

## FACT Board of Directors' Annual Meeting Minutes

December 12, 2012  
Encinitas City Hall, Encinitas, CA 92024

Board Members Attending	Dave Roberts, Teresa Arballo Barth, Bob Campbell, Phil Monroe, Norine Sigafoose, LaVonna Connelly, Susan Hafner, John Aguilera, Alane Haynes, Milena Chakraverti-Wuerthwein - Ex officio
TAC Members Attending	Janelle Carey-MTS, Floyd Willis-AIS, Danielle Kochman-SANDAG, Kim Thorp-NCTD
Board Members Absent	N/A
Staff Attending	Arun Prem, Oswaldo Perez, Meagan Schmidt, Budd Anderson, Leticia Corona, Noah Minner, Patty Pauletto
Public/Guests	See sign in sheet
Introductions	<p>Chair Dave Roberts called the meeting to order at 9:06 AM. Introductions were made.</p> <p>Dave congratulated Board member Teresa Arballo Barth on being appointed Mayor of The City of Encinitas.</p>
Approval of November 28, 2012 Board Meeting Minutes	<b>Motion to approve the November 28, 2012 Board Meeting minutes made by Bob Campbell. Second by John Aguilera. The motion passed unanimously.</b>
Public Comment	None
Featured Speaker - Jeffrey T. Gering, Medical Center Director/CEO, VA San Diego Healthcare System	<p>Dave welcomed and introduced Jeffery T. Gering, Medical Center Director/CEO, VA San Diego Healthcare System. He discussed Jeffery's background, accomplishments, and summarized his role with the VA San Diego Healthcare System. He mentioned how the VA and veterans have become an important component in FACT services.</p> <p>Jeffery thanked Arun Prem and Dave Roberts for inviting him to speak at FACT's Annual Meeting.</p> <p>He said he is new to San Diego County and is currently learning the dynamics of the region. He briefly summarized his career background. He felt County and VA collaboration was more effective in San Diego than in other regions.</p>

He said one (1) out of every four (4) jobs in San Diego County is Military or VA related. San Diego County has the highest population of post 9/11 veterans of any county in the country. The VA San Diego is treating the highest number of new veterans than anywhere in the country. He discussed the VA facilities in La Jolla, Oceanside, Mission Valley, Chula Vista, Escondido, and El Centro. The VA San Diego serves about 75,000 Veterans a year. Collaboration and integration of efforts is needed in the County to properly serve the veterans community. Patient population for the VA is comprised of about 30% Vietnam era veterans, 25% Gulf war veterans, 25% post 9/11 veterans, and the remaining % Korean War or older veterans (percentage not specified). These groups have different transportation needs.

He spoke of the transportation services available to VA clients and the transportation gaps not filled by these services. He said the VA could not provide transportation for all clients and will continue to work with organizations to fill these gaps. He discussed the VA's collaboration with 2-1-1 to ensure VA information is readily accessible to the public.

Teresa Arballo Barth commended the VA San Diego Healthcare System for their services. She mentioned that her father, who is a World War II Veteran, has benefitted greatly from the VA. She felt FACT and the VA are a perfect fit for a partnership.

Dave thanked Jeffery for speaking and praised the VA San Diego Healthcare System for all they do. He thanked the veteran's community in general for their military service.

Arun spoke of preliminary discussions with Jeffery regarding potential coordination between FACT and the VA. He thanked Jeffery for attending FACT's Annual Meeting.

Board Chair's Report

Dave announced that the meeting will be his last as Chair, but he will continue to serve on the FACT Board of Directors.

Dave gave a PowerPoint presentation on FACT's 2012 program updates etc. He discussed the FACT logo being changed as well as the FACT name change to Facilitating Access to Coordinated Transportation. He spoke of FACT governance and highlighted Alane Haynes, Norine Sigafosse, and Milena Chakraverti-Wuerthwein joining the FACT Board as well as Pamela Montanile and Tony San Nicolas joining the Council on Access and Mobility (CAM). He introduced the FACT Board members and acknowledged their continued dedication to FACT. Dave thanked current CAM and Technical Advisory Committee (TAC) members for their commitment to FACT and regional transportation and asked present members to stand and be recognized for their dedication. The Board introduced FACT staff and commended them for their hard work and representing FACT effectively.

Dave said it is encouraging to see the steady growth of FACT as well as the quality of people involved. He mentioned that employee benefits were implemented during the 2012 year in order to attract and retain valuable employees.

