

access

REVISED

SPECIAL BOARD OF DIRECTORS MEETING

Thursday, November 21, 2019

Closed Session: 1:30 p.m.

General Session: Immediately Following

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| California Endowment Center 1000 North Alameda Street Los Angeles, CA 90012 | Long Beach Transit (added) 1963 E. Anaheim St. Long Beach, CA 90813 |
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MISSION STATEMENT

Access Services promotes access to all modes of transportation and provides quality and safe ADA paratransit service on behalf of public transit agencies in Los Angeles County.

| | <u>DISPOSITION</u> |
|---|-----------------------------------|
| 1. CALL TO ORDER | ACTION |
| 2. PUBLIC COMMENT WITH RESPECT TO CLOSED SESSION ITEMS | INFORMATION |
| 3. CLOSED SESSION | DISCUSSION/ POSSIBLE ACTION |
| A) <i>CONFERENCE WITH LEGAL COUNSEL: CAL. GOV. CODE §54956.9</i> | |
| 1. <i>Anticipated Litigation: Gov. Code §54956.9 (d)(2)</i> | |
| (i) <i>A point has been reached where, in the opinion of the Access Services Board of Directors, on the advice of its legal counsel, based on existing facts and circumstances,</i> | |

there is a significant exposure to litigation against Access Services.

B) CALIFORNIA GOV. CODE §54957.6 - PERSONNEL MATTERS: PUBLIC EMPLOYEE EVALUATION - EXECUTIVE DIRECTOR

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| 4. | GENERAL PUBLIC COMMENT | INFORMATION |
| 5. | CONSIDERATION TO APPROVE HIGH IMPACT GOVERNING WORK SESSION STEERING COMMITTEE RECOMMENDATIONS (page 4) | ACTION |
| 6. | NEW BUSINESS SUBSEQUENT TO THE POSTING OF THE AGENDA | DISCUSSION/ POSSIBLE ACTION |
| 7. | ADJOURNMENT | ACTION |

Access Services does not discriminate on the basis of disability. Accordingly, Access Services seeks to ensure that individuals with disabilities will have an equal opportunity to participate in the range of Access Services events and programs by providing appropriate auxiliary aids and services for communications. Primary consideration is given to the request of individuals with disabilities. However, the final decision belongs to Access Services. To help ensure the availability of any auxiliary aids and services you require, please make every effort to notify Access Services of your request at least three (3) business days (72 hours) prior to the meeting in which you wish to utilize those aids or services. You may do so by contacting (213) 270-6000.

Note: Access Services Board meetings are held pursuant to the Ralph M. Brown Act [Cal. Gov. Code §54950] and are open to the public. The public may view and obtain all written information supporting this agenda provided to the Board both initially and supplementally prior to the meeting at the agency's offices located at 3449 Santa Anita Avenue, El Monte, California and on its website at <http://accessla.org>. Documents, including Power Point handouts distributed to the Board members by staff or Board members at the meeting, will simultaneously be made available to the public. Three opportunities are available for the public to address the Board during a Board meeting: (1) before closed session regarding matters to be discussed in closed session, (2) before a specific agenda item is debated and voted upon regarding that item and (3) general public comment. The exercise of the right to address the Board is subject to restriction as to time and appropriate decorum. All persons wishing to make public comment must fill out a goldenrod Public Comment Form and submit it to the

Secretary of the Board. Public Comment is generally limited to three (3) minutes per speaker and the total time available for public comment may be limited at the discretion of the Chairperson. Persons whose speech is impaired such that they are unable to address the Board at a normal rate of speed may request that an accommodation of a limited amount of additional time from the Chair but only by checking the appropriate box on the Public Comment Form. Granting such an accommodation is at the discretion of the Chair. The Board of Directors will not and cannot respond during the meeting to matters raised under general public comment. Pursuant to provisions of the Brown Act governing these proceedings, no discussion or action may be taken on these matters unless they are listed on the agenda, or unless certain emergency or special circumstances exist. However, the Board may direct staff to investigate and/or schedule certain matters for consideration at a future Board of Directors Meeting and the staff may respond to all public comments in writing prior to the next Board meeting.

Alternative accessible formats are available upon request.

NOVEMBER 18, 2019

TO: BOARD OF DIRECTORS

FROM: HIGH IMPACT GOVERNING WORK SESSION STEERING COMMITTEE

RE: CONSIDERATION TO APPROVE HIGH IMPACT GOVERNING WORK SESSION STEERING COMMITTEE RECOMMENDATIONS

ISSUE:

The High Impact Governing Work Session Steering Committee has developed a number of recommendations that will strengthen the Board’s governing capacity and the Board-Executive Director working relationship. Board action is required to begin implementation of some of those recommendations.

RECOMMENDATION

Approve the High Impact Governing Work Session Steering Committee recommendations I, II and VI as presented and referenced in the High-Impact Governing Initiative Action Report (Attachment A).

IMPACT ON BUDGET

None

BACKGROUND

In August of 2019, Mr. Doug Eadie, president & CEO of Doug Eadie & Company, was retained to serve as Governance Facilitator to the Board and Executive Team. He was tasked to identify governance and related issues and develop a process to engage stakeholders. Over the subsequent months, Mr. Eadie conducted extensive interviews with the Board and led a work session on September 16th that included both the Board and key Access staff.

In conjunction with the High Impact Governing Work Session Steering Committee, whose members included the Board officers, legal counsel, and Access’ Executive Director, a High-Impact Governing Initiative Action Report was developed that is intended to: 1) take an already dedicated, highly qualified governing body to the next, higher-impact level and 2) manage the critical partnership between the Board of Directors and its chief executive officer, the Executive Director.

The report requires some fundamental changes to the governance process currently conducted by the Board. In order to move forward, the Board must authorize these changes. For the purposes of this Board item, the following recommendations are being considered:

- Recommendation I - Affirm the Access Services Strategic Governing Team's (Board of Directors, Executive Director, and Executive Managers) commitment to high-impact governing that makes a significant difference in Access Services' affairs.
- Recommendation II - Update and fine-tune the Board of Directors' standing committee structure.
- Recommendation VI - Meticulously manage implementation of the Action Recommendations in the Action Report.

Further information related to the report can be found in Attachment A.

