

Spokane Transit Authority  
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## **BOARD OPERATIONS COMMITTEE MEETING**

Minutes of the December 7, 2016, Meeting  
Spokane Transit Northside Conference Room

### **MEMBERS PRESENT**

Al French, Spokane County, *Board Operations Committee Chair*  
Amber Waldref, City of Spokane, *Planning & Development Committee Chair*  
Tom Trulove, Small Cities Representative (Cheney), *Performance Monitoring & External Relations*  
Ed Pace, City of Spokane Valley, *Board Operations Committee Member*  
E. Susan Meyer, Chief Executive Officer, *Ex-officio*

### **MEMBERS ABSENT**

None

### **STAFF PRESENT**

Beth Bousley, Director of Communications & Customer Service  
Steve Blaska, Director of Operations  
Steve Doolittle, Director of Human Resources  
Karl Otterstrom, Director of Planning  
Susan Millbank, Ombudsman & Accessibility Officer  
Jan Watson, Clerk of the Board

### **PROVIDING LEGAL COUNSEL**

Laura McAloon, Workland Witherspoon

### **GUESTS**

Eva Marquette, FreshVue

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

Chair French called the meeting to order at 1:33 p.m. Roll call was conducted.

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

Mr. French requested that Item #3 Chair's Comments be moved to follow Item #5.

*Mr. Trulove moved approval of the revised order of the December 7, 2016 agenda and Mr. Pace seconded, and the motion passed.*

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

- a. **November 9, 2016 Committee Minutes**
- b. **November 30, 2016 Special Committee Minutes**

*Mr. Trulove moved approval of the November 9, 2016 committee meeting minutes and November 30, 2016 special committee minutes and Mr. Pace seconded. There was no further discussion and the motion passed.*

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

- a. **Tom Trulove, Chair, Performance Monitoring & External Relations (PM&ER)**

*At 1:36 p.m. Amber Waldref arrived.*

Mr. Trulove said that several items were forwarded to the Board consent agenda which included the Award of Contract for Fuel Supply, 2017 Service Revision Phase 1, Affirmative Action Plan and the Renewal of Spokane Police department Interlocal Agreement. The PM&ER Committee discussed the 2017 Legislative Priorities. Ms. Meyer commented that the priorities will be similar to 2016.

The PM&ER Committee discussed the Paratransit Contract Services Contract.

Mr. Blaska said that all concerns raised at the Board meeting were addressed and it was unanimously approved by the Committee. The new wage will be started when an agreement has been reached between MV and ATU 1015.

Mr. Doolittle said MV's contract expires in September, but the new wage would go into effect immediately, employees would not have to wait until September if the union agrees.

Ms. Waldref asked if STA's contract manager, Ms. Talbott, was involved in the decisions.

Mr. Blaska said that the Paratransit contract decision was made by Ms. Warren, Ms. Marchioro and himself.

Ms. McAloon said that STA has a non-compete clause in its contracts. This clause can be removed on request of a Vendor. Ms. Talbott was not involved in re-negotiating the contract, only managing the contract.

Mr. Pace requested a policy discussion at a future Committee meeting regarding working with Contractor's, but staying out of their business and reviewing the non-compete clause in STA's contracts.

**b. Amber Waldref, Planning & Development (P&D)**

Ms. Waldref said the Committee reviewed the 2017 Planning & Development Committee Work Program, the 2017 Title VI Outreach Strategies, the Capital Improvement Program and the 2017 Proposed Operating & Capital Budgets and forwarded the items to the Board. Ms. Warren had relayed small changes to the medical benefits in the 2017 Budget. The STA Moving Forward section of the 2017 Budget was incorporated into the 2017 Proposed Operating & Capital Budgets.

**3. CHAIR'S COMMENTS**

Mr. French said that at the November 17 Board meeting the Board requested to move forward the Board Efficiency retreat to 2017 to reassess with the Board's new composition. He requests direction and discussion.

Ms. Marquette said she felt this was a shift of direction than what was previously discussed. She requests background on the decision to cancel the retreat.

Discussion ensued regarding Board positions in 2017.

Mr. French said that one third of the nine STA Board members could be new in 2017.

Mr. Trulove commented that it would be good to take advantage of the work that has been done by Ms. Marquette and make a decision with the new Board in 2017 as to the extent of the project and specific goals.

Ms. Waldref said she would like to review the work that has been completed on the Board orientation packet and hear ideas on committee structure and improve communication.

Ms. Marquette said some of that was to occur at the retreat. No one had asked her about the plan for the agenda before it was cancelled. That time was to be used for gathering feedback and finishing up.

