



# Working together to plan for the future

## ITEM V-B

### EXECUTIVE COMMITTEE MEETING AUGUST 19, 2014 COMPASS, 1ST FLOOR BOARD ROOM MERIDIAN, IDAHO

#### \*\*MINUTES\*\*

**ATTENDEES:** Dave Case, Commissioner, Ada County  
Bob Henry, Mayor, City of Nampa  
Kathleen Lacey for Dave Bieter, Mayor, City of Boise  
Bryce Millar, Commissioner, Nampa Highway District No.1, **Immediate Past Chair**  
Garret Nancolas, Mayor, City of Caldwell, **Chair Elect**  
Charlie Rountree, Councilman, City of Meridian, **Chair**  
Jim Reynolds, Mayor, City of Eagle  
Steve Rule, Commissioner, Canyon County, **Secretary-Treasurer**  
Darin Taylor, Mayor, City of Middleton  
Dave Wallace for Sara Baker, Commissioner, Ada County Highway District, **Vice Chair**

**OTHERS PRESENT:** Nancy Brecks, Community Planning Association  
Kelli Fairless, Valley Regional Transit  
Megan Larsen, Community Planning Association  
Amy Luft, Community Planning Association  
Matt Stoll, Executive Director, Community Planning Association

#### CALL TO ORDER:

Chair Rountree called the meeting to order at 2:00 pm.

#### AGENDA ADDITIONS/CHANGES

Matt Stoll requested to add to the agenda Information/Discussion Item VI B. Status Report - Idaho Transportation Coalition.

Dave Case requested to add to the agenda Information/Discussion Item VI C. Status Report - Bike Share Project.

**After discussion, Darin Taylor moved and Dave Case seconded approval to amend the agenda as requested. Motion passed unanimously.**

## **OPEN DISCUSSION/ANNOUNCEMENTS**

Matt Stoll stated that Boise City Councilmember Elaine Clegg will serve as Mayor Bieter's alternate on the Executive Committee for the next 3 to 4 months.

## **CONSENT AGENDA**

### **A. Approve July 15, 2014, Executive Committee Meeting Minutes**

**Darin Taylor moved and Dave Case seconded approval of the Consent Agenda as presented. Motion passed unanimously.**

## **ACTION ITEMS**

### **A. Establish September 18, 2014, COMPASS Board Meeting Agenda**

Matt Stoll presented staff proposed Agenda items 1-16 for the regular September 18, 2014, Board meeting. Matt requested latitude to amend the agenda as appropriate.

After discussion, **Kathleen Lacey moved and Dave Case seconded approval of Agenda Items 1-11 and 13-16, as presented, and delay approval of Item 12 until after today's discussion by the Executive Committee of Agenda Item VI -A Discuss Governance Restructuring Proposal. Motion passed unanimously.**

After further discussion, **Jim Reynolds moved and Darin Taylor seconded to move today's Information/Discussion Agenda Item VI-A Discuss Governance Restructuring Proposal under Action Items as V-D to correct an error in the placement of the Agenda Item on the agenda. Motion passed unanimously.**

### **B. Approve COMPASS Support of Bike Safety Public Service Announcements**

Amy Luft presented a request for COMPASS to provide a financial contribution of up to \$10,000 to the Boise Police Department's bike safety media campaign, using cost savings from the FY2014 outreach and education budget.

After discussion, **Bob Henry moved and Steve Rule seconded to authorize staff to secure a written proposal detailing how many public service announcements will be aired during the media campaign for Executive Committee review at the September 16, 2014, meeting. Motion passed unanimously.**

Matt Stoll noted if the timing doesn't work to get the proposal and back to the Executive Committee for review in the needed time frame, staff will not go forward with proposal.

### **C. Approve Board Member Travel Request from Elaine Clegg to represent COMPASS at the AMPO Annual Conference, October 21-24, 2014, in Atlanta, Georgia**

Matt Stoll presented a travel request for Elaine Clegg's travel to represent COMPASS at the October 21-24, 2014 AMPO Annual Conference.

After discussion, **Garret Nancolas moved and Dave Case seconded approval of Elaine Clegg's travel request to attend the October 2014 AMPO Annual Conference as presented. Motion passed unanimously.**

## D. Recommend Governance Restructure Proposal

Matt Stoll reviewed the restructure proposal breakdown of the tasks for the Board of Directors, the Executive Committee, and Regional Transportation Advisory Committee, and a summary of proposed changes to the Joint Powers Agreement, COMPASS Bylaws and Standing Committee Bylaws.

Matt noted Councilwoman Clegg's concerns:

- Concerned about moving the Finance Committee's duties under the Executive Committee.
- Would like the committees or workgroups to have the opportunity to provide feedback on whether their charters should change, and how the new RTAC is referred to in the Bylaws.
- There should be an opportunity for the committees to make a recommendation to the Executive Committee or the full Board.
- Have the Executive Committee consider that the chartering process for the workgroups should be approved by the full Board, allowing that the Executive Committee could approve the chartering of a workgroup for emergency cases.
- It isn't stipulated in the joint powers agreement or the bylaws that alternates are allowed on the Executive Committee.

