



**Governance Committee  
Action Item III-A  
January 10, 2013**

## **Discussion of Board Bylaws and Procedures**

## Cadwalader Governance Recommendation Matrix

Recommendation	Need Compact Amendment?	Previous Action to Address Recommendation in Bylaws and Procedures	Notes
<b>A. Focus Board on High Level Policy</b>  (Cadwalader Report, pp. 6,7)	No	Bylaws Article II states that, “The Board governs through policies and exercises oversight over policy compliance and results.” Article II also states that, “The Board is primarily responsible for policy, financial direction, oversight and WMATA’s relationships with its customers, jurisdictional partners and signatories.” Article II further details Board Member responsibilities in the areas of ensuring a safe and reliable system; exercising fiduciary responsibility; engaging in strategic regional leadership; overseeing planning, operations and customer service; exercising individual responsibilities as a Member of the Board; and evaluating the CEO, Board Secretary, General Counsel and Inspector General. These sentiments are also expressed in Article IV (“The Board is primarily responsible for policy, financial direction, oversight and WMATA’s relationships with its customers, jurisdictional partners and signatories”; and the CEO’s province is “the overall administration and operations of WMATA, subject to policy direction and oversight from the Board”).	
<b>B. Reduce Board Meeting Frequency (CR 7)</b>	No	The 2011 Bylaws and Procedures do not require any frequency of Board Meetings, other than by incorporation of an attached schedule to the Procedures.	The Board’s intent was to permit changes in meeting frequency by simply adopting a new schedule attachment to the Procedures.
<b>C. Reduce Number of Board Members (either through alternates, principles or a structural change, CR 7-8)</b>	Yes	In 2011, the Governance Committee extensively discussed Board membership and the roles of Alternate Members in Board and Committee meetings. Bylaws Article VIII, parts B and G, provide that in Board meetings alternates vote in the absence of a principle Board Member (per Compact § 5(a)). Bylaws Article XII, part B, provides that, “Any Board	

**Cadwalader Governance Recommendation Matrix**

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D. Eliminate Jurisdictional Veto (CR 8-9)		Member may attend and participate in Committee meetings.”	
	Yes	The 2011 Bylaws and Procedures sought to reduce the possibility of Jurisdictional Veto to the extent possible without Compact amendment. Bylaws Article VIII, part H, encourages resolving inter-signatory disputes without the use of the jurisdictional veto and requires advance notice when intending to invoke a veto, and Article III, part A.7, makes it the Chair’s responsibility to facilitate this process. Procedures Section IV.C supplements the Bylaws by specifying Members will provide advance notice to the Chair whenever they intend to exercise a jurisdictional veto, and requiring the Chair to then facilitate a resolution. The Bylaws also seek to avoid situations in which the jurisdictional veto might be exercised by encouraging active communication and collegiality among Board Members, setting common goals and consensus building. A few examples are: Article II (“Board Members place the public interest of the Authority and the people of the region foremost”); Article II.E.4 (“Help build good working relationships among Board Members”); Article III (“The Chair . . . is dedicated to facilitating the work of the Board and encouraging the creation of common ground and consensus that moves the Board’s forward in a manner that promotes and enhances WMATA’s overall mission”); and Article III.A.5 (the Chair “builds strong relationships among Board Members”).	

**Cadwalader Governance Recommendation Matrix**

Recommendation	Need Compact Amendment?	Previous Action to Address Recommendation in Bylaws and Procedures	Notes
E. Change Quorum Requirement (do not require a member from each jurisdiction, CR 9)	Yes	None.	A Compact quorum, § 8(a), requires “at least one Director or alternate appointed from each Signatory.”
G. Exclude Elected Officials from Serving as Board Members (CR 9)	Yes*	None.	*Per Compact § 5(a), Virginia directors are appointed from the Northern Virginia Transportation Commission, and Maryland directors are appointed from the Washington Suburban Transit Commission. District directors are appointed by the Council, but need not be members of the Council. The NVTC consists of 19 elected officials and one that need not be elected. All seven WSTC members are appointed and may or may not be elected officials. As a result, NVTC lacks the requisite number of unelected members to fulfill Virginia’s WMATA Board membership, and depending on the makeup of the WSTC, Maryland may also fall short. Thus, to exclude elected officials from being directors, the Compact would need to be amended so that Virginia and Maryland are not restricted from choosing directors from NVTC and WSTC, respectively.

**Cadwalader Governance Recommendation Matrix**

Recommendation	Need Compact Amendment?	Previous Action to Address Recommendation in Bylaws and Procedures	Notes
<b>H. Clarify the Restriction Against Board Members Contacting Staff Directly (CR 9-10)</b>	No	Bylaw Article II.E.7 makes it each Board Member’s responsibility to “Avoid individually directing or supervising the CEO or any WMATA employee or Contractor.” Bylaws Article IV states, “No Board Member individually shall direct or supervise the CEO or any WMATA employee or contractor.” Procedures Section I, provides that, “All requests to staff by Board Members are directed to the [GM/CEO], General Counsel, Inspector General or Board Secretary,” and all Board members are informed of the request.	Cadwalader indicates that the use of “avoid” in Bylaws II.E.7 can be interpreted as less restrictive than the clear prohibition in IV. Consistent with this recommendation and Board intent, II.E.7 can be amended to adopt the IV prohibition. Cadwalader further recommends that all Board members be informed of requests <i>and staff responses</i> , which could be achieved by revising Procedures I.

# Bylaws of the Washington Metropolitan Area Transit Authority Board of Directors

## Table of Contents

Article I - MISSION	1
Article II - BOARD RESPONSIBILITIES	1
A. Ensure a Safe & Reliable System	1
B. Exercise Fiduciary Responsibility	2
C. Engage in Strategic Regional Leadership	2
D. Oversee Planning, Operations and Customer Service	2
E. Exercise Individual Responsibility as a Member of the Board	3
F. Evaluate CEO, Board Secretary, General Counsel and Inspector General	3
Article III - BOARD OFFICERS	4
A. Facilitates Work of Board	4
B. Establishes Strong Board and CEO Relationship	5
C. Fosters Board Communication with External Stakeholders	5
Article IV - BOARD-CEO RELATIONSHIP	5
Article V - BOARD COMMUNICATION WITH CEO AND OTHER OFFICERS	5
Article VI - JURISDICTIONAL COORDINATING COMMITTEE	6
Article VII - COMMUNICATION WITH PUBLIC	6
Article VIII - BOARD MEETINGS	6
A. Schedule	6
B. Quorum	7
C. Special Meetings	7
D. Public Notice	7
E. Public Comment	7
F. Actions	7
G. Voting	7
H. Limiting Jurisdictional Vetoes	8
Article IX - AGENDA, MINUTES AND PARLIAMENTARY AUTHORITY	8
A. Agenda Development and Distribution	8

