

**MINUTES**  
BOARD OF DIRECTORS

**ARIZONA TRANSIT ASSOCIATION**

Monday, April 13, 2009  
REVISED: May 18, 2009  
PB, Tempe, Arizona

**I. CALL TO ORDER**

President Paul Miller called the meeting to order at 10:00 a.m.

**II. ATTENDANCE**

Paul Miller, President  
Bryan Jungwirth, Vice President  
Nate Peterson, Secretary/Treasurer  
Alan Wulkan  
Rich Gaar  
Jess Segovia, PB Representative  
Larry Miller  
Debbie Cotton  
Jeff Meilbeck  
Marc Soronson  
Mike Clinkingbeard  
George Caria  
Jim Dickey  
Dave Barber  
Teri Kennedy, ADOT Representative  
Ron Barnes  
Becky Hill, Hill Advocacy  
Kent Fairbairn, High Country Venture Marketing  
John Anderson, Executive Director  
Becky Rutledge, Executive Assistant

**III. ACTION ITEMS**

A. February 9, 2009 Meeting Minutes

*Motion: Rich Gaar moved approval of the February 9, 2009 meeting minutes.*

*Second: Jim Dickey*

*Action: Approved Unanimously*

B. Financial Report as of March 31, 2009

*Motion: Alan Wulkan moved approval of the March 31, 2009 financial report.*

*Second: George Caria*

*Action: Approved Unanimously*

Nate reported we will not make the 2008-09 budget. The projected budget shortfall today is \$16,000. He noted the Annual Conference Revenue is down. John Anderson distributed a financial document with 2009 Projected Actuals through June 30, 2009, and a 2010 budget.

Nate suggested going into the board retreat with enough information regarding conferences for 2009-2010 to develop the associated budget. He would like to take a step back and think through where AzTA will be tightening its belt.

John Anderson added that several Midwest State Associations indicated they are having financial difficulty. The California Transit Association is also in trouble financially.

#### IV. **UPDATES AND OTHER BUSINESS**

##### A. AzTA Board Retreat Planning

Ron Barnes stressed the need to be pro-active going forward. He identified the Board Retreat Planning committee as the incoming/outgoing Executive Committee and committee chairs.

##### **Board Retreat Planning Committee Members**

Bryan Jungwirth, Chair

Paul Miller

Jim Dickey

Nate Peterson

Jess Segovia

Ron Barnes will be the champion for the Board Retreat Planning process. Ron shared his current outline for the Board Retreat:

1. Strategic Plan expires 2010
2. Issues of Incoming President
3. Board Governance
4. Budget Opportunities
5. Trends Nationally
6. Legislative Opportunities
7. Coalition

Additional topics identified from today's meeting, the Annual Conference and the board directors input will be included in the board retreat.

**Action Item:** Becky Rutledge will send email to Board members to see what topics they would like addressed at the retreat – responses due by May 1. - **COMPLETE**

## B. AzTA Board & Committee Structure

Mack Luckie, Yuma MPO, has announced he is retiring as of May 1, 2009. Rich Gaar also announced his retirement as of July 1, 2009.

John Anderson reviewed the Organizational Infrastructure recommendation that board director positions may not have to be a COG or MPO. He suggested the AzTA board director seat could be someone from the region that could speak for that region: Southeast/Northwest/Southwest. Rich Gaar thought it would be tough to get someone other than SEAGO to represent his region. Dave Barber supports the AzTA board director seat be held by a COG. Dave stated the COGs are the logical choice to keep a network together in these tough times.

Jeff Meilbeck suggested AzTA Board structure as well as committee structure should be a board retreat issue. Alan Wulkan stated we just changed the By-Laws last year and should let this board structure work for a couple of years before more changes are made. Nate Peterson agreed we have made changes to the board structure two years in a row.

