

Bylaws of the Washington Metropolitan Area Transit Authority Board of Directors

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Washington Metropolitan Area Transit Authority Board of Directors

BYLAWS

Article I - MISSION

The WMATA Board of Directors, ~~which is composed of all principal Directors and their 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.

Comment [W1]: Propose edits in response to BOT/COG comments that former language elevated alternates to equals with principal Directors. In addition the Compact uses the terms "Director" and "alternate" for each Director. Section 5(a).

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 [W2]: NVTC questions, "Are Board Members not permitted to advocate for any change in policy once the Board has acted? Needs to be qualified to say something like 'Board Members should accurately state the actions of the Board, even if they may disagree with those actions.'" See also Article II.E.6.

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:

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.

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.

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. 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 from time to time.~~
- ~~2. Develop Board strategic priorities and targets, 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 summit with regional leaders to discuss transportation matters of regional significance.~~

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.

Comment [W3]: Propose revising and moving to new section C, in response to comments from the Governance Work Group (GWG).

Comment [W4]: Propose new section with revised responsibilities in response to comments from the Governance Work Group (GWG). The GWG urges greater detail about Board strategic planning. The GWG adds that strategic planning should be a part of how WMATA does business and should tie-in the capital budget, operating budget, performance measures, and specific deadlines and requirements; GWG commends Maryland as a model.

Maryland sets priorities and measures progress through its "Managing for Results" plan. http://www.dbm.maryland.gov/agencies/Documents/MFR_documents/MFRStateComprehensivePlan.pdf

Comment [W5]: Propose addition in response to GWG comments. GWG recommends a more structured, detailed and predictable budget process, preferably multi-year. GWG suggested language: "The Board shall provide for a structured budget process that is developed in consultation with the funding jurisdictions and includes key milestones in the process for coordination and input. Additionally, the annual budget shall include a six-year fiscal plan with projected expenses, revenues and subsidies which is developed in consultation with the jurisdictions."

Comment [W6]: Propose addition in response to GWG comments. GWG recommends requiring a review mechanism to be implemented on a regular basis in order to measure and/or monitor such performance and service standards. Also consistent with Governance Work Plan item K, "Integrate key performance indicator information with strategic planning to assure safe reliable service from high performing organization."

Comment [W7]: Propose addition in response to BOT/COG comments. BOT/COG recommend including a retreat/summit in the Bylaws.

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.~~

~~9.8.~~ 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.~~

Comment [W8]: Propose revising and moving to new section C, in response to comments from the GWG.

Comment [W9]: Propose revising and moving to new section C, in response to comments from the GWG.

DE. 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 use of Metro transit systems.
3. Execute and adhere to the ~~Standards Code~~ of ~~Conduct 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.

Comment [W10]: Propose edits in response to Metroriders.org (MRO) comments. MRO recommends adding a requirement for Board Member's to use the Metro System. MRO suggested language: "Regularly use Metro (Metrorail, Metrobus, Metro Access) services."

Comment [W11]: NVTC questions, "Are Board Members not permitted to advocate for any change in policy once the Board has acted? Needs to be qualified to say something like 'Board Members should accurately state the actions of the Board, even if they may disagree with those actions.'"

EE. 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 January Board meeting each year. These Officers shall be elected without regard to jurisdiction of residence or representation.

Comment [W12]: BOT/COG recommend eliminating the optional Second Vice-Chair.

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:

Comment [W13]: Propose deletion in response to NTVC comment: "First among equals" is a cliché and the duties of the chair vis-à-vis the other board members should speak for themselves. The chair has greater responsibilities in the By-Laws and is therefore not 'equal' except having only one vote."

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.

Comment [W14]: In each Article, the first reference is to "General Manager and Chief Executive Officer (CEO)," thereafter each Article uses CEO as thus defined. NVTC comments: "One of many references to the General Manager and Chief Executive Officer. Elsewhere only the CEO is used when responsibilities are described, leaving it unclear whether those responsibilities also apply to the General Manager. Should all references say GM/CEO?"

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."

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.

Comment [W15]: BOT/COG recommend eliminating the optional Second Vice-Chair.

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. The CEO may from time to time establish appropriate public and stakeholder involvement processes that allow for early and proactive engagement to inform Board policymaking.

Comment [W16]: NVTC recommends that comment that statements such as "are guided" need to be qualified as targets not accomplished facts. Comment does not specifically mention but may equally apply to "has confidence" in the following two sentences.

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.

Comment [W17]: Propose addition in response to GWG comments. GWG recommends, "The Board empowers the CEO to establish appropriate public and stakeholder involvement processes that allow for early and proactive engagement to inform Board policy decision making."

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.

Comment [W18]: NVTC questions why this is narrowed to "a study," and asks, "Why not any activity requiring staff time? What is special about a study?"

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.

Comment [W19]: MRO recommends opening JCC meetings to the public, except for executive sessions, in order for the budget and subsidy process to be more open. MRO suggests revising to: "JCC meetings are open to participating jurisdictional and WMATA staff, invitees and the public. The JCC may go into executive session for discussion of any sensitive agenda item. Board Members are provided copies of the agenda and meeting summaries; these documents will also be timely posted on the WMATA website."

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.

Comment [W20]: MRO recommends specifying that emergency meetings will also be broadcast, and that the means of broadcast (webcast) be specified. Note that Bylaws Article XI.5 states, "To the extent feasible in the circumstances of the emergency situation, the proceedings of an emergency session will be broadcast to the public."

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.

Comment [W21]: NVTC recommends that advance notice be defined.

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.

Comment [W22]: MRO states that Board actions upon Committee recommendations made on the same day can prevent meaningful public input. MRO suggests adding, "Any principal director may defer Board action on any recommendation of a Committee that was adopted less than 7 days before the current Board meeting." Such a motion, however, can already be made, subject to the voting requirements of the Compact described here.

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.

