

# TARC BOARD OF DIRECTORS MEETING



## Special Meeting Notice:

Pursuant to KRS 61.823, the TARC Board of Directors will hold a special meeting regarding TARC's Financial Outlook, Board Committee Structure and Upcoming Collective Bargaining Negotiations taking place later this year. This special meeting will be held at:

**TARC's Headquarters, Board Room  
1000 W. Broadway, Louisville, KY 40203**

**Tuesday, February 20, 2024 at 11:30 a.m.**

This meeting is also being held via teleconference as permitted by KRS 61.826.

Members of the public and/or TARC staff may watch a livestream of the meeting by going to [www.facebook.com/ridetarc](https://www.facebook.com/ridetarc); the livestream will be at the top of the page; No Facebook account is needed. Public comments may be submitted in the chat feature, please include your name in the chat.

Pursuant to the Americans with Disabilities Act, persons with a disability may request a reasonable accommodation for assistance with the meeting or meeting materials. Please contact Stephanie Isaacs at 502.561.5103. Requests made as early as possible will allow time to arrange accommodation.

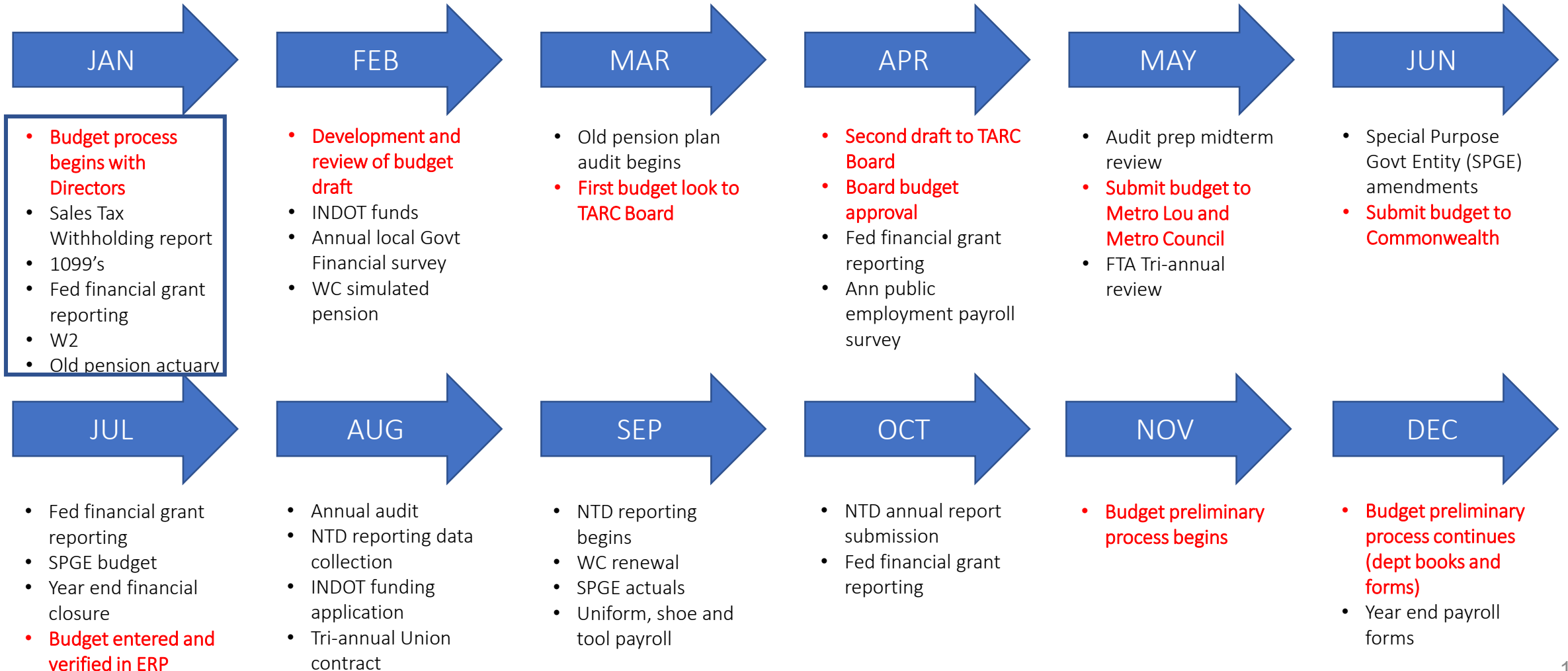
# TARC BOARD OF DIRECTORS MEETING

Agenda – February 20, 2024



- I. Quorum Call/Call to Order Ted Smith 11:30
  
- II. Action Items Ted Smith 11:35–1:00
  - 1. FY25 Budget Process Ozzy Gibson/Tonya Carter 11:35 -12:10
  - 2. Board Committee Structure Ted Smith/Steve Miller 12:10 -12:45
    - A. Resolution 2024-05- Reconstitution of Current TARC Board Committees.
  
