

**American Public Transportation Association  
Business Member Board of Governors  
Sunday, October 12, 2014, 2:00 - 2:15PM  
Ballroom of the Americas – E  
Hilton Americas – Houston, TX**

**General Meeting and Election  
AGENDA**

- I. Welcome and Open General Meeting and Election **(Iannuzziello)**
- II. Call for Report & Presentation of Slate **(Iannuzziello)**
- III. Nominations Committee Report & Presentation of Slate **(Wochele)**  
*Attachment 1*
- IV. Call for Vote **(Iannuzziello)**
- V. New Business **(Iannuzziello)**
- VI. Motion to Adjourn Business Meeting and Election **(Iannuzziello)**

# American Public Transportation Association Business Member Board of Governors Meeting

Sunday, October 12, 2014, 2:00 - 2:15PM  
Ballroom of the Americas – E  
Hilton Americas – Houston, TX

## AGENDA

- I. Welcome & Introductions (*Iannuzziello*)
- II. Anti-trust statement (*Scully*)
  - a. *The cardinal rule in keeping an association's operations within anti-trust laws is that there should be no agreements – express or implied – which restrain the member's freedom to make independent decisions in matters that affect competition. Each member must be completely independent to set prices, establish production and sales levels, choose the markets in which he or she will operate and select his or her customers and suppliers.*
- III. Comments/Remarks from:
  - *Phil Washington*, chair, APTA and CEO, Denver-RTD
  - *Michael Melaniphy*, president and CEO, APTA
  - *Therese McMillan*, deputy administrator, Federal Transit Administration

	<b>AGENDA ITEM</b>	<b>ATTACHMENT</b>
IV.	Approval of Minutes (Rail Conference, June 2014)	<b>2</b>
V.	Report of the Chair Executive Committee & Board of Directors Meetings (Designated Committee Report)	<b>3</b>
VI.	FY 2014-2015 Carryover Budget ( <i>Srygley</i> )	<b>4 A&amp;B</b>
VII.	EXPO Overview ( <i>Wharton</i> )	

VIII. Leadership APTA Class of 2014

Executive Leadership Projects Presentations

**Change Your World: Transit Funding and the Grand Community Vision**

Project team: Eileen Rodriguez, team coordinator (MTA Long Island Rail Road); Bryan Smith (PARTA); Julie Norton-Dew (The Coast RTA); Ericka Mitchell (BART); Kimberly Proia (AECOM); David Springstead (MARTA).

Synopsis: How do you get policy makers and/or regional leaders to understand the importance of Transit in their region? What approach should you take to gain the support of influencers who can make transit part of the community vision? This project discusses the strategies and recommendations used by CEOs/GMs to prepare a plan that drives home this message to policy makers.

IX. **Committee Activity Reports (presented in meeting)**

Government Affairs committee (*Henke*)

Advocacy All Stars recognition (*Tynan*)

Small Business committee (*Williams*)

Business Development committee (*Wharton*)

Programs committee (*Bartosiewicz*)

Procurement committee (*Cornell*)

X. BMBG By-Laws Revision Proposal:

Size of the Board of Directors (*DiGiacomo/Green*)

**5A-C**

XI. New Business

- January 2015 BMBG meeting location (*Scully*)

**2015 Business Member Board of Governors Meetings:**

1. BMBG Annual Business Meeting, January, 26-28, 2015, Palm Beach, FL
2. Legislative Conference, Sunday, March 8, 2015, Washington, D.C.
3. Bus & Paratransit Conference, Sunday, May 3, 2015
4. APTA Annual Conference, Sunday, October 4, 2015, San Francisco, CA

All business members are invited to attend and participate in BMBG meetings.

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**AMERICAN  
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TO: APTA Business Members

FROM: Chuck Wochele, Chair *CRWochele*  
2014 BMBG Nominating Committee

DATE: September 2, 2014

SUBJECT: **NOMINATIONS COMMITTEE REPORT/NOTICE OF ELECTION**

The American Public Transportation Association's (APTA) Business Member Board of Governors (BMBG) Nominations Committee for 2014 is pleased to submit a proposed slate of nominees for your approval. The election will take place at the annual general meeting of the business members during the APTA Annual Meeting and EXPO on Sunday, October 12, at 2 p.m., in Ballroom of the Americas Salon D and E, at the Hilton Americas hotel in Houston. All APTA business members are welcome and encouraged to attend the meeting and election as well as the BMBG meeting which will immediately follow the election.

All the nominees identified below are proposed to take office at the close of the APTA Annual Meeting in Houston.

