



**FACT** FULL ACCESS &  
COORDINATED  
TRANSPORTATION  
*Coordinating Access to Life*

Meeting Agenda and Notice  
**FACT Board of Directors Meeting**  
**March 21, 2012, at 10:00 am**

Carnation Room, Encinitas City Hall  
505 S. Vulcan Avenue, Encinitas, CA 92024

**Please Note: Board member LaVonna Connelly will join the meeting via telephone number (760) 535-2213 from 131 Avocado Avenue, El Cajon, CA 92020**

**REVISED AGENDA**

- |   |                    |
|---|--------------------|
| 1. Approval of February 8, 2012 Board Meeting minutes             | ACTION             |
| 2. Public Comment   | INFORMATION        |
| 3. Board Chair Report   | INFORMATION        |
| 4. Board Member Comments  | INFORMATION        |
| 5. Executive Director Report                                      | INFORMATION/ACTION |
| 6. Sub committee reports (standing item):<br>INFORMATION/ACTION   |                    |
| a. Software and Service Development Committee                     |                    |
| b. Escondido, Rancho Bernardo & Poway Senior Service              |                    |
| c. Employee benefits  |                    |
| 7. Appointment of new Board members                               | ACTION             |
| 8. Selection of contracted CPA                                    | ACTION             |
| 9. SDSU Intern Opportunity  | ACTION             |
| 10. Amended Conflict of Interest policy                           | ACTION             |
| 11. NCTD presentation on Mobility Management grant implementation | INFORMATION        |
| 12. Detailed presentation on FACT referrals<br>INFORMATION/ACTION |                    |
| 13. Grant proposals for mobility management and 2 vehicles        | ACTION             |

14. February 2012 financial statements  
Adjournment

INFORMATION/ACTION

## FACT Board of Director's Retreat Minutes

February 8, 2012

El Camino Country Club, Oceanside, CA 92056

Board Members Attending	Dave Roberts, John Aguilera, Teresa Arballo Barth, Bob Campbell, Phil Monroe, Susan Hafner
TAC Members Attending	Danielle Kochman - SANDAG, Floyd Willis - AIS
Board Members Absent	LaVonna Connelly
Staff Attending	Arun Prem, Patty Pauletto, Meagan Schmidt, Budd Anderson
Public/Guests	Arturo Ayala - Sol Transportation, Marco Cardoso - Sol Transportation, Peter Cross - ISU, Jason Smith - State Farm, Britney Oates - State Farm, Alane Haynes, Ben Macias - CityLink, Norine Sigafoose, Phil Trom - SANDAG
Introductions	Chair Dave Roberts called the meeting to order at 9:00 AM. Introductions were made. Dave thanked Board members, FACT staff, guest speakers, and transportation stakeholders for attending FACT's Annual Board Retreat.
Executive Director Report - FACT Past, Present, and Future	<p>Arun introduced the presentation of FACT's Past, Present and Future and turned the presentation over to Alane Haynes, Norine Sigafoose, and Floyd Willis.</p> <p>Alane discussed her Paratransit management background with NCTD and how she frequently received calls from people who had no means of transportation. She said these callers were ineligible for NCTD programs or lived outside the 3/4 mile boundary from public transportation. She began searching for alternative transportation solutions.</p> <p>She was introduced to Easter Seals Project Action Mobility Planning Services Institute (ESPA) that provides federal resources to help communities build transportation programs - specifically coordinated systems. She began discussing this with CAM in order to find a transportation provider to lead this initiative. Alane formed a team of senior and disability advocates in San Diego County. The team submitted an application to ESPA.</p> <p>The team formed a one year plan and gathered resources from the federal government/ESPA to provide community training or assist in planning</p>

community meetings. The team conducted a community meeting in October 2005 to discuss the limitations of transportation and the sharing of transportation resources between providers.

The team formed a steering committee, but did not have any dedicated staff at the time. On behalf of FACT, NCTD applied for The Community Transportation Association of America grant for \$60,000. FACT used consulting services to conduct a survey of all transportation providers in San Diego County to assess transportation needs, services, and costs. A database was created to consolidate this information.

