



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

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 20th DAY OF FEBRUARY 2024

A handwritten signature in blue ink, appearing to read "Ted R. Smith", is written over a horizontal line.

Ted R. Smith, Chair of the Board of Directors



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;



- 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 Feb 20, 2024.



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 February 20, 2024.