

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

Action Information

MEAD Number:
201621

Resolution:
 Yes No

TITLE:

Update to Board Bylaws and Procedures

PRESENTATION SUMMARY:

Staff is seeking Board approval for revisions to the Bylaws and Procedures.

PURPOSE:

Board approval of revisions to the Board's Bylaws and Procedures.

DESCRIPTION:

Every year, the Board and staff undertake a review of the Bylaws, Procedures and Code of Ethics. As a result of a recent review, the Board will be asked to approve revisions to the Bylaws and Procedures regarding the General Counsel reporting relationship, the change in title for the Board Corporate Secretary and meeting minutes.

Key Highlights:

- The Board's Bylaws have been updated to reflect changes to the General Counsel reporting relationship and Board Corporate Secretary title, and to meet the Compact requirement of taking minutes at meetings.
- The Board's Procedures have also been updated to reflect the changes to the General Counsel reporting relationship, and to conform to the Bylaws revisions regarding meeting minutes.

Background and History:

The review of Board governance documents occurs annually. The Bylaws, Procedures and Code of Ethics are reviewed to ensure compliance.

Discussion:

This item requests the Governance Committee's consideration of revisions to the Bylaws and Procedures. The Bylaws have been amended to reflect the General Counsel's new dual reporting relationship to the Board and the General Manager. The General Counsel will primarily report to the Board and have a dotted line reporting

relationship to the General Manager. Through a direct reporting relationship with the Board, and a dotted line with the CEO, the General Counsel can most effectively fulfill the responsibilities to advise the Board and WMATA staff on legal matters, represent WMATA's interests, address statutory and regulatory compliance, and support effective operations and achievement of WMATA objectives.

The Bylaws have also been revised to meet the Compact requirement of taking minutes at meetings. The Procedures have been updated to reflect these changes as well. Finally, the Bylaws reflect the updated title of the former "Board Secretary" to the current "Board Corporate Secretary" - This is a pro forma edit, which has already been made to the Board Procedures.

FUNDING IMPACT:

Define current or potential funding impact, including source of reimbursable funds.	
Project Manager:	Phil Staub/Jennifer Ellison
Project Department/Office:	COUN/SECT

No impact on funding; administrative action

TIMELINE:

Previous Actions	April 2015 - The Board Procedures were updated to reflect the new title of Board Corporate Secretary and new Board committee assignments.
Anticipated actions after presentation	September 2015 – Revisions to the Code of Ethics

RECOMMENDATION:

-Board approval to update the Board Bylaws and Procedures

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

Article II - BOARD RESPONSIBILITIES

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

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

C. Engage in Strategic Regional Leadership

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

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, including specific service standards, and the fares and charges to be made therefore.
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. Upon such terms and conditions as it may deem appropriate, enlarge the Transit Zone to embrace any additional area when advised by the Northern Virginia Transportation Commission or the Washington Suburban Transit Commission that the geographical area embraced therein has been enlarged.

E. Exercise Individual Responsibility as a Member of the Board

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

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

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

Article III - BOARD OFFICERS

The Board annually elects a Chair, a First Vice-Chair and a Second Vice-Chair. The election is held at the January Board meeting each year. These Officers shall be elected without regard to jurisdiction of residence or representation.

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

A. Facilitates Work of Board

1. Leads the development of Board policies and encourages Authority practices that ensure transparency, accountability, customer service, regular communication practices and prudent financial decision-making.
2. Chairs all Board meetings, and 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. Recommends Board Committee chairs and members to the Board; appoints any special or ad hoc committees that may be needed, and resolves any questions of Committee jurisdiction over issues. *See* Article XII.A.
4. Maintains communication with Board Committee chairs and members to ensure awareness and understanding of important issues.
5. Builds strong relationships among Board Members.
6. Facilitates annual self-evaluation of the Board and its Committees.
7. Limits use of the "jurisdictional veto" by facilitating the resolution of disputes between Board Members representing different signatories. *See* Article VIII.H.
8. Initiates the hiring process for the CEO, ~~Board Secretary~~Board Corporate Secretary, General Counsel and Inspector General.
9. Initiates the annual performance review of the CEO, ~~Board Secretary~~Board Corporate Secretary, General Counsel and Inspector General.

