

Ann Arbor Area Transportation Authority Board of Directors  
Meeting Minutes

Thursday, November 16, 2017

6:30 p.m.

Ann Arbor District Library, 343 South Fifth Avenue, Ann Arbor, Michigan

Present: Mike Allemang, Eli Cooper, Prashanth Gururaja (departed 8:00 p.m.),  
Roger Hewitt, Larry Krieg, Eric Mahler (Chair), Kyra Sims

Chairman Eric Mahler called the meeting to order at 6:30 p.m.

1) Opening Items

a. Approve Agenda

A motion was made by Mr. Hewitt to approve the agenda, seconded by Mr. Cooper.  
On a voice vote, Chairman Mahler declared the motion carried.

b. Public Comment

Michelle Barney commented on ARide service; particularly, reservation booking,  
service capacity, trip timeliness and courtesy calls to inform passengers that a  
vehicle is arriving.

c. General Announcements

Chairman Mahler appointed Kyra Sims Acting Secretary.

Mr. Gururaja announced a new stop on the Detroit Connector service at UM  
Dearborn. CEO Matt Carpenter responded to questions.

Mr. Cooper announced statistics for population and employment growth in  
Washtenaw County and the region projected in SEMCOG's new baseline 2045  
Forecast.

Mr. Carpenter announced the resignation of RTA Interim CEO Tiffany Gunter.

2) Consent Items

a. Approval of Minutes of October 19, 2017

A motion was made by Dr. Krieg, seconded by Ms. Sims, to approve minutes of the  
regular meeting of October 19, 2017. On a voice vote, Chairman Mahler declared  
the motion carried.

3) Policy Monitoring and Development

a. Board's Annual Plan of Work Item & Ends Policies

1. Annual Plan of Work

a. Policy Discussion: 3.3.9 Serving on Outside Boards

Chairman Mahler introduced a discussion on Serving on Outside Boards. Board members commented on the policy and shared ideas for amending the policy language. Governance Committee will develop draft language for the board to consider.

b. Policy Monitoring and Committee Reports

1. Governance Committee

a. Millage Update

Chairman Mahler reported on the Governance Committee's work on the millage renewal and plans to identify board members to lead work where key decisions are needed.

b. CEO Evaluation

Chairman Mahler reported on the CEO evaluation and presented a resolution for an adjustment to the CEO's compensation.

Resolution 1/2018

ADJUSTMENT TO CHIEF EXECUTIVE OFFICER COMPENSATION

**WHEREAS**, the Chief Executive Officer, Matthew Carpenter, was hired in to that role in June, 2015; and

**WHEREAS**, the Board has not made any adjustment to the terms of Mr. Carpenter's compensation since he accepted the role of Chief Executive Officer; and

**WHEREAS**, the Board of Directors of the Ann Arbor Area Transportation Authority wishes to adjust Mr. Carpenter's salary; and

**WHEREAS**, section 9.4 of Mr. Carpenter's employment agreement with the Ann Arbor Area Transportation Authority states that adjustments to his compensation must be done by the Board of Directors at an official Board of Directors meeting;

**NOW, THEREFORE, BE IT RESOLVED**, the Board approves an increase to Mr. Carpenter's salary to \$180,000.00 per annum effective retroactively to October 1, 2017.

A motion was made by Dr. Krieg to approve the resolution, seconded by Mr. Allemang. On a voice vote, Chairman Mahler declared the motion carried.

2. Finance Committee

Mr. Allemang made a report on behalf of the Finance Committee; particularly: Policy 2.6 Investments, the Quarterly Financial Reports and the Ann Arbor Train Station.

3. Service Committee

Mr. Hewitt made a report on behalf of the Service Committee; particularly: Millage Renewal, Q4 Service and Satisfaction Report and Monitoring Report 2.7 Ends Focus of Grants or Contracts. The Committee recommended that the Board accept the Monitoring Report as written, and consider revisions to the policy next year.

4. Monitoring Report: 2.7 Ends Focus of Grants or Contracts

Mr. Carpenter presented the Monitoring Report for the Board's consideration. Board members commented on the Monitoring Report. The Board accepted the Monitoring Report by unanimous consensus.

Chairman Maher indicated that he would like to transfer the monitoring of Policy 2.7 to the Finance Committee.

c. Other Board Reports & Ownership Linkages

1. Local Advisory Council

No report.

2. Washtenaw Area Transportation Study

No report.

3. Ann Arbor Transportation Commission

Mr. Gururaja made a report on the Ann Arbor Transportation Commission meeting; particularly: City of Ann Arbor Crosswalk Code, Ann Arbor Street Design Manual and Parking Demand.

4) Strategy and Operational Updates: CEO

a. Q4 Financial and Service and Satisfaction Reports

CFO John Metzinger presented the Q4 Financial Statements and reviewed the Income Statement and Balance Sheet. Mr. Metzinger responded to questions.

Q4 Service and Satisfaction Report

Deputy CEO, Operations Bryan Smith presented the Q4 Service and Satisfaction Report and Guide to Terms, and responded to questions. Board members shared ideas for additional data to consider including in the report.

b. CEO Report

Mr. Carpenter referred to the written CEO Report. Mr. Carpenter verbally reported on resolution of a police incident at the Blake Transit Center, and the Regional Transit Authority.

c. Capital Improvement Projects Report

Mr. Carpenter referred to the Capital Improvement Projects Report. Mr. Carpenter and Mr. Smith responded to questions.

5) Board Development

a. Governance Policy Monitoring: 3.1 Governing Style and 3.2 Board Job Description

Chairman Mahler reported on feedback received on monitoring policies 3.1 and 3.2. Chairman Mahler requested ideas for addressing noncompliance issues.

b. Board Education: Retreat

Chairman Mahler reported on the status of the procurement for a facilitator for the retreat. Board members shared ideas for retreat topics.

6) Emergent Business

There was no emergent business.

7) Closing Items

a. Topics for Next Meeting:

No discussion

b. Public Comment

Jim Mogensen commented on public meetings on transit oriented development, the financial statements, the fare study and paratransit study.

Michelle Barney commented on fares, living on a fixed income and the millage renewal campaign.

c. Board Assessment of Meeting

Board members commented on their work under the Policy Governance model.

d. Adjournment

A motion was made by Mr. Hewitt, seconded by Mr. Cooper, that the meeting adjourn. On a voice vote, Chairman Mahler declared the motion carried. The meeting adjourned at 8:46 p.m.

Kyra Sims

Acting Secretary, AAATA Board of Directors

Approved 12/21/2017