B. Record of Board and Committee Meetings	8
C. Parliamentary Authority	8
Article X - EXECUTIVE (CLOSED) SESSIONS	8
A. Matters Appropriate for Executive Session	8
B. Procedures for Executive Session	9
Article XI - EMERGENCY SESSIONS OF THE BOARD	10
Article XII - COMMITTEES	11
A. Committee Structure	11
B. Committee Chairs and Membership	11
C. Board Committee Responsibilities	12
Article XIII - PUBLIC HEARINGS	14
Article XIV - BOARD-ESTABLISHED ADVISORY BODIES	14
A. Accessibility Advisory Committee	14
B. Riders' Advisory Council	15
Article XV - CODE OF ETHICS FOR MEMBERS OF THE BOARD	15
Article XVI - BYLAW AMENDMENTS	15

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# Washington Metropolitan Area Transit Authority Board of Directors

## BYLAWS

### Article I - MISSION

The WMATA Board of Directors, all Directors and their alternates (hereinafter "Board" or "Board Members"), furthers the mission of the Washington Metropolitan Area Transit Authority (WMATA) to operate and maintain a safe, reliable and effective transit system that enhances mobility, improves the quality of life, and stimulates economic development in the Washington metropolitan area.

### Article II - BOARD RESPONSIBILITIES

The Board governs through policies and exercises oversight over policy compliance and results. Active healthy debate is encouraged; once a decision is made, the Board speaks with one voice. The Board ensures regular reporting to the public related to Board and Authority priorities and targets.

**Comment [E1]:** Cadwalader recommends that the Board focus on high level policy. This is the first of several statements in the Bylaws regarding the Board's focus on policy. See also next paragraph, Art. II.A.1; II.B.5; II.C; II.D; and IV.

The Board is primarily responsible for policy, financial direction, oversight and WMATA's relationships with its customers, jurisdictional partners and signatories.<sup>1</sup> See Article IV.

Board Members place the public interest of the Authority and the people of the region foremost while ensuring that the Authority provides safe, reliable customer-friendly transit services across the entire Washington DC metropolitan region. The key Board responsibilities are to:

#### A. Ensure a Safe & Reliable System

1. Develop Board policies and encourage Authority practices that ensure safety, transparency, accountability, customer service, regular communication practices and prudent financial decision-making.

<sup>1</sup> "Signatories" is a Compact term meaning the State of Maryland, the Commonwealth of Virginia and the District of Columbia. Compact § 1(d). By "jurisdictions," "jurisdictional partners" and similar terms, these Bylaws mean the jurisdictions encompassed by the Transit Zone as defined in Compact § 3: "the District of Columbia, the cities of Alexandria, Falls Church and Fairfax and the counties of Arlington, Fairfax and Loudoun and political subdivisions of the Commonwealth of Virginia located within those counties, and the counties of Montgomery and Prince George's in the State of Maryland and political subdivisions of the State of Maryland located in said counties," and any jurisdictions that may be added by enlarging the Transit Zone per Compact § 83.

2. Following public hearings, adopt rules and regulations for the safe, convenient, and orderly use of the transit facilities owned, controlled, or operated by the Authority, including the payment and the manner of the payment of fares or fees, the protection of the transit facilities, the control of traffic and parking upon the transit facilities, and the safety and protection of the riding public.

**Comment [E2]:** Mr. Downey suggests enhancing this section with a reference to oversight of safety issues.

B. Exercise Fiduciary Responsibility

1. Promote and support adequate resources to ensure a state of good repair for the Adopted Regional System and the overall fiscal health of WMATA.
2. Provide opportunities for customer and stakeholder input.
3. Assure transparency in reports on priorities and targets.
4. Maintain clear lines of communication between the Board, the General Manager and Chief Executive Officer (CEO), the public and all stakeholders, and oversee WMATA's relationships with local, state and federal governments.
5. Develop state and federal legislative strategies and coordinated transit advocacy programs.

C. Engage in Strategic Regional Leadership

1. Create and adopt a budget, the fare structure, service levels, and a business plan, which shall be regularly updated.
2. Develop and monitor long-term Board strategic priorities and targets linked to performance measures, with consideration of stakeholder input and organizational assessments, and include them in an annual report to customers and stakeholders.
3. Provide for a structured budget process developed in consultation with jurisdictional funding partners, including key milestones in the process for coordination and input.
4. Adopt and review key performance and service standards to provide policy guidance regarding the quantity and quality of service.
5. Convene, as needed from time to time, a meeting with regional leaders to discuss transportation matters of regional significance.

**Comment [E3]:** Mrs. Hynes suggests revising this phrase to state, "Develop, adopt and monitor a Strategic Plan whose priorities and targets are linked to performance measures."

D. Oversee Planning, Operations and Customer Service

1. Determine Authority policy and provide oversight for the funding, operation and expansion of safe, reliable, and effective transit service within the Transit Zone.
2. Regulate the use of facilities owned or controlled by the Authority, the service to be rendered and the fares and charges to be made therefor.
3. Hold public hearings and conduct investigations relating to any matter affecting transportation in the Zone with which the Authority is concerned

**Comment [E4]:** Mr. Downey suggests a reference to the Board adopting specific service standards.

and, in connection therewith, subpoena witnesses, papers, records and documents; or delegate such authority to any officer.

4. Hold public hearings prior to raising any fare or rate or implementing a major service reduction.
5. Develop and adopt, and from time to time review and revise, a mass transit plan.
6. Prepare and adopt a plan for financing the construction, acquisition, and operation of facilities specified in a mass transit plan.
7. Annually adopt a capital budget, including all capital projects the Board proposes to undertake or continue during the budget period, containing a statement of the estimated costs of each project and the method of financing thereof.
8. Upon such terms and conditions as it may deem appropriate, enlarge the Transit Zone to embrace any additional area when advised by the Northern Virginia Transportation Commission or the Washington Suburban Transit Commission that the geographical area embraced therein has been enlarged.

E. Exercise Individual Responsibility as a Member of the Board

1. Act in a manner that enhances and promotes WMATA's mission.
2. Regularly attend and participate in Board and Committee meetings and Authority activities that build knowledge, awareness and support for WMATA, including personal use of WMATA bus, rail or MetroAccess services.
3. Execute and adhere to the Code of Ethics for Members of the WMATA Board of Directors.
4. Help build good working relationships among Board Members.
5. Facilitate stakeholder input and feedback in ways that assure all Board Members have access to the same information.
6. Participate in open healthy debate on issues; after a decision is made, speak with one voice.
7. Avoid individually directing or supervising the CEO or any WMATA employee or Contractor.