Dave discussed the growth of RideFACT from a pilot project serving Escondido, Poway, and Rancho Bernardo to a service offering transportation in all 18 cities in San Diego County. He spoke of the RideFACT pilot inauguration at Alta Golden earlier in the year as well as the RideFACT expansion inauguration at the Escondido Senior Center in October. He said the FACT Brokerage included six (6) providers including: AAA Transport, Sol Transportation, Care 4 U Mobility, Alpha Project (non-profit), Renewing Life (non-profit), and Transit Van Shuttle. Dave recognized RideFACT contracted service providers.

Dave reviewed grants acquired and applied for by FACT in 2012. He highlighted the importance of the relationship between FACT and SANDAG related to funding. He acknowledged and thanked SANDAG staff for their continued support. He summarized FACT grants including: FTA 5310 - grant for seven (7) minivans, New Freedom FFY 2011 - grant for Mobility Management & MedAccessRIDE (Capital), VTCLI II - grant for veteran's mobility services, and Caltrans New Freedom 5317 - Capital & Mobility Management grants for rural area services. He stressed the importance of obtaining grant funding in order to continue and expand FACT's services.

He reviewed the FACT internal Annual Audit and SANDAG Transportation Development Act (TDA) Annual Audit. He said there were no significant findings or recommendations from either audit. Audits will be discussed in detail in item 7 of the Agenda.

He reviewed statistics regarding referrals given by FACT staff as well as trips performed on the RideFACT service. He highlighted the significant growth of referrals and RideFACT trips during 2012. He was excited to see how many people were helped by FACT in 2012 considering the small number of trips provided in prior years.

He discussed FACT's community outreach in 2012. He thanked Arun and FACT staff for their community involvement and mentioned the following events attended by FACT: FACT Brokerage Presentation at APTA (Long Beach, CA), AIS Live Well Summit (Escondido), Volunteer Driver Appreciation Event (Vista), and Senior Transportation Forum (Chula Vista).

The PowerPoint included a slide show of FACT pictures taken in 2012 including images from the following events: RideFACT Inauguration, Senior Transportation Forum, and the Volunteer Driver Appreciation Event.

	<p>Looking toward the future of FACT, Dave gave a summary of upcoming services during 2013. He discussed MedRide - expansion to non-urban destinations, MedAccessRide - accessible transportation to medical destinations in North County, and Veterans Mobility - a collaborative effort between SANDAG, 2-1-1, and FACT, for ONE STOP mobility services for veterans.</p> <p>A short ride-along video created by FACT staff was shown. The video documented RideFACT service and offered viewers first hand perspective from a rider regarding her mobility needs.</p> <p>Dave said 2012 has been a great year for FACT and anticipates 2013 being even better. He thanked FACT staff and the Board for making 2012 a success.</p>
<p>Norine Sigafoose 2012 Partner of the Year Award presentation: Bill York, Chief Operating Officer, 2-1-1 San Diego</p>	<p>Dave introduced the item. Each year FACT honors an individual or organization that has partnered with the FACT to significantly advance transportation services in San Diego. The FACT Board unanimously selected William York, Chief Operating Officer of 2-1-1 San Diego to receive the 2012 Norine Sigafoose Partner of the Year Award. The FACT Board of Directors and staff appreciate Mr. York's commitment to services that assist seniors, individuals with disabilities, low income individuals, and veterans in San Diego County; consistent with FACT's mission. Dave mentioned past recipients Norine Sigafoose, Bill Horn, and Floyd Willis.</p> <p>Dave introduced Bill York and summarized his background and achievements.</p> <p>Norine Sigafoose, Dave Roberts, and Arun Prem presented the Partner of the Year Award to Bill York. The group congratulated Bill on being the 2012 Norine Sigafoose Partner of the Year Award recipient.</p> <p>Bill thanked the Board and staff for the honor. Bill said he was proud of the progress made by FACT and 2-1-1 and is excited about the partnership.</p> <p>Bob praised 2-1-1 for their dedication and thanked 2-1-1's CEO John Ohanian, Bill, and Staff for attending the Annual Meeting. He said dedicated organizations like 2-1-1 and coordination between these organizations makes it possible for San Diego County to become the greatest region in caring for others and helping those in need.</p>

Featured Speaker – Pamela B. Smith, Director, AIS and Deputy Director, Eastern & North Central Regions of HHSA.

Dave welcomed and introduced speaker Pamela B. Smith, Director, Aging and Independence Services (AIS) and Deputy Director, Eastern and North Central Regions of Health and Human Services Agency's (HHSA). He spoke of the aging population and increased need for services for the elderly. He gave a brief summary of Ms. Smith's background and accomplishments.

Pam congratulated Bill York for being awarded the 2012 Annual Partner of the Year Award and thanked 2-1-1 for being an excellent partner to AIS. She said the field of aging is a growing industry due to the aging population. She said average life expectancy has steadily risen and that the fastest growing age segment is 85 and older. The issue at hand is how to deal with the increasing needs of the aging population. She discussed the challenges faced by an aging population including the financial dilemma associated with Medicare and Social Security services.

