>	<b>Status</b>
1. <i>Ends review</i>	<i>Annual task</i>
2. <i>Propulsion</i>	<i>In Progress</i>
3. <i>Advocacy Agenda</i>	<i>In Progress</i>
4. <i>Equity</i>	<i>March Retreat Discussion</i>

General education topics previously suggested by Board:

<b>Education Topics</b>
<i>Multi-jurisdictional consideration (local and regional)</i>
<i>Differences between AAATA communities (POSAs)</i>
<i>Service Provision options: Micro transit, bus lanes, scooters, vehicle size, etc.</i>
<i>Environmental Standards (policy development?)</i>
<i>Town/Gown resource distribution</i>
<i>RTA</i>

## Review of Policy 2.9 External Relation

**Meeting: Board of Director's**

**Meeting Date: December 15, 2022**

<b>INFORMATION TYPE</b>
Policy development and Decision Preparation,
<b>RECOMMENDED ACTION(S)</b>
Receive for information, Approve, Consider, Discuss, etc.
<b>ISSUE SUMMARY</b>
<p>In September the Service Committee review the Monitoring Report for policy 2.9, External Relations. During the discussion the Committee noted several challenges with the policies and concerns raised by the CEO. They recommended the report be approved and also volunteered to take a lead role in reviewing the policy.</p> <p>In September the Committee proposed, and the Board supported, that the Committee review policy 2.9 for possible updates to the written policies.</p> <p>In addition, the Committee asked for relevant previous feedback from Rose Mercier (Attached)</p>
<b>BACKGROUND</b>
Committees are empowered by the full Board to develop recommended changes to policies. The Full Board retains the right to make decisions.
<b>IMPACTS OF RECOMMENDED ACTION(S)</b>
<ul style="list-style-type: none"> <li>• Budgetary/Fiscal: N/A</li> <li>• Social: N/A</li> <li>• Environmental: N/A</li> <li>• Governance: Policy Development</li> </ul>
<b>ATTACHMENTS</b>
<ol style="list-style-type: none"> <li>1. Policy 2.9 and recent CEO Notes</li> <li>2. 2019 Review of External Relations Policy (Rose Mercier) (Different numbering)</li> <li>3. "Prescribing Favored Means by Proscribing All Others" John Carver</li> </ol>

## Attachment 1

### **2.9 EXTERNAL RELATIONSHIPS**

In order to facilitate the continued success of AAATA and its achievement of Ends, the CEO shall not operate without creating collaborative, strategic relationships with external stakeholders.

Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

- 2.9.1 Ignore opportunities for collaboration for the community benefit.
- 2.9.2 Ignore opportunities to promote multi-modal solutions, transit-supportive land development, or first mile/last mile considerations whether internally or to outside decision makers.
- 2.9.3 Fail to develop relationships with community stakeholders, including elected officials, which contribute to community support for the AAATA.
- 2.9.4 Fail to reasonably engage riders, residents, and stakeholders when considering material changes to services, programs, or transit facilities.
- 2.9.5 Fail to operate in a publicly transparent manner.
- 2.9.6 Endanger the organization's public image, credibility, or its ability to accomplish Ends by:
  - 2.9.6.1 Operating the organization in a manner that jeopardizes grantor relationships.
  - 2.9.6.2 Allowing third-party advertising that violates stated agency guidelines for community standards.
  - 2.9.6.3 Hiring a former Board member as an agency employee or supplier within one year of that member's departure from the Board.
  - 2.9.6.4 Hiring a sitting elected official or former elected official that has not been out of office for at least one year from any jurisdiction that appoints members to the AAATA Board.
  - 2.9.6.6 Authorizing the use of vehicles and their operators to transport persons detained by law enforcement for participating in public demonstrations.
- 2.9.7 Allow the organization to be without (advisory) committees required in legislation, or permit those committees to operate inconsistently with requirements of the legislation.

## CEO Notes

In past years I have noted that policies 2.9, 2.9.1, 2.9.2, and 2.9.3 (\*) are *prescriptions* as they dictate staff actions rather than *proscribing* unacceptable situations. Further, they open a door to criticism of many staff decisions based on the popularity of such decisions, not any clear business rationale. I have done my best to develop reasonable interpretations which I believe satisfy the guidance from the IPGA (below), but these are still unsatisfying.

I continue to believe these early policies are contrary to Policy Governance and constitute “backdoor means prescriptions.” I would ask the Board to consider rewording these policies or deleting them. One alternative would be to move 2.9.4 and 2.9.5 under 2.9.6 and delete everything else. The Board could also consult Rose Mercier.

I will also note that there is no “External Relationships” section in the stock Policy Governance template of policies. I believe this policy began as a continuation of the pre-Policy Governance Performance Monitoring and *External Relations* Committee.



### SPECIAL COACHING ADVISORY

#### EL-2.9 External Relationships

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I have written this Advisory in response to a conversation with Jesse Miller and Rosa-Maria Njuki for consideration of the Service Committee at its meeting on December 2<sup>nd</sup>. The question is to be addressed in light of a policy content review of the current Executive Limitation policy 2.9. As you will read in this document, I believe that while there are policy items that are relevant statements of unacceptable conditions, they are better addressed in more appropriate policies.

#### ASSESSMENT OF CURRENT POLICY

**2.9 In order to facilitate the continued success of AAATA and its achievement of Ends, the CEO shall not operate without creating collaborative, strategic relationships with external stakeholders**

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Executive Limitations policies are intended to specify the means that the board would consider unacceptable even if they worked to achieve Ends; means that are unacceptable because they are unethical or imprudent.

As written the highest level policy statement in 2.9 is a management prescription, i.e., it tells the CEO the means to be used, i.e. create collaborative relationships.

When I wrote the first Advisory on this policy, the CEO suggested that this policy might be a hold over from the time – pre-Policy Governance – when the board had an External Relations committee.

More typically, when it is appropriate to do so, External Relations is addressed in a Governance Process policy where the highest level statement would state: “The board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.” I am not sure that such a policy is relevant to AAATA. However, I have included the template of this policy that we use as a starting point for your information as Appendix 1.

**2.9.1 Ignore opportunities for collaboration for the community benefit.**

**2.9.2 Ignore opportunities to promote multi-modal solutions, transit-supportive land development, or first mile/last mile considerations whether internally or to outside decision makers.**

**2.9.3 Fail to develop relationships with community stakeholders, including elected officials, which contribute to community support for the AAATA.**

---

2.9.1, 2.9.2 and 2.9.3 are management prescriptions. The values in these statements (not the statements themselves) more appropriately align with the Executive Limitation on Protection of Assets.

With the exception of 2.9.4 and 2.9.7, the other policy items (2.9.5 and 2.9.6) are also more appropriately addressed in EL 2.7 Protection of Assets, given that the organization’s public image, credibility and ability to accomplish Ends are assets to be protected. I have provided a suggested revision to the board’s current policy EL-2.7 that incorporates these policy items and suggests a way to address the value underlying 2.9.1, 2.9.2 and 2.9.3.