NEXT STEPS

Upon approval, staff will work with the newly created Board Operations committee to outline upcoming committee and full Board meeting schedules. Additionally, the Board Chair will need to make individual appointments to the various committees. Due to time constraints, the Planning and Development committee will need to meet in December and January to address the FY21 budget process. Staff anticipates full implementation of the new structure in early 2020.

access

High-Impact Governing Initiative

Action Report

High-Impact Governing Work Session Steering Committee:

Dolores Nason, Board Chair

Martin Gombert, Board Vice Chair

Doran Barnes, Board Treasurer

Theresa DeVera, Board Secretary

Andre Colaiace, Executive Director

Vincent Ewing, Legal Counsel

Doug Eadie, Governance Facilitator

November 18, 2019

1. Executive Summary

The following six Action Recommendations, consisting of a number of specific Action Steps, are described in detail in this Action Report:

- I. Affirm the Access Services Strategic Governing Team (Board of Directors, Executive Director, and Executive Managers) commitment to high-impact governing that makes a significant difference in Access Services' affairs.**
 - I-A Clarify the Board of Directors' governing role and functions by adopting the Access Services Board of Directors Governing Mission (Exhibit A).
 - I-B Make use of the Board of Directors Governing Mission as a framework for continuously developing the Board's governing capacity.

- II. Update and fine-tune the Board of Directors' standing committee structure.**
 - II-A Put in place a structure of four Board standing committees to assist the Board of Directors in carrying out its awesome governing responsibilities in a full and timely fashion: Board Operations; Planning and Development; Performance Monitoring; and External/Stakeholder Relations (Exhibit B).
 - II-B Adopt a set of Board Standing Committee Operating Guidelines (Exhibit C).
 - II-C Schedule six Board of Directors meetings annually, every other month, and schedule the standing committee meetings in the six alternating months when Board meetings are not scheduled.
 - II-D Employ the Board standing committees as vehicles for mapping out processes for engaging Board members actively and meaningfully in governing processes in their respective functional areas.

- III. Continuously and systematically, develop the Access Services Board of Directors' self-management capacity and accountability as Access Services' governing body.**
 - III-A The Board Operations Committee (see Recommendation II above) should be accountable for overseeing the Board self-management function.

III-B Continuously, systematically develop the Access Services Board of Directors as a human resource.

III-C Ensure effective Board performance management.

IV. Ensure that the Board of Directors-Executive Director working relationship remains healthy.

IV-A Assign responsibility for managing the Board-Executive Director partnership to the Board Operations Committee.

IV-B The Board Operations Committee should develop a set of guidelines for Board-Executive Director communication/interaction and annually update the guidelines.

IV-C The Board Operations Committee should strengthen the process for formal, well designed, annual Board evaluation of the Executive Director's performance.

IV-D The Access Services Board should consider replacing the title "Executive Director" with the more contemporary title "Chief Executive Officer" or "President & CEO."

V Significantly strengthen Board engagement in Access Services' strategic and operational planning/budget development.

V-A The new Planning and Development Committee, working closely with the Executive Director and Executive Managers, should take two steps to strengthen Board engagement in strategic planning.

V-B The Board Planning and Development Committee should work with the Executive Director and Executive Managers in updating the process for developing the FY 2021 annual operating plan/budget.

VI Meticulously manage implementation of the Action Recommendations in the Action Report.

VI-A Establish the new Board Operations Committee and assign it responsibility to oversee implementation of the Action Recommendations in the Action Report.

VI-B During Implementation Phase I (November 2019 – February 2020), the Board Operations Committee should focus on firmly establishing the Board's updated standing committee structure (Recommendation II).

VI-C During Implementation Phase II (March – June 2020), the Board Operations Committee should oversee implementation of Action Report Recommendations III, IV, and V.

2. Introduction

Two Preeminent Goals

This Action Report to the Access Services Board of Directors and Executive Management Team follows up on our September 16 High-Impact Governing Work Session. The six broad Action Recommendations in this Action Report – consisting of a number of concrete Action Steps – are intended to achieve two preeminent goals:

1. To take an already dedicated, highly qualified governing body to the next, higher-impact level:
 - Ensure that the Board is capable of making the tremendously complex, high-stakes governing decisions and judgments that will be required for Access Services to continue to provide essential, ever-higher quality services in Los Angeles County. Also ensure that Access Services can capitalize on opportunities to grow – in terms of enhanced and diversified services, greater public understanding and support, more effective working relationships with key stakeholders, and the diversification of revenue sources – and can thrive as a nonprofit corporation in a changing, challenging environment.
 - And make sure that Access Services takes full advantage of its Board of Directors as a precious resource, actively engaging Board members in shaping their governing decisions and judgments and providing Board members with a thoroughly satisfying governing experience.
2. To meticulously manage – and continuously strengthen – the critical partnership between the Board of Directors and its chief executive officer, the Executive Director, making sure that it is close, positive, and productive over the long run.

In the Mainstream

The specific Action Steps making up the six broad Action Recommendations in this Action Report draw on recent significant advances in the transit governance arena and on the work we accomplished at our September 16 High-Impact Governing Work Session. Not in the least radical, these Action Steps are very practical, affordable, and conservative – smack-dab in the mainstream of the field of public/nonprofit governance. They are intended to be relatively easily implemented, without an extraordinary commitment of time and money.

The reports of the six breakout groups that actively engaged participants in generating substantial content during our High-Impact Governing Work Session on September 16 can be found in the Appendix to this Action Report. The updated Board standing committees recommended in this Action Report (Recommendation II) can draw on this deep reservoir of information in carrying out their charges over the coming year.

3. Action Recommendations

I. Affirm the Access Services Strategic Governing Team (Board of Directors, Executive Director, and Executive Managers *) commitment to high-impact governing that makes a significant difference in Access Services' affairs.

Access Services is one of the preeminent public/nonprofit assets in Los Angeles County, making a major contribution to residents' quality of life while fostering long-term regional economic development. Fully capitalizing on Access Services as a preeminent regional asset will depend more than any other factor on the strong leadership of an Access Services Board of Directors that is actively engaged in making high-impact governing decisions and judgments. (*Note that the thirteen Access Services' Executive Managers include the Deputy Executive Director, Chief Operations Officer, four Directors; and seven Managers.)

I-A Clarify the Board of Directors' governing role and functions by adopting the Access Services Board of Directors Governing Mission (Exhibit A).

- The Board of Directors Governing Mission flows naturally from our exploration of the Board’s governing role and functions at our September 16 High-Impact Governing Work Session.
- The Board Governing Mission will serve as a formal, high-level description of the Board’s primary governing responsibilities and functions.

I-B Make use of the Board of Directors Governing Mission as a framework for continuously developing the Board’s governing capacity.

