

HART Administrative Offices
1201 E. 7th Avenue, 3rd Floor
Florida Conference Room
Tampa, Florida 33605
Monday, December 19, 2011, immediately
following Rule Development Workshop

*Information not viewable is available upon request through the Clerk of the Board phone:
813-223-6831, fax: 813-223-7976, or e-mail: petitl@goHART.org*

TAB

CALL TO ORDER AND PLEDGE OF ALLEGIANCE

1. RECOMMENDATIONS FOR THE HART BOARD OFFICERS POSITIONS

To be approved by the HART Board.

- Chair
- Vice Chair
- Secretary

2. OTHER APPOINTMENTS BY THE HART BOARD OF DIRECTORS

To be approved by the HART Board.

- Transportation Disadvantaged Coordinating Board
 - One Member
 - One Alternate
- Tampa Historic Streetcar, Inc. Board
 - Three Members
 - Three Alternates
- Hillsborough County Metropolitan Planning Organization Board
 - One Member
 - One Alternate

3. HART COMMITTEES WITH HART BOARD MEMBER APPOINTEE

By HART Policy, there are three Committees which membership is voted on by the Board and not created at the discretion of the Chair.

- HART Employee Leadership Program (HELP)
 - One Member
 - One Alternate
- Claims and Litigation Committee
 - One Member
 - One Alternate
- HART ADA Committee
 - One Member
 - One Alternate

Continued...

4. RECOMMENDATIONS TO CHAIRPERSON FOR 2012 HART BOARD COMMITTEE APPOINTMENTS

The HART Board Chair has the discretion to delete committees or establish new committees and does so from time to time. The Chair appoints Committee Chairs, Vice Chairs, and members. In past years, the Committees have been as follows with the Chair soliciting input from the Nominating Committee about member preferences.

- Audit Committee
 - Chair
 - Vice Chair
 - One Member

- Finance, Governance, and Administration Committee
 - Chair
 - Vice Chair
 - Four Members

- Major Projects and Legislative Committee
 - Chair
 - Vice Chair
 - Four Members

5. ADJOURNMENT

Election of Officers and Other Appointments Made Through Board Election

The HART Board officers election and reorganization is scheduled to be held at the January 9, 2012 HART Board regular meeting.

The HART Board officers to be elected are Chair, Vice Chair, and Secretary.

The full Board typically meets at least 12 times annually as follows:

- Two Evening Budget Hearings accompanied by Board meetings in September
- Ten Regular HART Monthly meetings - first Monday of the month (with exception for July and October)
- Special Meetings and Board Retreats throughout the year can be called by the Board Chair

All positions are filled for one-year renewable terms, effective the date of the vote. In situations where terms are unexpectedly vacated, elections will be held to fill the remainder of the vacated term. Board member interest in the three officer positions was solicited via a written communication from the Board Chair Hewitt in early December 2011. The members of the Board nominated themselves or fellow-Board members. In accordance with Robert's Rules of Order, nominations can also be made from the floor at the time of the election.

Responses were received from all Board members. The summary of the Board members' responses is provided below and in the Attachment I.

HART Board officer positions:

Chair: Director Hewitt (*self-nominated and nominated by Director Bowers*)
Director Davin (*nominated by Directors Govin and Suarez; indicated that she is "willing to accept a nomination as 2012 Chair if it is the wish of the Board"*)
Director Polzin (*willing to serve as any officer*)

Vice Chair: Director Davin (*nominated by Director Hewitt*)
Director Bowers (*nominated by Directors Suarez and Govin*)
Director Polzin (*willing to serve as any officer*)

Secretary: Director Bowers (*self-nominated and nominated by Director Hewitt*)
Director Suarez (*self-nominated and nominated by Director Govin*)
Director Polzin (*willing to serve as any officer*)

Appointments to Other External Boards

(see Attachment II)

At the January 9, 2012, HART regular Board meeting, the HART Board will vote on various HART appointments to other external Boards. Board member interest in these positions was solicited via a written communication from the Board Chair Hewitt in early December 2011. The members of the Board nominated themselves or fellow-Board members:

