



## **MEETING MINUTES BOARD OF DIRECTORS**

**November 13, 2002**

Regional Transit Authority – Chicago, Illinois

Board Members in Attendance:

Jeff Hochmuth, President (Iteris)  
David Zattero, Vice President (Illinois DOT ITS)  
Mark Newland, Vice President (Indiana DOT ITS)  
Austin Provost for Gary Rylander, Secretary (Edwards and Kelcey)  
Mousa Abbasi (HNTB)  
John DeLaurentis (RTA)  
Don Grabowski (CDOT)  
*Larry Henson (TransCore)*  
*Ken Jonak (Illinois DOT District 1 Traffic)*  
*John Ellis for Connie Li (TranSmart Technologies)*  
Karen George for Jim Powell (Parsons)  
Dan Shamo (URS)

Others in Attendance:

Duana Love (RTA)

*Note: Those participating by  
teleconference are shown in italics*

*(Secretary's Note: Whenever committee reports and handouts are available, they are appended to these minutes, and 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. The meeting was called to order by President Hochmuth at 2:40 p.m. A quorum of the Board of Directors (Board or BOD) was present. Those in attendance introduced themselves.
2. Approval of the Agenda. The agenda was approved as previously distributed.
3. Approval of Minutes. *It was moved by David Zattero and seconded by Mark Newland to approve the minutes of the July 15, 2002 ITS Midwest (ITSMW) Board meeting as submitted. The minutes were not read at this meeting. The motion passed.*
4. Review Action Items. President Hochmuth reviewed the second list of bulleted items in the "New Action Review" from the minutes of the previous Board meeting. For ease of reference, items are numbered to match the July 15th meeting minutes:
  - 13.1 The ITSMW membership list has been updated to summer 2002, but without any back-up is still one and a half years old; Chris Hall has been replaced as State Chapters liaison at ITSA by Wendy Mann
  - 13.2 Web Site Committee Chair David Zattero handed out a draft of the proposed web content for the ITS Midwest organizational web page
  - 13.3 The Executive Committee has not yet reviewed the current committee/task force structure and discussed options for new committee chairs (carried over)

- 13.4 To be discussed during the President's Report
- 13.5 Completed
- 13.6 Completed
- 13.7 Completed
- 13.8 Completed

5. President's Report. The report was distributed prior to the meeting and is appended to these minutes.
- 5.1 The Wisconsin ITS Alliance annual meeting will be held on February 20, 2003. Because of the 3-state 511 initiatives underway, they're looking for national speakers about 511. The Alliance is also looking to WisDOT for leadership in ITS education and coordination with the road builders and elected officials. No recent breakthroughs on getting matching funds for ITS earmarks that remain unused, though if their proposed methodology is accepted by FHWA it could amount to \$2 million.
  - 5.2 The proposed Bylaws amendments were reviewed, Secretary Rylander has some suggestions that aren't yet included. One possibility is to establish a nominating committee outside of the Executive Committee, no decision has yet been made. The intent is to submit the amendments to the membership for a vote at the 2003 annual meeting.
  - 5.4 ITSMW may be eligible for a "Best of ITS" award in the outreach category for the chapter's work in hosting the ITS World Congress in Chicago; award categories will be announced soon.
  - 5.5 Support for ITS within the US Congress has been formalized with the formation of the ITS Caucus. The ITS caucus is intended to be an ongoing forum for educating and informing the Congress about the benefits of deploying ITS and telematics technologies. Several members of Congress have now joined the ITS Caucus. An updated listing of ITS Caucus members will be provided with the meeting minutes.

*It was moved by Larry Henson and seconded by David Zattero to accept the President's Report. The motion passed.*

6. Web Site Committee Report. VP and Committee Chairman Zattero reported that the GCM ITS Priority Corridor web site, [www.gcmtravel.org](http://www.gcmtravel.org), has won a 2002 national award from the USDOT for outstanding traveler information website. IDOT Secretary Kirk Brown received the award at the AASHTO meeting on behalf of the GCM Corridor partners. Zattero thanked Parsons and the University of Illinois-Chicago, in particular, for their work in the design, development and operations of the website, which may also be nominated for a "Best of ITS" award.

A list of possible content items has been developed and Zattero reviewed the list. The issue of maintaining the content is still unresolved, so the website is not current. The Committee is looking for someone to collect current information and keep the website up-to-date. Voila! will do the postings but the content needs to be provided to them. There may be a potential to charge for certain items as follows: profiles of individual and corporate members; "hot topics" discussion forum, white papers, and member of the month profiles. A committee may be needed to ultimately determine what services can potentially be charged for on the website.