- III. Executive Session Ted Smith 12:45 -1:00
  - 1. Upcoming Collective Bargaining Negotiations
  
- IV. Adjournment Ted Smith 1:00

# ANNUAL FINANCIAL CALENDAR



## DRAFT FY 2025 BUDGET SCHEDULE

### BUDGET TIME LINE - 11/10/2023

DECEMBER 14th	INITIAL BUDGET PLANNING MEETING WITH FINANCE
DECEMBER 22nd	EMAIL FROM MATT THAT DIRECTORS HAVE ACCESS TO FILES NO LATER THAN DATE STATED
JANUARY 15th	KEY PLANS AND PROJECTS FOR FY25, DEPARTMENT ACCOMPLISHMENT IN FY24 TO MARKETING - Alex CAPITAL ITEMS TO GRANTS - Chris & Julia, Tonya ANY TRAINING AND RELATED COST TO - Nathan/Matt/Tonya MEETING COST, DUES & SUBSCRIPTIONS TO - Matt/Tonya IT NEEDS TO - Joe/Chris/Matt/Tonya
FEBRUARY 5th	DEPARTMENT DRAFT BUDGETS DUE TO FINANCE - MUST HAVE AT LEAST MET WITH FINANCE ONCE
FEBRUARY 5th	COMMUNICATIONS/MARKETING DEPT. DUE DATE FOR SUBMITTING TO FINANCE: Intro and any other budget items for the Book
FEBRUARY 9th	MEET WITH MAYOR ABOUT TARC'S FINANCIAL OUTLOOK
FEBRUARY 26st - MARCH 2nd	EXECUTIVE DIRECTOR REVIEW OF DEPT BUDGETS (Rob,Tonya, Matt and Department Head)
MARCH 11th	BY OBJECT CLASS COMPLETED FOR EXECUTIVE REVIEW & FINANCE COMMITTEE
MARCH 20th	TARC FINANCE COMMITTEE REVIEW OF BUDGET (FIRST LOOK)
MARCH 18th - 29th TBD	REVIEW WITH METRO COUNCIL AND THE MAYOR
MARCH 27th	TARC BOARD REVIEW OF BUDGET (FIRST LOOK)
APRIL 17th	TARC FINANCE COMMITTEE REVIEWS AND GIVES SUPPORT OF FINAL BUDGET
APRIL 24th	TARC BOARD APPROVES BUDGET
APRIL TBD	REVIEW WITH METRO COUNCIL AND THE MAYOR
APRIL 26th	MUST HAVE BUDGET TO METRO GOVERNMENT OMB
MAY TBD	MAYOR'S RECOMMENDED BUDGET (Around the 3rd Thursday)
JUNE TBD	BUDGET HEARINGS WITH METRO COUNCIL BEG. OF JUNE
JUNE TBD	FOLLOW UP BUDGET HEARINGS IF NECESSARY MID JUNE
JUNE TBD	APPROVAL BY METRO GOVERNMENT END OF JUNE



# MEMORANDUM

**To:** TARC Board of Directors

**From:** Ted R. Smith, Board Chair, and Steve Miller, Finance Committee Chair

**Date:** February 20, 2024

**Re:** Resolution 2024 – 05 Reconstitution of Current TARC Board Committees

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The Board held a special organizational meeting on September 25, 2023 to look at ways that the Board could improve its Board and Committee structure and meetings to be more effective and efficient. As a result of these discussions, the Board believes it can get more done with greater Board member engagement and participation by consolidating its Committees from four (4) to two (2). KRS 96A.070(8) allows for the TARC Board “to create such other committees as it may deem necessary or proper; but the same shall be advisory in nature and shall report to the board or to the executive committee, and shall not be authorized to take any independent action except in such advisory capacity.”

Accordingly, the Board through this Resolution seeks to continue with its Finance Committee with the attached revised charter setting forth its new duties. In addition, the Board seeks to create an Operations Committee, which will replace the former Committees, which were Human Resources, Strategic Planning and Technology and Customer Service. Attached is the charter that constitutes the responsibilities of the newly formed Operations Committee.

Please let us know if you have any questions. Thanks.



## **RESOLUTION 2024 - 05**

### **Reconstitution of Current TARC Board Committees**

A Resolution reconstituting current TARC Board Committees to assist in TARC Board governance and operations:

**WHEREAS**, the Board held a special meeting on September 25, 2023 to look at ways to improve the effectiveness and efficiency of Board and Committee structure and meetings; and

**WHEREAS**, KRS 96A.070(8) allows the TARC Board to create committees to report to the Board of various activities of the organization; and

**WHEREAS**, the TARC Board seeks to reconstitute its current four (4) Committees into two Committees, which are to be known as the Finance and Operations Committees, which include the revised attached charters of such respective Committees; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Transit Authority of River City hereby does the following:

- (1) The Board hereby adopts the following Committees: Finance and Operations.
- (2) The Board hereby approves the following charters of such Committees and their respective responsibilities.

