



## Minutes

### 1415<sup>th</sup> Meeting of the Board of Directors February 25, 2016

Chair Downey called the meeting to order at 1:04 p.m. Present were:

#### **Directors**

Mr. Jack Evans  
Ms. Keturah Harley  
Mr. Jim Corcoran  
Mr. Mortimer Downey  
Mr. Corbett Price  
Mr. Michael Goldman  
Mrs. Catherine Hudgins  
Ms. Harriet Tregoning

#### **Alternate Directors**

Mr. Tom Bulger  
Mr. Malcolm Augustine  
Mr. Christian Dorsey  
Mr. Anthony Giancola  
Mr. Leif Dormsjo  
Ms. Kathryn Porter  
Mr. Paul Smedberg  
Mr. Tony Costa

#### **Approval of Agenda:**

The agenda was approved as presented.

#### **Certification of Board Executive Sessions:**

Ms. Harley moved, seconded by Mr. Giancola, to certify to the best of each member's knowledge and with no individual member dissenting, that at the Board Executive Session of February 11, 2016, only such matters as are authorized for discussion in Executive Session under Board Bylaws, Article X, were heard, discussed or considered by the Board.

**Ayes:** 16-Mr. Downey, Mr. Goldman, Mrs. Hudgins, Mr. Evans, Ms. Tregoning, Ms. Harley, Mr. Corcoran, Mr. Price, Mr. Giancola, Ms. Porter, Mr. Smedberg, Mr. Bulger, Mr. Costa, Mr. Augustine, Mr. Dorsey, and Mr. Dormsjo

Ms. Harley moved, seconded by Mr. Price, to certify to the best of each member's knowledge and with no individual member dissenting, that at the

**Washington  
Metropolitan Area  
Transit Authority**

600 Fifth Street, NW  
Washington, DC 20001  
202/962-1234

By Metrorail:  
Judiciary Square—Red  
Line  
Gallery Place-Chinatown—  
Red, Green and  
Yellow Lines  
By Metrobus:  
Routes D1, D3, D6, P6,  
70, 71, 80, X2

A District of Columbia,  
Maryland and Virginia  
Transit Partnership

just-concluded Board Executive Session of February 25, 2016, only such matters as are authorized for discussion in Executive Session under Board Bylaws, Article X, were heard, discussed or considered by the Board.

Ayes: 16-Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Downey, Mr. Price, Mr. Goldman, Mrs. Hudgins, Ms. Tregoning, Mr. Bulger, Mr. Augustine, Mr. Dorsey, Mr. Giancola, Mr. Dormsjo, Ms. Porter, Mr. Smedberg, and Mr. Costa

### **Approval of Minutes:**

The minutes of the following meetings were approved as submitted:

January 28, 2016 Board Meeting  
January 28, 2016 Board Executive Session  
February 11, 2016 Board Executive Session

### **Report by Customer Service and Operations Committee**

#### **A. Approval of Artwork Design Concepts for Dulles Phase II Public Art Project**

Mr. Hudgins moved, seconded by Mr. Corcoran, approval of a resolution to authorize the GM/CEO to enter into contracts, funded by the Metropolitan Washington Airports Authority, with the artists of selected proposals to install public artwork at Herndon, Innovation Center, Dulles Airport, Loudoun Gateway and Ashburn Metrorail stations. The resolution was unanimously approved. A copy of the approved Resolution (2016-05) has been made part of the official file.

Ayes: 8- Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Downey, Mr. Price, Mr. Goldman, Mrs. Hudgins, and Ms. Tregoning

### **Report by Finance and Administration Committee**

#### **A. Authorization to Renew or Enter into Lines of Credit**

Mr. Evans moved, seconded by Mr. Downey, approval of a resolution to delegate certain responsibilities and decision-making authority for the annual renewal of the lines of credit to the GM/CEO, CFO, or Treasurer, though any increase to the overall capacity of the lines of credit, or any requirement for indemnification, must still be approved by the Board of Directors. The resolution also reduces the aggregate capacity of the lines of credit from

\$302.5 million to \$250 million beginning July 1, 2016, and requires that the Board be provided with an update on the use of the lines of credit no later than June 30, 2017. This resolution was unanimously approved. A copy of the approved Resolution (2016-06) has been made part of the official file.

Ayes: 8- Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Downey, Mr. Dormsjo, Mr. Goldman, Mrs. Hudgins, and Ms. Tregoning

## **B. Approval of Revisions to Drug and Alcohol Policy and Update to Procedures Manual**

Mr. Evans moved, seconded by Mr. Goldman, approval of a resolution to revise Metro's Drug & Alcohol Policy in order to satisfy the 2015 Federal Transit Administration drug and alcohol policy audit findings. The motion was unanimously approved. A copy of the approved Resolution (2016-07) has been made part of the official file.

Ayes: 8- Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Downey, Mr. Dormsjo, Mr. Goldman, Mrs. Hudgins, and Ms. Tregoning

## **Report by Governance Committee**

### **A. Approval of Revisions to Board Bylaw and Procedures**

Mr. Goldman moved, seconded by Ms. Harley, approval of a resolution to revise the Board's Bylaws and Procedures, which have been updated to reflect changes to the Board's committee structure and membership for 2016. Mrs. Hudgins moved to amend the motion to stipulate that the Board will review the committee structure after the GM/CEO's organizational realignment. The amendment was approved without objection. The motion as amended was unanimously approved. . A copy of the approved Resolution (2016-08) has been made part of the official file.

Ayes: 8- Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Downey, Mr. Dormsjo, Mr. Goldman, Mrs. Hudgins, and Ms. Tregoning

## **Consent Items**

Mr. Evans moved, seconded by Mr. Corcoran, approval of Consent Items numbered XIV.A-B. This motion was unanimously approved.

Ayes: 8- Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Downey, Mr. Dormsjo, Mr. Goldman, Mrs. Hudgins, and Ms. Tregoning

**A. Approval of Fare Reduction for January 25, 2016**

A resolution to approve the GM/CEO's decision to provide free rides on Metrobus and Metrorail, including parking at Metro facilities, on January 25, 2016, due to a blizzard. A copy of the approved Resolution (2016-09) has been made part of the official file.

**B. Approval of Tentative Agreement with IBT Local 639/Metro Special Police**

A resolution to approve the Memorandum of Understanding reached between WMATA and Local 639 covering the wages, hours, and working conditions of these employees, and authorization for the GM/CEO to execute a new Labor Agreement completing the terms of the 2013-2016 Labor Agreement until replaced by a successor agreement. A copy of the approved Resolution (2016-10) has been made part of the official file.

**Adjournment**

The meeting was adjourned at 1:39 p.m.

  
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Jennifer Ellison, Board Corporate Secretary