

Board of Director's Meeting Minutes

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

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

Members Absent: Kyra Sims (Excused), Susan Pollay (Excused), Monica Ross-Williams

Location: Riverside Arts Center, Ypsilanti (4th Floor)
Virtual attendance available via Zoom Passcode: 983308

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

Agenda Item
1. OPENING ITEMS
1.1 Approve Agenda <p>Chairwoman Mozak requested the addition to the agenda of 8.1 CEO Employment Agreement under Emergent Items. No other changes were noted.</p> <p>Mr. Chang motioned to approve the amended agenda, seconded by Mr. Miller.</p> <p>All in favor of approving the amended agenda:</p> <ul style="list-style-type: none">Mr. Mike Allemang: YesMr. Chris Allen: YesMr. Simi Barr: YesMr. Rich Chang: YesMr. Jesse Miller: YesChairwoman Kathleen Mozak: Yes <p>The motion to approve the amended agenda passed unanimously.</p>
1.2 Public Comment <p>Robert Pawlowski congratulated TheRide on the recent announcement that the FDA was awarding the organization a \$25M grant to invest in sustainable transportation.</p> <p>Jim Mogensen noted the extensive information related to policy governance in the board meeting packet and expressed concerns related to the amount of time the Board spends on policy report details.</p>
1.3 General Announcements
1.3.1 Low-No Grant Success <p>Mr. Carpenter shared an overview of the recent July 9th visit from Ms. Veronica Vanterpool the acting Administrator of the Federal Transit Administration and the</p>

announcement that the organization had been awarded a \$25M Low-No Grant. The grant funding will be used to purchase two hydrogen fuel cell buses, one fueling station and around a dozen hybrid buses. He thanked the Biden/Harris administration and FTA for the grant awarding, Congresswoman Debbie Dingell, Senator Gary Peters and others who wrote letters of support, staff members who participated in the logistical details for the grant submission and the Board who had accepted the CEO's recommendation proposal in January.

*** Ms. Grand joined the meeting at 6:37 pm.*

2. CONSENT AGENDA

2.1 Board Meeting Minutes June 20, 2024

2.2 Committee Meeting Summaries

2.3 FY25 Committee / Board Meeting Dates

Mr. Allemang motioned to accept the Consent Agenda, seconded by Mr. Barr.

All in favor of accepting the Consent Agenda:

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

The motion to accept the Consent Agenda passed unanimously.

3. OWNERSHIP LINKAGE

3.1 Open Dialogue Task Force Updates

Mr. Chang shared that he and Mr. Carpenter were meeting in August to discuss next steps for the task force.

4. MONITORING

4.1 Governance Process Policies (3.0-3.4)

Chairwoman Mozak discussed survey results for the monitoring of the Board's Governance Process Policies (3.0-3.4). Survey results were positive overall, and she called attention to two respondents for 3.1 Governing Style who both noted areas there were areas of improvement needed.

4.2 Update: CEO Approach to Reports

Mr. Carpenter shared that Board members had noted areas for improvement with monitoring reports and Governance coach Sue Radwan had provided several suggestions for improving the reports. He and staff will now use interim targets to measure progress and when targets are not met, an explanation will now be provided within monitoring reports. The monitoring reports will also be cross-referenced to the Business Plan for means.

Ms. Radwan fielded questions from Board members related to the interpretation / verification of evidence within reports. They also discussed the benefit of creating benchmarks for determining reasonableness. Board members also discussed the incorporation of interim targets into upcoming monitoring reports.

4.3 Environmental Sustainability (2.11)

Mr. Carpenter shared an overview of the draft Environmental Sustainability Policy (2.11) and noted this was the first time it had been monitored as it was newly created in 2023. The monitoring report focused on setting targets / projections for compliance as determining specific methodological tools for compliance measurement had been challenging.

Chairwoman Mozak led a robust Board discussion on the metrics that had been used within the report and data redundancies from the CEO.

Mr. Allen motioned to accept the draft report as (A) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, seconded by Mr. Chang.

All in favor of accepting the Environmental Sustainability (Policy 2.11) monitoring report as (A):

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

The motion to accept the draft Environmental Sustainability (Policy 2.11) monitoring report as (A) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, passed unanimously.

5. POLICY

5.1 Policy Language Discussion (2.11)

Board members discussed the policy language for Environmental Sustainability and if the language was too complex for setting reasonable expectations for measurement and compliance.

Mr. Miller suggested the Service Committee evaluate policy 2.11 as a potential Ends policy and then once that has been established, report back to the Board and then reassess the Executive Limitations.

Chairwoman motioned to have the Service Committee evaluate policy 2.11 as a potential Ends policy and then once that has been established, report back to the Board and then reassess the Executive Limitations, seconded by Mr. Miller.

All in favor of accepting the motion to have the Service Committee evaluate policy 2.11 as a potential Ends policy and then once that has been established, report back to the Board and then reassess the Executive Limitations:

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

The motion to have the Service Committee evaluate policy 2.11 as a potential Ends policy and then once that has been established, report back to the Board and then reassess the Executive Limitations passed unanimously.