Alane discussed incorporating FACT as a nonprofit and the formation of the first FACT Board. At the same time the team applied to become the Consolidated Transportation Services Agency (CTSA) for San Diego. In September 2006 they received funding to hire the first Executive Director.

Floyd discussed the beginning of the CTSA. He said there was a variety of for profit and non-profit providers in San Diego County, but coordination between these agencies was nonexistent. He said an entity was needed to coordinate between providers and felt this was a project for the CTSA.

Norine discussed her Board experience and background with nonprofits. Alane invited Norine to join the Board. She discussed adding Dave Roberts and Bob Campbell to the Board. FACT is what it is today because of the people involved. She discussed establishing FACT's bylaws. She gave her perspective on the difficulty of being a person with a disability and having no access to transportation. She thanked everyone for their involvement and dedication.

Arun discussed FACT's present and future. He discussed FACT's strengths, including: a supportive and influential Board, established community and agency relationships, supportive CAM and TAC members, improved financial reserves, enhanced funding, and dedicated staff. He discussed the grants submitted and held by FACT and grants currently in the works. Referrals have grown by 72% and STRIDE web hits by 17% in the 2011 fiscal year. He discussed receiving competitive rates from transportation providers and continued support from the community and transportation stakeholders for the new brokerage.

Arun discussed the opportunities and challenges facing FACT. He said FACT has a strong base of community support and has built brand awareness over time. He discussed FACT being the recipient of the WTS 2011 Innovative Solutions Award.

The most important challenge facing FACT is sustainability. Arun went over the present and potential funding for FACT. He discussed the Senior

	<p>Mini Grant (SMG) and how this grant or similar funding should be available to FACT as set aside. He mentioned San Bernardino Associated Governments (SANBAG) and the funding available for its CTSA. He said FACT needs to work on the reauthorization at the Federal level. Arun has been involved with APTA and CalACT in working on reauthorization. He discussed the Quality of Life initiative (QoL) and ensuring that some of this funding is dedicated to the CTSA.</p> <p>Phil mentioned that since there are differences in San Bernardino County and San Diego County's government hierarchy in the way funding is distributed this would not be an accurate comparison. Floyd added that it is relevant because it demonstrates the differences in the role of the CTSA and how the funding is allocated in different counties.</p> <p>Arun discussed Board recruitment efforts. Arun discussed adding diversity and perspective to the Board with additional members. He discussed CAM and TAC commitment and proactive engagement from members.</p> <p>Arun said FACT has no margin for error when implementing new services. FACT is perceived as competition for transportation funding and services. FACT's approach should not negatively impact any other transportation providers. He said the RideFACT Brokerage is receiving meaningful support and cooperation from transportation providers. Arun hoped FACT's services would be user-friendly for riders.</p> <p>FACT does not have financial management and accounting staff. FACT's CPA recently resigned and FACT is now looking for new accounting services to supervise reporting and prepare monthly statements. Arun mentioned improving financial reporting and analysis with the new contract.</p> <p>Dave went over RideFACT and the transportation providers involved. He discussed the rates submitted by the transportation providers for brokered trips. He announced the RideFACT inauguration on March 17<sup>th</sup> at AltaGolden and encouraged Board members and guests to attend.</p> <p>Dave thanked Alane, Floyd, and Norine for their presentation and continued support for FACT.</p>
Employee Benefits Review	<p>Dave discussed providing health insurance and retirement options for FACT employees. He felt it was important to provide benefits in order to attract and retain talented staff. He felt this would assist in the funding process by showing grantees FACT pays decent wages and offers benefits to FACT employees.</p> <p>Arun said FACT has been implementing employee benefits in phases. The</p>

first phase established holidays and PTO. The health insurance and retirement plans are a continuation of this process. Arun gave a brief description of the benefits to be discussed and introduced presenters Peter Cross, Jason Smith, and Britney Oates.

Jason introduced himself and his colleagues and gave a brief description of State Farm's services.

Peter Cross discussed access to health care and the options available to FACT. One option would be to approach healthcare on an individual basis where FACT would fund an allotment for employees to seek their own individual care. Another option would be to seek health insurance through a group plan. He said health care in America is predominantly employer driven. Peter said employee benefits can assist in retaining good employees in addition to attracting new talent.

