

**Illinois State Toll Highway Authority
Minutes of the Special Board Meeting
March 16, 2011**

The Illinois State Toll Highway Authority met in regular session on Wednesday, March 16, 2011 at approximately 8:00 a.m. in the Lakeview Conference Room at One Lake Front Drive, Zion, IL 60099. The Meeting was held pursuant to By-Laws of the Authority upon call and notice of the Meeting executed by Chair Paula Wolff and posted in accordance with the requirements of the Open Meetings Act.

Bolded entries indicate issues which will require follow-up to present to the Board.

Chair Wolff stated that this is the special meeting of the Board of The Illinois State Toll Highway Authority and asked the Board Secretary to call the roll. Those Directors present and absent were as follows:

Present:

Chair Paula Wolff

Director Tom Canham

Director Bill Morris – by phone

Director George Pradel

Director Maria Saldana

Director Carl Towns

Director Tom Weisner

Absent:

Governor Pat Quinn

Secretary Gary Hannig

Director James Banks

Director James Roof

Chair Wolff called the meeting to order. Chair Wolff stated that the goals of the meeting were to: develop a set of principles that the Tollway Board could apply consistently in its work; decide how to structure the Board to achieve those principles; and apply those principles to the regional project selection process.

DEVELOP/REVIEW BOARD PRINCIPLES PRESENTATION

Chair Wolff asked the Directors to provide input on the list of board principles provided in a PowerPoint presentation distributed prior to the meeting (insert link to corresponding slide in the presentation). After discussing the merits and applicability of each principle, the Directors agreed upon the following principles: enhance customer service, maintain financial integrity/bond covenant; foster environmental responsibility and sustainability; promote the regional economy;

increase collaboration with regional transportation entities; maintain the public trust; and maintain safety and efficiency of the Tollway System.

Chair Wolff continued by reviewing a list of best practices recommended by experts in board governance. She asked the Directors to provide input on whether these best practices should be applied to the Tollway Board's work and, if so, how they should be applied. After discussing the merits and applicability of each best practice, the Directors agreed that each of the following should be incorporated or continued in the work of the Board: focusing on the most important issues; defining the Board's principle role and responsibilities; making meetings meaningful; promoting robust discourse; and engendering accountability.

Chair Wolff also mentioned that board governance experts suggest that high performing boards operate in three modes – fiduciary, strategic, and generative or innovative modes [\(insert link to corresponding slide in the presentation\)](#). Directors agreed that under the current committee structure this Board operates primarily in the fiduciary mode which is essential and required by the Tollway Act. The Directors also agreed that structuring the Board committees in a way that facilitates strategic and generative thinking would be beneficial to the Board and to the public.

REVIEW PROPOSED COMMITTEE STRUCTURE

Chair Wolff led a discussion about the proposed committee structure by requesting the Directors' input on a list of proposed committees which included [\(insert link to corresponding slide in the presentation\)](#): an executive committee, a finance/administration/operation (FAO) committee, a customer service committee, and a strategic planning and project assessment committee. The Directors discussed the appropriate function for each committee. Directors discussed whether the audit

function should be incorporated into one the committees listed above. It was decided to continue a separate Audit Committee and not to incorporate the audit function into any other committee.

Several other changes to proposed committee functions (insert link to corresponding slide in the presentation) were discussed and recommended including: incorporating all contract review into the FAO committee and having Committee Chairs serve on the Executive Committee to engage more people in the decision-making process

The next steps described for the Board organization process include: writing a clear charge for each committee; asking Board members to choose committee(s) that are of interest to them; selecting Committee Chairs; and confirming timing and logistics of the Committee meetings.

Executive Director Report:

REVIEW & ASSESS REGIONAL PROJECTS

Executive Director Lafleur reviewed the project fact sheets for each of the regional projects presented to the Board throughout 2010 (insert link to corresponding slide in the presentation). The Directors discussed the merits of each project and the applicability of the Board principles to each project. She also asked the Directors to provide input on how the projects should be prioritized. The Directors agreed that the Tollway's system-wide needs should be a priority but there are other projects of regional importance that should be considered also. The Directors suggested soliciting feedback from key stakeholders to gauge support for each of the projects (insert link to corresponding slide in the presentation). **Ms. Lafleur committed to working with staff to develop an outreach strategy to key stakeholders to be implemented this Spring.**

Chair Wolff asked for Unfinished and New Business. There being none she requested a motion to adjourn.

Motion to adjourn was made by Director Canham; seconded by Director Saldana. The motion was approved unanimously.

Minutes taken by: _____

Tranece Artis
Board Secretary