



Facilitating Access to Coordinated Transportation



Meeting Agenda and Notice  
**FACT Board of Directors Meeting**  
**December 10, 2015, 8:00 am**

**(Board meeting will be followed by the 10<sup>th</sup> Anniversary Celebration)**

San Diego Foundation  
2508 Historic Decatur Rd., Bob Kelly Room  
San Diego, CA 92106

## **AGENDA**

- | <b>Meeting call to order</b>                                      | <b>8:00</b> |
|---|-------------|
| <b>a.m.</b>   |             |
| 1. Introductions  |             |
| 2. Approval of November Board meeting minutes<br>ACTION           | p-2         |
| 3. Public Comment<br>INFORMATION                                  |             |
| 4. New Board Member Appointments<br>POSSIBLE ACTION               | p-6         |
| 5. FACT Services Updates<br>INFORMATION                           | p-7         |
| 6. FACT Annual Financial Audit & TDA Audits for FY 2015<br>ACTION | p-9         |
| 7. Monthly Financial Reports<br>INFORMATION                       |             |
| 8. Year 2016 Board Meeting and Retreat Calendar<br>ACTION         | p-11        |
| 9. Board Officers Elections<br>ACTION                             | p-12        |
| 10. Executive Director's report<br>INFORMATION                    | p-13        |
| 11. Board member comments/proposed agenda items<br>INFORMATION    |             |

**12. CLOSED SESSION**

Review of FACT's Lease Agreements

POSSIBLE ACTION

13. Report on Actionable Items from Closed Session

INFORMATION

**ADJOURNMENT**

**\*\*\*10<sup>th</sup> Anniversary Celebration begins 9:00AM\*\*\***

<b>FACT's Mission</b> <i>Assist San Diego County residents with barriers to mobility to achieve independence through coordination of transportation services</i>

**FACT Board of Directors' Meeting Minutes**

November 19, 2015

Encinitas City Hall, Poinsettia Room

505 South Vulcan Avenue, Encinitas, CA 92024

Board Members Attending	Bob Campbell, Phil Monroe, LaVonna Connelly, Hon. George Gastil, Hon. Dave Roberts, Hon. John Aguilera
TAC Members Attending	Danielle Kochman
Board Members Absent	Norine Sigafoose, Susan Hafner
Staff Attending	Arun Prem, Budd Anderson, Meagan Schmidt, Oswaldo Perez
Public/Guests	See sign in sheet
Introductions	Chair Dave Roberts called the meeting to order at 9:00AM. Introductions were made.
Public Comment	None
Approval of the October Board meeting minutes	<p>LaVonna Connelly requested the following edit to the Board minutes: Change the sentence that read "LaVonna noted that FACT could not ask or obtain confidential medical information without the rider's permission" to "LaVonna noted that there was no way to find out what agency serves this rider or what services he has received unless this rider has signed a Release of Information between FACT and the service provider".</p> <p><b>Motion to approve the Board Meeting minutes with the indicated edit made by Phil Monroe. Second by Bob Campbell. The motion passed with 4 ayes from Dave Roberts, Bob Campbell, LaVonna Connelly, and Phil Monroe, and 1 abstention from John Aguilera. George Gastil was absent for the vote.</b></p>
FACT 10-year anniversary updates	<p>Arun provided an update on the 10<sup>th</sup> Anniversary Celebration. Karen King was confirmed as the keynote speaker and Norine Sigafoose Partner of the Decade Award recipients. The partner certificates were created and the history posters, giveaway flash drives, Annual Report, and the Norine Sigafoose Award were ordered. 2 save the date notices were sent and based on FACT's attendance and rsvp's, approximately 50 people were expected to attend.</p> <p>Phil recommended packaging the flash drives and including a thank you note for guests. Bob noted that FACT's Annual Report and Video would be preloaded on the flash drives. Dave suggested packaging the flash drives</p>

