

MINUTES OF DIRECTORS MEETING

LANE TRANSIT DISTRICT

BOARD RETREAT

Wednesday, December 18, 2019

Pursuant to notice given to *The Register-Guard* for publication on December 11, 2019, and distributed to persons on the mailing list of the District, the Board of Directors of the Lane Transit District held a board retreat on Wednesday, December 18, 2019, beginning at 9:00 a.m., at Northwest Christian University, Burke-Griffeth Hall, 875 12th Avenue, Eugene, Oregon.

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

Absent: Steven Yett

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

COMMENTS FROM THE BOARD PRESIDENT — Mr. Yeh thanked Board members and staff for attending and Northwest Christian University for hosting the retreat.

ICEBREAKER ACTIVITY — Board members and leadership staff participated in an activity designed to identify responses and preferences related to various organizational and regional concepts and values.

BOARD TRAINING — George Dunkel, Consulting Services Administration for the Special Districts Association of Oregon (SDAO) presented training on the roles and responsibilities of members of special district governing bodies. He reviewed the written materials provided to Board members, covering topics that included district authority, board decision-making, ethics and public meetings. He also addressed the characteristics of an effective board, expectations of special district board members and staff and best practices for organizing and conducting meetings. He invited questions from Board members.

Regarding the need to represent a board's position and actions to the community when a member has a differing opinion, Mr. Dunkel said that there were times when a board decision was not unanimous, but a member should publicly support the board's decision once it was made. A Board member should always represent the position of the Board when participating in meetings of a group to which he or she had been appointed by the Board. He said it was the job of staff to clarify the intent of board decisions.

Addressing the ongoing Transit Tomorrow project, Ms. Denmark clarified the difference between past and future decisions. She said Board members could express their opinions about decisions that would be made in the future, but should support the decisions the Board had already made.

In response to questions regarding how Board members should respond to questions or complaints from the public, Ms. Jackson said the practice was to ask Board members to acknowledge the communication and forward it to staff for the record and, where appropriate, a response. She said that would assure those communications were tracked and responded to and those responses were consistent with Board and District policies. Ms. Denmark said there was currently no policy, but one could be developed that addressed a range of communication issues relevant to Board members, including feedback to Board members on responses to inquiries from the public.

Mr. Dunkel said that communications by Board members during Board meetings, either with other members, staff or the public, were discoverable and required to be part of the public record regardless of the method of communication. He advocated for Board members to shut off their phones during meetings.

Ms. Jackson asked if Board members could use SDAO as a resource. Mr. Dunkel said they could, but SDAO did not replace the District's legal counsel. SDAO's pre-loss legal program could provide consultation on issues of concern. He stressed that SDAO worked for the Board.

Following a short break, Mr. Yeh asked Mr. Dunkel to address some of the concerns Board members had raised about how to respond to the public with reference to decisions made by the Board and when it was appropriate to express personal opinions about Board decisions.

Mr. Dunkel said when a member was invited to an event such as a neighborhood meeting it could be used as an opportunity to obtain the opinions of those present. If asked directly to express an opinion about a Board decision, the member should support Board decisions that had been made, but had more latitude to share thoughts about decisions the Board would make in the future. He cautioned that Board members' responsibility was fiduciary and while the rationale for a decision could be explained, discussions about the technical details of implementing a decision should be left to staff. Ms. Denmark suggested that a communications policy could provide guidance on when it was appropriate to ask staff to join Board members at meetings where technical issues such as bus routing were likely to arise.

Mr. Nordin asked what advocacy role the Board could play when a project was contentious and there was organized opposition within the community, such as occurred during the West Eugene EmX project and was likely to occur with Transit Tomorrow.

Ms. Jackson stressed that in order for staff to advocate for a project or policy, the Board had to provide clear direction on its actions and position. Mr. Dunkel said that he agreed that while staff would develop recommendations for the Board to consider the Board would make the decision. He emphasized that Board members should publicly support the actions and direction on which the Board had already made a decision, but were free to express their opinions about issues that would be decided upon in the future.

