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## Board Minutes – Dec 20, 2018

**Recommended Action(s):** Approve for Posting to Website

**Information Type:** Decision

**Meeting Information:** Ann Arbor District Library, December 20, 2018 at 6:32 p.m.

**Board Members in Attendance:** Eric Mahler, Kyra Sims, Prashanth Gururaja, Sue Gott, Eli Cooper, Mike Allemang, Roger Hewitt, Jesse Miller, Kathleen Mozak-Betts

**Staff in Attendance:** Matt Carpenter, John Metzinger, Bryan Smith, Tim Sanderson, Geri Barnstable

Chairman Eric Mahler called the meeting to order at 6:32pm.

### 1) Opening Items

#### 1. Approve Agenda

Chairman Mahler noted that a Quorum is present and called the meeting to order. Mr. Cooper moved to approve the agenda. All approved the agenda.

#### 2. Public Comment

Mr. Jim Mogensen brought a book called No One At the Wheel about autonomous vehicles which he recommended. He also recommended there be a discussion of Ownership Linkage in addition to what was discussed at the last meeting.

#### 3. General Announcements

Mr. Carpenter introduced Mr. Tim Sanderson who is the new Deputy CEO of Planning and Innovation. Mr. Sanderson has a successful track record in transportation. He spoke and highlighted that he has a background of over 20 years in transportation, having started as a bus driver followed by holding a number of positions including in Canada and Des Moines.

## 2) Consent Agenda

1. Consent Agenda was approved unanimously.
2. Minutes from Board Meetings in October and November were moved for approval by Mr. Cooper and seconded by Mr. Hewitt. The motion passed. Mr. Krieg abstained from voting because he had not read the November Minutes, which he could not find in his packet.

## 3) Policy Monitoring and Development

### 1. Board's Annual Plan of Work

#### 1. Retreat Planning

Chairman Mahler recommended the retreat will be postponed until April or May. Mr. Hewitt preferred to start with a ½ day working session to bring the Board up to speed on horizons for the future. Then, with a shared understanding, they can develop a vision for this organization. Mr. Krieg hopes there is the opportunity to work with other community organizations such as WATS and SEMCOG. Mr. Cooper agreed with both. He is interested in understanding where we are and why other communities are leaving fuel for electric vehicles. Chairman Mahler would like to hear from the Task Forces at the ½ day retreat.

### 2. Policy Monitoring and Committee Reports

#### 1. Governance Committee

Chairman Mahler reported that retreat planning, the Annual Plan of Work, Resource Allocation and Ownership Linkage were discussed. There was brainstorming but no recommendations or decisions to report. They want to get back to the Annual Plan of Work.

#### 2. Finance Committee

Mr. Allemang reported that 3 topics were covered: 2 Monitoring Reports and Ownership Linkage. Ms. Sims, Mr. Miller and he, all from the Finance Committee are on the Ownership Linkage Task Force. Mr. Krieg is also part of the Task Force but is not on the Finance Committee, so Mr. Cooper participated in the discussion instead. They determined that Ms. Mercier's report was very helpful and that they used it for the meeting. He will forward it to entire Board. He elaborated on the difference between Legal and Moral Owners. Legal Owners determine our existence. Moral Owners have a legitimate interest in the care of the organization's purpose, to achieve that ethically and prudently. They hold the Board responsible. The Committee discussed a 3-year plan starting with connecting to the Legal Owners and

ways to do that. Mr. Krieg noted that each jurisdiction has its own character. Chairman Mahler noted that Ownership is always ambiguous, and it would be good to refine it.

