



ATA SPECIAL BOARD MEETING AGENDA

June 20, 2018

Recommendations of the Personnel Committee:

- Staff Reporting-HR and Director of IS&T to the CEO
- Added IT Analyst 1 Position
- New Position of Reporting and Compliance Manager
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Strategic Plan 2018-2023

Updated By Laws

Board Responsibilities Resolution



ATA SPECIAL BOARD OF DIRECTORS MEETING MINUTES

June 20, 2018

A Special Board of Directors meeting was conducted on June 20, 2018 at the Authority's Regional Transit Facility, 44 Transportation Center, Johnsonburg, Pennsylvania.

The following members were present:

Rhett Kennedy, Chairman
Kenneth Wingo, Vice Chairman
Harry Whiteman, Treasurer
David Wolfe, Secretary
Richard Stover
William Setree
Richard Castonguay
Chuck Allen

The following were in attendance:

Anthony Viglione
Thomas Wagner, ATA Solicitor
Michael Imbrogno, ATA Chief Executive Officer
Coletta Corioso, ATA Chief Financial Officer
Dessa Chittester, ATA Chief Operating Officer
Valerie King, HR Manager
Debbie Addeo, ATA Administrative Secretary

Chairman Rhett Kennedy called the meeting to order at 10:31 a.m.

Debbie Addeo read roll call. John Todd, (McKean County) gave prior notification that he was unable to attend the meeting. Michael Galluzzi (Cameron County) was not present at the meeting.

Chairman Rhett Kennedy congratulated and presented Anthony Viglione with his gavel as outgoing Chairman of the Board at ATA.

Michael stated a Personnel Committee meeting was held a week ago, and the following are recommendations that came out of the meeting.

Recommendations of the Personnel Committee:

- **Staff Reporting-HR and Director of IS&T to the CEO**

Michael said that many years ago the Human Resource and IS&T positions started out in the accounting/fiscal department. Initially HR dealt with payroll and benefits, and computers started generating reports out of the fiscal department. With the growth of ATA, both functions grew and more reporting was done directly to the CEO. Michael stated that it was time to recognize this and that was the recommendation made to the committee.

With no further discussion, a motion to accept this recommendation to have the Human Resource Manager and the Director of IS&T report directly to the CEO was made by Richard Castonguay. Harry Whiteman seconded the motion with all Board members in favor.

- **IT Analyst 1 Position**

Michael stated that Jeremy Dorsey was hired as Analyst 1, and advanced to Analyst 2 to support the growing advancement in the technology deployment undertaken at the Authority. Jeremy then advanced to be the Director of IS&T with the passing of Mike Trunzo. Gary Parks was hired as Analyst 1 for the IT Department. James McDonald worked as a consultant for many years with Mike Trunzo. James has since limited his hours here at ATA. With the Fixed Route Intelligent Transportation System (FRITS) being implemented within the next 18 months, along with raw data verification used to create reports, Michael recommended to the committee that this will require an addition of another staff person, that being a second IT Analyst 1 position.

With no further discussion, a motion to approve adding the IT Analyst 1 position was made by Chuck Allen. Richard Castonguay seconded the motion with all Board members in favor.

- **New Position of Reporting and Compliance Manager**

Michael stated this new position, the Program and Compliance Manager would be responsible for performing a variety of activities necessary to insure both programmatic and fiscal compliance, and would be required to be up to date with all requirements pertaining to the programs offered by ATA to its eligible riders. These programs include the Free Fare Transit Program, Shared Ride Program for seniors, Shared Ride Program for PWD, the MATP Program, and agency

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contracts. A job description was presented to the committee members at the Personnel Committee meeting for their review and comment. With no further discussion, a motion to approve adding this new position, Program and Compliance Manager was made by Kenneth Wingo. Harry Whiteman seconded the motion with all Board members in favor.

Strategic Plan 2018-2023

A Draft copy of the Strategic Plan 2018-2023 was sent out to the Board Members for their review and comments. Michael stated that this is a plan that can be amended monthly.

