

MINUTES OF DIRECTORS MEETING

LANE TRANSIT DISTRICT

REGULAR BOARD MEETING

Wednesday, September 18, 2019

Pursuant to notice given to *The Register-Guard* for publication on September 11, 2019, and distributed to persons on the mailing list of the District, the Board of Directors of the Lane Transit District held a regular Board meeting on Wednesday, September 18, 2019, beginning at 5:30 p.m., at the LTD Board Room, 3500 E. 17th Avenue, Eugene, Oregon.

Present: Carl Yeh, President
Kate Reid, Vice President
Don Nordin, Treasurer
Josh Skov, Secretary
Emily Secord
Caitlin Vargas
Steven Yett
A.J. Jackson, General Manager
Sean Walker, General Counsel
Camille Gandolfi, Clerk of the Board

CALL TO ORDER/ROLL CALL — Mr. Yeh convened the meeting and called the roll.

PRELIMINARY REMARKS BY BOARD PRESIDENT — Mr. Yeh announced that the student pass program was initiated in September and he had received positive feedback from the community. The program was his dream as a new Board member and he hoped it would help create future transit riders. He encouraged Board members to participate at least one day in the Get There challenge.

COMMENTS FROM THE GENERAL MANAGER — Ms. Jackson said approximately 500 people had already signed up for the new EmGo service in downtown Eugene. She noted the new Get There program replaced the Drive Less Connect program.

ANNOUNCEMENTS AND ADDITIONS TO THE AGENDA — None.

BOARD CALENDAR — Ms. Jackson reviewed upcoming events on the Board's calendar, including kickoff of the University of Oregon/LTD Sustainable City partnership.

EMPLOYEE OF THE MONTH – OCTOBER — The Board recognized IT Systems Manager Steve Parrott as the October 2019 Employee of the Month. Mr. Yeh presented Mr. Parrott with his award and thanked him for his outstanding service and dedication to LTD's mission. Mr. Parrott thanked the Board for his award and thanked the IT team for helping him achieve his accomplishments.

AUDIENCE PARTICIPATION — Mr. Yeh explained the procedures for providing public testimony.

Rob Zako, Eugene, representing Better Eugene-Springfield Transportation (BEST), noted a public hearing on MovingAhead was scheduled for Monday, October 21, 2019. He said if he was a frequent transit rider, he would want all EmX everywhere because it was ten minute service. If he was a business owner, he would be skeptical about who was paying for the improvements and prefer the no build option. A climate change activist would support increasing service by operating buses everywhere people wanted to go instead of investing in infrastructure. He said while those views were reflected in the community, it was likely that few opinions would be offered at the hearing. He said BEST would offer some recommendations, but they would be half-hearted because there was not enough information available to strongly support a specific package. He said BEST had questions

about funding, service, inter-operability with other corridors, and wanted to see a strategic plan for implementation and support would be conditional.

BOARD MEMBER REPORTS — Mr. Nordin reported that the LaneACT (Area Commission on Transportation) met in Florence and selection of the new Oregon Department of Transportation director Kris Strickler was announced.

ITEMS FOR ACTION AT THIS MEETING

MOTION **Consent Calendar** — Ms. Reid moved adoption of LTD Resolution No. 2019-09-18-051: It is hereby resolved that the Consent Calendar for September 18, 2019, is approved as presented. Ms. Vargas provided the second. The Consent Calendar consisted of the Minutes of the August 21, 2019, Regular Meeting; Delegated Authority Report - August; Declare a Need for Property: Green Lane Corner Improvement; and Drug and Alcohol Policy Revision.

VOTE The motion was approved as follows:

AYES: Nordin, Reid, Secord, Skov, Vargas, Yeh, Yett (7)

NAYS: None

ABSTENTIONS: None

EXCUSED: None

Board Use of District Resources — Ms. Jackson said a policy regarding use of District resources was requested by the Board president and the proposed policy had been reviewed by legal counsel.

Mr. Yeh explained there had been an increasing number of information requests made of LTD staff. He said while Board members had the right to request information, there were seven individuals on the Board. For that reason, a request that would take more than three hours of staff time or cost the District more than \$50 outside of the staff time involved would need to come before the entire Board.

Ms. Reid concurred with the policy. She said the City of Eugene had a similar policy to assure the City Manager's Office was not overwhelmed and able to respond to the Council's requests. The policy established clear guidance for Board members and staff.

Mr. Skov agreed with the policy and said requests for information should go through the general manager. He said meeting agendas should include sufficient time to discuss Board members' information needs to avoid suppressing information.