Comment [W23]: BOT/COG recommends limiting the jurisdictional veto to budget and system expansion. Both would entail changing the Compact, which states that the jurisdictional veto applies to all matters but for a plan of financing and a mass transit plan. Section 8(a).

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

Comment [W24]: GWG recommends mirroring, as closely as possible, the laws of the Signatories, including permitted purposes for closed sessions and the procedures for them.

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. 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.

Comment [W25]: Propose addition to match requirement in Procedures section VI.B.

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.

Comment [W26]: Propose addition to adopt a MRO recommendation.

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."

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.

B. Committee Attendance, Voting & Presentations

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

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

All Any 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.

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.

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

Comment [W27]: Propose reorganizing portions of part A, "Committee Structure," and part C, "Committee Attendance and Voting," here in response to NVTC comments. NVTC notes that part C does not describe voting despite its heading. The voting provisions were instead in part A. Staff recommends this reorganization and consolidation of related provisions for ease of reference.

Comment [W28]: Propose addition and revision in response to GWG, MRO and NVTC comments. GWG suggests adding, "Only Committee members may vote at Committee meetings." MRO suggests adding, "All members of a Committee shall be eligible to vote on Committee matters, and a majority of Committee members voting is required to make recommendations to the Board." NVTC asks, "Do alternates vote together with principals in committees?"

Comment [W29]: Propose deletion in response to MRO comments. MRO suggests removing, "In recognition of the limited time that is available for the conduct of Committee business," because it is contrary to the Board extending time as needed to fully deliberate.

Advisory Committee, Riders' Advisory Council, or Tri-State Oversight Committee; or other parties to make a presentation or comment on a particular issue.

BC. 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~~ Code of Conduct 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 ~~m~~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.~~

Comment [W30]: Propose consolidating into new part B, above, in response to NVTC comment. NVTC notes that this section did not describe voting. Staff recommends consolidating these provisions along with the voting provisions in part B above.

~~— 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

~~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 bus and rail service reductions, fare increases. The Board may also authorize public hearings on other matters as it deems appropriate 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.~~

Comment [W31]: Propose revisions in response to GWG comments. GWG suggests using "changes" rather than reductions. Compact section 62, however, states, "The Board shall not raise any fare or rate, nor implement a major service reduction, except after holding a public hearing with respect thereto."

Article XIV - BOARD-ESTABLISHED ADVISORY BODIES

A. Accessibility Advisory Committee⁴

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.~~

Comment [W32]: Propose new footnote in parallel with RAC recommendation. See part B below.

~~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 on such matters. 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 which would be considered by the Board in executive session or otherwise be exempt from disclosure under the Public Access to Records Policy.~~

Comment [W33]: Propose addition in parallel with RAC recommendation. See part B below.

⁴ ~~The Accessibility Advisory Committee (AAC) was in 1979. The AAC Bylaws were adopted on February 24, 2011, by Resolution 2011-09.~~

Comment [W34]: Propose additions in parallel with RAC recommendation. See part B below.

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 Council⁵

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 on such matters. 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 which 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 - ~~STANDARDS~~ CODE OF CONDUCT ETHICS FOR MEMBERS OF THE BOARD

The Board will maintain and periodically update ~~standards of conduct~~ a code of ethics for its Members. The ~~Standards of Conduct~~ Code of Ethics for Members of the WMATA Board of Directors, adopted by the Board of Directors ~~are~~ is attached to and ~~are~~ is 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

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

Comment [W35]: Propose new footnote to respond to RAC comment to clarify the RAC's roles and responsibilities. Although RAC comment related to Procedures, propose making this reference in more permanent Bylaws.

Comment [W36]: Propose addition to adopt RAC recommendation.

Comment [W37]: Propose additions to largely adopt RAC recommendation: "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 on such matters. To fulfill its responsibilities as provided in the RAC bylaws, the RAC may make requests for information from WMATA staff, pursuant to procedures adopted by the RAC for such requests. The Board recognizes the value of the RAC having access to WMATA information, and expects WMATA staff to promptly assist the RAC by providing such information, unless to do so would impose an undue burden, or the information involves a matter which would be considered by the Board in executive session as listed in Article X of the Board bylaws." See also new Procedures Section IX.

Comment [W38]: Propose addition to adopt RAC recommendation.

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

Procedures of the Washington Metropolitan Area Transit Authority Board of Directors

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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, which will 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.

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 Committee.

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. Board Liaison to Established Stakeholder Groups

~~To the extent necessary to facilitate communication with various stakeholders,~~ The Board Chair, with concurrence of the Board, may designate a Board Member to act as a liaison ~~between the Safety and Security Committee and the Tri-State Oversight Committee and between the Customer Service Committee,~~ to the Riders' Advisory Council and the Accessibility Advisory Committee.

C. Public Comment at Board and Committee Meetings

Oral and written comments are welcome and receive equal consideration. ~~Persons who wish to provide written comments may bring a copy of their comments for staff to copy and distribute to the Board and to the public.~~ 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 who wish to provide written comments may bring a copy of their comments for staff to copy and distribute to the Board and to the public.~~ 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.

Comment [W1]: Propose revisions to respond to RAC and AAC concerns that a liaison might dilute their relationships with the Board.

Comment [W2]: Propose additions and revisions to respond to comments from RAC and MRO. RAC recommends the comment method be accessible and internet-friendly (e.g. a link directly from the agenda item to a form for submitting comments). RAC also recommends that written comments receive equal consideration. For matters considered by a RAC committee, the RAC would like that committee be invited to present comment during Board/Committee consideration. Finally, RAC recommends using technology to maximize the notice to the public about upcoming agenda items upon which a Committee will accept comment, such as: designating upcoming items on the Board Action Report, in advance of agenda release; offering sign-up for email notifications that new agendas have been released; using social media to solicit public comment.

