

Spokane Transit Authority  
1230 West Boone Avenue  
Spokane, Washington 99201-2686  
(509) 325-6000

## **BOARD OPERATIONS COMMITTEE MEETING**

Meeting Minutes for June 10, 2015  
Northside Conference Room

### **MEMBERS PRESENT**

Tom Trulove, City of Cheney, Board Operations  
Committee Chair  
Amber Waldref, City of Spokane, Performance  
Monitoring & External Relations Committee Chair  
Al French, Spokane County, Planning &  
Development Committee Chair & Vice Chair (*by  
phone*)  
E. Susan Meyer, Chief Executive Officer, Ex-officio

### **STAFF PRESENT**

Beth Bousley, Director of Communications & Customer  
Service  
Lynda Warren, Director of Finance & Information Services  
Steve Blaska, Director of Operations  
Steve Doolittle, Director of Human Resources  
Karl Otterstrom, Director of Planning  
Susan Millbank, Ombudsman & Accessibility Officer  
Jan Watson, Executive Assistant to the CEO & Clerk of the  
Authority  
Brandon Rapez-Betty, Sr. Communications Specialist

### **MEMBERS ABSENT**

None

### **GUESTS**

Laura McAloon, K & L Gates LLP

#### **1. CALL TO ORDER AND ROLL CALL**

Chair Trulove called the meeting to order at 12:35 p.m. and conducted roll call. Mr. French connected via phone.

#### **2. APPROVE COMMITTEE AGENDA**

Committee members reviewed the agenda. No changes were brought forth.

*Mr. French moved approval of the agenda and Chair Trulove seconded. The motion passed unanimously.*

#### **3. CHAIR'S COMMENTS**

Mr. Trulove said that an orientation meeting was held on June 9 with Mayors Rushing (Airway Heights), Peterson (Liberty Lake) and Freeman (Millwood) and STA representatives regarding STA and STA's Comprehensive Plan. He introduced the meeting and from comments he has received, the meeting was successful, positive and informative.

Ms. Meyer said the meeting focused on a regional system. No details regarding STA Moving Forward were discussed.

Mr. Trulove said his hope is that all members understand that the Comprehensive Plan is the foundation for everything STA does. He is appreciative of the effort that STA staff put forth for this meeting.

#### **4. COMMITTEE ACTION/DISCUSSION**

##### **a. May 13, 2015 Committee Minutes**

*Ms. Waldref moved approval of the May 13, 2015 minutes and Mr. French seconded. The motion passed unanimously.*

#### **5. COMMITTEE CHAIR REPORTS**

##### **a. Al French, Planning & Development (P&D)**

Mr. French said that the P&D Committee forwarded several items to the Board, including the Transit Development Plan, Bus Stop Policy, and the Congestion Mitigation and Air Quality (CMAQ) Grant.

Mr. Otterstrom said the West Plains Transit Center will be brought to the Board for authorization to submit the Interchange Justification Report based on stakeholder input. There are minor amendments to the Bus Stop Policy Framework and the Committee is proposing adoption to the full Board. No comments were received last month at the public hearing. The Transit Development Plan (TDP) was reviewed and forwarded to the Board for approval subject to the public hearing which will be held at the June 18 meeting. The Committee was updated on the Plaza design. This project will transition to the Performance Monitoring & External Relations (PM&ER) Committee once construction begins. Next month, the PM&ER Committee will seek approval to request bids for a construction contract for the Plaza. This project is within budget and updated visuals will be available.

The Federal Transit Administration (FTA) 5310 Call for Projects is important because the Committee has made recommendations for funding projects by non-profit organizations. These are federal funds that STA is responsible for allocating. One project that the Committee is not recommending is for mobility management from Special Mobility Services (SMS). This was the largest request and had the least amount of results orientation in the proposal. SMS has been advised of this recommendation. The preliminary CMAQ scores by Spokane Regional Transportation Council (SRTC) are available and STA did very well. STA will offer adjustments due to the failure of passage of Proposition 1 especially related to the purchase of articulated coaches if the grants are accepted.

Ms. Waldref asked for additional information on SMS.

