



MINUTES

**Board of Directors Meeting
Wednesday, June 14, 2006
Ford Field
Detroit, MI**

Present

Board Members

John Abraham	City of Troy
Brent Bair	RCOC
Dick Beaubien	HRC
Frank Cardimen	ITS MI
Steve Fern	SMART
Morrie Hoevel	FHWA
Chuck Moore	URS
Carmine Palombo	SEMCOG
Jim Schultz	MDOT
Snehamy Khasnabis	Wayne State University
Chuck Moore	URS
Tom Borton	TBAI
Ralph Robinson	Ford
Matt Klawon	RCMC
Jim Barbaresso	Iteris
Peter Sweatman	UMTRI
Steve Underwood	Car

Others

Gary Piotrowicz	RCOC
Bill Tansil	MDOT

CALL TO ORDER

President Carmine Palombo called the meeting to order at 8:35 a.m.

APPROVAL OF MINUTES

Brent Bair moved approval of the minutes with one typo corrected (change “one” to “on”). Steve Fern seconds and the minutes were unanimously approved.

ELECTION OF BOARD

Carmine reviewed the ballot and suggested that the board formally approve the newly elected board members as listed. Brent Bair moved to approve the new board members, Jim Barbaresso seconded, and the motion was unanimously approved.

ADOPTION OF NEW BY-LAWS

Tom Borton reviewed three major areas of change in the by-laws to be discussed by the board.

- 1) Inclusion of two new classes of membership: Individual and Lifetime.
- 2) Number of directors on the board
- 3) Committee structure revision to include: Nominating, Program Review, and merge Administration and Finance & Membership and Outreach.

Brent cautioned against increasing the size of the board. He stated that there is a nation-wide trend toward decreasing board numbers. He also stated that ITSA backed away from a 50/50 public/private balance on the board and suggested that we do the same.

Jim Schultz stated that if the board is smaller, there is more potential for more involvement.

Carmine reported that perhaps we should allow opportunity for some new blood to participate on the board. Frank stated that those who rarely show up still want to be a board member.

Tom Borton suggested that there are some board members that don't wish to participate on the board any longer and that new companies/representatives should take their place. Gary Piotrowicz stated that there might be an issue getting a quorum if the board is increased.

Carmine stated that there are two options: 1) decrease board number and rely on increased participation by a smaller board, or 2) increase the board size and gain some new corporate players. Steve Fern Brought up the question of whether we want to exercise taking people off the board for non-attendance. Ralph Robinson states it is very important that the car companies be involved and represented on the board, especially as VII and ITS take off in Michigan. He suggested that we spend time developing a focus, mission, vision and objectives, and define purpose to deliver meaningful programs. He stated that we need to re-visit our purpose and focus and how ITS Michigan is engaged with MDOT's ITS mission.

Peter Sweatman suggests that we need to have freedom to increase the board size if we need to. He suggested listing the attendance of board members for the year. Tom Borton moved acceptance of by-law changes, Dick Beaubien seconded the motion. Brent Bair suggested amending the motion by changing the wording in the by-laws on page 7 to say: "shall be an attempt to balance representation on the board for public/private sectors". The motion was unanimously passed.

Gary Piotrowicz brings up the issue of having the annual meeting in May. He suggested that the wording be clarified. Tom Borton suggested modifying the by-laws on page 5, paragraph 5A to say: "Annual business meeting". Jim Schultz moved the modification of minutes, Dick Beaubien seconds, and the motion was passed.

Chuck Moore asked about the intent of the wording on page 4 that states: "Individuals must reside in Michigan". Chuck moved to strike the wording from the by-laws. Jim Barbaresso moved to delete the final sentence in section 1A on page 4. Brent Bair seconded and the motion was passed.

Carmine thanked Tom Borton for his work on the by-law changes.

DISCUSSION OF MDOT FINANCIAL SUPPORT

Carmine reported that a formal letter and proposal was sent to MDOT, and that he had not received response in writing, but had spoken with Kirk Stuedle and Roger Safford about the situation. Carmine suggested that now would be a good time for MDOT to stop funding ITS Michigan if they don't see value. Carmine reviewed how ITS MI once held a leadership position for ITS, and now MDOT has taken over that role. He stated that MDOT wants to restructure the relationship with regard to funding, activities, and how to work together. MDOT has stated that they will make a contribution to ITS MI for \$25,000 a year to manage certain activities. MDOT is most interested in gaining ITS outreach through the state and educational components. Carmine also stated that he has made no commitment to MDOT on behalf of the ITS board on the funding. He said he would write a letter to work out the specifics of funding and types of activities they think the \$ should be tied to, and continue the process of discussion with MDOT. Brent Bair moved Carmine continue negotiations with MDOT, Jim Barbaresso seconded, and the motion was passed. Brent brought up what we could do with \$25,000, and if we could hire services for this amount. Steve Fern suggested that perhaps we should determine what the tasks are first, and then determine the \$ amount. Discussion ensued about how ITS MI & MDOT strategic plans could be incorporated together. Frank Cardimen reported about how we had done this once based upon comments from Greg Krueger at a Board meeting in February. He stated that our proposal was written based on MDOT's ITS Strategic Plan as suggested by Greg at the meeting. It was subsequently rejected. Brent Bair suggests that MDOT has accelerated their ITS activities in the past 3 years and may not know exactly what they want from us. Jim Schultz suggests that we try to keep MDOT motivated, especially if there is a new administration after the election.

PRESIDENT'S REPORT

Frank reported that the kick-off for the annual conference was great. He reported that the conference would likely be a break-even funding event.

He reported that the ITS Chapters council wants to participate at World Congress in 2008 in New York. They wish to make a statement at the congress with an event or showcase. He reported that the Chapters Council might come to ITS Michigan for financial support for this event.

He reported that TIA's support to ITS Michigan will cease in September and asked if the board will put together a small transition team to make sure the transition is smooth. Jim Schultz stated that the Secretary and Treasurer need to be involved in this effort.

Frank presented a plaque on behalf of the board to Carmine Palombo for his outstanding contributions to ITS Michigan over the past year.

NEW BUSINESS

Dick Beaubien reported that he is planning a quarterly meeting in Ann Arbor on August 22nd. Dick stated he would try to have a board meeting in July to focus on the future of ITS Michigan.

Brent suggested the new president send a letter out to encourage new members, and to encourage attendance at Board meetings in light of the transition year. He also suggested that he attach an attendance list for all board members. He suggested that that the letter includes a change in the membership structure that now includes students and individuals, etc.

ADJOURNMENT

The meeting was adjourned at 9:50 a.m. Next meeting to be announced.