- The Board Governing Mission can serve three major purposes: (1) as a framework for developing and updating Board governing performance targets on an ongoing basis; (2) as a vehicle for explaining to the public-at-large and key stakeholders what the Access Services Board of Directors is all about; and (3) as a critical element of the orientation program for incoming Board members.
- The Board Operations Committee (see Recommendation II) should periodically update the Board Governing Mission and recommend full Board adoption.

II. Update and fine-tune the Board of Directors’ standing committee structure.

- As we discussed at the September 16 High-Impact Governing Work Session, a governing board’s effectiveness is heavily dependent on a well-designed structure of board standing committees that assist the board in carrying out its detailed governing responsibilities and is meticulously coordinated and managed.
- Such well-designed and meticulously managed standing committees:
 - Ensure that complex, high-stakes governing decisions and judgments receive the in-depth attention they deserve.
 - Make regular full Board meetings more productive as a result of thorough standing committee preparation.
 - Provide Board members with a satisfying governing experience and enhance their governing knowledge and skills.
 - Serve as forums where the Executive Director and his Executive Managers can work with Board members in mapping out in detail how Board members

should be involved in key governing processes such as strategic and operational planning and budget development.

- Board standing committees recommend actions to the Board, but are not empowered to make governing decisions on behalf of the Board. Committees are encouraged to reach consensus on action recommendations being taken to the full Board, but in the event a committee formally votes to recommend an action to the Board, the committee's vote does not bind the Board in any way. Only the full Board can make final, binding decisions.
- The preeminent structural design criterion is that every standing committee of the Access Services Board should correspond to one of the major streams of governing decisions and judgments, transcending narrow operational and administrative "silos" and cutting across the whole Access Services organization.
- The current Access Services Board standing committee structure needs to be updated and fine-tuned to ensure both high-impact Board governing performance and a deeply satisfying and high-growth governing experience for Board members.
- The structure of four standing committees that is recommended in this Action Report will ensure that the Board's standing committees are more powerful "governing engines" by more clearly defining their charges and combining closely related functions in each standing committee. It will also ensure that the Board of Directors more fully capitalizes on the experience, expertise, talents, and diverse perspectives that individual Board members bring to the Board while providing them with a more satisfying governing experience.

II-A Put in place a structure of four Board standing committees to assist the Board of Directors in carrying out its awesome governing responsibilities in a full and timely fashion: Board Operations; Planning and Development; Performance Monitoring; and External/Stakeholder Relations. The standing committees' general functional responsibilities are described below; detailed descriptions can be found in Exhibit B.

- **The Board Operations Committee**, which is headed by the Board Chair and consists of the other Board Officers, who chair the other three standing

committees, and the Executive Director (ex officio, non-voting), is responsible for the management and coordination of the Board of Directors and the Board-Executive Director working relationship.

- **The Planning and Development Committee**, which is chaired by the Board Vice Chair, is responsible for designing (working with the Executive Director) Access Services’ strategic and operational planning/budget development processes, overseeing Board members’ involvement in planning, and recommending Board adoption of planning documents such the annual budget.
- **The Performance Monitoring Committee**, which the Board Treasurer chairs, is responsible for working with the Executive Director in updating the content and format of performance reports to the Board, reviewing performance reports, and presenting the reports at the regular Board business meeting.
- **The External/Stakeholder Relations Committee**, which the Board Secretary chairs, is responsible for overseeing the development and implementation of strategies and plans for Access Services’ image building, stakeholder and legislative relations, marketing, and volunteer engagement,

II-B Adopt a set of Board Standing Committee Operating Guidelines (Exhibit C).

- The Standing Committee Operating Guidelines in Exhibit C are intended to ensure that the Board’s standing committees function as effective and efficient “governing engines,” helping the Board carry out its detailed governing functions.
- One of the most important functions of the Board Operations Committee is to monitor standing committee operations, making sure all committees are adhering to the Standing Committee Operating Guidelines.
- The Board Operations Committee should also periodically update and fine-tune the Operating Guidelines, based on actual experience, to ensure continued standing committee effectiveness, and to recommend full Board adoption of the updated Operating Guidelines.

II-C Schedule six Board of Directors meetings annually, every other month, and schedule the standing committee meetings in the six alternating months when Board meetings are not scheduled.

- Experience has taught that the Access Board does not need to meet monthly to accomplish its governing work.
- Scheduling the standing committee meetings during the six months when the full Board is not meeting will ensure that Board members are able to commit the time required to carry out the standing committees' demanding functions in a full and timely fashion.

II-D Employ the Board standing committees as vehicles for mapping out processes for engaging Board members actively and meaningfully in governing processes in their respective functional areas.

- Actively engaging Board members in shaping their governing decisions at appropriate points in such governing processes as strategic and operational planning is the surest way to capitalize on board members' expertise, knowledge and experience and to turn Board members into strong, deeply satisfied owners of their governing decisions.
- The standing committees are ideal vehicles for the Executive Director and his Executive Managers to work closely with Board members in mapping out processes for actively engaging Board members.

III. Continuously and systematically develop the Access Services Board of Directors' self-management capacity and accountability as Access Services' governing body.

- Public and nonprofit boards that explicitly and systematically manage themselves as governing bodies – developing their governing role; building their members' governing skills; setting detailed governing performance targets; and methodically assessing board performance – tend to out-perform boards that take a casual approach to their own management. They also tend to command a higher degree of respect and support from the public at large and key stakeholders.
- The internal culture of such self-managing boards tends to be characterized by a high-level of collective self-esteem and esprit de corps, and these boards tend to function as more cohesive governing teams.
- And public and nonprofit boards that are known as well-managed tend to be magnets, attracting qualified candidates for board seats. This is not surprising,

when one considers that the kind of successful, high achieving, and extremely busy people who are desirable candidates for board positions got where they are professionally by setting and achieving ambitious goals.

III-A The Board Operations Committee (see Recommendation II above) should be accountable for overseeing the Board self-management function.

- One of the major reasons why many boards fail to realize their tremendous governing promise in practice is under-management of the operations of the board itself. Boards are highly complex organizations, and experience has taught that they do not function at a high level unless they are methodically and systematically managed.
- The Board Operations Committee, because it is headed by the Board Chair and includes the chairs of the other standing committees of the Board, is the ideal body to oversee and coordinate the work of the Board and its other standing committees.

III-B Continuously, systematically develop the Access Services Board of Directors as a human resource.

