

## Board of Director's Meeting Minutes

**Meeting Date/Time:** April 18, 2024 - 6:30 – 9:00pm

**Members:** Kathleen Mozak (Chair), Mike Allemang (Treasurer), Jesse Miller (Secretary), Chris Allen, Simi Barr, Rich Chang, Julie Grand, Susan Pollay

**Location:** Ann Arbor District Library (4<sup>th</sup> Floor)  
Virtual attendance available via Zoom

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

### Agenda Item

#### 1. OPENING ITEMS

##### 1.1 Approve Agenda

Mr. Allemang motioned to accept the agenda, seconded by Mr. Chang

All in favor of approving the agenda:

Mr. Chris Allen: Yes  
Mr. Mike Allemang: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Chairwoman Kathleen Mozak: Yes

The approval of agenda passed unanimously.

##### 1.2 Public Comment

Jim Mogensen requested a change to his public comments noted in the March 21, 2024 Board meeting minutes in the Consent Agenda – he clarified that instead of University of Michigan, it be changed to Central Student Government, and instead of D2A2 it be changed to Michigan Flyer.

Robert Pawlowski noted that in reviewing the phone survey presentation data, he had concern regarding the high number of undecideds for millage support. His experience in the Ann Arbor and Ypsilanti area has been that there is a much higher level of public transportation support. He expressed interest in hearing more about the data gathering from the survey.

##### 1.3 General Announcements

Chairwoman Mozak shared that retired LAC Chair Cheryl Weber had passed away in March. She had served with the LAC for over 17 years and was a well-known advocate within the community.

## 2. CONSENT AGENDA

### 2.1 Board Meeting Minutes March 21, 2024

### 2.2 Committee Meeting Summaries

Mr. Miller motioned to amend the March 21, 2024 minutes public comments wording with University of Michigan to Central Student Government and D2A2 to Michigan Flyer, seconded by Mr. Allemang.

All in favor of accepting the proposed amendments to the March 21, 2024 minutes:

Mr. Chris Allen: Yes  
Mr. Mike Allemang: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie GrandL Yes  
Mr. Jesse Miller: Yes  
Ms. Kyra Sims: Yes  
Chairwoman Kathleen Mozak: Yes

The approval of the proposed amendments to the March 21, 2024 minutes passed unanimously.

Mr. Chang motioned to accept the amended Consent Agenda, seconded by Mr. Barr:

All in favor of approving the amended Consent Agenda:

Mr. Chris Allen: Yes  
Mr. Mike Allemang: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Kyra Sims: Yes  
Chairwoman Kathleen Mozak: Yes

The approval of the amended Consent Agenda passed unanimously.

## 3. OWNERSHIP LINKAGE

### 3.1 Open Dialogue Task Force Updates

Mr. Chang provided a brief presentation ([Board packet, pg. 105](#)) that provided background on the organizational structure as it links to the community. He outlined legal owners, beneficiaries, and stakeholders in the community. He also introduced Dr. Hugh Clark conducted a phone survey in 2021 – the data compiled was used to in the development of the millage request in 2022. Mr. Chang shared that Mr. Clark would be presenting more detailed information from that phone survey.

### 3.2 Telephone Survey Results

Dr. Hugh Clark presented data from a community survey done in 2021 ([Board packet, pg. 16](#)) which provided information on community concerns/issues related to public transportation services, strengths/weaknesses of the organization, the public's priorities in regards to service and opposition/support on service expansions.

Dr. Clark fielded a variety of board questions related to ways to continue to gather information about values and priorities from the community, who was involved in the survey and how to get a quality representation of responses from voters.

Mr. Chang shared that the survey information would be utilized at the next ODTF meeting as they continue work to connect with the community.

#### **4. MONITORING**

##### **4.1 Communication & Support to the Board (2.9)**

Mr. Carpenter presented the monitoring report for Communication & Support to the Board outlining several areas of non-compliance noted within the report. One specific non-compliant sub-policy was related to 45% on-time submission for monitoring reports.

Mr. Chang shared that in the survey he had inquired about the CEO's interpretation of timeliness and due dates – after a robust discussion with several board members, the conclusion was that the policy wording would be reviewed at the next Governance Committee meeting.

Mr. Allemang motioned to accept the 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 items noted in the report, seconded by Mr. Chang.

All in favor of accepting the Communication & Support to the Board (Policy 2.9) 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 items noted in the report:

Mr. Chris Allen: Yes  
Mr. Mike Allemang: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Chairwoman Kathleen Mozak: Yes

The motion to accept Communication & Support to the Board (Policy 2.9) 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 items noted in the report, passed unanimously.