**Nominees for two-year terms as officers of the BMBG expiring in October 2016:**

Chair:		
Patrick Scully	Vice President Public Sector Sales and Marketing	Motor Coach Industries, Inc
First Vice Chair:		
Jeffrey Wharton	President	IMPulse NC LLC
Second Vice Chair:		
Huelon Harrison	Principle	Legacy Resource Group

**Nominees for two-year terms as members of the BMBG expiring in October 2016:**

John Barberis	Vice President	Transit Marketing Group
John Bartosiewicz	Executive Vice President	McDonald Transit Associates
Frank DiGiacomo	Vice President	Bobit Publishing Company
Freddie Fuller	Senior Account Executive	Cubic Transportation Systems, Inc.
Jack Martinson	Vice President	Faiveley Transport North America
Nick Promponas	Senior Vice President	First Transit, Inc.
Janet Rogers	Vice President	Stacy and Witbeck, Inc.
Rick Simonetta	Business Development Rail/Transit	The Burns Group
Paul Skoutelas	SVP & Market Leader Transit/Rail	Parsons Brinckerhoff
Paul Smith	Executive Vice President	New Flyer
Jim Srygley	Chief Executive Officer	S & A Systems, Inc.
Kevin Sudano	Vice President	RSM Services

Respectfully submitted by the APTA Business Member Board of Governors' 2014 Nominations Committee:

Chuck Wochele, Chair  
Helen Callier  
Buddy Coleman  
Joe Policarpio  
Eve Williams

*Executive Committee*

*Chair*  
Peter Varga

*Vice Chair*  
Phillip A. Washington

*Secretary-Treasurer*  
Doran J. Barnes

*Immediate Past Chair*  
Flora M. Castillo

*Members-at-Large*  
Christopher P. Boylan  
Ronald L. Epstein  
Joseph J. Giulietti  
Huelon A. Harrison  
Angela Iannuzziello  
Paul C. Jablonski  
Jeanne Krieg  
Crystal Lyons  
Reginald A. Mason  
Valarie J. McCall  
Gary W. McNeil  
Rosa Navejar  
Keith T. Parker  
Thomas F. Prendergast

*President & CEO*  
Michael P. Melaniphy

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**Business Member Board of Governors**  
**June 15, 2014**  
**MINUTES**

The meeting was called to order by committee chair Angela Iannuzziello. Present at the meeting were members Pat Scully, Jeff Wharton, John Barberis, John Bartosiewicz, Jeff Booth, Helen Callier, Buddy Coleman, Frank DiGiacomo, Freddie Fuller, Bob Gallant, Hugh Harrison, Raquel Olivier, Scott Laps, Janet Rogers, Stan Rosenblum, Rick Simonetta, Paul Skoutelas, Paul Smith, Jim Syrgley, Eve Williams, Rosa Navejar, Reggie Mason, Kim Green, Sharon Greene, Delon Hampton, Chuck Wochele and Alan Wulkan.

Business Members on the APTA Board of Directors present included Tyler Bonstead, Scott Sherin, Rich Amodei, Al Engel and Ken Shields.

Others present at the meeting included Peter Varga, Natalie Cornell, Crystal Lyons, Jerry Smiley, Ed Mortimer, Dave Hillock, Michael Schneider, Joe Gibson, Kevin Sudano, Jack Martinson, Jerry Premo, Jennifer Kalczuk, Ken Anderson, John Hollenhorst, Michael Jones, Adelee Le Grand, Jean Claude Aurel, Stan Grill, Gabriele Mack, Janna Starcic, Susan Park Rani, Kahlil Allen, Frank Martin, Alex Glenn, Brad Miller, Joe Farrell, Keith Britton, Bill Thomsen, and Tom Waldron.

APTA staff present included Michael Melaniphy, Rose Sheridan, Brian Tynan, Beverly Hill and Fran Hooper.

The APTA Anti-trust statement was read and the minutes of the March 2014 meeting were approved.

APTA Chair Peter Varga updated the members on issues related to APTA's financial sustainability and governance. He urged business members to work with their local transit partners to carry the message about the need for a new transit authorization bill to local members of Congress. APTA President and CEO Michael Melaniphy briefed the members on the events taking place in Montreal and thanked them for their participation and support.

In the chair's report she introduced Susan Rani the CEO of President, Rani Engineering who recognized as a Champion of Change in a ceremony at the White House and Greer Gillis who is Parsons Brinckerhoff's area manager in their Washington DC office, was also recognized at the White House ceremony. She also reported on actions at the Board of Directors meeting including the approval of the 2015 APTA budget which raises some conference fees but not membership dues, new financial compliance procedures and the establishment of a new finance committee for APTF that will focus on new financial procedures for the Foundation. She discussed the International Practicum on Funding and Finance and thanked the sponsors and the APTA and CUTA staff.

Reporting on the discussion of the development of the APTA Strategic Plan, Susannah Kerr-Adler noted that there would be a listening session at the conference. She said that she felt the current plan is OK but that it does not reflect lifestyle shifts that are occurring and that a survey about emerging trends and technology would be developed. The plan development process will also include outreach to other industry stakeholders and millennials. Reporting on the work of the BMBG Bylaws task force, Kim Green said that a paper on the pros and cons of changing the size of the BMBG has been developed and was being reviewed by the full task force and the fleshed out document would be sent the BMBG members well before the next meeting in Houston where it will be on the agenda.

