

## Minutes

RTA Annual Meeting  
10:41 a.m., June 19, 2018

**Present:** Clough (Chair), Britt, Elkins, Lucas, McCall, Moss, Nardi, Norton, Serrano, Welo

**Not present:** None

Also Present: Benford, Boyd, Brooks-Williams, Burney, Calabrese, Castelucci, Caver, Czeck, Dangelo, Davis, Dietrich, Feke, Feliciano, Fields, Gautam, Gregersen, Harris, Haruthunian, Johnson, Jones, Kadleck, Keshtkaran, Kirchmeir, Kirkland, Lamb, Lee, Lively, Loh, Lozada, Miller, Nero, Opett, Pettus, Pfeiffer, Pickett, Pinkney-Butts, Raguz, Raphael, Reynolds, Scott, Shaffer, Sims, Singh, So, Sutula, Tarka, Togher, Tucker, Vukmanic, Wilson, Young, Uhas, Ulrich, Zeller, Zimmerman

Mayor Clough called the meeting to order at 10:41 a.m. The secretary called the roll and reported that nine (9) board members were present. Ms. Britt was not in the room.

The Secretary advised that notice of this meeting has been posted more than twenty-four hours in advance of the meeting, that the usual notification has been given the news media and other interested persons, and that all requirements of the Ohio Revised Code and Rules and Bylaws of this Board regarding notice of meeting have been complied with.

Mayor Clough stated that the minutes from the re-scheduled May 15, 2018 Annual Meeting had been previously distributed and reviewed and asked whether there were any additions and/or corrections. No changes were presented. The roll was called. There were eight (8) ayes and one (1) abstention by Mr. Nardi. Ms. Britt was not in the room. The minutes were approved.

### Nominating Committee Report

Ms. Moss made the report. Pursuant to the new committee structure approved by this board December 2017, a nominating committee was designated by acting Board President, Mayor Dennis Clough, April 2018, to identify candidates for the offices of president and vice president. Designated to serve on this nomination committee were Rev. Charles Lucas, Nick "Sonny" Nardi and Karen Gabriel Moss. Pursuant to the bylaws Article VI Section 2, Acting President Mayor Clough appointed Ms. Moss as chair of the nominating committee. Under Article II, Section 2 of the bylaws, either the president or the vice president of the board must be a trustee appointed by the City of Cleveland. By the same section of the bylaws, the president and vice president are elected to one-year terms.

In April, 2018, acting Board President Clough asked board members interested in the office of president or vice president to submit a letter of interest to the committee by Friday, April 20, 2018. Two letters were received. Mayor Dennis M. Clough submitted a letter of interest for the position of president. Ms. Valarie J. McCall submitted a letter of interest for either the position of president or vice president. The letters of interest were sent to all board members and reviewed by the committee. As a member of the nominating committee, she proposed they bring the election of the president before the board. It was moved by Ms. Moss, seconded by Rev. Lucas. The candidates can make a short statement.

### *Mayor Clough's statement*

I've had the opportunity to serve on this board since 1999. I would like to say that this organization is a great organization to belong to. We've had so many people that have come and gone with respect to their years of service here. Every single meeting we have people that have dedicated their life and

careers to serving this organization. I think that it's important to recognize the quality people that we have in this organization and as a member of this board, I feel privileged to be able to ask that my fellow board members select me as the next president of this organization.

And if I am selected, I would definitely commit the same type of effort that I have put forth in these last 18 years. It truly is a great organization and we have a mission of serving those that really depend on us on a day to day basis. And I think that needs to continue to be our mission and we need to do it the best way we are able to. It needs to be a safe ride. It needs to be quality service. And we need to always be looking at ways to be more efficient. But also to provide the quality service that our riders demand for us.

*Ms. McCall's statement*

I'm going to read the letter that I sent to my fellow board members when I acknowledged that I was seeking the office of either president or vice president, because I think it summarizes why I am looking to move into leadership. And then I'll make a couple of other remarks at the end. This was to the nominating committee, but today this is to my fellow board members and the nominating committee of the Greater Cleveland Regional Transit Authority.

I am submitting my nomination to lead the Board of Trustees as an officer, specifically as president or vice president of the Board. As you all are aware, I am a lifelong Clevelander, who has always supported our riders. I grew up riding RTA and have always been vocal about what is right for RTA. I remain a consistent voice and advocate for our riders. I believe in the mission of RTA. I believe in its future, but RTA is at an important crossroad that we must address. As we focus on dedicated funding for public transportation, along with the paradigm shift that is facing transit agencies across the United States in Mobility Management, RTA is currently at a disadvantage. We should seek a permanent funding model for our future and we have to begin to focus on changing technologies and emerging transportation models. Yet, today, we as an agency are not ready.

