

GOVERNANCE COMMITTEE MEETING

MINUTES

SEPTEMBER 01, 2016

10:30 AM - 11:30 AM

1. Call to Order

2. Determination of Quorum

A. Present

- Commissioner Tom Argust, Chair of Committee
- Commissioner Kelli O'Connor, Committee Member
- Commissioner Karen Pryor, Committee Member
- Commissioner Henry Smith, Jr., Committee Member
- Commissioner Ed White, Committee Member

B. Others Attending

- Rich Kosmerl, Commissioner
- Geoff Astles, Chairman
- Bill Carpenter, CEO
- Dan DeLaus, Corporate Counsel
- Amy Gould, VP of People
- Kelly Schmidt, Staff
- Sara Molyneux, Staff

3. Motion to Adopt Agenda

Kelli O'Connor moved and Henry Smith seconded to adopt the agenda. It was passed unanimously.

4. Review Equal Opportunity Report

Amy Gould presented material from July 27, 2016—it is the same data submitted to the FTA as required every 3 years. The presentation represented a snapshot of the Equal Employment Opportunity (EEO) Program. The presentation included:

- 1. An overview of EEO in general, our Policy, and the program purpose. The purpose is to attain a workforce that is diverse in ethnicity, gender, experiences, and skill sets.
- 2. Highlights of the EEO plan. Amy described who has responsibilities for implementation, what is currently in place, and what the company is obligated to do. For example, we must submit a report to the FTA every 3 years.
- 3. An overview of the Program Plan and RGRTA's strategy. We annually submit information to the EEOC to help us audit, monitor, and track how well we are doing in general.
- 4. An introduction to the nine EEO categories.
- 5. An explanation about the criteria for reporting. For example, locations with 50 or more employees must be reported separately (i.e. Ontario). Benchmarking is done against 2010 government census data. Amy Gould answered questions from the Committee about the data regarding our status.
- 6. An outline of our EEO utilization challenges that result from low turnover, non-traditional work hours, male dominated careers, and physical requirements.
 - a. A summary of female representation in Bus Operators, Bus Washer, Placers.
 - b. A summary of minority representation in Service Workers, Senior Execs, Management / Executive Leaders / Directors.



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- c. In some areas the numbers do not show a gap, but we know we need to bolster specific areas and we are putting steps in place (i.e. training, succession planning).
- 7. A summary of the program goals for 2016-19, which include the goals to:
 - a. Maintain above average areas; and
 - b. Add percentage points until underrepresented areas equal the market.
- 8. A summary of outreach and recruitment activities.
- 9. A summary of activities going forward, which include ensuring that candidates are appointed with qualification and diversity goals in mind, tool kits for hiring managers, and internal training.

At the conclusion of the presentation, the Committee engaged Amy Gould in discussion about the level of buy-in to the EEO goals.

The Committee also discussed a program for employees to make recommendations for positions and the process of succession planning (balancing external recruitment and internal promotion).

Tom Argust noted that internal advocacy is gaining momentum and Karen Pryor praised upper management's ongoing work to foster open communication about diversity.

Rich Kosmerl's question about a suggestion box prompted the Committee to discuss the "Ask Bill" feedback mechanism with Bill Carpenter.

The Committee returned to the topic of succession planning. Tom Argust concluded the discussion with the recommendation for the new Commissioners to acquaint themselves with the succession plan and offer a fresh perspective on it.

5. Review Proposed Board Governance Retreat Agenda

Tom Argust gave Kelli O'Connor and Rich Kosmerl the following orientation to the retreat's purpose and process:

- 1. The yearly Board retreat allows the Board to go off site and think about the future with staff. The Board targets a three-year planning horizon with a particular focus on the next year.
- 2. The retreat is an opportunity for staff to discuss ideas and get Board input. The staff uses the feedback to write a plan that is presented to the Board for review in February and adoption in March.
- 3. Sometimes the retreat is led by an outside facilitator and sometimes the retreat is led by staff. The Board completes a survey to evaluate itself and the retreat. In March, the Governance Committee reviews the survey feedback. The consensus of the Board was that having an outside facilitator was unnecessary. Since Tom Argust has experience in facilitating organizational strategic planning, the Committee asked that he facilitate the retreat this year. He agreed to work with Bill Carpenter to plan the event.

Tom Argust covered the following points about this year's retreat:

1. The period will be October or November.



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- 2. The location will be the Strathallan hotel.
- 3. It is scheduled from 10:45 am 5:15 pm.
- 4. The Board members must complete CETC training, as required by the State. Dan DeLaus will present the training (roughly 1.5 hours).
- 5. The Board will review the staff SWOT analysis with a broader look at trends from 2010-2016.
- 6. Staff will be looking for Board input on the Regional Operations Study recommendations, fare structure, and service changes (downtown to suburbs and loops within suburbs). A major theme is to explore whether a regionally connected transportation approach is feasible.
- 7. Board Members will use an online survey (SurveyMonkey) to evaluate the Board and the retreat. The Board can complete the survey at home after the retreat; the survey will not be part of the agenda.
- 8. Instead of a dinner, the retreat will conclude with a reception.

The Committee discussed the reception, the date, and the facilitator. The Committee agreed that

- An informal "mix and mingle" reception is preferable to a dinner; a reception gives people adequate time to interact.
- The most important factor in scheduling the date is that the new Commissioners are able to attend.

6. Motion to Adjourn

Kelli O'Connor moved to adjourn the meeting and the motion was seconded and passed.