- **Transportation Disadvantaged Coordinating Board**
Membership: one position and one alternate (*staff appointment is acceptable, Board appointment is desired*)
Meeting Frequency: Eight to Ten meetings annually
- **Tampa Historic Streetcar, Inc. Board**
Membership: three positions and three alternates
Meeting Frequency: one monthly Board meeting and one monthly Committee meeting
- **Hillsborough County Metropolitan Planning Organization Board**
Membership: one position and one alternate
Meeting Frequency: one monthly Board meeting and one monthly Policy Committee meeting

Responses were received from all Board members. Based on the responses, the following summary has been developed, subject to the Board's vote of approval:

Transportation Disadvantaged Coordinating Board

- Member:** Director Murman (*self-nominated and nominated by Director Hewitt*)
Director Madden (*nominated by Director Suarez*)
- Alternate:** Director Jaroch (*nominated by Director Hewitt*)
Director Murman (*nominated by Director Suarez*)

Tampa Historic Streetcar, Inc. Board

- Members:** Director Mechanik (*self-nominated and nominated by Director Davin*)
Director Govin (*self-nominated*)
Director Suarez (*self-nominated and nominated by Directors Davin and Hewitt*)
- Alternates:** Director Bowers (*self-nominated and nominated by Director Suarez*)
Director Mechanik (*nominated by Director Hewitt*)
Director Polzin (*"would consider"*)

Hillsborough County Metropolitan Planning Organization Board

Member: Director Polzin (*self-nominated and nominated by Directors Hewitt and Suarez*)
City of Tampa Councilmember (*Comment from Director Davin: "I think it serves HART best to have a City Council member serve as the member with a County Commissioner as alternate"*)

Alternate: Director Bowers (*self-nominated and nominated by Director Hewitt*)
Director Hewitt (*nominated by Director Suarez*)
Director Jaroch (*self-nominated*)
County Commissioner (*Comment from Director Davin: "I think it serves HART best to have a City Council member serve as the member with a County Commissioner as alternate"*)

HART Committees with HART Board Member Appointee:

(*see Attachment III*)

By HART Policy, there are three Committees which membership is voted on by the Board and not created at the discretion of the Board Chair. Board member interest in the positions was solicited via a written communication from the Board Chair Hewitt in early December 2011. The members of the Board nominated themselves or fellow-Board members.

- HART Employee Leadership Program (HELP)
Membership: one member and an alternate
Meeting Frequency: this Committee meets every month, the Thursday of the regular Board meeting week
- Claims and Litigation Committee
Membership: one member and an alternate
Meeting Frequency: this Committee meets on an as-needed basis
- HART ADA Committee
Membership: one member and an alternate
Meeting Frequency: this Committee meets on an as-needed basis

Responses were received from all Board members. Based on the responses, the following summary has been developed, subject to the Board's vote of approval:

HART Employee Leadership Program (HELP)

Member: Director Bowers (*self-nominated and nominated by Directors Hewitt and Suarez*)

Alternate: Director Jaroch (*nominated by Director Hewitt*)
Director Govin (*nominated by Director Suarez*)



Claims and Litigation Committee

Member: Director Mechanik (*self-nominated and nominated by Director Hewitt*)
Director Hewitt (*nominated by Director Suarez*)
Director Beckner (*self-nominated*)

Alternate: Director Beckner (*nominated by Director Hewitt*)

HART ADA Committee

Member: Director Murman (*self-nominated and nominated by Directors Hewitt and Suarez*)

Alternate: Director Jaroch (*self-nominated and nominated by Director Hewitt*)
Director Madden (*nominated by Director Suarez*)

2012 HART Board Committee Appointments

Each year, the HART Board Chair makes appointments to the HART Board Committees. These appointments may be made by the HART Board Chair at the January 9, 2012, HART Board of Directors meeting.

BACKGROUND

The HART Board Chair has the discretion to establish new committees, to dissolve existing committees, and to convene committee meetings on an as-needed basis. The Board Chair appoints Committee Chairs, Vice Chairs, and members.