**2.9.4 Fail to reasonably engage riders, residents, and stakeholders when considering material changes to services, programs, or transit facilities.**

---

This policy item is more appropriately addressed in Executive Limitation 2.1 Treatment of the Travelling Public. I have previously suggested the following as a more Policy Governance consistent way of stating the sentiment:

“Proceed with material changes to services, programs or transit facilities that could be foreseen to create significant resistance from the traveling public and external stakeholders because they had not had the opportunity for consultation or their input had been ignored.”

The rationale for this proposed statement: We have a number of clients that value consultation with their “public or stakeholders or clients, etc. If you write the current policy statement (without the “fail to”) as “Proceed with material changes to services, programs or facilities prior to engagement with the traveling public or external stakeholders,” it still does not describe an unacceptable condition – it prescribes the management means. What if there is engagement, which is then ignored? Would that be acceptable? Finding a limitation which captures what is unacceptable actually led us to an extended discussion a few years back between Jannice Moore and Miriam Carver. The result is the policy statement which I am suggesting. It is part of our template for organizations with similar concerns about consultation. I think this policy statement works in this situation.

**2.9.7 Allow the organization to be without (advisory) committees required in legislation, or permit those committees to operate inconsistently with requirements of the legislation.**

---

2.9.7 was, I believe and Kathleen Mozack has confirmed, written as a way to protect the continuation of the LAC. Its continuity has been fulsomely addressed in the Governance Process policy 3.9 Board Linkage with the LAC. I suggest that this policy item can be deleted.

On the following page is how I suggest policy items from 2.9 which align with EL-7 Protection of Assets be incorporated. I have, as I usually do when suggesting policy amendments, suggest other changes to current policy wording that is more contemporary or precise.

## PROPOSED REVISIONS TO

### 2.7 EXECUTIVE LIMITATION POLICY ON PROTECTION OF ASSETS.

---

Gray highlight with ~~strikethrough~~ is a suggested deletion.

Blue font is suggested changes to existing policy wording.

Blue highlighted text are the sections from 2.9 which are integrated into the revised policy.

Black text is existing wording in Protection of Assets policy

The CEO will not ~~cause, allow or fail to address circumstances in which~~ corporate assets are to be unprotected, inadequately maintained, or unnecessarily risked.

Further, without limiting the scope of the ~~foregoing by this enumeration~~ above **statement by the following list** the CEO shall not:

- 2.7.1 Allow Board members, staff, and the organization itself to be inadequately insured against theft, embezzlement, casualty, and liability losses.
- 2.7.2 Unreasonably expose the organization, its Board or staff to claims of liability. [NOTE: I suggest moving this statement up to keep similar concerns together.]
- 2.7.3 **Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.**
  - 2.7.3.1 **Receive, process or disburse the organization's assets under internal controls insufficient to detect, deter and prevent fraud or insufficient to prevent and detect significant deficiencies or material weaknesses.**
- 2.7.4 **Cause or allow buildings and equipment to be subjected to improper wear and tear or insufficient maintenance**
  - 2.7.4.1 ~~Operate without ensuring appropriate risk management.~~
    - A. ~~Subject property, plant, and equipment to improper wear and tear or insufficient maintenance.~~ [RM NOTE: This is now addressed in 2.7.4 in a slightly larger scope.]
    - B. ~~Fail to proactively anticipate the financial requirements needed to maintain assets.~~ [RM NOTE: As written, this is a means statement. The underlying value is addressed in suggestion for 2.7.4. If the board feels it is essential that financial planning include provision for future maintenance of facilities, vehicles and equipment, it might be addressed in Financial Planning.
    - C. ~~Operate without internal processes, procedures and systems that encourage informed decisions and would deter and prevent theft, fraud or malfeasance.~~ [RM NOTE: The policy statement as written incorporates two distinct ideas. The first part of this statement (encouragement of informed decisions) is addressed in Communication and Support to the Board; the second part of this statement is addressed in 2.7.3.1]

- 2.7.5 Allow intellectual property, information and files to be exposed to loss, significant damage or unauthorized access.
- 2.7.6 Endanger the organization's public image, credibility, or its ability to accomplish Ends.
  - 2.7.6.1 Allow relationships with stakeholders to be inconsistent with the productive cooperation necessary to the achievement of Ends.
    - 2.7.6.1.1 Permit inconsistent, disrespectful or untimely response to stakeholder concerns.
  - 2.7.6.2 Allow third-party advertising that violates stated agency guidelines for community standards.
  - 2.7.6.3 Hire a former Board member as an agency employee or supplier within one year of that member's departure from the Board.
  - 2.7.6.4 Hire a sitting elected official or former elected official from any jurisdiction that appoints members to the AAATA Board who has not been out of office for at least one year.
- 2.7.7 Authorize the use of vehicles and their operators to transport persons detained by law enforcement for participating in public demonstrations.



## APPENDIX 1 – GOVERNANCE PROCESS POLICY ON EXTERNAL RELATIONS (FOR INFORMATION ONLY)

The board shall identify other organizations with which it requires good working relationships in order to share and enhance its role as owner representative in determining the most appropriate Ends.

1. The board shall establish mechanisms for maintaining open communication with other organizations regarding Ends. Such mechanisms may include, but are not limited to:
  - Inviting representatives of the boards of those organizations to board meetings
  - Meeting jointly with other boards on occasion
2. For organizational memberships relevant to governance, the board shall consider the merits of membership in other organizations annually. [Appropriate only for some types of boards]
3. Upon request for organizational appointments to external committees concerned with policy level issues, the board will assess whether such representation is appropriate within the board's stated policies and current priorities. If this assessment is positive, the board will appoint appropriate representatives. Issues of confidentiality, information sharing and administrative support shall be clarified for the appointee by the Board Chair and/or CEO. [Use only if organization gets asked for such appointments by other organizations.]
  - 3.1. The organization appointee shall provide information reports as appropriate, to be determined by the board at the time of appointment.
  - 3.2. Since the appointee is representing the board, the appointee shall be kept informed of current board policies that might affect deliberations of the Committee in question. Any representations made on behalf of the board shall adhere to the stated policies of the board. Any issues requiring the statement of a new policy position on the part of the board shall be brought to the board for decision.



NUMBER 86, JULY-AUG. 2006

*Means prescriptions in sheep's clothing*

## Prescribing Favored Means by Proscribing All Others

by John Carver

**I**N CREATING POLICY GOVERNANCE, I introduced a critical principle: organizations will always be suboptimal unless (1) they are held to account for intended ends and (2) they are left as free as possible to experiment, innovate, and shift everything else quickly and easily. This principle is amplified in large organizations due to divisions of labor and multiple layers of personnel.

Besides giving a definition to ends and non-ends that works specifically at the governance level, I introduced an accompanying concrete implication of this principle: Ends and non-ends (means) must be controlled differently. Ends deal with a description of the world as affected by the organization and are controlled by prescription. Means deal with the *prescriptively* controlled description of governance and the *proscriptively* controlled description of the organization.

### ALSO IN THIS ISSUE

INTERNATIONAL AID AGENCIES  
AND THE UN'S MILLENNIUM  
DEVELOPMENT GOALS ..... 4

In this article, I want to address a troublesome practice in board control of staff means: specifically, the many—and perhaps increasing—instances of boards that creatively use the letter of the principle to violate its spirit.

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Recall that the intent of staff means control is to guard the perimeter of acceptability, not to tell staff how to operate the organization.

