

MINUTES

SEPTEMBER 06, 2018

10:30 AM – 11:30 AM

1. Call to Order

Bill McDonald moved to call the meeting to order and determined a quorum.

2. Determination of Quorum

Committee Members Present

- Bill McDonald, Committee Chair
- Richard Kosmerl
- Henry Smith, Jr.
- Edward White

Others Attending

- Geoffrey Astles, Board Chair
- Bill Carpenter, CEO
- Dan DeLaus, Chief Legal Counsel
- Sara Molyneux, Staff

Absent

Kelli O'Connor

3. Approval of Agenda

Bill McDonald reviewed the agenda. Richard Kosmerl moved to approve the agenda, and Ed White seconded the motion, which carried unanimously.

4. Review Board Policy Without Changes

Dan DeLaus explained that the Medicaid Policy and Procedures comes before the Committee for review every two years; it had no changes recommended by staff at this time. Bill McDonald asked about the Medicaid funding in general. Dan DeLaus explained that the funding is for transportation and much of the process occurs through Medical Answering Service; the policy is in place to guide compliance with the rules and regulations. Bill McDonald asked whether the Office of Medicaid Inspector General (NYS OMIG) has audited RGRTA. Dan DeLaus explained that an audit of one subsidiary (RTS Wyoming) is pending; the subsidiary has responded to the audit and is waiting to hear back.

Ed White moved to approve the policy and Henry Smith Jr. seconded the motion, which carried unanimously.

5. Request to Authorize New Policy

Dan DeLaus explained that staff is recommending the approval of a new policy, the Policy Management Practices Policy. The Governance Committee has reviewed certain policies historically, some as required by laws or regulations and others for strategic purposes. Other policies are operational in nature and not reviewed by the Governance Committee or the full Board. An example of such a policy would be a policy about smoking on the premises. In the past, the process for reviewing policies could be haphazard; the purpose of the new policy is to articulate which policies go to the committees or the full Board, when the review occurs, and why such review occurs. The policy also puts in writing the existing practice of bringing a policy revision before the Governance Committee for approval and capturing the approval in the meeting minutes. The Board subsequently accepts the committee meeting minutes during the next full Board meeting. The policy also distinguishes that non-substantive changes are permissible without committee review or approval, such as changes to job titles or typographical corrections.

GOVERNANCE COMMITTEE MEETING

Geoffrey Astles asked what “Charter requirement” meant in Section 5.0. Sara Molyneux explained that it referred to charters where the body includes text stating that the committee will review its charter or a particular policy. Geoffrey Astles noted that the chart in Section 5.0 is helpful because it lists the resolutions for each policy. He also noted that the policy addresses the topic of cross training other staff about the policy management practices. Richard Kosmerl asked about the version control for non-substantive changes. Sara Molyneux explained that the software system used for the policies maintains a record of the change history for every document, including iterative non-substantive changes between major versions.

Ed White moved to approve the new policy and Richard Kosmerl seconded the motion, which passed unanimously.

6. Review of Governance Retreat Agenda

Bill McDonald discussed the October Governance Retreat agenda. The first half of the agenda will be devoted to discussions on mobility trends, both the broader national trends and the trends in New York State. The Board members, with the support of staff, will discuss what the future of mobility might look like in our region and community and explore changing roles. The second half of the day will focus on policy—starting with the big picture of mobility options and modes, moving to the options and needs we have in our community, and then to the requirements for the second phase of the Reimagine RTS project.

Bill Carpenter stated that the retreat topics are timed well with the next phase of Reimagine. He explained that the retreat will provide an opportunity for different members of management to present and role play different options, each with respective visions and desirability. Vision and mission statements will be updated to reflect what the Board wants RGRTA to be. The Authority is at a transition point and this may be the time to reference mobility, innovation, mass transit, or the distinction between public transit and other mobility options in the mission. Bill Carpenter emphasized that the Board members ultimately solidify the mission statement.

Bill Carpenter explained that during the retreat, attendees would begin conversations about community mobility zones in the context of Reimagine RTS, the differences in services provided in the regional counties versus Monroe County, and complementary paratransit service as a requirement of fixed route service. It will also be important to evaluate the question of how the Authority will cover the gap between now and its future vision for transit. The intent is to continue with follow-up discussions so that the Comprehensive Plan reflects and implements the Board’s direction.

The committee briefly discussed the location of the retreat. Bill Carpenter explained that staff is exploring options that have a room set up to best facilitate discussions, dining, and gathering.

In response to Henry Smith Jr.’s question about advance preparation, Bill McDonald recommended that participants should plan to read materials in advance, prepare their questions, and come to the retreat with a curious, inquisitive open mind.

GOVERNANCE COMMITTEE MEETING

The committee briefly discussed the Governance Presentation on the retreat agenda. The committee agreed that this agenda item would be useful for reviewing governance requirements and frequency, such as how often Ethics training or Equal Employment Opportunity program reviews occur.

Henry Smith, Jr. asked about funding projections. After further discussion, the committee agreed that a summary projection of expected state and federal funding would be helpful to include in the pre-read materials for the retreat.

Geoffrey Astles noted that while there are costs associated with innovation, the Authority needs to look toward new ideas to avoid stagnation.

Ed White and the committee discussed the importance of looking at social dynamics and realities, particularly around millennials' use of technology and senior populations and mobility.

Geoffrey Astles, Bill Carpenter, and the committee discussed age demographics and income in terms of using public transit.

Richard Kosmerl pointed out that the Authority may need to start thinking about funding from new or non-traditional sources (such as infrastructure projects, employment centers, new roads, mobility zones) to tie transit into the community.

7. Other Business

A. Annual summary of Legal Claims Litigation

In the March 01, 2018 Governance Committee Meeting minutes, the Committee requested that the Legal Department provide the Board with an annual summary of claims litigation and the Legal Department agreed to do so in April and thereafter every February.

Subsequent to the Governance Committee Meeting, the decision was modified and the claims litigation summary will instead be included as part of the June Audit/Finance Committee Meeting.

Bill Carpenter explained that the decision allows the Authority to tie in correct financial and budgeting info. The committee agreed with the decision and agreed that the minutes should reflect the communication and acceptance of the change.

8. Motion to Adjourn

Henry Smith Jr. moved to adjourn the meeting and Geoffrey Astles seconded the motion, which carried unanimously.