I believe we are not ready to ask the tax payers to vote for a dedicated funding stream until we improve our current fiscal and managerial issues. We lag behind the technologies and diversified methods geared towards the future growth of transportation that is in front of us. We are currently in the midst of another issue that may tarnish our good reputation, but it is one that can shed light on numerous areas of concern and opportunities for growth. We should pivot from a tradition of leadership that does not rotate levels of governance to a process that allows for better checks and balances at the Board level. We are accountable to the public and for that, it is time for us collectively to change.

I am seeking your vote to lead this agency into the future. I am seeking your vote to begin to put RTA in a position where we can seek public funding that will be consistent and lend itself to growth....growth in our finances; growth in our inventory and fleet; growth in our assets and the management of those assets; growth in trust and respect for our riders; growth in the service that we provide our riders and expanding rail and bus services as opposed to reducing routes. Colleagues, we are currently in a state of stagnation.

I am asking you to work with me as we grow into our future. As board members, we may sometimes disagree, we are however, linked by our collective fiduciary responsibility given to us by our appointing authorities. But more importantly, the responsibilities given to us by the public. Many of you know that I am an administrator with vast managerial experience. I have led and managed large, complex and in some cases, extremely difficult situations. I do not back down from challenges. Instead, I welcome them. I engage, I collaborate and I make beneficial changes. I have proven chairmanship as the first African American female Board Chair of NOACA, the past chair of the

American Public Transportation Association and have led many large events such as the Gay Games, Marine Week and was the city's lead planner for the 2016 Republican National Convention, just to name a few.

I championed an improved Retreat process that led to us re-organizing our board committees, thus positioning us for the future. There is one thing that I can promise you and that is under my leadership we will have change. We will grow and we will begin to regain the confidence of our riders and the public. We are on the brink of success or failure. We are currently dealing with another negative media issue and we are set to begin the process for the search, hiring and on-boarding of a new CEO, but today we are not ready. However, if you elect me to lead and we work as a team, we can get there.

I attached a copy of a speech that I gave to my fellow board members when I became chair of APTA because it was important. We must change. In order to do so, we must be bold, open, honest and transparent. This is what I submitted to my colleagues for my nomination process. And I felt this way the day that I sent this email. I feel this way today with the caveat that I don't think we're ready. I don't think we're taking the issues in front of us seriously. I think we're at a situation of mistrust, mistrust of one another at this board level, mistrust of us with our own respect of leadership and executive staff. And we should not be there. As a board member, I don't think we should be in a position where one day we're on the same page and the next day we're not. We are not ready.

And therefore, I am removing myself from any office on this board. I am officially withdrawing my candidacy for president and vice president of this board. I take my responsibilities serious. But I can't say I want to lead where we don't want to be leading together and following one another. Thank you.

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Ms. Moss apologized for keeping the public waiting during the audit presentation prior to this meeting.

Nominations and election for the Office of President

Mayor Welo made the motion to nominate Mayor Clough as President of the Board. It was seconded by Rev. Lucas. The roll was called. There were eight (8) ayes and one (1) abstention by Ms. McCall.

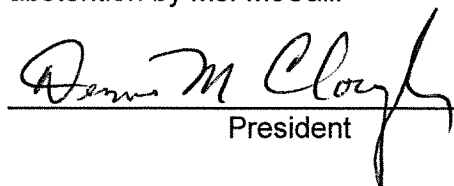
Ms. Britt has sought and is awaiting responses from the Ohio Ethics Commission and others regarding her full service on this board. The request is as to possible or potential conflicts with her current position at NOACA as well as her service on this board. Until she receives a response to those request, she will not be voting.

Mayor Clough thanked his colleagues for trusting him to serve in the position of President of the Board. He's looking forward to working with all of them to continue to make this a better organization.

Nominations and election for the Office of Vice President

Mr. Nardi made a motion to nominate Rev. Lucas as vice president. It was seconded by Mayor Welo. The roll was called. There were eight (8) ayes and one (1) abstention by Ms. McCall.

This meeting was adjourned at 10:58 a.m.

  
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President

Attest:   
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CEO, General Manager/Secretary-Treasurer