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Recall that the intent of staff means control is to guard the perimeter of acceptability, not to tell staff how to operate the organization. Some consultants and some boards have discovered that if a board simply puts all methods off limits except the board-desired one, policy language can be limiting even while the board continues to indulge its wish to dictate methods as

*(continued on page 2)*

### ON A PERSONAL NOTE

HAPPY BIRTHDAY,  
POLICY GOVERNANCE!

by John Carver

**T**HIS IS A thirty-year anniversary of sorts—it's been thirty years since Policy Governance was created as a systematic approach to board stewardship.

My first direct experience with boards was in 1968. By 1976, I'd become a rather quiet governance reformer. There was not a great deal of interest in nonprofit governance in those days, except for fundraising and volunteer help. There wasn't much in corporate governance either, though there were pioneers: Baker (1945), Copeland and Towl (1947), Mace (1948), Read (1953), Juran and Loudon (1966), Koontz (1967), and the curiously—or was it presciently?—titled *Panic in the Boardroom* by Capitman (1973). Publications on boards were a mere trickle until the 1990s, when the trickle became a torrent. As to my own writing, although I'd published on other topics previously, my career of publishing on governance began in 1977. Then in 1990 *Boards That Make a Difference* came out, just ahead of the torrent.

*(continued on page 3)*

# Prescribing

(continued from front page)

much as it would have without Policy Governance. Managerial agility is thereby reduced, impairing achievement, for no longer is management optimally free to alter its methods with agility and rigor. Further, accountability to the board for ends performance is weakened, since if board-prescribed means don't work well, the CEO cannot fairly be blamed.

A long-term consideration is the loss of potential for truly significant breakthroughs. We humans all get stuck in current methods, a failing for which managers need no additional incentive or excuse. Getting the correct mixture of air and fuel in the cylinders is important, but being told that was to be done with carburetors would have prejudiced engineers against perfecting fuel injection. Being certain that a train has cleared a crossing before it stops is important, but forcing railways to staff every caboose with employees to make sure of that would have discouraged the development of electronic means for doing so. Making sure that fuel tanks are balanced in large aircraft is important, but demanding that a flight engineer be assigned to the task makes advances in automated methods far less likely. Moreover, when we are enamored with favored means, vulnerability to featherbedding and skill stagnation increases, along with a reduction in technical innovation.

Prudence and ethics have been the watchwords of means control since the inception of the model. Consequently, executive limitations are to prohibit imprudent and unethical

behavior and circumstances, not to elevate management decisions to the board table. Put another way, executive limitations should be minimal and should address only behaviors and circumstances that would be unacceptable even if they work.

Boards should control all they *must* but not all they *can*, because for optimal performance, the number of controls must be minimal. In other words, the burden of justification should be on imposing a control, not on omitting one. Consider a board that believes fervently that Total Quality Management is the very best way, maybe the only way, to achieve top performance. Such a board would argue that it would be imprudent for management to use anything else. This is the kind of prescription through proscription that Miriam Carver called “back door” means prescriptions” in “Executive Limitations Policies: Two Errors to Avoid” (*Board Leadership*, issue 83).

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Boards should control all they *must* but not all they *can*, because for optimal performance, the number of controls must be minimal.

---

Here are a few examples of this misconstruction:

- “The CEO shall not allow persons to be insufficiently trained to do their jobs.”
- “The CEO shall not fail to administer compensation plans to attract and maintain top quality staff.”
- “The CEO shall not fail to ensure that the evaluation of instructional and administrative personnel is designed to improve instruction.”
- “The CEO shall not run programs and services that do not achieve ends.”
- “The CEO shall not fail to have detailed job descriptions, performance evaluations, and bonus plans for each job.”

■ “The CEO shall not fail to ensure a climate that is characterized by support and encouragement for high student achievement.”

■ “The CEO shall not fail to select instructional materials that achieve continuity and integration of the curriculum by course and program.”

All of these are prescriptions of methods, though some seem harmlessly addressed to necessary steps in achieving ends or to generally accepted good management practices. But these examples are problematic apart from the cluttering of the otherwise stark simplicity and focus of executive limitations: either they assume that best practices remain best practices or they are simply redundant. If ends are achieved, what value is there in requiring the CEO to use staff capable of achieving ends? If high student achievement is attained, can we not assume the environment was sufficient to the task? And what if acceptable organizational performance is realized without a bonus plan? Wouldn't that be OK?

So let me restate the policies I just highlighted with the understood Policy Governance stipulation shown in italics. Notice how the problem in each is exposed:

■ “The CEO shall not allow persons to be insufficiently trained to do their jobs, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not fail to administer compensation plans to attract and maintain top quality staff, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not fail to ensure that the evaluation of instructional and administrative personnel is designed to improve instruction, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not run programs and services that do not achieve ends, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not fail to have detailed job descriptions, performance evaluations, and bonus plans for each job, *even if all other executive limitations and ends policies are fulfilled.*”

(continued on page 6)

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## Prescribing

(continued from page 2)

■ “The CEO shall not fail to ensure a climate that is characterized by support and encouragement for high student achievement, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not fail to select instructional materials that achieve continuity and integration of the curriculum by course and program, *even if all other executive limitations and ends policies are fulfilled.*”

Prudence and ethics relate to very human values that may have nothing specific to do with the organization being governed: Lying, cheating, stealing, taking unnecessary or inappropriate risks, mistreating anyone, or exposing people to disaster and liability. Can it not be seen that such a list is of a different order from classifying as imprudent that a subordinate doesn't choose to do the job in the superior's preferred manner?

The Policy Governance idea being missed is that the board should use the standard, person-on-the-street definition of imprudence and unethical behavior, not a definition that is expanded to include “nonpreferred” methods.

Regulators, in a conscientious though misguided attempt to ensure accountability, have forced their design of methods on organizations they regulate.

Notice that addition of the italicized expression in a legitimate prudence or ethics policy does not render it nonsensical:

■ “The CEO shall not cause or allow jeopardy to financial integrity, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not retaliate against any staff member for nondisruptive expression of dissent, *even if all other executive limitations and ends policies are fulfilled.*”

■ “The CEO shall not allow unbonded personnel access to material amounts of funds, *even if all other executive limitations and ends policies are fulfilled.*”

As an aside, you may notice that the “shall not fail to” construction, while sometimes the only wording that works, is particularly vulnerable to being used to prescribe through proscription. For that reason, we continue to find ways to reduce and, we hope, eventually eliminate that wording.

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### The proof of organizational effort is in the pudding, not in the recipe.

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Although policies such as these can show up in any kind of board, those most likely to fall prey to these unnecessary intrusions are boards in highly regulated fields, such as public education, credit unions, and municipal government. The reason may be that regulators, in a conscientious though misguided attempt to ensure accountability, have forced their design of methods on organizations they regulate. State departments or provincial ministries of education are handy examples of such prescriptive excess.

Boards in these fields are so accustomed to control of means that they can have a hard time letting go, even bending Policy Governance to their need to hold on to this misleading vestige of overcontrol. By stretching “imprudence” to mean using a method they do not prefer, they forget that the proof of organizational effort is in the pudding, not in the recipe.

