



Board of Directors

Chair – Larry Hoy, District J
 First Vice Chair - Tina Francone, District N
 Second Vice Chair – Barbara Deadwyler, District B
 Secretary – Jeff Walker, District D
 Treasurer – Natalie Menten, District M

Lorraine Anderson, District L
 Ernest Archuleta, District C
 Bob Broom, District F
 Dr. Claudia Folska, District E
 Judy Lubow, District I

Ken Mihalik, District G
 Chuck Sisk, District O
 Paul Daniel Solano, District K
 Doug Tisdale, District H
 Kate Williams, District A

EXECUTIVE COMMITTEE MEETING December 14, 2017 at 12:00 PM

Executive Committee Agenda

Chaired by Larry Hoy

Attendee Name	Title	Status	Arrived
Larry Hoy	Chair	Present	
Tina Francone	First Vice Chair	Present	
Barbara Deadwyler	Second Vice Chair	Present	
Jeff Walker	Secretary	Present	
Natalie Menten	Treasurer	Present	

II. December Board Meeting Agenda Review

Chair Hoy reviewed the December Board Meeting agenda and discussed the number of employees who would be retiring from RTD in December.

Bruce Abel, Acting Chief Operating Officer and Assistant General Manager of Bus Operations, noted that Jerome Hall, a bus operator with 37 years of accident-free service, was retiring.

Chair Hoy asked if Mr. Hall would attend the meeting, and Mr. Abel responded that he hoped so. Chair Hoy asked whether the General Manager Oversight and Performance Management Committee would have an update, and Director Francone responded that it would not.

Chair Hoy stated that anyone wishing to move unanimous consent items to recommended actions should do so at that time. Regarding the recommended actions, he said he did not know whether any of the items would be controversial but stated that problems could be dealt with during the meeting.

Motion: Chair Hoy made the motion to approve moving the December 19th Board agenda to the full Board.

Director Walker seconded the motion.

Vote on the Motion The motion passed with 5 in favor and 0 opposed.

III. Other Matters

Chair Hoy stated that there had been some recent discussion about the Board-only retreat scheduled for February 2018.

Director Francone said that the elephant in the room was the agenda. She said there were questions about what the Board hoped to accomplish and how the goals could be achieved.

Chair Hoy said the initial discussion indicated that there was a feeling among Directors that the Board was not as cohesive as people would like to see. He said the retreat, as currently structured, was planned as a training exercise in Board effectiveness. He stated that he had spoken with several Directors, all of whom had differing opinions on the purpose of retreat. He said the Directors he spoke with about the retreat did not offer a lot of direction on how to proceed. He said that he welcomed input from the Directors.

Director Menten asked who had stated that the Board was not cohesive.

Chair Hoy said the feeling was among Directors, not staff. He said that the Directors who spoke with him had said the Directors should be collaborators not competitors.

Director Francone said Directors were concerned that they would not have an opportunity to sit together as a Board in the same room, at the same time, and be able to discuss ways to communicate better and work together more effectively toward a common goal. She said there were questions about where the Board was going, whether the Directors felt as a whole that the Board should be moving in a certain direction, and how the retreat would help to decide. She stated she did not want the retreat to become a complaint session.

Chair Hoy agreed that the retreat should not be used as a vehicle to complain about particular issues. He said he would like the Directors to walk away from the session with a path forward on how to work together to solve issues. He said another focus of the retreat could be to establish the roles the Directors should perform, whether creating policy, overseeing the agency, or serving as the agency watchdogs. He said the Directors would know how they should perform once they knew what they were supposed to do.

Director Francone noted that Directors had certain statutory obligations and that their responsibilities were codified in the bylaws.

Ms. McManus added that Board operating guidelines and specific policies also governed the Directors' roles.

Director Francone said she heard what Chair Hoy was saying. She said she felt she knew what she was supposed to do as a Director but thought a refresher could be helpful. She said she thought it would be helpful for new Directors to hear what their responsibilities were but did not think an entire retreat would be necessary to reinforce that.

Chair Hoy said he anticipated the retreat would take four hours, which would be less time than some Tuesday night meetings. He said that half of the Directors did not agree about how the retreat should be structured. He said a lot of Directors were reticent about attending the meeting, but he stated that he would take responsibility if the retreat failed. If successful, though, he said the retreat could change in the following years.