Dave Wallace said ACHD has two concerns:

- ACHD recommends retaining the wording that is struck out in Item 6.1.6 G. 7. "For the purpose of this section, population for countywide highway districts shall be sixty-five percent of their most current population estimates as adopted by the Board." It is a concern of ACHD General Counsel that the membership dues do not change based on Bylaw changes. Matt stated that dues will not change.
- Need to have legal review of the proposed changes.
- ACHD is concerned about what could be a removal of policy considerations from the Board itself. ACHD recommends if an Executive Committee decision is taken and there are two or more members who disagree with the decision that would be a trigger to bring that item forward for consideration of resolution by the full Board.
- Forward the suggested changes to the Board in principal and request conditional approval given that the Bylaws and Joint Powers Agreement would have to be modified before changes can be put in place.

Bob Henry:

- Recommends a 7-3 vote vs. 8-2 vote before taking an Executive Committee action item to the Board.
- The four changes being looked at currently are:
  1. Change number of Board meetings from 12 to 4 a year
  2. Finance Committee will be disbanded and merged into the Executive Committee
  3. TMA disbanded and merged into RTAC
  4. The remaining Standing Committees are disbanded and formed as workgroups
- If the Board agrees with those changes, the Bylaws and all those other things will start being modified.

Dave Case:

- Ada County has a good model in their joint powers agreement with the EMS and fire district that requires unanimous consent, which forces everybody to work together to negotiate an overall decision.

Garret Nancolas:

- Does the Joint Powers Agreement originally established by Ada Planning Association need to reflect when the Nampa Urbanized Area voted to join COMPASS as their metropolitan planning organization?
- According to the new Attachment 1, the Board of Directors' task is to complete the Executive Director's performance review. The Executive Committee's task is to conduct the performance review. Clarify to reflect what the policy says, so that there is no confusion about the responsibility for this task.
- Use VRT's restructure as the model for the restructure of COMPASS.
- In order for this to work properly, communication is essential. We do not want Board members to feel alienated or uninformed because of the change in structure. The one thing that can't happen is that Board members don't know about something because we didn't let them know.

Steve Rule:

- Agrees with merging the Finance Committee's duties into the Executive Committee, unless there is some procedural problem with not having a Finance Committee.
- Currently the Board approves contracts, "if the total amount of the contract exceeds \$50,000 and a bidder other than the lowest bidder is selected." Should this approval requirement be expanded? Note: This requirement is in the current Financial Policy.

Kathleen Lacey:

- Regarding the membership for cities under 25,000, it doesn't state that one should be a representative from Ada County and one from Canyon County. It has been a pro-forma, but should be formalized.
- The COMPASS responsibilities are a bit more broad and complex than the VRT responsibilities. Boise does have some concerns that the composition of the workgroups may not be broad enough if restricted to people who have the primary technical expertise in that particular subject; we may not get as broad of representation on an individual workgroup.
- Within the responsibilities for RTAC is their responsibility to update their political leadership, but RTAC itself may not receive all the information from the workgroups. There is some concern about how to assure that member staff gets enough information for our policy makers.
- There are times when expanding the Executive Committee minutes would be most helpful in informing the Board. And include any handouts provided at the Executive Committee meetings should be included with minutes when they are posted.

Charlie Rountree:

- In the Joint Powers Agreement there is no definition of the Executive Committee and it ought to be mentioned and defined in the Joint Powers Agreement if we are going to give that authority.
- In the Bylaws there ought to be a paragraph or a process about how the Executive Committee will communicate with the Board. Such as, the results of the Executive Committee meetings will be forwarded to them on a monthly basis; and certainly indicate in the Bylaws that they are open meetings for anybody.
- In the Bylaws regarding membership on the Executive Committee, one member needs to be the countywide highway district and one needs to be from a local highway district. Article 6, Section 2 (b) (7).

Kelli Fairless:

- In terms of the structure, it could be that any action of the Executive Committee would be ratified at the Board. If an emergency workgroup needed to be formed and the Board doesn't see the need, the Board could always disband it.
- VRT got Board agreement in concept for going forward with the changes and then brought the Bylaws back to the Board.
- Make sure that each of the Board members know they are part of the full Board. Be clear that the Board is still setting policy direction and that the Executive Committee is just acting on that policy direction. Have special meetings of the Board to clarify policy if needed.

After discussion, **Garret Nancolas moved and Darin Taylor seconded to recommend in concept these changes to the organization to the full board. Motion passed unanimously.**

## **INFORMATION/DISCUSSION ITEMS**

### **A. Status Report - Idaho Transportation Coalition**

Matt Stoll provided a status report on the Idaho Transportation Coalition's intent to take a transportation revenue enhancement package to the state legislature for the 2015 session. A proposal is being developed for COMPASS to work with the EDR Group for a study on the potential economic impact of a \$300 million per year investment into the transportation system upon the Idaho economy, and the potential impact on the economy if we do not invest \$300 million. The study could include a transit analysis for just Ada and Canyon Counties, but that analysis would not be part of the report submitted to the legislature.

After discussion, no objection was stated to Matt moving forward.

### **B. Status Report - Bike Share Project**

Kelli Fairless provided a status report on the Bike Share Project scheduled to begin in March 2015.

## **ADJOURNMENT**

**Darin Taylor moved and Dave Case seconded adjournment at 3:45 pm. Motion passed unanimously.**

**Dated this 12th day of September 2014.**

**Approved:**

**By: \_\_\_\_\_  
Charlie Rountree, Chair  
Community Planning Association  
of Southwest Idaho**

**Attest:**

**By: \_\_\_\_\_  
Matthew J. Stoll, Executive Director  
Community Planning Association of  
Southwest Idaho**