The HART Board Chair may make these appointments at the January 9 HART regular Board meeting after the election of officers. The following are the current HART Board Committees that will meet every third Monday of the month on a rotating basis depending on demand and issues under discussion:

Audit Committee

Chair: Director Byczek (*self-nominated*);
Director Jaroch (*self-nominated and nominated by Director Hewitt*)
Director Sharpe (*nominated by Director Suarez*)

Vice Chair: Director Byczek (*nominated by Director Hewitt*)
Director Mechanik (*self-nominated*)
Director Polzin (*nominated by Director Suarez*)

Member: Director Davin (*nominated by Directors Hewitt and Suarez*)
Director Mechanik (*self-nominated*)

Finance, Governance, and Administration Committee

Chair: Director Govin (*nominated by Director Hewitt*)
Director Bowers (*nominated by Director Suarez*)

Vice Chair: Director Govin (*self-nominated*)
Director Davin (*nominated by Directors Hewitt and Suarez*)
Director Mechanik (*self-nominated*)

Members: Director Jaroch (*self-nominated and nominated by Director Hewitt*)
Director Beckner (*self-nominated*)
Director Davin (*self-nominated*)
Director Mechanik (*self-nominated*)
Director Polzin (*self-nominated*)
Director Govin (*nominated by Director Suarez*)

Major Projects and Legislative Committee

Chair: Director Jaroch (*nominated by Director Govin*)
Director Hewitt (*nominated by Director Suarez*)
Director Davin (*nominated by Director Hewitt*)

Vice Chair: Director Polzin (*nominated by Director Hewitt*)
Director Jaroch (*self-nominated*)
Director Govin (*nominated by Director Suarez*)
Director Mechanik (*self-nominated*)

Members: Director Mechanik (*self-nominated*)
Director Murman (*self-nominated*)
Director Polzin (*self-nominated*)
Director Suarez (*self-nominated*)
Director Govin (*self-nominated and nominated by Director Hewitt*)

NEXT STEPS

Based on the recommendations of the Nominating Committee, at the January 9, 2012, regular Board meeting, the Chair will announce the new Committees' memberships.

Attachments:

- I. Summary of Survey – HART Board Officers
- II. Summary of Survey – Other External Boards
- III. Summary of Survey – HART Board Committees
- IV. Current HART Committee Assignments

**ATTACHMENT I
Summary of Survey
HART Board Officers**

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Committee Name	Position	Current Ocupant	2012 Nominations	Comments
HART Board Officers				
HART Board Officers	Chairperson	Alison Hewitt	Alison Hewitt	self-nominated Nominated by Wallace Bowers
			Fran Davin	willing to accept a nomination as 2012 Chair if it is the wish of the Board Nominated by Ron Govin Nominated by Mike Suarez
			Steve Polzin	willing to serve as any officer
	Vice Chair	Fran Davin	Fran Davin	Nominated by Alison Hewitt
			Wallace Bowers	Nominated by Mike Suarez Nominated by Ron Govin
			Steve Polzin	willing to serve as any officer
	Secretary	Wallace Bowers	Wallace Bowers	self-nominated Nominated by Alison Hewitt
			Councilman Mike Suarez	self-nominated Nominated by Ron Govin
			Steve Polzin	willing to serve as any officer

ATTACHMENT II
Summary of Survey
Appointments to Other External Boards

Committee Name	Position	Current Ocupant	2012 Nominations	Comments
Appointments to Other Boards				
Transportation Disadvantaged	Member	Commissioner Sandra Murman	Commissioner Sandra Murman	self-nominated
				Nominated by Alison Hewitt
			Anne Madden	Nominated by Mike Suarez
	Alternate	Councilman Mike Suarez	Karen Jaroch	Nominated by Alison Hewitt
			Commissioner Sandra Murman	Nominated by Mike Suarez
Tampa Historic Streetcar, Inc				
	Member	David Mechanik	David Mechanik	self-nominated
				Nominated by Fran Davin
	Member	Councilman Ron Govin	Councilman Ron Govin	self-nominated
	Member	Councilman Mike Suarez	Councilman Mike Suarez	self-nominated
				Nominated by Fran Davin
				Nominated by Alison Hewitt
	Alternate	Wallace Bowers	Wallace Bowers	self-nominated
				Nominated by Mike Suarez
	Alternate	Fran Davin	David Mechanik	Nominated by Alison Hewitt
	Alternate		Dr. Steven Polzin	Will Consider
Metropolitan Planning Organization				
	Member	Dr. Steven Polzin	Dr. Steven Polzin	self-nominated
				Nominated by Alison Hewitt
				Nominated by Mike Suarez
			Councilmember	Fran Davin: "I think it serves HART best to have a City Council member serve as the member"
	Alternate	Wallace Bowers	Wallace Bowers	self-nominated
				Nominated by Alison Hewitt
			Alison Hewitt	Nominated by Mike Suarez
			Karen Jaroch	self-nominated
			Commissioner	Fran Davin: "I think it serves HART best to have a Commissioner serve as the alternate"