Karen George gave an overview of what is currently posted on the Institute of Transportation Engineers (ITE) website (e.g., membership applications, list of members, Board of Directors listing,

Bylaws). A link to the ITS America and GCM Corridor website may be requested, and a calendar was suggested for only ITSMW events. Zavattero reported that he has a volunteer that has offered to spend time on the website, and there was discussion about possibly paying someone for one hour per week to make the website updates. No one has offered to sponsor the website to-date, but there was no objection raised to the concept. It was noted that it's not possible to accept credit cards for annual meeting registrations over the website.

*It was moved by Mousa Abbasi and seconded by Dan Shamo to accept the Web Site Committee Report. The motion passed.*

7. Finance Committee Report. Treasurer Joe Ligas was not present but a Financial Statement (for January 1, 2002 to November 6, 2002) was distributed prior to the meeting and is appended to these minutes. It showed total assets at the end of the period of \$63,523.24. ITSMW should end the year with total assets around \$80,000, approximately where it started the year. It was noted that IDOT is the last agency to pay for the GCM video, and Ligas will follow up with Charles Sikaras at IDOT to inquire about the status of the payment.

*It was moved by David Zavattero and seconded by Mark Newland to accept the Finance Committee Report. The motion passed.*

8. Long-term Strategy Committee Report. Chairman Rick Weiland was not present. A draft committee report had been distributed last July and no feedback has yet been received. The Finance Committee is starting work on a budget and that will be tied to this report.

*It was moved by Mark Newland and seconded by Dan Shamo to accept the Committee's Report. The motion passed.*

9. 2002 ITS World Congress Review. Ken Glassman provided a hard copy of the Sunday Night Reception summary report showing that expenses totaled \$38,400 while revenues were about \$45,000. Committee Chair Ken Jonak and Glassman review the report. The caterer had asked for a 15% service charge which was left blank in the contract, and there were some discrepancies in the bar and food bill and due to paying for some parking meters. It was ultimately agreed to pay for 240 attendees for bar and food, resulting in the surplus of about \$7,000 to the chapter. President Hochmuth expressed his appreciation to the committee for their hard work and dedication in staging such a successful event. *It was moved by Mark Newland and seconded by David Zavattero to congratulate the Sunday Night Reception Committee and Chairman Ken Jonak in particular for the great work, and thank them for their successful efforts. The motion passed.*

Technical Tours Committee Chair David Zavattero reported that a total of 690 people took at least one technical tour, and only four had to be cancelled. He thanked everyone involved for their hard work. Each of hosting agencies will be receiving a plaque from ITS America for their participation. The volunteers program was also a success, though there was some confusion on room and badge numbers. A conference call will be held soon with ITS America to get their feedback on how things went. In addition to the T-shirt that the volunteers received, they're supposed to get a bag and President Hochmuth will be following up on that. The cost of attending the World Congress was discussed, and concern was expressed that it's too high and that affected attendance. Speakers received the "early bird" discount but nothing else, and that was cited as a concern. Pulling together and hosting the joint booth for IDOT, ISTHA and RTA took a lot of effort and was a big success, but very expensive. FHWA provided Technology Transfer funds and Teleste and Vbrick both donated equipment.

President Hochmuth has a rough cut of the videotape that Southern Illinois University (SIU) took during the Congress, what had a total cost of \$975 (ITSMW contributed \$300 towards the cost). Illinois is \$180 short for the 2002 market development funds spent, and the 2003 allocation of \$1,000 is available in January and may be used for the Best of ITS Awards. VP Mark Newland indicated that Indiana will donate some of its marketing funds to help out. President Hochmuth indicated that we should be using these marketing dollars to promote ITSMW, and items such as CDs and bags (there are many left over) can be provided to IDOT, INDOT and WisDOT for their distribution and use; one example was to give them to scanning tour participants that visit the region.

In summary and conclusion, President Hochmuth congratulated everyone on their hard work and in successfully hosting the ITS World Congress.