Peter said not having health coverage in the United States is the leading cause of individual bankruptcy due to uninsured medical expenses. The January 1, 2014 mandate if implemented will require every person in America to have health insurance. The issue facing employers is whether they will be required to subsidize employee healthcare benefits.

Peter discussed PPO and HMO options.

Dave asked if the Arun and State Farm could work on employee healthcare options based on a budget for the year set by the Board. Peter said the Board could set a particular budget amount for the year and offer a monthly contribution toward healthcare from the budget. Employees could select from a variety of healthcare plans with different costs and would be required to pay the remaining balance not covered by FACT. The remaining monthly amount not covered by FACT would be withdrawn bi-weekly on a pretax basis from the employee's income.

Peter recommended offering a fully insured plan and not a MiniMed. If FACT decided to offer a MiniMed then he recommended having a disclosure page signed by employees acknowledging they understand the limited coverage offered.

John Aguilera said that the Board needs to know how much FACT can actually budget toward healthcare before indicating an amount to allocate.

Dave mentioned he would like FACT to have some financial involvement, but would like employees to make their own healthcare decisions. Peter said that if FACT offered healthcare insurance they would have a certain level of participation or a valid exclusion. Commitment from FACT could

be on monthly basis and policies could be terminated in any given month if the funding was not available. Most healthcare plans require the employer to insure 70% of employees. This means that 70% of employees are either electing to use the healthcare coverage or have a valid exclusion from the coverage (Example: accessing coverage through a spouse is a valid exclusion).

FACT would only be committed to employees who seek to access healthcare through FACT; some employees may elect to access their coverage through a spouse. FACT would be required to offer health insurance to all full time employees.

Susan Hafner viewed healthcare as an attraction for new employees. She would like to know what some of the basic costs would be per employee and differences between plans. Peter said he could provide the exact details for each plan and the cost for each individual employee.

A single rated plan can lead to younger employees paying more to cover the cost of older employees. Small group plans allocate cost according to age and zip code. The cost for individuals is based on an age band bracket.

Phil recommended that since FACT is a partner with employees it should consider covering a percentage of the healthcare costs instead of a flat dollar amount. He suggested a 50% contribution. He said a flat rate may limit the amount of coverage to employees funded by FACT as healthcare costs rise. Dave said it is a challenge to budget for different plans if the plans are funded according to a percentage.

Peter said FACT can fund these plans in 3 distinctly different ways including: a flat dollar amount, a percentage of each individual plan cost (higher cost plans elected would require a higher dollar amount contribution), or a percentage of a base plan applied to each individual plan.

Britney Oates discussed retirement benefits. She recommended implementing a Simple IRA because of the affordability, no administrative fees, and employee contribution flexibility. The employer match would be up to 3%. Employees could contribute any percentage they wanted, but FACT would only be required to match up to 3%. FACT could either choose to contribute 2% to everyone regardless of the individual contribution or choose to match individual employee contribution up to 3%.

John said FACT needed to figure out what contribution the budget would allow. John suggested the 403B plan because FACT is not required to contribute. Jason said that the 403B really does not offer any benefit to

	<p>employees that they could not already get on their own through a Roth IRA. Britney said the 403B requires more stringent record keeping and administrative cost for non-profits. With a Simple IRA employees are responsible for their own account with limited responsibility and involvement from the employer.</p> <p>Phil said there is not an issue of whether FACT can afford these benefits because the grant applications submitted will incorporate these expenses.</p> <p>Dave said the healthcare and retirement proposals will go to the Benefits Subcommittee and they will make recommendations to bring to the Board.</p> <p>Peter added that dental, vision, etc. can be provided on a 100% voluntary basis and will not require any additional financial responsibility from the employer.</p>
FACT bylaws amendments	<p>Arun said the election process for Board members needs to be changed or updated in the bylaws. He said the last elections did not follow the process set in the bylaws. According to the bylaws Board elections should be done by ballot.</p> <p>Phil said the re-election process for Board members should be removed from the bylaws and only Board officers should be elected at annual board meetings.</p> <p><b>Motion to approve eliminating Board member re-election process from the bylaws and to elect only the Board officers at the annual meeting made by Phil Monroe. Second by Susan Hafner. The motion passed unanimously.</b></p>
Donations/ride sponsorship etc. programs	<p>Arun discussed several donation and sponsorship program proposals. Through donations and grants, FACT could establish a fund to subsidize fares for those riders who are unable to afford them. He recommended establishing a fund, either a private designated fund account or a general fund account. He said FACT could establish a public and/or private sponsorship account. He mentioned implementing a Holiday drive program. Arun requested endorsement from the Board to look into donations and sponsorship programs before drafting a detailed proposal.</p> <p>Dave recommended contacting NCTD to see if FACT can be the beneficiary of Santa Train. Santa Train runs one day a year and generates five to six thousand dollars. He also suggested having cities contribute funds for subsidized transportation in their area.</p> <p>Alane asked how FACT will determine who really needs subsidized transportation. Dave suggested some type of documentation or</p>