	<p>in gift bags. Arun noted that Dave and staff would be visiting the San Diego Foundation on November 24<sup>th</sup> to review the venue. Dave thanked the planning committee and staff for their work. Bob requested that staff send the Board the invitation notice so that they could forward it to others. Arun indicated that he could send letters to special guests if requested and send the final save the date notice to Board members for forwarding. LaVonna asked if APTA and CalACT representatives were invited. Arun said Jacklyn Montgomery, Executive Director of CalACT was planning to attend, but he had not received a response from APTA. LaVonna asked if any personal outreach was done and if there were any individuals that Board members should reach out to. Arun said he sent letters directly to regional CEO's, Executive Directors, and Board Members as well as personal emails to other organizations such as APTA. He said he would appreciate Board member assistance with inviting additional attendees. Dave requested that staff get in touch with Adam Kaye from his office to discuss media outreach. He requested that potential FACT Board members be invited to the event. George said Mayor Mary Sessom was unable to attend the event, but she wanted to make sure FACT new how much she strongly supported the organization.</p>
<p>Board Officers Nominating Committee Report</p>	<p>John Aguilera announced the Board Officers Nominating Committee recommendation to re-elect the 2015 slate of officers for 2016 as follows: Dave Roberts-Chair, Bob Campbell-Vice Chair, Susan Hafner-Treasurer, and LaVonna Connelly-Secretary.</p> <p><b>Motion to approve the slate of officers made by John Aguilera. Second by Phil Monroe. The motion passed unanimously.</b></p>
<p>New Board Appointments</p>	<p>Arun said he had forwarded the names of proposed Board candidates to the Executive Committee, but had not contacted them directly. Per a recommendation by Phil, Arun contacted Lois Knowlton to determine her interest in serving on the Board. He said Lois indicated that she was honored by the request, but could not commit to serving on the Board. Bob said he contacted Mary Salas, but needed to follow up with her. Phil said he would contact Lori Holt-Pfeiler. Dave said he would discuss the opportunity with Lori as well. Arun noted that George Gastil had recommended Mona Rios and wondered if she was still being considered as a candidate. George said he would discuss the opportunity with Mona. Dave said he was pleased that Norine Sigafoose was planning to attend the event.</p>
<p>FACT Services updates</p>	<p>Arun said he sent a letter to First Transit (FT) stating that he would be recommending to the FACT Board that the contract value be reassessed. He said the estimated number of trips and the promise that all outsourced</p>

LIFT trips would go through FACT was not being honored by FT. FACT was seeing a dramatic decline in trip demand, which directly affected brokerage vendors who ramped up capacity to accommodate the contract. He was planning to meet with FT following the Board Meeting to discuss the situation.

John said he could discuss the issue with Matt Tucker, NCTD Executive Director. Phil asked if NCTD was aware of the situation. Arun said based on past discussions with Matt, NCTD preferred that FACT dealt directly with FT because FACT's contract was with them. Bryan Killian, NCTD Deputy Chief Operations Officer - Bus Operations, said he was not aware of the inner dealings between FACT and FT. What he saw operationally was the total number of subcontracted trips, but not the breakdown of trips per subcontractor. Arun agreed with John and Phil that it was in NCTD's interest to be aware of the situation. Phil said NCTD had been supportive of FACT over the years and hoped they were an ally on this particular issue. He noted that FACT would not have been formed without the support of NCTD. Bob asked if FACT had increased staffing to accommodate the FT contract. Arun said FACT hired a full time Mobility Coordinator, not solely for the contract, but to assist with the anticipated contract demand. He said 2-1-1 San Diego provided call center support exclusively for FT customer service related to the contract. He said based on the low demand, the contract was not cost effective anymore and it was difficult for brokerage providers to commit resources to the service, which has resulted in FACT having to return trips to FT.

Arun said Venture Medical Transportation joined the brokerage on November 5, 2015. Meagan provided an overview on contracted services. Overall there was a trend of lower ridership than expected amongst services. Arun wondered if it was time for FACT to ramp up its marketing efforts or if there were other factors causing the short term decrease in demand. John noted that NCTD had experienced a slight decrease in ridership as well. Bryan indicated that there was a decline in ridership nationally across all modes of public transit. Arun said not being able to use the 5310 vehicles also limited FACT's capacity to accommodate trips.

