



**Green Mountain Transit Board of Commissioners Special Meeting Minutes
November 10, 2020 – 10:00 a.m.
101 Queen City Road, Burlington VT 05401
Virtual Meeting via Zoom Meetings**

The mission of GMT is to promote and operate safe, convenient, accessible, innovative, and sustainable public transportation services in northwest and central Vermont that reduce congestion and pollution, encourage transit-oriented development, and enhance the quality of life for all.

Present:

Commissioner Waninger
Commissioner Wallis
Commissioner Baker
Commissioner Sharrow
Commissioner Spencer
Commissioner Dimitruk
Commissioner Kaynor
Commissioner Polyte
Commissioner Gallagher
Commissioner Derenthal

Commissioner Bohne
Jon Moore, General Manager
Jamie Smith, Dir. of Planning and Marketing
Trish Redalieu, Director of Human Resources
Nick Foss, Director of Finance

Absent:

Commissioner Krohn
Commissioner Pouech

Open Meeting

Commissioner Waninger opened the meeting at 10:03AM.

Adjustment of the Agenda

None

Public Comment

None

Role of the Board Presentation & Discussion

Commissioner Waninger gave a brief introduction on the role of the board document provided by Commissioner Wallis. The goal of the day was to have a production conversation on the role of the GMT Board commissioners.

Commissioner Derenthal asked what kind of company GMT is? Commissioner Waninger said that GMT is a municipality under state law, with a state charter.

Commissioner Wallis began by talking about the packet she shared with other commissioners. She said this was just a reference document that Board members



may find useful in the future. Commissioner Wallis asked Commissioners to introduce themselves and to state what they hoped to get out of the session today.

Commissioner Sharrow: Has served on the board for 6-8 years. He was hoping this would be a refresher of the roles and responsibilities of the Board.

Commissioner Bohne: Has served for 4 years, but has history with GMT as the interim General Manager. He hopes that this is an opportunity to get everyone on the same page. He talked about the fiduciary responsibility of the board.

Commissioner Spencer: Has served on the board for 20 years. He hopes to discuss the next chapter of GMT.

Commissioner Waninger: Has served on the board for 11 years. She is hoping that there is a true discussion about how we see the role and weather commissioners see their role on this board differently than other boards they serve on.

Commissioner Buermann: Has served on the board for 7 years. He hopes to discuss the balance between micro-managing and letting the GM do his work with Board trust. How involved do we need to be and when do we need to get more involved?

Commissioner Derenthal: Has served on the board for a short time. He is hoping to understand the high level of how does GMT do business. What is the line between how the board sets policy and how does the GM run with that policy.

Commissioner Gallagher: Has served on the board for 1 year. She hopes to discuss the effectiveness of the board moving forward because they have taken the time to improve relationships through events like this.

Commissioner Dimitruk: Has served on the board for 25 years (some incarnation of the board prior to GMT). She hopes to have the opportunity to have good conversation when not rushed through an agenda.

Commissioner Polyte: Has served on the board for almost 2 years. She hopes to understand how the GMT Board can support the work of the employees without adding more work, and she hopes to understand how to be more collaborative with staff. She hopes this understanding will help Commissioners be more effective in committees and to reduce redundancy.

Commissioner Kaynor: Has served on the board for 6 years. He shared his history as a GMT passenger and public transit advocate.



Commissioner Baker: Has served on the board for 4 months. His first priority to really get to know the other Board members as well as to have clarity on the role of the board versus the role of the GM/staff.

Commissioner Wallis: Has served on the board for a few years. She is hoping for a lively and engaged discussion as the board moves through the issues of the organization.

