

Board of Director's Meeting Minutes

Meeting Date/Time: July 20, 2023 - 6:30 – 9:00pm

Members: Kathleen Mozak (Chair), Mike Allemang (Treasurer), Jesse Miller (Secretary), Chris Allen, Simi Barr, Rich Chang, Elisabeth Gerber, Monica Ross-Williams, Susan Pollay

Location: Ann Arbor District Library (4th Floor)
Virtual attendance available via Zoom

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

Agenda Item
1. OPENING ITEMS
1.1 Approve Agenda
Mr. Chang motioned to approve the agenda, seconded by Ms. Pollay.
All in favor of approving the agenda:
Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Monica Ross-Williams: Yes
Chairwoman Kathleen Mozak: Yes
The approval of the agenda passed unanimously
*Dr. Gerber attended virtually and did not participate in voting.
1.2 Public Comment
Robert Pawlowski commented on the budget process and state-level funding increases that have been made to increase public transit and wanted to see in the budget where those monies were being invested toward expanding and improving the Ypsilanti Transit Center.
Kirk Westphal commented on the metrics used to measure local services against other communities in the Midwest. He suggested providing the community with project timelines for transparency purposes. He also discussed the disuse of HOV lanes around the community and encouraged the organization to collaborate with the city to revive and expand them.
Jim Mogensen commented on the Title VI process that is underway and the challenge of meeting required regulations and the organization's commitment to equity in the community. He also expressed concerns about the vagueness of policies related to Title VI within the Policy Governance framework
Jesse Wal provided a brief comment.

1.3 General Announcements

No general announcements were made.

2. CONSENT AGENDA

2.1 Board Meeting Minutes June 22, 2023

2.2 Committee Meeting Summaries

2.3 FY24 Board / Committee

Mr. Chang motioned to approve the Consent Agenda, seconded by Mr. Barr.

All in favor of approving the Consent Agenda:

Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Monica Ross-Williams: Yes
Chairwoman Kathleen Mozak: Yes

The approval of the Consent Agenda passed unanimously.

3. SPECIAL ITEMS

3.1 Title VI Presentation

Mr. Yang proved the Board with an overview of Title VI program and the FTA requirements for reviewing and updating the program every 3 years. He then introduced Title VI consultants Dr. George Harris and Sherry Snyder – Dr. Harris provided a presentation of the Title VI program changes ([Board Packet pg. 20](#)).

Upon conclusion of the presentation, Dr. Harris fielded questions from Board members and clarified the difference between Title VI and EEO complaints, data determinations from the equity analysis, and how low-income is determined by the Department of Labor along with the metrics used by the agency.

Mr. Yang shared the dates of upcoming public engagement – Chairwoman Mozak requested dates/meeting information be forwarded to Board members if any wanted to participate by attending.

4. OWNERSHIP LINKAGE

4.1 Ownership Linkage Task Force Updates

Mr. Chang provided an update on the work of the Ownership Linkage Task Force – newly renamed Open Dialogue Task Force. The task force has a meeting scheduled with Mayor Taylor July 26th.

5. MONITORING

5.1 Monitoring Task Force Update

Mr. Allemang shared that while the Monitoring Task Force is planning to review Financial Planning and Budgeting (Policy 2.4) and CEO Succession (Policy 2.8), the group agreed that those in-depth policy reviews should wait until October after the budget is completed.

5.2 Financial Conditions & Activities (2.5.5.1) Review

Ms. Reed presented a revised table showing compliance for policy 2.5.5.1 as was requested by the Board at the June meeting. The changes made in the revised table clarified details of expenditures related to budget overruns on projects. She had presented this information at the Finance Committee meeting and Mr. Allemang shared that the committee had agreed that the revised evidence showed policy compliance.

Recent changes to policy monitoring resulted in a discussion about if the revised evidence needed to be voted upon or merely accepted. It was determined that a vote should take place.

Mr. Miller motioned to accept Policy 2.5.5.1 as (A) compliant, seconded by Mr. Allemang.

All in favor of accepting Policy 2.5.5.1 as (A):

Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Monica Ross-Williams: Yes
Chairwoman Kathleen Mozak: Yes

The motion to accept Policy 2.5.5.1 as (A), was passed unanimously.

5.3 Treatment of Staff (2.2)

Mr. Carpenter provided an overview of the monitoring report for Treatment of Staff (Policy 2.2). He shared highlights of discussion from the Service Committee meeting as there had been questions related to attrition rates and if yearly measurement of those rates might not be a good measurement of compliance. The committee also discussed lower staff survey participation and Mr. Carpenter noted that management is committed to continuing employee engagement efforts. Board members provided good feedback on the monitoring report survey and there were also questions/discussion of how internal evidence for reports is gathered.

Mr. Miller motioned to accept the monitoring report as (B) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with item(s) 2.2.1, which the Board acknowledges and accepts the proposed dates for compliance within the next monitoring period, seconded by Mr. Allen.

All in favor of accepting the Treatment of Staff (Policy 2.2) monitoring report as (B):

Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
~~Mr. Rich Chang~~
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Monica Ross-Williams: Yes
Chairwoman Kathleen Mozak: Yes

**Mr. Chang briefly stepped out of the meeting prior to the vote and did not participate in voting.*

The motion to accept the Treatment of Staff (Policy 2.2) monitoring report as (B) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with item(s) 2.2.1, which the Board acknowledges and accepts the proposed dates for compliance within the next monitoring period, passed unanimously.