**ATTACHMENT III
Summary of Survey
HART Board Committees**

Committee Name	Position	Current Ocupant	2012 Nominations	Comments
HART Committees				
HELP (HART Employee Leadership Program)	Member	Wallace Bowers	Wallace Bowers	self-nominated
				Nominated by Mike Suarez
				Nominated by Alison Hewitt
	Alternate	Commissioner Sandra Murman	Karen Jaroch	Nominated by Alison Hewitt
			Councilman Ron Govin	Nominated by Mike Suarez
Claims & Litigation Committee				
Claims & Litigation Committee	Member	David Mechanik	David Mechanik	self-nominated
				Nominated by Alison Hewitt
			Alison Hewitt	Nominated by Mike Suarez
			Commissioner Kevin Beckner	self-nominated
	Alternate	Commissioner Kevin Beckner	Commissioner Kevin Beckner	Nominated by Alison Hewitt
ADA Committee				
ADA Committee	Member	Commissioner Sandra Murman	Commissioner Sandra Murman	self-nominated
				Nominated by Alison Hewitt
				Nominated by Mike Suarez
			Anne Madden	self-nominated
	Alternate	Karen Jaroch	Karen Jaroch	self-nominated
				Nominated by Alison Hewitt
			Anne Madden	Nominated by Mike Suarez
Audit Committee				
Audit Committee	Chairperson	John Byczek	John Byczek	self-nominated
			Karen Jaroch	self-nominated
				Nominated by Alison Hewitt
			Commissioner Mark Sharpe	Nominated by Mike Suarez
	Vice Chair	Commissioner Mark Sharpe	John Byczek	Nominated by Alison Hewitt
			David Mechanik	self-nominated
			Dr. Steven Polzin	Nominated by Mike Suarez
	Member	Karen Jaroch	Fran Davin	Nominated by Alison Hewitt
				Nominated by Mike Suarez
			David Mechanik	self-nominated

**ATTACHMENT III
Summary of Survey
HART Board Committees**

Finance, Governance, and Administration Committee	Chairperson	Councilman Ron Govin	Councilman Ron Govin	Nominated by Alison Hewitt
			Wallace Bowers	Nominated by Mike Suarez
	Vice Chair	David Mechanik	Councilman Ron Govin	self-nominated
			Fran Davin	Nominated by Alison Hewitt
				Nominated by Mike Suarez
			David Mechanik	self-nominated
	Member	Commissioner Mark Sharpe	Karen Jaroch	self-nominated
				Nominated by Alison Hewitt
	Member	Commissioner Kevin Beckner	Commissioner Kevin Beckner	self-nominated
	Member	John Byczek	David Mechanik	self-nominated
	Member	Fran Davin	Fran Davin	self-nominated
	Member		Dr. Steven Polzin	self-nominated
	Member		Councilman Ron Govin	Nominated by Mike Suarez
Major Projects and Legislative Committee	Chairperson	Councilman Ron Govin	Karen Jaroch	Nominated by Ron Govin
			Alison Hewitt	Nominated by Mike Suarez
			Fran Davin	Nominated by Alison Hewitt
	Vice Chair	Karen Jaroch	Dr. Steven Polzin	Nominated by Alison Hewitt
			Karen Jaroch	self-nominated
			David Mechanik	self-nominated
			Councilman Ron Govin	Nominated by Mike Suarez
	Member	Commissioner Sandra Murman	Commissioner Sandra Murman	self-nominated
	Member	David Mechanik	David Mechanik	self-nominated
	Member	Dr. Steven Polzin	Dr. Steven Polzin	self-nominated
	Member	Councilman Mike Suarez	Councilman Mike Suarez	self-nominated
	Member		Councilman Ron Govin	self-nominated
				Nominated by Alison Hewitt

