



**D R A F T MEETING MINUTES
BOARD OF DIRECTORS**

November 1, 2004

HDR, Inc. – Chicago, Illinois

Board Members in Attendance:

Jeff Hochmuth, President (Wilbur Smith)
Mark Newland, Vice President (Indiana DOT)
Phil DeCabooter, Vice President (Wisconsin DOT)
Gary Rylander, Secretary (Edwards and Kelcey)
Ken Glassman, Treasurer (Illinois Tollway)
Russ Bautch (HNTB)
Joseph Brahm (NET)
Duana Love for John DeLaurentiis (RTA)
Joe Ligas (Ligas Consulting)
Michelle McGinn (HDR)
Cindy Paulauskas (NAVTEQ)
Jim Powell (Parsons)
Austin Provost (MasTec ITS)
Dan Shamo (URS)
Jacek Tyszkiewicz (Illinois DOT)

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. Call to Order. President Hochmuth called this special meeting of the Board to order at 1:35 p.m. A quorum of the ITS Midwest (ITSMW) Board of Directors (Board) was present, either in person or by teleconference.
2. Approval of the Agenda. There was only one item on the agenda for this special meeting, to discuss and take action on the updated draft ITS Midwest Strategic Directions Plan.
3. Strategic Directions Committee Report. Strategic Directions Committee Chair Dan Shamo briefly summarized the changes in the Committee's latest draft, which had been previously distributed to the Board. An earlier version had been discussed at the August 12, 2004 special Board meeting, and the Board had adopted a motion related to revising the draft plan at its September 14, 2004 meeting. The floor was opened to questions and comments from Board members.

Cindy Paulauskas asked that the wording in Section II.C, "Bridge to the Private Sector," be broadened to include a wider range of private sector businesses. It was agreed this should be done.

Jim Powell noted a discrepancy in Appendix A which stated that there would be nine Directors and 15 Board members, though the Board had adopted a motion at the September 14th meeting calling for a Board size of 15 with seven Directors. That correction will be made. Several Directors asked which two of the Director positions (background) shown in Appendix A would be eliminated. After

discussion, it was agreed that the bullets specifying the nine positions would be deleted and text of a more general nature would replace it. The text will express the intent of the Board to the Nominations Committee that it should take into account representation on the entire Board (i.e., Officers as well as Directors) in making nominations in order to provide a broad range and balance of the membership.

Joseph Brahm noted that there were eight committees (not including the Executive and Finance Committees) shown on the “mind map” but only seven Directors, and that was inconsistent with his recollection from the September 14th meeting that there would be one Director serving as co-chair for each committee. It was noted that the Nominating Committee has but one function and would be appointed by the President, so there is a match of seven standing committees and seven Directors. Joseph Brahm also noted that while the goal of this restructuring is to limit the role of the Board of Directors to dealing with policy and strategic matters, the Directors themselves will have more responsibilities since they are expected to actively chair a committee. This will be noted in the plan.

Phil DeCabooter suggested that member retention be added as a responsibility of one of the committees, and after discussion it was agreed that “Retention” would be added to Member Services. Noting past difficulties in keeping an accurate membership listing and correlating that with dues payments, Joe Ligas asked where that responsibility will rest. Treasurer Glassman noted that he has been keeping track of this, but after some discussion it was agreed that “Membership Roster” will be added to the responsibilities of the Member Services Committee.

President Hochmuth noted that the Immediate Past President is envisioned to be responsible for coordination between committees, and Joe Ligas and Gary Rylander commented that neither had seen that in other organizations. It was agreed that this would not be changed, but would be tried to see if it would be successful.

Austin Provost noted that there are many references to the GCM ITS Priority Corridor. The plan will be reviewed so that it is clear that ITSMW represents all of Illinois and Indiana (with Wisconsin having formed its own state chapter). President Hochmuth also noted that there still needs to be a better definition of the relationship between GCM and ITSMW. It will be noted that a separate report will try to better define this relationship later.

Duana Love noted that there should be some mention of maintenance of this plan. It was agreed that updating and maintaining the Strategic Directions Plan will be the responsibility of the Executive Committee.

It was moved by Joe Ligas and seconded by Ken Glassman to approve the 2004 Strategic Directions Plan as revised during this meeting. The motion passed.

It was moved by Jim Powell and seconded by Ken Glassman to direct the Secretary to prepare, for review and approval at the December Board meeting, a Bylaws amendment and Board policy(ies) that implement the new Chapter organizational structure specified in the approved 2004 Strategic Directions Plan. If the Bylaws amendment is approved by the Board, it will be sent to the membership for a vote at the 2005 Annual Meeting. The motion passed.

It was moved by Ken Glassman and seconded by Joe Ligas to direct the Nominating Committee to develop two separate slates of candidates for election at the 2005 Annual Meeting; one slate will apply if the Bylaws amendment implementing the new Chapter organizational structure is approved, and the other slate will apply if the Bylaws amendment fails. The motion passed.

4. Adjourn. The meeting was adjourned at 2:30 p.m.

Respectfully submitted,

Gary F. Rylander
Secretary