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Approved Minutes

May 18, 2017

Ann Arbor Area Transportation Authority Board of Directors

Ann Arbor District Library, 343 South Fifth Avenue, Ann Arbor, Michigan, 6:30 p.m.

Board: Jack Bernard, Eli Cooper, Sue Gott, Prashanth Gururaja, Roger Hewitt, Eric Mahler (Chair), Stephen Wade

Absent with Notice: Mike Allemang, Gillian Ream Gainsley, Larry Krieg

Staff: Gwyn Belcher, Matt Carpenter, Sarah Pressprich Gryniewicz, Bryan Smith, Mary Stasiak, Phil Webb

Recording Secretary: Karen Wheeler

Chairman Eric Mahler declared that a quorum was present and called the meeting to order at 6:33 p.m.

1.0 Public Hearing

There was no Public Hearing.

2.0 Communications and Announcements

There were no communications or announcements.

3.0 Public Time – Comment on Agenda Items

Jim Mogensen appeared before the Board. Mr. Mogensen commented on Policy Governance. Mr. Mogensen read excerpts from the proposed policy manual and commented on the wording. Mr. Mogensen expressed concern that people with fixed incomes may be disadvantaged when transit options are allocated, depending on the definition of some of the wording in the Policy Governance document.

Carolyn Grawi appeared before the Board. Ms. Grawi requested additional bus shelters and improved signage at the Meijer store on Carpenter Road. Ms. Grawi requested additional bus service on Sundays.

Michelle Barney appeared before the Board. Ms. Barney commented on circuitous routing and long trips on some shared ride taxi service. Ms. Barney expressed concern that drivers do not have the discretion to decide the order of taking passengers to their

destination. Ms. Barney inquired about a joint schedule with information on AAATA and UM bus service and whether there is consideration for coordinating the two services.

No one further appearing, Mr. Mahler declared Public Time closed.

#### 4.0 Review and Approval of Minutes

##### 4.1 Review and Approval of Minutes April 20, 2017

Jack Bernard moved approval of the minutes as written with support from Eli Cooper. Sue Gott abstained. The motion passed.

#### 5.0 Board and Staff Reports

##### 5.1 Chief Executive Officer

Mr. Carpenter announced that the CFO position was offered to John Metzinger. Mr. Carpenter thanked the Board for their patience during the recruitment process. Mr. Carpenter reported on his attendance at a Policy Governance Board Meeting of the Midwest Collaborative for Library Services (MCLS). Mr. Carpenter provided an overview of MCLS and reviewed the meeting agenda. Mr. Carpenter described a conversation during which MCLS board members shared pros and cons of the policy governance process.

Mr. Carpenter introduced Alma Wheeler Smith, Washtenaw County Board member for the Regional Transit Authority (RTA).

##### 5.1.1 Regional Transit Authority

##### Regional Transit Authority

Ms. Wheeler Smith reported on the RTA Board retreat. The RTA Board received a post-election analysis, discussed the RTA's mission, vision and values and key components of how to move the RTA forward. The Board discussed the size of the region and the possibility of exploring levels of coordination among members as part of the RTA's annual work plan. The Board discussed the service plan and potential timing for a millage vote, but did not come to a decision. Ms. Wheeler Smith reported on RTA's work to coordinate the MyRide programs in Wayne, Oakland and Macomb counties to establish a one click, one call program.

##### 5.2 Planning and Development Committee

Mr. Wade reported on the Planning and Development Committee (PDC) meeting. PDC received a report on repurposing capital funds due to the Connector Study not going forward now. The funds will be moved to three

projects already in the capital work plan: Review of Paratransit Service, Comprehensive Fare Study, and Engineering for BRT for Washtenaw Avenue. Mr. Wade reported that PDC held a closed session conversation to consider real estate.

### 5.3 Performance Monitoring and External Relations Committee

Mr. Cooper reported on the Performance Monitoring and External Relations (PMER) Committee meeting. PMER received the financial and performance reports and a presentation from staff on the Operational Reserve Threshold. The report included recommendations from the Government Finance Officers Association and peer agencies. Mr. Cooper reported that PMER engaged in a good conversation about Policy Governance.

### 5.4 Local Advisory Council

Mr. Carpenter reported that the Local Advisory Council (LAC) discussed several routine items. Mr. Carpenter reported on plans for LAC's involvement in the forthcoming Review of Paratransit Service.

