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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
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<b>1. OPENING ITEMS</b>
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**1.1 Approve Agenda**

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.

**1.2 Public Comment**

No public commenters.

**1.3 General Announcements**

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