Mr. Otterstrom said that Special Mobility Services (SMS) has a contract with the State of Washington for Medicaid Medical Transportation. SMS is used when customers cannot use Paratransit services.

Discussion ensued.

**b. Amber Waldref, Performance Monitoring & External Relations (PM&ER)**

Ms. Waldref said the Committee recommended and will forward to the Board two consent agenda items; recommendation to appoint a new Citizen Advisory Committee member, and a request for a budget increase for the Boone bus washer replacement project.

Mr. Blaska said the Boone bus washer project was originally budgeted for \$709K five years ago and the request is for \$300K additional local dollars for the project. Originally, this project was bundled with the bus washer at the Fleck center but that project has since been cancelled. Also, since that local dollar budget, federal grants have been received that provide an offset.

Ms. Waldref said the Committee received a route report. Three measures are used to determine how well the routes are performing; energy efficiency, a revenue factor tied to fares, and service productivity. At this time there is only one route that is underperforming in all three measures, but this particular route has only been in service in its current state for 18 months.

Mr. Otterstrom said that the underperforming Route 34, Freya, will be monitored.

The PM&ER Committee discussed routes and the performance benchmarks.

Ms. Waldref said that Ms. Bousley gave a demonstration of the online payment system on the STA website. Customers can make Vanpool payments as well as purchase bus passes. She congratulated staff on the new innovative tool.

Mr. Blaska said that in July the Committee will begin discussions on fixed route fleet replacement and alternative fuel analysis.

**6. AMENDMENT TO BOARD OPERATIONS COMMITTEE'S FUNCTIONS: COMPOSITION**

Mr. Trulove said that Councilmember Hafner has suggested that the Board Operations Committee be comprised of one member of each of the governments or group of governments (Spokane County, City of Spokane, the City of Spokane Valley and the Small Cities).

Ms. McAloon said that this change would require a new resolution amending the current description of the Board Operations Committee membership. The draft was circulated based on the discussions at the May 21 Board meeting. One of the suggestions at the Board meeting was that a representative of the labor organization be included in the Committee. The labor representative was included on the amended draft and circulated to the Committee. At a meeting with Ms. McAloon, Councilmember Hafner and Commissioner O'Quinn asked that the labor representative not be included in the Board Operations Committee membership as it was not part of their proposal. The item could be a discussion item for both the Board Operations Committee and Board.

Ms. Waldref reviewed the history of the Committee structure.

Ms. Meyer said that the Board members are split up between the P&D and PM&ER Committees. It is not a requirement that each of these committees has a representative of each jurisdiction on it.

Ms. Waldref said there is an attempt to have a representative from different jurisdictions on each Committee, but meeting times and other conflicts do not always allow this to happen.

Ms. McAloon said there is potential conflict regarding the duties of the Board Operations Committee if a labor representative is on the Committee. Some of those duties include matters of human resources, the performance review of the CEO and negotiating the CEO contract. Ms. McAloon stated that she does not encourage employee membership on that committee. These potential conflicts would need to be addressed if an employee was included on the Committee membership.

Chair Trulove said his preference is not to include a labor representative on the Board Operations Committee. Many people think that this Committee is an Executive Committee which makes operational decisions for the full Board. It does not.

Ms. McAloon said that she was hoping that Councilmember Hafner or Commissioner O'Quinn would be in attendance today because an "Executive Committee" was part of their discussion. Commissioner O'Quinn believes that this Committee functions as an Executive Committee for STA and that was why she wanted the composition changed.

Chair Trulove said that this is an important discussion to have.

Ms. Waldref said when the Chair Pro Tempore position was added to the Board Operations Committee membership last year, she was very supportive.

Ms. McAloon said that the four member Board Operations Committee is standard. Currently, there is a three member Committee because Commissioner French is Chair of P&D and also Chair Pro Tempore for 2016 and he is filling two slots now. The Committee composition is set up for four members presently; Chair of the Board, Chair Pro Tempore, Chair of P&D and Chair of PM&ER Committee. She said that in order for all jurisdictions to be represented, the draft proposed language would be "*in any calendar year in which the composition listed does not include at least one Director appointed by the legislative body of each of the governments or groups of governments appointing Directors to the Board, the Chair of the Board shall make such additional appointments to the Board Operations Committee as are needed to provide for such representation.*" Also included in the draft is changing the quorum language to a majority of the voting members present at any regular or special meeting.