The consequence of such misuse of the model is that boards can be as involved in internal management and programmatic decisions as they ever were, despite the awkwardness of the now unnecessary negative wording. Not only can the spirit of the model be lost, but there is far more to be monitored—

a burden no board should put unnecessarily on itself or on its staff.

But the biggest cost is damage to the transformative power of the model. Let me go back to the top: Organizations will always be suboptimal unless (1) they are held to account for intended ends and (2) they are left as free as possible to experiment, innovate, and shift methodology quickly and easily. The very essence of productive innovation, whether in building cars, teaching Morse code, or resolving urban transportation issues, requires an environment where almost everything is open to change, where the only test is whether desired states are better achieved.

We are all aware of how easily the dynamics of organizations can squelch the creative spark, make deviations from the norm fight for expression, and suppress possible solutions that have never been thought of before. The great challenge to boards, in the service of owners, is to create an environment where increasingly better results are expected, bounded only by those limits that are absolutely necessary to preserve prudence and ethics.

The Policy Governance model can provide the tool for boards to lead in that marvelous way, but only if boards do not trivialize board control over staff means. □

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## Personal Note

(continued from page 3)

■ *A focus on model consistency and integrity.* If the model doesn't maintain its conceptual coherence, it isn't worth the trouble. Conceptual integrity is the only really useful gift Policy Governance brings to the world of board leadership. And it is the easiest commodity to lose, often by bits and pieces. That is why we press Policy Governance associations so mercilessly toward developing workable methods for ensuring the model integrity of their conference presenters. That isn't an easy task, but it is one that the boards of the International Policy Governance Association and the new UK Policy Governance Association gladly accept. Advanced paradigms, like precision machinery, only work when used as directed.

■ *Widespread publishing and competent consulting.* Relatively few persons competent in the Policy Governance model have published. Perhaps 80 percent of the publications on the topic written by people other than Miriam Carver or me have been produced by fewer than 10 percent of the Policy Governance Academy graduates. It is gratifying to see that publishing activity, but so much more is needed to ensure success. Journals of accountancy, law, social justice, and many others should be brimming with Policy Governance articles.

■ *Authoritative model definition.* It may go without saying that since I created Policy Governance and own the term as a service mark, I can decide what it is and what it isn't. But what happens when I am no longer available for that role? Miriam Carver is already serving as my "cosource" and will become the sole source when I cannot or choose not to carry that weight. It will be years before there is no need for an authoritative point of judgment as to what is and what is not Policy Governance.

■ *Effectiveness research data.* No research has yet been done to determine whether Policy Governance practices more than others lead better to organizations that perform in line with informed owners' values. As I explain at length

in the new 2006 edition of *Boards That Make a Difference*, a number of obstacles must be overcome before useful research data become available.

These points are only briefly described here and may not be the only paths toward worldwide excellence in board stewardship. I present them here as a stimulant to further discussion among individuals who have committed themselves not just to a rewarding consulting or board service career but also to better governance along the broader front.

And now let me get to this issue of *Board Leadership*. In the lead article, I address the rigor-sapping practice of avoiding the Policy Governance principle about control of staff means by excluding all other means. Finally, Caroline Oliver looks outward to the larger world context by demonstrating how the Policy Governance ends concept could be applied to make the United Nations' Millennium Development Goals even more powerful than they already are. □

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## BOARD LEADERSHIP

POLICY GOVERNANCE IN ACTION

JOHN CARVER AND MIRIAM CARVER,

Executive Coeditors

NUMBER 86, JULY-AUG. 2006

To Create a New Standard of  
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BOARD LEADERSHIP

ISSN 1061-4249 (print) ISSN 1542-7862 (online)

JOHN CARVER, PH.D., is widely regarded as the world's most provocative authority on the governing board role. His Policy Governance® model has been called the only existing theory of governance. Miriam Carver is a consultant, author, and authoritative source on the Policy Governance model.

Dr. Carver is author of *Boards That Make a Difference* (1990, 1997, 2006), *John Carver on Board Leadership* (2002), the audio program *Empowering Boards for Leadership* (1992), the video program *John Carver on Board Governance* (1993), and co-author with Caroline Oliver of *Corporate Boards That Create Value* (2002). Miriam Carver is co-author with Bill Charney of *The Board Member's Playbook* (2004). Dr. and Mrs. Carver together co-authored *A New Vision of Board Leadership* (1994), *Reinventing Your Board* (1997, 2006), and the *CarverGuide Series on Effective Board Governance* (1999). They have both authored numerous articles.

Both Carvers consult widely for nonprofit, governmental, and equity corporate organizations in Asia, Europe, and North America. Together, in the Policy Governance Academy, they teach advanced Policy Governance theory and practice to consultants and other leaders.

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**Published bimonthly.** Individual subscriptions (one copy of each issue) are \$152 in the United States, Canada, and Mexico and \$188 in all other countries. Board subscriptions (six copies of each issue) are \$198 in the United States and Canada, and \$258 in all other countries. Discounts on additional board subscriptions are available. Call the circulation manager at (415) 782-3232.

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## Monitoring Report for Policy 2.1 Treatment of the Traveling Public


**Service Committee Date: December 7, 2022**

**Board Meeting Date: December 15, 2022**

<b>INFORMATION TYPE:</b>
Decision
<b>RECOMMENDED ACTION(S):</b>
The Service Committee recommends the Monitoring report as level B –partially compliant, except for items noted (2.1.1 and 2.1.3).
<b>ISSUE SUMMARY:</b>
<p>In December 2021, the Board was presented with a monitoring report for Policy 2.1 covering FY 2020 and FY 2021. The Board reviewed it and raised concerns with some interpretations and evidence and requested a resubmission. Concerns included explicit incorporation of bus stops in policy 2.1.1, and over-reliance on infrequent federal reviews as evidence (2.1.1, 2.1.2, 2.1.3 2.1.5). A rewrite of the report addressing the Board’s concerns was presented to the Board during the April 2022 Board meeting, no further discussion occurred.</p> <p>This monitoring report covers the period of FY 2022 (Oct 2021-Sept 2022). The Governance Coach has reviewed this report and provided input on page 17.</p> <p>I certify that the information presented in this report 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>November 16, 2022</p> <p>Date</p> </div> </div>
<b>ATTACHMENTS:</b>
Monitoring Report for Policy 2.1: Treatment of the Traveling Public

## Table of Contents

POLICY TITLE: TREATMENT OF STAFF:	Page #	Compliance
2.1 With respect to the agency’s operations and interactions with riders, potential riders, pedestrians, cyclists, other road users, and the general public the CEO shall not cause, allow, or fail to address conditions, procedures, or decisions that are unsafe, undignified, disrespectful, unclear, or overly intrusive. Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:	3	
2.1.1. Provide facilities, vehicles, or services that are not reasonably accessible to potential riders regardless of mobility limitations.	4	
2.1.2 Allow anyone, including people who have disabilities or seniors, to be discriminated against with respect to the AAATA’s services.	5	
2.1.3 Operate without providing effective, comprehensible, accessible, and timely information	6	
2.1.3.1. Fail to respond to questions or complaints in a timely and reasonable manner.	10	
2.1.4 Discourage persons from asking questions, airing a complaint, or being heard.	11	
2.1.5 Operate without established and enforceable standards for customer service and the safety of the public including pedestrians, cyclists, and other road users.	12	
2.1.5.1 Fail to communicate standards and expectations to the public and riders.	13	
2.1.6 Use methods of collecting, reviewing, transmitting, or storing personal information that allows improper access or inappropriate disclosure	14	
2.1.6.1 Use forms that elicit personal information for which there is no clear necessity.	15	