B. Establishes Strong Board and CEO Relationship

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

C. Fosters Board Communication with External Stakeholders

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

In the absence or inability of the Chair to serve, the First 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 First Vice-Chair to serve.

Article IV - BOARD-CEO RELATIONSHIP

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

Article V - BOARD COMMUNICATION WITH CEO AND OTHER OFFICERS

All requests to staff by Board Members are directed to the General Manager and Chief Executive Officer (CEO), General Counsel, Inspector General or ~~Board Secretary~~Board Corporate Secretary. Copies of requests shall be provided to the ~~Board Secretary~~Board Corporate Secretary who shall inform all Board Members of the requests. All responses to Board Member requests are distributed to all Board Members, as are pertinent inquiries from jurisdictions and the corresponding responses.

Any request for a study that contemplates a change in the Adopted Regional System or other Board-approved plan or which affects more than one signatory, is

referred to the Board for discussion and appropriate action before any staff resources are authorized by the CEO.

Article VI - JURISDICTIONAL COORDINATING COMMITTEE

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

Article VII - COMMUNICATION WITH PUBLIC

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

Article VIII - BOARD MEETINGS

A. Schedule

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

B. Quorum

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

C. Special Meetings

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

D. Public Notice

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

E. Public Comment

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

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~~Board Corporate Secretary, shall act as a body.

G. Voting

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

H. Limiting Jurisdictional Vetoes

The Compact voting requirements establish what is commonly referred to as the "jurisdictional veto," because, for other than a plan of financing or a mass transit plan, one signatory can block the proposed action of the Board. Board Members are responsive to their jurisdictional concerns, yet also have responsibilities to WMATA and the region as a whole. All Board Members will provide advance notice of the intent to invoke a

jurisdictional veto, and will attempt to resolve disputes over proposed actions prior to invoking a jurisdictional veto. The Chair shall facilitate the resolution of disputes that may lead to a jurisdictional veto.

Article IX - AGENDA, MINUTES AND PARLIAMENTARY AUTHORITY

A. Agenda Development and Distribution

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

B. Record of Board and Committee Meetings

1. Public (open) Board and Committee Meetings. ~~There~~ Office of the Board Corporate Secretary shall ~~be make~~ a recording of every ~~Board and Committee open meeting, except for executive (closed) sessions pursuant to Article X, to be~~ and make it available for public review at the Office of the ~~Board Secretary~~ Board Corporate Secretary and on the WMATA website. The written records, including minutes, of ~~Board open~~ meetings shall be prepared by the Board Corporate Secretary, approved by the Board and made available to the public.

2. Executive Sessions of the Board or a Committee. The Office of the Board Corporate Secretary shall prepare minutes of every executive session, which shall be approved by the Board in open session. Executive session minutes are not made available for public review. There is no recording of executive sessions.

C. Parliamentary Authority

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

Article X - EXECUTIVE (CLOSED) SESSIONS

A. Matters Appropriate for Executive Session

The Board, and Committees as provided in this Article, the Board's Code of Ethics or 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. Pending or proposed legislation.

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),² or as provided in the Procedures or Code of Ethics.

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

~~Minutes of executive sessions will not be kept.~~ Attendance at executive sessions of the Board is limited to Board Members, the CEO, the ~~Board Secretary~~Board Corporate 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 First 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.

² 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
7. Executive Committee

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

B. Committee Chairs and Membership

1. Committee Chairs

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

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

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

2. Committee Membership and Meetings

Any Board Member may attend and participate in Committee meetings, unless expressly provided otherwise in these Bylaws, the Procedures or the Code of Ethics. Only Committee members can vote in Committee. A majority of any Committee's membership constitutes a quorum provided it includes at least one member from each signatory and

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

Committees may meet in executive session only as provided in Article X, in the Board Procedures or in the Code of Ethics.

