

RHODE ISLAND PUBLIC TRANSIT AUTHORITY

BOARD OF DIRECTORS ORIENTATION

MINUTES OF Thursday, June 27, 2013 ORIENTATION

Board Members Present: Mayor Scott Avedisian, Chairperson; Jerome Williams; Maureen Martin and Peter Ginaitt

Absent: Michael Lewis, Steve Durkee, Margaret Holland McDuff and Anna Petra Liebenow

Also Present: Raymond Studley, CEO; Todd Gleason, Outside Counsel; Marie DiToro and Amy Pettine.

Agenda Item 1: Welcome

Mr. Gleason facilitated the Orientation session and asks the members to come up with things they would like to get out of today's session.

Ms. Martin states that this feels like a whole new Board and wants to get a feel for being part of this new team.

Mayor Avedisian states things have changed drastically from a year ago and things are slowly and surely getting to a real firm ground instead of being in crisis mode. He is looking forward to moving onward with the growth of RIPTA and all its possibilities.

Mr. Studley wants to know he is within the law to communicate with the Board on a weekly basis to keep the members up to date on what is going on at RIPTA.

Mr. Williams thinks it is always good to get a refresher on the legal information but also agrees with Mayor Avedisian on looking ahead and it is a great feeling not going from crisis to crisis. There is a tremendous plan with more opportunities ahead for RIPTA.

Mr. Ginaitt would like to get an overview of operations and he believes the Board should have a good understanding of how RIPTA is run. Mr. Ginaitt stated that these long-term employees really have a lot of feeling and are passionate about the success of RIPTA. He agrees that the Board should not only be crisis management, but rather capitalize on the good things RIPTA does.

Agenda Item 2: Legal Update

Mr. Gleason will begin today with a legal update which is required by statute with any appointment of a new member.

The power point presentation is on file in the CEO's office.

Board of Directors-Scope of Governance

- Responsibility under Enabling legislation-RIGL Chapter 39-18
- Responsibility under Amended and Restated By-Laws dated November 15, 2010
- Structure/Other Provisions under Amended and Restated By-Laws

Duties of Directors (State Law)

- Director Obligations to Act-RIGL 7-6-22
- Directors are entitled to rely, unless unwarranted, on information, opinions, reports, or statements (including financial statements and other financial data) if prepared or presented by:
 - An officer or employee of the Authority the Director believes to be reliable and competent in the matters presented;
 - Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are in the person's professional or expert competence; or
 - A committee of the Board of which he or she is not a member if the Director reasonably believes the committee merits confidence.
- Duty of Loyalty
Mr. Studley would like to discuss this at an employee level. He would like to know if employees have employment outside of RIPTA to prevent conflict of interests.

Mayor Avdesian states when a Bid goes out the Vendor should disclose if they have a RIPTA employee on their payroll. It is not a disqualifier, just need to know.

Mr. Gleason is not sure of this at an employee level, but will research it.

Mr. Williams wants to make sure that potential employees of RIPTA realize that when they disclose other employment on their application that they understand it is not a disqualifier for employment.

Ms. Martin suggests seeing what other State agencies do and wonders how the Union would respond to that.

Mr. Studley stated he has had conversations with Mr. Harrington on this and he seems to understand the reason behind this.

Mayor Avedisian stated that so long as it is explained why RIPTA needs the information the Union should not have a problem with it. It is a protection for RIPTA and the employee.