Commissioner Wallis began with an observation that the role of the board has gone from being very involved at times to focused on more high-level details. To begin the conversation, she asked other Commissioners what policies does the board generate versus what policies are driven by the staff? Commissioner Bohne said that because of the strong committee structure, the GMT Board of Commissioners are able to get very involved at a committee level. This allows the committees to help form policies. He mentioned that staff support really drives the process. Commissioner Wallis asked how Commissioners should decide which policies fall to the board and which ones fall to the General Manager? Commissioner Bohne said that it is pretty enshrined in the policies how the authority structure should work. For example, in the Capital Budget policy, there is some language that says when the staff has authority from the GMT Board of Commissioner to make some changes and when the Board of Commissioners has to make changes. Each policy is unique. Commissioner Sharrow said in policies like the safety plan, it is the role of the GMT Board of Commissioners to give direction and authority to the General Manager and staff.

Commissioner Dimitruk echoed that the Committee structure is very important in forming policies and a policy that hasn't gone through a robust committee process typically ends up back to a committee for review or revision.

Commissioner Kaynor said as a municipality, he sees the role of the GMT Board of Commissioners being more like a select board and the General Manager role is similar to a Town Manager. The Board of Commissioners sets the policy and the direction and doesn't get involved in the minutia. He believes that there was some feedback post-strike that the GMT Board of Commissioners isn't involved with the full staff and they just receive their information through the General Manager, since then the Board has tried to be more inclusive without micro-managing the organization. He has always been supportive of the General Manager communicating outward.

Commissioner Spencer said that he hopes that GMT policies would be on the website at some point soon so that the approved policies are front and center. This will help focus decisions and will allow the GMT Board to be a more informed.



Commissioner Wallis agreed and said that a successful board is an engaged and informed board. She noted that many people talked about policies in a more reactive sense. In non-profit organizations, the Board is typically more focused on setting policies and strategic direction for the organization. Commissioner Kaynor said that it is a critical role of the GMT Board to set strategic planning goals and then work with the General Manager to implement.

Commissioner Polyte feels the strategic planning focus is the most important role of the GMT Board. She talked about needing to understand the parameters in which the planning will focus, for example working within the union contract. That has been a challenge for her in her time on the Board; not fully understanding the parameters.

Commissioner Derenthal asked if GMT has a defined mission statement on top of the Charter? Commissioner Kaynor showed Commissioner Buermann said that there is an existing mission and a strategic plan is in the works. He noted that the main differences between a non-profit board and a municipal board is, a non-profit really drives an organization in terms of the mission statement and the municipal board relies heavily on staff to drive the mission.

Commissioner Wallis asked what obligation do board members have to educate themselves in transportation and public transit? Mr. Moore did mention that there is a Board Orientation packet that includes some information about federal grants. [While Mr. Moore was speaking, Ms. Smith posted the Orientation packet on the Board of Commissioners page]. Commissioner Kaynor noted that the orientation packet is really a minimum of what members should know. Some Board members have roles outside of GMT that allow them to focus on more specifics. Each member brings different experience. He noted that it would be helpful for Board members to share trade articles and possibly attend conferences to learn more.

Commissioner Spencer echoed what others were saying and noted that the orientation has a Board job description that talks about professional development. He also encouraged other Board members to attend trainings if possible. He noted that this a great opportunity to work with the strong leadership team and the Strategy Committee to really focus the organization in the next direction.

Commissioner Wallis asked what the role of the full board in setting the parameters of the strategic vision given that there is a committee focused on that vision? Commissioner Buermann talked about the strategic planning process and said that they committee is trying to make the process interactive with the full board. Commissioner Wallis asked if there was a better way to structure the board packets to allow Commissioners to better understand what their focus should be?



Commissioner Kaynor felt that the board packet was sufficient and noted Board members should understand what items to focus on and what items to skim. He noted that a lot of this is determined by the committee you are on and what your focus has been at that committee. Commissioner Baker agreed that he didn't want to lose the information in the packet, but he does feel that structuring their time is important. For example, they shouldn't be focusing time on items that Board members can read on their own so they can focus on items like Strategic planning.

