

APTA GOVERNANCE AND COMMITTEE STRUCTURE LISTENING SESSION

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Vice Chair – Business Members, APTA

Chair, APTA Business Member Board of Governors

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Immediate Past Chair, APTA

President/Chief Executive Officer

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OVERVIEW OF PRESENTATION

- Background on the Governance Initiative
- Why change is needed
- What is proposed
 - Executive Committee
 - Board of Directors
 - APTA Committees

FAST FORWARD TO THE FUTURE: TransitVision 2050

- Major changes in the industry
 - Broaden and transform public transportation organization and service delivery
- Preparing APTA for change
 - APTA needs to evolve re: issues it embraces, internal organization and governance, and leadership needed to position the industry for success

FAST FORWARD TO THE FUTURE: FRAMEWORK FOR THE FUTURE TASK FORCE

- How best to align APTA's organizational structure with the sweeping and multi-modal vision of *TransitVision 2050*.
- Define what APTA's purpose should be, whom it should represent in the future; and how APTA's committee and reporting structure could be more efficiently configured.

FRAMEWORK FOR THE FUTURE TASK FORCE RECOMMENDATION

It needs to become routine to review how the executive committee is organized, and to determine if changes are needed to the organization's structure and governance. Given the controversy that such efforts can raise, this is something that APTA avoided in the past.

FRAMEWORK FOR THE FUTURE TASK FORCE RECOMMENDATION

APTA's standing committees should be aligned with the strategic goals of the organization and be flexible and responsive to changes that take place in the industry in the future.

WHY CHANGE IS NEEDED

- Visionary effort to get APTA ready to lead the industry in the future
- Improve APTA's effectiveness in addressing current issues
- Engage all sectors of the industry in APTA governance
- Strengthen and empower APTA's committees
- Cultivate new industry leadership

GOVERNANCE AND COMMITTEE STRUCTURE TASK FORCE: ITS CHARGE

Recommend how best to align APTA's organizational structure with the sweeping and multi-modal vision of TransitVision 2050 and take on the challenges of today and tomorrow.

GOVERNANCE AND COMMITTEE STRUCTURE TASK FORCE: FIVE KEY PRINCIPLES

- Importance of balance among transit professionals, transit board members, and business members in APTA's governance
- Need to strengthen the role committee leadership plays in governance

GOVERNANCE AND COMMITTEE STRUCTURE TASK FORCE: FIVE KEY PRINCIPLES

- Establish clear pathways to leadership positions
- Encourage a wider array of members into APTA's governance
- Create a structure that would bring the best talent forward to lead APTA in the future

PROPOSED CHANGES IN APTA's GOVERNANCE: EXECUTIVE COMMITTEE

- Size and composition
- Terms of office
- Balance

PROPOSED CHANGES IN APTA'S GOVERNANCE: EXECUTIVE COMMITTEE

- Size and composition: 15 members
 - Four Officers: Chair, vice chair, secretary/treasurer, immediate past chair
 - Eleven at-large members: serve without portfolio

PROPOSED CHANGES IN APTA'S GOVERNANCE: EXECUTIVE COMMITTEE

- Terms of Office
 - Chair, vice chair and past chair would remain as they are today.
 - Secretary/treasurer - three years
 - Executive committee members – two years

PROPOSED CHANGES IN APTA's GOVERNANCE: EXECUTIVE COMMITTEE

- Balance
 - Secretary-treasurer and 11 at-large seats
 - 8 Public sector members
 - Balanced between transit board members and transit professionals
 - 4 Private sector members
 - APTA Nominating Committee responsible for assuring balance in accordance with bylaws

PROPOSED CHANGES IN APTA'S GOVERNANCE: BOARD OF DIRECTORS

- Current composition
 - 20 designated public agency directors
 - Regional directors: 7 regions
 - 4 public sector (including 1 small operator)
 - 1 private sector
 - 8 at-large private sector directors
 - 18 executive committee members