 Compliant     
  Partially Compliant     
  Non-Compliant

## Preliminary CEO Interpretations and Evidence

### EXECUTIVE LIMITATIONS POLICY 2.1:

With respect to the agency’s operations and interactions with riders, potential riders, pedestrians, cyclists, other road users, and the general public the CEO shall not cause, allow, or fail to address conditions, procedures, or decisions that are unsafe, undignified, disrespectful, unclear, or overly intrusive. Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

**Degree of Compliance: Partially Compliant**

### Interpretation

“Riders and potential riders” mean anyone physically located in the areas where AAATA services are available. Otherwise, the Board has fully defined their intent with this policy in the following policies.

### Evidence

The board has fully interpreted this policy in the lower-level policy statements. Therefore, compliance with the lower-level policies demonstrates compliance with this policy statement. I report this policy as partially compliant based on partial compliance on some of the following policies.

**Compliance Timeline:** Compliance with this policy will be achieved when subsequent policies are fully compliant. See sub-policies for more information.



**EXECUTIVE LIMITATIONS POLICY 2.1.1:**

The CEO shall not... Provide facilities, vehicles, or services that are not reasonably accessible to potential riders regardless of mobility limitations.

*-The current policy does not mention bus stops. If bus stops must be included in the interpretation, the Governance Coach recommends a policy update.*

**Degree of Compliance: Partially Compliant**

**Interpretation**

Compliance with this policy will be demonstrated when

- A. All aspects of TheRide’s operations, buses, bus stops, and facilities, comply with the Americans with Disabilities Act (ADA) requirements for accessibility,
- B. All fixed-route buses are wheelchair accessible with functioning ramps or lifts and appropriate tie-down equipment,
- C. All fixed-route buses have functional visual and auditory stop announcements,
- D. All buildings, park n ride lots and other general structures are already wheelchair accessible, and
- E. Financial and staff resources are available to ensure that all bus stops *near sidewalks* are made wheelchair accessible.

These measures are reasonable because they address all elements necessary for passengers to be able to use transit services, are within the AAATA’s financial resources to afford, and align with legal accessibility requirements (ADA) that can be objectively assessed and have become an industry standard. In addition, the requirement for sidewalks is reasonable because the ADA requires such connections, but the AAATA does not control municipal sidewalk planning, so timing is less certain.

**Evidence**

- A. An internal review by the Manager of Operations and the Manager of Mobility Services (Washington & Williams 11/10/22) confirms that TheRide operations, buses, bus stops and facilities complied with all requirements of the ADA Act.
- B. A review of fixed route buses by the Manager of Fleet (Lundquist, 11/10/22) confirms that 100% of buses are wheelchair accessible with ramps or lifts, wheelchair spaces, and appropriate tie down equipment. An inspection of maintenance procedures and records also confirms that ramps, lifts, and ties downs are inspected and confirmed functional *before* a bus is put into, or returned to, public service, and that malfunctions are addressed promptly.

- 
- C. An inspection of fleet inventory records (Lundquist, 11/10/22) confirms that all fixed-route buses have auditory announcements and visual signs indicating stops that were functioning accurately during the monitoring period. Visual signs at one of the terminals were not fully functional during the monitoring period. And for this reason, the CEO reports partial compliance for this policy.
  - D. An inspection of all facilities (i.e., two bus terminals, two park n ride lots, and one office building) by the Manager of Facilities (Roose, 11/10/22) confirm that all buildings were accessible to wheelchairs. All buildings have automatic doors which were functional during the monitoring period or repaired promptly.
  - E. A review of bus stop records by the Deputy CEO of Planning and Manager of Facilities (Yang & Roose, 11/14/22) confirms that a consultant was hired during the monitoring period to construct bus pads and lead walks at bus stops in order to make them wheelchair accessible. 3 permits were issued, and the work was completed at three bus stop locations (MacArthur, north of Stamford, Dorset, north of Tyler and Clark at Bedford). Since not all bus stops near sidewalks are wheelchair accessible yet, the CEO reports partial compliance to this policy.

***Compliance timeline:***

1. Pending permitting processes, all bus stops near sidewalks are expected to be made wheelchair accessible by end of FY 2032.
2. The Visual signs at the Blake Transit Center are being addressed and are expected to be fully functional again by February 2023.

### **EXECUTIVE LIMITATIONS POLICY 2.1.2**

The CEO shall not... Allow anyone, including people who have disabilities or seniors, to be discriminated against with respect to the AAATA's services.

**Degree of Compliance: Compliant**

#### **Interpretation**

Compliance with this policy will be demonstrated when:

- A. No regulator, judge, or other legally empowered authority concludes that TheRide has violated any Federal or State law pertaining to discrimination; specifically, Title VI of the Civil Rights Act of 1964, the Americans with Disabilities Act. This is reasonable because these laws address discrimination at an individual level and provide impartial legal standards and guidance. Title VI review covers requirements such as disparate impacts, disproportionate burdens, equity analysis, limited English proficiency, public participation, service change policies, etc.
- B. Any changes triggering a federal Civil Rights review (Title VI) were found to have no disproportionate impact to any protected class. This is reasonable because it addresses discrimination at a group level, includes well-defined legal definitions, and can be taken to an outside impartial body (FTA).

This interpretation is reasonable because discrimination is a legal infraction which is tightly defined by law. Accusations of discrimination are unfortunately common, and legal requirements may not be the same as subjective experience. TheRide cannot meet everyone's expectations but can anticipate and comply with the law. This is reasonable because legal standards can be anticipated and compliance can be objectively determined, or at least reviewed by an outside legal authority.

#### **Evidence**

- A. A review of internal legal documents confirms that no records of any valid formal accusations of discrimination against the AAATA, nor any findings that discrimination laws were broken (Njuki, 11/15/22).
- B. An internal review by the Manager of Mobility Services (Williams 11/10/22) shows that TheRide complied with all requirements of the American with Disabilities Act, including sections 223 and 224 and FTA Circular 4710.1, during the monitoring period. The Deputy CEO of Planning (Yang, 11/15/22) confirms that there were no operational changes that triggered a Title VI review.

**EXECUTIVE LIMITATIONS POLICY 2.1.3:**

The CEO shall not... Operate without providing effective, comprehensible, accessible, and timely information.

**Degree of Compliance: Partially Compliant**

**Interpretation**

The Board has partially interpreted “providing timely information” in policy item #2.1.3.1. Compliance with the lower-level policy, along with the following, will constitute compliance with this policy.