#### **5. POLICY**

#### **6. BOARD EDUCATION / DISCUSSION**

#### **7. OPERATIONAL UPDATES**

Mr. Carpenter requested that the order of agenda items 7.1 (ZEB Updates & Transition Plan) and 7.2 (Whistleblower Procedure) be switched.

##### **7.2 7.1 Whistleblower Procedure (Feedback)**

Ms. Boote (HR Manager) and Mr. Muskovitz (Corporate Counsel) presented a draft version of an updated Whistleblower procedure for the organization that allows for anonymity and a 3<sup>rd</sup> party messaging service should an issue be reported. In 2023 the CEO had identified the need for a clearer procedure for staff to utilize. Board feedback was requested, and the full implementation of the procedure is planned for August 2024.

Ms. Boote and Mr. Muskovitz fielded questions from board members related to components of the process. Board members expressed support for the revisions that had been made to the procedure.

*\*\* The Board took a 5-minute recess.*

#### **7.4 7.2 ZEB Updates & Transition Plan Approval**

Mr. Carpenter presented an overview of the Transition Plan ([Board packet, page 114](#)) which provided a summary of the ZEB approval process. He shared the scope of the grant request which includes 2 hydrogen buses, 1 fueling station and 34 hybrid buses. This plan is an important step toward the organization becoming emission-free by 2041. Board members inquired about the transition of para-transit fleet vehicles and Mr. Carpenter shared that plan is being developed within the Corporate Business Plan and details will be shared at a later date.

Mr. Barr motioned to approve the Transition Plan, seconded by Ms. Pollay.

All in favor of approving the Transition Plan:

Mr. Chris Allen: Yes  
Mr. Mike Allemang: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie GrandL: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Chairwoman Kathleen Mozak: Yes

The Transition Plan was approved unanimously.

#### **7.3 CEO Report / DC Visit Debrief**

Mr. Carpenter shared that the Washtenaw Express launch date is May 6<sup>th</sup> and thanked staff for the work involved in organizing, designing, and training for the route. The remainder of millage service implementations will occur in August as had been planned. Ypsilanti Transit Center public engagement is beginning, and comments/input will be shared with the board in upcoming months.

Mr. Pfeifer shared an update on a recent trip to Washington DC for the APTA Legislative Conference – he attended along with Mr. Carpenter and Board Members Barr and Pollay. They were able to meet with staff from Representatives Dingell and Slotkin's offices. Mr. Barr noted the positive experience of meeting with legislative staff.

Mr. Carpenter concluded by sharing that staff had determined they would not be attending the May MPTA Legislative Day in Lansing as the timing didn't align with local representatives' availability. The plan is to schedule a separate day to go to Lansing soon.

### **8. EMERGENT ITEMS**

#### **8.1 May Board Meeting in Ypsilanti**

Chairwoman Mozak shared that with YTC community engagement efforts underway, the Governance Committee determined that it would be beneficial to hold the May Board meeting at the Riverside Arts Center. Board members unanimously agreed to hold the May Board meeting in Ypsilanti.

## **9. CLOSING ITEMS**

### **9.1 Action Item Recap**

Further discussion of policy 2.9 and Board responses at the Governance Committee meeting, send out updated May Board meeting calendar invite with location change, staff will be working on a para-transit/fleet vehicle transition plan.

### **9.2 Topics for Next Meetings**

ZEB Updates  
Environmental Sustainability (2.11)  
Governance Process Policies (3.5-3.8)  
Budget Process Timeline  
Q2 Financial Report  
June: Advocacy Agenda, Business Plan

### **9.3 Public Comment**

Robert Pawlowski shared that the phone survey presentation had addressed his earlier comments. He also commented on the upcoming implementation of the Washtenaw Express route and the positive service it will provide for residents and businesses along the corridor.

### **9.4 Adjournment**

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

All in favor of adjourning the meeting:

Mr. Chris Allen: Yes  
Mr. Mike Allemang: Yes  
Mr. Simi Barr: Yes  
Mr. Rich Chang: Yes  
Ms. Julie Grand: Yes  
Mr. Jesse Miller: Yes  
Ms. Susan Pollay: Yes  
Chairwoman Kathleen Mozak: Yes

Chairwoman Mozak adjourned the meeting at 9:33 pm.

Respectfully Submitted by Deborah Holt