F. Evaluate CEO, Board Secretary, ~~General Counsel~~ and Inspector General

1. Appoint, remove, determine the compensation and specify the duties and functions of the CEO, Board Secretary, ~~General Counsel~~ and Inspector General. It shall provide comments to the CEO in establishing performance goals and assessing the performance of the General Counsel.

**Comment [E5]:** Cadwalader recommends clarifying this responsibility so that it is consistent with the requirement in Bylaws Article IV that, "No Board Member individually shall direct or supervise the CEO or any WMATA employee or contractor."

**Comment [E6]:** The revisions to this section are needed to comply with Board resolution 2012-31. See also Art. XII.C (Governance Committee).

## Article III - BOARD OFFICERS

As established by Compact § 7, the Board annually elects a Chair and Vice-Chair.<sup>2</sup> The Board may also elect a Second Vice-Chair. The election is held at the January Board meeting each year. These Officers shall be elected without regard to jurisdiction of residence or representation.

The Chair is first among equals and is dedicated to facilitating the work of the Board and encouraging the creation of common ground and consensus that moves the Board's work forward in a manner that promotes and enhances WMATA's overall mission. The Chair is accountable to the Board, and:

### A. Facilitates Work of Board

1. Leads the development of Board policies and encourages Authority practices that ensure transparency, accountability, customer service, regular communication practices and prudent financial decision-making.
2. Chairs all Board meetings, sets the Board meeting schedule (including Executive Sessions and any Special or Emergency meetings, *see* Articles X, VIII.C and XI, respectively); works with the General Manager and Chief Executive Officer (CEO) on agenda development for Board meetings, including waiving Committee review of particular items jointly with the applicable Committee Chair.
3. Appoints Board Committee chairs and members, any special or ad hoc committees that may be needed, and resolves any questions of Committee jurisdiction over issues. *See* Article XII.A.
4. Maintains communication with Board Committee chairs and members to ensure awareness and understanding of important issues.
5. Builds strong relationships among Board Members.
6. Facilitates annual self-evaluation of the Board and its Committees.
7. Limits use of the "jurisdictional veto" by facilitating the resolution of disputes between Board Members representing different signatories. *See* Article VIII.H.
8. Initiates the hiring process for the CEO, Board Secretary, General Counsel and Inspector General.
9. Initiates the annual performance review of the CEO, Board Secretary, General Counsel and Inspector General.

**Comment [E7]:** Mrs. Hynes suggests electing two Vice-Chairs rather than a Vice-Chair and an optional Second Vice-Chair.

Mr. Downey suggests revisiting the role of Vice-Chairs. For example, there could be one Vice-Chair, whose sole purpose is to preside in the absence of the Chair. Alternatively, there might be three Vice-Chairs of generally co-equal status (not labeled in a way that implies a succession pattern) so that the interests of DC, MD, VA and the US are at the table in the Authority's leadership.

**Comment [E8]:** Mrs. Hynes suggests striking the sentence, "These Officers shall be elected without regard to jurisdiction of residence or representation."

Mr. Downey suggests maintaining the policy that officers are selected from the Board at large on the basis of qualifications and experience, and that there is no expectation of any pattern of rotation.

**Comment [E9]:** Mrs. Hynes suggests adding, "These officers plus the past Chair shall form the Executive Committee and shall include one representative from each signatory and one from the United States."

**Comment [E10]:** Mrs. Hynes suggests that this provision should read, "In consultation with the Governance Committee, appoints Board Committee chairs and members. The Chair also appoints any special or ad hoc committees that may be needed."

<sup>2</sup> Compact § 7 provides, in pertinent part, "The Board shall provide for its own organization and procedure. It shall organize annually by the election of a Chairman and Vice-Chairman from among its members."

B. Establishes Strong Board and CEO Relationship

1. Serves as a liaison between the CEO and the Board to help build a strong partnership with the Board.
2. Works with the CEO in developing CEO performance measurements for review and agreement by the full Board.

C. Fosters Board Communication with External Stakeholders

1. Represents the Board as the primary spokesperson to the media, customers and external stakeholders (on behalf of the Board not the Authority).
2. Acts in a manner that enhances and promotes WMATA's mission.
3. Exercises leadership by moving the Board toward consensus.
4. Ensures regular reporting of the Board and the Authority's priorities and targets.

In the absence or inability of the Chair to serve, the Vice-Chair shall have all of the powers and shall perform all of the duties of the Chair in an acting capacity. The same applies to the Second Vice-Chair in the absence or inability of the Chair and Vice-Chair to serve.

## Article IV - BOARD-CEO RELATIONSHIP

The Board and General Manager and Chief Executive Officer (CEO) are guided by mutual respect and confidence in each other's role. The Board has confidence that the CEO shall build and manage a high-performing organization. The CEO has confidence that the Board shall focus its efforts and attention on policy matters. The Board is primarily responsible for policy, financial direction, oversight and WMATA's relationships with its customers, jurisdictional partners and signatories. No Board Member individually shall direct or supervise the CEO or any WMATA employee or contractor. The CEO is primarily responsible and delegated the authority for the overall administration and operations of WMATA, subject to policy direction and oversight from the Board, in order to achieve the Authority's mission to operate a safe, reliable and effective transit system that enhances mobility, improves the quality of life, and stimulates economic development in the Washington metropolitan area. The CEO may establish appropriate public and stakeholder involvement processes that allow for early and proactive engagement to inform Board policymaking.

## Article V - BOARD COMMUNICATION WITH CEO AND OTHER OFFICERS

All requests to staff by Board Members are directed to the General Manager and Chief Executive Officer (CEO), General Counsel, Inspector General or Board Secretary.

Copies of requests shall be provided to the Board Secretary who shall inform all Board Members of the requests. All responses to Board Member requests are distributed to all Board Members, as are pertinent inquiries from jurisdictions and the corresponding responses.

Any request for a study that contemplates a change in the Adopted Regional System or other Board-approved plan or which affects more than one signatory, is referred to the Board for discussion and appropriate action before any staff resources are authorized by the CEO.

## Article VI - JURISDICTIONAL COORDINATING COMMITTEE

The Jurisdictional Coordinating Committee (JCC) was established by the Board to facilitate the exchange of information and viewpoints between jurisdictional and WMATA staff on all substantive issues coming before the Board, and to improve the quality of information for Board decisions. Issues will be presented to the JCC sufficiently prior to any required Board action to ensure time for staff review, analysis and discussion. The agenda for meetings is established by WMATA staff in coordination with the annually elected Chair of the JCC. JCC meetings are open to participating jurisdictional and WMATA staff and invitees. Board Members are provided copies of the agenda and meeting summaries.

