



BATA Annual Organizational Meeting Agenda
115 Hall Street, Traverse City, Michigan 49684
Thursday, February 15, 2024 @ 2:00pm

1. Call to Order
2. Pledge of Allegiance/Moment of Silence
3. Roll Call
4. Oath of Office for New Members
 - a. Wayne Shmidt
 - b. Scott Sieffert
5. Approval of Agenda
 - a. BATA Annual Organizational Meeting Agenda
6. 2024 Election of Officers (open floor nominations) – Richard Cochrun

Chairperson
Vice-Chairperson
Secretary
 - *Nominations taken from the floor [no motion needed]*
 - *Director nominated Accepts or Declines*
 - *Close nominations*
7. First Public Comment*
8. Leelanau County Appointment of John Somnavilla
9. Regular Board Meeting Calendar for February 2024 – January 2025
10. Collection of Annually Signed Documents – Board Member Roles & Responsibilities and Conflict of Interest Statements
11. Second Public Comment*
12. Directors Comments/Open Floor
13. Adjournment
Recommended Motion: “The BATA Board of Directors moves to adjourn the February 15, 2024 Annual Organizational Meeting.”

Public Comment:

Any interested party or person may address the board on any matter of BATA concern during public comment. Comments will be limited to 5 minutes and a one-minute warning will be given when needed. Any public comment that becomes disruptive, unduly repetitive, or impedes the orderly progress of the meeting may be terminated by the presiding officer. Once you have completed your public comment the board may ask any clarifying questions. If needed, you will be assigned a member of BATA's staff to follow up directly on any open concerns.

Oath of Office

I, _____, do solemnly swear that I will faithfully, truly, impartially and honestly, to the best of my judgment, skill and ability, execute and perform the duties required of me as a member of the Bay Area Transportation Authority Board of Directors.

BOARD OF COMMISSIONERS

Jamie Kramer, District #1
James S. O'Rourke, District #2
Douglas Rexroat, District #3
Ty Wessell, District #4
Kama Ross, District #5
Gwenne Allgaier, District #6
Melinda C. Lautner, District #7



Deborah Allen, County Administrator

Leelanau County Government Center
8527 E. Government Center Drive, Suite #101
Suttons Bay, Michigan 49682
(231) 256-9711 ♦ (866) 256-9711 toll free
(231) 256-0120 fax
www.leelanau.gov ♦ dallen@leelanau.gov

December 13, 2023

Mr. John Sommavilla
7625 N. Overlook Rd.
Northport, MI 49670
jsommavilla@gmail.com

Dear Mr. Sommavilla:

I am pleased to inform you that the Leelanau County Board of Commissioners during its Regular Session on Tuesday, December 12, 2023, approved your reappointment to the Bay Area Transportation Authority Board to a three-year term expiring December 31, 2026.

Enclosed is a copy of the County Board Conflict of Interest Policy for your review. Please return a signed acknowledgement of the Policy to my office for filing, by either mail or to levans@leelanau.gov.

You will need to visit the Leelanau County Clerk's Office to give and file your oath of office **prior to attending the next scheduled meeting of the Authority.**

Allow me to express the appreciation of the County Board of Commissioners for your willingness to serve on this important board. As you are aware, local government depends a great deal on the services of public-spirited citizens such as yourself.

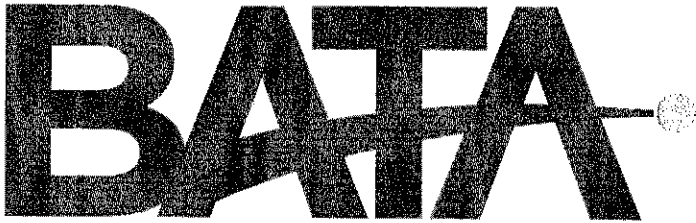
Please do not hesitate to contact me with any questions.

Sincerely,

Deborah Allen
Leelanau County Administrator

/lse
Encl.

cc: Michelle Crocker, County Clerk; Kelly Dunham, Director, Bay Area Transportation Authority



Notice of Board Meeting Dates for February 2024 – January 2025

<i>Date</i>	<i>Location</i>	<i>Time</i>
February 15, 2024*	Hall St Transfer Station	2:00pm
March 2024	<i>No Regular Meeting</i>	
April 25, 2024	Hall St Transfer Station	1:00pm
May 30, 2024	Leelanau County TBD	1:00pm
June 27, 2024	Hall St Transfer Station	1:00pm
July 2024	<i>No Regular Meeting</i>	
August 15, 2024	Hall St Transfer Station	1:00pm
September 26, 2024	Hall St Transfer Station	1:00pm
October 31, 2024	Hall St Transfer Station	1:00pm
November 2024	<i>No Regular Meeting</i>	
December 12, 2024	Hall St Transfer Station	1:00pm
January 30, 2025*	Hall St Transfer Station	1:00pm

Should a person in the public wish to contact members of the Board before a meeting, they may do so by emailing bataboard@bata.net or by calling 231-778-1032. Persons with disabilities who require additional assistance may contact us by emailing bataboard@bata.net or by calling 231-778-1032.

