



Committee Members Present

John Byczek
Fran Davin
Ron Govin
David Mechanik

Committee Members Absent

Kevin Beckner
Mark Sharpe

Other Board Members Present

Wallace Bowers
Alison Hewitt
Steven Polzin

Staff Present

Katharine Eagan
Philip Hale
Marcia Mejia
Martha Milligan
Brenda Mowen
Lena Petit
Mary Shavalier
Rick Fitz-Gordon
Michael Bartholomew
Ken Wagner
Sylvia Berrien
Michael Stephens

Others Present

Charles Fletcher, Gray Robinson
Ted Jackovics, The Tampa Tribune
Bill Roberts, FGCR

Sign-in sheets are attached

CALL TO ORDER

The meeting was called to order by Committee Chair Ron Govin at 9:10 a.m.

PLEDGE OF ALLEGIANCE

PUBLIC COMMENT

No one signed up to speak.

PRESENTATION

The IS Story – Chapter I – Technology Developed

Ms. Brenda Mowen, HART Chief Administrative Officer, introduced Mr. Rick Fitz-Gordon, HART Manager of Information Systems, to the Committee. Ms. Mowen offered a brief outline of the presentation explaining it is the first of three presentations intended to present the functionality and technologies deployed at HART. She explained that Part Two will address ITS – Intelligent Transportation System on buses and Part Three will focus on applications, software and devices HART uses to manage the business.

Mr. Fitz-Gordon made the presentation on The IS Story – Chapter I – Technology Developed. The presentation offers an introduction of the IS team, a brief history of the technologies deployed, the current technologies deployed, and technology initiatives under consideration, the impact on IS staffing and funding and a summary of where the Agency’s technology deployment is today. A full copy of the presentation is on file and can be obtained from the Clerk of the Board at petitl@gohart.org.

Director Byczek arrived at 9:34 a.m.

Ms. Mowen spoke about current staffing and funding constraints affecting the IS department. She provided an example of the 21st Avenue rehabilitation project of relocating fiber optics and other equipment done by IS staff, who dedicated a tremendous amount of time and effort to complete the task. Ms. Mowen said certain software purchased requires maintenance, after their warranties expire, and this maintenance is being picked up by IS, augmented by vendors.

Director Polzin said he is interested in learning about technology and real-time information on buses. He said knowing the share of HART customers likely to take advantage of advanced technology would be useful in making fiscally responsible decisions.

Mr. Philip Hale, HART Interim Chief Executive Officer, noted that ticket vending machines are generating 60 percent of the revenue versus an anticipated 40 percent.

Chair Govin asked if there was a plan to have WiFi on BRT buses.

Mr. Hale responded that a final decision had not been made. He said staff is to evaluate return on investment, usage, and maintenance costs to support implemented devices.

Chair Govin asked if data backup is done on-site or off-site.

Mr. Fitz-Gordon explained methodologies used on-site to allow systems to monitor themselves. He explained that data is shipped automatically and staff could reconstruct any server from any back up. Mr. Fitz-Gordon said that critical data is not transferred simultaneously; financial data is transferred four times daily and all other data is transferred once a day.

Chair Govin suggested that in the future, charts be printed on white backgrounds with black letters for easier reading.

APPROVAL OF MINUTES

Director Byczek moved and Director Davin seconded approval of the September 19, 2011 Finance, Governance, and Administration Committee meeting minutes. All Committee members present voted aye. The motion carried unanimously.

DISCUSSION ITEMS

HART Board Policy Manual Revision Progress

Mr. Charles “Chip” Fletcher, HART Board General Counsel, reported that there have been some changes to the State Statute that do not require HART to follow all details in the processes outlined in the state’s Administrative Procedures Act. He added that, to the best of his knowledge, none of the other equivalent agencies in the state goes through this process. For a more streamlined process, Mr. Fletcher recommended to repeal the current rule-making process, and concurrently develop and adopt an alternate process for revision of HART policies that could include public notice of a workshop and a hearing before the full Board. He noted that the HART charter does not require us to follow the ordinance of the county or the city for the rule-making process.