## Article VII - COMMUNICATION WITH PUBLIC

The Board is committed to the broadest possible communication with customers, jurisdictional partners, signatories, the federal government, stakeholders, funding partners, transportation agencies, Board-established advisory bodies, other transportation service providers, and oversight agencies including the Tri-State Oversight Committee, and will provide regular opportunities to receive and respond to comments. Board and Committee meetings (other than executive sessions) will be publicly broadcast to the extent feasible.

## Article VIII - BOARD MEETINGS

### A. Schedule

The Board normally meets on the fourth Thursday of each month at a time specified by the Chair.

B. Quorum

A quorum requires the presence of four voting Board Members, including one from each signatory. In the absence of a principal Board Member, the alternate for that Member shall be considered to be a voting Member except that either alternate from the District of Columbia is considered to be a voting Member if either Principal Director from the District of Columbia is absent.

C. Special Meetings

The Board may vote to hold, or the Board Chair may call, a special meeting of the Board. Except in emergencies, 48 hours advance notification is required to hold a special meeting.

D. Public Notice

Notifications for the public concerning Board and Board Committee Meetings shall be posted on the WMATA Internet site ("WMATA website").

E. Public Comment

The Board shall provide an opportunity for members of the community to provide comments during its monthly Board meetings. From time to time the Chair may invite jurisdictional staff members, consultants, members of the Accessibility Advisory Committee, Riders' Advisory Council, or Tri-State Oversight Committee or other parties to make a presentation or comment on a particular issue.

Comment [E11]: Correct punctuation.

F. Actions

The actions of the Board shall be expressed by motion or resolution. The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the CEO, General Counsel, Inspector General or Board Secretary, shall act as a body.

G. Voting

If a Principal Director is absent, his or her alternate Director may vote, except that either alternate from the District of Columbia may vote if either Principal Director from the District of Columbia is absent. No action of the Board shall be effective unless a quorum is present and a majority of the voting Board Members vote affirmatively, which majority shall include at least one principal or eligible alternate from each signatory, provided, however, that a plan of financing may be adopted or a mass transit plan adopted, altered, revised or amended by the unanimous vote of the voting Board Members from two signatories.

H. Limiting Jurisdictional Vetoes

The Compact voting requirements establish what is commonly referred to as the "jurisdictional veto," because, for other than a plan of financing or a mass transit plan, one signatory can block the proposed action of the Board. Board Members are responsive to their jurisdictional concerns, yet also have responsibilities to WMATA and the region as a whole. All Board Members will provide advance notice of the intent to invoke a jurisdictional veto, and will attempt to resolve disputes over proposed actions prior to invoking a jurisdictional veto. The Chair shall facilitate the resolution of disputes that may lead to a jurisdictional veto.

## Article IX - AGENDA, MINUTES AND PARLIAMENTARY AUTHORITY

A. Agenda Development and Distribution

The final Board agenda and the supporting documents for the Board meetings shall be published in advance, except where unavoidable circumstances prevent advance publication or where the subject of the documents requires discussion in executive (closed) session, as provided in Article X.

B. Record of Board and Committee Meetings

There shall be a recording of every Board and Committee meeting, except for executive (closed) sessions pursuant to Article X, to be available for public review at the Office of the Board Secretary and on the WMATA website.

The written records of Board meetings shall be prepared by the Secretary, approved by the Board and made available to the public.

C. Parliamentary Authority

Except where inconsistent with the provisions of the Compact or these Bylaws, *Robert's Rules of Order Newly Revised*, as may be revised from time to time, shall be the Parliamentary authority at all meetings of the Board and of Board Committees.

## Article X - EXECUTIVE (CLOSED) SESSIONS

A. Matters Appropriate for Executive Session

The Board, and Committees as provided in this Article and in the Board's Procedures, may meet in executive session only to discuss critical, sensitive matters,

and confidential or proprietary matters, the untimely disclosure of which may be detrimental to the Authority. Such topics include, but are not limited to, the following:

1. Budgetary matters that may affect legal positions, Authority contracts, or sensitive relationships with local jurisdictions or the federal government.
2. Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel and staff members.
3. Personnel or labor issues including discussions of labor contracts and labor negotiations, consideration or interviews of candidates for employment, and the assignment, appointment, promotion, performance, demotion, or resignation of individuals.
4. Contractual or other matters involving confidential or proprietary concerns, or the investment of public funds where discussion in public would adversely affect the financial interests of the Authority.
5. Audit matters and investigations to include, for example, audits of IT security matters and investigations to be referred for further criminal investigation or prosecution.
6. Safety and security matters when premature release would compromise public safety.
7. Disposition of Authority property or acquisition of real property for Authority purposes where discussion in public would adversely affect the Authority's negotiating or bargaining position.

B. Procedures for Executive Session

An executive session of the Board shall be regularly scheduled, subject to cancellation by the Chair should there be no need for such a session. The agenda for each session shall be made available to the public prior to the meeting and shall include the title of each topic to be discussed, reasonably identified without violating confidentiality. Executive sessions may also be authorized by a public action of the Board in which the purposes of the session are reasonably identified. If the Board is not in session, the Chair may convene an executive session, which shall be announced immediately. Committees shall only meet in executive session, when authorized by the Board's vote in a meeting consistent with Compact § 8(a),<sup>3</sup> or as provided in the Procedures.

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<sup>3</sup> Compact § 8 (a) provides, in pertinent part, "[N]o action by the Board shall be effective unless a majority of the Board present and voting, which majority shall include at least one Director or alternate

The Board will not take formal action in executive session. Actions resulting from discussion in executive session must be taken at an open meeting of the Board. At the conclusion of each executive session, the Board or Committee shall reconvene in an open meeting to certify by an affirmative vote that only those matters identified prior to convening the executive session and only matters authorized by this Article were heard, considered or discussed in the preceding executive session.

Minutes of executive sessions will not be kept. Attendance at executive sessions of the Board is limited to Board Members, the CEO, the Board Secretary, the General Counsel, and other staff and persons deemed by the CEO and the Board to be necessary for the discussion.

## Article XI - EMERGENCY SESSIONS OF THE BOARD

The Board and any Committee may meet by telephonic, video or other electronic communication means in either open or executive session with or without a quorum when the Chair (or Vice Chair, if the Chair is unavailable) determines that there is an immediate need to provide Board Members with information regarding significant events that require their immediate notification and/or advice, or when Board action or Committee consideration is critically required on an issue that could not reasonably have been foreseen, and that cannot wait until the next meeting, provided:

1. The purpose of the emergency session is to address the emergency situation.
2. Public notice of the emergency session is given using the best available method given the nature of the emergency situation.
3. Procedures governing voting in an emergency Board session are as provided in Compact § 8(a).
4. Actions taken at an emergency Board session may take effect upon approval, but must be ratified at the next available open Board meeting.
5. To the extent feasible in the circumstances of the emergency situation, the proceedings of an emergency session will be broadcast to the public, and recorded for later posting on the WMATA website.