5.2 Safety Policy

Mr. Miller provided an overview of Board discussions from last month related to wording for a proposed Safety Policy. The Service Committee met in July to discuss and determine the language proposal to bring back before the board. Mr. Miller did not attend the July Service Committee meeting but suggested the Board might consider enhancing the proposed policy to include wording that stated public transportation services are safe.

Board members discussed the proposed policy language and Ms. Radwan noted that the additional language might move the proposed policy placement out of the Ends policies. After a robust discussion the Board determined the proposed language to bring as a motion for acceptance.

Mr. Miller motioned to accept proposed policy 1.1.3: *Riders and prospective riders perceive public transportation services as safe*, seconded by Mr. Chang.

All in favor of accepting accept proposed policy 1.1.3:

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

The motion to accept proposed policy 1.1.3: *Riders and prospective riders perceive public transportation services as safe* passed unanimously.

Policy 1.1.3 will be added to the Board Policy Manual.

Chairwoman Mozak reminded Board members that the Ends policies would be reviewed in 2025 as part of a several year policy review timeline.

6. BOARD EDUCATION / DISCUSSION

7. OPERATIONAL UPDATES

7.1 YTC Updates

Gretchen Johnson provided a presentation of recent YTC Planning updates ([Board Packet, pg. 96](#)). In the presentation she shared that staff and Ypsilanti City Council have identified a preferred option for the facility location. The project team will continue their environmental review, finalize site concepts and provide public engagement opportunities fall/winter 2024-2025.

Ms. Johnson fielded various questions from Board members and noted that the project team welcomes any additional feedback.

7.2 Business Plan

Mr. Carpenter shared that several updates had been made to the Business Plan and was ready to be utilized by the Finance Department as they utilize it for the annual budget.

7.3 Draft Budget Preview

Ms. Reed shared the draft budget preview presentation ([Board Packet, page 112](#)). She highlighted that the draft budget is balanced and within the preview, Board members provided preliminary projected operating revenues and expenses and budget assumptions. She summarized that the organization will be operating full-service levels, have a full year of millage services, no fare changes, with a balanced budget and funded capital projects.

Upon the conclusion of her presentation, she answered Board questions related to long-range capital plans and the capital reserve, federal operating assistance projections and overall transportation funding.

7.4 Advocacy Agenda

Mr. Pfeifer thanked Board members for their feedback and comments on the initial draft of the Advocacy Agenda. He shared the revised version and noted several updates that had been made in the finalized version. He also noted that the agenda is a living document and periodic updates / revisions will be made in the future.

7.5 CEO Report

Mr. Carpenter shared brief highlights from the CEO report, noting that many staff had participated in local 4th of July parades.

Mr. Pfeifer shared updates on the State Executive Budget and impacts to transportation funding.

Mr. Carpenter also noted that the long-time MPTA Executive Director will be retiring, and the new Executive Director may bring about greater statewide engagement opportunities with other transit agencies.

8. EMERGENT ITEMS

8.1 CEO Employment Agreement

Chairwoman Mozak shared that Mr. Carpenter's CEO employment agreement will be expiring and he has agreed to enter into discussions to renew his contract. The Board must approve the Governance Committee entering into Employment Agreement discussions to renew Mr. Carpenter's CEO Agreement which expires May 31, 2025.

Mr. Chang motioned to approve the Governance Committee entering into Employment Agreement discussions to renew Mr. Carpenter's CEO Agreement, seconded by Mr. Allen.

All in favor of approving the Governance Committee entering into Employment Agreement discussions to renew Mr. Carpenter's CEO Agreement:

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

The motion to approve the Governance Committee entering into Employment Agreement discussions to renew Mr. Carpenter's CEO Agreement to adjourn the meeting passed unanimously.

9. CLOSING ITEMS

9.1 Action Item Recap

FY25 Committee/Board meeting calendar invites will be created/sent to Board members, Mr. Chang and Mr. Carpenter will be meeting to discuss ownership linkage next-steps, Environmental Sustainability policy was accepted and the Service Committee will be reviewing policy language further, the new Safety Policy was approved and the policy manual will be updated and sent out.

9.2 Topics for Next Meetings

Draft Budget
FY24 Q3 Financial Report
Treatment of Staff (2.2)
Asset Protection (2.7)
Falls on Buses
Future: Training/Discussion on Reasonableness

9.3 Public Comment

Robert Pawlowski commented that he'd like to see the utilization of grant funding for more investment in BRT routes and continued discussions on overall service enhancements. He has many suggestions for improving current routes, including Route 4 which is an especially busy route, and is available for further discussions with staff.

9.4 Adjournment

Mr. Miller motioned to adjourn the meeting, seconded by Mr. Barr.

All in favor of adjourning the meeting:

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

The motion to adjourn the meeting passed unanimously.

Chairwoman Mozak adjourned the meeting at 9:55 pm.

Respectfully Submitted by Deborah Holt