Ms. Waldref said that from the perspective of Board members, if one third of the Board could be new in 2017, it would be good to involve them.

Ms. Marquette said this retreat was to help prepare the Board to move forward with the expertise of the current Board members and to have a process in place to include new Board members.

Mr. Pace suggested moving forward with current Board members as planned for two reasons. The first reason is the project will never be completed because there will always be scheduling or other issues. Second, the main focus is "changing the DNA of the Board, so it will never be changed again". This includes unwritten rules that make an organization function. When new members are brought in, they will pick up the DNA of the Board by the way it operates and acts.

Mr. French said he would discuss with the Board members during his Chair report at the Board meeting.

Ms. Marquette expressed her concern that there would not be enough time for a thorough discussion at the Board meeting. Discussion ensued.

Ms. McAloon said that the jurisdictions typically do not appoint their STA Board members by resolution until January so scheduling may be difficult.

Mr. French said he will ask for clarification for the project from the Board.

**6. 2017 BOARD & COMMITTEE MEETING CALENDAR**

Ms. Watson reviewed the calendar and pointed out that several months are out of the usually scheduled dates.

Discussion ensued regarding other Board member commitments in 2017.

*The Committee agreed by consensus to move the 2017 Board & Committee Meeting Calendar to the Board agenda for approval.*

**7. SENIOR STAFF TRANSITIONS**

Ms. Meyer reviewed the Senior Management Retirement Timetable for 2017. Both Ms. Marchioro, Paratransit Manager, and Mr. Reimer, Vehicle Maintenance & Facilities Manager, will be retiring in January and the search for replacements has begun. Mr. Doolittle, Director of Human Resources, will be retiring March 31, 2017. Ms. Millbank, Ombudsman, will be retiring at the end of June. Mr. Blaska, Director of Operations, has planned for retirement around the end of 2017, but will continue at STA until his management team is in place. These replacement positions are in addition to the 26 positions that STA will be hiring in 2017. Staff will meet this Friday to plan for and sequence the hiring and replacement of employees.

Ms. Meyer reviewed the list of 26 positions with the Committee.

**8. BOARD OF DIRECTORS AGENDA DECEMBER 15, 2016**

Mr. French requested that the Board Operation Committee Chair's report be increased from five to fifteen minutes to discuss the Board Effectiveness Retreat.

*Mr. Pace moved approval of the Board of Directors amended agenda for December 15, 2016 and Mr. Trulove seconded, and the motion passed unanimously.*

**9. CEO REPORT**

Ms. Meyer said that today, in honor of the 75<sup>th</sup> Anniversary of Pearl Harbor, STA buses display deck signage which said "Remember Pearl Harbor – 75 Years". Ms. Bousley, Director of Communications, is at Harvard Park Retirement Home representing STA in honoring a surviving Pearl Harbor veteran along with other veterans and families. The STA Stars and Stripes bus was also there.

STA has reached an agreement with Ooh Media for the bus advertising sold through November 7, 2016. In mid-2017 STA plans to proceed with a Request for Proposals (RFP) for a bus advertising contract. The Board may want to discuss the value in revenue received from the advertising contracts.

Mr. Pace said the \$150K annual revenue is good, but suggests that the costs of attorneys, staff time and good will that has been lost due to issues should be reviewed and evaluated.

Discussion ensued regarding STA's Contractor and advertising policy.

Ms. Meyer said that a Coach Operator picked up a child at a bus stop who had wandered away from school. He then called his Supervisor, who called the Police who took care of the child. It is a good news story and these kinds of stories happen frequently.

**10. EXECUTIVE SESSION**

At 2:36 p.m., Mr. French announced that the STA Board Operations Committee would adjourn for an Executive Session for the following purposes:

1. Reviewing the performance of a public employee.
2. Considering the selection of a site, the acquisition of real estate by lease or purchase, or the sale of real estate when public knowledge regarding such consideration would cause a likelihood of increased or decreased price.

The STA Board Operations Committee will reconvene in open session at approximately 3:06 p.m. If it becomes necessary to extend the executive session, a member of the staff will return to announce the time at which the STA Board Operations Committee will reconvene.

If any action is to be taken as a result of discussions in the executive session, that action will occur at the open public session.

At 3:06 p.m., Ms. Waldref announced the STA Board Operations Committee will reconvene at 3:16 p.m.

At 3:16 p.m., the STA Board Operations Committee reconvened and Chair French declared the meeting back in public session. No action was taken.

**11. NEW BUSINESS**

None.

**13. ADJOURN**

Chair French moved to adjourn the meeting and all agreed by consensus. With there being no further business to come before the Committee, Chair French adjourned the meeting at 3:16 p.m.

Respectfully submitted,

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