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from each Signatory, concur therein; provided, however, that a plan of financing may be adopted or a mass transit plan adopted, altered, revised or amended by the unanimous vote of the Directors representing any two Signatories.”

## Article XII - COMMITTEES

### A. Committee Structure

Board Committees are as follows:

1. Safety and Security Committee
2. Finance and Administration Committee
3. Audits and Investigations Committee
4. Customer Service and Operations Committee
5. Planning, Program Development and Real Estate Committee
6. Governance Committee

Committees will consist of a minimum of four members up to committees-of-the-whole, as provided in the Procedures. Any question of Committee jurisdiction over an issue is resolved by the Board Chair.

### B. Committee Chairs and Membership

#### 1. Committee Chairs

Committee Chairs are responsible for scheduling Committee meetings and setting agendas. Occasionally, an item that would normally be reviewed and forwarded to the Board of Directors by the appropriate Committee may be presented directly to the Board, with the concurrence of the Board Chair and the relevant Committee Chair.

**Comment [E12]:** Mrs. Hynes suggests adding, "Committee Chairs should consult with their Vice-Chair when planning meetings."

The Board Chair may establish special or ad hoc committees as needed, with Board concurrence. Any Committee Chair may establish a special, ad hoc or subcommittee consistent with the Committee's responsibilities.

From time to time the Committee Chairs may invite jurisdictional staff members; consultants; members of the Accessibility Advisory Committee, Riders' Advisory Council, or Tri-State Oversight Committee or other parties to make a presentation or comment on a particular issue.

#### 2. Committee Membership and Meetings

Any Board Member may attend and participate in Committee meetings. Only Committee members can vote in Committee. A majority of any Committee's membership constitutes a quorum provided it includes at least one member from each signatory and a federal member. Committee actions are recommendations to the Board of Directors, to be placed on a Board agenda for consideration and action.

Committees may meet in executive session only as provided in Article X and in the Board Procedures.

C. Board Committee Responsibilities

The **SAFETY AND SECURITY COMMITTEE** provides continual oversight to assure that all facilities, equipment, and operations of the transit system are safe and secure for passengers, employees, and the public affected by Metro services, and recommends for Board adoption Authority safety and security policy direction as well as safety and security goals for the CEO and for the Authority. In doing so the Committee reviews the WMATA System Safety Program Plan for consistency with safety goals, receives and responds to periodic reports and communications from the Tri-State Oversight Committee (TOC), which is recognized by WMATA and designated by the Commonwealth of Virginia, the State of Maryland and the District of Columbia as the state safety oversight agency for WMATA's rail fixed guideway system, and works with the TOC, the Federal Transit Administration and the National Transportation Safety Board, as appropriate, to review the status of Authority safety and to assure that all safety recommendations from any internal or external safety review or investigation are handled expeditiously and effectively. The Committee receives regular reports from the Chief Safety Officer and Chief of Police on the status of safety and security, on any significant accidents or incidents, on safety and security metrics, and on the responsiveness of the Authority to any safety findings, both internal and external, including the status of corrective action plans. The Committee assures that both employees and the public have accessible channels for reporting safety and security concerns, that such reports are taken seriously, evaluated, and acted upon as appropriate, and that persons reporting such information are protected from reprisals.

The **FINANCE AND ADMINISTRATION COMMITTEE** monitors the financial integrity and viability of the Authority and its programs and services. The Committee develops budget preparation guidance, recommends capital and operating budget approval to the Board, monitors capital and operating budget implementation and management, and recommends proposed budgetary changes to the Board. The Committee recommends policies and programs for setting fares and fees and creating fare structures, oversees operation and development of fare media and fare collection mechanisms, and explores enhanced and expanded techniques for generating revenue. The development of guidance for administrative matters, including procurement/contracting issues and programs; human resources, compensation and benefits issues; civil rights programs; insurance coverages; and WMATA's business systems implementation also fall within the purview of this Committee.

The **AUDITS AND INVESTIGATIONS COMMITTEE** provides oversight of the quality and integrity of the Authority's internal controls, compliance systems and accounting, auditing, financial reporting processes, and investigation processes. The Committee receives and reviews significant audit and investigative findings and corrective actions; establishes criteria and mechanisms for forwarding those findings to

**Comment [E13]:** Mrs. Hynes suggests adding a reference to the business plan, such as, "and adherence to the business plan" here.

the Board; reviews the reports of the external (financial statement) auditor; receives and reviews the recommendation of the Inspector General on the selection of the external auditor and recommends appropriate action to the Board. The Committee provides policy direction and guidance to the Inspector General. The Committee will meet no less than annually to review the annual audited financial statements of the Authority.

The **CUSTOMER SERVICE AND OPERATIONS COMMITTEE** shall ensure that WMATA operational activities and programs are designed to provide reliable, effective and clean transit service, responsive to customer needs. The Committee oversees transit system performance and service standards; the quality of operations programs and procedures; technology initiatives; and customer service, communication and outreach activities, including public and media relations.

**Comment [E14]:** Mrs. Hynes suggests revising to state, "The Customer Service and Operations Committee ensures that..."

**Comment [E15]:** Mrs. Hynes suggests adding a reference to the RAC and ACC here, such as, "and to input from the Accessibility Advisory Committee and the Riders Advisory Committee."

The **PLANNING, PROGRAM DEVELOPMENT AND REAL ESTATE COMMITTEE** is responsible for capital program planning and oversight; regional corridor development and system expansion planning; coordination of regional planning issues through the Transportation Planning Board and other state, local and subregional agencies; regional transit service planning and coordination with other transportation service providers; project development; and transit access planning. The Committee is also responsible for coordinating the community development and smart growth aspects of the Authority's system and service development, and overseeing the Joint Development Program, including the Transit Infrastructure Investment Fund (TIIF) and other Real Estate matters. The Committee specifically reviews and recommends to the Board actions on Real Estate acquisitions and Real Estate dispositions in accordance with Chapter 1 of WMATA's Procurement Procedures Manual, adopted by the Board of Directors pursuant to Resolution 2011-30, as may be revised from time to time.