Director Menten asked how many Directors indicated they would not attend.

Chair Hoy said there were three, with differing levels of enthusiasm. He said none of the Directors who had spoken to him said they simply would not attend.

Director Deadwyler said she stated she would not attend if the retreat were structured in the same way as the joint Board/Senior Leadership Team (SLT) retreat. She said she was not interested in hearing from a facilitator about the role of the Board. She noted that the Board, being a democratic entity, would never have consensus, because Directors were responsible for answering to their constituents.

Chair Hoy said he was not looking for the Directors to agree but rather to understand how the Directors can get along, how Board can work together, and how individual Directors can relate to one another.

Director Lubow agreed with Director Deadwyler that she was not interested in hearing from a facilitator about the role of the Board. She said her goal was to have the Board come together to discuss the areas of concern, what was going on with agency, where improvements could be made, and where the Board would like to see the agency go. She said the Board did not have the opportunity to debate those things but rather tended to discuss focused issues. She said intelligent people coming together to talk about areas of concern created synergy. She said the Board would not know what the outcome would be, but she felt the exercise would be useful.

Chair Hoy said what Director Lubow was saying was different from her earlier email response.

Director Menten said she did not remember being polled on how the retreat should be structured.

Director Tisdale said that he felt that periodically getting together to provide a high-level refresher regarding the role and function of Board was best practice. He suggested that the Board was capable of self-facilitating the retreat and that the retreat was an opportunity for each Director to express a point of view and a personal agenda. He said that knowing what motivates the other Directors would give the Board the opportunity to work more collaboratively. He said the Board would have to agree in advance not to resolve issues but rather to flesh them out and to find strategies to address areas of concern.

Chair Hoy said that Director Tisdale had eloquently expressed what he himself was feeling. He asked Director Tisdale whether he knew a person named Bob Widner.

Director Tisdale said yes, that Mr. Widner was a city attorney in Cherry Hills Village and was currently the city attorney for Centennial. He said he was a good lawyer and a thoughtful person and had come up with a simplified parliamentary procedure guide called Bob's Rules of Order.

Chair Hoy said that he and Director Francone had the opportunity to hear Mr. Widner speak, and they reached out to him to see if he could participate in a segment of the retreat. Chair Hoy said Mr. Widner's specialty was Board dynamics

and how to get things accomplished and that he walked away from Mr. Widner's presentation with the concept that Board members need not agree to get along.

Director Francone agreed with Chair Hoy and said that Mr. Widner was a great speaker who had valuable things to say regarding organizations and the duties of Directors. She said she hoped for some assurance that Mr. Widner would only be asked to participate for a short time during the retreat, with the bulk of the time dedicated to the Board's discussion about the agency's direction, the agency's challenges, and the Directors' duties and obligations. She said that Directors need not always agree with one another but stated that rowing in same direction would make the Board effective.

Chair Hoy agreed that was the goal of the retreat. He said that the Directors all agreed that they would like to be a stronger Board as a result of the retreat. He said that did not mean the Directors would have to agree on everything and should respect dissent. He said the retreat was a great opportunity for the Board to be more effective.

Director Walker said that everyone could use a Board effectiveness retreat and that he agreed that Directors did not have to agree with one another. He said that how the Directors disagree was more important. He said he did not have a personal agenda because his district was already built out. He noted that organizational effectiveness information was readily available but stated that some people simply did not want to play nicely in the sandbox. He said that he would be interested in a session that helped all the Directors understand how to play well together in the sandbox. He said the Directors had an opportunity each week to talk about new business, old business, and other matters and that the Board did not need to spend four additional hours to discuss those matters.

Director Menten asked whether Director Walker was polled about his preference regarding the structure of the retreat.

Director Walker said he did not remember.

Chair Hoy said that he may have just had conversations with individual Directors. He said he could send out an email asking for feedback.

Director Menten said that, during the retreat, she would like to address the agency's challenges. She suggested that the polling email could solicit the top three challenges from each Director, which could be used going into the March retreat. She said that the agency's goals were set during March but noted that there were

certain obstacles that needed to be recognized. She noted that she preferred self-facilitation to outside facilitators but noted it was difficult to do a Board-only retreat when staff had a better understanding of the agency's day-to-day challenges. She suggested that the meeting could start over breakfast and begin immediately, with a short introductory statement from each Director of their main concerns.