The 2009-2010 AzTA Board Director nominating slate has gone out electronically to the AzTA membership. The nominating slate included three incumbents: Paul Miller, Larry Miller and Alan Wulkan as well as a new member, Matt Carpenter, URS Corporation. The nominating slate is ratified electronically by a 2/3 vote of the AzTA membership. Then the 2009-2010 AzTA Board Directors are announced at the Annual Conference.

The process of selecting/nominating Board Officers needs to be clearly outlined in the AzTA By-Laws.

**Action Item:** Becky Rutledge will email the current AzTA By-laws and Strategic Plan to AzTA board directors. – **COMPLETE**

Nate Peterson and Paul Miller met with John Anderson and Becky Rutledge on March 27<sup>th</sup> to discuss job descriptions and professional service agreements. Paul Miller stated when he was on the TIME coalition, they were looking at him as the Arizona Bus Sales' guy instead of the "FACE of AzTA". He shared that it was apparent to him that this dilutes the message from AzTA. In Paul's discussion with John Anderson on March 27<sup>th</sup>, Paul conveyed AzTA's board direction to have an Executive Director who can be the "FACE of AzTA" without the conflict of interest that Paul experienced on the TIME coalition. Paul stated the AzTA Board president is not the best representative for AzTA because of the other "roles" that person is encumbered with. Paul stated he felt the needs of the Association have changed some and warranted a review of the Strategic Plan to see where AzTA is going.

John Anderson did agree that the time may be right to have an Executive Director that can be the “FACE of AzTA” and he could retire if that was the board’s desire. However, he recommended putting together a logical succession plan for this process with an appropriate time line that would fit the financial condition of the organization in these economic times.

Paul Miller requested John Anderson, Becky Rutledge, Kent Fairbairn and Becky Hill leave the boardroom as he was calling for an AzTA Board Executive Session at this time. The AzTA Board was then in Executive Session until 11:20 a.m.

The regular AzTA Board meeting was reconvened at 11:20 a.m. Paul Miller stated the board agreed to work with John Anderson on a transition plan. The transition plan would look at costs and set a plan for Executive Director leadership and position. John asked Paul directly if there was any target date for this to be implemented. Paul replied by stating no target date was identified at this time since the board agreed this transition should occur in a smooth and orderly manner.

Jess Segovia stated the committee structure recommendations are a bit premature due to the recent discussion. This topic will be addressed at the board retreat.

After much discussion regarding AzTA Board meeting/time/day/location, this topic was also deferred to the board retreat. The use of conference rooms with upgraded conference call technology for AzTA Board meetings was suggested by John Anderson if conference calling was to be continued for board meetings.

**Action Item:** Becky Rutledge will send an email meeting notice regarding the particulars (location, hotel information, schedule, etc.) for the board retreat. - **COMPLETE**

***Motion:*** *Jeff Meilbeck moved AzTA continue the board meeting schedule as it is through the fiscal year (June 30, 2009). Meeting at downtown facilities will be discussed at the board retreat.*

***Second:*** *Bryan Jungwirth*

***Action:*** *Approved Unanimously*

### C. Legislative/Funding Committee Update

Bryan Jungwirth reported Harry Mitchell is requiring letters on each individual reauthorization project.

***Motion: Bryan Jungwirth moved AzTA prepare individual letters on any and all reauthorization earmark requests.***

***Second: Larry Miller***

***Action: Approved Unanimously***

Alan Wulkan stated AzTA needs to refocus our legislative efforts. He recommended this discussion should take place as an Association.

**Action Item:** Becky Hill will prepare legislative options for consideration at the board retreat.

Becky Hill distributed copies of the AzTA Bill Report for April 13, 2009, which has already been posted to the AzTA website as well as emailed to the AzTA membership.

The Senate is not hearing or assigning bills at this time. There is nothing new to report on the budget. The Governor will still have to approve it.

Becky Hill will talk to Kevin Beasty to be sure AzTA is on the right side of identified bills (specifically SB 1041). She will also check with Marc Osborn to verify where they are on SB 2311. Jim Dickey stated SB 2257 is an improvement and AzTA should support this one also.