The **GOVERNANCE COMMITTEE** is responsible for maintaining all Board governing documents—Strategic Plan, Bylaws, Procedures and Code of Ethics—in order to improve effective policymaking, oversight, communications and outcomes. The Committee shall develop revisions and enhancements to these documents using a process of open discussions with stakeholders and other interested parties, ensuring any recommended actions are consistent with Compact requirements. The Committee shall implement an orientation program to assist all Board Members in understanding the transit system and their individual and Board roles and responsibilities, while building cohesion among the Members. The Committee is also responsible for nominating candidates for Board Chair, Vice-Chair and, if applicable, Second Vice-Chair. The Committee shall ensure the timely and regular completion of Board self-evaluation, and shall also oversee the hiring process and annual performance review of the CEO, Board Secretary, ~~General Counsel~~ and Inspector General.

**Comment [E16]:** If the Board adopts Mrs. Hynes' suggestions in Art. III (first paragraph) regarding Vice-Chairs and III.A.3 regarding consultation with the Governance Committee, then this should be revised to, "The Committee is also responsible for nominating candidates for Board Chair and the Vice-Chairs, and working with the Chair to assure a smooth appointment process for Committee chairs and members."

**Comment [E17]:** This revision is needed to comply with Board resolution 2012-31. See also Art. II.F.1.

## Article XIII - PUBLIC HEARINGS

As required by Compact sections 15 and 62, the Board authorizes the conduct of public hearings to adopt a mass transit plan, to raise any fare or rate, and for major service reductions. The Board may also authorize public hearings and meetings on other matters as it deems appropriate. The hearings will be advertised to the general public, and staff will coordinate with local officials and other interested parties in order to ensure adequate notice.

## Article XIV - BOARD-ESTABLISHED ADVISORY BODIES

### A. Accessibility Advisory Committee<sup>4</sup>

The Accessibility Advisory Committee (AAC) was established to provide recommendations on accessibility related items. The AAC actively seeks input from a broad range of seniors and persons with disabilities and organizations with an expressed interest in public transportation for seniors and persons with disabilities on operational issues that affect the accessibility of Metrorail, Metrobus and MetroAccess services; promote WMATA responsiveness to riders who are seniors and persons with disabilities; advise the WMATA Board on ways to resolve such issues in order to improve these services; and promote WMATA responsiveness to riders who are seniors and persons with disabilities.

For matters coming before the Board that are of significant interest to seniors and persons with disabilities, the Board shall, to the extent reasonably possible, provide time for AAC consideration or evaluation before the Board takes action. The AAC, acting as a body, may make requests for information from WMATA staff through the Department of Access Services (or successor). The Board recognizes the value of the AAC having access to WMATA information and encourages WMATA staff to assist the AAC by providing such information, unless to do so would impose an undue burden, or the information involves a matter that would be considered by the Board in executive session or otherwise be exempt from disclosure under the Public Access to Records Policy.

The AAC periodically makes reports and recommendations to the Board, based on public input, so that WMATA can effectively address the diverse concerns of seniors and persons with disabilities who use WMATA services.

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<sup>4</sup> The Accessibility Advisory Committee (AAC) was created in 1979. The ACC Bylaws were adopted on February 21, 2011, through Resolution 2011-09.

B. Riders' Advisory Council<sup>5</sup>

The Riders' Advisory Council (RAC) was established to actively seek input from a broad range of riders on operational and budgetary issues that affect Metrorail, Metrobus and MetroAccess riders and organizations with an expressed interest in public transit; advise the Board on ways to resolve such issues in order to improve Metrorail, Metrobus and MetroAccess; promote WMATA responsiveness to riders; and recommend possible solutions to the Board and staff, based on public input, so that WMATA can effectively address the diverse concerns of the riding public.

For matters coming before the Board that are of significant rider interest, the Board shall, to the extent reasonably possible, provide time for RAC consideration or evaluation before the Board takes action. The RAC, acting as a body, may make requests for information from WMATA staff through the Office of the Board Secretary. The Board recognizes the value of the RAC having access to WMATA information and encourages WMATA staff to assist the RAC by providing such information, unless to do so would impose an undue burden, or the information involves a matter that would be considered by the Board in executive session or otherwise be exempt from disclosure under the Public Access to Records Policy.

The RAC provides monthly reports to the Board concerning its activities and recommendations, and may send additional reports or recommendations.

## Article XV - CODE OF ETHICS FOR MEMBERS OF THE BOARD

The Board will maintain and periodically update a code of ethics for its Members. The Code of Ethics for Members of the WMATA Board of Directors, adopted by the Board of Directors is attached to and is incorporated by reference into these Bylaws.

## Article XVI - BYLAW AMENDMENTS

A majority vote of the Board, consistent with Compact § 8(a), in a meeting for which advance notice has been given as a regularly-scheduled agenda item, can amend these Bylaws. The Board's intent is that these Bylaws remain as stable as possible to further the Board's mission and promote good working relationships with the CEO, the public and all other stakeholders. The Board shall also adopt, maintain and periodically update procedures to address more detailed and flexible matters of governance.

<sup>5</sup> The Riders' Advisory Council (RAC) was created by the Board through Resolution 2005-44, which also adopted the RAC Bylaws. The RAC Bylaws were revised on January 28, 2010, through Resolution 2010-01.

**Comment [E18]:** Mrs. Hynes suggests inserting an Article to reflect the Board Travel Policy (and renumbering the Bylaw Amendments to Article XVII), such as:

Article XVI – TRAVEL POLICY FOR MEMBERS OF THE BOARD

The Board will maintain and periodically update a travel policy for its Members. The Travel Policy for Members of the WMATA Board of Directors, adopted by the Board of Directors is attached to and is incorporated by reference into these Bylaws.

# Procedures of the Washington Metropolitan Area Transit Authority Board of Directors

## Table of Contents

I. Board Communication with CEO and Agency Officers (Bylaws Article V) .....	1
II. Jurisdictional Coordinating Committee (Bylaws Article VI) .....	1
A. Reporting Responsibility .....	1
B. Organization .....	1
III. Communication with the Public (Bylaws Articles VII & VIII.E) .....	1
A. Responding to Written Communication from Customers and Stakeholders .....	1
B. Public Comment at Board and Committee Meetings .....	2
1. Public Comment at Board Meetings .....	2
2. Public Comment at Committee Meetings .....	2
C. Procedures for Public Comment .....	2
IV. Board and Committee Meetings (Bylaws Articles VIII, IX and XII) .....	3
A. Agenda Development and Distribution .....	4
B. Board Meeting Agenda .....	4
V. Record of Board and Committee Meetings (Bylaws Article IX) .....	5
VI. Executive (Closed) Sessions (Bylaws Article X) .....	5
VII. Board Committees (Bylaws Article XII) .....	6
A. Formation .....	6
B. Committee Agendas .....	6
VIII. Compact Public Hearings (Bylaws Article XIII) .....	6
IX. Board Established Advisory Bodies (Bylaws Article XIV) .....	6
A. Accessibility Advisory Committee .....	6
B. Riders' Advisory Council .....	7
X. Allegations of Misconduct (Code of Ethics Article VII) .....	7
XI. Process to Amend These Procedures (Bylaws Article XVI) .....	7

