

MINUTES

AUGUST 03, 2023

10:30 AM – 11:30 AM

## 1. Call to Order and Determination of Quorum

Bill McDonald moved to call the meeting to order and determined a quorum.

### Committee Members

- James Bensley
- Susanne Carlock
- William McDonald (Chair)
- Laurie Oltramari
- Terrence Rice

### Others Attending

- Miguel Velazquez, CEO
- Scott Adair, CFO
- Dan DeLaus, General Counsel
- Richard Kosmerl, Board Member
- Dawn Sywulski, Paralegal / Compliance Manager

### Committee Members Absent

- Brian Young

## 2. Approval of Agenda

Terrence Rice moved to approve the agenda, and Susanne Carlock seconded the motion, which carried unanimously.

## 3. Review Board Policy with Proposed Changes

### A. Surplus Property Disposition Policy

Scott Adair reviewed the changes made to the policy. The revised policy removes references to RTS's internal procedures and makes two substantive changes:

- Addition of the ability to use online websites specialized in government surplus as a means of disposing of surplus property.
- Addition of the Genesee Transportation Council (GTC) as an entity covered by the policy.

Laurie Oltramari moved to accept the proposed changes including the revisions. Terrence Rice seconded the motion, which carried unanimously.

## 4. Review results of the Board Annual Self-Assessment Survey

The Committee reviewed the survey results with a focus on what can be addressed at the Board Retreat.

**Question 6:** The Committee would like a review of the CEO/EMT succession plan. Due to time constraints at the retreat, this will be added to an upcoming Board meeting agenda.

**Question 10:** The Committee would like a discussion on their community responsibilities beyond keeping their community informed on the actions of the Board of Commissioners. This will be included at the retreat under Governance Training.

**Question 12:** The Committee feels informed on the needs of the specific communities they represent, but would like to know more about the needs of the communities represented by other Board members. Due to time constraints at the retreat, this will be added to an upcoming Board meeting agenda.

**Question 16:** Risks to the Authority will be discussed at the retreat under Strategic Planning.

**Question 17:** The Committee would like a review of the financial documents that require Board review and approval. As part of this discussion, the Committee requested a hierarchical

## GOVERNANCE COMMITTEE MEETING

chart of Board committees and their responsibilities, which reports are reviewed by each committee, an updated table of organization, and a list of the key reports which require Board approval. Due to time constraints at the retreat, this will be added to an upcoming Board meeting agenda.

### **Data and Measurements:**

**TOPS:** The Committee requested a review and discussion on the TOPS measurements at the retreat. The intent of the discussion is to look at: What do we want to measure? What measurements are we missing? What do other transits measure? Miguel said that the American Bus Benchmarking Group (ABBG) could be a resource. Membership in ABBG includes one dozen similarly-sized organizations with similar measurements. The data is not necessarily a benchmark but does offer averages.

TOPS measurements are reviewed annually by RGRTA's auditors and the Compensation Committee for accuracy and confirmation that they are consistent with compensation.

Making changes to TOPS metrics would require time. Metrics would need to be assessed for validity and data availability. Changes have an impact on employee incentives and are audited.

Proposed changes could be measured, monitored, and reported separately from our current metrics (TOPS 2.0). Once validated, a transition to the new metrics could take place.

Measurement background information could be sent for member review prior to the retreat. Miguel Velazquez said there is a great deal of data and information. He will review to determine the best way to consolidate and present. This will be included in the Strategic Planning Process agenda item.

**Service Performance Monitoring:** The Committee is also interested in how we monitor ridership and the impact of new routes and On-Demand Service. Miguel Velazquez said that RTS reviews service performance monitoring data by route on a monthly basis. Each route has criteria which are measured and measured against each other. Due to time constraints at the retreat, this will be added to an upcoming Board meeting agenda.

**Question 20:** Board members with questions are encouraged to contact Miguel directly for his awareness and to assure they receive a timely response if staff input is required.

## **5. Develop Agenda for the 2023 Annual Board Retreat**

The Committee reviewed the list of suggested topics:

### **A. Update on current key initiatives**

- Zero emissions
- Regional Projects Status Report: Financial status and progress status. Do we have enough funding?
- Capital Projects
- Regional Service Studies

**Village Circulator Study:** completed a couple of months ago

**On-Demand Study:** due end of year

## GOVERNANCE COMMITTEE MEETING

### B. Update on TOPS

A brief update of where we are to set the stage for the rest of the meeting.

### C. Multi-year Budget Review

Strategic plan and review of where we are and an operating projection for the next three to five years. Capital can also be covered.

### D. Review the outcomes of this year's Strategic Planning Process

Miguel Velazquez said this is expected to be the largest portion of the meeting.

The Leadership and staff strategic planning process has focused on Mission, Vision, and Values. Miguel Velazquez will provide an overview of that process and look to the Board for input.

Committee discussion on risks, gaps, and community service needs.

As part of risks to the Authority, the Committee would like to include information on staffing and equipment issues, e.g. buses, operators, and other hurdles.

The Committee would like an update on the City School District and their upcoming expectations and needs and discussion on how we respond.

How do we balance the differing needs of our community: schools and other customers. What's our plan going forward? How are we going to restore the frequent service component of Reimagine? The is a valued component of our service, and the system will be better when frequent service is restored.

A review of TOPS metrics. Our current position. Should there be any additions, deletions, or revisions?

The Committee also requested an update on diversity and EEO from a prior report given by Tracy Archie.

### E. Review for the Board

1. Monroe service/customer profile
2. Regional service / customer profile

Send out pre-read material.

### F. Governance Training

There is no specific Governance Training requirement. This time could be used to review Board members community responsibilities. Beyond attendance at meetings and a Fiduciary responsibility, what are members' community obligations. Dan DeLaus will send a draft presentation to Bill McDonald and Miguel Velazquez for their review.

## 6. Other Topics – For Discussion at Future Board Meetings

- A. Reeducating the Board on technology. How to use the Transit app.
- B. Free fares. Update discussion on options and considerations for the purpose of increasing ridership and access:
  - impact on ridership seen by other transit agencies

## GOVERNANCE COMMITTEE MEETING

- cost offsets on staff and equipment
  - adding populations, beyond veterans, to our free fare policy: older adults, customers with disabilities, children (now 5 and under – maybe 12 and under)
  - discounts for those trying to find work
  - can we quantify the impact of giving vets free rides?
  - revenue offsets
- C. CEO/EMT Succession Plan
- D. The needs of our customers by communities. (Sharing among Board members on the needs of their respective communities.)
- E. Financial Reports requiring Board review and approval and which committees review them.
- F. Service Performance Monitoring

### 7. Summary of Actions

- A. Miguel will prepare a presentation on the CEO/EMT Succession Plan for a future meeting.
- B. Dan will prepare a presentation on Board members' community responsibilities for the Board Retreat.
- C. Miguel will look into the best way to present the data generated by the TOPS metrics and ABBG member monitoring data for the Board Retreat.
- D. Miguel will prepare a presentation on Service Performance Monitoring data for a future meeting.
- D. Dan will draft an update to the RGRTA Bylaws to address a Board Committee not having a quorum by allowing alternate Board members to participate.

### 8. Summary of Recommendations to the Board

The Governance Committee recommends the full Board's acceptance of the Governance Committee Meeting Minutes during the next Board Meeting to:

- A. Accept the revised Surplus Property Disposition Policy

### 9. Motion to Adjourn

Laurie Oltramari moved to adjourn the meeting, and Susanne Carlock seconded the motion, which carried unanimously.