- Duty of Care
 - Don't have to be perfect or mistake-free
 - Business judgment rule:
 - Good faith
 - No conflicts
 - Reasonably informed
 - Rational belief decision in Authority's best interest

Open Meetings Act-RIGL Chapter 42-46

- Public Policy
- What is a Meeting
 - The Board Orientation is considered an Open Meeting and proper notice was given.
- Mayor Avedisian stated that there use to be a lot more sub committees, however with all the concerns and issues RIPTA was facing the Sub Committees disbanded. In the future he would like to get back to using sub committees.
- Notice
- Quorum
 - Four (4) Members
 - Rolling Quorum
 - Need to avoid public business-related discussions or actions taken by less than a simple majority of the members of the Board
 - Less than a quorum encounters should not be used to avoid the convening of a public meeting.
 - A meeting may be convened, and a "rolling quorum" created, when members collectively discuss and/or take action via telephone or email. Mr. Gleason explains the case Loparto v. Lincoln Town Council

Mr. Gleason states that Mr. Studley can send out an email, but disclose that this email is for informational purposes only and not for discussion.

Mr. Ginaitt asked if there was an emergency procurement issue and it needed Board approval, can the Board respond electronically. Mr. Gleason stated that the Board would have to convene because there needs to be proper notification to the public of a meeting.

Mr. Ginaitt asks if there is a true emergency, for instance, the roof is collapsing, what would be the proper protocol. Mr. Gleason states that a Board meeting should be called for 48 hours later, but

Mr. Studley would take action immediately to ensure safety of the people and the building.

- Closed/Executive Session
 - Mr. Ginaitt asked where the executive session minutes are held. Mr. Gleason states that the CEO office has a master copy and the Secretary of the Board should also keep them on file.
- Closed/Executive Session-Purposes
 - Having an attorney present during meetings will make sure that Executive Session stays on topic.
 - Executive Session meeting must also be posted 48 hours in advance.
- Open Forum
- Minutes
 - Mr. Ginaitt would like to make sure the minutes are saved in a secure location especially the Executive Board Minutes. Proposal of a safe to hold the recordings of the meetings is made.

Ethics

- Powers of the Ethics Commission
 - Who is covered?
 - What is prohibited?

Mr. Studley announced that tomorrow morning at RIPTA, Jason Gramitt from the Ethics Commission will be here to speak to the Senior Staff and if any Board Member would like to attend they are welcome.

Mr. Ginaitt would like Mr. Studley to get the ethical guidelines from Jason Gramitt as a reminder to the Board Members.

Access to Public Records Act-RIGL Chapter 38-2

- RIPTA has established a document titled Policies and Procedures for Requests for Access to Public Records and it is stated that there will be a charge for the copies.

Communication Protocols (Press/Management)

- Mr. Studley did have this same discussion yesterday with his Senior Staff. He believes it is best to have a senior staff manager handle the initial communication so there is always the option of going up the chain of command if necessary. It is important to make sure that there is only one message from RIPTA that gets out there.

Consistency is key when communicating with the public.

Mr. Ginaitt asks if there is any documentation of what RIPTA states to the news to ensure that the message they portray is accurate. Mr. Studley states that there are codes of ethics that the staff are supposed to follow when communicating with the public.

Mr. Williams agrees that there should be one voice per situation when communicating with the Press.

Mr. Gleason states that internal communication is just as important as external communication. Communication with the Board members when they request information from a RIPTA employee does have an impact on the daily functions. There should be protocol on how the Board members approach and ask staff for information.

Mr. Studley states that currently the Board Members go through him and either he will gather the information or ask a staff member to handle the request.

Mr. Studley can provide a list of Senior Staff and their department for Board Members to go to if they have any questions.

Mr. Gleason recaps the Legal Section of the Orientation:

Action Items:

- Employee Conflict of Interest on bids and procurement
- Secretary of the Board of Directors keeping all minutes in a separate location than RIPTA
- Recording Minutes of Executive sessions and new security
- Ethics Guide and Summary for Board Members
- Consideration of PIO Role here at the Authority
- Board manual will be emailed out to Mr. Ginaitt

Agenda Item 3: SWOT Analysis

Mr. Gleason states that we are now in the brainstorming part of the session. SWOT stands for Strengths, Weaknesses, Opportunities and Threats.

Strengths:

Ms. Martin sees the new board has a lot of energy and is basing this on what people have been saying to her. People are saying positive things about RIPTA.