6. POLICY

6.1 Treatment of the Traveling Public (2.1) Revisions

Mr. Miller introduced the proposed revisions to Treatment of the Traveling Public (Policy 2.1) that were a part of the work of the Service Committee's review of the overall policy.

Board members discussed the proposed wording changes and revisions with the use of the word "bus stops" a point of focus as the interpretation of that term has been with the inclusion of shelters and bus stops (structures/amenities associated with bus stops). After a robust discussion of whether shelter should be included, Ms. Ross-Williams preferred the record to note she wanted to include "shelter" into the policy language but understood other members might accept the changes without that inclusion.

Mr. Miller motioned to accept the proposed revisions to Treatment of the Traveling Public (Policy 2.1), seconded by Mr. Allen.

All in favor of accepting the proposed revisions to Treatment of the Traveling Public (Policy 2.1):

Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Monica Ross-Williams: No
Chairwoman Kathleen Mozak: Yes

The motion to accept the proposed revisions to Treatment of the Traveling Public (Policy 2.1) passed by a vote of Yes – 7 and No – 1.

The accepted revisions will be made to the Board Policy Manual.

6.2 Board Development: Sustainability Policy

Mr. Barr introduced the board to several suggestions for modifying current policy wording to better identify sustainability within policy language. Mr. Barr, Ms. Pollay and Dr. Gerber have been working on the suggestions as part of the Sustainability Policy Task Force that has been meeting for several months. Policy Governance consultant, Rose Mercier joined the conversation and provided input and suggestions of a potential executive limitation that would address sustainability as opposed to the currently proposed language. Board members engaged in a discussion surrounding the importance of identifying sustainability as a Board value. Sustainability Task Fore members determined they needed to meet with Ms. Mercier again and finalize language for a sustainability policy to bring back to the board for consideration and vote.

7. BOARD EDUCATION/DISCUSSION

7.1 Budget Education

Mr. Carpenter presented the Board with a brief overview of the budget history ([Board Packet, pg. 93](#)). He outlined the traditional budget model used by most organizations and the transition into a hybrid model now used by TheRide which incorporates Policy Governance.

He introduced Ms. Mercier who shared a presentation of the Governance of Management ([Board Packet, pg. 105](#)) which was an overview of how the goal of a budget to be a management tool for staff to harness resources which will result in achieving the Ends defined by the Board.

Board members emphasized a desire to see more initiatives in the budget related to ridership growth and discussed using the Corporate Business Plan and Budget as a means of communicating organizational initiatives to the public. Board members discussed cross-referencing which budget initiatives support specific Ends and Mr. Carpenter noted that suggestion being considered. Mr. Carpenter and Chairwoman Mozak also encouraged Board members to review the Corporate Business Plan as they also review the upcoming draft Budget and communicate any questions/comments directly to Mr. Carpenter.

8. OPERATIONAL UPDATES

8.1 Budget Update

Ms. Reed presented to the Board a draft budget preview which had initially been shared with the Finance Committee at their July meeting. The high-level process for the budget plan is to maintain current services, implement the Long-Rance Plan and process improvements. She shared that at this phase of the budget process, initiatives directly related to the Corporate Business Plan are being considered. In her presentation she shared broad assumptions related to fleet vehicle replacements, staffing increases and the impact of inflation and funding sources. She shared that at this time the draft budget preview shows an operating budget as balanced.

She fielded several questions from Board members related to when the millage funds will be received and incorporated into the budget and encouraged members to contact her directly with their questions and she would answer them prior to the meeting in August.

8.2 CEO Report

Mr. Carpenter referenced his report and shared a brief note of a recent positive discussion with MDOT regarding the 23 / Washtenaw Bridge plans which impact BRT service in that area.

9. EMERGENT ITEMS

No emergent items noted.

10. CLOSING ITEMS

10.1 Action Item Recap

Upcoming Title VI public engagement information will be shared with the Board, ODTF will be meeting with Mayor Taylor, the Board Policy Manual will be updated with approved changes, Sustainability Task Force will be scheduling a meeting with Ms. Mercier and include more specific examples of ridership growth in the Business Plan.

10.2 Topics for Next Meetings

Budget Preview

Asset Protection (2.7.2 and 2.7.2.1) Review

10.3 Public Comment

Robert Pawlowski requested board members participate in the Systems Advisory Committee for the RTA as local advisory council updates would be beneficial – if anyone is interested they can contact him. He also encouraged the organization to have a more visible media presence to make the public more aware of the many initiatives taking place.

Jim Mogensen shared his history of participating in Board meetings and monitoring decisions made in relation to the budget. Hybrid buses had been a focal point, but interest waned and now efforts are being made with propulsion technologies. Increased millages and local political engagement in sustainability mean budget initiatives and decisions are being more carefully watched.

10.4 Adjournment

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

All in favor of adjourning the meeting:

Mr. Mike Allemang: Yes
Mr. Chris Allen: Yes
Mr. Simi Barr: Yes
Mr. Rich Chang: Yes
Mr. Jesse Miller: Yes
Ms. Susan Pollay: Yes
Ms. Monica Ross-Williams: Yes
Chairwoman Kathleen Mozak: Yes

Chairwoman Mozak adjourned the meeting at 10:09 pm.

Respectfully Submitted by Deborah Holt