



## **Minutes**

### **1422<sup>nd</sup> Meeting of the Board of Directors November 17, 2016**

Chair Evans called the meeting to order at 11:01 a.m. Present were:

#### **Directors**

Mr. Jack Evans  
Ms. Keturah Harley  
Mr. Jim Corcoran  
Mr. David Strickland *via phone*  
Mr. Corbett Price  
Mr. Michael Goldman  
Mrs. Catherine Hudgins  
Ms. Carol Carmody

#### **Alternate Directors**

Mr. Malcolm Augustine  
Mr. Christian Dorsey  
Mr. Tony Costa  
Mr. Leif Dormsjo  
Ms. Kathryn Porter  
Mr. Paul Smedberg  
Mr. Robert Lauby

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

The agenda was approved as presented.

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

Mr. Corcoran moved, seconded by Ms. Harley, to certify to the best of each member's knowledge and with no individual member dissenting, that at the Board Executive Session of November 3, 2016, only such matters as are authorized for discussion in Executive Session under Board Bylaws, Article X, were heard, discussed or considered by the Board.

Ayes: 12-Mr. Evans, Mr. Corcoran, Mr. Goldman, Mrs. Hudgins, Ms. Carmody, Mr. Augustine, Mr. Dorsey, Mr. Costa, Mr. Dormsjo, Ms. Porter, Mr. Smedberg, and Mr. Lauby

Mr. Corcoran moved, seconded by Ms. Harley, to certify to the best of each member's knowledge and with no individual member dissenting, that at the Board Executive Session of November 17, 2016, only such matters as are

**Washington  
Metropolitan Area  
Transit Authority**

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

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

A District of Columbia,  
Maryland and Virginia  
Transit Partnership

authorized for discussion in Executive Session under Board Bylaws, Article X, were heard, discussed or considered by the Board.

Ayes: 11-Mr. Evans, Ms. Harley, Mr. Corcoran, Mr. Price, Mrs. Hudgins, Ms. Carmody, Mr. Costa, Mr. Dormsjo, Ms. Porter, Mr. Smedberg, and Mr. Lauby

### **Approval of Minutes:**

The minutes of the following meetings were approved as submitted:

October 27, 2016 Board Meeting  
October 27, 2016 Board Executive Session  
November 3, 2016 Board Executive Session

### **Report by Finance Committee**

#### **A. Amendment to FY2017-2021 Capital Improvement Program**

Mr. Goldman moved, seconded by Mrs. Hudgins, approval of a resolution to increase the approved FY2017 capital budget by \$150 million to support SafeTrack and the accelerated delivery of 7000 Series railcars; to reprogram the FY2017 budget to reflect updated expenditure forecasts, with no net funding impact; and to modify the FY2017-2022 CIP to incorporate \$17.4 million of Northern Virginia Transportation Authority grant funding. This motion was unanimously approved. A copy of the approved Resolution (2016-48) has been made part of the official file.

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

### **Report by Governance Committee**

#### **A. Revisions to Board Bylaws and Code of Ethics and Rescission of Board Procedures**

Mr. Price moved, seconded by Ms. Carmody, approval of a resolution to adopt revised Bylaws and Code of Ethics, as submitted in Attachments A and B of the resolution, and to rescind the Board Procedures.

Mrs. Hudgins, seconded by Mr. Goldman, offered a substitute motion to send this item back to the Governance Committee for further consideration. The substitute motion failed by jurisdictional veto.

Ayes: 5- Mr. Corcoran, Mr. Strickland, Mr. Goldman, Mrs. Hudgins, and Ms. Carmody

Nayes: 3- Mr. Evans, Ms. Harley, and Mr. Price

Mr. Goldman moved, seconded by Mrs. Hudgins, to amend the Bylaws to specify that the Joint Coordinating Committee (JCC) shall be comprised of at least four but no more than seven JCC members from each of the District of Columbia, Maryland, Virginia, and the United States. This motion was unanimously approved.

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

Ms. Harley moved, seconded by Ms. Carmody, approval of an amendment to the provision in the Bylaws regarding executive sessions, with changes in the language of Article II, Paragraph 9, to favor open meetings, while continuing to allow closed sessions of both the Board and Committees, when such closed sessions are for the good of the public interest. The motion failed by jurisdictional veto.

Ayes: 4- Ms. Harley, Mr. Corcoran, Mr. Goldman, and Mrs. Hudgins

Nayes: 2- Mr. Evans and Mr. Price

Abstain: 2- Ms. Carmody and Mr. Strickland

After discussion, Mr. Evans moved, seconded by Mr. Price, to reconsider Ms. Harley's amendment regarding executive sessions. This motion was unanimously approved.

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

The amendment was approved by unanimous consent.

Mr. Evans moved, seconded by Mr. Price, to amend Article III, Paragraph 11a of the Bylaws to allow the Finance Committee to have as many as 16 members, and to remove the prohibition of Board members from serving on both the Audits and Investigations Committee and the Finance Committee. This motion was unanimously approved.

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

The Bylaws, as amended, were approved unanimously. A copy of the approved Resolution (2016-49) has been made part of the official file.

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

**Consent Item**

Mr. Evans moved, seconded by Mrs. Hudgins, to approve Consent Item A. The motion was unanimously approved.

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

**A. Approval of Title VI Analysis Regarding the Closure of Metro Sales Offices**

Approval of a resolution to accept the findings from the required Title VI equity analysis that was conducted regarding the closure of Metro sales offices, which found that closing the four sales offices does not result in a disparate impact on minority populations or disproportionate burden on low-income populations. A copy of the approved Resolution (2016-50) has been made part of the official file.

**Adjournment**

The meeting was adjourned at 12:33 p.m.



Jennifer Ellison, Board Corporate Secretary