Chair Hoy said he would support Directors bringing issues but would not support a retreat dedicated to discussing those issues. He said the joint Board/SLT retreat would follow a month later and that was the appropriate venue for discussing issues. He said that some Directors had district-specific issues and that the retreat could help them figure out how to address those issues.

Director Deadwyler said that the Directors would largely be in agreement if they were asked to submit their choices for the top three agency challenges. She said her biggest concern in all areas of the agency was communication. She said the Board would not need to go through 45 individual issues during the retreat because there would be common ground. She said she did not have any problem with Mr. Widner attending for 30 minutes.

Chair Hoy said that Mr. Widner would need more than 30 minutes but stated that the Directors would enjoy his presentation.

Director Menten said that her preference for the retreat would be to discuss challenges and solutions. She said the Board did not have to have the last word.

Director Tisdale agreed that concerns should be put on table and that the Directors should agree to listen to those concerns but not resolve them. He said he did not want to get bogged down in the weeds but preferred to hear out potential solutions, so that the Directors will have already had the initial discussion prior to the joint Board/staff retreat, which would then yield a more informed discussion.

Director Menten suggested a questionnaire could be sent out soon, with a turnaround time of January 15.

Chair Hoy said that a two-week response period would be sufficient. He reiterated that he did not want the retreat to turn into a complaint session but rather saw it as an opportunity for newfound respect for everyone. He said the goal should be professionalism, respect, and tolerance of dissenting opinion.

Director Deadwyler said that would be possible if the Board established ground rules.

Ms. McManus said that what she was hearing was that the Board did not want an outside mediator. She said that the Board needed to be comfortable with the outcome if there were no external person.

Chair Hoy said there had been some controversy about bringing in an outsider. He said that the mediator could be someone whose role was to monitor the discussion so the Board could get through the ground rules.

Director Deadwyler said she had worked with the Federal Mediation and Conciliation Service (FMCS) in the past and that they were excellent. She said that the Directors could bring in a free facilitator if they chose not to self-facilitate. She said she did not think any of the Directors wanted agency staff involved in the retreat.

Director Francone said that she felt a facilitator was necessary. She said that Chair Hoy should be able to participate in the discussion and not have to run the retreat. She said that a Board-only retreat should only be attended by the Board, rather than agency staff.

Chair Hoy said that inviting FMCS was a good idea but noted that the Board would need an agency employee in attendance for technological reasons. He said deviating from normal meeting procedure would not help the Board to seem transparent.

Director Deadwyler suggested that John McKay, Board Office Administrator, could attend, take notes, and operate the equipment.

Director Menten asked whether the facilitator would lead the discussion.

Chair Hoy said that FMCS would be there to watch the group dynamics and to keep everyone on track.

Director Deadwyler said they would not get involved unless they were asked to do so.

Chair Hoy said that Director Deadwyler had suggested the agency use FMCS for other agency efforts. He said they knew when to jump in and when to stand back and were a free service from the federal government. He suggested that the Board could discuss lessons learned and determine whether the Directors liked the format and what they learned from the process.

IV. Adjourn

Chair Hoy adjourned the meeting at 1:06 p.m.

Draft Board Meeting Agenda - December 19, 2017

II. Pledge of Allegiance

XI. Unanimous Consent

A. Budget Transfer for Planning Grant Projects

It is recommended by the Financial Administration & Audit Committee that the RTD Board of Directors approve a budget transfer of \$4.664 million from the Operating Reserve to the Planning base system expense grant project budget, effective January 1, 2018, to allow for the completion of grant-funded projects that will not be completed in 2017. The Operating Reserve will be replenished in the 2018 Amended Budget with the funds that were not spent on these projects in 2017.

B. Approve Contract Amendment for the Supply of 60 - 40' Transit Buses

It is recommended by the Operations and Customer Service Committee that the RTD Board of Directors authorize the General Manager, or his designee, to exercise the contract option and amend contract 13-FH-053 with Gillig LLC. for the purchase of 60 additional 40' transit buses and associated spare components in an amount not to exceed \$26,350,000.