- A key ingredient of the Access Services Board's human resource development program should be indirectly shaping the Board's composition.
 - Unlike the great majority of boards of nonprofit corporations such as hospitals and private colleges, transit authority boards have little direct involvement in the selection of Board members, the great majority of whom are selected by appointing authorities such as mayors and county commissions. Consequently, many, if not most, transit authority boards are totally uninvolved in filling their vacancies.
 - However, the Access Services Board should join a growing number of transit governing bodies that are indirectly strengthening their composition by providing appointing authorities and electors with the Board's Governing Mission and a profile of Board member attributes and qualifications that are likely to strengthen governing performance, for example: demonstrating an interest in public transportation issues; being

willing and able to devote time to serious governing work; successful service on a variety of other boards; and the like.

- Another key ingredient of the Access Services Board’s human resource development program should be a well-designed incoming Board member orientation process that pays considerable attention to the role, functions, and structure of the Board, employing the Board Governing Mission and the detailed functional descriptions of the Board’s standing committees.
- The skills development program might also include:
 - Education and training programs aimed at building governing skills
 - A library of books and periodicals on governance
 - A mentoring program that assigns each new Board member to a senior member, who will during the new Board member’s first six months provide advice and counsel aimed at making the new Board member a fully productive participant in the Board leadership process

III-C Ensure effective Board performance management.

- In exchange for an exciting, satisfying experience on the Access Services Board of Directors, its members should be encouraged to adhere to a detailed set of performance standards/targets that are developed by the Board Operations Committee and adopted by the full Board of Directors, drawing on the breakout group brainstorming at the September 16 High-Impact Governing Work Session.
- The Board members’ performance standards/targets might relate to such factors as: attendance; preparation for meetings; service on standing committees; speaking on behalf of Access Services in appropriate forums; representation of Access Services in meetings with stakeholder organizations; participation in Access Services special events; and the like.
- The Board Operations Committee should monitor the governing performance of the Board as a whole and of individual Board members as a critical means to maintain both Board productivity and credibility. Regarding individual Board members, the focus should not be punitive, but rather developmental. Thus, the point is not to identify and punish shortfalls, but to counsel and support Board members in meeting the performance standards.

- Toward the close of every fiscal year, the Board Operations Committee should hold a half-day work session for the purpose of assessing the Board of Directors' performance as Access Services' governing body, identifying weaknesses and shortfalls, setting Board development targets for the upcoming fiscal year, and fashioning a plan and budget for accomplishing these targets.

IV. Ensure that the Board-Executive Director working relationship remains healthy.

- A rock-solid Board-Executive Director partnership that is able to withstand the inevitable stresses and strains at the top in our rapidly changing and challenging world will be critical to Access Services' thriving and growing over the long run.
- Tension is common at the top of many if not most public and nonprofit organizations where boards and their chief executive officers interact, primarily because of the strong-willed cast of characters and the complex, often negative issues that come to the boardroom. The current working relationship between the Access Services Board and its Executive Director is generally healthy and characterized by a normal level of tension

IV-A Assign responsibility for managing the Board-Executive Director partnership to the Board Operations Committee.

- In light of the critical importance of maintaining a close, positive, and productive Board-Executive Director partnership that is capable of maintaining service quality and leading new service development it makes the best of sense to charge the Board Operations Committee with the explicit responsibility to oversee this most precious of public/nonprofit working relationships.
- In carrying out this critical role, the Board Operations Committee should regularly monitor the health of the Board-Executive working relationship, identifying relationship issues, and fashioning solutions.
- The Board Operations Committee should pay especially close attention to Board-Executive Director communication and to annual evaluation of Executive Director performance.

IV-B The Board Operations Committee should develop a set of guidelines for Board-Executive Director communication/interaction and annually update the guidelines.

- In fashioning this set of guidelines, the Board Operations Committee should draw on the breakout group brainstorming at the September 16 High-Impact Governing Work Session.
- The Board Operations Committee should address both formal (e.g., the Executive Director's report at Board meetings) and informal communication (e.g., the Executive Director's interaction with individual Board members).
- The guidelines should also address Board members' formal and informal communication with Executive Management Team members who report to the Executive Director. In this regard, it is widely recognized that: (1) it makes sense for Executive Management Team members to be present at Board and standing committee meetings and also at Board retreats such as the one on September 16; (2) Board members should be able to contact Executive Management Team members directly when requesting information that is readily available; and (3) individual Board members should never give direction to either the Executive Director or any member of his Executive Management Team or request information that requires special effort on the part of the Executive Director or an Executive Management Team member. A cardinal rule of public/nonprofit governance is that only the Board as a whole, or one of its designated standing committees, can give direction to the CEO.

IV-C The Board Operations Committee should strengthen the process for formal, well-designed, annual Board evaluation of the Executive Director's performance.

- Of all the tools available for keeping the partnership between a board and its chief executive close, positive, and productive, a well-designed evaluation process is the most powerful. Despite the tremendous importance of the process for evaluating chief executive performance, many public and nonprofit boards handle the job poorly. Notoriously ineffective approaches include, for example, a board chair merely sitting down informally with the CEO to provide him or her feedback, or – equally ineffective – board members individually filling out evaluation questionnaires, which are then compiled and reviewed with the CEO.

- In updating the Access Services Board’s process for evaluation of its Executive Director’s performance, the Board Operations Committee should consider the following features of effective processes:
 - The evaluation should be conducted at least annually.
 - The evaluation should deal with two sets of Executive Director targets:
 1. Access Services-wide organizational targets set through the annual operational planning/budget preparation process
 2. The Executive Director’s “CEO-centric” targets involving his allocation of significant time to particular leadership goals. Annually negotiated with the Board Operations Committee, these targets might relate to: Executive Director support for the Board of Directors; Executive Director leadership in external/stakeholder relations; Executive Director leadership of Access Services’ strategic innovation and growth; and Executive Director leadership of internal management improvements.
 - The Board Operations Committee should conduct the evaluation and, in a meeting with the Executive Director, review the evaluation results. It might make sense for the Board Operations Committee to invite the whole Board to participate in a second feedback session, with the Executive Director in attendance.

IV-D The Access Services Board should consider replacing the title “Executive Director” with the more contemporary title “Chief Executive Officer” or “President & CEO.”

- In recent years we have observed a powerful trend in the nonprofit sector toward the use of chief executive titles that communicate status clearly to key stakeholders, such as sister transit authorities, nonprofit organizations, the business community, and the general public. At this point in the evolution of the nonprofit sector, which encompasses Access Services, the most common, universally recognized title is “President & CEO.”
- This executive titling trend makes good sense in three important respects. First, a universally understood title strengthens the chief executive’s credibility in all sectors – public, nonprofit, and for-profit. Second, an unambiguous title opens doors, ensuring easy access to the leaders of other organizations. And, third,

executives who are clearly CEOs are far more likely to receive invitations to “sit at the table” where leaders from various organizations are fashioning collaborative strategies and engaging in high-level negotiations.

