

TRANSIT AUTHORITY OF NORTHERN KENTUCKY
Board of Directors
July 10, 2019

The TANK Board of Directors meeting was called to order at 5:30 p.m. on Wednesday, July 10, 2019 at the TANK Offices at 3375 Madison Pike, Ft. Wright, KY 41017 by Mr. Tim Donoghue, Board Chair. Mr. Donoghue requested all to stand for the Pledge of Allegiance.

In attendance were: Mr. Tim Donoghue, Board Chair; Mr. Brian Ellerman, Vice-Chair; Mr. Ed Kuehne; Mr. Scott Guenther; Mr. Jim Parsons; Mr. Dave Sogar; Ms. Laura Thompson; Mr. Bill Voelker; Mr. Andrew Aiello, General Manager; Mr. Mike Duncan, Legal Counsel and Mrs. Nancye McClanahan, Executive Assistant.

Absent from the meeting were Mrs. Gina Rittinger; and Mr. Dave Anneken, Secretary-Treasurer.

Mr. Donoghue asked for a motion to approve the June 12, 2019 Board Minutes. ***Mr. Kuehne made a motion to accept the minutes of June 12, 2019. The motion was seconded by Mr. Sogar. MOTION PASSED.***

AUDIENCE RECOGNITION – Mr. Donoghue

- Mr. Donoghue asked if there was any audience recognition and there was none.

FINANCE COMMITTEE – Mr. Parsons

- Mr. Parsons said prior to his report we would like to have recognition for Mr. Anneken, the Board Secretary/Treasurer. Mr. Aiello reported Mr. David Anneken has been the Secretary/Treasurer for over thirty (30) years. Prior to that time he was a member of the TANK Board. We have recently been informed that he will no longer be able to continue in that capacity. We thought it was appropriate to draft a *Resolution* for the Board's consideration to show our appreciation for his years of service. Mr. Aiello said from a staff perspective we have weekly payrolls and weekly check runs that he is involved with. He has been incredibly accommodating to make sure the needs of the Authority were met. In addition to his responsibilities, he is outstanding individual and his service will be missed. Mr. Aiello indicated we felt it necessary to recognize him as he will no longer be serving in this capacity and we wanted to express TANK's appreciation.

Mr. Donoghue read the *Resolution* honoring Mr. David L. Anneken. (*See Attached*)

Mr. Parsons made the motion to approve the Resolution for David L. Anneken as presented. The motion was seconded by Mr. Kuehne. MOTION PASSED.

Mr. Donoghue asked that we keep Dave and his family in our thoughts and prayers.

- Mr. Parsons reported that we did not officially have a Finance Committee meeting however the Finance Report was sent out in advance of this meeting. He said he wanted to recognize the new format that Mr. Fuchs has put together - it is easier to read and understand.

Mr. Parsons reported we are still experiencing a loss of ridership but the big issue on fixed-route ridership was the effect of the Southbank Shuttle. There are two factors there, last year with the Suspension Bridge closure we operated under a fare-free promotion and now with the Suspension Bridge closure (no fare-free promotion) it is affecting ridership. He pointed out the 30% difference in Southbank ridership and how it affected the fixed route ridership for the month.

Mr. Parsons reported our operating income was below the budgeted amount - *year-to-date* we have had a savings of \$769,555 over the adopted budget. The expense numbers have well offset the loss of income. Mr. Parsons reported we are operating at a surplus for the month of May of \$367,202. He indicated that overall we are doing quite well with our budget. Mr. Aiello said he does not have final June number yet as the books have not yet closed for the month, but he feels we will remain with a surplus when we close out the fiscal year.

- Mr. Donoghue asked Mr. Parsons to discuss the role of the Treasurer. He said the committee has had a couple of discussions regarding this matter as we felt this situation would arise soon. TANK is unusual in having a third party, a person outside who is not an employee or a member of the Board, as Treasurer. By our statute, we are required to have a Secretary and also required to have a Treasurer – this is pretty common with most public agencies. Nothing in our statute requires a third party to hold the position(s) and therefore we could designate an employee(s) to exercise those positions if we choose. That would not be inappropriate.

Mr. Parsons said the discussion at committee was *if* we could find an outside person to review things it would be good. The committee asked that we put out some *feelers* to see if we could find a person to accept and fit in this role. Mr. Aiello reported we created a position description and pushed it out to our professional networks. This did generate a few leads that resulted in three (3) meetings with people with financial backgrounds. In those meetings, there were many questions and discussions. This position (with the weekly check runs) is a big commitment and none of the interested parties followed through. He indicated that we tried that for a number of months and it just did not result with a person accepting the position. He asked if the Board wants us to go back out – he referred to the *Memo* within their packet that offers some recommendations and one is having Staff handle the positions. (*See Enclosed*) If it is pulled internally we can generate an electronic check register every month for the Board to review. This will be discussed further at the August Finance Committee meeting.

Following further discussion, ***Mr. Parsons made the motion to have the Manager of Finance be designated as Board Treasurer. The motion was seconded by Mr. Sogar. MOTION PASSED.***

Mr. Parsons said related to the Secretary position he believes that Mrs. McClanahan already handles all of the minutes, etc. as needed by the Board.

Mr. Parsons made the motion that the Executive Assistant be designated as Board Secretary. The motion was seconded by Mr. Kuehne. MOTION PASSED.

Mr. Aiello said he would like to add one more thing - if it is the pleasure of the Board we will work with the Finance Committee to find an appropriate place to publish the check register. We will work with the committee to see how they want it to work.