Ms. Jackson assured Board members that she was always available to respond to information requests and provide support. If the information was readily available she could provide it immediately; if the request was large and would involve significant research by staff, it would go before the Board for discussion.

Ms. Secord suggested including a clause regarding a situation in which extenuating circumstances applied. She felt the Board had a responsibility for due diligence and did not want to see a potentially important conversation delayed.

Mr. Yett asked to have language added that would require the Board president or general manager to provide reasonable detail justifying the amount of time required to respond to an information request. Common sense should be a deciding factor.

Ms. Reid suggested an amendment to Section 5 of the proposed policy as follows:

"A Director's request for the use of District Resources that either exceeds three (3) hours, *with sufficient explanation*, or has a Financial Impact..."

Mr. Skov asked if staff time referred to LTD staff, not the general manager's time. Ms. Jackson said that was correct.

Ms. Secord clarified that her request was to supersede the resolution if there were extenuating circumstances.

MOTION

Ms. Reid moved adoption of LTD Resolution No. 2019-09-18-054: It is hereby resolved that the LTD Board of Directors adopts a resolution establishing the Board Use of District Resources Policy as amended. The amendment was to Section 5 to read as follows: "A Director's request for the use of District Resources that either exceeds three (3) hours, *with sufficient explanation*, or exceeds fifty (\$50) dollars shall be submitted to the Board President for inclusion at the next regularly scheduled Board of Directors' meeting. Such request will be fulfilled upon the affirmative vote of a majority of the Board."

Ms. Secord questioned whether there should be language added regarding extenuating circumstances.

Mr. Walker said the term "extenuating circumstances" should be defined to determine what would qualify.

Ms. Secord said her concern was that if the Board had to approve any information request that required more than three hours of time or cost more than \$50, work on an issue about which the Board should have information immediately could be delayed until the next meeting.

Ms. Reid commented that any issue of that magnitude would likely already have been brought to the Board's attention with work attached to it. She saw the resolution as addressing only information requests from Board members, not information that was provided to the Board as a matter of course.

Ms. Secord reiterated her concern that there could be a situation in which only one Board member was aware of an issue and it could take six weeks to have that discussion with the entire Board.

Ms. Jackson shared her experience in a prior organization wherein if a Board member's request for information that was within the timeframe the response was provided to all Board members to assure the entire Board had access to the information.

Ms. Secord said the nature of the information was not her concern. If there was an emergency situation and Board approval was needed to have a request for information completed, there would be a significant amount of time before the request could be acted upon.

Mr. Yeh commented that if an emergency situation did occur, staff would act immediately to inform the Board whether or not a request for information was made by a Board member.

Mr. Walker said the intent behind the policy was to receive information that would not be received but for a Board member's request. The general manager had a duty to keep the Board informed of everything relating to the District and if there was an emergency situation it was Ms. Jackson's duty to inform the Board. He said the information referenced in the policy was only information that would not be communicated otherwise. He said the Board also had the option of calling a special or emergency meeting if an issue had to be immediately addressed.

Mr. Skov pointed out the delay that could occur if an information request was made the day following a Board meeting and could not be acted upon until the next meeting. He said that he felt that left a gray area regarding requests. He noted the policy did not specify that responses to requests for information would be shared with all Board members. Ms. Jackson said she shared that example in case the Board was interested in having that practice implemented.

Mr. Yett suggested removing the word "repetitive" from the title of Section 5 in the policy.

MOTION

Restating her motion, Ms. Reid moved adoption of LTD Resolution No. 2019-09-18-054: It is hereby resolved that the LTD Board of Directors adopts a resolution establishing the Board Use of District Resources Policy as amended to change Section 5 to remove the words "Repetitive or..." in the title

so it reads "Larger Requests for Use of District Resources" and to read "A Director's request for the use of District Resources that either exceeds three (3) hours, *with sufficient explanation*, or has a Financial Impact to the District that exceeds fifth (\$50) dollars shall be submitted to the Board President for inclusion at the next regularly scheduled Board of Directors' meeting. Such request will be fulfilled upon the affirmative vote of a majority of the Board. *Section 6. Any information received by a Board member under this policy shall be shared to the entire Board.*" Mr. Yett provided the second.

