

Ann Arbor Area Transportation Authority Board of Directors
Meeting Minutes
Thursday, September 28, 2017
6:30 p.m.
Ann Arbor District Library, 343 South Fifth Avenue, Ann Arbor, Michigan

Present: Mike Allemang, Eli Cooper, Gillian Gainsley, Sue Gott, Prashanth Gururaja, Roger Hewitt, Eric Mahler (Chair), Kyra Sims

Chairman Eric Mahler called the meeting to order at 6:33 p.m.

1) Opening Items

a. Approve Agenda

Chairman Mahler moved to amend the agenda to make Election of Officers item 2c.

A motion was made by Roger Hewitt to approve the agenda as amended, seconded by Gillian Gainsley. On a voice vote, Chairman Mahler declared the motion carried.

b. Acting Secretary Appointment

Chairman Mahler appointed Gillian Gainsley Acting Secretary.

c. Public Comment

No one appearing, Chairman Mahler declared Public Comment closed.

d. General Announcements

Mr. Cooper announced opportunities to review and comment on [The Ann Arbor Station Environmental Assessment](#).

Chairman Mahler welcomed Forest Yang, AAATA's new Manager of Service Development and Planning. Mr. Yang introduced himself.

2) Consent Items

A motion was made by Mike Allemang, seconded by Roger Hewitt, to approve Consent Items a. and b. On a voice vote, Chairman Mahler declared the motion carried.

a. Approval of Minutes of August 17, 2017

b. FY2018 Meeting Schedule

c. Election of Officers

Ms. Gainsley reported on behalf of the Nominating Committee and presented the following slate of officers: Chair – Eric Mahler; Treasurer – Eli Cooper; Secretary – Gillian Gainsley.

Gillian Gainsley nominated Eric Mahler for the office of Chair. Mike Allemang seconded the motion. On a voice vote, Chairman Mahler declared the motion carried.

Gillian Gainsley nominated Eli Cooper for the office of Treasurer. Roger Hewitt seconded the motion. On a voice vote, Chairman Mahler declared the motion carried.

Gillian Gainsley nominated herself for the office of Secretary. Roger Hewitt seconded the motion. 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. Approval of Policy Monitoring Schedule

Mr. Mahler reviewed an Issue Brief on Monitoring Report Schedule in Appendix A of the Board Policy Manual. Board members discussed the Schedule.

A motion was made by Gillian Gainsley to amend the Monitoring Report by moving items 3.6 and 3.7 from July to August and approve the amended Schedule. Sue Gott seconded approval of the amended Schedule. On a voice vote, Chairman Mahler declared the motion carried.

Appendix A: Monitoring and Informational Report Schedules

Policy	Title	Method	Freq	Due	Assess	Body
1.0	Ends	Internal	Annual	Dec	Jan	Board
2.0	Global Executive Limitation	Internal	Annual	May	Jun	Service/Bd
2.1	Treatment of Riders	Internal	Annual	Jan	Mar	Service/Bd
2.2	Treatment of Staff	Internal	Annual	Apr	May	Service/Bd
2.3	Compensation & Benefits	Internal	Annual	Dec	Jan	Finance/Bd
2.4	Financial Planning/Budgeting	Internal	Annual	Aug	Sep	Board
2.5	Financial Condition & Activities	External	Annual	Jan	Feb	Finance/Bd
2.6	Investments	Internal	Annual	Feb	Mar	Finance/Bd
2.7	Ends Focus of Contracts	Internal	Annual	Oct	Nov	Service/Bd
2.8	Asset Protection	Internal	Annual	Mar	Apr	Finance/Bd
2.9	Emergency Succession	Internal	Annual	Jul	Aug	Service/Bd

2.10	External Relations	Internal	Annual	Sep	Oct	Service/Bd
2.11	Communication & Support	Internal	Annual	May	Jun	Board
3.0	Global Governance Process	Direct Inspection	Annual		Oct	Gov/Bd
3.1	Governing Style	Direct Inspection	Annual		Nov	Gov/Bd
3.2	Board Job Description	Direct Inspection	Annual		Dec	Gov/Bd
3.3	Board Member's Code of Conduct	Direct Inspection	Annual		Dec	Gov/Bd
3.4	Agenda Planning	Direct Inspection	Annual		Mar	Gov/Bd
3.5	Chair's Role	Direct Inspection	Annual		Jan	Gov/Bd
3.6	Board Committee Principles	Direct Inspection	Annual		Aug	Gov/Bd
3.7	Board Committee Structure	Direct Inspection	Annual		Aug	Gov/Bd
3.8	Cost of Governance	Direct Inspection	Annual		Mar	Gov/Bd
4.0	Global Board-Mgmt Delegation	Direct Inspection	Annual		Feb	Gov/Bd
4.1	Unity of Control	Direct Inspection	Annual		Apr	Gov/Bd
4.2	Accountability of the CEO	Direct Inspection	Annual		May	Gov/Bd
4.3	Delegation to the CEO	Direct Inspection	Annual		Apr	Gov/Bd
4.4	Monitoring CEO Performance	Direct Inspection	Annual		Jun	Gov/Bd

