

SUBJECT: OBTAINING PUBLIC COMMENT ON DRAFT BYLAWS

2011-24
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

WHEREAS, The Board of Directors adopted Resolution #2010-72 to establish a Governance Committee, and directed that the Committee develop a proposed standing body of bylaws responsive to recent governance recommendations; and

WHEREAS, The Board of Directors adopted Resolution #2011-07 which in part, charged the Governance Committee with considering all governance recommendations, and which recognized that the Board of Directors is committed to a full and open discussion of all governance recommendations with its stakeholders and other interested parties; and

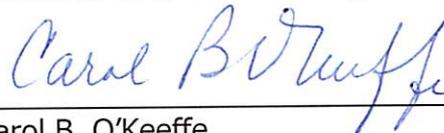
WHEREAS, The Governance Committee has met several times to draft proposed bylaws, and now recommends that the draft is sufficiently developed to seek public comment and that public comment is indispensable to completing the bylaws; now, therefore be it

RESOLVED, That the Board of Directors commends the Governance Committee on its development of the attached proposed Bylaws of the Washington Metropolitan Area Transit Authority Board of Directors ("Bylaws"); and be it further

RESOLVED, That the Board of Directors directs the Governance Committee to seek comment on the Bylaws from the Authority's customers, the signatories (including the Governance Working Group of the state Secretaries of Transportation and the Director, District Department Of Transportation), the jurisdictional partners, the Greater Washington Board of Trade, the Metropolitan Washington Council of Governments, the Government Accountability Office, the Board-established advisory bodies, the Jurisdictional Coordinating Committee, the Tri-State Oversight Committee and all other interested parties; and be it finally

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



Carol B. O'Keeffe
General Counsel

Motioned by Mrs. Hynes, seconded by Mr. Downs

Ayes: 8 - Mrs. Hudgins, Mr. Downs, Mr. Downey, Mr. Nichols, Mrs. Hynes, Mr. Brown, Mr. Acosta and Mr. Barnes

Washington Metropolitan Area Transit Authority Board of Directors

BYLAWS

Article I MISSION

The WMATA Board of Directors, which is composed of all principal and alternate Directors, (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.

The Board is primarily responsible for policy, financial direction and WMATA's relationships with its customers, jurisdictional partners and signatories.¹ 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:

¹ "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.

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.
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.

B. Exercise Fiduciary Responsibility

1. Create and adopt a budget, the fare structure, service levels, and a business plan, which shall be updated from time to time.
2. Develop Board priorities and targets, and include them in an annual report to customers and stakeholders.
3. Provide opportunities for customer and stakeholder input.
4. Assure transparency in reports on priorities and targets.
5. 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.
6. Promote and support adequate resources to ensure a state of good repair for the Adopted Regional System and the overall fiscal health of WMATA.
7. Develop state and federal legislative strategies and coordinated transit advocacy programs.

C. 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 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. Annually adopt an operating budget.
9. Enlarge the Transit Zone to embrace any additional area per advice of the Northern Virginia Transportation Commission or the Washington Suburban Transit Commission.
10. Adopt key performance and service standards to provide policy guidance regarding the quantity and quality of service.

D. 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.
3. Execute and adhere to the Standards of Conduct 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.

E. 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.

Article III BOARD OFFICERS

As established by Compact § 7, the Board annually elects a Chair and Vice-Chair.² The Board may also elect a Second Vice-Chair. The election is held at the

² 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."

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, 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 self-evaluation of the Board.
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.

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 INTER-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 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.

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, which 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 the 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 technologically 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.

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 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.
8. Legislative strategy.

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),³ or as provided in the Procedures.

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.

³ 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 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."

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.

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. A majority of any Committee's membership constitutes a quorum provided it includes at least one member from each signatory and a federal member.

All Board Members may attend and participate in Committee meetings. The 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. Any question of Committee jurisdiction over an issue is resolved by the Board Chair.

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

Committee actions are recommendations to the Board of Directors, to be placed on a Board agenda for consideration and action.

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.

B. 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 periodic reports from the Tri-State Oversight Committee and works with 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 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.

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 oversees 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 1) Real Estate Acquisitions in the amount of \$250,000 or higher that have not been previously approved by the Board of Directors as part of a specific line

expansion or facility project; and 2) Real Estate Dispositions where the estimated fair market value exceeds \$100,000.

The **GOVERNANCE COMMITTEE** is responsible for maintaining all Board governing documents—Strategic Plan, Bylaws, Procedures and Standards of Conduct—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 member self-evaluation, and shall also oversee the hiring process and annual performance review of the CEO, Board Secretary, General Counsel and Inspector General.

C. Committee Attendance and Voting

Committee Chairs are responsible for convening Committee meetings at the scheduled time. All Committee meetings are open to all Board Members.

In recognition of the limited time that is available for the conduct of Committee business, Committee Chairs may limit debate. 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.