- And employing a contemporary chief executive title is one way of signaling to the wider community that Access Services – with its nearly \$200 Million budget and high-impact services – looms large as a public/nonprofit corporation in Los Angeles County and nationally.

V Significantly strengthen Board engagement in Access Services strategic and operational planning/budget development.

- Access Services does not have a technical planning problem. The Access Services Executive Director and Executive Team do a very capable job of developing both strategic and operational plans, witness the meticulously prepared Five Year Strategic Plan for Fiscal Years 2019-2023.
- However, Access Services should capitalize on opportunities to strengthen Board members’ engagement on both the strategic and operational planning fronts. This will mean building into both the Five Year Strategic Planning Process and the annual Operational Planning/Budget Development Process a creative, meaningful role for Board members – under the overall guidance of the Board’s Planning and Development Committee – in shaping key planning decisions.
- The creation of a full-fledged Board Planning and Development Committee is an opportunity to significantly strengthen meaningful Board engagement on both the strategic and operational planning fronts.

V-A The new Planning and Development Committee, working closely with the Access Services Executive Director and Executive Managers, should take two steps to strengthen Board engagement in strategic planning.

- The first step will be for the Planning and Development Committee to review the most recent version of the Access Services Five Year Strategic Plan and, after appropriate updating, to recommend its adoption by formal resolution of the Board of Directors.
- The second step will be for the Planning and Development Committee to work closely with the Executive Director and Executive Managers in re-designing the

Access Services strategic planning process to: first, capitalize on advances in the rapidly changing field of public/nonprofit long-range planning (principally the emergence of techniques to make strategic planning a more powerful innovation tool that generates not just conventional long-range goals, but also concrete innovation initiatives outside of “the box,” that require special investment); and, second, engage the Planning and Development Committee and full Board early enough in the strategic planning cycle to have serious impact – for example, by updating Access Services’ values and vision statements and identifying strategic issues in the form of both challenges and growth opportunities.

V-B The Board Planning and Development Committee should work with the Executive Director and Executive Managers in updating the process for developing the FY 2021 annual operating plan/budget.

- One key goal of the updating process should be to build in early engagement of the Planning and Development Committee and full Board at points in the operational planning/budget development process where Board members can make a real difference – for example, identifying operational issues deserving serious attention in the operating plan/budget; identifying opportunities for innovation within the plan/budget; setting operational goals; etc.
- Another key goal of the updating process will be to update the format of the annual operating plan/budget to make it a more powerful educational tool: communicating more clearly to the general public and key stakeholders in Los Angeles County Access Services’ operational priorities and performance targets.

VI Meticulously Manage Implementation of the Action Recommendations in the Action Report.

- Experience has taught that Action Reports such as this are not self-implementing. Indeed, the inexorable pressures of day-to-day operations, combined with the normal human resistance to significant change, are why the great majority of reports recommending major change end up on shelves, collecting dust.

- The best way to ensure that this Action Report ultimately makes a positive difference in Access Services affairs is to employ a dedicated, temporary structure to oversee and manage implementation until such time as the Board’s new standing committee structure is established and fully functional.
- Access Services Board members can expect to invest a few hours more than normal – experience has taught around an additional 5 hours in total – during the couple of months when the new committees are being launched. Once the new committees are fully functioning, however, the net additional time required for Board governing business should be minimal, if any. And it is important to keep in mind that the Board itself – under the leadership of the Board Operations Committee – is in full control of the time allocated to standing committee operations. For example, if the Board Operations Committee determines that committee meetings should require no more than one hour of Board members’ time, then the committee chairs can make sure their committee agendas are covered within an hour.

VI-A Establish the Board Operations Committee (see Recommendation II-A) and assign it responsibility to oversee implementation of the Action Recommendations in the Action Report.

- The Executive Director should play an active role in implementation planning and support as an ex officio member of the Board Operations Committee.
- The Executive Director should designate a member of his Executive Management Team to serve as Chief Staff Liaison to the Board Operations Committee, responsible for providing detailed staff support to the Committee during the implementation process.

VI-B During Implementation Phase I (November 2019 – February 2020), the Board Operations Committee should focus on firmly establishing the Board’s updated standing committee structure (Recommendation II).

- The Board Operations Committee should adopt a detailed implementation plan and closely guide and monitor its execution.
- The implementation plan should focus on Recommendation II:

- The implementation plan should deal with any policy revisions that might be required to implement the new standing committee structure, the assignment of Board members to the new committees, the orientation of committee members on the committees' responsibilities and functions, and the like.
- And the implementation plan should set a reasonable pace for putting the updated Board standing committees firmly in place and fully functioning that will not cause undue stress at either the Board or staff level. Phasing in new Board committees over a two-month period is a common public transit practice.

VI-C During Implementation Phase II (March – June 2020), the Board Operations Committee should oversee implementation of Action Report Recommendations III, IV, and V.

