



## AMERICAN PUBLIC TRANSPORTATION ASSOCIATION





# **Governance Review Task Force**

**Listening Sessions**



# The purpose of the task force

- To review our experience with the APTA governance changes over a three year period as implementation progresses and make recommendations to the APTA Board of Directors
  - What did we expect?
  - What did we get?
  - Recommend adjustments

# Five key principles of governance changes



- Encourage a wider array of members in APTA's governance
- Strengthen the role committee leadership plays in governance
- Establish clear pathways to leadership positions
- Create a structure that would bring the best talent forward to lead APTA
- Provide for balance among transit professionals, transit board members, and business members in APTA's governance



# Changes to the Executive Committee

## ➤ Composition

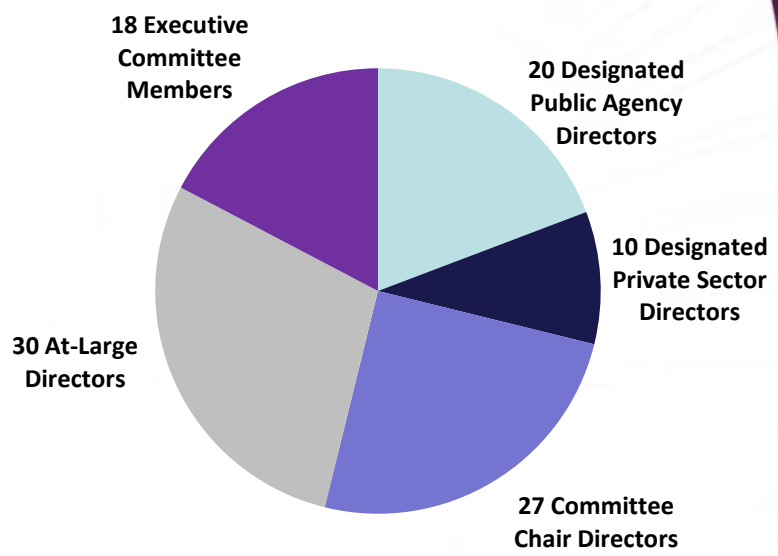
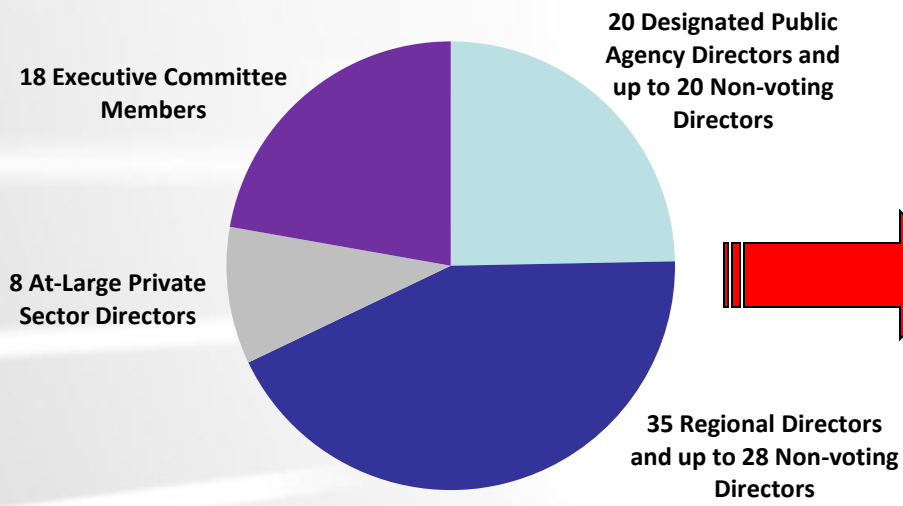
- 18 members
  - 4 Officers:
    - Chair
    - vice chair
    - secretary/treasurer
    - immediate past chair
  - 14 at-large members:
    - serve without portfolio



# Changes to the Board Of Directors

## Old Composition

## New Composition



**Voting Directors – 82\***  
**Non-voting Directors up to - 48**

**Voting Directors – 106\***

\*includes APTA president as voting member



# The designated committees

- Have a broad focus
- Carry out core APTA activities
- Bylaws standards
- Sunset review at least every 5 years



# The task force process

- Review each recommendation from
  - TransitVision 2050
  - Framework for the Future Task Force
  - Governance and Committee Structure Task Force
  - APTA governance functions
  - The Board's working group on its role in governance and its relationship with its executive committee





# The task force process

- What is working?
- What is partially working?
- What issues remain outstanding?



# Our findings

- Nothing is broken!
- Three areas require further attention
  - Nominations process
  - Committee structure and committee role in governance
  - Roles and relationship of the board and its executive committee

# Nominations process - Our first year recommendations



- Focus on recruiting and preparing candidates early – prior to the nominations process – to ensure a broad and diverse candidate pool is available for nomination
  - Personal directive from the Chair to the Board
- More rigorously assess candidates to ensure they are appropriate for the office
  - Early vetting of application information
  - Develop general guidance for the nominating committee
- Ensure nominating committees remain reflective of the diversity of the association

# Committee structure and role in governance – Our first year recommendations



- Establish a regular reporting structure for designated committees to the board
  - Formalize regular reporting by committees on the board collaboration page
  - Rotational committee reports – oral report at least once every two years
  
- Establish a forum for designated committee chairs to interact separate from the full board
  - First exploratory committee chair meeting – March 9, 2013, prior to the board meeting

# Committee structure and role in governance – Our first year recommendations



- Create a structure for committees to present policy issues to the board
  - Discuss template for discussion papers and pathway for presentation/approval with committee chairs
  
- Ensure non-designated committees have access to relevant designated committees to provide input on policy issues
  - Discuss process and structure with committee chairs



# Roles and Relationships of the Board and its Executive Committee – Our first year recommendations

- Attempt to hold a “retreat-type” event annually for the board
- Ensure the board agenda is structured to maximize discussion of substantive topics



# Future Issues for Task Force Discussion

- Timing of Chair, officer and member transition
- Sequence and timing of Executive Committee and Board of Directors meetings
- Continue review of the relative roles of the executive committee and board of directors
- Selecting highest dues paying business members
  - The task force and BMBG are working in concert to address this issue



# Discussion

- Are the recommendations appropriate as well as the course for action?
- Are there other areas the task force needs to focus on?





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