Freddie Fuller gave the Business Members Government Affairs committee report. He noted that extensions of the transportation trust fund were expected but that predicting what Congress will do is not possible right now, that it is basically all about politics and the key issues is how to pay for continuing the program when the trust fund runs out in a couple of months. He also noted that Buy America percentage increases are included in the President's bill reaching 100% in 2019. APTA staff will be preparing a letter that members can use to explain the difficulties that the proposal creates and will assist business members in meeting with members of Congress that need to be reached on the issue. He also reminded member that advocacy is important for small businesses as well as large businesses. All companies need to meet with their legislators and tell them how much their firm relies upon federally funded transit projects.

The Small Business committee report was given by Eve Williams. She reported that the committee discussed the possibility of doing a Tech Bar at EXPO in the business member resource room using the talents of local students, particularly focusing on business apps, and providing them with opportunities to learn about careers in transportation. She also noted that the committee would be developing a long term plan at the next meeting. Delon Hampton commented that the committee's activities were too circumscribed and that they needed to be more tactical in their efforts or in the future small businesses will be in the same place as they are today.

Jeff Wharton reported on the work of the Business Development committee. He noted that very few business members have signed up for APTA's sustainability program, that a new working group is being formed to provide APTA staff with suggestions on how the international program can be enhanced and that the engineering education task force would be meeting to talk about deliverables and things that can be accomplished in this effort.

The Programs committee report was given by John Bartosiewicz. He noted that the business member session would take place at the rail conference on Monday morning at the rail conference and that they were trying to tie down a keynote speaker for the Annual Meeting in 2015 that could come from the Bay Area and talk about technology for public transit. Also related to the meeting in Houston he said that all the slots working on the business member booth were filled and that work on the new brochure was already in progress.

Natalie Cornell reported that the Procurement committee was working on the Procurement Handbook for GMs and CEOs was underway and that the writer is engaged. She also reported that the issue of Buy America and US content in bus and rail vehicles was needed to be addressed by the vehicle manufacturers and their major sub-suppliers with their Members of Congress and also with the Congressional leadership and that the committee will work to assist in this effort.

Chuck Wochele reported that the business member nominations committee was beginning its work. He said that nominations for officer positions and open seats on the BMBG will open on July 3 and close on August 18<sup>th</sup>. He also urged business members to develop an advocacy program at their company and to reach out to their congressional delegation to get the message out about the need for an authorization bill. The Chair requested members to let APTA staff know about their advocacy efforts and she noted the Infrastructure Week efforts that Parsons Brinckerhoff and URS had undertaken.

Jenifer Kalczuk provided the members with a presentation on APTA's marketing campaign. She highlighted the fact that all the materials can be adapted by APTA members for their use in marketing. She urged members to contact the APTA staff and members of the Marketing and Communications committee for how they could use the materials. Following the presentations members suggested that they should retweet the messages that APTA sends out and that when member companies post project updates on their websites they should also include links to the APTA marketing campaign.

Mike Smith from the APTA staff requested that business members submit major safety improvements that their companies have developed that have been implemented to enhance safety in bus and rail operations in the last 100 years. This effort to highlight safety is being celebrated at EXPO to acknowledge the 100 years that industry safety awards have been presented. The chair recognized Janna Starcic who produces *Business in Motion*.

The final agenda item at the meeting was a listening session to get member input on APTA's committee structure which was led by Paul Skoutelas. The members provided their own personal comments on their opinions on APTA's committee structure as follows:

- There are an awful lot committees and overlap between them. For example in the workforce development area the various committees don't have a clue what the others are doing. They don't leverage each other's work, don't communicate; cross collaboration is needed and they may, in fact, counter act the efforts of one another.
- There are too many committees and the committee structure is too complicated. What do other associations do?
- Another national association has subcommittees with a specific charge to accomplish and when that has been completed, the subcommittee is abolished.
- The 125 APTA committees are useful to the members that participate on those committees.
- The real issue here is the governance of the association and what role those committees play in association governance.

- Are the cross-cutting committees more or less effective than other committees?
- There is a very small subset of APTA committees that effect APTA governance and it's impossible to answer the question. Similar organizations look at each committee in a detailed review and determine if they should continue to exist.
- There needs to be roles and metrics (performance goals, objectives and outcomes) standards of performance developed for each committee. There is also a need for standards for committee members: we have a long list of members on some committee rosters and many of those members don't ever come to the committee meetings.
- We need to do a better job getting members to be involved and engaged in committees.
- In the past members of the APTA Executive Committee had a specific responsibility for working with specific committees. That was changed to eliminated silos but has actually resulted in a disconnect between the Executive Committee and the issues that need to come up to the Board of Directors and Executive Committee.
- The Governance Review Task Force can't decrease the number of committees because many people have to justify their travel to APTA conferences and coming to committee helps in travel justifications. In addition there needs to be more work done to improve communications within committees with overlapping responsibilities as well as the communications linkages between committees.
- When the High Speed Ground Transportation Association was abolished a new APTA committee was formed to cover the old organization's issues. There needs to be more focus on this market and the national public transportation focus needs to be less FTA-centric.

Following the listening session the Chair asked if there was any additional new business. Jerry Premo urged the members to submit nominees for the Eno Foundation Executive Leadership program, and noted that while it has been open to the private sector they have failed to take advantage of the excellent program in the past. Reggie Mason commented that it is an excellent program.