Ms. Reid said the Transit Tomorrow project had been under discussion for over 18 months. Since some of the current Board members were not appointed until after the project had begun the reasons and values behind the project and tradeoff decisions made early in the process might not have been well communicated to members who joined the Board later.

Mr. Skov commented that many people in the community did not understand the rationale behind the tradeoffs presented by the Transit Tomorrow consultants. He said staff could present details of that process, but it would be helpful for Board members to have high level talking points to share with the public. Director of Planning and Development Tom Schwetz added that the Strategic Planning Committee (SPC) could be useful in helping the Board shape its communications with the public and obtain useful feedback.

Ms. Denmark said until the Board had developed a policy on responding to questions and comments from constituents members should acknowledge the communication and avoid disagreeing with the decisions already made by the Board. Members could advocate for their positions on future Board decisions. Mr. Yeh added that the communication should be forwarded to staff for a response.

Mr. Dunkel said it was important for Board members to engage with the public at the policy level and not at the operations level, such as routing and schedules.

LEGAL COUNSEL PRESENTATION — Ms. Denmark provided a definition of the role of general counsel and its relationship with the Board. She said the firm of Thorp, Purdy, Jewett, Urness & Wilkinson, P.C. was LTD's general counsel; she primarily functioned in that role but there were two other attorneys that also worked with the District. She said the firm represented LTD through its governing body, the Board of Directors. Communications between herself and a Board member were confidential to the members of the Board, not to an individual Board member. She said general counsel also worked closely with LTD's leadership staff and communications with staff were also confidential. She said common questions to general counsel related to ethics and public meetings laws and urged the use of SDAO as a resource, although she cautioned that SDAO did not provide advice that covered federal requirements. She noted that there was no formal Board policy governing interactions with the general counsel. She added that general counsel viewed itself as part of the LTD team and worked as needed when contacted by staff or Board members.

Ms. Vargas asked how a Board member should handle a request from another member to vote a certain way on an issue. Ms. Denmark replied that any communication about how to vote should be done in a public setting. Communications about how to vote conducted outside of public meetings violated the public meetings law and the recipient of such a request should contact legal counsel for advice.

In response to a question from Mr. Yeh, Ms. Denmark said her conversations with staff were confidential outside of the District, but not confidential to the Board; conversations with Board members were not confidential to other Board members, but were confidential to staff unless she was informed that they could be shared.

Board members asked that additional training on public meeting laws be provided at a future meeting.

STRATEGIC BUSINESS PLAN — Mr. Schwetz stated that materials related to the topics of why statements and forming mission, vision, values and goals for an organization had been distributed to Board members for reference during their discussion. He said an organization's plan needed to be flexible and able to adapt to future conditions. While funding and oversight agencies had an impact on how the District operated, who the District was and why it existed came from the region's citizens and the Board reflected the needs and wants of the community. In order to proceed with development of a strategic business plan it was important for Board members to articulate why the District existed and why it provided the services it did. He said the why statement should reflect a collective community understanding of why LTD existed. He said his why statement for the work he did for LTD on behalf of the community was *"To help the community I live in to make great decisions today so that our future generations can lead prosperous and healthy lives in an equitable and sustainable way."*

LUNCH

LTD'S WHY, HOW AND WHAT — Assistant General Manager Service Delivery Mark Johnson showed a video on the history of transit technology, focusing on the recent implementation of TouchPass and real time system information and the evolution of transit vehicles. He said it was a time of great change and innovation in transportation. He said LTD's current why statement was developed in 2014 and asked if Board members felt it still reflected the District's role in the community.

We believe in providing people with the independence to achieve their goals, creating a more vibrant, sustainable, and equitable community.