***Motion: Jim Dickey moved AzTA would support SB 2257.***

***Second: Larry Miller***

***Action: Approved Unanimously***

### D. Legislative/Rail Conference Update

Jim Dickey recapped the Legislative/Rail Conference from February 2009. His observations were that it was interesting but challenging to put together. The conference committee's goal is to use the information/input that is received from the Legislative/Rail and Annual conferences to develop the board retreat agenda.

Jess Segovia commented that the same speakers/ideas have been used at AzTA's Legislative/Rail and Annual conferences as well as the Friends of Transit conference. Jess questioned how we could possibly partner with FOT on a conference. Jim Dickey agreed he would like to explore that option.

Marc Soronson commented that FOT made a decision to bring on the private businesses and chambers. AzTA had made a conscious decision on several occasions in the past not to do this. This topic also needs to be discussed.

E. Annual Conference Update

John Anderson stated the Annual Conference Committee met prior to today's board meeting. There are 22 registered exhibitors. ADOT has committed to registering 38 attendees.

F. Statewide Transit Advocacy and Grass Roots Outreach Program

Kent Fairbairn confirmed the AzTA Transit Panel at the Arizona League of Cities and Towns' September conference at El Conquistador. There is 1½ hour allotted for the Transit Panel. Kent plans to have mayors and council members on the panel.

Larry Miller suggested AzTA having a Hospitality Suite at the League conference.

**Action Item:** Kent Fairbairn will find out what nights are available and how much it would cost for AzTA to have a Hospitality Suite at the League conference.

Kent Fairbairn informed the board that Ron Barnes would facilitate a transit coalition workshop at the AzTA Annual Conference in April. The outcomes from that workshop would lead to the transit coalition discussion at the board retreat in June.

Jess Segovia has volunteered to lead an "Advocating for Human Services Transportation" workshop at the upcoming MAG Human Services conference.

**V. ADOT UPDATE**

Rakesh Tripathi reported the new Director of Community Grant Services in Mike Normand. Mike will be the regular ADOT representative to the AzTA Board.

Rakesh also reported ADOT had received \$100 million ARRA dollars of which \$14 million is for rural projects. He stated the list of projects will be finalized within a couple of weeks. A list of back-up projects is also being prepared. ADOT is also working on \$2-25 million TIGGER funded grant. He advised everyone to contact Teri Kennedy or Sam Chavez with projects for the TIGGER grant.

Jeff Meilbeck stated it has been AzTA's pleasure to work with Teri Kennedy and her staff over the past several months.

**VI. OTHER BUSINESS**

Jim Dickey announced SWTA is having an ADA & Paratransit Workshop at the Tempe Mission Palms hotel August 16-18, 2009. Becky Rutledge reported speaking with SWTA Executive Director, Kristen Joyner, and committing AzTA staff to assist with the August conference as well as marketing any other upcoming SWTA conferences.

Paul Miller encouraged the board members to take a moment to read the draft of internal control systems included in the board packet today. Nate Peterson stated AzTA has had audits in the past but this one is the first time comprehensive audit we have had. The overlying recommendation was to have written procedures/processes. After some investigation, it was discovered by John Anderson that most other statewide associations do not have written procedures.

John Anderson stated a firm has been contacted to provide an estimate for writing the financial procedures.

Paul Miller stated he would like AzTA to get some real direction and processes for financial operations as well as establish policies & procedures at the board retreat.

**VII. NEXT SCHEDULED BOARD MEETING**

The next AzTA Board meeting is Monday, May 18, 2009, at TranSystems, 120 North 44<sup>th</sup> Street, Suite 400, Phoenix, Arizona. Lunch will be provided following the board meeting courtesy of TranSystems.

**VIII. ADJOURNMENT**

President Paul Miller adjourned the meeting at 12:12 p.m.