Meagan provided an update on contracted services and RideFACT. Arun noted that according to Oceanside staff, expenses for the Van Service decreased by 35% after contracting with FACT. Bob said this information was beneficial to marketing FACT's service to other cities. LaVonna recommended including this information at the Annual Meeting. She suggested incorporating the information into a Poll Everywhere question. Per Bob's recommendation, Arun said FACT planned to utilize a CSUSM Senior Experience team to develop a plan to market FACT's services to

	<p>other cities. Phil said he wanted to ensure that Oceanside Mayor Jim Wood was aware of the cost savings of contracting with FACT. John said he could discuss this with the Oceanside representative serving on the SANDAG Board. Arun reminded the Board of the positive feedback received from Oceanside riders via a survey conducted by City of Oceanside regarding the Van Service. Dave suggested discussing the benefit of contracting with FACT with all 3 Oceanside representative serving on the SANDAG Board including Jim Wood, Esther Sanchez, and Chuck Lowery. Arun noted that Mayor Wood was unable to attend the 10<sup>th</sup> Anniversary Celebration.</p>
Monthly Financial Reports	<p>The financial reports was a standing item and copies of the reports were available for Board review. Arun said the TDA audit was almost concluded and the internal audit had started. The final audit reports would be available at the December Board Meeting. Bob recommended having a discussion on the status of each grant and FACT's reserves at the Board Retreat. Arun said FACT's SANDAG New Freedom grant contract ended and Danielle Kochman was working on getting the new grant contract implemented. He noted that SANDAG had consolidated the different grants into smaller agreements. He discussed FACT's reserves. Phil recommended holding a Finance Committee Meeting soon. He felt that the Finance Committee should review grant deliverables. Arun said the 2016 calendar of proposed Board Meeting dates, including the Board Retreat would be brought to the Board Meeting in December. Dave proposed forming a Retreat Planning Committee to assist with the retreat agenda. Bob, Susan, and George were recommended for the committee.</p> <p>George noted that MTS had a meeting on the same day as FACT's 10<sup>th</sup> Anniversary Celebration. He recommended that FACT check these agencies calendars to ensure there were no meeting conflicts. Bob noted that there was no name associated with NCTD in the TAC and CAM section in the Annual Report. He wondered if it was too late to add Jason Shaw as the representative for NCTD. Arun said the place was left blank because no one was appointed from NCTD, but if Jason Shaw would be the new representative going forward, then his name could be added if Annual Report was not already in production.</p>
Closed Session	<p>The Board met in closed session to review FACT's lease agreements. There was nothing to report from the closed session.</p>
Adjournment	<p>Dave reminded the group that FACT's Board Meeting was rescheduled from 8:30AM to 9AM, a meet and greet from 9AM to 9:30AM, and the 10th Anniversary Celebration to begin at 9:30AM on December 10, 2015. Dave recommended inviting Kathlyn Mead, San Diego Foundation President and CEO. Dave thanked the group for attending.</p>

	The meeting adjourned at 10:25AM.
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**ITEM # 4**

**TO: BOARD OF DIRECTORS**  
**FROM: Arun Prem, Executive Director**  
**RE: New Board Member Appointments**

**ISSUE:**

As per the recommendation of the Exec Committee staff requests Board members for suggestions regarding potential new members for the FACT Board.

**BACKGROUND:**

FACT Bylaws:

According to FACT bylaws up to 11 Board members may be appointed. Currently FACT has eight Board members. New appointments may be made by Board action.

***SECTION 3.1. NUMBER*** *The corporation shall have no less than five (5) and no more than eleven (11) directors; ex-officio nonvoting board members may be appointed at the discretion of the board; the number of ex-officio board members may not exceed 1 per block of 5 regular board members, or a total of 2. Collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. One member of the board of directors will be a sitting member of the SANDAG Transportation Committee appointed by SANDAG.*

**RECOMMENDATION:**

**None**



**ITEM # 5**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director and Meagan Schmidt, Operations Manager**

**RE: FACT Services update**

**ISSUE:**

This item presents a monthly RideFACT and contracted services update.