	<p>government form. Alane suggested the program Temporary Assistance for Needy Families as a funding source in addition to working with social service agencies that already have access to funding sources.</p>
<p>New CalTrans grant proposals</p>	<p>Arun discussed the two separate CalTrans grants that FACT plans to apply for. FACT has requested that SANDAG be a sponsor for the planning grant. The proposed project is a consultant study to review the feasibility of expanding the brokerage into rural and non urbanized areas of the County. Fact will apply for \$57,000. This grant requires a local match commitment of up to \$6,500. He discussed the other CalTrans New Freedom grant consisting of \$200,000 a year for up to three years. FACT does not have a detailed proposal for the New Freedom grant, but the funding will partially be used to operate the brokerage.</p> <p>Arun asked for Board approval to submit the CalTrans planning grant proposal and to draft a proposal for the CalTrans New freedom grant. He said FACT has not had success competing with NCTD over JARC grant funding.</p> <p>Danielle Kochman (SANDAG) suggested not limiting the study to the brokerage model. She suggested implementing a voucher program because of previous success she has seen in rural areas.</p> <p><b>Motion to approve submittal of CalTrans Planning grant and the drafting of a proposal for the New Freedom grant made by Bob Campbell. Second by Phil Monroe. The motion passed unanimously.</b></p>
<p>Potential new name and logo</p>	<p>Discussion included having the FACT logo, acronym, and the tag line clearly coincide with FACT's mission statement. Several suggestions were made by Board members and guests. Currently the acronym stands for Full Access and Coordinated Transportation. The current tag line reads Coordinating Access to Life.</p> <p>The Board decided that the acronym FACT would stand for <b>Facilitating Access to Coordinated Transportation</b>. The decision included not having a tag line and having staff work on a new or updated logo.</p> <p><b>Motion to approve the FACT acronym standing for Facilitating Access to Coordinated Transportation, eliminate the FACT tag line, and approve to staff creating or updating the FACT logo made by Bob Campbell. Second by Teresa Barth. The motion passed unanimously.</b></p>
<p>Approval of January 2012</p>	<p>There were no changes to the January minutes.</p>

Board Minutes	<b>Motion to approve January 2012 Board meeting minutes made by Teresa Barth. Second by Phil Monroe. The motion passed unanimously.</b>
Potential conflict	<p>Discussion included the Brown Act and potential conflict of interest.</p> <p>Arun said it is not a transaction itself that causes a problem but instead the disclosure of the transaction that causes conflict. Arun discussed APTA's and NCTD's bylaws and conflict policies. He said foreseen conflict of interest can include an active FACT stakeholder neglecting to disclose potential conflict or having contacts with transportation contractors that can lead to profit from contracting or doing business with FACT.</p> <p>Phil added that it is not just the disclosure that is a problem, but the recusing of oneself from potential conflict. Arun said that the recusing of oneself is a result of the disclosure. Phil said recusing someone from participating in a topic because of conflict of interest is not a personal attack and instead is protection for the organization.</p> <p>Dave summarized by saying the FACT bylaws are sufficient as written and individual Board members need to be educated and updated on these policies annually. Arun will provide a simplified annual statement explaining the conflict of interest section of the bylaws that each Board member will sign. The Board approved Arun's request to resume giving referrals to At Your Home Familycare.</p>
Wrap up & next steps	<p>Dave provided a recap of the Board Retreat and requested feedback.</p> <p>Phil said it was important to start coordinating the use of vehicle fleets that are not being used during transportation providers off hours. Arun said this was a cornerstone of CTSA activities, but presents a real dilemma when trying to locate and engage providers. Transportation providers are limited by their individual missions, service area, funding mechanisms, or other physical limitations.</p> <p>Teresa mentioned that the bylaws need to be updated to reflect the new name change for FACT. She also asked whether this would change incorporation papers. John said FACT needs to file a DBA.</p> <p>Phil Trom announced that he is the new Senior Transportation Planner for SANDAG and that he will be attending FACT's annual meetings. He discussed Danielle Kochman's role in addition to his own with SANDAG. Bob thanked SANDAG for its support and encouraged Phil to continue to be proactive in his involvement with FACT.</p> <p>Phil mentioned that Norine may want to re-join the Board. He said next</p>