Accurate information on how to use our services (i.e., fixed-route time tables and maps, paratransit information, staff contact information) and general information about the agency is available prior to travel in the following formats:

1. **Printed Material:** Printed material available prior to new service beginning, and also upon request in English, Spanish, and Mandarin (per federal requirements).
2. **On-Line:** TheRide’s website with features allowing use for persons with sight limitations and in non-English languages.
3. **Real-Time Information:** Available on TheRide’s website and as a live feed for use in third-party apps.
4. **Personal Responses:** Staff are available by phone from 8:00AM to 5:00PM Monday thru Friday to answer questions, and at the Blake Transit Center to answer questions from 7:00AM to 10:00PM on weekdays, 7:00AM-6:00PM on Saturdays and 8:00AM-6:00PM on Sunday.

These interpretations are reasonable because they are within the control of the agency, address federal requirements for information stemming from the ADA and Title VI, are affordable given the resources available, and respond to the vast majority of public needs for trip planning or special accommodation.

**Evidence**

1. **Printed Material:** A review of internal practices by the Manager of Community Relations (Boonin, 11/14/22) confirms that RideGuide printing was discontinued at the onset of the pandemic due to frequently changing service demands. RideGuides were replaced by route books which included specific route information, system maps, contact information and additional information on FlexRide. The route books were available throughout the monitoring period

2. **Online Material:** The Manager of Community Relations (Boonin 11/14/22) confirms that the TheRide is accessible online through TheRide.org website and that the 2022 Triennial review found no deficiencies with TheRide's digital communication in regard to consumer information, including: accessibility, paratransit information, and translation of material in Spanish, Korean, and Chinese (top languages in area) and Google Translate for the website.
3. **Real-Time Information:** An internal review by the Manager of Community Relations (Boonin 11/14/22) confirms that TheRide's real-time information system was disrupted by the cyber-attack that occurred at the beginning of the Fiscal Year (October 2021). This has since then been remedied. Since it was not fully functional during the monitoring period, the CEO notes partial compliance to this policy
4. **In-Person Assistance:** The Manager of Mobility Services (Williams, 11/10/22) confirms that phone lines were functional during the monitoring period and the call center was staffed and answered customer inquiries during the required hours of operation. Further, see policy 2.1.3.1 below.

**Compliance timeline:** As noted, real time information was not fully operational during the monitoring period but that has since then been rectified.

**EXECUTIVE LIMITATIONS POLICY 2.1.3.1:**

The CEO shall not... Fail to respond to questions or complaints in a timely and reasonable manner.

**Degree of Compliance: Compliant**

**Interpretation**

Compliance with this policy will be demonstrated when:

- A. **Timely Acknowledgment:** All written inquiries and concerns received through the customer service website are acknowledged within 2 business days and all phone calls entered in the customer concern tracking database are acknowledged on the same day.
- B. **Timely Resolutions:** 90% of inquiries and concerns written and those received via phone are resolved within 10 business days and 99% of inquiries and concerns written and those received via phone are resolved within 20 business days.
- C. **Timely Support:** Phone waiting time for responses to general inquiries about how to use AAATA services during business hours is less than 2 minutes.

These standards are reasonable because they have been the historical expectations for staff and are within limits of resources available.

**Evidence**

A review of internal records by the Manager of Mobility Services and the Customer Service Officer (Williams & Hargrave 11/1022) confirms the following.

	Target	FY22	Target reached
<b>A. Timely Acknowledgement</b> 1. Number of business days it took to acknowledge all inquiries and concerns received through the customer service website  2. Number of business days it took to acknowledge all phone calls entered in the customer concern tracking database	1. Same day  2. 2 business days	1. Same day  2. 2 business days	Yes  Yes
<b>B. Timely Resolutions:</b> 1. Number of business days it took to resolve 90% of written and phone call inquiries and concerns  2. Number of business days it took to resolve 99% of written and phone inquiries and concerns	10 business days  20 business days	7 business days  15 business days	Yes  Yes
<b>C. Support</b> Average phone waiting time for responses to general inquiries about how to use AAATA services during business hours	<2 minutes	1 minute 25 seconds	Yes

**EXECUTIVE LIMITATIONS POLICY 2.1.4:**

The CEO shall not... Discourage persons from asking questions, airing a complaint, or being heard.

*Consider reviewing this policy. See CEO and Governance Coach notes for more info.*

**Degree of Compliance: Compliant**

**Interpretation**

Compliance with this policy will be demonstrated when the Board of Directors receives no valid accusations that the CEO has impeded or discouraged anyone from addressing the Board during public comment time at regular board meetings. This is reasonable because anyone can use public comment time to address the board.

**Evidence**

A review of Board meeting minutes (Njuki 11/15/22) confirm that there were at least two public comment periods during each board meeting held during the monitoring period. No accusations, valid or otherwise, were made relative to this policy. Board minutes are available on TheRide's website.



### **EXECUTIVE LIMITATIONS POLICY 2.1.5:**

The CEO shall not... Operate without established and enforceable standards for customer service and the safety of the public including pedestrians, cyclists, and other road users.

**Degree of Compliance: Compliant**

### **Interpretation**

The board has partially interpreted “established and enforceable standards for safety in policy item #2.1.5.1. Compliance with the lower-level policy as well as the following will constitute compliance with this policy:

- A. Availability and awareness of well-established customer service and safety of the public standards: All AAATA bus drivers, mechanics and other front-line personnel including contracted services, receive customer service training and safety training.
- B. Enforcement: Violations of safety and customer service standards are addressed per employer-employee agreements and positive reinforcement is used to encourage staff who exceed expectations.

This is reasonable because training ensures a better understanding of established standards. And both enforcement techniques encourage the sustainment of those standards.

### **Evidence**

- A. An internal review by the Operations Training Supervisor (Taylor 11/10/22), and Manager of Fleet (Lundquist, 11/10/22) confirm that during the monitoring period, all bus drivers and mechanics received safe bus operations training upon hire and that all bus drivers and call takers received customer service training. A review of contracts with private service providers (i.e., contractors) by the Manager of Mobility Services (Williams, 11/10/22) confirm that safety and customer service training requirements are contractual expectations, and a review of their performance confirms the training occurred during the monitoring period.
- B. An internal review by the Manger of Operations (Washington 11/10/22) confirms that safety and customer service violations were addressed based on the degree of infraction and as per the Personnel Procedures Manual. The Personnel Procedures Manual details enforcement of standards and is acknowledged and

signed by drivers, call takers, and mechanics upon hire. During the monitoring period, the Customer Service Officer (Hargrave 11/10/22) received 46 compliments of front-line staff who went above and beyond. Ms. Hargrave made a deliberate effort to personally commend all employees who received compliments.

**EXECUTIVE LIMITATIONS POLICY 2.1.5.1:**

The CEO shall not... Fail to communicate standards and expectations to the public and riders.

**Degree of Compliance: Compliant**

**Interpretation**

Compliance with this policy will be demonstrated when TheRide publishes a Code of Conduct that outlines expectations for public behavior on agency property and in buses and posts it terminals, all buses, and on the website. This is reasonable because more assertive methods seem unnecessary and provoke some riders.

**Evidence**

An inspection of both terminals by the Manager of Facilities (Roose, 11/10/22) found that the Code of Conduct was posted in public areas during the monitoring period.