The meeting was adjourned.

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## **DESIGNATED COMMITTEE REPORT BUSINESS MEMBER BOARD OF GOVERNORS**

The Business Member Board of Governors (BMBG) continues to provide strong support for the Governance Review Task Force recommendation on Movement of Executive Committee members. The transition of public members moving to the private sector and vice-versa is problematic in maintaining the balance of the committees' representation as reflected in the APTA bylaws.

APTAs business members continue to have concerns about current Buy America issues. Bus and rail OEMs are monitoring the Administration's bill which would require annual increases in US content up to 100%. Additionally, they are developing a message about the potential impact of such a change including issues of increased costs and decreased quality. In Houston, vehicle OEMs and major subsystem suppliers will participate in a Buy America Transit Supply Chain Connectivity Forum which will connect transit OEMs with US-based suppliers that are interested in expanding into new markets. The forum is sponsored by the National Institute of Standards and Technology (NIST) Manufacturing Extension Partnership (MEP) and Federal Transit Administration (FTA) and will include panel discussions and presentations by OEMs and current transit suppliers and one-on-one conversations with the potential partners.

Two additional issues of interest:

- Facing a significant challenge in finding entry-level rail and transit engineers for current projects, APTA business members are reaching out to other organizations to find a way to increase the availability of engineering courses with rail and transit content. For a number of years there has been a two-day summer course for college and university engineering professors to encourage their use rail content that focuses on freight rail. We are exploring the possibility of developing a passenger and transit rail course.
- APTA's business members are completing an update to the Procurement Handbook for Transit General Managers and Senior Executives which was originally published in 2005 as a joint effort of the APTA Procurement Task Force, NTI and the FTA. The new version brings the document up to date and includes new procurement issues that have arisen. A companion piece to Transit Procurement A Guide for Transit Board Members which we updated in 2010, the new publication will be available in the Business Member Booth in the APTA Pavilion in Houston.

In closing I want to thank the APTA and CUTA staff for the outstanding International Practicum on Innovative Transit Funding and Finance. APTA's business members have been focusing on these issue at all APTA conferences for the last two years and we look forward to two additional sessions in Houston.

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*Attachment*

## **M E M O R A N D U M**

**TO:** Business Member Board of Governors  
APTA Business Members on the APTA Board of Directors

**FROM:** Jim Srygley, Chair  
BMBG Budget Committee

**DATE:** October 1, 2014

**SUBJECT:** FY 2014 Actuals and Proposed FY 2015 Revised Budget

Attached for your review is a report on FY2014 actual expenditures in the Business Member Activity fund budget and proposed revisions to the FY2015 approved budget to reflect the carryover of unexpended FY 2014 funds that will be expended in FY2015.

You will note on the report that actual member contributions in FY2014 were \$1,556 higher than estimated, and actual expenditures were \$328,674 lower than estimated, due to advocacy programs, development of reports scheduled for 2014 and workforce development initiatives that were not completed during FY2014.

While total expenditures in FY 2013 were lower than estimated, there were some costs that were higher than anticipated, in particular charges for a FY2013 report and a 2013 contribution for the transit referendum conference that got paid in FY2014 and costs for the June 2013 networking breakfast which also got paid in FY2014.

An amount of \$315,015 is recommended to be carried over to the FY2015 budget to cover the cost of projects budgeted in FY2014 that did not get completed but which are underway or are anticipated to be started this fiscal year. They include the following:

- Unexpended funds totaling \$223,688 are carried over for advocacy activities including funds for an advocacy consultant and special authorization activities; and \$60,000 for reports on international business models, PPP restrictions and private sector benefits of guaranteed funding have begun but have been finished.
- Additional unexpended funds that have been carried over include \$31,988 for a passenger rail engineering seminar for college and university faculty members that will be undertaken next summer in coordination with the freight

rail seminar that AREMA does in even years, \$19,879 for youth outreach and internships which did not get developed this year, \$20,000 for the update of the CEO handbook which was completed this month and \$19,460 to support international speakers at APTA conferences which was not spent last year.

As has been done in prior years, funding for the keynote speaker at the 2015 Annual meeting in San Francisco (which is in FY 2016) is included in the budget this year when it is anticipated that a commitment to a speaker will take place, but is deducted at the bottom of the fund statement.

The FY2015 ending balance for the Business Member Activity Fund in the proposed budget revision is \$15,762.

You will recall that at our January meeting California, we discussed the need to insure that the Activity Fund budget reflects the priorities that APTA's business members are focused on, and that the budget process for the FY2016 budget needs to be initiated earlier this year. In that regard the budget committee will work with the BMBG officers and committee chairs to insure that this takes place.

The Board's approval of the proposed revision to the FY2014 budget is recommended.