Chair Trulove said there is concern among some that the Chair of the Board who appoints the Chairs of the two Committees has too much power. Having someone from another jurisdiction on the Committee would be more representative.

Ms. McAloon said that Councilmember Hafner has been requested by Small City representatives to ensure additional involvement for them. He commented that he would be the first to pull his support if the representatives do not participate and take advantage of the opportunity.

Mr. French offered his support for the recommendation for the Board Operations Committee membership excluding Labor representation. He asked about descriptions of the organizational structure.

Ms. McAloon said that four resolutions were adopted as a result of the new governance structure. She suggested that all resolutions and functional descriptions would be included in the Board packet as background.

Mr. French agreed this would be an opportunity for Board education.

Mr. Trulove said this is a great opportunity to correct some misconceptions.

Ms. Waldref said that initial discussions with the Consultant, Doug Eadie, regarding this Committee were that it was not an executive committee with special powers outside of the full Board. STA has one of the strongest Boards that she has been involved with in the last five years. This Committee information should be part of the orientation packet for new members.

Mr. Trulove suggested the Board begin discussions on the Board Operations Committee composition item followed by a brief history on the new Committee structure, which began in 2011, presented by Councilmember Waldref.

Discussion ensued regarding whether this item will be a recommendation to the Board or if it is forwarded to the Board for discussion. The Committee reviewed the motion of May 21, 2015 to amend the Board Operations Committee composition.

Ms. McAloon said it was the consensus of the Board at the May 21 meeting that this draft item be on the agenda for discussion. This Committee will decide to either make a recommendation or forward as a discussion item on the June Board agenda.

Mr. Blaska asked what problem will be solved by changing the Board Operations composition.

Mr. Trulove suggested some members may not think the Chair appointments are fair.

Ms. McAloon said that some think this Committee can take action on behalf of the Board. They can't.

Ms. Waldref said that everything on the Board agenda has gone through one of the three Committees first.

Mr. Trulove said that the level of detail that STA provides is excellent.

Ms. McAloon reviewed the minutes of the May 21 Board meeting. Mr. French made a motion to increase the Board Operations Committee membership composition to four members, one from each jurisdiction. Ms. O'Quinn made a friendly amendment to increase the composition to four or five members which followed Ms. Bower's request for a labor representative on the Board Operations Committee. Mr. French accepted the friendly amendment. The draft amendment to Board members will not include the labor representative after clarifying the intent of Ms. O'Quinn's friendly amendment which was not to include a labor representative.

#### **7. BOARD ATTENDANCE & PERFORMANCE STANDARDS – REVIEW & DISCUSSION**

Ms. Meyer opened the discussion of a review of Board and Committee attendance records from January 2014 through May 2015. In 2011, Mr. Eadie, said that effective Boards have members present at meetings whenever possible.

Mr. Trulove said that elected officials serve on many Boards and Committees. He asked about STA's standards.

Ms. Meyer said there are currently no standards.

Ms. Waldref said there was a discussion in 2011, but no firm standards were set.

Mr. Trulove commented that the Board meeting attendance in 2015 looks good.

Ms. Waldref said the P&D Committee attendance is a challenge.

Mr. French said that he brought this topic forward because in the past it was a challenge to have a quorum at Committee meetings and it impeded the ability to get work done. He is supportive of additional membership on the Committees, but would expect the additional members to be present at meetings. One of the responsibilities of this Board Operations Committee is to ensure participation at meetings. Historically, part of the challenge was Small City participation.

Mr. Trulove said it is good to have expectations for meetings and may need to enlist the governing body in each jurisdiction to enforce standards.

Discussion ensued.

Mr. Trulove suggested that staff put together some expectations that could be taken to the Board.

Ms. Watson said that approximately 80% of the Board meeting conflicts for STA Board members are due to conflicting meetings in their jurisdictions or another Board meeting that they participate in.