COMMITTEE ASSIGNMENTS	CURRENT MEMBERSHIP	COMMITTEE DESCRIPTION
<p>Finance, Governance, and Administration Committee (9:00 a.m.)</p> <p><i>Third Monday of the month</i></p>	<p>Chair: Director Govin Vice Chair: Director Mechanik Members: Directors Beckner, Sharpe, Davin, and Byczek</p> <p><u>Committee Membership and Officers:</u></p> <p>A chair and vice-chair shall be appointed annually by the Chairperson of the HART Board of Directors as well be the committee membership. The committee will have no less than five members and may be constituted as a committee of the whole at the preference of the Chairperson of the HART Board.</p>	<p><u>Mission:</u></p> <p>The Finance, Governance, and Administration Committee is responsible for review HART's finances, funding and budget, administrative policies including governance, excepting election of officers and assignments handled by the Nominating Committee, and to make recommendations to the HART Board.</p> <p><u>Subject Areas:</u></p> <p>1. <u>Finance and Funding</u></p> <p>a. Policy Guidance for the development of Annual budget, recommendation of the annual ad valorem tax levy amount to the Board; review and recommendation concerning HART's existing and future funding sources, fares, grants, bond issues, tax anticipation borrowing, other forms of indebtedness, and any other matter related to HART's finances; review investment strategies as may be proposed by the Chief Executive Officer prior to action by the Board.</p> <p>2. <u>Governance</u></p> <p>a. Review and recommendations to the Board upon proposal of the Chief Executive Officer of organizational and staffing plans, Board governance (including the Authority's Charter), major contracts for service (such as legal services), and leases; review of solicitations for banking entities and financial advisors.</p> <p>3. <u>Administration</u></p> <p>a. Hold Rule Development Workshops to review HART policies and revisions thereto prior to adoption by the Board.</p>