**AMERICAN PUBLIC TRANSPORTATION ASSOCIATION  
BUSINESS MEMBER ACTIVITY FUND  
FY 2014 - 2015 CARRYOVER BUDGET**

	<b>FY 2014 Approved</b>	<b>FY 2014 Revised</b>	<b>FY 2014 Estimate</b>	<b>FY 2014 Actual</b>	<b>FY 2015 Approved</b>	<b>FY 2015 Revised</b>
<b>REVENUE:</b>						
Beginning Fund Balance	96,927	309,836	345,364	345,364	71,547	401,777
Member Contributions	250,000	250,000	250,000	251,556	250,000	250,000
<b>TOTAL REVENUE</b>	<b>346,927</b>	<b>559,836</b>	<b>595,364</b>	<b>596,920</b>	<b>321,547</b>	<b>651,777</b>
<b>COMMITMENTS:</b>						
<b>Advocacy:</b>						
Advocacy Consultant/Business Voice Champion	50,000	110,000	110,000	1,312		108,688
Special Authorization Activities	30,000	105,000	105,000	50,000	50,000	105,000
Webinars/support for biz member auth activity	7,000	28,425	28,425	7,125	25,000	25,000
Transit Referendum Conference Sponsorship					10,000	10,000
Contribution to TRB 2014 Revenue/Finance Conf	5,000	5,000	5,000	5,000		
Bus Lumpiness Study		10,000	10,000	10,000		
International Business Models Synthesis		20,000	20,000			20,000
Report on PPP Restrictions	10,000	10,000	10,000			10,000
Private Sector Benefits of Guaranteed Funding	30,000	30,000	30,000			30,000
Additional Free Congress Foundation Rpt	25,000	25,000	25,000	15,000		
Street Cars and BRT					15,000	15,000
Transit and Real Estate II					30,000	30,000
Free Congress Foundation Report - 2015					15,000	15,000
Final payment for 2013 Bill Lind report				25,000		
2013 Transit Referendum Conference Sponsorship				10,000		
	157,000	343,425	343,425	123,437	145,000	368,688
<b>Programs/Events:</b>						
Legislative Breakfast	15,000	15,000	15,000	15,000	15,000	15,000
Bus Conference Reception	5,000	5,000	5,000	5,000	5,000	5,000
Rail Transit Conference Reception	5,000	5,000	5,000	5,000	5,000	5,000
Bus Conference Speaker	10,000	10,000	10,000	10,000	10,000	10,000
Rail Conference Speaker	10,000	10,000	10,000		10,000	10,000
Annual Meeting Speaker - Chicago	25,000	25,000	8,904	8,904		
Annual Meeting Speaker - San Francisco					40,000	40,000
EXPO -- Business Member brochure					5,000	5,000
EXPO -- B2B Networking Breakfast					20,000	20,000
EXPO -- International Reception					20,000	20,000
International Speaker Support	20,000	20,000	20,000	540		19,460
Subtotal	90,000	90,000	73,904	44,444	130,000	149,460
<b>Committee Activities</b>						
Speakers at BMBG Meetings	3,000	3,000	3,000	1,266	3,000	3,000
Update Market Trend Papers	8,000	8,000	8,000	995	8,000	8,000
Youth Outreach/Internships	20,000	20,000	20,000	121	30,000	49,879
Industry Workforce Development	25,000	31,988	31,988		25,000	56,988
Resource Room - Bus and Rail	4,000	4,000	4,000	1,781	3,000	3,000
Networking Breakfasts	8,500	8,500	8,500	11,909	6,000	6,000
Update CEO Procurement Manual	20,000	20,000	20,000			20,000
Subtotal	88,500	95,488	95,488	16,072	75,000	146,867
<b>Other:</b>						
Misc Expenses	1,000	1,000	1,000	1,190	1,000	1,000
APTF Scholarship	10,000	10,000	10,000	10,000	10,000	10,000
Subtotal	11,000	11,000	11,000	11,190	11,000	11,000
<b>TOTAL EXPENSE</b>	<b>346,500</b>	<b>539,913</b>	<b>523,817</b>	<b>195,143</b>	<b>361,000</b>	<b>676,015</b>
Costs to be expensed in 2016					-40,000	-40,000
Adjusted Expenses					321,000	636,015
<b>ENDING BALANCE</b>				<b>401,777</b>	<b>547</b>	<b>15,762</b>

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## **M E M O R A N D U M**

**TO:** Business Member Board of Governors

**FROM:** Frank DiGiacomo  
Kim Green

**DATE:** October 2, 2014

**SUBJECT:** BMBG Bylaws Review Task Force – Size of the BMBG

You will recall that we have had a continuing discussion about the size of the Business Member Board of Governors (BMBG) over the years. In 2013, the BMBG nominating committee suggested that the board be expanded from 25 to 28 members in light of the growing interest of business members in leadership positions in APTA.

That suggestion was discussed at the January 2015 meeting. Following that discussion BMBG Chair Angela Iannuzziello appointed a task force to gather information regarding the pros and cons of increasing the size of the board, to review the history of the size of the board and to report back to the BMBG at this meeting.

The task force has gathered the requested information, developing a concise set of pros/cons related to the issue of the size of the Board. In addition a paper that outlines the history of the issue including the changes to the board's membership over the years has been prepared.