Board members offered the following comments:

- the word "transportation" was missing
- the word "sustainable" should be better defined - future generations will have the same environmental resources as we do now
- the words "we believe" seemed visionary, not what we are and why we do it
- an important word during the icebreaker activity was "reliable"
- generic statement, not memorable - language should be plainer and more accessible
- the concept of moving people was not present, be clearer on that
- the phrase "achieve their goals" was too lofty - many riders just wanted to get to work
- incorporate the concept of moving people so that they could achieve their goals
- define "vibrant" - too ambiguous
- make the statement more individualized - how transportation impacted the lives of riders
- transit's connection to the big challenges of our times, safety and comfort, individual and community goals
- core values drive what LTD does, but do not need to be in the why statement - there should be a distinction between the why statement and vision statement
- triple bottom line
- keep the whys relevant to the public

Information Technology and Strategic Innovation Director Robin Mayall said how statements were the why in action. She asked for Board input on current how statements:

We serve the community with respect.

- seems to suggest resources are focused on the community of riders and certain demographics instead of the community at large
- LTD serves Lane County
- does not sound like a how statement that reflects the why
- the District conducts itself in a way that was respectful of all
- no mention of mobility or transportation
- statement is vague, need better defined terms

We continuously question if there's a better way.

- suggests District is thinking innovatively, but apprehensive about wording that District is always questioning itself
- substitute seeking innovative solutions for "question"
- use action words like explore, seek, innovate, learn, etc.
- statement does not sound confident, should project confidence, express excitement

Mr. Skov asked to hear from staff about how they could be empowered to try new things from the Board and policy levels.

Director of Business Services Collina Beard presented the following two how statements for Board comment:

We collaborate internally and externally.

- the word "collaborate" was appropriate
- internal and external collaboration sounded like two very different things
- should say "we collaborate to achieve goals"
- separate into two how statements
- could be combined with the next how statement: We care for and are collaborative with our employees, customers, and business partners.

- the word "care" sounded paternalistic - consider "listen to" or "engage with"
- one statement should address how the District operated internally

We care for our employees, customers, and business partners.

Ms. Beard asked if there was consensus to combine the two how statements or address internal culture and external collaboration with the community as separate topics.

- collaboration would mean different things internally and externally and should not be combined as the playing fields were different
- the word "engage" had positive connotations
- include a statement that was explicit about internal Board culture
- LTD collaborated to meet the community's needs and goals
- add wording about respect and inclusion for external and internal cultures

Sustainability Program Manager Kelly Hoell said the topic of sustainability and its connection to the concept of a triple bottom line, whether that was described as people, planet and profit or environment, social equity and economy. She listed several ways in which the Federal Transit Administration had given transit agencies an explicit role in protecting the environment. She determined that the Board supported a triple bottom line approach to sustainability and asked if the how statement defined LTD's values in that way.

We plan for a sustainable future.

- should indicate the District was attentive and agile to a triple bottom line approach in everything it did
- the point of using the word "sustainable" instead of just "environment" was to acknowledge interdependence and tradeoffs - assure the idea was about finding win-win-win opportunities across economic, social and environmental aspirations
- emphasize we are *part* of a sustainable system

Director of Fleet Management Matthew Imlach asked for Board input on the following what statement:

We practice sound fiscal and sustainability management.

- the statement is unclear - need to be able to explain how LTD is making sound fiscal management decisions and being forward-thinking and practical
- the community had different perspectives on the definition of sound fiscal management and the statement needed the right values in other statements to support it
- the intent was good, but it was hard to communicate the fact that LTD's budget was a small percentage of the community's overall expenditures on transportation. It should convey how LTD could contribute to the collective good.
- we practice prudent fiscal responsibility with a view towards tradeoffs of the community good with practical management

Director of Specialized Services Cosette Rees and Accessible Services Specialist John Ahlen presented the following what statements for Board input:

We provide leadership in the development of the region's transportation system.

- LTD had a seat at the table in developing the system
- we offer an alternative to single occupancy vehicles
- LTD's leadership in practice was different from the statement, as it typically responded to the community in its planning processes with solutions. Transit Tomorrow was a departure

because LTD took the lead and designed a network at the direction of the Board to address emerging issues.