Kenneth Wingo made a couple suggestions. He stated under **VALUES**. It states:

- Loyalty to the ATA Mission, its employees and customers. Change to:
- **Loyalty to the ATA Mission, its customers and employees.**

And then add another bullet stating:

- **Honesty in all business dealings.**

Michael stated that if there were no objections that would be added in.

Rhett Kennedy asked if there were any other comments or recommendations regarding the Strategic Plan.

Rhett Kennedy made a request that we review the progress of the Strategic Plan either at board meetings or the annual meeting.

With no further discussion, a motion to approve the Strategic Plan 2018-2023 as modified by Kenneth Wingo, and knowing that it's a living document that will be updated as we progress through the five-year plan was made by David Wolfe. William Setree seconded the motion with all Board members in favor.

Michael stated the plan will be modified and the final document will be passed out to the Board.

Updated By-Laws

A copy of ATA's current By-Laws with Michael's proposed revisions, additions and recommendations was sent to Tom Wagner for his review and recommendations. After a thorough review by Tom, he reformulated the by-laws to be consistent with ATA's actual practice. At Tom's request a red-lined draft copy with all revisions was sent out to Board members for their review and comments.

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After a brief discussion regarding the additions and revisions made to the ATA By-Laws, and after the Board's review of them, a motion to accept the updated By-Laws was made by Richard Castonguay. Richard Stover seconded the motion with all Board Members in favor.

Board Responsibilities

Rhett Kennedy stated there is one resolution that needs to be presented and adopted by the Board. *(A copy of the resolution was sent out to the Board for their review.)*

RESOLUTION #7-2018 – Resolution of the Board of Directors of the Area Transportation Authority of North Central Pennsylvania to Establish and Confirm the Responsibilities of the Members of the Board of Directors.

Whereas , the Board of Directors of the Area Transportation Authority of North Central Pennsylvania ("ATA") seeks to ensure that Board Members understand the role they play with regard to the operation of the Authority, and

Whereas, the Board also seeks to acknowledge the unique role that a Board Member plays with regard to responsibilities to other Board Members and to the Authority, and

NOW THEREFORE, the Board of Directors adopts the following Resolution as to the duties and responsibilities of Board Members of ATA.

1. Duties. The Board of Directors (or "Directors") understands that ATA is a municipal corporation, governed by the Municipal Authorities Act of 1945, P.L. 382, as amended, and therefore operates subject to certain rules and regulations imposed by the Commonwealth, which at a minimum, includes the responsibility for governmental operation to minimum standards and requirements for underlying municipal entities. As "Members" appointed to a Board of Directors for such a municipal entity, the "Members" of the ATA Board of Directors understand that they must perform certain duties and exercise a certain standard of care. In keeping with this purpose, the Directors recognize that Pennsylvania Law dictates certain duties for boards of municipal entities. Based upon ATA's Bylaws, ATA's errors and omission coverage and duties of care under law for "Members", the Board of Directors acknowledges and accepts as follows:

- A. Duty of Care. Board of Directors must discharge their duties in good faith, in a manner that the "Member" reasonably believes to be in the best interest of the Authority and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Such duty requires, among other things,

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using reasonable judgement when reviewing Authority-related information, and relying upon the professional staff and consultants of the organization for advice in specialized areas of business.