The task force is sending out both documents for the full BMBG to review in preparation for a short discussion and vote at the Board meeting in Houston. If that discussion results in a majority of the BMBG members present at the Houston meeting voting to expand the size of the board, the issue would then be brought to the Annual meeting in January to officially change the bylaws. If the vote is to leave the size of the Board at the current level, no further action would be required.

Bylaw changes can only be voted on at the Annual Board of Governors Business Meeting, which takes place in January, and must receive a two thirds vote of the quorum present at that meeting.

attachments

## BMBG Bylaws Revision History

(with specific emphasis on Composition of the Board)

### January, 2014 BMBG Minutes:

Bylaws Committee: Frank DiGiacomo reported that that committee tabled the issue of expanding the size of the BMBG by four seats as suggested by the BMBG Nominations committee. He said that there are strong opinions on the issue and that the committee would develop a survey and provide a report for discussion at the October Meeting in Houston so that a decision could be made in a year. It was suggested that the BMBG chair appoint task force members to develop the argument for both sides. The chair said that she would appoint the task force soon.

### January, 2011 – MINUTES

The report of the Bylaws Committee was given by Frank DiGiacomo. He noted that a draft of the proposed bylaws changes was sent out on December 28, 2010 and was included in the agenda package provided in advance of the meeting. He reported that members provided some comments on the proposed changes which the committee considered and that some changes based upon those comments were provided in the meeting handout. It was moved and seconded that the revised bylaws as reflected in the handout be approved. The motion was approved and a copy of the adopted bylaws is attached to these minutes.

(The revisions included changes needed in light of the of APTA's new governance structure and other bylaws issues that had been discussed by the BMBG in the last couple of years including past chairs of the BMBG are voting members as long as they are working for APTA member companies, business members on the Executive Committee (EC) were made voting members of the BMBG during their term on the EC and all past chairs were made voting members, expanding the size of the BMBG membership, and if a company has more than one employee on the BMBG, the company will only have one vote.)

### January 2011 **ADOPTED REVISIONS TO THE BMBG BYLAWS**

#### **COMPOSITION OF BOARD**

The Business Member Board of Governors shall be made up of 25 elected members who shall be senior management officials of APTA Business Members in good standing representing the various Business Member categories. In addition, Past Chairs of the Business Member Board of Governors shall be voting members of the Board of Governors as long as they are senior management officials of an APTA Business Member in good standing.

The term of office for the 25 elected members shall begin immediately at the conclusion of the APTA Annual Meeting. The term shall conclude two years later immediately at the conclusion of that year's Annual Meeting. One half of the Business Member Board will become vacant each

year and will be subject to reelection to the Board of Governors according to section "ELECTION GUIDELINES." Thirteen members shall be elected in even years and twelve shall be elected in odd years.

Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.

With the exception of Past Chairs and any business member on the APTA Executive Committee, an APTA Business Member may only be represented by one employee on the Business Member Board of Governors. A member may be reelected to succeeding terms of office.

## January, 2006 – Minutes

In the Bylaws committee report Frank DiGiacomo presented four proposed changes for approval regarding revisions to the ELECTION, BUSINESS MEMBER REPRESENTATION ON APTA BOARD OF DIRECTORS, COMMITTEES and REASONS FOR DISMISSAL sections of the bylaws. ....

Kim Green noted that two of the changes were related to the recent APTA bylaws changes, that one of the issues resulted from the increased participation of business members in the various committees which has resulted in stronger committees, and that the final proposal was an affirmation to the industry of the importance of the Board's meetings and the need to participate in them.

In the discussion the members noted that proposal number 4 (REASONS FOR DISMISSAL) needed to specifically indicate that it applied to Past Chairs with voting rights. Concern was raised about the high standard that was being expected, that in the past attendance had played a role in the decisions of the Nominating Committee and that individuals could argue their case if it became an issue. It was moved and seconded that all four proposed amendments to the bylaws be approved. The motion was approved unanimously.

## January 2006 **ADOPTED REVISIONS TO THE BMBG BYLAWS**

### **COMPOSITION OF BOARD**

The Business Member Board of Governors shall be made up of 25 standing members who shall be senior management officials of APTA Business Members in good standing representing the various Business Member categories. In addition, the two most recent Past Chair of the Business Member Board of Governors (and of the Business Member Steering Committee) shall be voting members of the Board of Governors as long as they are senior management officials of an APTA Business Member in good standing.

Special Note: Current Past Chairs of the Business Member Board of Governors (and of the Business Member Steering Committee) serving on the Board shall remain as voting members as long as they remain senior management officials of an APTA Business Member in good standing. As future Past Chairs are replaced by the most recent Past Chair, the Past Chair being replaced will remain as a non-voting Ex Officio member on the Board. (adopted 1/95)

The term of office for the 25 standing members shall begin immediately at the conclusion of the APTA Annual Meeting. The term shall conclude two years later immediately at the conclusion of that year's Annual Meeting. One half of the Business Member Board will become vacant each year and will be subject to reelection to the Board of Governors according to section "ELECTION GUIDELINES." Thirteen members shall be elected in even years and twelve shall be elected in odd years.