# Washington Metropolitan Area Transit Authority Board of Directors

## Procedures

### I. Board Communication with CEO and Agency Officers (Bylaws Article V)

All requests to staff by Board Members are directed to the General Manager and Chief Executive Officer (CEO), General Counsel, Inspector General or Board Secretary. Copies of requests shall be provided to the Board Secretary who shall inform all Board Members of the requests. The appropriate officer will provide a timely response. For complex requests, an interim response should be provided and include a timetable for a full response. Should the response require significant resources, the CEO may request to discuss how to proceed at the next meeting of the Board or its appropriate Committee.

**Comment [E1]:** Cadwalader recommends that in addition to sharing requests with all Board Members, the Procedures should require the Board Secretary to share staff responses with all Board Members. CR 9-10.

### II. Jurisdictional Coordinating Committee (Bylaws Article VI)

#### A. Reporting Responsibility

The CEO will make appropriate staff available to present and discuss issues on the Jurisdictional Coordinating Committee (JCC) agenda. Issues may be brought to the JCC in one of three ways: 1) by request of the CEO, 2) by request of the Board through the CEO, or 3) by members of the JCC, or WMATA staff, with approval of the JCC.

#### B. Organization

The JCC shall organize itself to accomplish the goals established in the Board Bylaws.

### III. Communication with the Public (Bylaws Articles VII & VIII.E)

#### A. Responding to Written Communication from Customers and Stakeholders

The Board holds the CEO responsible and accountable for the administration and operation of WMATA. While the Board welcomes communication from the public regarding policy, suggestions for improvement, or agency oversight, communicating with the Board is not a means to undermine the CEO's responsibilities or accountability.

Board Members will ensure that all communications they receive that require staff assistance are shared with the full Board and the CEO. Board Members shall

exercise discretion in providing personal answers to policy-oriented communications, and will provide any such answers to the rest of the Board and to management. All other customer communications shall be submitted to the CEO for an appropriate response. The CEO shall assure that all agency responses are shared with the full Board.

#### B. Public Comment at Board and Committee Meetings

Oral and written comments are welcome and receive equal consideration. Written comments may be submitted electronically, and the WMATA website will describe a convenient and accessible method for electronic submission. Persons unable to submit electronic comments may bring a copy of their comments to the Board Secretary. All comments on Board and Committee agenda items received prior to noon on the Wednesday before a meeting will be forwarded to the Board or Committee Members for their information and consideration in advance of the meeting. The Office of the Secretary will administer the Public Comment procedures, and will maximize the benefits of technology and other available methods to ensure the earliest possible notice regarding issues on which comments will be received, that commenting is convenient, and that comments are promptly shared with the Board.

##### 1. Public Comment at Board Meetings

The Board of Directors of the Washington Metropolitan Area Transit Authority (WMATA) shall provide an opportunity for members of the community to provide comments during its monthly Board meetings. Comments shall be limited to matters that pertain to WMATA or other transportation issues. The Board Chair shall have discretion to waive or modify any of the following Procedures for Public Comment.

The public comment period shall follow the approval of minutes on the agenda, and generally shall be no more than 20 minutes.

##### 2. Public Comment at Committee Meetings

Committee Chairs may designate items on their agendas on which written and oral comments will be received. The agenda released to the public will clearly identify all items on which comments will be received. Comments shall be limited to matters germane to designated items. Committee Chairs shall have discretion to waive or modify any of the following Procedures for Public Comment.

The public comment period shall follow the approval of minutes, and shall be for the period of time set by the Committee Chair, generally no more than 20 minutes.

#### C. Procedures for Public Comment

1. Any person wishing to make comments during the public comment period shall sign a speakers' list prior to the commencement of the meeting. The speakers list will be available at least 15 minutes before the scheduled start of the meeting, and it will be closed once the meeting begins. Persons who have not signed up prior to the start of the meeting will not be permitted to provide public comment. The Office of the Secretary shall be responsible for ensuring that members of the public have properly signed up for the public comment period, and will ascertain the topic to be discussed consistent with these guidelines.

2. Speakers shall identify themselves in writing on a sign-up sheet by providing their name, address, signature, and the subject matter and/or agenda item to which their comments pertain.

3. Comments related to individual employee personnel issues, claims against the Authority or disputes concerning the award or administration of specific contracts will not be allowed in this forum, as there are other avenues to pursue these matters.

4. At the public comment period, each person will be limited to a time not to exceed two minutes. The Chair shall have discretion to modify the allotted time for speakers, and shall do so before the start of public comment. WMATA staff is responsible for ensuring the time limit for each speaker is not exceeded.

5. Public comments will be made in the order in which individuals signed up, and are to be directed to the Board or Committee as a whole. The public comment period is intended to provide an opportunity to hear members of the community. Board Members may refer matters that arise to the CEO for investigation and/or follow-up.

6. The Chair will moderate the comment period. The Board reserves the right to ban from public comment persons who engage in a consistent pattern of disruptive behavior at WMATA meetings. This may include use of slurs, derogatory comments, or any other conduct, whether physical, verbal or written directed at another person or based upon another person's race, color, origin, sex, religion, sexual orientation, disability or age.

7. Should the time allotted be used before all those who signed up have provided public comment, those who did not have an opportunity to speak will be transferred to the next meeting. At the next meeting, their names will be placed at the beginning of public comment order, and be permitted to speak in the order they appeared on the original list.

#### IV. Board and Committee Meetings (Bylaws Articles VIII, IX and XII)

#### A. Agenda Development and Distribution

The final Board and Committee agendas and any supporting documents are ordinarily distributed to the Board Members on the Friday in advance of the meeting (or Thursday if that Friday is a holiday), including executive sessions of the Board. Any subsequent changes to the previously submitted agenda or other Board material shall be clearly highlighted and documented. Changes proposed by the CEO to the agenda or materials after the Friday distribution shall be shared, to the extent possible, with the Board Members and the public in advance of the Board meeting.

The final agenda will be made available to the public at the same time it is distributed to Board Members. Other materials distributed to the Board Members for Board or Committee meetings shall be made available to the public, by posting on the WMATA website by 10 a.m. on the Monday before the Board meeting (or Tuesday if that Monday is a holiday), except where unavoidable circumstances prevent advance publication or where the subject of the materials requires discussion in executive session as provided in the Bylaws, Article X.