	<p>month the Board would put in a nomination for Norine.</p> <p>Dave thanked the FACT staff for coordinating the Board Retreat and all guests and Board members for attending.</p>
Adjournment	Meeting was adjourned at 12:49 PM.

**ITEM # 5**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director**

**RE: Executive Director Report February/March 2012:**

**Meetings and Events:**

2/9 Arun and Meagan met with Laura Barish at AltaGolden to plan  
brokerage inauguration; meeting with Sol Transportation re.  
brokerage contract

2/13 Meeting with Floyd and AIS Advisory Committee to provide  
Brokerage update

2/14 CAM Meeting

2/15 Regional SRTP Meeting with SANDAG, NCTD, MTS

2/16 NCTD Board Meeting

2/17 SANDAG Transportation Committee meeting

2/17 Update meeting with Phil Trom, SANDAG

2/21 Meeting with John Catoe Jr, MV Transportation

2/24 SANDAG Board of Directors meeting

2/22 CalACT Healthcare Benefits planning meeting with State Farm and  
Gallagher representatives Peter Cross and Nick Kitchell

3/3 NCTD Board retreat in San Marcos

3/6 Review March Agenda with Dave Roberts and Bob Campbell

3/8 Interviews for Grants Analyst and CPA contractor

3/9-13 APTA board meeting and legislative conference

3/15 Phone meeting with 211 to review Veterans grant

3/17 Brokerage inauguration in Rancho Bernardo

**UPDATES**

1. CalACT Conference April 25-27 in Newport Beach
2. APTA Bus Paratransit Conference May 9 in Long Beach

**ITEM # 7**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director**

**RE: Appointment of New Board Members**

**ISSUE:**

Two FACT stakeholders expressed interest in joining the FACT Board. There are open positions on the FACT Board; new appointments can be made by the Board action as per FACT bylaws SECTION 3.10. ANNUAL MEETINGS AND ELECTIONS.

**BACKGROUND:**

Currently there are 7 members on the Board.

Alane Haynes and Norine Sigafoose are former FACT Board members. During FACT's Board Retreat in February 2012 both expressed interest in joining the Board.

**Alane Haynes**

Alane initiated the formation of the core team that attended the Mobility Planning Services Institute in 2005, where the vision to create FACT was formed; she continues to be actively involved with FACT. Alane worked for NCTD nearly 10 years; as Manager of Service Quality and Accessibility, Alane developed programs, policies and procedures that ensure accessibility and high quality service to NCTD customers.

Alane attended San Diego City College, majoring in Psychology. She received her Bachelor's Degree from Logos University in 2004, and received the honor of Class Valedictorian, with a 4.0 GPA. She has completed over 30 transportation trainings and courses, including the University of the Pacific Westgate Center for Management Development's Transit and Paratransit Management Program.

**Norine Sigafoose**

Norine is a former Council member from the City of Carlsbad and an advocate for persons with disabilities. She was involved with FACT during its formation and was the first Chair of the Board. Norine played a key role in promoting FACT to stakeholders including many who are still involved; in particular she facilitated the outreach to elected officials in order to raise the agency's profile and help generate support for it.