With the exception of past Chairs, an APTA Business Member may only be represented by one employee on the Business Member Board of Governors. A member may be reelected to succeeding terms of office.

Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.

## January, 2004 – MINUTES

Frank DiGiacomo gave the report of the Bylaws Committee. It was moved and seconded that the BMBG bylaws be revised as follows:

The current text that reads "The Vice Chair - Research and Development, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office" shall be changed to read "Any Business Member elected to the APTA Executive Committee, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office."

The current text that reads "The slate of officers and Board Members, proposed by the BMBG Nominating Committee, shall be presented to the entire Business Membership by mail on or before each April 1st, as may be applicable" shall be changed to read "The slate of officers and Board Members, proposed by the BMBG Nominating Committee, shall be presented to the entire Business Membership by mail at least 30 days prior to the election"

The current text that reads "The Nominating Committee shall nominate Business Members to the Business Member Board of Governors. Except as provided in these Bylaws, all nominations to the Business Member Board of Governors shall be made by April 1st, and promulgated to the General Business Membership for voting at the APTA Bus Conference or Rapid Transit Conference." shall be changed to read "The Nominating Committee shall nominate Business Members to the Business Member Board of Governors. Except as provided in these Bylaws, all nominations to the Business Member Board of Governors shall be promulgated to the General Business Membership at least 30 days prior to the election at the APTA Bus Conference or Rapid Transit Conference."

The motion to amend the bylaws was unanimously approved.

January 2004 **ADOPTED REVISIONS TO THE BMBG BYLAWS**

### **COMPOSITION OF BOARD**

The Business Member Board of Governors shall be made up of 25 standing members who shall be senior management officials of APTA Business Members in good standing representing the various Business Member categories. In addition, the two most recent Past Chair of the Business Member Board of Governors (and of the Business Member Steering Committee) shall be voting members of the Board of Governors as long as they are senior management officials of an APTA Business Member in good standing.

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### January, 2003 – Minutes:

Frank DeGiacomo presented the Bylaws report, distributing a proposed amendment to the current bylaws regarding the ability of past chairs of the BMBG to vote at meetings. It was moved and seconded that the Bylaws Committee's suggestion to delete the special note paragraph in the Bylaws be adopted.

In the subsequent discussion members noted that in 1995 when the paragraph was adopted there was another dynamic -- the BMBG was struggling to get participation. Today participation is significantly stronger and the past chairs defer to the current members, that having the past chairs vote sends the wrong message, companies might not support travel of their members to meetings if they were not able to vote, that the past chairs involvement was important to provide a historic perspective, that most in most organizations the past chairs do not vote but that by asking BMBG past chairs to attend and participate sets up two classes of members, that this topic was the subject of a heated debate in 1995 and that the leadership was now taking a different position than they did then, that the proposed change was not sent out in advance of the meeting as required in the Bylaws, that the Bylaws say to discuss an item at one meeting and adopt it at the annual meeting, that others business members who are not members of the BMBG attend the meeting because they are interested in attending but can't vote, that APTA's bylaws do not provide for past chairs to vote when they are no longer the immediate past chair. Alan Wulkan called the question on the motion noting that voting on the proposal violates the Bylaws. Dave

Turney suggested that the Bylaws Committee also consider changing the requirement that the Bylaws be changed only at the Annual Business Meeting to permit changes at other meetings during the year. Following the discussion the Chair deferred any further discussion of the issue until the Annual Business meeting next January per the bylaws.

### January, 2002 Minutes:

Bill Lochte gave the Bylaws committee report. He noted that two issues had been raised this year. The first situation was when two individuals from different subsidiaries of the same parent company applied to serve on the BMBG and whether the Bylaws should be changed to address the issue. The committee recommended that no action be taken and that the Nominating Committee consider the issue in its deliberations. A second issue involved the attendance of past chairs -- particularly those that can't vote. It was noted that the two immediate past chairs were the only ones that could not vote and that their attendance had been good. The need to restrict the number of past chair voting was questioned and the need to revise the bylaws to reflect the change in the association's name was noted.

### January, 1999 Minutes:

Mr. Lochte gave the report of the Bylaws Committee and presented five recommendations: 1) the Committee recommended no change in the size of the Board, 2) the Committee recommended that there be no change in the current business sector designations for seats on the Board, 3) the Committee recommended that there be no term limits for service on the Board, 4) with regard to the site selection for the Annual Meeting of the Board of Directors, the Committee recommended that the Bylaws stipulate that the person who would serve as Chair at the meeting decide where it should be held, and 5) the Committee recommended changes in the Bylaws language regarding the Annual Meeting of the Board of Directors, the yearly meeting of the Business Members and the title of the Bus Conference. Mr. Macleod moved that the Board adopt the Committee's recommended language change in the Bylaws as follows: (Proposed new text is italicized and deleted text is underlined)

- A. The Business Member Board of Governors shall *hold its Annual BMBG Business Meeting meet* during the first quarter of each year at a site selected by the *individual who will serve as Chair at the meeting Board's First Vice Chair*. *Additional meetings of the BMBG will be held at each APTA Annual Meeting, Legislative Conference and at each either the APTA Bus Operations, Technology and Management Conference or the APTA Rapid Transit Conference, or as called by the Chair.*
- B. Notice of meeting agenda shall be provided to all at least fifteen days prior to the meeting.
- C. "Robert's Rules of Order" as revised, shall govern the conduct of all meetings.
- D. *A General Meeting of the Business Members will be held once a year, alternating between the APTA Bus Conference and the APTA Rapid Transit Conference. The agenda for this meeting will include consideration of the Nominating Committee's report and receipt of the report of the BMBG Chair.*

Mr. Zebinski seconded the motion and it was approved.

