



**Report of the Meeting
of the
Board of Trustees of the Utah Transit Authority (UTA)
held at UTA FrontLines Headquarters located at
669 West 200 South, Salt Lake City, Utah
March 22, 2017**

Board Members Present:

Robert McKinley, Chair
Sherrie Hall Everett, Vice Chair
Jeff Acerson
Cortland Ashton
Keith Bartholomew
Necia Christensen
Karen Cronin

Babs De Lay
Charles Henderson
Dannie McConkie
Bret Millburn
Brent Taylor
Troy Walker

Board Members Excused/Not in Attendance: Greg Bell, Jeff Hawker, Michael Romero

Also attending were members of UTA staff, as well as interested citizens and media representatives.

Welcome and Call to Order. Chair McKinley welcomed attendees and called the meeting to order at 1:37 p.m. with eleven voting board members present. The board and meeting attendees then recited the Pledge of Allegiance.

Safety Minute. Chair McKinley yielded the floor to Dave Goeres, UTA Chief Safety, Security & Technology Officer, for a brief safety message.

General Public Comment Period. In-person public comment was given by George Chapman.

Resolution: R2017-03-01: 2016 Performance Report.

Presentation of Item. Jerry Benson, UTA President/CEO, delivered a presentation on the agency's 2016 performance, covering progress on reforms, general accomplishments, financial performance, and performance against board goals.

Public Input. One comment was received online and was read in the meeting by Robert Biles acting in his capacity as secretary of the board. In-person comment was given by George Chapman.

Trustee Millburn joined the meeting at 2:17 p.m.

Board Discussion and Decision/Action. Chair McKinley asked if any trustees had a reason to recuse themselves from discussing or voting on this item. No trustees indicated any conflicts. Discussion ensued. Questions were posed by the board and answered by Mr. Benson. Trustee Bartholomew requested time at the board retreat to discuss metrics that favor the agency's values. Trustee Henderson expressed concern with awarding the partial percentage recommended by staff on the revenue goal. A motion to approve the resolution was made by Trustee De Lay and seconded by Trustee Walker. Further discussion ensued. Trustee Henderson proposed that the motion be amended to approve the resolution replacing the partial completion on the revenue goal with the percentage of actual revenue awarded in 2016. Trustee De Lay agreed to amend her motion. Trustee Taylor expressed opposition to UTA's performance incentive program. Chair McKinley counseled Trustee Taylor that his concerns about the performance incentive program would be better addressed at the retreat because the program itself is "not being reviewed at this point." He said the question at hand is what percentage should be applied to the 2016 performance incentive program already approved. Trustee Taylor stated that he would like to provide his rationale for a substitute motion. He then expressed concern with hiring lobbyists. Chair McKinley interjected that a discussion on lobbyists was not relevant to the current topic and asked Trustee Taylor to restrict his comments to the performance incentive program. Trustee Taylor opined that ridership should be a major factor in performance incentive awards and also mentioned discomfort with the points awarded for public trust and asked that the factor be reconsidered. He expressed further discomfort with the "size and scope" of the performance incentive program. Trustee Taylor made a substitute motion to eliminate the performance incentive program for 2016 and in the future. There was no second on the motion and Chair McKinley declared the motion dead.

More discussion ensued. Trustee De Lay requested additional information on the performance incentive program in the future. Chair McKinley indicated the performance incentive program is part of the board's upcoming workshop agenda. Mr. Benson stated that the executive team is doing a thorough review of UTA's compensation program generally and requested the opportunity to present a newly aligned compensation program to the board later in the year. An amended motion to approve resolution with an accomplishment award of 77.7 percent from an available amount of \$914,435.86 was made by Trustee De Lay and seconded by Trustee Walker. The motion carried by majority consent with one nay vote from Trustee Taylor.

Presentations/Informational Items.

2017 Risk Assessment Process. UTA Chief of Internal Audit Riana De Villiers delivered a presentation on the internal audit risk assessment process including internal audit responsibilities and plan development.

Public Hearing Report – April Change Day. A report on the April Change Day was given by staff. UTA Regional Manager of the Mount Ogden Business Unit Eddy Cumins covered two route changes in Davis County, UTA Public Hearing Officer Erika Shubin summarized public outreach on the changes, and UTA Civil Rights Compliance Officer Andrew Gray reviewed the Title VI analysis. During the presentation questions were posed by the board and answered by staff. Trustee Taylor requested that the current version of the presentations given in board meetings be included in the packet.

Closed Session. Chair McKinley indicated that a change was needed to the order of the agenda and asked for a motion to go into closed session to discuss matters related to pending litigation. A motion to move into closed session was made by Trustee Christensen and seconded by Trustee Millburn. The motion was approved by unanimous consent and the board moved into closed session at 3:27 p.m.

Open Session. A motion to return to open session was made by Trustee Millburn and seconded by Trustee De Lay. The motion carried by unanimous consent and the board returned to open session at 4:43 p.m.

Action Taken Regarding Matters Discussed in Closed Session.

Legal Agreement. A motion to approve the agreement as presented during closed session was made by Vice Chair Everett and seconded by Trustee Bartholomew. The motion carried by majority consent with one nay vote from Trustee Taylor.

Trustee De Lay left the meeting at 4:46 p.m.

Board Member Event Participation. Chair McKinley asked that this item be deferred to the April agenda in the interest of time.

Board Workshop Pre-Work and Milestone Timeline of Activity. Trustee Henderson asked trustees to visit with their appointing authorities and use the questions outlined in the meeting packet to prompt a dialog. He encouraged trustees to engage in and complete the pre-work in order to maximize the time available during the board workshop. Trustee Henderson asked if any trustee had an objection to forming a strategic plan with a horizon of 20 years. No objections were raised.

Utah Legislative Session Overview. Chair McKinley asked that this item be deferred to the April agenda in the interest of time.

Items for Consent. Consent items were comprised of the following:

- Approval of February 22, 2017 Meeting Report
- Title VI Equity Analysis of April Service Changes
- CEO Performance Plan

A motion to approve the consent items was made by Trustee Christensen and seconded by Trustee Walker. The motion carried by unanimous consent.

Other Business.

Board Process Policy 4.4.1 – Actual and Potential Conflicts of Interest. This item was deferred to the April agenda.

SB174 Legislative Task Force Appointment. Chair McKinley stated that during the legislative session SB174 was passed. One of the provisions of the bill sets up a legislative task force to review governance of the state's transportation agencies and UTA was given one appointment. Chair McKinley recommended Trustee Millburn to represent the agency on the task force. No motion was required on this item, but the board voted to affirm the appointment by majority consent with ten aye votes and one abstention by Trustee Millburn.

Adjournment. The meeting was adjourned at 4:55 p.m. by motion.

Transcribed by Cathie Griffiths
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[Video](#) and [audio](#) recordings of this meeting are posted online.