* Annual organizational meeting

Public Comment is called during the meeting. Comments will be limited to 5 minutes and a one-minute warning will be given when needed. Any public comment that becomes disruptive, unduly repetitive, or impedes the orderly progress of the meeting may be terminated by the presiding officer. Once you have completed your public comment the board may ask any clarifying questions. If needed, you will be assigned a member of BATA's staff to follow up directly on any open concerns.

BATA Hall St. Transfer Station
115 Hall Street
Traverse City, Michigan

**Bay Area Transportation Authority
Board of Directors, Policy # 1
Conflict of Interest**

General Information

BATA depends upon a governing board whose members give their time for the benefit of the community and recognizes that because of the varied interests and involvements of its members, service may at times result in situations involving real or apparent conflicts of interest. Believing that service should not be rendered impossible solely by reason of these conflicts, the matter shall be handled through full disclosure of such interests and non-involvement in any decision in which conflict is in question.

The foregoing requirements shall not be construed so as to prevent a board member from briefly stating his or her position on the matter, nor from answering pertinent questions of other members since his or her knowledge may be of great assistance.

General Guidelines

Conflict of interest exists when a board member or immediate family member (specifically including spouses, children/stepchildren, and parents) has an ***affiliation or material financial interest*** under any of these circumstances:

- Serves as a board member of a BATA tenant, partner organization, contracted organization;
- Is him/herself or has an immediate family member doing business with a tenant, partner organization, or contracted organization;
- Has a financial interest in a tenant, partner organization, or contracted organization;
- Has an immediate family member employed by BATA who would be positively or negatively affected by a particular board decision.

Why BATA board members should avoid conflicts of interest:

- They can create substantial legal liability if they violate the law.
- They can compromise the decision-making process and in some cases prevent the board from acting in the best interest of BATA.
- They carry the risk of negative public perception, which can reflect poorly on BATA.

Conflict of interest situations are expected and must be handled responsibly by taking the following measures.

- Each board member shall annually complete and file the attached Conflict of Interest Questionnaire with the Executive Director. This provides notification of any anticipated potential conflict of interest situations that may arise in the organization's normal course of business.
- The agenda of all board meetings shall include a time prior to discussion of all pending agenda items when directors shall disclose any conflict of interest pertaining to any item on the

agenda. The board member in conflict, or perceived conflict, shall disclose his/her situation to the other members of the decision-making body, prior to deliberation by the body of the issue in question.

- The board member in conflict must abstain from voting or using his/her personal influence on the issue in question. Minutes of the meeting must reflect any abstention from voting.

Failure to Disclose

If any board member or the Executive Director, has reasonable cause to believe that a board member has failed to disclose a conflict of interest or potentially a perceived conflict of interest, he/she shall inform such board member of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the Board of Directors or the Governance Committee determines that such board member has in fact failed to disclose a conflict, it shall take appropriate disciplinary and corrective action, which may include removal from the Board of Directors or a committee thereof, as determined by a majority of the disinterested directors or committee members.

Compensation, Gifts and Favors

In the event that a board member receives compensation, directly or indirectly, from BATA, such board member shall be precluded from voting on matters pertaining to such compensation. The exceptions are receipt of a designated board stipend or reasonable fixed sum for meeting attendance that has been formally approved by the board, and/or a reasonable fixed sum for meals, if any, that a board member may receive for attendance at each regular or special meeting of the Board of Directors. The organization may provide reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings or conferences.

A board member shall not accept, and shall discourage the board member's immediate family members from accepting, any gift or favor where the board member has reason to believe that the gift or favor is given in order to influence the individual's actions as a member of the Board of Directors, or where acceptance of such gift or favor may give the appearance of influencing the individual's actions as a member of the Board of Directors. This applies to BATA's vendors, suppliers, partner organizations, or other business partners of BATA.

"Compensation" includes, but is not necessarily limited to, direct and indirect remuneration, as well as gifts or favors that are substantial in nature (which shall be defined as gifts and favors the fair market value of which is in excess of \$50).

Summary

Our Conflict of Interest Policy assists us in educating the board members about their responsibilities and allows for full disclosure of conflict of interest situations responsibly. Each member of the board should review, complete, and sign the attached Conflict of Interest Questionnaire annually.

**Bay Area Transportation Authority
Annual Conflict of Interest Questionnaire**

Pursuant to the purposes and intent of the BATA Conflict of Interest Policy, I hereby disclose that I, or members of my immediate family (spouse, children/stepchildren, parents), have the following **affiliations or material financial interests** which, when considered in conjunction with my position with or relationship to BATA, might possibly constitute a conflict of interest (if none, write "None"):

1. Organizations, profit and non-profit, in which I am, or an immediate family member is, a member, director, trustee, employee, or agent that has or may have any direct or indirect financial relationship with BATA:

2. With respect to each such organization, provide the following: name of organization; capacity (officer, etc.); effective dates and nature of relationship with BATA; and the nature of my financial interest or that of an immediate family member:

3. Any other activity or relationship which I, or members of my immediate family, may have, or that may be regarded or perceived as constituting a conflict or potential conflict of interest:

It shall be the duty of any person related to BATA to disclose on a regular basis the occurrence of any event which produces a conflict, a potential for conflict, or the perception of a conflict, between the dates of submittal of any Conflict of Interest Questionnaire.

