

TOLEDO AREA REGIONAL TRANSIT AUTHORITY
POLICY & MARKETING COMMITTEE MEETING
SEPTEMBER 10, 2020 (VIRTUAL)

NOTES

CALL TO ORDER

Chairman Marc Thompson called the meeting to order at 4:00 p.m.

PRESENT

Marc Thompson – chairperson
Kelsie Hoagland
Patrick Kijowski
Mary Morrison
Daniel Woodcock

Kimberly Dunham – General Manager
Laura Koprowski – Chief Communications & Customer Experience Officer
Joan Rife – General Counsel

Mr. Woodcock said the Bylaws are outdated with respect to the number of board committees and Ms. Dunham's title. He recommends condensing the six committees down to four and changing Ms. Dunham's title from general manager to chief executive officer.

Mr. Kijowski suggested condensing the task items for each subcommittee and then reforming and rebranding the subcommittees into four committees. In addition, taking a more focused approach to ensure the appropriate people are on each committee based on the current needs of the committee and strength of the board members.

The committee discussed the makeup of committees at similar transit authorities in Ohio and possibilities for structuring and outlining responsibilities in new TARTA committees.

Ms. Rife outlined the process for amending the Bylaws –

- Changes must be published in a newspaper or publication of general circulation for two consecutive weeks
- Vote of the board

Additionally, the Board may pass a resolution; however, a notice would need to be published for two weeks. The change would then be effective after the two-week publication period. If feedback is received it would be at the discretion of the board as to further action.

Mr. Thompson favors publishing the notice and inviting comment before the board takes action.

Further discussion ensued regarding process, structure and timeline. The concept will be discussed at the September board meeting and future meetings will be scheduled to continue work on the Bylaws.

Several items of note include the fact that the Bylaws have been in the same format since 1971 and an update would be beneficial and that the ability to create ad hoc committees will remain important in the future.

Mr. Woodcock requested action on changing Ms. Dunham's title from general manager to chief executive officer at the September board meeting with the two-week notice to follow.

Ms. Dunham asked that as the committee looks at revising the Bylaws, they consider the secretary-treasurer position as an appointee of the board. This would allow a representative of the board to play a more active role in the agency's financial transactions.

Ms. Dunham also would like the senior staff to report directly at the board meetings for a number of reasons including transparency, staff/board relationship building, and recognition of the team's good work.

Ms. Rife will research the Ohio Revised Code to ensure there are no limitations with regards to the duties a board member is permitted to do and report back to Ms. Dunham.

There was no other business to discuss and Mr. Woodcock made a motion to adjourn. Ms. Morrison seconded the motion. The motion passed unanimously and the meeting adjourned at 4:45 p.m.