Director Mechanik asked about statutory requirements.

Mr. Fletcher explained that HART is not obligated to follow Florida Statute 120. He said HART current process requires for revisions to come before the Board four times before adoption.

Director Mechanik said that assuming it is permissible, he would favor a workshop-type format, followed by adoption by the full Board at a consequently-scheduled meeting.

Mr. Fletcher suggested having a redevelopment workshop following Florida Statute 120 requirement that would provide an opportunity for two readings before a final adoption.

Director Polzin asked if the rule-making process is proposed to be a committee or a full Board activity.

Mr. Fletcher replied that it is permissible to have a workshop before the committee. He said the agency sets the process of informing the public of intentions and receiving public comment. Mr. Fletcher offered to draft a recommendation for review by the Board.

Director Mechanik said the past practice was for the Board to have an opportunity to review a proposed draft and work it over in a workshop. He suggested that a new process might incorporate a review by a committee that would provide input, which will be further advanced to the full Board’s review and adoption.

Director Hewitt arrived at 9:49 a.m.

Mr. Fletcher summarized that the consensus of Committee members is for the rule-making process to include a committee review of a draft, conduct a workshop with the full board and adoption by the full Board at a consequent meeting. He walked the Committee members through the proposed schedule of the repeal process that will have to be held under the current procedure and will conclude by January/February 2012. Mr. Fletcher stated the Board would recommend a rule-adoption process for adoption at the same meeting that repeals the current process.

Director Mechanik suggested that the two processes run concurrently, and to time the vote that both processes occur at the same meeting.

Chair Govin confirmed that this was the Committee consensus and requested that the General Counsel prepare and present a schedule at the November Board meeting.

Director Mechanik asked when the Board would see a draft of the revisions to the policies.

Mr. Fletcher said he has completed his version of the draft revisions; however, had not coordinate it with staff yet.

Director Davin noted that the suggested revisions have not yet been moved through an ad hoc committee.

Mr. Fletcher said he has been focused on updating an adoption process which is listed as Phase I in the report in the packet. He added that Phase II is to have substantive changes to the policies which could start after the January/February repeal adoption. Mr. Fletcher noted that he has identified a couple of policies that he would suggest to consider revising, in addition to those proposed by the prior General Counsel. He said a general statement for delegation of authority needs to be included in the policies. Mr. Fletcher remarked that the emergency meeting section does not track the state statute and needs to be updated. He indicated that procurement policies will require a comprehensive review and staff will lead the process with a separate ad hoc committee. Mr. Fletcher said he envisioned a committee starting to meet now in order to get recommendations to the Board in the January/February time frame.

Director Hewitt pointed out that the intention was to have several layers of discussion of the policies revisions, with bulk of the work done by ad hoc committees. She said the General Counsel's intent now is to inform the Finance, Governance and Administration Committee about the schedule of the process and initiate meetings of ad hoc committees.

Directors Murman, Bowers, Sharpe, and Mechanik volunteered to serve on an ad hoc committee who will prepare a draft of the policies and then presented for review by the Finance Committee that will advance it to the full Board.

Director Davin noted that the proposed presented schedule states that the ad hoc committee will review procurement, travel and other related policies.

Ms. Mowen explained that it is suggested to have two committees; one, procurement ad hoc committee to look at extensive changes to these policies, with Directors Sharpe, Murman and Bowers serving as members. She noted this ad hoc committee will start meeting in January. Ms. Mowen said another ad hoc committee will review all recommendations made by the prior General Counsel, as well as changes to certain sections identified by staff.

Director Davin asked if it is suggested that the procurement ad hoc committee will be constituted from the same members who will review other revisions to policies. She suggested that the assignments to these two ad hoc committees be reaffirmed.

Director Mechanik stated he would like to be involved in discussions of the ad hoc committees. He noted his concern about the current process of selecting outside Counsel.