Metroriders.org (MRO) recommends ensuring that written public comments for Board and Committee meetings are promptly delivered to the appropriate Members. MRO suggests adding, "All comments on Board and Committee agenda items submitted to the public via boardofdirectors@wmata.com will be forwarded without delay to the Board or Committee members as appropriate for their information and consideration."

2. Public Comment at Committee Meetings

Committee Chairs may designate ~~action 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.

Comment [W3]: Propose revision to respond to RAC recommendation to permit designation of information items as well as action items.

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.

D. Procedures for Public Comment

1. Any person wishing to make comments pertaining to WMATA/transportation-related topics during the public comment period shall sign a speakers' list prior to the commencement of the meeting. The speakers list will be available ~~beginning at 9:00 A.M. on the day 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. WMATA staff 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.

Comment [W4]: Propose revision to adopt GWG recommendation because making list available at 9 am is not appropriate for meetings that may begin at 9 am.

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.

Comment [W5]: Some RAC members recommended additional ground-rules, such as whether the Board/Committee will entertain questions. The Chair, however, moderates the comment period and thus can set ground-rules on an as-needed basis.

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 ~~m~~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 ~~close of business~~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.

Comment [W6]: Propose revision in response to divergent comments from the RAC and MRO. Some RAC members expressed concern that there is not enough time to prepare comments, particularly when changes are made after Friday. On the other hand, MRO recommends that the proposed process provides enough time to submit comments by Wednesday.

B. Board Meeting Agenda

The following ~~agenda~~ 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)

A written record of formal actions taken by the Board or recommendations made by Committees 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

Comment [W7]: Propose addition in response to comments from the Governance Work Group (GWG). GWG recommends establishing a procedure for removal of agenda items from an open session agenda (such as when an item is moved to executive session). The GWG suggests this language: "Agenda items that the Board or Chairman wishes to remove from a published Board or Committee agenda should only be removed from the Board or Committee agenda in public session of the Board or Committee and the reason for removal should be publicly stated." The GWG recommends this change to the executive session bylaw, Article X.B, or procedure, Section VI. Since it deals with open session agendas, however, any such change may be more appropriate here.

Comment [W8]: Staff notes that current practice does not include separately posting copies of Committee recommendations on the WMATA website, except as included in Committee Reports in the Board agenda.

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 Bylaw Article X.A were heard, considered or discussed in the preceding executive session.

VII. Board Committees (Bylaws Article XII)

A. Formation

1. Committee membership is established by the Board Chair at the annual Board organizational meeting, which generally occurs at the regularly scheduled February Board meeting. Each Committee shall be chaired by a Principal Board Member and shall be a committee of the whole. A list of Committee Chairs and Vice Chairs for 2011 along with a tentative schedule of meetings is shown in Attachment 1.

Comment [W9]: NVTC asks, "Can the Chair change Committee membership after the initial appointments at the annual Board organizational meeting?"

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 [W10]: Propose revision to respond to GWG comments. GWG states: "It is not necessary that every Committee meet monthly or that any committee be a committee of the whole."

~~B. Committee Meetings~~

Comment [W11]: Attachment 1 will be included in a subsequent version of these draft Procedures.

~~The Finance and Administration Committee and the Customer Service and Operations Committee normally meet on the second Thursday of each month, and the Safety and Security Committee and the Planning, Program Development and Real Estate Committee normally meet on the fourth Thursday of the month, except in November and December, when they meet on the first and third Thursdays, respectively, as shown on the calendar in Attachment 2. The Audits and Investigations Committee and Governance Committee meet on an as-needed basis when convened by the Committee Chair.~~

Comment [W12]: Proposed deletion to respond to GWG comments. GWG states: "It is not necessary that every Committee meet monthly or that any committee be a committee of the whole."

CB. 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 herein.

VIII. Compact 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.

IX. Board Established Advisory Bodies (Bylaws Article XIV)

A. Accessibility Advisory Committee

AAC requests via Bylaw 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 Bylaw 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. 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.

Comment [W13]: Propose new section in response to RAC comments; see also proposed changes to Bylaws Article XIV. RAC comments state:

- RAC requests for WMATA staff information shall be made through the Office of the Secretary.
- WMATA staff shall promptly provide the requested information, unless the staff concludes the information falls under the exemption(s) provided in the bylaw.
- If WMATA staff declines a RAC request for information, staff shall 1) promptly prepare written documentation providing the basis for the denial, and 2) provide prompt notification of its denial, together with its written documentation, to the Board and the RAC chair.
- Key issue unresolved: What, if any, adjudication process for staff denials of RAC information requests?
 - o Board chair makes final decision?
 - o Board governance committee chair?
 - o Leave it open, and say something like, "The RAC may consult with the Board on resolution of staff denials."

Governance Work Group Comments on WMATA Board of Directors Draft Bylaws and Procedures

STATEMENT

The Governance Work Group (GWG) welcomes the opportunity to comment on the thoughtful and comprehensive draft Bylaws recently released by the WMATA Board of Directors and Governance Committee. It is evident that the WMATA Board has made significant progress in addressing governance issues. The GWG has identified several areas where clarification or more information is needed, including but not limited to the following:

- Establish budget development and performance measurement process;
- Development of a multi-year strategic plan;
- Coordinated budget planning process with funding jurisdictions; and
- Clarifying statements of purpose and process for Executive Sessions.

The GWG looks forward to continued cooperation and collaboration with the WMATA Board and the Governance Committee throughout the process of finalizing the Bylaws and Procedures. In addition, the anticipated GAO report on WMATA Governance, to be released this summer, will provide further insight into recommendations for improved governance and Board responsibilities.

BYLAWS

Budget Development Process

Improved/enhanced coordination is needed between WMATA and the funding jurisdictions to establish a timely budget development process, in order to coordinate with executive and legislative budget cycles in the jurisdictions.