C. Board Committee Responsibilities

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

The **FINANCE AND ADMINISTRATION COMMITTEE** monitors the financial integrity and viability of the Authority and its programs and services. The Committee develops budget preparation guidance; recommends capital and operating budget approval to the Board; monitors capital and operating budget implementation and management; reviews the business plan; 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 provides policy direction and guidance to the Inspector General. The Committee receives and reviews significant audit and investigative findings and corrective actions; establishes criteria and mechanisms for forwarding those findings to the Board; receives and reviews the recommendation of the Inspector General on the selection of the external auditor and recommends appropriate action to the Board; sets expectations for the due diligence of the external (financial statement) auditor, reviews the reports of the external auditor and reviews a staff-provided risk analysis of each finding of the external auditor. The Committee resolves disagreements between external auditors, WMATA's Office of Inspector General and WMATA management. The Committee ensures that each Board Member receives audit awareness training within one year of becoming a Member of the Board. The Committee will meet in public session at least two times annually, at least two times annually with the Inspector General, and meet with the external auditor once before and once after conducting the annual audited financial statements of the Authority.

The **CUSTOMER SERVICE AND OPERATIONS COMMITTEE** ensures 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 and input from the Accessibility Advisory Committee and the Riders Advisory Council.

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

The **GOVERNANCE COMMITTEE** is responsible for maintaining all Board governing documents—Strategic Plan, Bylaws, Procedures and Code of Ethics—in order to improve effective policymaking, oversight, communications and outcomes. The Committee shall develop revisions and enhancements to these documents using a process of open discussions with stakeholders and other interested parties, ensuring any recommended actions are consistent with Compact requirements. The Committee shall implement an orientation program to assist all Board Members in understanding the

transit system and their individual and Board roles and responsibilities, while building cohesion among the Members. The Committee is also responsible for nominating candidates for Board Chair, First Vice-Chair and Second Vice-Chair. The Committee shall ensure the timely and regular completion of Board self-evaluation, and shall also oversee the hiring process and annual performance review of the CEO, ~~Board Secretary~~Board Corporate Secretary, General Counsel and Inspector General.

The **EXECUTIVE COMMITTEE** is responsible for sound Board processes; acting as liaison to the Board-Established Advisory Bodies; serving as the Board's Ethics Committee pursuant to the Board's Code of Ethics; and additional responsibilities assigned by the Chair. The Chair, First Vice-Chair, Second Vice-Chair and immediate past Chair shall form the Executive Committee. The Chair will appoint any additional members necessary for the Executive Committee to include one representative from each signatory and one from the federal government.

Article XIII - PUBLIC HEARINGS

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

Article XIV - BOARD-ESTABLISHED ADVISORY BODIES

A. Accessibility Advisory Committee³

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

For matters coming before the Board that are of significant interest to seniors and persons with disabilities, the Board shall, to the extent reasonably possible, provide time

³ The Accessibility Advisory Committee (AAC) was created in 1979. The ACC Bylaws were adopted on February 21, 2011, through Resolution 2011-09.

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

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

B. Riders' Advisory Council⁴

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

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

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

Article XV - CODE OF ETHICS FOR MEMBERS OF THE BOARD

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

⁴ The Riders' Advisory Council (RAC) was created by the Board through Resolution 2005-44, which also adopted the RAC Bylaws. The RAC Bylaws were revised on January 28, 2010, through Resolution 2010-01.

Article XVI – TRAVEL POLICY FOR MEMBERS OF THE BOARD

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

Article XVII - BYLAW AMENDMENTS

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

Procedures of the Washington Metropolitan Area Transit Authority Board of Directors

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PROPOSED

Washington Metropolitan Area Transit Authority Board of Directors

Procedures

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

A. Board Member Requests

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

B. Communication with General Counsel

~~1. The General Counsel has a dotted-line reporting relationship with the Board, with primary reporting to the CEO. Notwithstanding this formal reporting relationship, the Board seeks regular and open communication with the General Counsel.~~

~~The General Counsel may request a meeting with the Board or appropriate Committee whenever there is an issue that requires immediate consideration.~~ The Board seeks regular and open communication with the General Counsel. Accordingly, the Board of Directors or any of its Committees may request a meeting with the General Counsel at any time. In addition, each quarter the General Counsel will, in executive session: a) advise the Board on matters as appropriate; b) provide status of major litigation and high-profile issues; c) discuss upcoming challenges and opportunities; and d) present any other matters appropriate for executive session.