**ADOPTED THIS 20<sup>th</sup> DAY OF FEBRUARY 2024**

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**Ted R. Smith, Chair of the Board of Directors**



## **TARC Board of Directors**

### **Finance Committee Charter**

#### **Authority**

The Finance Committee ("Committee") is a committee of the TARC Board of Directors ("Board") established under Article VIII, Section 2 of TARC's Bylaws.

#### **Membership and meetings**

There shall be three (3) members of the Committee, all of whom will be appointed by the Board Chair, who shall also appoint one of the three Committee members to serve as Committee Chair. The Board Chair shall be an ex-officio Committee member.

The Committee will meet once each month at the call of the Committee Chair. Two (2) members attending in-person or virtually shall constitute a quorum.

#### **Term**

Each Committee member shall serve a one year-term or until their successor has been selected by the Board Chair. Each Committee member shall be eligible for reappointment by the Board Chair at the expiration of said term. The Board Chair shall also have the authority to replace any Committee member prior to the expiration of their one-year term for any reason.

#### **Responsibilities**

The Committee's responsibilities shall be to:

- Review the proposed schedule for preparing and transmitting TARC's proposed annual budget for the next fiscal year to the Mayor and Metro Council prior to presentation of said schedule to the full Board;
- Review the proposed annual budget prepared by staff and ensure that such budget accurately reflects 1) the financial status of TARC and 2) the actions needed to achieve TARC's mission and goals prior to presentation of such budget to the full TARC Board for consideration;
- Review TARC's performance each month against the Board-approved budget prior to presentation of such budget performance to the full Board;
- Review TARC's rolling 12-month procurement calendar, and review any proposed procurement contracts before presentation of said contracts to the full Board for its consideration;
- Safeguard and monitor the status of the Mass Transit Trust Fund to ensure its viability;



- Report any financial irregularities, concerns, or opportunities to the full Board;
- Recommend financial guidelines, including the establishment, amount, and use of lines of credit, to the full Board;
- Review staff's recommendation of an independent auditor prior to presentation of that recommendation to the full Board, and review said auditor's report prior to its presentation to the full Board;
- Review TARC's capital needs, potential investments, and transit asset management plan and assess any needed changes and updates thereto prior to presentation of actions in this area to the full Board;
- Review and evaluate the Committee's performance periodically; and
- Advise the Executive Director on financial priorities and other matters that may affect TARC's financial health.

Revised as of \_\_\_\_\_, 2024.





## **TARC Board of Directors**

### **Operations Committee Charter**

#### **Authority**

The Operations Committee (“Committee”) is a committee of the TARC Board of Directors (“Board”) established under Article VIII, Section 2 of TARC’s Bylaws.

#### **Membership and meetings**

There shall be four (4) members of the Committee, all of whom will be appointed by the Board Chair, who shall also appoint one of the four Committee members to serve as Committee Chair. The Board Chair shall be an ex-officio Committee member.

The Committee will meet once each month at the call of the Committee Chair. Two (2) members attending in-person or virtually shall constitute a quorum.

#### **Term**

Each Committee member shall serve a one year-term or until their successor has been selected by the Board Chair. Each Committee member shall be eligible for reappointment by the Board Chair at the expiration of said term. The Board Chair shall also have the authority to replace any Committee member prior to the expiration of their one-year term for any reason.

#### **Responsibilities**

The Committee’s responsibilities shall be to:

- Monitor feedback from fixed-route customers, TARC3 customers, elected and appointed public officials, and other stakeholders regarding TARC’s services;
- Review regularly TARC’s rider volume, fixed-route schedule, on-time performance, coach operator attendance, and all other indices that affect TARC’s ability to provide, safe, reliable, and on-time service to its customers;
- Monitor processes for addressing complaints from TARC3 customers who, due to service changes, no longer live within TARC’s service territory;
- Review TARC’s operational processes to ensure the safety of TARC’s customers and employees, including periodically interacting with the TARC’s Health and Safety Committee;
- Review, analyze, and evaluate all new customer products developed by staff prior to presentation of such new customer products to the full Board for its consideration;

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- Review all TARC programs, plans, and activities to determine the direct effect of such programs, plans, and activities on TARC's customers, all with the assistance and cooperation of TARC's staff;
- Monitor trends, advances, challenges, and opportunities in public transportation;
- Ensure that policies and procedures applicable to all TARC's employees are publicly displayed, discernable, and followed;
- Review TARC's technology needs and ensure that such needs are addressed;
- Review public transit operational trends to assist the full Board in determining whether any such trends could be implemented at TARC and what the cost of such implementation would be;
- Review staff's proposed route and system changes prior to presentation of such changes to the full Board for consideration;
- Review and evaluate the Committee's performance periodically.
- Advise the Executive Director on operations priorities and other matters that may affect TARC's performance in meeting its mission and goals.

Approved as of \_\_\_\_\_, 2024.