Article XIII PUBLIC HEARINGS

The Board authorizes the conduct of public hearings for major bus and rail service reductions, fare increases, and other WMATA activities as required by the WMATA Compact or deemed appropriate by the Board. 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

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; 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.

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.

B. Riders' Advisory Council

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; 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.

The RAC provides monthly reports to the Board concerning its activities and recommendations.

Article XV

STANDARDS OF CONDUCT FOR MEMBERS OF THE BOARD

The Board will maintain and periodically update standards of conduct for its Members. The Standards of Conduct for Members of the WMATA Board of Directors, adopted by the Board of Directors are attached to and are incorporated by reference into these Bylaws.

Article XVI BYLAW AMENDMENTS

A majority vote of the Board in a meeting, consistent with Compact § 8(a), 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.

DRAFT

Annotated WMATA Governance Committee Work Plan as of April 28, 2011

Categories	Discussion Topics	Expected Action or Product	Original Target Completion Date	Status
Modernize Board Leadership	A. End Rotating Chair	Interim 2011 Procedures	Immediate	On January 27, 2011, the Board adopted Interim Procedures eliminating the annually rotating Chair requirement (Resolution 2011-07). Proposed Bylaw Article III further provides that the Chair, Vice-Chair and Second Vice-Chair “shall be elected without regard to jurisdiction of residence or representation.”
	B. Increase Chair Term to 2 years	Possible but not required by Interim 2011 Procedures	Immediate	See above regarding Resolution 2011-07. Proposed Bylaw Article III follows Compact § 7 requirement to annually elect a Chair and Vice-Chair, without further requirements or limitations, thus permitting a Chair to serve more than a single one-year term.
	C1. Define the Roles and Responsibilities of Board Chair	Create Board Bylaws	May 2011	Proposed Bylaw Article III establishes that the Board Chair “is first among equals and is dedicated to facilitating the work of the Board, 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.” Proposed Article III further details the Board Chair’s roles and responsibilities in the categories of facilitating the work of the Board, establishing strong Board and CEO relationship and fostering Board communication with external stakeholders.
	C2. Define the Roles and Responsibilities of Board Members	Create Bylaws	May 2011	Proposed Bylaw Article II states that, “The Board is primarily responsible for policy, financial direction and WMATA’s relationships with its customers, jurisdictional partners and signatories.” Proposed Article II further details Board Member responsibilities in the areas of ensuring a safe and

Annotated WMATA Governance Committee Work Plan as of April 28, 2011

Modernize Board Leadership (Continued)	D. Review Board Procedures to Assure Collective Board Action in Governing	Update Procedures	May 2011	reliable system; exercising fiduciary responsibilities; 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.
	E. Limit Jurisdictional Veto	Board Bylaws/Procedures	May 2011	The Governance Committee expects to propose revised Procedures in May. Proposed Bylaws Article II states, "Active healthy debate is encouraged; once a decision is made, the Board speaks with one voice." See also Board Chair's responsibility to encourage common ground and consensus and serve as the Board's primary spokesperson in Proposed Article III.
				Proposed Bylaws Article VIII, part H, establishes a means to resolve inter-signatory disputes without the use of the jurisdictional veto, and proposed Article III, part A.7, makes it the Chair's responsibility to facilitate this process. The Proposed Bylaws also seek to avoid situations in which the jurisdictional veto might be exercised by encouraging active communication and collegiality among Board Members, the setting of 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.D.4 ("Help build good working relationships among Board Members..."); Article III ("The Chair is first among equals and is dedicated to facilitating the work of the Board, encouraging the creation of common ground and consensus that moves the

Annotated WMATA Governance Committee Work Plan as of April 28, 2011

Strengthen Governing Structure	F. Examine the Role of Alternate Members and Update as Appropriate	Board Bylaws/Procedures	May 2011	Board’s forward in a manner that promotes and enhances WMATA’s overall mission.”); and Article III.A.5 (the Chair “[b]uilds strong relationships among Board Members”). The Governance Committee extensively discussed the roles of Alternate Members in Board and Committee meetings. Proposed Article VIII, part B, provides that in Board meetings alternates vote in the absence of a principle Board Member (per Compact § 5(a)).
	G. Review and Update Committee Structure and Voting	Board Bylaws/Procedures	May 2011	Proposed Bylaws Article XII eliminates standing subcommittees and establishes six revised committees and their responsibilities: Safety and Security; Finance and Administration; Audits and Investigations; Customer Service and Operations; Planning, Program Development and Real Estate; and Governance. Proposed Article XII also provides flexibility regarding composition—from five members to committees of the whole—and permits all Board Members to attend and participate in meetings.
	H. Define the Role of the Federal Government	Board Bylaws/Procedures	TBD	The Proposed Bylaws do not distinguish between federal and signatory Board Members, other than following WMATA Compact § 8, which precludes federal members from exercising a jurisdictional veto or from being needed to constitute a quorum.
Improve Board-CEO/GM Partnership	I. Define GM as CEO	Resolution & Bylaws	Complete	On January 27, 2011, the Board directed that the General Manager serves as the Chief Executive Officer. Resolution 2010-72. The Proposed Bylaws thus refer to the General Manager and Chief Executive Officer (CEO).