**BACKGROUND:**

	<b>Oct-15</b>
<b>SERVICE</b>	<b>ONE-WAY TRIPS</b>
<b>First Transit</b>	<b>80</b>
<b>Poway</b>	<b>338</b>
<b>Oceanside</b>	<b>447</b>
<b>SDCOE</b>	<b>0</b>
<b>Elderheip</b>	<b>52</b>
<b>TOTAL</b>	<b>917</b>

**City of Oceanside Senior Van Service:**

This service is available to Oceanside residents for trips within the city, neighboring cities and some medical destinations outside of the tri-city area. Approximately 1,900 clients are pre registered to use this service.

From September 2013 - October 2015, FACT has invoiced City of Oceanside for 8,896 trips.

The feedback from the City of Oceanside staff has been positive. A two year contract extension was approved by the Oceanside City Council on June 24, 2015. The contract amount is \$326,850, extending the contract from July 1, 2015 - June 30, 2017. Revisions to the rate structure were approved in the contract extension.

**SDCOE Foster Youth transportation contract**

Contract is inactive due to lack of service providers who are willing to meet contract requirements.

**Poway Adult Day Health Care Transportation Service Contract**

FACT has provided transportation for Poway Adult Day Healthcare Center clients since January 2013.

Safety First is the current provider for these trips. A total of 12,672 trips have been provided from January 2013 - October 2015.

**Elderhelp Program**

Contracted service for Elderhelp began on March 12th. The Board approved the extension of the Elderhelp contract on March 26<sup>th</sup>. 483 total trips were provided between March and October. Any trips that Elderhelp cannot accommodate due to their limited monthly budget are referred to RideFACT.

**RideFACT Service statistics ytd for fiscal year July 2012 - October 2015**  
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**\*NOTES**

As of January 2014 we are reporting the average per trip cost based only on trips that were purchased from the Brokerage at regular Brokerage rates; those trips comprise the majority of RideFACT trips. July '13 onwards numbers were updated to reflect the new process.

**RECOMMENDATION:**

**Staff seeks the Board's feedback regarding the information presented in this item.**

**ITEM # 6**

**TO: BOARD OF DIRECTORS**

**FROM: ARUN PREM, EXECUTIVE DIRECTOR**

**RE: ANNUAL FINANCIAL AUDIT, and SANDAG/TDA AUDIT for FY 2015**

**ISSUE:**

1. FACT bylaws require that an internal annual 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> 2015).
2. SANDAG conducts an external audit of TDA 4.5 expenses annually as part of CTSA contract oversight; this audit is conducted after the financial audit and the report is generally issued in December.

FACT's internal auditor Sonnenberg & Co. requested additional time to complete the internal audit; The SANDAG TDA 4.5 audit DRAFT report was completed and not include any deficiencies or findings.

**BACKGROUND:**

**INTERNAL AUDIT**

The annual internal audit was conducted by Sonnenberg & Co. during November 2105. Due to transition in FACT's accounting support staff the internal audit was delayed. The FY 2015 Audit was a higher level and comprehensive "Single Audit" that agencies spending \$500,000 in Federal grants are subject to. FY 2015 was the first year when FACT became subject to the Single Audit requirement. Due to the delay in scheduling as well as additional time needed for the detailed review, additional time is needed to complete the audit.

**TDA AUDIT**

The TDA 4.5 Audit required by SANDAG was conducted during October 2015 by Davis Farr CPAs. There were no findings or recommendations in the TDA Audit report which stated, "*In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the TDA fund of FACT as of June 30, 2015, and the changes in its net assets and its cash flow for the fiscal years then ended in accordance with accounting principles generally accepted in the United States of America.*"

**FACT Bylaws Requirements Re. Annual Report:**

**SECTION 6.6. ANNUAL REPORT** The Executive Director will ensure that an annual report is furnished no later than one hundred and eighty (180) days after the

close of the corporation's fiscal year to all directors of the corporation. This report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6.7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

The annual report shall be approved by the Board of Directors.