C. 2018 Audit Charter

It is recommended by the Financial Administration and Audit Committee that the Board of Directors approves the attached 2018 Audit Charter.

D. Annual Audit Plan 2018

It is recommended by the Financial Administration and Audit Committee that the Board of Directors approves the attached Annual Audit Plan for 2018.

E. 5311 Funding Agreement

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the General Manager, or his designee, to execute all documents necessary to enter into funding agreements with Via Mobility Services and the Seniors' Resource Center to provide RTD financial support for the provision of FTA Section 5311 (non-urbanized) services for Boulder County, Adams County and Jefferson County. These Agreements are for calendar year 2018 and for amounts not to exceed \$379,677.00 for Boulder County, \$373,346.00 for Adams County and \$115,679.00 for Jefferson County.

F. City of Boulder Hop Funding Agreement

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the General Manager, or his designee, to execute all documents necessary to enter into a Cost Sharing Agreement with the City of Boulder to provide RTD financial support for the operation of the HOP circulator bus service in the commercial areas of the City of Boulder, the University of Colorado at Boulder and adjacent business and residential areas. This agreement is for calendar year 2018 and is for an amount not to exceed \$1,430,742.00.

XII. Recommended Action

G. Recommendation for On-Call Construction Services Contracts

It is recommended by the Planning/Capital Programs & FasTracks Committee that the RTD Board of Directors authorize the General Manager to award contracts to Krische Construction, Gilmore Construction Corporation, HPM Incorporated and T-Bone Construction Inc. for On-Call Construction Services for one year, with four optional one-year extensions. The maximum cumulative value of the four contracts, including all optional extensions will not exceed \$30 million.

H. Contract Award for the Regional Bus Rapid Transit Feasibility Study

It is recommended by the Planning/Capital Programs & FasTracks Committee that the RTD Board of Directors authorize the General Manager to approve a professional services contract award to Felsburg Holt & Ullevig to serve as the Contractor for assistance in the preparation of the Regional Bus Rapid Transit (BRT) Feasibility Study for an amount not to exceed \$1,250,000. Funding for this contract is included in the 2017 Adopted Budget for the Regional BRT Feasibility Study.

I. Update to 2018 Quarterly Performance Measures

It is recommended by the Financial Administration and Audit Committee that the Board of Directors adopt updated 2018 Quarterly Performance Measures to include measures for ridership, fare revenue, and total operating revenue.

J. DRCOG Vanpool Funding Agreement

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the General Manager, or his designee, to execute all documents necessary to enter into an Agreement with the Denver Regional Council of Governments (DRCOG) to provide RTD support and expansion of the DRCOG Way to Go vanpool program

in the Denver metropolitan area. This agreement is for calendar year 2018 and shall be in an amount not to exceed \$1,058,600.

K. Englewood Art Shuttle Funding Agreement

It is recommended by the Operations and Customer Service Committee that the Board of Directors authorize the General Manager, or his designee, to execute all documents necessary to enter into a Cost Sharing Agreement with the City of Englewood to provide RTD financial support for the operation of the Art circulator bus service in the City of Englewood. This agreement is for calendar year 2018 and is for an amount not to exceed \$336,208.

XVI. Adjourn

Recommended Actions

1. Exercise Option for On-Vehicle Advertising Contract

It is recommended by the Operations/Customer Services Committee that the General Manager or his designee be authorized to exercise the one-time extension with Lamar Advertising of Denver [Lamar] for the two-year period January 1, 2018 through December 31, 2019. Under the terms of the recommended action, Lamar would remit to RTD either 1) a minimum guarantee of \$3.4 million in 2018 and \$3.4 million in 2019 or 2) seventy percent of net sales, whichever is greater.

The following communication assistance is available for public meetings:

- Language Interpreters
- Sign-language Interpreters
- Assisted listening devices

Please notify RTD of the communication assistance you require at least 48 business hours in advance of a RTD meeting you wish to attend by calling 303.299.2307

THE CHAIR REQUESTS THAT ALL PAGERS AND CELL PHONES BE SILENCED DURING THE BOARD OF DIRECTORS MEETING FOR THE REGIONAL TRANSPORTATION DISTRICT.