### 3. Service Committee

Mr. Hewitt reported that the Committee discussed the Ends Monitoring Report which will be covered at this meeting tonight. There were project updates. Many are near completion. Mr. DeGroot presented on the YTC and will do so again tonight. Ms. Roberts reported that FlexRide started with modest ridership, so they will be looking at how to improve it. Mr. Cooper asked if there could be a pilot done in Ypsilanti and Mr. Carpenter replied that he would convey that question. Ms. Roberts also reported that BRT is now looking at Super Stops instead of dedicated lanes. There was more discussion of service options and the direction of the future. Mr. Krieg noted that he had some ideas but did not give details. Mr. Carpenter stressed that staff is seeking advice from the community and would welcome his ideas as an individual instead of as a Board Member. He requested Mr. Krieg and Mr. Cooper send him details which he will pass along to the group to make the study better.

### 3. Other Board Reports & Ownership Linkages

#### 1. LAC, WATS, A2 Transportation Commission

Ms. Webber reported that the LAC is interested in Policy Governance and also that Ms. Mozak-Betts had offered good ideas.

Mr. Krieg reported that WATS did not meet.

#### A2 Transportation Commission

Ms. Sims reported that they met last night and started with scooters. Mr. Hewitt noted that Micro-transportation now includes electric skateboards. The Micromobility Committee presented their Statement of Values. The Board didn't pass it as a resolution because the Commissioners wanted the impact of electric wheelchairs included. The Committee will incorporate that into the Statement of Values next month. The Annual Report was presented to the City Council. The packet from the meeting is on the website.

#### 4) Strategy and Operational Updates: CEO

##### 1. Monitoring Report 1.0 Ends

Mr. Carpenter stated that this report is not complete, but we want a way of measuring Ends since the update in June, which was a goal from the January Retreat. They learned that measuring outcomes is harder than measuring output. With outcomes it must be determined what is to be measured and derive meaningful interpretations with the large expectations that have been set. With outputs there is more data and it can be controlled. Mr. Carpenter sighted examples of this, some of which were from this report. He noted they would rather get the right measure than a precise measure of the wrong thing. Mr. Allemang agreed, adding that the measure will become more meaningful over time and that this is a good start. Chairman Mahler stated this is a good ongoing discussion. There was more discussion about achieving the Ends goals, in particular, Mr. Gururaja noting that access is the most important part of our service. Without that we have nothing.

##### 2. Monitoring Report 2.7 Ends Focus of Contracts

Mr. Metzinger reported that the Executive Limitations on the CEO are that he not enter into any agreement that does not support the Ends. He named a list of contracts that were mostly for day-to-day items. Ms. Sims noted that in the Finance Committee Meeting they requested the next Monitoring Report add parties that are contracted with along with a brief summary of their purpose and the cost. Mr. Allemang moved to vote on whether the CEO is in compliance, per page 4 of the report, and Ms. Sims' comments. Mr. Hewitt seconded. Mr. Cooper stated that he can't support the vote because this conversation means the CEO is not in 100% compliance. The vote for choice "A", being in compliance, was 4 in favor, 5 opposed so the motion was defeated. They then voted for "B" which was to not approve that the CEO is in compliance. The vote was a unanimous "Yea".

##### 3. CEO Report

Chairman Mahler announced that Plante Moran is beginning its audit and that they spoke with him.

- 5) Emergent Business  
None.
- 6) Board Development  
None.
- 7) Closing Items
  - 1. Topics for Next Meeting:  
Board Member Disclosure Statements Due 3.3.2.1); Mr. Hewitt proposed an agenda for a working session. Mr. Cooper regrets he will be out of town.
  - 3. Public Comment  
None.
  - 4. Closed Session under the Michigan Open Meetings Act, MCLA 15.268 (c), (d), (e) and (h) re: Real Estate. Chairman needs a roll call vote. Mr. Hewitt seconded. The vote was unanimous.
  - 5. Board Assessment of Meeting  
None.
  - 6. Adjournment  
Chairman Mahler needs a roll call for Closed Session. Mr. Hewitt made a motion for Closed Session. Mr. Allemang seconded. Individual votes were a “yes” to go into Closed Session.

Submitted respectfully by  
Geri Barnstable