Exhibit A

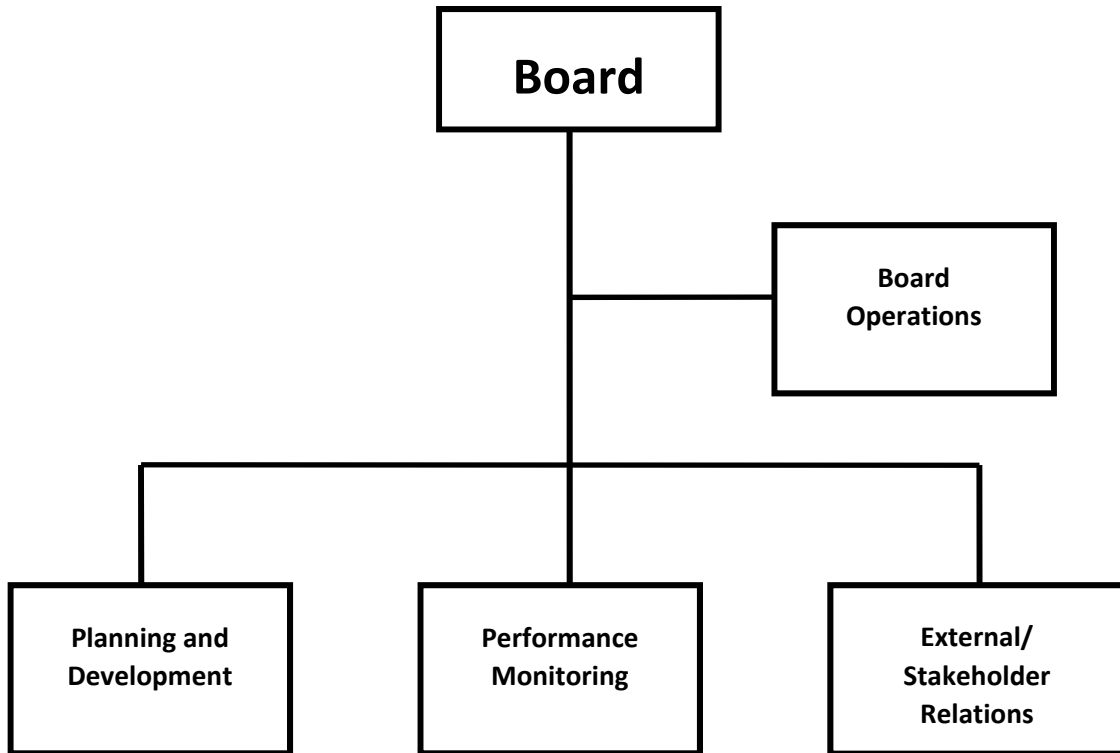
Access Services Board of Directors Governing Mission

The Board of Directors, as Access Services' Corporate Governing Body:

- Periodically updates Access Services' core values, vision for the future, and mission.
- Plays a leading, proactive role in Access Services strategic decision-making, setting clear strategic directions and priorities for all Access Services operating units.
- Ensures that the Access Services annual operating plan includes measurable performance targets and that the annual budget document reflects those targets and addresses the most important operational issues.
- Carefully reviews and adopts the annual operating plan and budget.
- Strives to ensure that Access Services' public image is positive and that its relationships with key stakeholders are productive.
- Strives to ensure that Access Services possesses the financial and other resources necessary to fully carry out its mission.
- Monitors Access Services' operational and financial performance, identifying significant issues, and seeing that they are resolved in a full and timely fashion.
- Ensures that the Access Services Board of Directors' governing capacity is systematically developed on an ongoing basis and that Board members' governing knowledge and skills are systematically developed.
- Makes sure that Board members are meaningfully and actively engaged in key governing processes, such as strategic and operational planning.
- Takes accountability for itself as Access Services' governing body, setting detailed governing performance targets and annually assessing Board governing performance.
- At least annually reaches agreement with the Access Services Executive Director on his CEO-specific leadership targets and at least annually evaluates Executive Director performance.
- Determines Executive Director compensation.

Exhibit B

Recommended Standing Committee Structure and Detailed Functions



Board Operations Committee

The Board Operations Committee is accountable for:

1. Coordinating the functioning of the Access Services Board of Directors and the Board's standing committees, keeping the Board Governing Mission updated, setting Board member performance targets and standards, and monitoring the performance of the Board as a whole and of individual Board members.
2. Advising the Board Chair on the appointment of standing committee members.
3. Developing the regular Board meeting agenda.
4. Recommending revisions in Access Services Bylaws to the full Board in the interest of stronger governance and management of the affairs of Access Services.
5. Developing and updating Board governing policies.
6. Developing and keeping updated a profile of desirable Board member attributes and qualifications and fashioning and executing strategies to promote the appointment and election of qualified Board members.
7. 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 with senior Board members.
8. Ensuring that the Executive Director employment contract and position description are updated as necessary to reflect the changing leadership needs, priorities, and circumstances of Access Services.
9. Annually negotiating Executive Director performance targets, annually or semi-annually evaluating Executive Director progress in achieving these targets, and determining the Executive Director's compensation.

Planning and Development Committee

The Planning and Development Committee is accountable for designing and coordinating the Board's participation in Access Services' strategic and operational planning, including annual budget preparation, in this capacity:

1. Reaching agreement with the Executive Director on the detailed design of the planning and budget development cycle - with special attention to the Board's role in planning - and on the annual planning calendar, and ensuring that the Board participates fully and proactively in the planning process.
2. Overseeing preparation for, and hosting, any Board of Directors-Executive Management Team strategic work sessions that are held as part of the annual planning cycle.
3. Recommending to the Board of Directors the strategic issues that Access Services strategic planning should focus on, 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 Board attention. Note that the annual budget is a major operational planning product and, therefore, falls under the Planning and Development Committee.
4. Ensuring – as part of the annual operational planning/budget preparation process – that all program plans include both financial and programmatic performance targets that the Performance Monitoring Committee can use in monitoring the operational and financial performance of all operating units of Access Services.

Performance Monitoring Committee

The Performance Monitoring Committee is accountable for monitoring the operational and financial performance of Access Services and updating operational policies and systems, in this capacity:

1. Reaching agreement with the Executive Director on the key elements of the Access Services operational and financial reporting process, including the content, format, and frequency of performance reports to the Board, and overseeing implementation of the process.
2. Reviewing performance reports in committee meetings and reporting operational and financial performance to the Board at its regular business meetings.

3. Reviewing operational policies meriting the Board's attention (such as policies to govern the accounting system and practices of Access Services), identifying the need for revision, and recommending policy revisions to the full Board.
4. Presenting an overall assessment of the past fiscal year's financial and operational performance at annual strategic planning work sessions involving the full Board of Directors.
5. Providing counsel to the Executive Director on major internal administrative system upgrades (e.g., a major MIS upgrade) involving significant costs.
6. Serving as Access Services' Audit Committee.

External/Stakeholder Relations Committee

The External/Stakeholder Relations Committee is responsible for:

1. Ensuring that the desired image of Access Services is regularly updated.
2. Overseeing the development and implementation of strategies for Access Services image building, marketing and public relations efforts and for maintaining close, positive relationships with key external stakeholders.
3. Overseeing the development and implementation of legislative/governmental relations policies and strategies.
4. Recommending to the Board positions on legislative issues.
5. Coordinating Board member speaking in appropriate forums on behalf of Access Services.
6. Fashioning strategies and plans intended to enhance internal and external communication.
7. Fashioning strategies and plans to promote non-Board volunteer involvement in Access Services advisory bodies.
8. Monitoring non-Board volunteer involvement, identifying opportunities for improvement, and ensuring that such opportunities are taken into consideration in the Access Services planning process.