Mr. Ginaitt states he sees a commitment to unity on the Board and it is targeted toward the goal of a sole provider of state wide transportation.

Mr. Williams states RIPTA is finally in a strategic direction to enhance operations instead of living in a crisis mode. He also thinks the great management team that is in place and the excellent employees are strengths.

Mr. Studley states that a strength is that RIPTA is the only transit agency in the state; however this can also be a weaknesses as well.

He also agrees with Mr. Williams that the management team and the employees are great strengths of RIPTA.

Mr. Gleason states most Boards spend approximately 60% of their time on Strategic Planning and it is great that RIPTA's Board can really start focusing on this as well.

Mr. Studley stated that he would like to re-work the Strategic Plan and set realistic goals for the Agency. The initial Strategic Plan was more of an external plan and he thinks it is time to prepare one now internally. Mr. Williams thinks this is a great idea.

Ms. Pettine states that the last few months have been exhausting and she sees the staff getting more momentum with new leadership in place they feel like RIPTA is moving forward.

Weaknesses:

Mr. Gleason ran through the weaknesses from the last board orientation in 2011, which were:

- Doesn't represent riders
- Not diverse enough
- Relationship with State House
- OMA Limitations

Ms. Martin states the lack of sustainable funding that RIPTA needs would be a big weakness.

Mr. Ginaitt states that RIPTA is the sole transit agency which as before was mentioned as strength and a weakness. He also sees the lack of legislative liaison; he does not mean a hired one, but someone who could be on the hill all the time.

Mr. Williams states the lack of long-term funding stream is necessary to move forward.

Mr. Studley goes along with Mr. Williams and takes it a step further to say that RIPTA is too reliant on State funding.

Opportunities:

An alternative revenue source is a great opportunity for RIPTA. RIPTA's Board should drive legislative goals.

Ms. Martin said that RIPTA needs to take advantage of framing our presentation at the State House to show how things are an opportunity for them to support RIPTA. It is also necessary to show how important this service is to the State. Also, getting

employers to come forward and talk about how many outside organizations have employees that use our service every day to get to work would be a great opportunity.

Mr. Williams states that historically RIPTA has had poor labor relations and we currently have better labor relations is an opportunity to move forward on. He goes on to say that RIPTA's ability to structure a revenue source with a premium service could be a great opportunity to look into.

Mr. Studley states that Mr. Harrington is a leader in this agency and is viewed as one by upper management and the employees. Due to the collaboration of upper management with Mr. Harrington it provides the opportunity for Mr. Harrington to explain to the employees why something is done or not done.

Mr. Studley stated that Mr. Harrington was included in pre -storm meetings this past winter and he was a huge help not only with his experience and input, but his ability to get the information out to all the employees as well.

Threats:

Mr. Gleason recaps what the threats were at the last orientation in 2011:

Federal Funding

State Funding

Ride Program

Relationship with general assembly

PR

Labor & Management Relationship

No political understanding of the value of public Transit-progressive cities gets it

Ms. Martin thinks it is amazing how far RIPTA has come since then and believes that those threats have softened a lot.

Mr. Studley states that RIPTA is a customer service business and we are only as good as our worst employee. He believes that the Marketing Department has done a great job getting the positives of RIPTA out there.

A conversation is had regarding RIPTA's facebook page and what other positive things we can put out there; biographies, customer service pictures so there is a face to the people on the other side of the phone and using the digital boards to show information about our employees.

Agenda Item 4: Vision Statement

Mr. Gleason states these are all great discussions and all this information now spills into the Vision Statement. The Vision Statement is a picture of what RIPTA believes it should be in the future, it should be sustainable, identify RIPTA and other Stake Holders

values on how it will accomplish its Mission and it should truly reflect its future so that as your Strategic Plan changes over time the Vision Statement should remain the same.

He hands out the current Vision Statement and asks if this statement needs any tweaking and Mr. Ginaitt thinks something should be in there regarding balancing the service with the need.