#### B. Board Meeting Agenda

The following items shall ordinarily appear on each agenda in the order listed:

1. Call to Order
2. Approval of Agenda
3. Approval of Board Minutes
4. Public Comment
5. Report by Board-Established Advisory Bodies (in total, up to 5 minutes)
6. Report by the Chair
7. Report by General Manager/Chief Executive Officer
8. Reports by Board Committees (Committee recommendations for Board action, if so referred by the Committees)
9. Consent Items
10. Other Actions
11. Reports by Jurisdictions

Any of the above items may be deleted or additional items included at the discretion of the Board Chair when preparing an agenda. Additions or deletions to a published agenda must be approved by the Board.

A voting Board Member may move parts of, or the entire, Consent Items or Other Actions agenda items as single actions.

### C. Limiting Jurisdictional Vetoes

In accordance with the Bylaws, every Board Member will, whenever possible, provide advance notice to the Chair whenever he or she intends to exercise a jurisdictional veto. The Chair will facilitate the resolution of such disputes in order to limit jurisdictional vetoes.

### V. Record of Board and Committee Meetings (Bylaws Article IX)

Minutes of Board and Committee meetings shall be filed in hard copy and posted on the WMATA website, including:

1. the kind of meeting (e.g. Board, Committee or special);
2. the date and time of the meeting;
3. the names of the Members present;
4. a listing of all actions considered by the Board, identifying the mover and seconder;
5. the votes on each side of each action, and the disposition of the action;
6. explanatory material for each action, such as a resolution, if passed, and staff information material, such as a Board Action Information Summary (BAIS); and
7. the time of adjournment.

The Board Secretary shall be responsible for the posting and filing of all written and audio records of Board meetings and audio records of Committee meetings, except for executive sessions pursuant to the Bylaws, and shall prepare an index to audio records to assist in locating discussions of specific actions taken by the Board, and shall organize resolutions in such a manner to be readily accessible. Committee Coordinators shall be responsible for posting and filing of all written records of Committee meetings, except for executive sessions pursuant to the Bylaws.

### VI. Executive (Closed) Sessions (Bylaws Article X)

A. Prior to any executive session, the Board will be provided any supporting materials that are available.

B. The Committee Chairs may schedule executive sessions in advance, or a Committee may vote to meet in executive session on the day of the meeting for the purpose of discussing any topic authorized under the Bylaws Article X.A, "Matters Appropriate for Executive Session." The Committee will reasonably identify each matter to be discussed in executive session, and reference the topic in Bylaws Article X.A that authorizes the executive session. At the conclusion of each executive session, the Board or Committee shall reconvene in an open meeting to certify by an affirmative vote that only those matters identified prior to convening the executive session and

only matters authorized by Bylaws Article X were heard, considered or discussed in the preceding executive session.

## VII. Board Committees (Bylaws Article XII)

### A. Formation

1. Committee membership is proposed by the Board Chair and voted on at the annual Board organizational meeting, which generally occurs at the regularly scheduled February Board meeting. Committee membership may be adjusted if necessary through Board action. Each Committee shall be chaired by a Principal Board Member. A list of Committee Chairs, Vice Chairs and membership along with a tentative schedule of meetings is shown in Attachment 1.

**Comment [E2]:** Mrs. Hynes suggests that Procedures require the Board Chair to consult with the Governance Committee regarding Committee membership.

2. Committee Chairs, with the concurrence of the Committee members, may establish special, ad hoc or subcommittees consistent with the Committee's responsibilities, which shall operate consistently with the Bylaws, including the Articles regarding executive sessions and conduct of committee meetings.

**Comment [E3]:** Mrs. Hynes suggests that the Procedures require a Principal Board Member to chair the Safety & Security, Finance & Administration and Customer Service & Operations committees only. No other committee would be subject to this requirement.

### B. Committee Agendas

The Chairs of Board Committees shall determine the need for a meeting and develop the agenda for the Committee meetings. To the extent possible, items will be presented to only one Committee, per the Committee responsibilities defined in Bylaws Article XII.

**Comment [E4]:** Cadwalader recommends reducing meeting frequency. CR 7.

Mr. Barnes suggests that there be one day per month on which all committees and the Board meet.

## VIII. Public Hearings (Bylaws Article XIII)

In most cases, the hearing officer for Board-Authorized Public Hearings will be a Board Member. However, the Board Chair may delegate to the Board Secretary or another WMATA officer/executive the authority to conduct public hearings in the absence of a Board Member, to ensure proper public review of WMATA activities. In an emergency resulting in the unexpected absence of a public hearing officer, the staff presenting the proposed action may conduct the hearing.

**Comment [E5]:** Mrs. Hynes suggests that the Procedures require each committee Chair to consult with the committee Vice-Chair.

## IX. Board Established Advisory Bodies (Bylaws Article XIV)

### A. Accessibility Advisory Committee

AAC requests via Bylaws Article XIV for WMATA staff information shall be made through the Department of Access Services (ACCS). The Assistant General Manager, ACCS shall notify the WMATA Board Chair and the AAC Chair in the event that an AAC request is not fulfilled.

B. Riders' Advisory Council

RAC requests via Bylaws Article XIV for WMATA staff information shall be made through the Office of Board Secretary. The Board Secretary shall notify the WMATA Board Chair and the RAC Chair in the event that a RAC request is not fulfilled.

X. Allegations of Misconduct (Code of Ethics Article VI)

A. For purposes of this section, an allegation of misconduct by a Board member: 1) must be made in writing, 2) must involve conduct in the capacity as a member of the WMATA Board, and 3) should be materially related to a violation of law, rule, regulation or duty, as opposed to a complaint about a policy or a matter of judgment.

B. Allegations of misconduct by a Board Member or by the Inspector General shall be reported to the Board Chair or to the Vice-Chair if the allegation is against the Board Chair. Except as authorized by the Board Chair, Board Vice-Chair, or Chair of Audits and Investigations Committee, the WMATA Office of Inspector General will not investigate these types of allegations. The Board Chair or Vice-Chair shall convene an executive session of the Audits and Investigations Committee to determine appropriate action. If the Committee determines that the allegations are of a criminal nature, it shall refer them to an appropriate prosecutor. For non-criminal allegations, the Committee may refer specific allegations of misconduct to outside legal counsel or obtain other external investigative assistance.

XI. Process to Amend These Procedures (Bylaws Article XVI)

A majority vote of the Board, consistent with Compact § 8(a), in a meeting for which advance notice has been given as a regularly-scheduled agenda item, can amend these procedures.