Exhibit C

Standing Committee Operating Guidelines

- The Board Operations Committee should actively coordinate standing committee operations, ensuring that committees are effectively carrying out their governing responsibilities and dealing with committee operating issues as appropriate. While the Board Operations Committee is responsible for developing the Board meeting agenda, it is not authorized to pre-review or revise the content of standing committee reports and recommendations to the full Board, unless invited to by the standing committee chair. All Board standing committees report directly to the full Board.
- Only the Board as a whole is empowered to make final governing decisions. Standing committees are empowered to recommend actions to the Board, but no standing committee can take final, binding action on behalf of the Board.
- The Board's Officers chair the Board standing committees: Board Operations: the Board Chair; Planning and Development: the Board Vice Chair; Performance Monitoring: the Board Treasurer; External/Stakeholder Relations: the Board Secretary.
- The Board Chair appoints the members of the Planning and Development, Performance Monitoring, and External/Stakeholder Relations Committees, with the advice and consent of the Board Operations Committee.
- Each Board member shall be assigned to only one of the standing committees (with the exception of committee chairs, who also serve on the Board Operations Committee). This will ensure that each standing committee has a "critical mass" of members and will guard against Board members' overextension and the dilution of governing performance.
- Standing committee members should be regularly rotated among the three standing committees (with the exception of Board Operations) so that many if not most Board members have exposure to all of the major governing functions and responsibilities.

- All matters coming to the full Board shall go through the appropriate standing committee and should be introduced by standing committee chairs and/or members. No action items should be introduced directly to the full Board, without having come through the appropriate Board standing committee, and committee chairs and members should take the lead in making reports to the Board (both for information and for action). However, whenever appropriate committee chairs and members can ask the Executive Director, members of his Executive Team, or members of advisory committees to explain the content of reports and action recommendations at Board meetings. Of course, the Executive Director will continue, per standard practice, to make a report at the regular board meeting.
- Standing committees should meet every two months, during the months that the full Board is not meeting.
- The standing committees should receive strong staff support, including the preparation of agendas and reports to the Board. The Access Services Executive Director and Executive Management Team should work closely together to ensure that the Board's standing committees are well staffed. The Executive Director should assign a member of the Executive Management Team to serve as Chief Staff Liaison to each standing committee, responsible for ensuring that the committee is provided with strong support.
- The Executive Director should serve as an ex officio member of every standing committee and regularly attend committee meetings.

APPENDIX

September 16 HIGH-IMPACT GOVERNING WORK SESSION

BREAKOUT GROUP REPORTS

A. Core Values, Impact Vision, Growth Rules

| | |
|--|--|
| <p>1. Fashion a set of Core Values (cherished beliefs and principles) that should guide Access Services in achieving its vision and carrying out its mission and the Board in carrying out its governing responsibilities – by completing the sentence, “We believe in/that.....”</p> | <p>2. Fashion a detailed Access Services Impact Vision, consisting of major long-term outcomes/impacts that Access Services aspires to produce in the following areas – by completing the sentence, “As a result of Access Services carrying out its mission . . .”</p> |
| | |
| Everyone should have equitable access to safe modes of transportation | We comply with the requirements of the ADA |
| Bringing a positive approach to problem solving | We provide excellent paratransit complementary services |
| All communities are involved & services | Our customers will get to their destinations more efficiently, safely, economically |
| Good relationships with all communities | Customers lives will be enhanced |
| We are leaders in the industry | Our employees will provide superior engagement |
| Recruiting, retaining and hiring great talent | We are providing jobs in the regional economy |
| Delivering positive results | We are recognized as leaders in the industry |
| Being good caretakers of public funds | Strengthen key relationships with our partner transit agencies |
| Operating at the highest standards of integrity | We provide a reliable & dependable service |
| Being innovators | We provide a cost effective service |
| Sustainability | |
| | |
| <p>3. Fashion a set of Growth Rules that are intended to govern Access Services’ growth initiatives, including growing both services and revenues (mainly constraints, the “thou shalt nots”).</p> | |
| | |
| Start a new service without a new funding source | |
| Start a new service in a limited service area | |
| Start new initiatives without input from key stakeholders | |
| Jeopardize our reputation to grow | |
| Negatively impact our constituents when implementing new services | |
| Pursue projects that are not in our strategic plan | |
| Implement services that are not inclusive | |
| Mismanage our budget | |
| | |

B. Image/External Relations

| | |
|--|--|
| <p>1. Fashion an Access Services Desired Image Statement, consisting of the key messages that we want to send to the wider Los Angeles County community, by completing the sentence, “We need/want to be perceived by the general public and our key stakeholders as”</p> | <p>2. Make a list of major external stakeholders in Los Angeles County, and at the regional, state and national levels (defined as formal organizations/ groups with which it makes sense for Access Services to build and maintain a working relationship because of the stakes involved).</p> |
| | |
| Reliable | Riders |
| Safe | Drivers |
| Transparent | 45 member agencies |
| Service provider | FTA |
| Independent transit agency | State of California |
| Large transit agency | ILCS |
| Always growing | Braille centers |
| Accommodating | Advocacy Groups |
| Providing independence | Social groups |
| Innovative | APTA |
| Increasing quality of life | CTA |
| Not Lyft/Uber | Board of Supervisors |
| Lean organization | Metro |
| Efficient | ADHC |
| Customer service | Medical/Medicare |
| Large service area | Contractors |
| Accessible | Vendors |
| Cooperative | Call Takers |
| KPI | DOJ |
| Mobility | DMV |
| | CalAct |

3. Choose what appear to be the 5 highest-priority stakeholders, and for each one assess the relationship in terms of notable strengths and weaknesses.

| | |
|-----------------------------------|---------------------------------|
| | |
| Riders | |
| Positives | Negatives |
| - Provides Independence | - Lack of feedback |
| - Innovation | - Following protocol |
| - Technology | - Communication customer/Access |
| - Barometer of Quality | |
| - Safety | |
| | |
| Funding organizations | |
| Positives | Negatives |
| - Money | - Inefficiencies |
| - Relatively Stable | - Constraint |
| | |
| Disability advocacy groups | |
| Positives | Negatives |
| - Communication | - Communication |
| - Representation | - Expectations |
| | |
| Service providers | |
| Positives | Negatives |
| - Mix of taxi & inhouse | - Limited firms |
| - Stable | - Limited drivers |
| | - Subcontractor oversight |
| | - Common carriers |
| | |
| Member agencies | |
| Positives | Negatives |
| - Supportive | - Expectations |
| - Oversight | |
| - Free fare | |