January 1999

## **ADOPTED REVISIONS TO THE BMBG BYLAWS**

### **COMPOSITION OF BOARD**

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The Vice Chair - Research and Development, if not a member of the BMBG, shall be a voting member of the BMBG during his/her term of office.

January, 1998 Minutes:

This meeting took place prior to my assignment to the BMBG and I do not have copies of these minutes. But I do have a copy of the BMBG bylaws changes that were adopted at that meeting. The composition of the board section in that document is below:

January 1998

## **ADOPTED REVISIONS TO THE BMBG BYLAWS**

### **COMPOSITION OF BOARD**

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## **Arguments in support of keeping the BMBG at its current size**

The following points should be considered in support of keeping the BMBG the current size:

- The BMBG is one of the most effective and highly respected Boards/Committees in APTA and the transit industry.
- A generally accepted principle is smaller boards are more effective than larger boards.
- The BMBG is not too small a board with approximately 34 members, including past chairs. This number will grow as the number of past chairs grow and Executive Committee members are added that are not elected BMBG members.
- Too often other boards have become too large and ineffective, virtually becoming “rubber stamps” for staff, as the desire to expand board size results in unintended consequences.
- Maintaining strict guidelines on the level of firm representation, and the balance between new and old members has made board membership very desirable.
- Due to the size of the Board, BMBG members have established close working relationships and add great value to APTA because the Board has represented the private sector with a unified voice.
- Participation in BMBG Committees continues to grow by non BMBG members and is seen as the pathway to Board membership. Expanding Committee participation is the key to maintaining a quality Board, not increasing the Board size.
- The BMBG has accomplished diversity while maintaining the current size. Participation by woman and people of color has not only grown on the Board but also in the leadership positions of the BMBG.
- Challenging the nominating committee to select the best of the best in the private sector for board membership is a strength not a weakness.
- The BMBG has had significant turnover and has continually added “new blood”.
- There is no evidence that adding a few more seats to the Board now results in more participation at BMBG events, which is at all-time highs.
- What is the “right” number to satisfy the concern that we should have a larger board? Is it three, five, ten and where do you stop?

If ever the axiom “If it is not broken don’t fix it” applies it applies to the BMBG. We can always make improvements to Board but increasing the size is not worth the risk.

## **Arguments in support of expanding the size of the BMBG**

The Associate Member Board of Governors started in 1984 with 24 members that represented 340 business members.

Today we have 922 business members and we have 25 BMBG members. Of course this does not include the past Chairs that now have a vote. Past Chairs were the ones that pushed for that by-laws change.

Adding 3 votes allows us to include more of the industry based on the business member growth and allows people that want to get more involved get the backing they need from the companies they represent.

Will adding 3 people to the BMBG really have any negative effect on the way we conduct business? We want more people involved in APTA and this is a good way to add some very good business member talent.

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To: Business Member Board of Governors  
Business Member on the APTA Board of Directors  
APTA Business Members

From: Patrick Scully, Incoming Chair  
Business Member Board of Governors

Date: October 12, 2014

Subject: BUSINESS MEMBER ANNUAL MEETING/RETREAT – JANUARY, 2015

I am pleased to announce that our annual business meeting/retreat will be held January 26-28, 2015 at the PGA National Resort & Spa in Palm Beach Gardens, FL. All APTA business members are welcome and encouraged to attend the meeting. It is especially important that business members on the Business Members Board of Governors (BMBG) and the APTA Board of Directors attend and participate in this forum. This will be my first meeting as BMBG Chair. I am looking forward to your input as we discuss issues of importance to our business members.

For our new members, this working meeting is planned each January as an important dialogue among our Business Members. In addition to the review of issues impacting the public transportation industry, it will provide time for networking and enjoying all that Palm Beach has to offer. You will receive more information as the agenda is further developed. I plan to maintain the tradition of inviting high-level stakeholders who are important to our business needs. These forums will continue to be opportunities to hear from important decision-makers and just as importantly, allow them to hear our perspectives.

We have chosen an ideal spot to accomplish our objectives. The Jack Nicklaus designed golf course is just one of the many amenities our meeting venue offers. Please visit the website for more information about our meeting facility at <http://www.pgaresort.com/>. As you will note, the resort has lots to offer non-golfers and spouses as well.

Our meeting registration process has been updated. This year we will be able to register for the BMBG on APTA's website as we do for all other APTA meetings and conferences. An update on registration and the meeting logistics will be issued shortly after the Annual Meeting. I look forward to seeing you in January, and to your active participation in our meeting.