Pam stated that San Diego is a collaborative County and is a leader in healthy aging. She discussed the County's success in aligning AIS programs and consolidating aging and social service information through a single call center line. AIS has partnered with 2-1-1 to increase client access to aging services and information. She mentioned that AIS's call center employees are trained social workers. She believes San Diego's only growing natural resource is older adults. The question is how we keep older adults connected to the community. The elderly need to stay physical and mentally fit and most of all have a purpose or meaning in life to remain active. She said as a society we not only need to show we care about the older adults but that we need them. She quoted Dilip V. Jeste, M.D: "Studies across species have shown that brain growth and development are not restricted to childhood, but continue into old age. Blood vessels, synapses, even neurons can grow in certain parts of the brain provide there is optimal psychosocial and physical stimulation". She said it is known that we can have healthy seniors if we invest in keeping them connected to their community. Isolation is the number one issue dealt with at AIS. We are very mobile society and families are scattered throughout the country making it difficult to assist with eldercare. Seniors want to remain independent and sometimes pride deters them from seeking needed help. She said we want to help seniors keep their independence. Intergenerational connection is important to helping the aging population remain active. Transportation is an issue that limits seniors' ability to access beneficial connections and participate in the community. Pam complimented FACT for promoting senior mobility in San Diego County.

Pam thanked the FACT Board for the invitation to speak and Floyd Willis for his ongoing involvement with FACT.

Dave thanked Pam for her informative presentation.

FACT Annual Audit and SANDAG TDA Audit Reports

FACT bylaws require that an internal audit report, including the corporation's assets and liabilities, be provided to the Board of Directors within 180 days of the fiscal year end (June 30<sup>th</sup> 2012). In addition SANDAG conducts and external audit of TDA 4.5 expenses annually as part of CTSA contract oversight.

Dennis Randal, FACT's contracted CPA delivered a summary of the two (2) audits. He said the DRAFT internal audit report prepared by Sonnenberg & Co., as well as DRAFT SANDAG TDA 4.5 report prepared by Mayer Hoffman McCann P.C. were completed for FY2012, and did not indicate any deficiencies or findings.

According to the Sonnenberg & Co. audit Draft Report, "in our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Full Access & Coordinated Transportation, Inc. as of June 30, 2012, any changes in its net assets and its cash flows for the year then ended in conformity with the accounting principles generally accepted in the United States of America." The TDA 4.5 Audit DRAFT report stated, "We did not identify any deficiencies in internal control over the financial reporting of the CTSA program that we consider to be material weakness...".

Dennis proceeded to review the audit statements for 2012 as well as FACT's financial activity post audits. Staff requested Board members review and approve the DRAFT 2012 Audit Reports.

Dave thanked Dennis for his detailed report.

**Motion to Approve the DRAFT 2012 Audit Reports made by Susan Hafner. Second by John Aguilera. The motion passed unanimously.**

Dave recognized attendees Danna Cotman for her help on legal matters and Arun's wife Vineeta Prem.

FACT Bylaws Revisions - number of Board seats, Board meeting schedule

In June 2012 the Board approved a motion to amend bylaws to allow an ex officio Board member for every increment of five Board members to accommodate the appointment of a student representative. Dave said recent Board discussions suggested limiting the maximum number of regular Board members to 11 to ensure adequate representation. Current bylaws allow up to 31 Board members. There are currently nine (9) voting Board members. He said there was also Board discussion regarding changing the regular FACT Board of Directors Meeting to be held monthly on 4<sup>th</sup> Thursdays.

Proposed Bylaws Revisions include limiting the maximum number of regular Board members to 11 and changing the date of regular Board of Director monthly meeting to the 4<sup>th</sup> Thursday.

Phil recalled that with nine (9) FACT Board members SANDAG required 1/3 of those members be elected officials. He asked if the number of elected officials required on the Board would change if additional members were added. Arun said the SANDAG requirement was changed and currently requires the Board to have 3 elected officials irrespective of the total number of Board members.

**Motion to approve the two (2) proposed FACT Bylaws Revisions made by Phil Monroe. Second by Teresa Arballo Barth. The motion passed unanimously.**

John Aguilera asked if the Board Meetings were being held at the same time and location. Dave confirmed that the meetings will remain at Encinitas City Hall starting at 9:00am.

Executive Director's Report

Arun thanked FACT staff for their hard work and resilience in putting together FACT's Annual Meeting. He thanked the Encinitas City Hall staff and Teresa for hosting FACT's Annual and regular monthly Board Meetings. He acknowledged the FACT Board and CAM members for volunteering their time and making a continued commitment to FACT. He said he enjoys the Annual Meeting because it gives FACT a chance to celebrate its accomplishments as well as thank partners for helping make FACT successful. He was thrilled to see many familiar faces attended the meeting.