**RECOMMENDATION:**

Staff requests the Board to consider appointing two new members to the FACT Board

**ITEM # 8**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director**

**RE: Selection of Contracted CPA**

**ISSUE:**

In January 2012 the Board authorized staff to conduct a search for contracted CPA services providers in response to a 2011 TDA Audit recommendation.

This follow-up item provides an update and a recommendation for contract award.

**BACKGROUND:**

In December 2011, the FY 2010-11 TDA Audit report by Mayer Hoffman McCann P.C. found that the contract with FACT's CPA, Alison Windsor had lapsed. The report recommended reinstatement of the contract through a formal procurement.

In January 2012 the Board authorized staff to conduct a search for contracted CPA services providers. A scope of work and solicitation was emailed to the CAM, the HHSA countywide mail list, to several contractors referred by FACT contacts, and posted on Craigslist.

Alison Windsor, did not bid because she recently accepted another project which did not leave her with sufficient time to meet FACT's needs. Three responses were received in response to our advertising and outreach. All three proposers were qualified.

Two candidates, Dennis Randall and Terry Udelhofen were scheduled for interviews. The third applicant was not invited to interview due to the high hourly rate and the number of hours of work proposed. Mr. Udelhofen canceled his interview.

Dennis Randall is based in Oceanside, has over 25 years of experience as CPA and Accountant. He is a licenced CPA, has a Bachelor's degree from Southern Illinois University and is working towards an MBA. He is a Veteran of the US Army.

The annual value of the contract is expected to be \$9,400.00 approx based on an hourly rate of \$49 and an average of 16 hours of work each month.

<b>Dennis Randall</b>	<b>\$49/hr</b>	<b>Interviewed</b>
Terry Udelhofen	\$35/hr	Canceled
Kyle Kennedy	\$70/hr	Not invited to interview

**RECOMMENDATION:**

Staff requests the Board to authorize signing a 2 year contract with Dennis Randall for CPA services with terms as described above. The proposed contract will begin April 1, 2012 and have options for one-year extensions for up to 3 additional years.

**ITEM #9**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director  
Meagan Schmidt, Service Planner**

**RE: SDSU Intern Opportunity**

**ISSUE:**

This item provides an overview of the program and a recommendation for an unpaid San Diego State University intern for FACT in Fall 2012.

**BACKGROUND:**

San Diego State University's School of Public Affairs Intern Coordinator, Patricia Frosio contacted FACT regarding a Graduate Internship opportunity. SDSU's School of Public Affairs currently has several students in their Master of City Planning program who are very interested in transportation issues. When students take a City Planning Graduate Internship Class, they need to complete 120 hours of service. Some have already fulfilled their requirement and are simply looking for planning projects to build their resumes. Students are aware the internships are competitive and unpaid and that they are expected to be fully engaged members of any team they join. Ms. Frosio serves as a "co-supervisor" to ensure the students not only meet, but exceed, the agency partners' performance standards.

FACT has several projects that could benefit from a graduate level internship:

1. Updating FACT Business Plan
2. New Website one time maintenance and updates
3. Developing consistent operations and policies documentation
4. Other projects as needed

FACT staff will have the opportunity to interview intern candidates. UCSD staff has offered to pre-screen candidates for FACT.

The internship would be performed during the Fall of 2012. FACT has a workstation, computer and telephone equipment to accommodate a part time intern.

**RECOMMENDATION:**

Staff seeks Board authorization to hire an unpaid SDSU Intern during the Fall 2012 semester for 120 hours.



**ITEM #10**

**TO: BOARD OF DIRECTORS**  
**FROM: Arun Prem, Executive Director**  
**RE: Updated - Conflict of Interest Policy**

**ISSUE:**

This item responds to the Board's request (February 2012) to update the Conflict of Interest Policy statement which is annually signed by Board members.

**BACKGROUND:**

During late 2011 and early 2012, the FACT Board had several discussions on Conflict of Interest policy. In February the Board asked for a streamlined policy statement which was consistent with FACT bylaws and stated concisely.

Board members sign copies of the policy annually and copies are kept on file by FACT staff. The following versions of the policy are proposed as options:

**OPTION 1 - PROPOSED CONFLICT OF INTEREST POLICY**

Every officer, director or committee officer of FACT who knowingly has any interest, direct or indirect, in any contract or proposal or program to which FACT is, or is about to become a party, is actively seeking or competing for any FACT contract, or in any other business of FACT, or in any firm or corporation with such an interest, seeking, or competing for such a contract or other business with FACT, shall make full disclosure of such interest.