I certify that the information contained on the Conflict of Interest Questionnaire is complete and true, and that I have received, read, understand, and will comply with the spirit and intent of the Conflict of Interest Policy.

Signature: _____

Date: _____

Name (print): _____

**Bay Area Transportation Authority
Board of Directors Policy # 3,
Board Member Roles and Responsibilities**

Assure service to the designated constituents:

1. Create, regularly review/modify, and monitor progress on the organization's Strategic Plan.
2. Be guided by BATA's values/guiding principles.
3. Establish goals, strategies, and priorities based on the mission and community needs.
4. Ensure adequate resources to accomplish BATA's mission and goals.
5. Periodically review and evaluate funding priorities and goals to ensure effectiveness and impact.
6. Participate in a regular schedule of strategic planning to maintain excellence and refine the organization's future direction.

Serve as a continuous link between BATA and the community:

1. Act as the organization's ambassadors to, and advocates within the community, consistent with the organization's communications strategy and at the request of, or in coordination with, the Executive Director (ED).
2. Do not respond to internal or external hearsay, but report it to the ED for discussion and clarification.

Hire, support, and evaluate the Executive Director (ED)

1. Clearly identify roles, responsibilities, and accountabilities of the ED.
2. Establish criteria to monitor and evaluate the ED's performance.
3. Establish channels of communication with the ED that will provide continuous input regarding responsibilities, expectations, and performance.
4. Establish and maintain the highest possible levels of mutual trust and confidence with the ED.
5. Conduct an annual formal performance review of the ED.
6. Approve the ED's annual compensation package.

Ensure legal, ethical, and fiscal integrity:

1. Establish monitoring policies and procedures, relative to the strategic plan and the organization's progress.
2. Exercise fiduciary responsibility and oversight for all assets.
3. Adopt an annual operating budget and regularly assess budget status.
4. Oversee the provision of a regular financial audit by an independent auditor.
5. Faithfully read and understand the financial statements.
6. When representing BATA, act consistently in public with the organization's overall strategy, values, and communication plans.
7. Cause no harm to the organization; instead, pursue board member duties as an advocate for excellence.

Ensure continuing effectiveness of the Board:

1. Participate in a board self-evaluation process every other year (at a minimum), as coordinated by the Governance Committee.
2. Orient new board members in partnership with the ED.
3. Participate in an on-going Board Learning and Development Plan, as coordinated by the Governance Committee.
4. Develop, periodically assess/strengthen, and adopt board policies.

Leadership Expectations:

1. Steward BATA's vision, mission, goals, and objectives.
2. Embody BATA's values and guiding principles.
3. Adhere to all board policies and state and federal laws regarding avoidance of harassment and discrimination.
4. Strive to attend at least 75% of board meetings annually (either in person or electronically).
5. Serve in leadership positions or undertake committee assignments or special assignments willingly when asked.
6. Represent BATA at community events.
7. Keep abreast of trends in the field.
8. Prepare for and actively participate in Board and committee meetings and other organizational activities.
9. Ask timely, relevant, and substantive questions.
10. Focus on the overall strategy, policy, and integrity of the organization; respect the ED's role in administering and operating the organization.
11. Suggest agenda items periodically for Board and committee meetings, to ensure that significant strategy, policy, fiscal, and reputational matters are addressed in a timely fashion.
12. Participate in fund development activities as specified for individual board members (if applicable).

Avoiding conflict:

1. Serve the mission and community as a whole, rather than special interest groups.
2. Avoid even the appearance of a conflict of interest and disclose any possible or potential conflicts in advance.
3. Maintain independence and objectivity, and do what a sense of fairness, ethics, and personal integrity dictate.
4. Never accept or offer favors or gifts from or to, anyone who may be affiliated with the organization.

Relationships with Executive Director:

1. Counsel the ED as appropriate and offer support.
2. Respect the distinction between your board member role and that of the ED. Do not assign tasks or give direction to the staff without prior consultation with the ED.
3. Avoid judgments on the basis of internal hearsay and urge those with concerns to work directly with the ED.

4. Understand and respect that board members are largely selected on the basis of skills, background, and experience primarily for the purposes of policy, fiscal integrity, and strategy.

Relationships with other Board members:

1. Bring a sense of openness, honesty, respect, patience, and good humor to the Board's deliberations.
2. Do not remain silent. Express your ideas, opinions, and questions.
3. Promote candor among Board members to create trust in each other's judgment and the acceptance of differing opinions.
4. Deal openly and honestly with differences of opinion, without personal rancor or resentment.
5. Suggest potential nominees for the Board when needed.
6. **Following full consideration of issues, support the majority decision of the Board outside of the boardroom.**

Acknowledgment: To be reviewed and signed by each board member annually.

I have read and reviewed the roles and responsibilities of the Board and its individual members. I understand and accept my role, and I agree to comply with the responsibilities of this office.

Signature: _____ **Date:** _____

Name: _____