Annotated WMATA Governance Committee Work Plan as of April 28, 2011

<p>J. Focus on Board Policy Development Functions Balanced by Effective Customer Service Procedures</p>	<p>Strategic Planning & Board Bylaws</p>	<p>TBD</p>	<p>The Proposed Bylaws repeatedly emphasize that the Board’s focus is on policy development and oversight, and aim to enhance customer service. Examples include: Article II (“The Board governs through policies and exercises oversight over policy compliance and results”); Article II.C.10 (“Adopt key performance and service standards to provide policy guidance regarding the quantity and quality of service”); Article IV (“The Board is primarily responsible for policy, financial direction and WMATA’s relationships with its customers, jurisdictional partners and signatories”); and Article XII (“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”). Meanwhile, the CEO’s province is “the overall administration and operations of WMATA,” subject to policy direction and oversight from the Board. Proposed Article IV.</p>
<p>K. Integrate KPI Information with Strategic Planning to Assure Safe Reliable Service from High Performing Organization</p>	<p>Board Strategic Planning Session</p>	<p>Summer 2011</p>	<p>Reserved for review following the Board’s Strategic Planning Sessions during the summer of 2011</p>
<p>L. Establish Annual GM/CEO Performance Goals</p>	<p>Board to work with GM/CEO</p>	<p>March 2011</p>	<p>Proposed Bylaws Article III, part B.2, makes it the Chair’s responsibility to work with the CEO to develop CEO performance measurements, which the full Board reviews and agrees upon. Proposed</p>

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Enhance Internal Management				Article III, part A.9, makes it the Chair’s responsibility to initiate the annual performance review of the CEO and other Board-appointed officers.
	M. Develop Orientation and Leadership Activities for Board Members	Scheduled	February 2011	At the Board’s direction, orientation briefings were conducted and materials are available to all new Board Members. In addition, Proposed Article XII.B requires the Governance Committee to “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.” Further, by Proposed Article III.A.6, the Chair “[f]acilitates self-evaluation of the Board,” which will be an opportunity to develop leadership skills and note areas for improvement, such as attendance.
	N. Set High Attendance Standards	Update Standards of Conduct	May 2011	Proposed Bylaw Article II, Part D, requires all Board members to exercise individual responsibility, including in part D.2 to, “Regularly attend and participate in Board and Committee meetings and Authority activities that build knowledge, awareness and support for WMATA.”
Strengthen Public Communication	O. Ride the System	Update Standards of Conduct	May 2011	The Governance Committee expects to propose revised Standards of Conduct in June.
	P. Solicit Public Input	Board Procedures	May 2011	Proposed Bylaws Article VII, “Communication with the Public,” highlights that, “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

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				<p>Committee, and will provide regular opportunities to receive and respond to comments.” Further, Proposed Bylaws Article VIII.E, “Public Comment,” establishes an opportunity for public comment at monthly Board meetings, in addition to presentations or comments from jurisdictions and a variety of advisory bodies at the invitation of the Chair. Other provisions in the Proposed Bylaws also encourage public input including Article II.B.3 (“Provide opportunities for customer and stakeholder input”), and Article II.D.5 (“Facilitate stakeholder input and feedback”). Finally, the Governance Committee expects to propose revised Procedures in May, which will further detail how the Board will solicit public input.</p>
	<p>Q. Clarify Policies about Releasing Information</p>	<p>Strategic Planning</p>	<p>Summer 2011</p>	<p>Although there may be further changes, the Proposed Bylaws emphasize the principles of transparency and communication, such as in Article II.A.1 (“Develop Board policies and encourage Authority practices that ensure safety, transparency . . . regular communication”); Article II.B.2 (“Develop Board priorities and targets, and include them in an annual report to customers and stakeholders”); Article II.B.4 (“Assure transparency in reports on priorities and targets”); Article II.B.5 (“Maintain clear lines of communication between the Board, the CEO, the public and all stakeholders”); and Article III.C.1 (the Chair “[r]epresents the Board as the primary spokesperson to the media, customers and external stakeholders (on behalf of the Board <u>not</u> the Authority”). Further, the Proposed Bylaws</p>

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				emphasize public access to Board proceedings, such as in Article VII, "Board and Committee meetings (other than executive sessions) will be publicly broadcast to the extent technologically feasible." Currently, such meetings are streamed online.
	R. Establish Procedures by which Customers Have Access to Individual Board Members and Board Members Respond to Customers	Board Bylaws/Procedures	May 2011	The Governance Committee expects to propose revised Procedures in May, which will detail how customers have access to individual Board members and how the Board members may respond to customers.
	S. Start all Meetings with Public Comment	Board Procedures	May 2011	The Governance Committee expects to propose revised Procedures in May, which will include public comment as an agenda item near the beginning of all Board meetings, and provide flexible procedures to maximize public participation.