Such disclosure shall be made to the executive committee of the FACT board. Whenever in the opinion of the executive committee, the interest disclosed constitutes a conflict of interest or the appearance of a conflict of interest detrimental to FACT, the executive committee shall require such action or abstention by the officer, director, or committee member as the executive committee determines is necessary or desirable to protect the interests of FACT.

The word "interest" as used herein means the financial interest of an individual, or his or her spouse, dependent child, or other member of his or her immediate household in any corporation, company, partnership, other business enterprise or nonprofit organization which is a party to a contract with FACT, is about to become a party to a contract with FACT, has business dealings with FACT or would otherwise derive financial benefit from a service operated by FACT.

Failure to disclose such an interest or failure by the officer, director, or committee officer to take such action or abstention as directed by the executive committee shall constitute misconduct and may result in such sanctions as the executive committee may lawfully impose including removal of an officer, director, or committee officer.

**CONFLICT-OF-INTEREST DISCLOSURE STATEMENT**

I have read and understand FACT's Conflict of Interest Policy and agree to be bound by it.

- A. I am not aware of any relationship or interest or situation involving my family or myself that might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and FACT on the other.

Initials: \_\_\_\_\_

- B. The following are relationships, interests, or situations involving me or a member of my family that I consider might result in or appear to be an actual, apparent, or potential conflict of interest between such family members or myself on one hand and FACT on the other.

\_\_\_\_\_

Initials: \_\_\_\_\_

\_\_\_\_\_

Print Name

Signature

Date

## **OPTION 2 - PROPOSED CONFLICT OF INTEREST POLICY**

### **Purpose**

To protect FACT's interest when it is contemplating a transaction, arrangement or service proposal that might benefit the private interest of an officer or director of FACT.

To supplement but not replace any applicable bylaws or state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Definitions**

#### **Interested Person:**

Any member of the board of directors, board officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest.

#### **Financial Interest:**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which FACT has a transaction or arrangement
- b. A compensation arrangement with FACT or with any entity or individual with which FACT has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any service that FACT is planning.

A financial interest is not necessarily a conflict of interest; A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Procedures**

#### **1. Duty To Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the governing board or an executive committee of the board considering the proposed transaction/arrangement/service.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee

meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

An interested person may make a presentation at the governing board or executive committee, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement or service involving the possible conflict of interest.

The chair of the governing board or executive committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or executive committee shall determine whether FACT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or executive committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement or service proposal is in FACT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts-of-Interest Policy**

- a. If the governing board or executive committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or executive committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Records of Proceedings**

The minutes of the governing board and all committees with board-delegated powers shall contain

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Annual Statements**

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands FACT is a nonprofit and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**CONFLICT-OF-INTEREST DISCLOSURE STATEMENT**

I have read and understand FACT’s Conflict of Interest Policy and agree to be bound by it.

- C. I am not aware of any relationship or interest or situation involving my family or myself that might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and FACT on the other.

Initials: \_\_\_\_\_

- D. The following are relationships, interests, or situations involving me or a member of my family that I consider might result in or appear to be an actual, apparent, or potential conflict of interest between such family members or myself on one hand and FACT on the other.

\_\_\_\_\_

Initials: \_\_\_\_\_

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

FACT Bylaws on Conflict avoidance and resolution:

SECTION 9.3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**SECTION 9.4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**RECOMMENDATION:**

**Staff requests the Board to review the proposed Conflict of Interest Policies A and B.**

**ITEM # 11**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director**

**RE: NCTD presentation on HHSA mobility management grant implementation**

**ISSUE:**

In December 2011 FACT Board members requested an update on the implementation of the HHSA grant awarded to NCTD during 2011. NCTD designated Pamela Jackson, Project Manager to provide an update.

**BACKGROUND:**

The San Diego County HHSA issued an RFP for a grant June 2010 for mobility services. The proposal solicited for:

- Travel Training with a travel buddy,
- Travel Coordination (outreach and referral), and
- Volunteer Driver Transportation.

