



**MEETING MINUTES
BOARD OF DIRECTORS**

August 12, 2004

Edwards and Kelcey – Chicago, Illinois

Board Members in Attendance:

Jeff Hochmuth, President (Wilbur Smith)
David Zavattero, Vice President (Illinois DOT)
Gary Rylander, Secretary (Edwards and Kelcey)
Ken Glassman, Treasurer (Illinois Tollway)
Michelle McGinn (HDR)
Russ Bautch (HNTB)
Ray Benekohal (Univ. of Illinois – Urbana-Champaign)
Joseph Brahm (NET)
Duana Love for John DeLaurentiis (RTA)
Cindy Paulauskas (NAVTEQ)
Austin Provost (MasTec ITS)

Others in Attendance:

None

*Note: Attendance by teleconference
is shown by italics*

(Secretary's Note: Whenever committee reports and handouts are available, they are appended to these minutes; the body of the minutes will include only major points of discussion, updates and corrections to the attachments, and actions taken by the Board)

1. Introductions. President Hochmuth called this special meeting of the Board to order at 9:05 a.m. A quorum of the ITS Midwest (ITSMW) Board of Directors (Board) was present, either in person or by teleconference. Those in attendance introduced themselves.
2. Approval of the Agenda. There was only one item on the agenda for this special meeting, the draft Strategic Directions Plan for ITS Midwest.
3. Strategic Directions Committee Report. Strategic Directions Committee Chair Dan Shamo was unable to attend this meeting, but the Committee's draft report had been previously distributed to the Board and had been discussed at the June 29, 2004 Board meeting.

President Hochmuth and VP Zavattero highlighted the major points of the draft Strategic Directions Plan and its goals. The intent is to match the organizational structure to functions. The recommendations include reducing the size of the Board to 15 members (six officers and nine directors) and strengthening the committee structure. This would allow the Board to focus on strategic and policy matters (so it would no longer function as a "committee of the whole"), while the committees would do the legwork and make recommendations to the Board. Some of the proposed changes in the organizational structure require a Bylaws amendment that would, if approved by the Board, be submitted to the Chapter membership for a vote at the February, 2005 annual meeting.

Secretary Rylander summarized the recommended structure of the reconstituted Board. It assumes that Wisconsin will become a separate state chapter of ITS America in 2004, so ITS Midwest will represent only the states of Illinois and Indiana.

Officers:

- President: Two-year term (one term, cannot be reelected)
- Vice President – Illinois: Two-year term (can be reelected, no term limit)
- Vice President – Indiana: Two-year term (can be reelected, no term limit)
- Secretary: Two-year term (one term, cannot be reelected, also serves as President-elect)
- Treasurer: Two-year term (can be reelected, term limit two terms)
- Immediate Past President: Two-year term, not an elected position)

Directors: (All directors serve one-year terms, consecutive three-term limit)

- One position for local government
- One position for transit agency or MPO
- One position for a state employee
- One position for a university/research facility
- Two positions for the private sector – one based in each state
- Two at-large positions, at least one person not from GCM Corridor

There was discussion about the value of having ex-officio (non-voting) members of the Board. It was suggested that the Executive Director of the GCM Corridor be ex-officio, along with the President of the Smartways Wisconsin ITS Alliance (new state chapter). Interest was also expressed about having ITS Midwest change its election procedures so that instead of there being one vote per organization/agency, multiple employees of member organizations/agencies could vote; the Executive Committee will check the chapter charter to see if such a change is possible.

There was extensive discussion about whether the recommended organizational changes were necessary or appropriate. It was suggested that the Chapter should get more involved in technical matters and research than it has in the past. There was a consensus that, except for the Executive and Finance Committees, the committees should not be chaired by a Director, but that each Director should serve on one or more committees. The President will appoint all Committee Chairs, who will be expected to attend Board meetings and provide a report of committee activity, or in the alternative provide a written report to the President prior to each Board meeting.

It was agreed that during this special meeting, a committee structure should be developed to support the goals of the Plan and reduced size of the Board. After much discussion, the following committee structure was collectively developed, with the committees to have the following functions and responsibilities (the current Bylaws also specify responsibilities for some Officers):

- Executive Committee (Chapter Officers) – chaired by President
 - Oversee chapter operations and administration
 - Immediate Past President to lead coordination of committees
 - Serve as a bridge to other organizations
 - Oversee membership administration
 - Secretary to maintain membership roster
 - President serves on all committees except the Nominating Committee
- Finance Committee – chaired by Treasurer
 - Collect membership dues
 - Prepare annual budget
- Member Services Committee
 - Bridge to local agencies, individual professionals, and the private sector
 - Foster networking

- Membership recruitment
- Outreach Committee
 - Bridge to legislative bodies, elected officials, and the public
 - Bridge to research and other organizations
- Nominating Committee
 - Nominates candidates for election to Officer and Director positions
- Recognition Committee
 - Scholarships
 - Awards
- Training Committee
 - Workshops and training seminars, technical tours
- Technical Committee
 - Work on “hot” technical issues
- Publicity Committee
 - Website
 - Publications and public document distribution
 - Event calendar
- Meetings Committee
 - Annual Meeting
 - Joint meetings with other organizations

There was discussion about how ITS Midwest should relate to other professional societies to get the maximum benefit from coordination. For example, there is some overlap with ITE both with respect to both technical matters and common membership, resulting in competition for resources. The GCM ITS Priority Corridor can now provide technology transfer anywhere in the states of Illinois, Indiana and Wisconsin, so there is an opportunity to work together and share resources, workshop costs, etc.

It was moved by Gary Rylander and seconded by Austin Provost to defer formal action on the Strategic Directions Plan (Committee Report), as modified at this meeting, to the September 14, 2004 Board meeting. The Strategic Directions Committee will revise the draft plan accordingly. The motion passed.

4. Adjourn. The meeting was adjourned at 12:10 p.m.

Respectfully submitted,

Gary F. Rylander
Secretary