He said the Annual Board Meeting also gives him the opportunity to share FACT's plans for moving forward. He explained briefly what FACT plans to work on in 2013. He spoke of the priorities and outcomes of the FACT Board Retreat in February 2012. The first priority was sustainability; stable funding to sustain programs. FACT is working on this priority by offering contracted services to create new revenue sources as well as pursuing additional funding from SANDAG. The second priority is governance; attracting regionally diverse and influential decision makers on the FACT Board. He said FACT has made significant progress in retaining and drawing a diverse array of experienced Board members. The third priority was services; due to FACT's status as San Diego County's CTSA, services are noncompetitive and strictly conform to transportation gaps indicated by SANDAG's Coordinated Plan. FACT has been successfully filling transportation gaps through RideFACT and will continue this effort by maintaining RideFACT as well as introducing MedAccessRide and Veteran's Mobility in 2013. The fourth priority was financial management; Improvement on the frequency and quality of financial reporting. He and Dennis Randall have continued to Improve on the timeliness and quality of financial reporting. The last priority discussed was Cachet; which represents the desire to make FACT an appealing and beneficial organization. FACT should offer real value to partners. FACT has continued

	<p>to establish alliances with regional partners including but not limited to 2-1-1, HHSA, VA San Diego, and regional transportation providers.</p>
<p>Board Officer Nominating Committee Report and Elections</p>	<p>Dave said the Nominating Committee comprised of Phil Monroe, Norine Sigafoose, and LaVonna Connelly presented their recommendation at the September 2012 Board Meeting. He asked Phil to announce the 2013 Board Officers who will be appointed from January 1 - December 31, 2013.</p> <p>Phil presented the following slate as the Nominating Committee recommendation for 2013 FACT Board Officers: Bob Campbell - Chair, Dave Roberts - Vice Chair, LaVonna Connelly - Secretary, Susan Hafner - Treasurer. Phil was happy that Dave will remain on the Board and felt his new position as County Supervisor will add great value to FACT.</p> <p>Dave asked if there were any other nominations on the floor. None were offered.</p> <p><b>Motion to elect the Nominating Committees recommendations for FACT Board Officer positions of Chair, Vice Chair, Secretary, and Treasurer for the year 2013 made by Phil Monroe. Second by John Aguilera. The motion passed unanimously.</b></p> <p>Dave thanked the Nominating Committee for their Board Officer nominations.</p>
<p>Board Member Comments; Closing remarks</p>	<p>Norine said it has been a great year for FACT and offered her appreciation to fellow Board members for their continued dedication. She congratulated Dave for his new County Supervisor position and thanked him for remaining on the FACT Board. She thanked the current Board Officers and newly appointed Officers for their service.</p> <p>Dave said he has asked the incoming Chair if he would continue Dave's appointment as the SANDAG representative to the FACT Board in 2013. Bob said he supported this appointment.</p> <p>Teresa said she was skeptical when she first joined the Board due to the lack of progress in FACT actually performing trips. She was proud to see the amount of trips performed by FACT recently and was pleased to see San Diego seniors taking advantage of FACT services.</p> <p>Alane Haynes said FACT is the one of the most exciting projects she has ever worked on. She said the process to get to where FACT is today took longer than anticipated, but was worth the effort and is proud to see the viable organization FACT has become. She said FACT is now well recognized in San Diego County and currently provides rides for the people it set out to serve. She said FACT assists individuals who cannot access the public transit system and/or afford a private transportation option. She said she was thrilled to be back on the FACT Board and looks</p>

	<p>forward to continued progress.</p> <p>Bob Campbell thanked the Board for all they do and discussed how dedicated Board Members have continued to fill the necessary roles on the Board; he referenced members serving more than one term as a FACT Board Officer. Bob thanked SANDAG for being part of the FACT family and for their valuable advice and guidance to FACT. He specifically thanked Danielle Kochman for her involvement with FACT. He was also pleased to start the new year as FACT Chair with a clean Audit Report.</p> <p>Bob congratulated Teresa on her new position as Mayor of Encinitas. He thanked Teresa for her service as Secretary of the Board. He commended Dave for being an excellent FACT Board Chair during his 2012 term and indicated his confidence in Dave as County Supervisor.</p> <p>Bob said the FACT team will continue to take challenges and turn them into opportunities and then into action and results. Bob thanked FACT staff, the Board, vendors, the advisory committee, and partners for all support in making FACT a reality.</p>
Adjournment	Meeting was adjourned at 10:30AM.