

LYNX
Central Florida Regional Transportation Authority
Special Board Meeting Minutes

PLACE: **LYNX Central Station**
 455 N. Garland Avenue
 Board Room, 2nd Floor
 Orlando, FL 32801

DATE: **July 1, 2010**

TIME: **1:34 p.m.**

Members in Attendance:

Seminole County Commissioner, Carlton Henley, Chair
City of Orlando, Mayor Buddy Dyer, Secretary
FDOT District 5 Secretary, Noranne Downs
Orange County, Mayor Richard Crotty

Members Absent:

Osceola County Commissioner, Brandon Arrington, Vice Chair

1. Call to Order and Pledge of Allegiance

The Chairman, Commissioner Carlton Henley, called the meeting to order at 2:15 p.m. Chairman Henley asked Mayor Buddy Dyer to lead the Pledge of Allegiance.

2. Public Comments

After announcing that the LYNX Board of Directors is meeting on a single Agenda item, he noted that Public Comment will be limited to the Agenda item.

Robert Doane and Jack Couture addressed the Board and asked to serve as a member of the selection committee for the Chief Executive Officer's position.

3. Action Agenda

A. The Request by Linda Watson to Terminate Employment Contract Early to Relocate to Austin, Texas; Appointment of Interim Chief Executive Officer; Hiring of Search Firm to Locate Candidates for the Vacated Chief Executive Officer Position

The Chairman recognized Pat Christiansen, LYNX General Counsel, to make the presentation.

Mr. Christiansen reported that a Memorandum had been prepared for the members on the matters to be considered by the Board; 1) the request of Ms. Watson, LYNX CEO, to modify her contract to allow for its early termination; 2) the appointment of an Interim Chief Executive Officer; 3) the process to fill the vacated Chief Executive Officer position.

Mr. Christiansen noted that Ms. Watson came to LYNX in 2004 after the Board's national search for a Chief Executive Officer. Ms. Watson entered into a 3 year contract with LYNX that renewed annually each October 1st. LYNX' current contract with Ms. Watson is set to expire October 1, 2010. The contract provides for an automatic renewal unless either party provides a 90 day notice of termination. Ms. Watson desires to leave her employment with LYNX on July 31, 2010.

The issue to be decided by the Board is whether to agree to the early termination of its contract with Ms. Watson effective July 31, 2010.

Motion was made and seconded to agree to the termination of LYNX contract with Linda Watson, Chief Executive Officer, as of July 31, 2010. The Motion passed unanimously.

The Chairman noted he would entertain a motion regarding the appointment of an Interim Chief Executive Officer.

Motion was made and seconded to negotiate an agreement with Edward Johnson to serve as Interim Chief Executive Officer effective August 1, 2010.

Under discussion, the members discussed LYNX' past protocol in the instance when an Interim Chief Executive Officer is appointed and other candidates are interested in the position if the Interim is permitted to apply for the permanent position.

The Chairman recognized Pat Christiansen for response.

Mr. Christiansen noted that in the past when Mr. Byron Brooks accepted the position of Interim Chief Executive Officer, it was not his intention at that time to apply for the permanent position. Mr. Brooks did apply for the permanent position. A search to fill the position was conducted and Mr. Brooks was not selected for the permanent position. He also provided that during another period, LYNX appointed Mr. Howard Tipton as Interim and he was not selected for the permanent position. In addition, Mr. Christiansen recollected that Mr. Bill Schneeman was appointed as Interim during another period and was not selected for the permanent position.

The Motion passed unanimously.

The Chairman noted that Ms. Watson's employment termination will be consistent with LYNX' employee policies.

The Chairman called on Mr. Christiansen to provide information regarding the processes undertaken by LYNX in finding a replacement for the Chief Executive Officer.

Mr. Christiansen provided information regarding previous processes. He noted that after the tenure of Mr. Leo Auger, a search committee of 6 members made up of LYNX staff and himself was formed to conduct a search. Mr. Christiansen reported that advertisements were placed in the American Public Transportation Association (APTA) publications and other journals, candidates were flown in and interviewed. Mr. Byron Brooks was selected as Chief Executive Officer at that time.

After the tenure of Mr. Brooks, the Board of Directors, Chaired by Mayor Crotty, determined that General Counsel would conduct the search. The process included an interview of numerous search firms and the consideration of a management company. In February 2004, the Board members attended a retreat at which discussions were held as to the alternatives of employing a management company or the selection of a search firm. After consideration, the Board of Directors made the decision to utilize a search firm.

A firm based in Baltimore, Maryland was selected. The firm utilized a candidate profile prepared by LYNX staff. The selected candidates met with LYNX staff, members of the community and members of the LYNX Board of Directors.

With regard to utilizing a search firm to select a candidate for the permanent position, Mr. Christiansen offered the following observations:

- 1) A dedicated funding source has always been a discussion item when candidates considered CFRTA-LYNX. A dedicated funding source may not be a deterrent.
- 2) A relocation allowance which assists a candidate in selling their home.
- 3) Orlando is a very attractive location with rail, etc.

Mr. Christiansen reported that he had received input from search firms regarding the selection of management companies for bus companies. He noted they commented if the company was stable and was solely a bus company, a management company may be appropriate, however, if the Board is looking for presence in the community, a CEO would be more appropriate.

Motion was made and seconded to hire a search firm to locate candidates for the vacated Chief Executive Officer position.

Under discussion, the members questioned Mr. Christiansen as to whether he had a recommendation for a search firm.

Mr. Christiansen responded that if the Board was desirous of the General Counsel to conduct the search, he would contact four or five search firms and request them to submit a proposal in order to determine the financial criteria. After receiving the proposals, Mr. Christiansen noted that he would talk to each of them, conduct a background check, confer with the Chairman and then make a selection of a firm.

Motion was amended and seconded for Pat Christiansen, LYNX General Counsel, to contact search firms, request the submission of proposals, review the proposals, confer with the Chairman and select a search firm who would locate candidates for the vacated Chief Executive Officer position. The motion passed unanimously.

The Chairman noted for the record that Commissioner Brandon Arrington was unable to attend this Special Meeting of the Board of Directors. The Chairman asked Linda Watson, LYNX' Chief Executive Officer, to communicate the decisions made at this meeting to Commissioner Arrington.

Mr. Christiansen addressed the Board for an observation. He noted that a 2004 Candidate Profile had been provided to each member. Additionally, a revised Profile had also been provided which addressed the candidate's need to demonstrate experience in coordinating existing bus service with various modes of transportation (i.e., light rail, commuter rail and high speed rail), experience in developing public-private partnerships and implementing a successful dedicated funding campaign.

The Chairman asked for direction from the Board as to an adjustment in Edward Johnson's compensation for the additional responsibilities serving as Interim Chief Executive Officer.

Under discussion, the Board recommended that the Chairman negotiate Mr. Johnson's compensation and bring it back to the Board at its meeting July 22, 2010 for ratification.

The Chairman asked if there was any other business to bring before the Board.

Ms. Watson noted that LYNX' staff had developed a list of current projects that includes the project status and timelines. Ms. Watson provided a copy to the Board. She noted that staff will continue to update the list and make it a part of each Board meeting package.

Meeting adjourned at 2:00 p.m.