- There is a need for more clarity with regard to GM/CEO responsibilities and Board responsibilities in the budget development process.
- The Board should ensure that staff continues to provide timely and consistent budget updates and financial reports to the funding partners.
- The GM/CEO should develop an annual work plan, similar to the New York Metropolitan Transportation Authority that outlines what is reviewed by the Board in each month.

Multi-Year Strategic Plan

The Bylaws mention all of the following:

1. Business Plan,
2. Mass Transit Plan, and

3. Strategic Plan

We recommend that the Board establish an overarching, multi-year strategic management process that would guide the development and content of annual reports, include specific performance measures and facilitate performance-based budget deliberations so that either the budget or service levels can be adjusted as necessary.

While there has been recent progress made by WMATA on elements of strategic planning, the Board should require strategic management practices through the Bylaws, to make it clear that strategic planning is not a one-time event or even a recurring event, but rather a way of continuously managing the agency, trying together budgeting, capital programming and performance measurement activities. Additionally, it should be clear that the board must approve strategic planning documents, to ensure that the plans reflect the policy direction of the agency and reflect regional consensus. Developing a multi-year strategic plan would help facilitate the objective that the Board focus on high-level policy and act as a regional body, as set forth by the proposed Bylaw Article II, which states that, “The Board is primarily responsible for policy, financial direction and WMATA’s relationship with its customers, jurisdictional partners and signatories.” There are many areas that the Board, Agencies and Stakeholders can consider to improve communication and business practices:

- Develop and share a Strategic Plan for the agency that includes a shared Mission and Vision that is widely communicated, understood and shared by stakeholders.
- Develop Specific Goals that help to implement the strategic plan and guide development of supporting actions, such as business plans, budgets, performance measures and other plans.
- Introduce a more detailed and longer range Business Planning process to assure that the Board and Stakeholders understand the longer term consequences of actions proposed today and to improve long term continuity.
- Assure that Cooperative Financial Planning is a two-way street with the Contributing Jurisdictions providing funding forecasts that can be used for advanced planning and the Agency supporting more detailed and multi-year forecasts of needs.

Recommendations for Specific Changes or Additions

A. Article II Board Responsibilities , Section B. Exercise Fiduciary Responsibility:

1. Article II.B.1: Propose that the business plan update be conducted at a specific interval rather than simply “from time to time.”
 - a. RECOMMENDED LANGUAGE: the Board shall approve a six-year business plan, which is updated every two years.¹
2. In general, with regard to the overall budget process, the Board should provide a more structured work plan in the development of the budget and ensure that WMATA provides appropriate financial reporting to the funding partners.

¹ The GWG is open to alternative timeframes.

- B. Article II Board Responsibilities , Section C. Oversee Planning, Operations and Customer Service:
1. Article II.C.8: ADD: The Board shall provide for a structured budget process that is developed in consultation with the funding jurisdictions and includes key milestones in the process for coordination and input. Additionally, the annual budget shall include a six-year fiscal plan with projected expenses, revenues, and subsidies which is developed in consultation with the jurisdictions.
 2. Article II.C.10: In addition to the adoption of “key performance and service standards” that “provide policy guidance regarding the quantity and quality of service,” the Board should include language requiring a *review mechanism to be implemented on a regular basis* in order to measure and/or monitor such performance and service standards.
- C. Article VII – ADD: The Board empowers the CEO to establish appropriate public and stakeholder involvement processes that allow for early and proactive engagement to inform board policy decision making.
- D. Article X, Sections A & B: COMMENT: In finalizing the bylaws, WMATA should give consideration to the Open Meetings laws of the jurisdictions, to mirror as closely as possible the policies for executive sessions, including the allowable exceptions for closed sessions and procedures for them.
- E. Article X, Section B. Procedures for Executive Session: ADD the following language to the second paragraph:
- “Agenda items that the Board or Chairman wishes to remove from a published Board or Committee agenda should only be removed from the Board or Committee agenda in a public session of the Board or Committee and the reason for removal should be publicly stated.”
- This proposal could be a Procedure rather than a By-Law, and, if so, it would be in Article VI., Executive (Closed) Sessions, new Section C of the Board Procedures.
- F. Article XII, Section A. Committee Structure: It is not necessary that every Committee meet monthly or that any committee be a committee of the whole. Also, this could be addressed as a comment on the Procedures – VII (B) Board Committees – Committee Meetings.
- G. Article XII. Section C. Committee Attendance and Voting: ADD the following language to the first paragraph:
- Only Committee members may vote at Committee meetings.
- This requirement conforms to existing policy.

- H. Article XIII. Public Hearings: CHANGE “reductions” to “changes” since major route changes that are not a reduction in service should also be subject to a hearing.
There needs to be a definition of major route change such as a defined change in the number of revenue service hours, a percent of route miles altered or a percentage of current customers affected by a change.
- I. Article XV. Standards of Conduct for Members of the Board: Change “Standards of Conduct” to “Code of Ethics” to conform to the new title for this document.

PROCEDURES

- Article III, Section D. Procedure for Public Comment:
 - A speaker’s list available for sign-up at 9 a.m. is not appropriate for Committee meetings that begin at 9 a.m. The language in the Procedures should instead state something to the effect of:
 - “The speaker’s list will be available at least 15 minutes before the scheduled start of the meeting...”

For further information, please contact:

Andrew J. Scott, Special Assistant to the Secretary
Maryland Department of Transportation
410-865-1095
ascott@mdot.state.md.us

Joint WMATA Governance Review Task Force

Sponsored by the Greater Washington Board of Trade and the Metropolitan Washington Council of Governments

May 23, 2011

Dear Members of the WMATA Board:

We are writing on behalf of the Joint WMATA Governance Review Task Force, organized by the Greater Washington Board of Trade and the Metropolitan Washington Council of Governments in 2010 to examine opportunities for governance reform at WMATA. On April 28, the WMATA Board invited comment by the Task Force, other stakeholders and the public on its efforts to respond to the Task Force's recommendations.

