



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

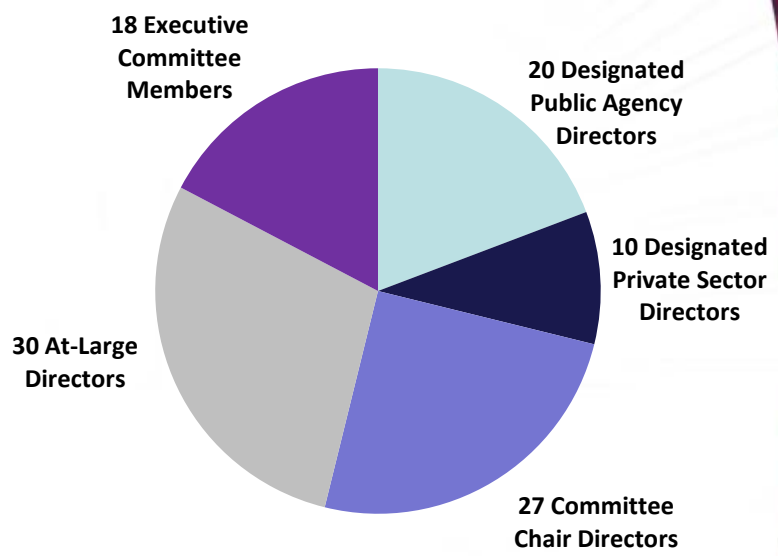
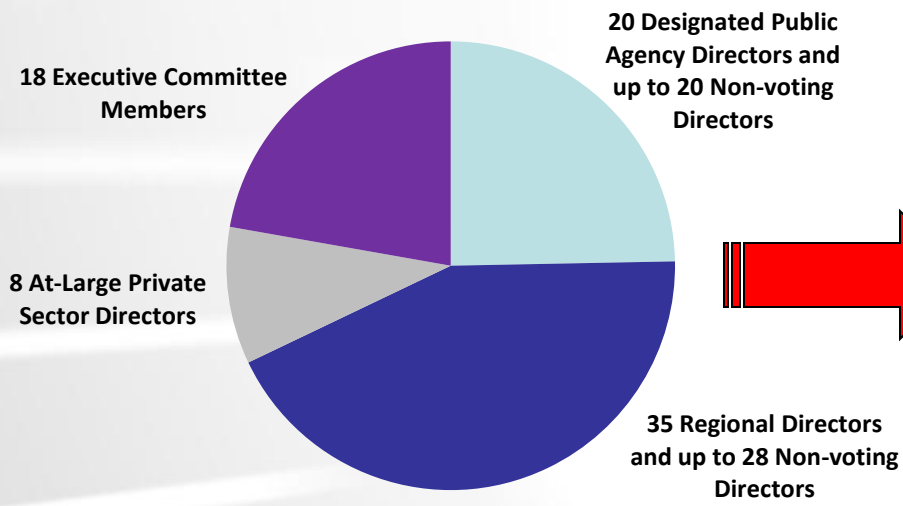
- 18 members
 - 4 Officers:
 - Chair
 - vice chair
 - secretary/treasurer
 - immediate past chair
 - 14 at-large members:
 - serve without portfolio



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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