Ms. Waldref said that Mr. Eadie stressed the importance of well-functioning Committees which will lead to more efficient and productive Board meetings.

Ms. Meyer said that a draft of performance standards will be circulated in advance of the next Board Operations Committee meeting.

Mr. French suggested that this draft be circulated to the Board in 30-60 days before patterns of attendance develop.

Discussion ensued regarding if the two Ex-Officio Small City Board members are required to accept the invitation and appoint representatives. Ms. Watson said she had received notification of Mayor Freeman's appointment to the STA Board as an ex-officio member from the Millwood City Council but no notification from the City of Medical Lake.

#### **8. BOARD WORKSHOP JUNE 18, 2015: POST BALLOT - DISCUSSION**

Ms. Meyer handed out a revised draft agenda based on input received at the June 2 workshop discussion. STA is in the process of contracting with a facilitator, Michelle Poyourow from Jarrett Walker & Associates. Based on her advice, the agenda will be revised and then sent to the Committee for feedback. There will be an electronic device for each Board member to use, which shows an "indication of interest" response to questions.

Ms. Waldref suggested that #5 "*Discuss and Validate (or modify) key policy decisions previously made by the STA Board*" be first on the agenda.

Discussion ensued.

Ms. Meyer said that no decisions will be made at this workshop.

Mr. Otterstrom said that part of the job of the facilitator is calling all Board members in advance of the workshop to gather the issues most important to them for discussion.

Ms. Meyer said that the revised draft will be forwarded to the Board Operations Committee members & Councilmember Hafner first, then the entire Board in advance of the workshop. In addition to the agenda, an updated financial forecast that does not assume new revenue, but does assume some additional capital costs will be distributed. The goal is to have as much information out to the Board members as possible ahead of time. The facilitator suggested a brief overview of STA's Comprehensive Plan be included, followed by confirmation with the Board if this is the right plan for STA.

Mr. Trulove agreed with this plan and said it will provide a good background.

The Committee agreed with this approach.

#### **9. BOARD OF DIRECTORS AGENDA: JUNE 18, 2015**

The draft agenda was reviewed.

Ms. Meyer said that item 7A "*Amendment to Board Operations Committee Functions: Composition*" will move from Committee Recommendation to 8A Board Action-Other based on discussions at this meeting.

*The Committee agreed by consensus to the revision to the Board agenda.*

#### **10. CEO REPORT**

Ms. Meyer said the accident involving a coach operator and motorcyclist, which ended in the motorcyclist's death, was ruled a suicide by the City of Spokane's Medical Examiner. The video was released for public records requests after the police agreed that their investigation had concluded. STA will complete its own investigation.

The Governor is expected to sign the State Budget on Thursday, June 11. There is money in the budget for the Central City Line (CCL) and the first biennium of the West Plains Transit Center. STA has notified the Federal Transit Administration (FTA) that the budget has passed. The FTA had required this step prior to making a decision on STA's admittance of the CCL into the Project Development phase. The FTA should notify STA in 45 days. The Board had

requested that STA not begin the next phase of work until admittance into Project Development so that all local dollars spent could be a match for a future grant.

Discussion ensued regarding the Washington State transportation funding package.

Ms. Meyer said that she is speaking to the Washington Transportation Commission in Spokane next week. A tour will be provided on an STA bus which will include the North Spokane Corridor and many construction projects in the region.

Ms. Meyer said that STA has had nine years of clean audits from the Washington State Auditor's Office.

Mr. Trulove congratulated staff.

Ms. Meyer also commented that the State Budget included \$500K in this biennium for Special Needs Transportation which is approximately a 40% increase.

Committee members congratulated Ms. Meyer on ten years with STA.

**11. NEW BUSINESS**

None.

**12. ADJOURN**

Chair Trulove moved to adjourn the meeting and all agreed by consensus. With there being no further business to come before the Committee, Chair Trulove adjourned the meeting at 2:15 p.m.

Respectfully submitted,

Merilee Robar  
Executive Assistant to the Director of Finance & Information Services