Mr. Fletcher suggested that drafts would be circulated to the full Board and meeting notices of the committees distributed to all Board members so everyone has an opportunity to determine their interest in attending any of the meetings. He noted that as a follow up to the Board's intent to make certain changes to the Whistle Blower policy, he put together a procedure which does not change the current policy, but gives some implementation standards for individual Board members involved in the policy follow up. Mr. Fletcher said it could be discussed at the next full Board meeting.

Director Polzin asked if the proposed Whistle Blower procedure would ultimately be incorporated into a new policy. He suggested that Mr. Fletcher clearly provide to the full Board the context of this procedure.

Mr. Fletcher explained that this was drafted in an effort to propose a procedure more quickly, to give the Board a tool that could be utilized immediately. He added that this procedure tracks the current policy, spells out the Secretary's responsibility upon receipt of a complaint, and clarifies when and what actions by the Board would be required. Mr. Fletcher said he could draft the procedure that the document be ultimately transmitted to the full Board.

Director Mechanik noted, in his opinion, the proposed procedure reflects the general consensus of the Board. Referencing the most recent HART case of complaints filed as Whistleblower, he stated he was not able to make an intelligent decision whom to hire without knowledge of the allegations.

Director Bowers asked if there would be a distinction how to handle complaints that requested confidentiality, and those that did not.

Mr. Fletcher responded that he would need to further research this issue; however could suggest that any information that would reveal identity of an individual filing a complaint could be redacted while transmitted to the Board. He said all public documents associated with a whistle blower complaint are confidential and exempt until the time when a potential allegations ceases to exist.

Director Byczek said a key issue for him was communication from the outside counsel. He state, in his opinion, the Board should have been able to know what the challenges were.

Director Mechanik said in reality, everyone on the 12-member Board receiving information, preserves confidentiality of the information, and all vote on a decision as a group of judges.

Mr. Fletcher confirmed that as those confidential documents are transmitted to the Board, the obligation of confidentiality is incumbent on each individual Board member. Violation of this confidentiality would be placed with each individual Board member.

Director Bowers asked at what point the HART Board Secretary determines whether a complaint meets the requirements of the whistle blower complaint.

Mr. Fletcher stated at this point there is no process in place. He proposed that the Secretary would make such determination with advice from General Counsel and then transmit that with a recommendation to the full Board. Mr. Fletcher stated that this decision would be of the full Board, not an individual Board member.

Director Davin concurred that it is not a fair burden that such decision be the responsibility of one Board member.

Director Polzin asked if the Board could have an out-of-sunshine meeting.

Mr. Fletcher responded that discussions could not be held out of the sunshine, but the documents would be protected during the pendency of the whistleblower investigation.

Mr. Hale requested clarification if a complaint not determined to be of whistleblower nature should be transmitted to the full Board.

Mr. Fletcher said that the final “no action” decision should be taken by the full Board.

Director Polzin said his concern was that the whistleblower gives someone an opportunity to appeal a decision made through management on a particular issue and gives a person a potential venue to take to the full Board. He added that it allows an appeal of any decision made by management which undermines management and allows skipping the normal process for conflict resolution.

Director Mechanik suggested that the Secretary and General Counsel make determination on a matter.

Mr. Hale indicated that staff would be comfortable if the General Counsel makes a legal determination if a complaint falls under the whistleblower category, and if not, it refers back to management for investigation.

Mr. Fletcher said he would view it as a role of General Counsel.

Chair Govin summarized the Committee’s consensus to recommend to the full Board the proposed draft of the whistleblower procedure, a proposed draft of the new adoption procedure, and a more comprehensive schedule of timelines for the ad hoc committees meetings and a decision-making process, having incorporated the suggestions by the Committee members.

Director Polzin suggested the whistleblower procedures be labeled “interim” with an understanding that it may be incorporated into a new policy when it is developed.

Director Byczek moved and Director Mechanik seconded advancing the recommendations of the Finance, Governance and Administration Committee to the full board of Directors for their review and approval. All Committee Members present voted aye. The motion carried unanimously.

Director Hewitt suggested a clear schedule and timeline that anticipates discussions on major projects ahead of HART.