Commissioner Polyte agreed that sometimes the Board Meetings focus on things that members have already read in the packet and there isn't a lot of time for discourse. She noted that it would be helpful to structure the conversations better to focus more on the strategic planning. She suggested that meetings could be structured in a way that there is a 15-minute period of time where the board could be focused on development or learning about a topic; Board members could take turns leading those discussions.

Commissioner David joined that meeting and introduced himself. He has served on the board for 1 year.

Commissioner Wallis agreed with Commissioner Polyte and noted that at times it feels like the Board is trapped by the agenda. Commissioner Dimitruk agreed and noted that the agenda was a huge pressure point for the Chair because there is so much to get through. From an organizational perspective, she feels that it is time for the GMT Board to empower the Leadership Committee to make certain types of decisions on behalf of the board. Commissioner Bohne gave kudos to Commissioner Waninger and noted that she has worked with staff to not repeat updates given in the board packet, but rather talk about things that were not included, etc. This allows the Board time to focus on things that are more pressing. He agreed that there may be some items for the Leadership Committee to make decisions on, but noted that they should be careful because the GMT Board of Commissioners is the Board.

Commissioner Davis agreed with Commissioner Dimitruk. In his day job, the Leadership Committee is empowered to make some decisions on items that would bog down a Board meeting. If the item is a topic of concern, the Leadership Committee could elect to bring that item to the full board. Commissioner Kaynor agreed with Commissioner Dimitruk and he talked about the role of the Board Chair. He noted that the Board Chair should be really familiar with what is going on within the culture of the organization to understand when it is important for the full Board to get involved. He doesn't feel the full Board should be discussing personnel matters and the Leadership Committee should be interacting with the General Manager on those types of issues. Commissioner Bohne said that he agreed that things work more smoothly when the Board Chair and the General Manager meet on a regular basis. Commissioner Baker said sometimes if there are issues that are more



complicated, it might be worthwhile to open the meeting up 30 minutes early to get newer board members up to speed and he agreed with others on clarifying the roles of the Board Chair and the Leadership Committee. Commissioner Kaynor agreed that in his time as Board Chair, it was helpful to meet regularly with the General Manager.

Commissioner Wallis asked if this topic of the Leadership Committee role should be included on a future agenda? The consensus was that it should be. Commissioner Dimitruk asked if it was possible to take it a step further and look at policies that can be amended to take advantage of the strong committee structure so other decision-making could be delegated. She noted that organizations who grow typically shift the decision-making structure and when this organization merged two large organizations, that structure was never looked at. Commissioner Bohne noted that a lot of the heavy lifting is done at a committee level and hopes that helps take some the burden off the full board. He still feels that the GMT Board needs to remain cautious of making decisions at a committee level and stressed that the GMT Board of Commissioners has the fiduciary responsibility for the organization. He said that there are examples of executive committees taking over decision making from the board resulting in lawsuits, etc.

Commissioner Waninger gave an example from CVRPC. The committees are empowered to make decisions within the policy set by the Board and if they are going to make decision outside the parameters of the policy they need to come back to the Board with a recommendation. The Board also has the authority to undo choices made by committees. The committees are responsible for informing the full Board about decisions and keeping the lines of communication open.

Commissioner Wallis suggested that this topic be a future retreat focus. Commissioner Baker said he would like to see it tied to the Strategic Plan implementation. Commissioner Spencer suggested the Leadership Committee suggest to the full board on this topic.

Commissioner Wallis spoke about the issue of attendance and asked Board members to weigh-in on strategies to boost participation. There is some by-law language about attendance. Commissioner Wallis suggested that staff keep track of attendance and reach out to members who haven't been attending. Commissioner Kaynor asked that the minutes reflect Commissioners who are absent. Commissioner Baker thought it was best to first approach the member and if they continue to miss meetings, it's the responsibility of the Board to contact the appointing authority.



Commissioner Wallis moved to section two of the retreat that focuses on the obligation of Board members to their appointing authority versus their obligation to the organization.