~~2. The Board of Directors or any of its Committees may request a meeting with the General Counsel at any time.~~

II. Jurisdictional Coordinating Committee (Bylaws Article VI)

A. Reporting Responsibility

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

B. Organization

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

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

A. Responding to Written Communication from Customers and Stakeholders

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

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

B. Public Comment at Board and Committee Meetings

Oral and written comments are welcome and receive equal consideration. Written comments may be submitted electronically, and the WMATA website will describe a convenient and accessible method for electronic submission. Persons unable to submit electronic comments may bring a copy of their comments to the Board Corporate 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 Corporate Secretary will administer the Public Comment procedures, and will maximize the benefits of technology and other available methods to ensure the earliest possible notice regarding issues on which comments will be received, that commenting is convenient, and that comments are promptly shared with the Board.

1. Public Comment at Board Meetings

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

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

2. Public Comment at Committee Meetings

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

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

C. Procedures for Public Comment

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

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

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

4. At the public comment period, each person will be limited to a time not to exceed two minutes. The Chair shall have discretion to modify the allotted time for

speakers, and shall do so before the start of public comment. WMATA staff is responsible for ensuring the time limit for each speaker is not exceeded.

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

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

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

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

A. Agenda Development and Distribution

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

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

B. Board Meeting Agenda

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

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

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

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

C. Limiting Jurisdictional Vetoes

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

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

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

B. The Board Corporate Secretary shall file executive session minutes and share them with Board members, including:

1. the kind of meeting (e.g. Executive session);
2. the date and time of the meeting;
3. the names of the Members present;
4. a list and description of business discussed; and
5. the time of adjournment.

Minutes of executive sessions are not made available for public review.

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

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

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

VII. Board Committees (Bylaws Article XII)

A. Formation

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

2. When proposing Committee membership, the Chair will seek to ensure that, to the extent possible, Committee members have or can avail themselves to expertise germane to each Committee's areas of responsibility. Thus, to the extent available from appointed Board Members, at least one member of the Audits and Investigations Committee will have expertise in financial matters.

3. 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.

B. Committee Agendas

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

C. Audits and Investigations Committee Review and Acceptance of Audit Reports

1. The Inspector General ("IG") shall submit each final draft report, resulting from a performance audit/evaluation, to the Audits and Investigations ("A&I") Committee for review, with informational copies to all other Board members as required by the Board's Bylaws. The report shall include management's response to the IG's findings and recommendations.

2. If the A&I Committee determines that the IG's findings and recommendations and management's response are in conflict, the Committee will conduct a review of the report during a meeting held in accordance with the Board's Bylaws within 30 days after the issuance of the final draft report to the CEO or designated management representative. The IG, the CEO or designated management representative and the

General Counsel will be present and participate in the review as appropriate under the circumstances. If the A&I Committee is unable to resolve the conflict during the review, it will forward the issue for consideration of the full Board at its next regularly scheduled meeting and the Board will direct a resolution of the conflict.

3. Following the review process, the IG will revise the final draft report if determined necessary based on additional information provided and/or discussed and resubmit it to the A&I Committee. When the A&I Committee determines that there is no conflict remaining between the IG's findings and recommendations and management's response, it will accept the report as final and the report and corrective action plan shall be deemed approved. Acceptance of the final report constitutes the Board's authorization to post the report on the WMATA website provided that the IG first confers with the General Counsel and confirms that any private or confidential information has been redacted in accordance with applicable law and WMATA policy.

VIII. Public Hearings (Bylaws Article XIII)

In most cases, the hearing officer for Board-Authorized Public Hearings will be a Board Member. However, the Board Chair may delegate to the Board Corporate 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 Bylaws Article XIV for WMATA staff information shall be made through the Department of Access Services (ACCS). The Assistant General Manager, ACCS shall notify the WMATA Board Chair and the AAC Chair in the event that an AAC request is not fulfilled.

B. Riders' Advisory Council

RAC requests via Bylaws Article XIV for WMATA staff information shall be made through the Office of Board Corporate Secretary. The Board Corporate 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.