Chair Govin suggested that staff prepare an update to the full Board on the timeline for all HART special projects underway.

INFORMATION ITEM

Ad Hoc Committee on Status of Interim CEO

Mr. Fletcher pointed out that one of the ad hoc committee recommendations was to allow Mr. Hale to use the HART contribution for the health care plan to cover his individual health care plan's contributions. He said such contributions are typically handled pre-tax, and staff was not able to figure out a way to reimburse him pre-tax other than putting it in deferred compensation.

Director Davin suggested changing the signature line and page 2, the last sentence of section 3 should read "limit the ability... (versus "current availability") of HART".

Director Polzin drew attention to section 6, item 4. He asked if there will be a provision for a notice of response time, stating that a process should be clearly spelled-out.

Mr. Fletcher responded that more explicit language could be added, if it was a preference of the Board.

Director Polzin said he would like some specificity on the threshold of compliance with rules and policies, and its intentionality. He pointed out vagueness of Section 8.

Mr. Fletcher remarked that the intent was to capture the fact that the CEO is subject to employment policies applied to every other employee of HART.

Director Polzin requested an explanation of the new state legislation as it relates to termination compensation and severance.

Mr. Fletcher explained that 20 weeks is allowed, which could be paid lump sum or overtime, and it requires that the severance not be paid in an event of misconduct. He said a definition of misconduct is the same one used to disqualify someone from unemployment compensation claims.

Director Polzin asked why consultant-like language is included into the contract, which looks like a game plan.

Mr. Fletcher said this language gives the agency the ability to retain the CEO's services for a period of time, but not pay if other employment is available immediately for the individual.

Director Polzin noted that this reads like avoiding using the word “severance” which makes the public cynical. He said he is comfortable with individuals receiving a severance, and the language should be clear to this matter.

Director Davin indicated that the ad hoc committee did not look at this employment contract as a template for future contracts.

Mr. Fletcher added that the objective was to draft a contract on the schedule for Mr. Hale.

Director Mechanik clarified that this contract could be or does not have to be a template for future documents.

Mr. Fletcher explained the rules on performance bonuses system, which now has to be done system-wide and staff wide.

Director Polzin asked if longevity bonuses could be offered.

Mr. Fletcher said it should be offered to the whole class of employees. He asked for the Committee’s preference as it relates to Director Polzin’s comments.

Director Mechanik stated he liked the contract the way it was presented.

Mr. Hale indicated the proposed draft of the contract is acceptable to him.

Director Davin moved and Director Mechanik seconded advancing the prepared draft for the review and approval by the full Board of Directors. All Committee members present voted aye. The motion carried unanimously.

Tampa International Airport (TIA) Transfer Center Project

Mr. Fletcher reported that a resolution has been reached with the TIA to split the expenses between the two agencies. He said those costs are \$86,000 in ad valorem expended on the project.

Director Davin noted she has hard time accepting that HART has to absorb the expense.

Mr. Fletcher recommended waiting until an official document is available to be presented for an official vote by the Board.

Director Mechanik stated he was not comfortable that the HART Board had not taken a position about Senator Latvala’s idea on consolidation. He suggested HART request more information before the issue is considered.



*Hillsborough Transit Authority
Minutes
Finance, Governance, and Administration Committee Meeting
October 17, 2011*

Director Hewitt noted that this discussion is scheduled for the October 24 Major Projects and Legislative Committee meeting.

Mr. Hale reported that HART selected a legislative support group and will have a briefing with Major Projects and Legislative Committee Chair Govin prior to the October 24 meeting. He said the legislative support team will make a presentation introducing themselves and will facilitate setting the agenda for the legislative session.

Director Davin stated it troubles her that this Board gets informed about the hire of a consultant representing HART at Tallahassee. She added that, in her opinion, decisions of this sort should be made by the Board.

Mr. Hale indicated that this issue could be addressed while revising HART procurement policies.

ADJOURNMENT

The meeting adjourned at 11:13 a.m.