- LTD should be a visible leader in the community
- LTD lacked visibility in many of its partnerships, such as the BikeShare system, and should decide if it wanted to be a visible partner in transforming the transportation system
- we provide solutions in the transformation of the region's transportation system

We provide a viable alternative to the automobile through high-quality transportation options, programs, and services.

- substitute the words "integral solution" for "viable alternative"
- define "high quality"
- foreshadow the idea that there was a new menu of options that could be solutions and alternatives to the automobile

Operations Manager Charlie Clark presented the final two what statements for the Board's consideration:

We provide reliable transit services that address the needs of the community.

- expand transit to transportation
- include mobility services
- "address the needs of the community" was a positive, proactive statement
- LTD did more than simply provide services, in many situations it went above and beyond to meet community needs
- add the word "proactively" before the phrase "...address the needs..."
- change wording to "...services that prioritize the needs of the community."
- community needs were extremely diverse and the statement should telegraph that
- at a policy level think and speak about needs

We practice safety and maintain safe and accessible vehicles, services, and facilities.

- safety is a priority, not a practice,
- change the word "vehicles" to "transportation options"
- communicate that the transportation system was safer with fewer cars and more travel options
- emphasize that transit was part of a larger safety environment
- increase LTD's visibility and communicate its role as a partner in safety improvements in the community
- connect infrastructure or transportation system to safety

Mr. Schwetz suggested the Board could use the what statements to articulate LTD's why statement.

Mr. Yeh explained that a number of items raised during the Board's discuss had been listed in the parking lot for future consideration. An item could be the subject of a Board work session, part of the strategic business plan discussion, referred to the SPC, discussed immediately or addressed in other ways.

Parking Lot Items

- Hear why statements from staff - address now
- How the Board could empower staff to try new things - address now
- More work on how statements - Board work session
- Foreshadow a new menu of mobility options, communicate mobility as a service - strategic business plan, Board work session
- How to communicate LTD was part of a safer multi-modal transportation system - Board work session
- Communications - Board work session, feedback from SPC

- Perception of LTD as a social service agency instead of a transportation agency - address as part of communications work session, refer to SPC
- Technology and data - Board work session and strategic business plan
- Public/private partnerships - Board work session, possibly strategic business plan
- Financial training - Board work session
- Resiliency and emergency preparedness - Board work session

At the invitation of Mr. Yeh, staff shared their individual why statements for working at Lane Transit District.

Regarding empowerment of staff, Ms. Jackson said staff had a variety of ways to respond to the Board's interest in a topic, including research, hiring consultants, sharing information about how other agencies had addressed the issue and by conducting pilots. In approaching an issue it was important for staff to understand the Board's comfort level with experimenting with innovation, which would empower staff to make recommendations. Direction from the Board during discussions of a topic would help determine the extent to which staff time and financial resources should be invested. She said the District's why statement was at odds with the current Board direction and until there was some clarity on the Board's position on boldness and innovation it would be difficult for staff to move forward with development of a strategic business plan. She said Board members did not need to have technical expertise in transit operations, but should express their comfort levels as representatives of the community.

NEXT STEPS

Mr. Johnson said staff would compile information from the retreat within the next month. That information would be a foundational piece for the Board's February 2020 work session on a strategic business plan.

Ms. Reid said she felt another work session to develop a why statement or guiding goal for the District that would give staff better direction on how to proceed would be beneficial. Ms. Jackson agreed it would be helpful to have an in depth discussion with the Board on the District's role in the community now and in the future.

ADJOURNMENT — Mr. Yeh thanked staff, particularly Ms. Gandolfi, for the retreat planning and adjourned the meeting at 3:15 p.m.


LANE TRANSIT DISTRICT:



Josh Skov
Board Secretary

Date Approved: 1/15/20

ATTEST:



Camille Gandolfi
Clerk of the Board