Other informational reports from staff (+ others as needed/requested):

Informational Report	Freq.	Board Packet month:
Financial Statements	Quarterly	Nov, Feb, May, Sept
Customer Satisfaction and Service Perf.	Quarterly	Oct, Jan, Apr, July
Capital Improvement Projects	Annual + as needed	Nov
CEO Personal Expense Report	Quarterly	Dec, Mar, June, Sept
CEO Compensation comparables	Every 2 years	April of odd years
Notification of execution of budgeted items over \$250K and grants over \$100K	As needed	
Notification of intended changes to non-unionized staff or procurement manuals, benefits/comp.	As needed	

2. Annual Plan of Work
Chairman Mahler reviewed an Issue Brief on the Annual Plan of Work. Board members commented on the Annual Plan of Work and Chairman Mahler responded to questions.

b. Policy Monitoring and Committee Reports

1. Finance Committee
Mr. Allemang made a report on the Finance Committee meeting; particularly: the development of FY2018 Budget and Quarterly Financial Reports.
2. Service Committee
Mr. Hewitt made a report on the Service Committee meeting; particularly: the Water Street Project in Ypsilanti, proposed train

stop in Depot Town and development of a quarterly Service and Satisfaction Report.

- c. Other Board Reports & Ownership Linkages
 - 1. Local Advisory Council
Ms. Weber made a report on the Local Advisory Council meeting; particularly: Executive Committee appointments and a presentation on Policy Governance.
 - 2. Washtenaw Area Transportation Study
CEO Matt Carpenter reported that the Washtenaw Area Transportation Study Policy Committee did not achieve quorum and no business was conducted.
 - 3. Ann Arbor Transportation Commission
Mr. Cooper made a report on the Ann Arbor Transportation Commission meeting; particularly: Pauline Boulevard Redesign and Treeline: Allen Creek Urban Trail Master Plan.
- 4) Strategy and Operational Updates: CEO
- a. Proposed 2018 Budget and Decision
CFO John Metzinger reported on highlights in the [2018 Proposed Budget](#) and requested adoption by the Board. Board members commented on the budget.

A motion was made by Sue Gott to approve the resolution for Adoption of FY2018 Operating and Capital Budget, seconded by Mike Allemang. On a voice vote, Chairman Mahler declared the motion carried.

Resolution 21/2017

ADOPTION OF FY 2018 OPERATING AND CAPITAL BUDGET

WHEREAS, the Ann Arbor Area Transportation Authority (AAATA) Board of Directors (Board) is required by the Michigan Uniform Budgeting and Accounting Act of 1968 to adopt a balanced operating budget on or before September 30 for its next fiscal year, which begins on October 1, and

WHEREAS, AAATA staff have developed a 2018 Operating and Capital Budget that furthers Board Ends Policies within Executive Limitations and provides multi-year context, and

WHEREAS, the AAATA is required to develop a fiscally-constrained four-year program of capital projects for inclusion in the Transportation

Improvement Program (TIP) to be submitted to the Washtenaw Area Transportation Study (WATS) in order to be eligible for federal funds, and

WHEREAS, the AAATA is required to submit the capital program for FY 2018 to the Federal Transit Administration (FTA) as part of the annual application for FY 2018 federal funding, and

WHEREAS, the AAATA is required to submit the capital program for FY 2020 – FY 2022 to the Michigan Department of Transportation (MDOT) as part of the annual application for FY 2020 state funding,

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the AAATA FY 2018 Operating and Capital Budget as its general appropriations act with total expenses of \$49,142,069, and

BE IT FURTHER RESOLVED, that the Ann Arbor Area Transportation Authority Board of Directors hereby adopts the attached FY 2018-2022 Capital Program of which FY 2019 and beyond is subject to amendment in future years.

- b. CEO Report
Mr. Carpenter referred to the written CEO Report. Mr. Carpenter reported on developments regarding Pittsfield Township, the Regional Transit Authority, and a police incident at the Blake Transit Center.
- 5) Board Development
- a. Governance Policy Monitoring
Mr. Mahler reported on Governance Policy Monitoring.
 - b. Board Education
Ms. Sims reported on Policy Governance Training and responded to questions.

Mr. Metzinger and Mr. Yang each reported briefly on their experiences from the Policy Governance Training.
- 6) Emergent Business
There was no emergent business.
- 7) Closing Items
- a. Topics for Next Meeting
 - Leading with Intent
 - Annual Plan of Work
 - Ownership Linkage
 - Regional Transit Authority

b. Public Comment

No one appearing, Mr. Mahler declared Public comment closed.

c. Board Assessment of Meeting

Board members commented on meeting deliberations and shared ideas for process improvement.

d. Adjournment

A motion was made by Roger Hewitt, seconded by Gillian Gainsley, that the meeting adjourn. On a voice vote, Chairman Mahler declared the motion carried. The meeting adjourned at 8:24 p.m.

Gillian Gainsley, Acting Secretary, AAATA Board of Directors
Approved 10/19/2017