- B. Duty of Loyalty. “Members”, staff and consultants must always perform their duties in good faith with the best interests of the Authority and its mission, vision and values in mind. This means that Members must not seek to derive private gain from business transactions with the Authority nor advance their own interests, or other institutional or governmental interests at the expense of or in any manner that is detrimental to the Authority. Members understand that a breach of this section could create corporate or personal liability. Although individual Board Members are appointed by the County Commissioners of the county in which they reside, they are not appointed merely to represent their appointing counties. Rather, Board Members owe their first duty of loyalty to the mission of ATA to serve all of its constituent counties as uniformly as reasonably possible.
 - C. Duty of Obedience. “Members” must be true to the ATA’s goals and purposes as stated in the articles of incorporation and Bylaws. Each Board Members must be faithful to the ATA’s Mission and ensure that all Board actions are taken consistently with the ATA’ governing documents and Pennsylvania Law. Such a duty includes recognizing the purposes of any gifts, grant, and funding stream(s) provided to the Authority, and acting in accordance with the purpose of such, gift, grant or funding source.
2. Conflicts of Interest. Board Members are subject to the provisions of the Pennsylvania State Ethics Act. In addition, Board Members must avoid the appearance of impropriety and real or perceived conflicts of interest. This conflict extends beyond the usual financial conflict of interest definition and extends to conflicts involving the use of Member status for personal pandering, political recognition, or promoting institutional gain.
 3. Rights of Board Members. Board Members understand they have a right to receive complete and accurate information reasonably necessary to discharge their duties. They also have a right to discuss and ultimately disagree with actions taken at meetings. Board

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Members have all of the rights granted them by virtue of the incorporating statute and the ATA's Bylaws.

4. Purpose Statement. The "Members" acknowledge and agree that they have reviewed the purpose statement for the ATA as outlined in the Bylaws for the Authority and will carry out the duties set forth in this Resolution in keeping with said purpose statements(s).
5. Participation. "Members" understand that as a part of their duties set forth in Section 1 of this Resolution, they must actively participate in the Authority through the attendance at meetings, the evaluation of meeting materials, the review of minutes, and general knowledge of the work of the Authority.
6. Fiduciary Responsibility. The duties and responsibilities in this document include ensuring that Members understand the importance of grant funding and local match which provides much of the financing for the Authority. The Members should be informed of the adequacy of cash flow, availability of reserves, and a general statement of income and expenses such as provided in a standard-issued Treasurer's Report. The Members should also insure that necessary professionals, such as auditors, are in place to ensure that ATA operates in a fiscally and legally proper manner.
7. Governmental Purpose. "Members" understand that the Authority has been created for a governmental purpose and, in so doing, shall abide by the regulatory requirements for public monies obtained by the ATA and the rules and regulations governing the expenditure of those monies.
8. Indemnification. The Bylaws of the Authority include provisions for the indemnification of Board Members. The Board understands that in many instances, however, insurance coverage for the ATA may determine coverage for actions of Members or the Authority generally. However, to the extent possible, ATA shall endeavor to ensure the indemnification of its Board Members. However, Pennsylvania Law seeks to ensure that Members understand that indemnification is not possible for the following actions:
 - A. The Members' performance or non-performance of the duties of the office of the Member, including any committee of the Board on which the Member may serve, is not in accordance with the standard of conduct set forth in the Pennsylvania Law; and
 - B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

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- C. Indemnification of Members shall not apply to:
1. The responsibility of liability of a Member pursuant to any criminal statute;
 2. The liability of a Member for the payment of taxes pursuant to local, state or federal law.

Michael stated that this resolution came about from a recent SAFTI meeting that he attended, and it was recommended that this policy be put into place. Michael stated that Tom was sent a copy of this resolution for his review and modifications were made by him.

With no further discussion, a motion to approve Resolution #7-2018 was made by Kenneth Wingo. Harry Whiteman seconded the motion, with all Board members in favor.

Michael thanked Tony for his time serving as Chairman and providing leadership to ATA.

Tom Wagner stated that the recently passed By-Laws provide for the appointment of Director Emeritus. The Board asked Anthony Viglione if he would like to continue to be associated with ATA as an advisor. Anthony Viglione stated that if he could help the organization he would be more than happy too.

A motion to appoint Anthony Viglione as Director Emeritus was made by Kenneth Wingo. William Setree the motion, with all Board members in favor.

At 11:53 a.m. with no further business a motion to adjourn the meeting was made by David Wolfe. Harry Whiteman seconded the motion, with all Board members in favor.