The Joint WMATA Governance Review Task Force has noted many positive steps taken by the WMATA Board to improve the agency's governance since the release of our report, *Moving Metro Forward*, in November 2010. The Task Force applauds the actions you have taken that correspond to some of our key recommendations—defining the General Manager as Chief Executive Officer and giving the position clear authority and autonomy to oversee WMATA's day-to-day management, ending the custom of rotating the office of Chair annually among the three jurisdictions, and creating a Governance Committee to strengthen governance and improve accountability. We welcome the invitation for input on your proposed bylaws and procedures and would like to submit the following comments.

- We are pleased that Article II of the bylaws defines the Board's responsibilities and Article III of the bylaws defines the Chair's responsibilities, which include representing the Board as its primary spokesperson. The lack of clearly delineated responsibilities among WMATA's governing entities was a major finding in our report. We had also found the role of the Chair is not structured to provide strong leadership to the WMATA Board.
- We are pleased that Article XII of the bylaws formalizes WMATA's committee structure by including the standing committees in the bylaws. The Task Force had found that an unstable committee structure, which could be changed year to year by new Board Chairs, did not encourage effective decision-making.
- We are pleased that Article XII of the bylaws gives the Governance Committee the responsibility for overseeing a Board member orientation program. The Task Force had found that WMATA lacked an orientation process for Board members to prepare them for their role and responsibilities, develop a better understanding of the system, and build cohesion. We hope that part of this orientation program will include an annual retreat or conference to bring together Board members and management as well as elected officials and stakeholders. WMATA once held an event like this but it was discontinued.

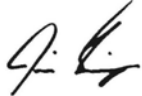
The Task Force would also like to address three concerns with the proposed bylaws.

- In our report, we found WMATA’s use of alternate members to be highly unusual for a transit board and in conflict with the WMATA Compact, which explicitly states that alternates should act only in the absence of their jurisdictions’ members. We urged the Board to restore the alternate members to their intended role—they should participate in WMATA’s governance only when primary members are absent. The Governance Committee has rejected this recommendation, instead formalizing the role of the alternates as equal “Board Members” in Article I of the bylaws. We understand that this is because the Governance Committee believes the Board needs alternates in addition to its eight principal members to perform its role effectively. The Task Force maintains, however, that the ultimate means of addressing this issue is through a Compact change to eliminate alternates and increase the number of principal members from two to three for each appointing authority.
- We found the threat of using the veto has acted as an impediment to making the best regional decisions and urged the Board to adopt a policy to limit its use to matters relating to the budget or system expansion. We believe that Article VIII of the bylaws and the Board procedures move WMATA in the right direction on this issue by including a new process to attempt to resolve disputes prior to invoking the veto. However, we believe the Governance Committee should include a policy to limit its use to the budget and system expansion per our recommendation. The Task Force also maintains that the Signatories should determine the appropriate role of the veto and give serious consideration to eliminating it entirely through a Compact change.
- We noted the inclusion of the Second Vice Chair position in Article III of the bylaws, which seems to be a holdover from WMATA’s past when it rotated the Chair among jurisdictions. During our research, the only agencies that identified a Second Vice Chair were ones with a jurisdictional rotation. While we believe WMATA has moved beyond this custom, we also see no reason to include this position in the bylaws.

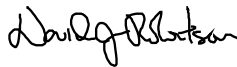
Finally, the Task Force is pleased that the WMATA Board is coordinating with the tri-state Governance Work Group as it prepares a report for the Governors of Maryland and Virginia and the Mayor of the District of Columbia, which will address some of our other key recommendations, including the Board appointment process and the jurisdictional veto.

Thank you for your consideration of our comments. We look forward to continued partnership to help improve WMATA’s governance and ensure the system’s success in the coming decades.

Sincerely,



James C. Dinegar, President
Greater Washington Board of Trade



David J. Robertson, Executive Director
Metropolitan Washington Council of Governments

Cc: Vincent C. Gray, Mayor, District of Columbia
Martin O’Malley, Governor, Maryland
Robert F. McDonnell, Governor, Virginia

BoardSecretary@wmata.com
BoardofDirectors@wmata.com

May 27, 2011

Ms. Mary Hynes
Chair
Governance Committee
Board of Directors
Washington Metropolitan Area Transit Authority (WMATA)
600 Fifth Street, N.W.
Washington, D.C. 20001-2693

Re: MetroRiders.Org Supports the Development of Bylaws and Revised Procedures of the WMATA Board of Directors But Favors Greater Transparency to More Fully Involve All Stakeholders

Dear Ms. Hynes:

MetroRiders.Org, representing the interests of transit riders in the Washington, D.C., metropolitan area, appreciates the opportunity to provide public comment on the continuing efforts of the Governance Committee and the full WMATA Board of Directors to develop Bylaws for the Board and to revise the Board's Procedures. However, we believe that additional changes to the current documents under consideration¹ are needed to assure the greatest practical amount of transparency with respect to the Board's development of policy positions that will affect Metro transit riders and other stakeholders.

Our comments below are limited to the issues outlined in the Committee's Work Plan² and similarly do not include our suggested changes to the Washington Metropolitan Area Transit Authority Compact ("Compact") that would require approval by the State of Maryland, the Commonwealth of Virginia, the District of Columbia, the United States Congress, and enactment by President Obama. Our suggestions are thus limited to changes that the WMATA Governance Committee and Board can and should adopt on their own.

-- Suggestions in General

Our comments are concentrated on the operations of the WMATA Board's Committees because that is where virtually all of the Board's work gets done. Monthly Board meetings are generally

¹ Draft Bylaws (Public Comment Draft of April 28, 2011); Revised Procedures (Public Comment Draft of May 12, 2011)

² Annotated WMATA Governance Committee Work Plan as of April 28, 2011.

formal, pre-scripted events that adopt the recommendations previously developed by the Board's Committees. Thus, comments offered by stakeholders during the public comment period at those full Board meetings are too late to influence the decisions about to be taken on the Committees' recommendations. The Board Committee meetings are "where the action is."