*It was moved by Mark Newland and seconded by David Zavattero to accept the Report. The motion passed.*

10. GCM Corridor Video Discussion. SIU has completed the long video and is in the process of finishing the short video. All payments have now been received from sponsors. Copies will be provided to RTA, IDOT and INDOT, and any member that wants a copy of the video (VHS or DVD) should contact President Hochmuth.
11. Annual Meeting Discussion. The Wisconsin ITS Alliance has already publicized February 20, 2003 as its annual meeting date, which is a conflict because that is during the Chicago Auto Show and ITSMW has historically held its annual meeting during the auto show. It was agreed to shift to a different week in late February or early March and hold it near facilities that could be toured. A consensus evolved to hold this year's annual meeting on or about March 6 near the ISTHA offices, and an ISTHA TIMS tours and reception will conclude the program. This year's theme will be "Focusing on Future Funding" and will emphasize vendors and exhibits. Mark Flak agreed to assist Annual Meeting Chair Mousa Abbasi in identifying possible keynote speakers and finding a hotel near ISTHA, and additional volunteers are needed. Possible speakers include a member of Congress, and topics that were discussed include public-private partnerships, the Intelligent Transportation Infrastructure Program, and ITS procurement practices. Additional ideas should be suggested via email to Chairman Abbasi. President Hochmuth commented that there will be considerable time required for the business meeting, given the need to review and discuss the lengthy proposed Bylaws amendment, so the number of speakers may need to be fewer than usual. It was suggested that a postcard/flier be sent out as soon as the date is finalized.
12. Bylaws Amendment Discussion. President Hochmuth reported that Secretary Rylander had updated the Bylaws to reflect amendments that passed at the February 2001 annual meeting. Since then and as a follow-up to recent Board discussions, a substantial draft Bylaws amendment has been prepared and distributed to the Board for their consideration. As currently drafted, the key changes that would be made by this amendment are as follows:
  - Term limits of two terms would be imposed on the President and Secretary
  - Treasurer would not have a limit (Ken Glassman will be nominated to succeed Treasurer Joe Ligas)
  - There would be no term limits for Vice Presidents (the state DOT ITS Program Managers)
  - Directors would be limited to 10 consecutive years
  - Directors would be formally distributed among agencies (corporate members), much as is the current practice

The primary purpose of the amendment is to encourage turnover on the Board, to ensure that “new blood” is automatically brought into the leadership of ITSMW. There was extensive discussion about the best means to accomplish this. Also, it’s proposed that the Secretary unofficially have the role of President-Elect, setting in place an informal succession plan. President Hochmuth stressed that a succession plan doesn’t need to be included in the amendment and that it also wouldn’t have to be the Secretary in that role, but this proposal was included based on past discussions among Board members.

*It was moved by David Zavattero and seconded by Mark Newland that the Board adopt a resolution that “the Bylaws be amended to distinguish between officers and director, and that no director shall serve more than 10 years, and that the Nominating Committee should have a goal to seek a 25% turnover in directors at each election.” The motion passed.*

It was noted that, at present, there is no separate Nominating Committee and that the Executive Committee (the seven officers) serves this function. There was discussion of various possible membership alternatives for a Nominating Committee, and ultimately it was agreed that the VPs and the Secretary, plus one non-Board member, will constitute the Nominating Committee. There was also a consensus that Phil DeCabooter will initially chair this committee and the Nominating Committee needs to select candidates with the goal of creating turnover on the Board to meet the needs of the evolving organization.

There was a consensus in support of the proposed Bylaws amendment as distributed, though minor changes may be needed prior to voting. President Hochmuth asked that any comments on the draft amendment be made by marking it up and faxing it to him within two weeks, since the draft amendment needs to be distributed by mail to the membership 60 days prior to the annual meeting. *(Secretary’s note: the Bylaws require distribution of the amendment 30 days in advance, not 60).* Based on the discussion during the meeting, the amendment will be distributed to the membership indicating the Board recommends its adoption.

13. New Action Item Review. Action items resulting from this meeting, and items carried over from previous meetings that are incomplete, are:

- 13.1 President Hochmuth will follow up with new ITSA State Chapters liaison Wendy Mann to obtain a current ITSMW membership list (carried over)
- 13.2 Board members will review the draft website content guidelines distributed by David Zavattero for discussion at the next Board meeting, and the Executive Committee will resolve how best maintain website content so it’s current and set priorities for items to be included. Zavattero will follow up with the current website volunteer to discuss their interest in maintaining the website
- 13.3 The Executive Committee has not yet reviewed the current committee/task force structure and discussed options for new committee chairs (carried over)
- 13.4 President Hochmuth and the Executive Committee will consider how to respond to the request for submissions for the “Best of ITS” awards
- 13.5 VP Zavattero will follow up with ITSA to secure the plaques for the agencies that hosted World Congress Technical Tours
- 13.6 President Hochmuth will work with Mousa Abbasi to reserve meeting room space for the annual meeting and in getting a flier out as soon as possible
- 13.7 President Hochmuth will follow up with Mac Lister regarding the possibility of hosting an ITS procurement workshop
- 13.8 President Hochmuth to provide an updated listing of ITS Caucus representatives
- 13.9 Nominating Committee to select the one non-Board Member to add to the committee