GENERAL MANAGER'S REPORT – Mr. Aiello

- Mr. Aiello reported on the following:
 - Mr. Aiello referred to the General Manager's Report on page 23 in the Board Packet.
 - Mr. Aiello said we are very happy to introduce Mrs. Tricia Duvall, TANK's new Human Resource Manager. Mrs. Duvall is a graduate of NKU and brings to TANK five years of private-sector HR experience. We welcome Tricia to our team.
 - Mr. Aiello reported in the next few weeks we will work on an operational plan for BLINK. 2017 was the first BLINK and over one-million people attended for the three day event. It created some serious traffic issues at that time and we need to determine how it will affect our operations as well. We have to think about service provision and traffic operations. We are working on a committee with the City of Cincinnati, Cincinnati Chamber (BLINK Sponsor), Metro, Police and Fire to determine what the traffic plan options might be during the BLINK event.
 - TANK's Capital Development Committee met in June. This is an internal committee that meets quarterly. Each time we approve a capital purchase such as the air conditioning system (that is being replaced right now) it is often funded with federal Capital funds. The tracking and grant management process has been overhauled and updated by TANK's Manager of Finance. The update will allow for a more transparent look at TANK's capital assets and projects. He thanked Mr. Fuchs for the overhaul.
 - Mr. Aiello reported in Operations we had a good month with only four preventable accidents. Year-to-date we are close to where we were last year.
 - Mr. Aiello reported we have been having Career Days on Saturdays and they are going well. The next Career Day will be Saturday, July 27th. It is a good process and brings in a lot of folks all at once. We take care of screening, interviews and testing all on one day.
 - Mr. Aiello reports the Southbank Shuttle remains on detour. Yesterday we heard the bridge should open by the end of July which is welcome news to the Operations and Communications crews.
 - Mr. Aiello reported on the previously-approved purchase of four non-revenue support vehicles. The order has been placed and it will be approximately nineteen weeks before they arrive. These were purchased under the State Contract.
 - Mr. Aiello reported the annual UST inspections were completed last month.
 - We continue to train on our technology - partnering with SORTA across the river to do hybrid training for our Gillig hybrid buses.
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- Mr. Aiello reported there is a lot going on in the Planning and Marketing department. The kick-off for our System Redesign has begun. The consultants were here for a full week learning the system, riding the routes and talking to Operators. You will see soon that we will begin communicating with our stakeholder groups. We will provide more information in committee as we move along. He said the Mr. Busofsky has been really busy and he thanked him.
- Mr. Aiello reported Mr. Busofsky has also been working on grant applications to OKI. One is for replacement of buses and another for the TANK facility repairs.
- Mr. Aiello reported our new point-of-sale system, called Shopkeep, has been implemented. This is definitely an updated system and is very good for our customers.
- Mr. Aiello reported the new advertising at CVG of the 2X is located in the baggage claim area - it promote rides to downtown from CVG.

OLD BUSINESS – Mr. Donoghue

- Mr. Donoghue asked if there was any Old Business and there was none.

NEW BUSINESS – Mr. Donoghue

- Mr. Donoghue asked if there was any New Business and there was none.

GENERAL COUNSEL REPORT – Mr. Duncan

- Mr. Duncan reported that once every year we elect officers. He indicated the statute we operate under is KRS chapter 96(A), section 070. Furthermore, our by-laws, as stated in Article 3, require as the last order of business to be the election of a *Chair* and a *Vice Chair* each July. Currently, we have a Chair that has served two terms and because of that we are required to elect a new Chair. The Chairmanship must rotate between the Counties. Currently the Chair is from Boone County and prior to that the Chair was from Kenton County. Therefore, the new Chair must be elected from Campbell County and the Vice Chair from Kenton County. Mr. Duncan said the by-laws specify that we have no Nomination Committee and nominations come from the floor. The member getting the highest number of votes will be Chair.

Mr. Duncan asked Mr. Donoghue to call for nominations for Chair.

Mr. Voelker nominated Mr. Brian Ellerman from Campbell County as *Chair* of the TANK Board of Directors. Mr. Parsons seconded the nomination of Mr. Ellerman. Mr. Donoghue asked if there were other nominations and, being none, the nominations were closed. ***Following the close of nominations a voice vote was taken and Mr. Ellerman was elected by unanimous vote.***

Congratulation were extended to the new Chair.

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Mr. Duncan said the next item of business would be the nomination for *Vice-Chair* from Kenton County.

Mr. Guenther nominated Mr. Ed Kuehne from Kenton County as *Vice-Chair* of the TANK Board of Directors. Mr. Sogar seconded the nomination of Mr. Kuehne. Mr. Donoghue asked if there were other nominations and, being none, the nominations were closed. ***Following the close of nominations a voice vote was taken and Mr. Kuehne was elected by unanimous vote.***

Congratulation were extended to the new Vice Chair.

Mr. Duncan indicated this was for a one year term. However, they would be eligible for a second term. He indicated this was the last order of business.

Mr. Donoghue thanked the Board for allowing him to be the Chair for the last two years. It has been a wonderful experience and appreciated doing it.

Mr. Donoghue request a motion to adjourned the meeting. ***Mr. Voelker made the motion to adjourn the Board Meeting. The Motion was seconded by Mr. Ellerman. MOTION PASSED.***

The TANK Board of Directors meeting adjourned at 6:00 p.m.

Respectfully Submitted:
Nancye McClanahan
Executive Assistant/Board Secretary

Brian Ellerman, Board Chair

Nancye McClanahan, Secretary