Secondly, while Metro system users (Metrorail, Metrobus and MetroAccess) and the Contributing Jurisdictions each cover about half of WMATA's costs (excluding Federal grants), there is increasing WMATA Board transparency in the process surrounding transit users' revenue contributions (public hearings on proposed fare increases, etc.). In contrast, all the Board's financial negotiations with the Contributing Jurisdictions (which appointed all the Board members!) are conducted outside public view and without any stakeholder or public knowledge.³ There should be as much transparency in WMATA's dealings with the Contributing Jurisdictions for needed contributions as there is in the WMATA Board's deciding future fare increases to be paid by transit system users.

1. Providing the Public with Board and Committee Agendas and Supporting Documents on the Friday before the Following Thursday WMATA Board Meetings is Highly Important so that Any Public Comments can be Forwarded to Board Members in Time for Their Consideration

We appreciate the text in the Revised Procedures (at Procedures IV.A.) reinforcing the benefits of the WMATA staffs' posting Committee and Board meeting agendas and supporting documents on the WMATA website on Friday afternoon at the same time those materials are distributed to Board Members. All-volunteer groups have a multi-step process to generate information and comments back to WMATA in response to agenda items of concern. We all need that lead time.

For example, MetroRiders.Org activists often exchange emails over the weekend as to whether organizational comments ought to be prepared and sent to Board Members in advance of their scheduled Thursday (morning) meetings. Monday and Tuesday then are used for developing consensus – by emails and phone calls -- on what policy positions should be advanced. Final text is generally forwarded to boardofdirectors@wmata.com by early Wednesday afternoon for distribution to Board Members.

We question whether those submitted comments are actually forwarded in a timely fashion to Board/Committee Members or whether those email submissions are delayed by WMATA staff

³ In September 2008, Metro staff presented the Board with its latest Capital Needs Inventory, outlining more than \$11 billion in rail and bus and infrastructure needs over the next ten years (FY2011 – FY2020). On October 8, 2009, staff prioritized those needs down to \$8 billion over the decade. Based on private discussions with the Contributing Jurisdictions, the former Metro General Manager in February 2010 shrunk the capital budget further to \$5 billion over six years. The Jurisdictions, again in private, reduced that total further to \$4.6 billion by April 22. Media and public pressure resulted in the higher but inadequate \$5 billion budget figure being restored for Committee approval on May 13. The riding public was completely excluded from these private negotiations among the Contributing Jurisdictions and the WMATA Board and staff. As a result, there are no capital funds budgeted through FY2016 to start acquiring any additional Metrorail cars to meet anticipated capacity needs, assuring unacceptable levels of congestion during weekday peak period operations for transit users later in this decade and well into the next.

for their later preparation of responses. Accordingly, we recommend that the Bylaws be clarified to assure that Committee and Board Members do receive such submitted comments without delay.

Amend Article VII, COMMUNICATION WITH PUBLIC, to substitute the following for the last sentence thereof: “Board and Committee meetings (including emergency sessions of the Board but excluding executive sessions) will be publicly ~~broadcast~~ webcast to the extent technologically feasible. All comments on Board and Committee agenda items submitted by the public via boardofdirectors@wmata.com will be forwarded without delay to the Board or Committee members as appropriate for their information and consideration.”

2. Board Members Should be Encouraged to be Regular Metro Riders

There is recurrent criticism that many WMATA Board Members do not regularly use Metro transit services and thus don't have the same experiences as other transit system users, and that, accordingly, they are less well prepared to carry out their Board responsibilities. Adding a hortatory clause to the Bylaws may (a) encourage Board Members to ride Metro; and/or (b) encourage the appointing jurisdictions to select future Board Members in part based on their ability and willingness to use Metro's transit systems.

Amend Article II, BOARD RESPONSIBILITIES at D, Exercise Individual Responsibility as a Member of the Board, to add a new first sentence, as follows, and to renumber the existing sentences accordingly: “1. Regularly use Metro (Metrorail, Metrobus, MetroAccess) services.”

3. Neither the Draft Bylaws nor the Revised Procedures Establish Voting Procedures for Committee Meetings

The draft Bylaws at Article XII C., Committee Attendance and Voting are mislabeled as they don't establish any procedure for any Committee's voting on any item to be recommended to the Board for action (as contrasted with Article VIII G., Voting, establishing voting requirements at Board meetings). Nothing in the Compact precludes all Principal and Alternate Board members from serving on and voting in any or all Committees because “The Board shall provide for its organization and procedure.” (Compact Section 3, ORGANIZATION AND AREA, 7. Organization and Procedure). The Bylaws should establish voting procedures for Committee meetings as well.

Amend Article XII, COMMITTEES at C. Committee Attendance and Voting, to add an additional sentence at the end: “All members of a Committee shall be eligible to vote on Committee matters and a majority of Committee members present and voting is required to make recommendations to the Board.”

4. Revised Bylaws Should Reflect the Substantial Time Commitment that WMATA Board Membership Entails

In their last two meetings, members of the Governance Committee have bemoaned the substantial time commitments that WMATA Board membership has required, particularly for the many new Board members. There's talk of changing what the Committees do ("Sometimes less is more.") so as to reduce the amount of time busy Board members must devote to WMATA matters down just to "vision, oversight and revenue raising functions."

We believe that WMATA Board membership and Committee participation must involve substantial amounts of time to do it right. The appointing jurisdictions should assure themselves that prospective Board members can provide all the time that is required for full WMATA Board involvement. Current Board members can resign if they can't spare the needed time.

The draft Bylaws suggest that Committee chairs may limit debate "[I]n recognition of the limited time that is available for the conduct of Committee business." That sets the absolutely wrong tone. We recommend deletion of that language because the Board should increase the amount of time available for Committee meetings as needed to assure that all Board Members receive enough information to decide matters wisely.

