



Ann Arbor Transportation Authority Board of Directors
Governing Committees

In 2008 the AATA Board and senior management team worked with consultant Doug Eadie to improve the work process of the AATA Board.

At the conclusion of the project the Board adopted a Board Governing Mission and a structure of three Board Committees to support the AATA Board governance responsibilities:

- **Planning and Development:** PDC works closely with the CEO and senior managers in designing and coordinating Board member involvement in AATA strategic and operational planning and budget preparation. PDC meetings are public meetings.
- **Performance Monitoring/External Relations:** PMER is responsible for designing financial and operational performance reports, in close collaboration with the CEO and senior managers, for monitoring AATA financial and operational performance, and for maintaining a positive AATA public image and productive working relationships with key stakeholders.
- **Governance:** Headed by the Board Chair and consisting of the chairs of the other two Governing Committees and the CEO, the Governance Committee manages and coordinates Board operations, including setting the agenda for each Board meeting based on the work of each committee.

AATA BOARD GOVERNING MISSION

The Board of Directors, as AATA's governing body:

- Serves as the steward and guardian of AATA values, vision, mission, and resources.
- Plays a leading, proactive role in AATA's strategic decision making, and in setting strong, clear strategic directions and priorities for all of AATA's operating units and programs.
- Monitors AATA performance (both operational and financial) against clearly defined performance targets.
- Ensures that AATA's image and relationships with the wider community and key stakeholders are positive, and that they contribute to AATA's success in carrying out its mission.
- Makes sure that the AATA possesses the financial and other resources necessary to realize its vision and carry out its mission fully.
- Strives to ensure that the Board's composition is diverse, that its members possess the attributes and qualifications required for strong governance, and that the governing knowledge and skills of Board members are systematically developed.
- Ensures that Board members are fully engaged in the governing process and that the resources they bring to the Board are fully utilized in governing.
- Takes accountability for its own performance as a governing body by setting clear, detailed Board governing performance targets, and by regularly monitoring and assessing Board performance.
- Appoints an Executive Director who is responsible for providing executive direction to all AATA operations, works in close partnership with the Executive Director to ensure that clear, detailed Executive Director performance targets are set, and periodically evaluates Executive Director performance against these targets.

AATA BOARD OF DIRECTORS GOVERNING COMMITTEE DESCRIPTIONS

GOVERNANCE COMMITTEE

Headed by the Board Chair and consisting of the Chairs of the other two Governing Committees and the Executive Director (as an ex officio, non-voting member), the Governance Committee is responsible for the effective functioning of the AATA Board of Directors and for the maintenance and development of the Board-Executive Director working relationship. In this capacity, it is accountable for:

- Coordinating the functioning of the AATA Board and its two other Governing Committees, and any ad hoc committees, keeping the Board Governing Mission updated, setting Board member performance standards, and monitoring Board member performance.
- Developing the agenda of the regular Board of Directors business meeting.
- Determining which of the Board Governing Committees should deal with a particular matter when it is not clear which Governing Committee has jurisdiction.
- Recommending revisions to the AATA Bylaws in the interest of strong governing and management of AATA affairs.
- Developing and keeping an updated profile of preferred Board member attributes and qualifications, and fashioning and executing strategies to promote the appointment of qualified candidates to fill Board vacancies by serving in an advisory capacity to the City of Ann Arbor.
- Developing and overseeing execution of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new Board members with senior Board members.
- Ensuring that the Executive Director position description is updated as necessary to reflect changing AATA needs, priorities, and circumstances.
- Annually negotiating Executive Director performance targets and annually or semi-annually evaluating the Executive Director progress in achieving these targets.

PLANNING AND DEVELOPMENT COMMITTEE

The Planning and Development Committee is accountable for developing and leading the Board's participation in all AATA planning, including annual budget preparation, and for overseeing the development of AATA's financial resources. In this capacity, it is accountable for:

- Reaching agreement with the Executive Director on the detailed design of AATA's planning and budget development cycle, with special attention to the Board's role in planning, and on the annual planning calendar to ensure that the Board participates fully and proactively in the planning process.
- Overseeing preparation for, and hosting, the periodic Board-Executive Team strategic planning work session to kick off the annual planning cycle.
- Overseeing follow-up to the strategic planning work session, including recommending to the full Board the strategic issues on which AATA's strategic planning should focus and the assignment of strategic issues to the Board's governing committees, which will determine how Strategic Change Initiatives to address the issues will be developed for inclusion in the AATA Strategic Change Portfolio.
- Recommending to the full Board the strategic issues on which AATA's strategic planning should focus, and reviewing and recommending to the Board such critical planning products as updated values, vision, and mission statements, operational planning priorities, the annual budget, and other strategic and policy-level products that merit full Board attention. (Note that the annual budget is a major operational planning product and, therefore, falls under the Planning and Development Committee. CONTROL of the budget after it has been adopted is a FINANCE function falling under the Performance Monitoring/External Relations Committee.)
- Ensuring, as part of the annual operational planning/budget preparation process, that all program plans include both financial and operational performance targets that the Performance Monitoring/External Relations Committee can use in monitoring the operational and financial performance of all of AATA's programs and operating units.

PERFORMANCE MONITORING/EXTERNAL RELATIONS COMMITTEE

The Performance Monitoring/External Relations Committee is responsible for overseeing AATA's operational and financial performance and maintenance of positive relationships with the general public and key stakeholders. In this capacity, it is accountable for:

- Reaching agreement with the Executive Director on the key elements of the operational and financial reporting process, including the content, format, and frequency of performance reports to the Board, and overseeing implementation of the process.
- Reviewing performance reports in committee meetings and reporting operational and financial performance to the full Board.
- Reviewing operational policies meriting Board attention (such as policies to govern AATA's accounting system and practices), identifying the need for their revision, and recommending those policy revisions to the full Board.
- Overseeing the administration of customer satisfaction surveys, reviewing such surveys, and reporting survey results to the full Board as appropriate.
- Serving as the AATA Audit Committee, including overseeing the process of selecting the external audit firm, reviewing external audit reports and overseeing corrective actions.
- Overseeing the development and implementation of strategies to foster a positive public image for AATA, and for maintaining close, positive relationships between AATA and its customers and its key external stakeholders.
- Overseeing the development and implementation of governmental relations policies and strategies.
- Recommending positions on legislative issues to the full Board.
- Coordinating opportunities for Board members to speak on behalf of AATA in appropriate forums.
- Fashioning strategies and plans to enhance external communication.
- Fashioning strategies and plans to promote community involvement in AATA's planning, service development, and operations.