PROPOSED CHANGES IN APTA'S GOVERNANCE: BOARD OF DIRECTORS

- Proposed composition
 - 20 designated public agency directors
 - 20 designated private sector directors
 - 20 at-large directors
 - 25 committee chair directors
 - 15 executive committee members

PROPOSED CHANGES IN APTA's GOVERNANCE: BOARD OF DIRECTORS

- Changes with proposed composition
 - 20 designated public agency directors: no change
 - 20 designated private sector directors: new
 - Replacement of regions and private sector at-large seats with 20 at-large seats
 - New focus on committee involvements with 25 committee chair directors

PROPOSED CHANGES IN APTA's GOVERNANCE: BOARD OF DIRECTORS

- Changes with proposed composition
 - Committees can make non-binding recommendations of candidates to the Nominating Committee
- APTA members can have more than 1 member on the Board of Directors, but designated and at-large seats may be held by only 1 person from a member organization

MOVING THE PROPOSAL FORWARD

- Member Outreach and Input
 - Passenger Transit article May 25 edition
 - Listening sessions at Rail and Transit Board Members Conferences
 - Webinar
 - Governance@apta.com - comments / questions

MOVING THE PROPOSAL FORWARD

- Potential Schedule
 - Proposal to Executive Committee-
July 31
 - Executive Committee recommendation
to the Board of Directors
 - Board of Directors meeting October 4
in Orlando

MOVING THE PROPOSAL FORWARD

- Potential Schedule
 - Ballot APTA Membership by December 31, 2009
 - Changes would start to be implemented in the 2010 nomination year and October, 2010 election

Task Force Co-Chairs:

Sharon Greene, Principal

Sharon Greene and Associates

Michael S. Townes, President/Chief Executive Officer

Hampton Roads Transit

Paul J. Ballard, Chief Executive Officer Nashville
Metropolitan Transit Authority

John P. Bartosiewicz, Executive Vice President /Chief
Operating Officer,
McDonald Transit Associates, Inc.

Christopher P. Boylan, Deputy Executive
Director, Corporate Affairs & Communications
New York Metropolitan Transportation Authority

Mattie P. Carter, Commissioner
Memphis Area Transit Authority

Flora M. Castillo, Board Member
New Jersey Transit Corporation

Diana Chang, Senior Management Analyst
Culver CityBus

George F. Dixon, III, President
Greater Cleveland Regional Transit Authority

Nathaniel P. Ford, Sr., Executive Director/CEO
San Francisco Municipal Transportation Agency

Kim R. Green, President
GFI GENFARE

Delon Hampton, Ph.D., P.E., Chairman
Delon Hampton & Associates, Chartered



Shirley Harris, Board Member
San Mateo County Transit District (SamTrans)

Celia G. Kupersmith, General Manager
Golden Gate Bridge, Highway & Transportation District

Michael P. Melaniphy, Vice President, Public Sector
Motor Coach Industries, Inc.

William R. Mooney, Chief Operating Officer
Chicago Transit Authority

Hugh A. Mose, General Manager
Centre Area Transportation Authority

Jennifer A. Paul, Marketing Manager
South Florida Regional Transportation Authority

Jerome C. Premo, Executive Vice President
AECOM

Howard Silver, Board Member
Golden Empire Transit District

Mr. David L. Turney, President and Chief
Executive Officer
RTI, Inc. (A DRI Company)

Mr. Gary M. Webster, Chief General Manager
Toronto Transit Commission

Mr. Leslie R. White, General Manager
Santa Cruz Metropolitan Transit District



Mr. Richard A. White, Executive Vice President
AECOM

Mr. Charles R. Wochele, Vice President,
Business Development
ALSTOM Transportation Inc.



MOVING THIS PROPOSAL FORWARD

Questions:

- Do you envision this proposal making APTA a better organization?
- Do you need additional information?
- Have we missed something?
- Comments/suggestions?