Amend Article XII, COMMITTEES at C. Committee Attendance and Voting, so that (a) the third sentence thereof reads: "~~In recognition of the limited time that is available for the conduct of Committee business,~~ Committee chairs may limit debate."

5. The Public Should Have Some Time to Review and Comment on Committee Recommendations Scheduled for Board Action

Sometimes a Board Committee makes a recommendation at 10 a.m. on a Thursday for Board action at the immediately following 11 a.m. Board Meeting. We believe that any voting Board member should be allowed, in her discretion, to defer Board action on any Committee recommendation that hasn't been open for public comment for seven days.

Amend Article VIII, BOARD MEETINGS at G. Voting, by adding a sentence at the end thereof reading: "Any Principal Director may defer Board action on any recommendation of a Committee that was adopted less than seven days before the current Board meeting."

6. The Draft Bylaws and Procedures Generally Provide for Maximum Public Monitoring of WMATA Committee and Board Meetings

We appreciate the Board's past and continuing efforts to use technology to allow the public to monitor all Committee and Board meetings by live webcast, to listen to recordings of past WMATA meetings, and, in the future, to locate specific topics of past Board discussion on the WMATA website. We assume this practice would also cover emergency sessions of the Board or Committees that don't involve matters reserved for executive session.

Amend Article XI, EMERGENCY SESSIONS OF THE BOARD, so that the last sentence thereof reads: “5. To the extent feasible, in the circumstances of the emergency situation the proceedings of an emergency session shall be ~~broadcast~~ webcast to the public and recorded for later posting on the WMATA website.”

7. Board Negotiations with the Contributing Jurisdictions and the Jurisdictional Coordinating Committee Should be Open and Transparent


Currently, as noted in footnote 3, above, the Board and WMATA staff use meetings of the Jurisdictional Coordinating Committee (JCC) – staff members of the Contributing Jurisdictions - - to communicate and negotiate with the Contributing Jurisdictions on capital funding budgets, upcoming Board agenda items, and other items – all completely out of public view. The public only gets to see the final results when they are presented to the WMATA Board.

We believe that Board and WMATA staff discussions with the Contributing Jurisdictions should be as public and transparent as, for example, the completely open Board and WMATA staff discussions with its Riders Advisory Council. Transit users and Contributing Jurisdictions provide equal funding to WMATA and one communication process should not be open and the other secret. The public’s ability to monitor (but not participate in) JCC meetings would allow earlier and more informed public involvement when JCC agenda items reach the WMATA Board. Similar to the process included for the WMATA Board and its Committees, the JCC could go into executive session for discussion of a sensitive item.

Amend Article VI, JURISDICTIONAL COORDINATING COMMITTEE, to modify the last two sentences thereof to read “JCC meetings are open to participating jurisdictional and WMATA staff, invitees and the public. The JCC may go into executive session for discussion of any sensitive agenda item. Board members are provided copies of the agenda and meeting summaries; these documents will also be timely posted on the WMATA website.”

Again, MetroRiders.Org appreciates the opportunity to comment on the Governance Committee’s draft Bylaws and revised Procedures.

Sincerely,



Jack Corbett
Director



Kevin Moore
Director



600 Fifth Street NW
Washington, DC 20001
202-962-2891

June 3, 2011

Chair Hynes and Members of the Board's Governance Committee:

On behalf of the Riders' Advisory Council, I would like to thank the Board and, specifically the Board's Governance Committee for its diligent and thoughtful work at strengthening Metro's governance. By developing bylaws and revising the Board's Procedures to reflect comments from the various reports on Metro's governance, including the RAC's, as well as comments from other stakeholder groups and members of the public, the Board has developed a strong framework to lead Metro in both its policy-development and oversight roles.

The Council appreciated the opportunity to discuss the Board's draft Bylaws and Procedures with Governance Committee Chair Mary Hynes and Board Member Kathy Porter at its May meeting. It is our hope that the discussion at that meeting, which focused on the relationship between the Board and the RAC and on how to involve the public in the Board's decision-making process was helpful to the Board as it revises its draft governance documents.

In addition to the comments provided to Mrs. Hynes and Ms. Porter at its May meeting, the Riders' Council would also like to suggest language for the Board's Bylaws and Procedures to more clearly define the Council's role, as well as its relationships with the Metro Board and Metro staff.

Bylaws:

The Council would ask that the Board consider adding the underlined text below to the Board's Bylaws, as part of Article XIV B (Board-Established Advisory Groups). This language is modeled on the language used in the bylaws to define the role and responsibilities of the Jurisdictional Coordinating Council. The RAC is finalizing its own procedures related to requests from Metro staff (see third paragraph below) and looks forward to sharing those with the Board shortly.

"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 on such matters.

To fulfill its responsibilities as provided in the RAC bylaws, the RAC may make requests for information from WMATA staff, pursuant to procedures adopted by the RAC for such requests. The Board recognizes the value of the RAC having access to WMATA information, and expects WMATA staff to promptly assist the RAC by providing such information, unless to do so would impose an undue burden, or the information involves a matter which would be considered by the Board in executive session as listed in Article X of the Board bylaws.

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

Board Procedures:

The current draft of the Board's Procedures does not include any language regarding the RAC. The Council would like to suggest adding the language below; this section can be placed wherever the Board deems appropriate. This language would help clarify the Council's roles and responsibilities as well as establish processes for the Council to work with the Board and Metro staff to carry out its duties.

"A. Goals of the RAC

The goals of the RAC are to:

1. Advise the Board of Directors on operating and budgetary issues that have a direct impact on Metrorail, Metrobus and MetroAccess riders.
2. Encourage rider awareness of the Riders' Council and of the opportunities that the Council provides for riders to make their voices heard;
3. Seek input from a broad range of Metro riders;
4. Promote meaningful public participation in WMATA decision-making processes;
5. Encourage open decision-making process by WMATA that clearly reflects riders' needs and concerns;
6. Support improvements in service;
7. Aim for a high level of rider satisfaction with WMATA; and
8. Strive for a high level of public confidence in WMATA.