C. Challenges and Opportunities

1. Identify major external environmental challenges that might impede Access Services in carrying out its mission and major opportunities to grow Access Services in terms of customer services and revenues.

| Challenges | Opportunities |
|--|------------------------|
| Different points of view | Secondary labor market |
| Aging workforce | Technology |
| Multiple dispatch systems | Social need |
| Legislation | Municipalities |
| Funding (2) | Advisory committees |
| Entry level labor (3) | Continuity of services |
| Hiring | Networking |
| Ridership growth | APTA/CalAct/CTA |
| Balancing Customer Service & Funding | TNC's |
| Technology (1) | |
| Stability of technology | |
| Paratransit having a seat * front seat (4) | |
| Secondary labor market | |
| Aging population | |
| Cyber security | |
| Social need | |
| Relationship with funding entity | |
| Municipalities | |
| Continuity of services | |
| Service quality (5) | |
| Customer communication | |
| Access visibility in the community | |
| Networking | |
| Next Gen | |
| Succession planning | |
| Staff development | |
| Traffic | |
| Economy | |
| Fuel prices | |

| 2. Identify Access Services strengths that will help it to meet these challenges and capitalize on these opportunities. | 3. Identify Access Services weaknesses that are likely to impede its meeting these challenges and capitalizing on these opportunities. |
|---|--|
| Tenure of leadership | Tenure of leadership |
| Customer advocates | No funding control |
| KPI's (1) | Funding model (1) |
| Technology leadership | Use of taxis |
| Safety focus (3) | Fragile supplier base |
| Cost effective business model | Lack of facilities |
| Use of taxis (4) | Stability of technology |
| Fleet management | Board participation |
| Experiment (within funding) | Telling Access' story |
| Stand alone | Lack of social media presence |
| Contract oversight (2) | Inconvenience of service (4) |
| FTA Reviews | Perception of ride length |
| CTSA Training | Customer communication at the ride level (5) |
| Intern program | Driver courtesy |
| Board participation | State of contractor IT (2) |
| Data/Data Analysis | Electric vehicles |
| Data Transparency | Customer expectations (3) |
| Community engagement | |
| Marketing/brand | |
| Emergency preparedness | |
| Relationship with legislative officials | |
| Driver courtesy | |
| Long reservation hours | |
| OMC | |
| Collaborative relationship with customers-problem solving | |
| Subject matter experts in leadership roles | |

D. Strengthening Board Engagement in Governing Work

| | |
|--|--|
| 1. Access Services' image building and maintenance of relationships with key stakeholders | 2. Access Services' innovation and strategic planning (including fashioning innovation initiatives, updating values, vision, strategic goals, etc.) |
| Members represent Access at functions | Staff present draft to Board; |
| Advertise your status as an Access Board Member | ~don't need to start from scratch |
| Attend Access community meetings and regional centers/high trip generators | ~solicit more feedback from Board |
| Leverage your position to engage elected officials | Have formal committee to review the plan |
| Access branding | |
| Make marketing materials (videos) ~More easily available for Board members to utilize | |
| | |
| | |
| 3. Annual operational planning/budget development | 4. Monitoring operational and financial performance |
| | |
| Starts budget process earlier | Quarterly comparison all on 1 page |
| Two tier budget process | Highlight deficiencies and add an explanation |
| Review operational backup plan | Separate public reporting and Board performance updates |
| | Quarterly reports |
| | Treasury responsibilities |
| | Contract Renewal/KPIs |

| E. Strengthening Board Self-Management | |
|---|--|
| 1. Fashion a profile of desirable Board member attributes and qualifications that might be shared with appointing authorities. | 2. Identify governing performance targets/standards that Board members can be held accountable for. |
| Unique experience & Perspective | Attendance (max missed) |
| Passion for transit | Prepared |
| Strong customer service skills | Participation |
| Strong communication skills | Advocate |
| Knowledgeable/understand the ADA | Report to appointing authority quarterly |
| No conflict of interests | |
| Can look at big picture | |
| Diverse representation | |
| Professionalism | |
| Leader | |
| Respectful/polite | |
| Reliable | |
| Diplomatic | |
| Mediator | |
| | |
| 3. Identify Board member communication and interaction guidelines that will foster a positive Board culture and Board member teamwork. | 4. Identify steps that might be taken to beef up Board members' governing knowledge and skills on an ongoing basis. |
| | |
| Civility | Rotate on committees |
| Respect | Education on spectrum of disabilities |
| Retreats (mini) | Attend industry conferences |
| Workshops | Retreats/workshops |
| Event attendance (informal) | Doug Eadie blog & books |
| Attend other Board member events | Webinars |
| Keeping an open mind | Visit stakeholders |
| Keep in contact with Executive Director | Identify trends |
| Wear your Access hat | |
| | |

F. Ensuring a Solid Board-Executive Director Partnership

| | |
|--|---|
| 1. Fashion a set of guidelines for Board-Executive Director communication and interaction that will foster a close, positive, and productive Board-Executive Director working relationship. | 2. Identify factors that could – if not addressed – damage the Board-Executive Director working relationship. |
| Major requests must go through Executive Director | Lack of engagement |
| Minor requests directly to staff, CC: Executive Director | Not following process |
| Executive Director report every two weeks | Negativity (lack of civility) |
| BTS newsletter every two weeks | Failure of duty to Access |
| Rethink board box reports | Fiduciary responsibility |
| Face to face meeting(s) (once a quarter) | Unauthorized delegation of Board duties |
| Meeting agenda | Failure to set goals; evaluate performance, lack of long term contract |
| Meeting Agenda preparation/due seven days in advanced | |
| Board speaks as one body | |
| 3. Reach agreement on the Executive Director’s proposed FY 2020 “CEO-centric” performance targets (requiring the Executive Director’s commitment of significant time beyond overseeing/directing normal Access operations) in the following areas: | |
| Board Development and Support | Internal Management/Organizational Development |
| ~Update Board member orientation | ~Examine and revise compensation policy |
| ~Formalize strategic planning process; | ~Create and implement; staff development program; succession planning. |
| ~adopt strategic plan | ~Examine and revise financial management process |
| ~welcome Board member input | |
| ~Implement communication guidelines | |
| External/Stakeholder Relations | |
| ~Attend five events per month | |
| ~Relationship build/engage officials; | |
| ~D.C./Sacramento | |
| ~Develop external relations strategy and present to the board | |
| Growth & Diversification | |
| ~Develop and revise budget process | |
| ~Pursue Medi-Cal funding; Other funding sources | |