In addition, during the monitoring period, federal guidelines required masks to be worn in all terminals and buses. An inspection of all terminals (Roose, 11/10/22) and all buses (Lundquist, 11/10/22) confirm that all necessary notices were in place. This information was also available on the website (Njuki 11/10/22)

**EXECUTIVE LIMITATIONS POLICY 2.1.6:**

The CEO shall not... Use methods of collecting, reviewing, transmitting, or storing personal information that allows improper access or inappropriate disclosure.

**Degree of Compliance: Compliant**

**Interpretation**

The board has partially interpreted “collecting personal information that allows inappropriate disclosure” in policy item 2.1.6.1. Compliance with the lower-level policy along with the following will constitute compliance with this policy:

- A. Electronic information is only accessible to authorized staff
- B. Staff secure the information in accordance with the Americans with Disabilities Act requirements on maintaining Confidentiality of Applicant Information
- C. Sensitive personal information regarding riders/customers collected for the paratransit (ARide), Gold Ride, and Fare Deal programs is managed and stored in a manner such that it can only be accessed by authorized staff who are using it for legitimate business reasons.
- D. Information is locked or otherwise secured at the end of every business day.
- E. Inactive forms are destroyed after 7 years.

This is reasonable because personal information on customers is only collected for paratransit (ARIDE), GoldRide, and the Fare Deal programs. Additionally, these safety measures prevent unauthorized access or leaking of customer’s personal data and information.

**Evidence**

A review of records by the Manager of Mobility Services (Williams 11/10/22 ) confirm that during the monitoring period all staff were trained to protect personal information and understood their responsibilities. Further review found that staff complied with practices A-E above during the monitoring period. The Federal Transit Administration review of 2022 found no deficiencies with this approach.

**EXECUTIVE LIMITATIONS POLICY 2.1.6.1**

The CEO shall not... Use forms that elicit personal information for which there is no clear necessity.

**Degree of Compliance: Compliant**

**Interpretation**

I interpret “form” to mean any written or electronic means of information collection that can be stored and reviewed later. Compliance with this policy will be demonstrated when

- A. ALL new forms created to elicit personal information from members of the public are reviewed and approved by the Deputy CEO, Finance and Administration as necessary to effectively administer programs, or needed for safety and security of the public or staff or needed to document relevant processes. And,
- B. None of the existing written or electronic means of information is used to collect information and store for future review unless the Agency is legally required to collect, or it is necessary to effectively administer programs, or needed for safety and security of the public or staff or needed to document relevant processes.

This approach is reasonable because it ensures that all forms eliciting personal information from the public are necessary. The Deputy CEO, Finance and Administration acts as a gatekeeper for this policy.

**Evidence**

An internal review of records by the Deputy CEO of Finance and Administration (Reed 11/10/22) confirms that during the monitoring period,

- A. There was no creation of new forms requesting personal information from members of the public.
- B. There were no written or electronic requests for personal information made to the members of the public.

### Policy trendlines

The Board received an updated monitoring policy report in April 2022 as requested but did not review it. Therefore, the FY2022 monitoring report policy acceptance levels are based only on the initial assessment done in December 2021.

The FY23 acceptance levels shown below are preliminary. Actual acceptance levels are based on the Boards discussion of this policy report.

Policy	FY 20	FY 21	FY 22	FY 23
2.1	Orange	Orange	Orange	Orange
2.1.1	Green	Green	Orange	Orange
2.1.2	Green	Green	Green	Green
2.1.3	Orange	Red	Orange	Orange
2.1.3.1	Orange	Orange	Orange	Green
2.1.4	Green	Green	Green	Green
2.1.5	Orange	Green	Orange	Green
2.1.5.1	Green	Green	Green	Green
2.1.6	Green	Green	Green	Green
2.1.6.1	Green	Green	Green	Green

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

### CEO Notes

The CEO notes Policy 2.1.4 is very difficult to interpret and present evidence for. Upon review this policy was not an original policy created by John Carver

There is a similar policy which reads: *“The CEO shall not...Fail to ... provide a way to be heard for person who believe they have not been accorded a reasonable interpretation of their protections under this policy.”*

The CEO would like to ask the Board to reconsider 2.1.4 as currently written, and perhaps seek advice from a Committee or a governance coach\*.

*\*See governance coach notes below for advice on this policy.*

### Governance Coach Notes

The governance coach has had a chance to review this monitoring report and recommends the following.

1. Consider rewording the following policies to remove double negatives i.e., *“shall not fail to.”*
  - a. Policy 2.1.1: *“The CEO shall not...allow facilities, bus stops, vehicles, or services to lack reasonable accessibility for potential riders regardless of mobility limitations”* Note: this policy update deliberately includes bus stops.
  - b. Policy 2.1.3.1: *“The CEO shall not...Permit unfair, inconsistent, or untimely responses to questions or complaints from the traveling public”*
  - c. Policy 2.1.5.1: *“The CEO shall not allow the public and riders to be without easily accessible, understandable information with respect to services offered and expected conduct.”*
2. As the CEO noted the current Policy 2.1.4 does not exist in the original John Carver work. The policy in John Carver’s work, noted in the CEO’s notes, (*“The CEO shall not...Fail to ... provide a way to be heard for person who believe they have not been accorded a reasonable interpretation of their protections under this policy.”*) has been abandoned because it adds little to the other provisions. If the policy were aligned with the Interpretation, e.g., [The CEO shall not] *“Allow the riding public or any stakeholder to be unaware of the process for registering a complaint or concern or of the avenues for addressing the Board.”* This would be an improved policy statement.
3. Policy 2.1.2 is redundant as the board already specifies in the General Executive Constraint (GEC) that the CEO shall not do anything unlawful, it might be worthwhile considering deleting this policy and address discrimination in the monitoring policy of the GEC. If this policy is intended to address equity, then it is likely covered in the Ends policies.
4. In policy 2.1.5 ‘standards’ is a means and prescriptive; the question is what are unacceptable circumstances or situations are the standards intended to prevent?

**Monitoring Policy 2.1 Treatment of the Traveling Public**

**Guidance on Determining “Reasonableness” of CEO Interpretations**

Govern for Impact (previously 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”.*

**Board’s conclusion on monitoring report**

The Board has received and reviewed the CEO’s Monitoring Report references above. Following the Board’s review and discussion with the CEO, the Board makes the following conclusions:

**Executive Limitations Report (select one)** The Board finds that the CEO:

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

**Board notes: (If applicable)**

## WORKSHEET RESULTS:

### Treatment of the Traveling Public (Policy 2.1)

**Participants: 6 Board Members**

Performance on reasonable interpretation and verifiable evidence			
	% of Board members that find the interpretation reasonable	% of Board members that find the evidence verifiable	Additional comments if NO stated
Policy 2.1	100%	100%	
Policy 2.1.1	100%	83%	<ul style="list-style-type: none"> <li>Evidence 'A' states that "all bus stops...comply with the ADA. Evidence 'E' states "Since not all bus stops near sidewalks are wheelchair accessible yet, the CEO reports partial compliance to this policy." This seem to be conflicting evidence.</li> <li>Comment regarding E: The interpretation and evidence seem to be inconsistent. Interpretation seems to address available resources, not that all bus stops ARE accessible as mentioned in evidence. CEO should consider rewording interpretation.</li> <li>While the interpretations are reasonable and evidence verifiable, I would like to address the timeline for which all bus stops near sidewalks be wheelchair accessible.2032 is a long time away so I would like additional information on the number of locations and the rationale behind completing the work by YE2032.</li> </ul>