VOTE The resolution was adopted as follows:

AYES: Nordin, Reid, Secord, Skov, Vargas, Yeh, Yett (7)
NAYS: None
ABSTENTIONS: None
EXCUSED: None

Communications Analysis Recommendations — Director of Specialized Services Cosette Rees reviewed LTD's mission and described the scope of work conducted by Celtis Ventures, Inc. during the communications analysis. She said the analysis concluded with five recommendations:

- Assure a positive, clear and consistent customer information experience.
- Formalize LTD's brand plan.
- Own the message.
- Optimize LTD's digital presence.
- Management: clarifying the roles and responsibilities within LTD and specifically within the new work group, and make sure foundational tools to aid success are created.

Ms. Rees said many of the foundational tools, such as marketing and brand plans, existed but had to be updated and consistently applied. She shared examples of ways in which the recommendations had been implemented to date, including:

- Renegotiated bus advertising contract to assure LTD branding
- Bench contracts to provide specialized services when needed
- Creation of a marketing and communications workgroup and developing new roles and responsibilities
- Coordination of marketing and media messaging and frequency
- Developed template for project marketing plans
- Develop sponsorship and giving policy

Ms. Rees indicated that an implementation plan for the Celtis report would be presented to the Board sometime in the next few months.

Ms. Reid commended staff for their efforts on the difficult task of redefining roles and responsibilities while continuing with ongoing work. She said she was pleased to see some cohesive branding appearing in the community.

Ms. Vargas asked about the difficulty in identifying EmGo as an LTD service when other partners were involved in the project. Ms. Rees said EmGo did present challenges because of the number of sponsors involved. She said the EmGo project emerged prior to completion of the communications analysis and staff did its best. EmGo was presented in the media as an LTD project in collaboration with partners.

Ms. Brand said Point2point had experienced similar challenges with its various initiatives and a goal was to address in a policy structure that provided clear guidance to staff on how to deal with project branding in a variety of scenarios, including multiple partners or sponsors.

Ms. Vargas asked if people should be corrected when they erroneously identify an agency as owning a project or service when the agency was actually a partner in an LTD project. Ms. Jackson said LTD

was committed to a transportation system in Lane County that appeared seamless to the customer and the public. The District had reached out to Lane Council of Governments for support and a staff team was being established to do that. It was important to be cohesive rather than competitive.

In response to a question from Ms. Vargas, Ms. Brand said analytics of media and messaging efforts responses could be provided periodically in the agenda packet.

MOTION Mr. Vargas moved adoption of LTD Resolution No. 2019-09-18-055: It is hereby resolved that the LTD Board of Directors approves the adoption of a resolution to accept the recommendation contained in the Communications Analysis Report. Mr. Nordin provided the second.

VOTE The resolution was adopted as follows:

AYES: Nordin, Reid, Secord, Skov, Vargas, Yeh, Yett (7)

NAYS: None

ABSTENTIONS: None

EXCUSED: None

Audio Minutes of Public Meetings — Ms. Gandolfi explained the statutory requirements for maintaining a record public meetings. She said currently LTD was using both written minutes and audio recordings of all public meetings and the proposal was to transition to audio recordings. She said the cities of Eugene and Springfield had already made the transition and provided agenda packets and recordings online. The audio recordings would be linked to specific agenda items to allow users to skip to that point in the meeting. She said the intent was to improve transparency, provide information in a more timely and accurate manner and continue to modernize and improve internal processes.

Ms. Jackson said the new process would be used for all regular meetings, but the Board could still ask for written minutes instead of recordings in special circumstances, as it had in the past.

Ms. Gandolfi clarified that the new process did not affect the Board's recent decision to keep minutes of executive sessions that pertained to human resource matters.

In response to a question from Mr. Nordin, Ms. Gandolfi said once the transition occurs in January 2020 there would no longer be written minutes of the Board's meetings unless minutes were requested in a specific circumstance. An audio recording linked to the agenda would be available online within a few days of the meeting.

In response to a question from Mr. Skov, Ms. Gandolfi said LTD's agendas and audio recordings would be housed on the same website as that used for the Eugene City Council.

Mr. Yeh said he understood that many agencies were now transitioning to audio recordings only and there was some cost savings to be realized from the new process.

Mr. Skov remarked that he was somewhat ambivalent because written minutes were easy to search for specific information or actions.

Mr. Yeh determined there was consensus to move forward.

Ad Hoc Sustainability Committee — Mr. Yeh announced that he was prepared to appoint Ms. Reid, Mr. Skov, and Mr. Nordin to the new Ad Hoc Sustainability Committee, with Ms. Reid acting as chair, effective immediately.

Ms. Vargas pointed out that the proposal for the committee did not include information about staff time required. She wanted more information about the amount of staff time involved, frequency, and length of meetings to assure staff were not being overloaded by adding projects that were not relevant.