Ms. Pettine states that one of the biggest challenges of the COA was if you based service solely on demand service would be in Providence with only a few outlying areas.

Mr. Gleason likes the private partner's piece of the Vision Statement.

Mr. Studley stated that Ms. Pettine has been great in enlisting the Private Partners for funding of programs. He also stated that RIPTA has to be more proactive on funding and not reactive to it.

A conversation is had on Mr. Gleason suggestion of adding into the Vision that this is a Progressive Solution.

Ms. Pettine states that it is a little long and thinks that there is a way that it can be tightened or condensed.

Agenda Item 5: Agency Overview

Ms. Pettine goes through a Power Point Presentation of RIPTA: which is located in the master file in the CEO Office.

Rhode Island is one of only two states that provide Statewide Public Transportation.

Designated the State's Mobility Manager and still defining what that means.

\$2.00 fare-One State, One Rate

Ms. Pettine breaks down the types of tickets and ways to purchase passes.

Funding and Partnerships

Annual Operating Budget

5-Year Capital Budget

Majority of revenue comes from Gas Tax Subsidy

Passengers at Farebox

Federal Funds

Other/Special Revenue covers the contract with RIDOT for maintenance of Vehicles, centralized maintenance of the Ride Program that we can bill third party for services we provide, Ride Contracts, couple of leases and advertising revenue.

Ms. Martin would like to see the contract that lists the standards for the advertising.

Ms. Pettine shows a breakdown of Percent of Passenger Revenue by Fare Type and Percent of Ridership by Fare Type. A discussion breaks out on Senior/Disabled Bus Passes and the percent of return on the Fare.

Capital Program-Highlighted Projects

Mr. Ginaitt states he has a FEMA Grant Opportunity that was just sent to him for Safety and Security and it is a fast turnaround. Ms. Pettine will have Anne LeClerc reach out to Mr. Ginaitt.

Rapid Bus Line

Kennedy Plaza

Fewer Stops=Faster Service

Long-Term Planning: Streetcar

Ms. Pettine continues with the presentation on Partnerships with Public Agencies and Community partnerships.

Transit Services

Fixed Route

Flex

The Ride Program-ADA Service

54 Statewide Fixed Routes- Due to the COA have broken down service into service types.

Mr. Ginaitt asked if there are any super shuttles to the Airport. He took a cab to the Airport and it costs more than it really should for the distance he went. Is it something worthy to see if this is something RIPTA can do?

Ms. Pettine states that RIPTA actually has great service to the Airport now on the Fixed Route.

Mr. Studley updated the members of the Board on the Ride Program and upcoming changes as RIPTA changes the way they schedule and the State is looking into bringing in a Broker. RIPTA can enter into a MOU with the Broker, but cannot enter into competitive bid solicitation process.

Ms. Pettine goes into a graph of annual ridership and then took that and compared it with Gas Prices to show a correlation.

Performance Measurement:

RIPTA is a member of the American Bus Benchmarking Group
Voluntary Group.

Peers in the industry who have agreed to confidentiality share information and the
Imperial College of London cleans the data and produces annual reports.

Two annual meetings and online forum

Customer Satisfaction Survey

Ms. Pettine goes through the Key Performance Indicator's and where RIPTA falls in
comparison with other similar agencies.

Customer Satisfaction Survey Results:

60% use transit to go to work

51% Satisfied with our service

Three most important areas of service

1. Availability (frequency of the buses, hours of operation)
2. Time (travel time and on-time arrival and departure)
3. Security

Key Priorities for the Future

Sustainable Funding

Develop Performance Measures

Continue to Implement Strategic Plan

Continue to Pursue Efficiencies

Implement Comprehensive Operational Analysis

Major Future Planning Projects

Human Services Transportation

IT Investments

Improved Maintenance Program

Mr. Gleason provides closing remarks and the Orientation adjourned.