Commissioner Kaynor noted that the by-laws for the GMT Board of Commissioners say members are responsible for making decisions based on the organization and not on behalf of the community that you represent. You represent your community in terms of information and communication, but decisions need to be made in the interest of the organization. He said he has voted for items not in the best interest of his community, but was in the best interest of GMT. Commissioners who serve on Regional Commissions often wear two hats while sitting at the Board table and it has been an issue in the past for other General Managers.

Commissioner Bohne reminded the Board again that the Board has a fiduciary responsibility and decisions need to be made in the interest of the organization. Commissioner Spencer said that if their entities have a very strong opposition to an issue, Board members should encourage other members of that entity to come speak at a Board meeting. This would allow the entity the opportunity to speak while allowing the Board member to remain committed to their obligation to GMT. He felt that Board members continue to do a good job ensuring that community interest doesn't trump the best interests of GMT.

Commissioner Sharrow said that he can speak, for new members, to the stress a Board member can feel voting in opposition to their community. In the end, he agreed that voting in the best interest of GMT is required.

Commissioner Wallis moved on to item three, which focused on measuring board effectiveness. She asked what the benchmarks and how does the Board know they are doing a good job?

Commissioner Bohne said that it has been a while since the Board has conducted an evaluation. He said there is a detailed evaluation sheet and asked that Mr. Moore find and send that to Board members.

Commissioner Derenthal noted that the mission is a good starting point, is the Board meeting the goals of the mission?

Commissioner Polyte said she was struggling with how the Board can measure their success and impact. She stressed that the strategic planning document would make it much easier to determine how the Board should evaluate themselves.

Commissioner Dimitruk noted that there are two ways to measure success and they are equally important. The first is how successful the Board is in supporting the



organization to reach its benchmarks and strategic plan. The other is how well everything is functioning together.

Commissioner Davis is curious how the organization feels the Board is doing. He is interested in the feedback from all levels of employment at GMT noting that perspectives may be different.

Commissioner Kaynor noted that the survey has been a useful tool and believes that it is a 360 evaluation and includes feedback from all levels of employment. He discussed new benchmarks that could be added to the Performance dashboard.

Commissioner Bohne asked if new board members could receive a copy of past strategic plans. Mr. Moore said the most recent plan is in the Orientation Packet that is now posted online.

Commissioner Wallis asked about the Boards role communication outward, for example to legislators, select board, etc. Commissioner Spencer said that each region wants a specific and different level of communication and it is the responsibility of Board members to make sure those communication needs are met.

Commissioner Polyte said this is an area that the Board could grow and be more effective in. She would be interested in seeing guidelines on how best to achieve this. In addition, she noted that it would be interesting to form a structure that allows the Board to be more actively interacting with non-administrative staff.

Commissioner Baker would like to see these topics integrated into the strategic plan as tactics.

Commissioner Wallis asked for ideas on how to interact with staff. Commissioner Polyte said there are many things that can happen, for example with her staff there was an opportunity for staff to talk about high and low parts of their day. Something that engages them in a personal way. She mentioned that there needs to be an opportunity that allows Board members to interact with staff and not requiring that they come to the Board directly. She suggested that Board members create opportunities to meet people where they're at.

Commissioner Sharrow noted that he felt attending a staff event was helpful in talking with folks in a relaxed environment.

Commissioner Gallagher agreed that an event would be great, but COVID concerns may prevent those for a while. She has concerns that some staff would feel obligated to take time out of their day to meet with board members. An event would be the best way, once we are able.



Commissioner Kaynor said in the era of COVID, this will be hard. He wishes that there were more touch points allowing employees to feel connected to the board and vice versa, because not having that connection can lead to misunderstanding. He thinks riding buses is a good opportunity. He realizes that it is tricky for Board members to talk with staff members who may try to work issues out through individual Board members. While the Board member can be an advocate, those types of issues should be going through normal channels. He agreed that employee events were the best opportunity to mingle and get to know employees without pressure.

Commissioner Baker noted that he has some anxiety about getting into between management and staff, nothing this could get complicated quickly. He asked about annual employee surveys such as the Best Places to Work survey process.