Policy 2.1.2	100%	100%	
Policy 2.1.3	100%	100%	
Policy 2.1.3.1	100%	100%	
Policy 2.1.4	100%	100%	<ul style="list-style-type: none"> <li>• Comment: I agree with CEO that current policy is hard to interpret, and that Rose Mercier (RM) has a good replacement.</li> </ul>
Policy 2.1.5	100%	100%	
Policy 2.1.5.1	100%	100%	
Policy 2.1.6	100%	100%	<ul style="list-style-type: none"> <li>• Suggestion: It would be good to confirm (in the evidence) that personal data is only collected for paratransit, GoldRide and Fare Deal.</li> </ul>
Policy 2.1.6.1	100%	100%	

### Additional context questions

**1. Is there any reason to doubt the integrity of the information presented?**

**Responses** – All 6 responded No.

**2. If the CEO has indicated NON-COMPLIANCE with any aspect of this policy, is there a commitment as to when the Board can expect to see compliance and is the proposed time-frame acceptable?**

**Responses** 5 responded Yes, 1 responded N/A (I need additional information to answer)

**3. Having reviewed the monitoring report, does anything you have learned make you consider whether the POLICY ITSELF should be amended? (Policy amendment is not monitoring, but should be addressed as a board decision.)**

**Responses** (each bullet denotes a comment by a different Board member)

- 100% Yes
- Rose Mercier, our Governance Coach, has made several policy suggestions that, I believe, the Board needs to review for possible changes.
- Policy 2.1.4 as noted by CEO and RM.  
2.1.1, 2.1.3.1 and 2.1.5.1 regarding double negatives. (RM)  
2.1.2 redundancy. (RM)  
2.1.54 being prescriptive. (RM)

I do NOT agree with listing bus stops as a separately identified "Facility" in 2.1.1. If we specify bus stops, why not other important facilities?

- I agree with the comments made by Rose Mercier in the Governance Coach Notes.  
2.1.1 - If the board determines that facilities cannot be reasonably interpreted to include bus stops or other properties with which the public may interact and for which the Authority is responsible, such properties should be added to the policy  
2.1.4 - I'm in favor of reviewing the policy to remove the "fail to" language and clarify the unacceptable situation  
2.1.5 - I am amenable to amending this policy in accordance with Rose Mercier's recommendation if the board and CEO feel it is too prescriptive
- Just the comment regarding whether bus stops should be added to policy 2.1.1
- I agree the double negative ought to be revised.

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## CEO Report

**Meeting: Board of Directors**

**Meeting Date: December 15, 2022**

### INFORMATION TYPE

Other

### OPERATIONAL AND PROJECT UPDATES

#### **HOLIDAY SERVICE SCHEDULE**

TheRide will not operate service on Sunday, December 25 and Sunday, January 1 due to the Christmas and New Year holiday. Service ends early on Saturday, December 24 and Saturday, December 31 with the last trips leaving the Blake Transit Center at 6:45pm and arriving at the Ypsilanti Transit Center at 7:00pm. Regular service resumes on Monday, December 26, with some modifications:

- Routes 4 and 62 will operate on a reduced schedule
- Routes 63 and 64 will not operate service

Regular service on the above routes will resume on Monday, January 2.

#### **GETDOWNTON-CONQUER THE COLD**

The Conquer the Cold challenge returns January 10 through February 10, 2023. Last held as a “pandemic edition” in January 2021, Conquer the Cold 2023 will encourage and reward use of active forms of transportation during the coldest months of the year. Challenge participants are invited to log travel by bus, bike, carpool, and more to earn digital badges, reach milestones, and win prizes. [Take the pledge here.](#)

#### **JANUARY SERVICE CHANGES**

TheRide is making service adjustments beginning Sunday, January 22, 2023. These service adjustments are to improve on-time performance, service reliability and safety of its routes. The routes that will have adjustments are Routes 3, 4, 23, 25, 26, 29, 31, 32, 33, 43, 46, 61, 65, 68. The public will be notified the week of January 2 and information will be available at [TheRide.org](http://TheRide.org).

#### **PEOPLE'S EXPRESS UPDATE**

People's Express launched service between the Ypsilanti Transit Center and Belleville on December 1. This is an inter-county route taking riders from Ypsilanti to the Belleville District Library and the Reichert Center Area. Service operates Monday-Friday, 8:00am-5:15pm. More information is available at: <https://peoplesexpressmi.com/> or by calling: 877-214-6073 between 10am-7pm Monday-Friday.

#### **PROPULSION**

The Zero-Emissions Bus Propulsion public engagement successfully concluded in late November, with summaries of comments available on the project webpage. The CEO conducted a well-received [interview with WEMU on the report](#). The report is being finalized with small clarifications but not significant changes. The report appears to have been successful in

establishing a common understanding of the pros and cons of various technologies, as well as the risks and opportunities. Once completed, the report will continue to serve as a background document as future work continues. The CEO is still working towards next-step discussions with the Board in February of 2023.

#### **LOCAL ADVISORY COMMITTEE (LAC)**

The Local Advisory Committee met December 13. The committee received a board report and staff shared updates Paratransit, Fixed Route, and Customer Service.

#### **TRANSPORTATION COMMISSION (ANN ARBOR)**

Staff continues to attend the City of Ann Arbor Transportation Commission meetings. In November the Commission approved the recommendation to request a larger portion of ACT 51 gas tax revenues to the ALT Fund – from 5% to 20%. The ALT fund is a dedicated fund for non-motorized transportation and pays for infrastructure as well as maintenance activities. The Commission also approved its meeting calendar for 2023. Other discussions covered the Transit Propulsion Study, Crash Report Dashboard, Transportation Commission Annual Report 2022, Vision Zero Implementation Committee Update, and Monthly Transportation Progress Report.

#### **WATS POLICY COMMITTEE UPDATE**

The WATS policy Committee met and transacted routine business including TIP project amendments (funding pipeline for federal transportation dollars), decided how to quickly and equitably disperse a relatively small amount of use-it-or-lose-it funding that had become available, and received an update of roadway safety targets from SEMCOG.

After the meeting longtime Washtenaw County Road Commission leader Doug Fuller passed away. Commissioner D. Fuller had been a member of the Washtenaw County Board of County Road Commissioners since 2009, serving as board chair from 2011 to 2020. He served as WCRC's representative on many community boards, including the Washtenaw Area Transportation Study. He is already missed

#### **STAFFING UPDATE**

Two employees marked their 25-year employment milestone, Motor Coach Operator, Randall Asher and Bus Operations Supervisor, Ken Simpson. Twelve new Motor Coach Operators started in the month of November. Interviewing is underway for the open Bus Operations Supervisor position. Two Call Taker positions and two technicians have been hired. Two new technicians A new Motor Coach Operator posting was issued this month. Open management positions include Manager of Finance, Deputy CEO of Operations, Manager of Public Affairs and Engagement. Staff were sorrowed to learn of the passing of 38-year employee Karen Kaminski, who passed away unexpected. Our thoughts go out to her family and all who knew her.