The program would transport 300 adults and Seniors with mental illness per year in North County Coastal and Inland areas, and had a \$350,000 annual budget each year for three years. The goal of the grant was for clients to be able to independently access physical and mental health and other services due to enhanced transportation access.

FACT was one of the proposers; however HHSA did not proceed with an award. Later HHSA discussed the possibility of a sole source award directly to FACT or as a pass through to SANDAG, but decided against it because FACT did not meet HHSA's definition of a governmental entity or public agency.

The grant was awarded to NCTD in 2011.

**RECOMMENDATION:**

None



**ITEM #12**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director  
Patty Pauletto, Mobility Coordinator**

**RE: Detailed Presentation on FACT Referrals**

**ISSUE:**

To provide the Board with an update on transportation referrals process, call statistics and trends for the past 9 months.

**BACKGROUND:**

Transportation referrals continue to be the backbone of FACT operations. The referrals have increase rapidly over the last 2 fiscal years. Additional staff, increased awareness and growing need for services are all reflected in the growth.

While referrals statistics are reviewed with Board members on a monthly basis, the data does not reflect many qualitative aspects of the referrals; monthly Executive Director updates are brief and do not allow time for insights.

The Board presentation was planned to provide a close up view of the referrals process and data.

During the initial years FACT recorded the number and general details of referral calls in a simple Word document. Beginning in the summer of 2011 staff created an excel database to record information. The database was enhanced to record information in more detail and allows for better and quicker summaries and analysis. With the use of spread sheets, trends and percentages can be tracked more easily.

**RECOMMENDATION:**

None

**ITEM # 7**

**TO: BOARD OF DIRECTORS**

**FROM: Arun Prem, Executive Director**

**RE: Rural/Non Urbanized New Freedom Funds - Grant proposals for:**  
**1.Mobility Management**  
**2.Procurement of two accessible minivans**

**ISSUE:**

Caltrans is accepting grant applications for New Freedom funds for rural/non urbanized areas (regions with a population of less than 50,000).

FACT has prepared two grant proposals to fund mobility management and transportation for rural/non urbanized regions of San Diego County.

The three year grant totals approximately \$700,000.

**BACKGROUND:**

FACT is planning to apply for two projects funded by Caltrans New Freedom program for services in rural/non urban areas of San Diego County.

Caltrans has offered \$200,000 per project per year up to 3 years for New Freedom grants to serve rural and non urban areas across California. The proposals will compete at the state level. While a 20% match is typically required, for this grant cycle, Caltrans plans to match the matching funds requirement through Caltrans funds obtained through toll credits. This is a unique opportunity to get projects funded 100%.

The grants are due on March 23rd and the successful projects are expected to be announced during June 2012. Caltrans requires a commitment in the form of Board Resolutions which will be submitted along with the grant.

FACT is collaborating with several agencies and partners to prepare the applications. We have requested letters of support from NCTD, SANDAG, HHSA, CityLink and Tom Bumgardner from Valley Center.

We are also negotiating with private contractors (Care4UMobility and Sol Transportation) to operate shuttle transportation services in rural/non urban communities. FACT invited all CAM members and many private transportation providers to partner in this effort:

Proposal 1

Implement mobility management services for non urbanized San Diego County. Mobility Management services would include:

Increased outreach in rural and non urbanized areas

Planning for extension of brokered transportation services into rural and non urbanized areas, and

Developing transportation options for rural/non urban areas by including non profit, faith based, for profit and volunteer services in the brokerage

The amount of the grant request is \$600,000 (\$200,000 per year for three years).

### Proposal 2

Implement accessible shuttle transportation in rural/non urban communities:

FACT will operate shuttle services in Fallbrook, Lemon Grove, Rancho Santa Fe, Santee and Valley Center . The service will be operated with 2 vans. The vehicles will transport persons with disabilities from or within non urbanized communities. The amount of the grant request is approximately \$100,000.

### **RECOMMENDATION:**

Staff recommends the Board to authorize submission of the Caltrans grant applications for mobility management and procurement of two vans, and approve the accompanying resolutions to document Board approval of the grant.

(BOARD RESOLUTIONS)