Commissioner Waninger said that there is an employee satisfaction survey, from an appreciative inquiry point of view. For example, Board members could interview each other and staff members. She noted that other organizations have reported that employees feel really good about being interviewed by the Board. It would be a good learning opportunity.

Commissioner Davis talked about workplace culture. He suggested Town Hall events where staff can be involved remotely, etc. would be a good way to hold on to some event of community and workplace culture.

Mr. Moore talked anecdotally about the general sentiment from union members is that the Board of making decisions without fully understanding working conditions. He supported Board members learning more. He noted that the Drivers are the most accessible workgroup and the ones on the front line. He agreed that riding the bus is a good opportunity to see their day-to-day. He noted that he is happy to assist Board members to determine routes and schedules that would allow some access to employees.

Commissioner Wallis asked Board members to talk about what they felt was most valuable at this retreat.

Commissioner Buermann: He thought it was great to be able to talk fully and have dialog about issues that the Board doesn't normally get to discuss.

Commissioner Spencer: He enjoyed setting the foundation for the next Chapter, having systems and policies available to make the big next step forward. Once that foundation is there, the Board can feel engaged and motivated to help the organization take the next step forward.



Commissioner Waninger: For her, it was hearing the Board thinking about strategy to action; thinking about the role of the Board versus the role of the organization and that Board members have a role in achieving the mission of the organization.

Commissioner Davis: He was interested in the conversation about placing some of the decision making on the committees to open the Board meetings up to more creative visioning while maintaining fiduciary responsibility.

Commissioner Gallagher: She liked the idea about assessing the Board effectiveness; starting with reflection. She was interested in staff reflection.

Commissioner Kaynor: He enjoyed having the conversation and noted the group is diverse with significant strengths. He thought there was a lot of progress on how to be more efficient moving forward. He thought the tough nuts to crack would be understanding how employees feel about the role of the Board.

Commissioner Polyte: She thanked Commissioner Wallis and Commissioner Waninger. She still felt like the Board isn't engaging the staff in what is going on and that it is bottle necked too much through Mr. Moore. She would like to hear reflections from staff as well. She thinks that the Board could have liaisons to the staff to bring real understanding to the Board.

Commissioner Sharrow: He thought that there was a great focus on the responsibility to the Board and to GMT. He like that this Board is fully of opinions.

Commissioner Derenthal: He agreed with the conversation about committees taking one come more decision making. He enjoyed the chance to get to know more Board members.

Commissioner Baker: He seconded everything and agreed that getting to know Board members was helpful and appreciated. He agreed with staff communication and the delegation to committees. What really sticks out to him is the need to make the Strategic Plan a very useful document and integrating some of today's ideas as tactics in the plan.

Commissioner Wallis: Agreed with the point that the Board is here to support the organization and to contribute to the success.

Mr. Moore: Though this was a valuable conversation and a key takeaway for his was making sure that staff was being efficient with everyone's time to maximize the benefit to the organization. He also noted that there was a lot of support for Board



members to conduct outreach and support the efforts of staff. He had a list of actions items to take away to committees.

Ms. Redalieu: She enjoyed the suggestion to use Appreciative Inquiry to elicit feedback from staff members. She agreed that GMT would learn a lot about how employees feel about the organization as well as receiving feedback on how to improve the organization in a positive manner.

Ms. Smith: Thought this was a great conversation and noted that her role on the Leadership Team affords her more access to the Board. She noted that her team is out in the public a lot and said it is helpful when Board members participate. Having Board members present helps the staff to feel supported. As talked about staff events being a good opportunity to get to know employees in a casual setting. Seeing Board members at public events would go a long way with staff and our passengers.

Mr. Foss: Agreed with others and was helpful learning what the expectations are for communications, especially with Finance. He noted that he appreciates the feedback and support, especially from the Finance Committee.

Adjourn

The meeting adjourned at 12:04PM.