B. Responsibilities:

The Riders' Council shall serve in an advisory capacity to the WMATA Board and may work with staff to:

1. Educate themselves about the Metrorail/bus system, the budget process, and the administrative process as they relate to providing transportation by bus, rail and paratransit;
2. Review, analyze, and prepare recommendations on issues that relate to the provision of Metrorail, Metrobus and MetroAccess service
3. Hold public forums with special focus on an issue, geographical location, or targeted group as necessary to respond to riders' concerns and apprise WMATA of the date and time of such public forums;
4. Attend, listen, and speak at community meetings to better learn and represent riders' perspectives;

5. Develop recommendations which take into consideration the needs of people throughout the Transit Zone and which consider the financial impacts of different solutions on both customers and WMATA;
6. Execute and adhere to the Riders' Council Standards of Conduct Policy;
7. Establish annual goals for the Riders' Council;
8. Interact with the Metro Accessibility Advisory Committee (A.A.C.), which advises the Board on Metro's programs and transportation facilities insofar as they affect customers with disabilities and those who are elderly; and
9. Interact with other advisory groups established by WMATA.

C. Requests for presentations or information

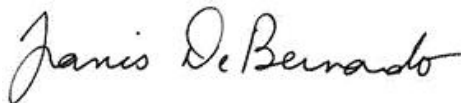
RAC requests for WMATA staff information shall be made through the Office of the Secretary. WMATA staff attend RAC meetings and make presentations on requested issues and promptly provide any requested information, unless the staff concludes the information falls under the exemption(s) provided in the bylaws.

If WMATA staff declines a RAC request for information, staff shall 1) promptly prepare written documentation providing the basis for the denial, and 2) provide prompt notification of its denial, together with its written documentation, to the Board and the RAC chair."

We appreciate this opportunity to offer our comments on the Board's Bylaws and Procedures and thank the Board for its work in strengthening Metro's governance.

Please don't hesitate to contact me or the RAC's Governance Committee Chair, David Alpert, should you have any questions or comments regarding the suggestions put forward in this letter.

Sincerely,

A handwritten signature in cursive script that reads "Frank DeBernardo".

Frank DeBernardo, Chairman



600 Fifth Street NW
Washington, DC 20001
202-962-2891

June 8, 2011

Dear Mrs. Hynes and Members of the Board:

The Riders' Advisory Council wishes to thank you all for your hard work on the Board bylaws and procedures and for incorporating several suggestions from the RAC's recent recommendations concerning bylaws and procedures that pertain to the RAC itself.

In the RAC's original draft we left one element as an open question. We appreciate the Board's tentative adoption of language that clarifies the Board's desire for staff to make presentations and information available to the RAC to perform its stated goals and objectives as outlined in its bylaws. We hope that staff will always be happy to provide information to the RAC and that the RAC will always make only reasonable requests for information.

In the event that some question arises about whether certain information or a certain presentation should or should not be provided, the RAC would appreciate if the Board would make a determination. We suggest that you include language in the Procedures specifying that the Board can review such issues should there be a disagreement between staff and the RAC, and potentially also defining the process by which the Board would make this decision, whether from the full Board, the Governance committee, the Board Chair or another member, or through some other process.

Also, the RAC has adopted a procedure by which it will make requests, as a body, for staff to provide information. We felt it was important that you have the opportunity to view these procedures as you make decisions about bylaws language:

A RAC member or committee may propose a project for the RAC which involves requesting information from Metro staff. The member or committee chair will consult with the RAC Chair and the RAC's staff member to determine both the purpose of the request and the time involved for Metro staff to fulfill it. Only requests that are pertinent to the RAC's mission and business will be considered.

The RAC Chair, in consultation with the Vice-Chairs, will make a judgment about whether the request should go forward as a request from the RAC. If the Chair denies the request, the member or committee chair has the option to appeal to the full RAC for a vote. A simple majority would be needed to overrule the Chair's decision.

Thank you again for your hard work on the bylaws and procedures and for your attention to these issues.

Sincerely,

A handwritten signature in black ink that reads "Frank DeBernardo". The signature is written in a cursive style with a large, prominent "F" and "D".

Frank DeBernardo, Chairman

NVTC Comments on WMATA By-Laws and Procedures

By-Laws:

- P. 1 Article II: “The Board speaks with one voice.” Repeated on P. 3 (II.D.6.) Are board members not permitted to advocate for any change in policy once the Board has acted? Needs to be qualified to say something like “Board members should accurately state the actions of the board, even if they may disagree with those actions.”
- P. 3 Article II.D.3: “Standards of Conduct” should be “Code of Ethics.”
- P. 4 Article III: “First among equals” is a cliché and the duties of the chair vis-à-vis the other board members should speak for themselves. The chair has greater responsibilities in the By-Laws and is therefore not “equal” except having only one vote.
- P. 5 Article IV: “...are guided by mutual respect and confidence in each other’s role.” Needs to be qualified to state that this is a target, not an accomplished fact.
- P. 5 Article V: One of many references to the General Manager and Chief Executive Officer. Elsewhere only the CEO is used when responsibilities are described, leaving it unclear whether those responsibilities also apply to the General Manager. Should all references say GM/CEO?
- P. 5 Article V: Any request for a study affecting more than one signatory is referred to the Board. Why not any activity requiring staff time? What is special about a study?
- P. 7 Article VIII: Advance notice should be defined.
- P. 13 Article XII.C: The heading says “Committee Attendance and Voting” but voting is not described at all. Do alternates vote together with principals in committees?

Procedures:

- P. 6 Article VII.A.1: Can the chair change committee membership after the initial appointments at the annual Board organizational meeting?