### 5.5 Ann Arbor Transportation Commission

Mr. Gururaja reported on the Ann Arbor Transportation Commission meeting. The Commission received information on the Transportation Plan and Nonmotorized Plan and the possibility of combining the two plans in the next update. City staff presented on the City's Climate Action Plan and Sustainability Framework.

### 5.6 Governance

#### 5.6.1 Policy Governance

Mr. Mahler reported that updated drafts of the Policy Governance documents were circulated for input. Mr. Mahler opened the floor for discussion.

Board members discussed Policy Governance. Mr. Mahler reviewed the proposed committee structure.

### 6.0 Question Time

Ms. Gott asked for feedback on the timing of an RTA millage vote. Board members discussed the potential timing for the RTA millage vote and pros and cons of coordinating the AAATA renewal vote with the RTA vote. It was suggested that AAATA should herald the new service as a reason to renew the millage and sustain the programs currently in place. Ms. Gott requested that staff provide an update on planning for the renewal millage at the next Board meeting.

Mr. Cooper added to the report on the Ann Arbor Transportation Commission including details of the Climate Action Plan's emphasis on land use and the role of transportation, and the CIP being discussed in August.

Mr. Gururaja commented on routes with low productivity and asked if that had been identified as a problem.

Mr. Carpenter responded that an assessment of performance for new service is included in the 5YTIP. Mr. Carpenter indicated that a review process had begun, and the Board would be consulted as part of the consideration for adjusting service.

## 7.0 Old Business

There was no Old Business for the Board to consider.

## 8.0 New Business

Mr. Mahler introduced the Policy Governance action item including a vote on the Policy Governance Manual and changes to the Bylaws.

Stephen Wade moved the following resolution with support from Jack Bernard.

### 8.1 Policy Governance

#### Resolution 13/2017

#### ADOPTION OF POLICY MANUAL

**WHEREAS**, the Ann Arbor Area Transportation Authority (AAATA) Board of Directors (Board) has recently worked to enhance its understanding of governance and especially the Policy Governance model, and

**WHEREAS**, the Board has developed a comprehensive set of policies in order to set the organizational direction, rigorously evaluate the accomplishments of the organization, focus the Board's time on the larger issues, to delegate with clarity, and to control management's job and ensure accountability;

**NOW, THEREFORE, BE IT RESOLVED**, that the AAATA Board of Directors amends the Bylaws to delete Article 3, sec 5 and Article 4, sec 8., and

**BE IT FURTHER RESOLVED**, that the AAATA Board of Directors adopts the "AAATA Policy Manual", based on the Policy Governance® approach, as AAATA's body of governance policy, and

**BE IT FURTHER RESOLVED**, in order to ensure consistency in policy, the AAATA Board of Directors rescinds all old board policies and remands them to the CEO for consideration as operational policy.

Board members engaged in additional discussion on Policy Governance. Mr. Cooper expressed a desire to receive a list of which policies will be rescinded. Mr. Gururaja requested a change to language in the Ends which Mr. Mahler assured would be included in the next draft.

Mr. Mahler called for a vote which required six affirmative votes to pass. The motion failed; Yes (4); No (2); Abstain (1).

#### 9.0 Public Time

Jim Mogensen appeared before the Board. Mr. Mogensen commented on new possibilities for transportation options and new development throughout the country and places where projects did not go as planned. Mr. Mogensen commented on two instances where technology was required to access public services noting that there are people who do not have access to the necessary technology. Mr. Mogensen encouraged the Board to be mindful of this as it moves forward strategically.

No further appearing, Mr. Mahler declared Public Time closed.

#### 10.0 Closed Session

Jack Bernard moved to adjourn to Closed Session in accordance with MCLA 15.268 (c), (d), (e) and (h). Eli Cooper supported the motion. The motion carried on a unanimous roll call vote: Wade – Yes; Gururaja – Yes; Bernard – Yes; Gott – Yes; Cooper – Yes; Hewitt – Yes; Mahler – Yes. The Closed Session commenced at 9:06 p.m.

Jack Bernard moved to adjourn the Closed Session with support from Roger Hewitt. The motion passed unanimously, and the Closed Session adjourned at 10:00 p.m.

#### 11.0 Adjourn

Eli Cooper moved to adjourn the meeting with support from Roger Hewitt. The motion passed unanimously and the meeting adjourned at 10:05 p.m.

Respectfully Submitted,

Stephen Wade, Secretary