

# 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)

#### 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.

2. The General Counsel may request a meeting with the Board or appropriate Committee whenever there is an issue that requires immediate consideration. 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; d) present any other matters appropriate for executive session.

3. 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)

Minutes of Board and Committee meetings 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 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.

#### 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.

## MEETING SCHEDULE

First session of the month:

The following committees will meet as needed:

1. Finance Committee
2. Customer Service, Operations and Security Committee
3. Administration Committee
4. Capital Program, Planning and Real Estate Committee
5. Governance Committee
6. Audits and Investigations Committee
7. Pension Sub-Committee

Second session of the month:

The following meetings will occur:

1. Safety Committee
2. Board Executive Session as needed
3. Board Meeting
4. Quarterly meetings with the RAC and AAC OR resumption of Executive Session if needed
5. Executive Committee as needed

## COMMITTEE ASSIGNMENTS Effective April 28, 2016

### SAFETY COMMITTEE

Mortimer Downey- Chair  
Leif Dormsjo- Vice-Chair  
Christian Dorsey  
Michael Goldman

### FINANCE COMMITTEE

Michael Goldman- Chair  
Tom Bulger- Vice-Chair  
Jack Evans  
Keturah Harley  
Jim Corcoran  
Mortimer Downey  
Catherine Hudgins  
Harriet Tregoning  
Malcolm Augustine  
Christian Dorsey  
Anthony Giancola  
Leif Dormsjo  
Kathryn Porter  
Paul Smedberg  
Anthony Costa

## **AUDITS AND INVESTIGATIONS COMMITTEE**

Jim Corcoran – Chair  
Kathryn Porter – Vice Chair  
Anthony Costa  
Corbett Price

## **CUSTOMER SERVICE, OPERATIONS AND SECURITY COMMITTEE**

Catherine Hudgins- Chair  
Malcolm Augustine- Vice-Chair  
Anthony Giancola  
Tom Bulger

## **ADMINISTRATION COMMITTEE**

Keturah Harley- Chair  
Christian Dorsey- Vice-Chair  
Corbett Price  
Mortimer Downey

## **GOVERNANCE COMMITTEE**

Corbett Price- Chair  
Paul Smedberg- Vice-Chair  
Keturah Harley  
Anthony Costa

## **CAPITAL PROGRAM, PLANNING AND REAL ESTATE COMMITTEE**

Harriet Tregoning- Chair  
Anthony Costa- Vice-Chair  
Leif Dormsjo  
Malcolm Augustine  
Paul Smedberg  
Anthony Giancola

## **EXECUTIVE COMMITTEE/ETHICS COMMITTEE**

Jack Evans- Chair  
Keturah Harley - First Vice-Chair  
Jim Corcoran - Second Vice-Chair  
Mortimer Downey

## **PENSION SUB-COMMITTEE**

Tom Bulger- Chair  
Anthony Giancola- Vice-Chair  
Kathryn Porter  
Catherine Hudgins

*In the event that a member from Maryland, Virginia, the District of Columbia or the federal government is unable to attend a Committee or Board meeting, the member may designate the appropriate member from that jurisdiction to vote in his or her stead.*

# 2016 Adopted Metro Board Calendar

JANUARY 2016						
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DECEMBER 2016						
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**Blue** – Committee Days  
**Blue w/ Red Border** – Committee+Board Days