<p>Major Projects and Legislative Committee (9:00 a.m.)</p> <p><i>As Needed</i></p>	<p>Chair: Director Govin Vice Chair: Jaroch Members: Directors Mechanik, Murman, Polzin, and Suarez</p> <p><u>Membership and Officers:</u></p> <p>A chair and vice-chair shall be appointed annually by the Chairperson of the HART Board of Directors as well be the committee membership. The committee will have no less than five members and may be constituted as a committee of the whole at the preference of the Chairperson of the HART Board.</p>	<p><u>Mission:</u></p> <p>To review transportation system plans, transit service proposals, major capital and operating projects, and to review and propose legislation affecting HART, and make recommendations on them to the HART Board.</p> <p><u>Subject Areas:</u></p> <ol style="list-style-type: none"> 1. Review requests for proposals for planning, engineering, architectural, design and other project-related consultant services. 2. Review and recommend to the HART Board the HART Transit Development Plan (TDP); the Metropolitan Planning Organization’s (MPO) Long Range Transportation Plan and Transportation Improvement Plan; as well as other system and corridor level plans with transit elements; review and recommend project studies, plans, and designs; comprehensive operations analyses, system reviews, and service delivery strategies; acquisition, use, lease, sale or disposal of real property belonging to HART; interlocal agreements and amendments to such agreements that are necessary to implement projects; HART’s state and federal legislative programs and priorities including legislation affecting HART. <p><u>Guidelines:</u></p> <ol style="list-style-type: none"> 1. Major Projects are defined as those with costs of \$100,000 or more, or other projects that the Board may want to track. 2. Transportation plans shall be coordinated with appropriate city, county, regional and state agencies. 3. Public Transportation plans are subject to coordination with the Florida Department of Transportation and the Metropolitan Planning Organization (MPO) for consistency with local, regional and district programs and plans. 4. HART’s legislative program shall observe restrictions regarding the use of federal funding for lobbying purposes.
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<p>Audit Committee (9:00 a.m.) <i>As needed</i></p>	<p>Chair: Director Byczek Vice Chair: Director Sharpe Members: Jaroch</p> <p><u>Membership and Officers:</u> Appointed from among the HART Board of Directors or other appointees. Appointments are annual and made by the chairperson of the HART Board. The Committee is to have a chair and vice chairperson and at least one other member. Preference in appointing members will be given to individuals who have experience in accounting, auditing or finance.</p>	<p><u>Mission:</u> The Audit Committee's Mission shall be to oversee Auditor Selection in accordance with Florida Statutes, Section 218.391; to review and monitor progress of audits and audit-related reviews of HART; to review responses to audits issues and recommendations; to monitor the implementation of audit recommendations and to ensure the proper handling of complaints related to financial and accounting matters.</p> <p><u>Subject Areas:</u> Periodically review changes to regulatory, legislative and legal matters relating to audit subjects; establish schedule and agenda of audits, factors to use for the evaluation of audit services, including a provision requiring the periodic rotation of auditors; recommend schedule for procuring audit services; evaluate proposals provided by qualified firms; rank and recommend to the Board, in order of preference, at least three firms or all firms who have responded to the RFP; review audit scopes to be performed by internal and independent auditors, review reports of all audits, discuss the findings and management's responses and thereafter report the committee's analysis and any recommendations to the Board; make recommendations to the Board concerning the annual budget for internal audit function and staffing; have oversight and review the performance of the internal audit function including compliance with standards; periodically review key internal controls of the organization; review with management and the independent auditors:</p> <ol style="list-style-type: none"> a. annual financial statements b. findings c. HART's accounting principles d. the audit plan and significant changes to it e. course of action for audit follow up f. progress on corrective actions <p>Periodically review HART's code of ethics and conduct, ascertain that all Board members and applicable staff have filed annual disclosure reports that conflicts of interest are declared and reported, and that records of such are maintained; review the procedures for receipt, retention, and treatment of complaints received by HART concerning accounting, internal controls or auditing matters by external and internal parties; ensure that proper steps are taken to investigate and to resolve them in a timely manner.</p>
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<p>Claims and Litigation Committee</p>	<p>Member: Director Mechanik Alternate: Director Beckner</p> <p><u>Committee Membership:</u> The Chairperson of the HART Board or designee, HART's General Counsel, Chief Executive Officer, Staff Attorney, and Risk and Environmental Safety Director.</p>	<p><u>Mission:</u> To meet as needed to review and settle claims in amounts more than \$25,000 up to and including \$60,000.</p> <p><u>Subject Areas:</u></p> <ol style="list-style-type: none"> 1. Review of third party tort claims and approval of certain settlements recommended by HART's Risk Manager and/or legal counsel. 2. Review of worker's compensation claims and approval of certain settlements recommended by HART's Risk Manager and/or legal counsel. 3. Review of and recommendations of settlements above \$60,000 or judgments rendered against HART. 4. Review of pending cases and potential litigation. <p><u>Guidelines:</u></p> <ol style="list-style-type: none"> 1. The Litigation and Claims Committee, composed of the CEO; the CFO; the General Counsel; the Risk Manager; the Chair of the Board of Directors, or the Chair's designee, and/or other member appointed by the Chair of the Board is delegated the express authority to settle such workers' compensation claims for amounts greater than \$25,000 and less than \$100,000. Said decisions shall be by majority vote. Otherwise, any such settlement shall require Board approval. The Risk Manager shall make recommendations to the Litigation and Claims Committee. (See HART Policies 720.02(1)(c)) 2. The Board shall approve all settlements of claims which are outside the claims described in 720.02(3)(a) and 720.02(b) equal to or greater than \$100,000 only after receiving written recommendations from the CEO, CFO and General Counsel. 3. Claims and recommended settlements shall be presented to the Committee by HART's Risk Manager. 4. Legal strategy shall be planned and executed by HART's General Counsel, with the advice and consent of the Chief Executive Officer and the Board.
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ATTACHMENT IV

HART Employee Leadership Program (HELP)	Member: Director Bowers Alternate: Director Murman	
ADA Committee	Member: Director Murman Alternate: Director Jaroch	
OTHER BOARDS APPOINTMENTS		
Metropolitan Planning Organization (MPO)	Member: Director Polzin Alternate: Director Bowers	
Tampa Historic Streetcar, Inc. (THS)	Members: Directors Govin, Mechanik, and Suarez Alternates: Directors Davin and Bowers	
Transportation Disadvantaged Coordinating Board	Member: Director Murman Alternate: Director Suarez	