**RECOMMENDATION:**

**Staff requests Board members**

- **to review the 2015 TDA Audit Report, and**
- **approve an extension of the timeline to review the FY 2015 internal audit report.**

**ITEM # 8**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director, Budd Anderson,  
Office Manager**

**RE: Year 2016 Board Meeting and Retreat Calendar**

**ISSUE**

Proposed Year 2016 FACT Board meeting calendar is enclosed for review and action by Board members.

**Background:**

According to FACT Bylaws, regular Board of Directors' meetings are held on the 4<sup>th</sup> Thursday of each month. Meeting dates are determined by the bylaws and approved by Board members.

2016 Board Meeting Dates (4th Thursdays, except during Nov and Dec)

January 28  
February 25  
March 24  
April 28  
May 26  
June 23  
July 28  
August 25  
September 22  
October 27  
November 17 \*holiday schedule  
December 8 \*holiday schedule

Annual Board Retreat

The FACT Board of Directors' Retreat is an annual event held on a regular Board meeting date which is designated by the Board for detailed review of strategic issues, business plan updates, and agency goals. The Board Retreat/meeting is expected to last 5 hours. Generally the Board Retreat is held during February or March.

During November the Board appointed a Retreat Planning Committee comprising Board members Bob Campbell, Hon George Gastil, and LaVonna Connelly.

**RECOMMENDATION:**

**Staff requests the Board to:**

- **approve the proposed Board meeting calendar, and**
- **provide feedback regarding the preferred date for the Board Retreat**

**ITEM # 9**

**TO: BOARD OF DIRECTORS**  
**FROM: ARUN PREM, EXECUTIVE DIRECTOR**  
**RE: BOARD OFFICERS ELECTIONS for YEAR 2016**  
**ISSUE:**

FACT bylaws specify that Board Officer elections be held during the Annual Board of Directors meeting; the new Officers will serve January 1 - December 31, 2016.

The following slate of Officers was presented by the nominating committee and approved by the Board during November 2015:

Hon. Dave Roberts Chair  
Bob Campbell Vice chair  
Susan Hafner Treasurer  
LaVonna Connelly Secretary

**BACKGROUND:**

During the November 2015 Board meeting a Nominating Committee comprised of Board members Susan Hafner (Chair), Hon John Aguilera, and Hon. George Gastil was appointed to accept nominations and prepare a slate for Board Officer elections. The Committee reviewed interest in the Board Officer positions with Board members and proposed the slate which was approved by Board action.

Portions of FACT bylaws that address Board officer elections are shown below:

**ARTICLE 4 - OFFICERS OF THE BOARD**

**SECTION 4.1. NUMBER OF OFFICERS** The officers of the corporation shall be a Chairperson of the Board (or President), one or more Vice Chairperson (or Vice Presidents), a Secretary, and a Treasurer. The corporation may also have, as determined by the board of directors, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board. The Executive Director will not be an Officer of the Board.

**SECTION 4.2. QUALIFICATION, ELECTION, AND TERM OF OFFICE** Only authorized members of the Board may serve as officers. Officers shall be elected by the board of directors at the Annual Meeting. There are no term limits for officers.

**SECTION 4.3. SUBORDINATE OFFICERS** The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such

terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

**RECOMMENDATION:**

**Staff requests the Board to elect Board Officers for year 2016.**

**ITEM # 10**

**TO: Board of Directors**

**FROM: Arun Prem, Executive Director**

**RE: Executive Director Report**

**Meetings and Events 11/19/2015 - 12/9/2015**

11/19	Mtg. with First Transit - Meagan and Arun
11/23	Salesforce Reference Demonstration - Oswaldo, Arun, Meagan
11/24	San Diego Foundation site visit - Dave and FACT staff
11/25	Closed for Thanksgiving
11/26	Closed for Black Friday
11/30	VTCLI Mtg. - Oswaldo and Meagan
12/2	ARS CEO Breakfast - Arun

**Upcoming Meetings and Events:**

12/24-12/25	Closed for Christmas Eve and Christmas day
1/1	Closed for New Year's Day
1/28	Proposed FACT Board Meeting
2/9	CAM Meeting