Ms. Jackson said more information would be available after the first committee meeting. Initially staff time would involve herself, Ms. Gandolfi, and Assistant General Manager Service Delivery Mark Johnson. Sustainability Program Manager Kelly Hoell would not attend if she had a scheduling conflict, but would try to make herself available. She said at first the primary work would be the committee's discussion of what recommendations it would make to the Board. If the recommendations involved significant staff work, that would have to be approved by the entire Board. She said ad hoc committees were easy to support, but if it became permanent, significantly more staff resources would be required.

Mr. Skov said the intent was to use minimal staff time at the beginning. He said the committee would be doing things not currently being done by the Board or District. It was an effort to have volunteers undertake a significant effort for which there were not currently staff resources. He stressed it was policy making, not technical work.

Ms. Reid commented that an ad hoc committee was an appropriate place to begin policy discussions about how a special purpose transit district could address some of the issues raised in Mr. Skov's memorandum to the Board regarding a sustainability committee. She said Ms. Hoell's work would be integral to the decisions the committee would make regarding policy issues.

Mr. Skov noted that millions of people across the world would be participating in a climate strike beginning on September 20, 2019.

ITEMS FOR INFORMATION/DISCUSSION — None.

WRITTEN REPORTS

Monthly Financial Report - July — Director of Finance Christina Shew provided highlights of the first month of FY2020. She said it was typical for the beginning of the fiscal year because of the timing of receipt of tax revenue and grant drawdowns. She noted key drivers for revenues and expenditures in the General Fund, Medicaid Fund, Accessible Services Fund, and Capital Projects Fund.

Mr. Nordin asked about the \$2.7 million contract with Pacific Power Group, LLC in the Delegated Authority Report included in the Consent Calendar. Ms. Jackson replied that the contract was the annual extension of a contract approved by the Board for purchase of Allison engines. She said the contract was continuously renewed based on needs. The District was not required to purchase engines, but the extension provided the authority for procurement if maintenance staff and mechanics determined a need. The extension provided the same pricing that was competitively bid in the original contract.

Mr. Skov asked if staff had engaged in discussions with the Oregon Department of Revenue (DOR) about problems in the past with take back of tax revenue that had been overpaid. Ms. Shew said there had been two meetings so far and they had provided insights into what factors were creating conditions over which LTD had no control. She said one option was for LTD to create a reserve and use it to assure tax revenues were not over estimated. She said further meetings were scheduled in October.

Ms. Jackson said the meetings had been very productive and LTD staff had a better understanding of which DOR reports would be most helpful in forming accurate assumptions about revenue, better forecasting, and improved communications with DOR in the future.

Monthly Cash Disbursements - August — There were no questions.

Quarterly Grant Report (presented in March, June, September, December) — There were no questions.

Monthly Performance Reports - July — There were no questions.

Monthly Department Reports - September — There were no questions.

Future Agenda Topics — Mr. Yett asked how a Board member could get an item on the agenda for the next meeting.

Mr. Walker said typically that was governed by Board procedures, bylaws, and best practices. Generally a clerk of the Board or Board president did not have sole control of the agenda and any Board member could add an item, although how that occurred was different in every entity depending on what procedures it had established.

Ms. Reid said in the past, Board members had an opportunity at the end of the meeting to request agenda items for information or discussion at future meetings.

Mr. Yeh said he worked with Board members to see that their requests for specific items got on future agendas, but legal counsel could research options for dealing with the issue when a Board president did not grant requests for agenda topics.

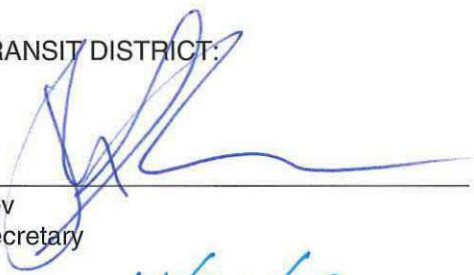
Mr. Yett clarified that he was not asking for an item to be on the agenda; he wanted something to be included in the agenda packet.

Mr. Yeh said requests could be made during a meeting or privately to him. He would confer with legal counsel on matters pertaining to setting the meeting agendas.

Ms. Secord noted that there had been requests in the past for information on strategic planning. Mr. Yeh said an upcoming Board retreat would engage specifically in strategic planning and he would forward that information to the Board.

ADJOURNMENT — Mr. Yeh adjourned the meeting at 7:11 p.m.


LANE TRANSIT DISTRICT:



Josh Skov
Board Secretary

Date Approved: 10/22/19

ATTEST:



Camille Gandolfi
Clerk of the Board