

Ann Arbor Area Transportation Authority Board of Directors
Meeting Minutes

Thursday, August 17, 2017

6:30 p.m.

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

Present: Mike Allemang, Jack Bernard, Eli Cooper, Gillian Gainsley, Prashanth Gururaja, Roger Hewitt, Eric Mahler (Chair; arrived 7:31 p.m.), Kyra Sims

The meeting was called to order by Acting Chair Gillian Gainsley at 6:33 p.m.

1) Opening Items

a. Approve Agenda

Mr. Carpenter requested moving agenda item "2.9 Emergency CEO Succession" to the last item in section 3b.

A motion was made by Jack Bernard to approve the agenda as amended, seconded by Eli Cooper. On a voice vote, Acting Chair Gainsley declared the motion carried.

b. Public Comment

Cheryl Weber commented on the Policy Governance model.

Yomiko Sanford commented on Art Fair service, and AAATA's fare payment methods and policies.

Ms. Gainsley acknowledged Ms. Sanford's comments.

c. General Announcements

Ms. Gainsley announced election results for the City of Ann Arbor and the City of Ypsilanti.

2) Consent Items

a. Approval of Minutes of June 15, 2017 and July 6, 2017

A motion was made by Mike Allemang, seconded by Larry Krieg, that minutes of the regular meeting of June 15, 2017 and minutes of the special meeting of July 6, 2017 be approved. On a voice vote, Ms. Gainsley declared the motion carried.

b. Acting Secretary Appointment

Ms. Gainsley appointed Kyra Sims Acting Secretary.

3) Policy Monitoring and Development

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

- Plan of Work
There was no discussion.
 - Draft Annual Calendar
Mr. Carpenter provided an overview of the Draft Annual Calendar and encouraged board members to provide feedback on further development. Board members commented on the calendar.
- b. Policy Monitoring and Committee Reports
- Finance Committee
Mr. Allemang made a report on the Finance Committee meeting particularly: frequency of financial reporting, the quarterly financial statement, and a presentation on the FY2018 Budget.
 - Service Committee
Mr. Hewitt made a report on the Service Committee meeting, particularly: committee role, Monitoring Report on Emergency Succession, and a presentation on the FY2018 Budget.
- c. Other Board Reports & Ownership Linkages
- Local Advisory Council
Ms. Weber made a report on the Local Advisory Council (LAC) meeting, particularly: final draft of the LAC Brochure and an update on the Paratransit Review Charter. Applications for the LAC Executive Committee are scheduled to be presented to the Board for consideration in September.
 - Washtenaw Area Transportation Study
Dr. Krieg made a report on the Washtenaw Area Transportation Study Policy Committee meeting. The Policy Committee is considering a Policy on Local Surface Transportation Program Funds on State-owned Trunkline Facilities. Dr. Krieg is not able to attend the September meeting where the Policy is expected to be voted on. Jack Bernard made a motion that Matt Carpenter represent AAATA at the September meeting, seconded by Prashanth Gururaja. On a voice vote, Ms. Gainsley declared the motion carried.
 - Ann Arbor Transportation Commission
Mr. Gururaja made a report on the Ann Arbor Transportation Commission meeting, particularly: discussed recommendations on Traffic Calming and received a presentation on School Transportation Safety.

- 2.9 Emergency CEO Succession [this agenda item was addressed in an order contrary to the approved agenda]

Mr. Hewitt introduced the discussion on the Monitoring Report for Policy 2.9 Emergency CEO Succession.

2.9 EMERGENCY CEO SUCCESSION

In order to protect the Board from sudden loss of CEO services, the CEO may have no fewer than one, and preferably two, other executives who are sufficiently familiar with Board and CEO issues and processes to be able to temporarily assume the duties of CEO.

Mr. Hewitt read the CEO Interpretation:

This policy requires me to ensure that there are one to two staff members, besides me, that could function as the CEO for the AAATA on a temporary or interim basis if the CEO position is suddenly vacant. These individuals must be able to maintain all key AAATA functions without my guidance, especially through:

- leadership of organization's transportation services and administration
- working knowledge of board policies, processes, and staff obligations

I interpret the words "sudden loss" in this case to mean that this policy covers a sudden vacancy of the CEO position, and does not cover times when the sitting CEO is merely temporarily absent, for example on vacation or a pre-arranged medical leave. In those circumstances, the CEO is expected to appoint an "Acting CEO" to ensure a clear chain of command during his/her absence.

If the CEO position was suddenly vacant, or I am otherwise unable to perform my duties, the board's Executive Committee (Policy 3.7.2) will have one or two individuals they could select from to serve as interim CEO. I am obligated to ensure these positions exist and are filled, but the Board is not obligated to use those individuals.

Board members commented on the Monitoring Report.

A motion was made by Jack Bernard to accept the Monitoring Report, seconded by Kyra Sims. On a voice vote, Ms. Gainsley declared the motion carried.

Eric Mahler assumed the role of Chair at 7:52 p.m.

4) Strategy and Operational Updates: CEO

- a. Proposed 2018 Budget and Discussion
Mr. Metzinger made a presentation on the [2018 Proposed Budget](#). Board members commented on the budget, and Mr. Metzinger responded to questions. Mr. Carpenter reported on potential projects.
 - b. CEO Report
Mr. Carpenter referred to the written CEO Report and responded to questions.
- 5) Board Development
- a. Governance Policy Monitoring
Mr. Mahler reported on the adjusting the timeline of evaluating the CEO to be closer with the fiscal year end.
 - b. Board Education
Mr. Mahler reported on upcoming Policy Governance seminars available to Board members.
- 6) Emergent Business
There was no emergent business.
- 7) Closing Items
- a. Topics for Next Meeting
 - Budget Decision
 - b. Public Comment
There was no public comment.
 - c. Board Assessment of Meeting
Mr. Mahler thanked board members for their efforts under the new governing process.
 - 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, and the meeting adjourned at 8:58 p.m.

Kyra Sims, Acting Secretary, AAATA Board of Directors
Approved 9/28/2017