

**PROCEDURES**  
**for**  
**WMATA BOARD OF DIRECTORS**  
**2011**

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

All requests to staff by Board Members are directed to the General Manager and Chief Executive Officer (GM/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 GM/CEO may request to discuss how to proceed at the next meeting of the Board or its appropriate Committee. *2/24 Governance Committee.*

II. Jurisdictional Coordinating Committee (Bylaws Article VI)

A. Reporting Responsibility

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

B. Size and Composition of the Committee

The JCC consists of nine jurisdictional staff members, with WMATA staff participation to be determined by the GM/CEO on an as-needed basis, appropriate to the agenda of any given meeting. The GM/CEO will designate a permanent liaison to the JCC.

C. Level of Participation.

Individuals are to be appointed by the ~~CAOs~~ County Administrative Officers, with a strong recommendation that the staff appointments be at similar responsibility policy levels within their respective agencies to provide a uniformity of representation and to facilitate discussion among members.

D. Organization

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

E. Frequency of Meetings

The Committee Chair will determine the frequency of meetings necessary for the effective operation of the ~~committee~~JCC.

F. Administrative Support

Administrative support will be provided by the GM/CEO, as necessary.

*Resolution 83-65 with revisions.*

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

A. Responding to ~~Customers~~Written Communication from Customers and Stakeholders

PLACEHOLDER: The Board holds the GM/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 GM/CEO's responsibilities or accountability.

Board Members will ensure that all communication they receive is shared with the full Board and management. 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 GM/CEO for an appropriate response. The GM/CEO shall assure that all agency responses are shared with the full Board.

B. Board Liaison to Established Stakeholder Groups

PLACEHOLDER: In order to support the Board's commitment to the broadest possible 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 Commission and between the Customer Service Committee, the Riders' Advisory Committee and the Accessibility Advisory Committee.

### C. Public Comment at Board Meetings

The Board of Directors at the Washington Metropolitan Area Transit Authority (WMATA) shall provide an opportunity for members of the community to provide ~~oral~~ 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 rules and guidelines governing public comment at WMATA.

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

Persons who wish to provide written comments should bring a copy of their comments for staff to copy and distribute to the Board and to the public. The Office of the Secretary will administer the procedures.

### D. Procedure for ~~Oral~~ Public Comment

1. Any person wishing to address the Board with comments pertaining to WMATA/transportation-related topics during the 20-minute public comment period shall sign a speakers' list prior to the commencement of the meeting. ~~A-The speakers~~ list will be available beginning at 9:00 A.M. on the day of the Board 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. Comments related to individual personnel issues 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. 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.

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. In order to ensure that as many people as possible have an opportunity to address the Board, speakers may address the Board only once during a three-month period.

4. Speakers shall be limited to members of the public who are not WMATA employees.

~~5. If the Board Chair waives the requirement that persons sign up before the start of the meeting, the Board Chair shall do so before the start of public comment~~

~~but shall require that persons still fill out the sign-up sheet before they provide public comment.~~

~~65.~~ At the public comment period, each person will be limited to a time not to exceed two minutes. The Board 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.

~~7. WMATA staff will provide a microphone to persons who have signed up to provide public comment, in the order in which they have signed up.~~

~~86.~~ Public comments will be made in the order in which individuals signed up, and are to be directed to the Board as a whole. The public comment period is intended to provide the Board of Directors an opportunity to hear members of the community. Board Members refer matters that may arise to the GM/CEO for investigation and/or follow-up.

~~98.~~ The Chair of the Board 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 Board 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.

~~109.~~ 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 Board meeting. At the next Board meeting, they will be placed at the beginning of public comment and be permitted to speak in the order they appeared on the original list.

*Resolution 2005-33 with revisions.*

#### IV. Board and Committee Meetings (Bylaws Articles ~~VII~~X 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. 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, except where unavoidable circumstances prevent advance publication or where the subject of the materials requires discussion in executive (closed) session as provided in the Bylaws, Article X, by

posting on the WMATA website by close of business on the Monday before the Board meeting (or Tuesday if that Monday is a holiday). Any subsequent changes to the previously submitted agenda or other Board material shall be clearly highlighted and documented. Changes proposed by the GM/CEO after the Friday distribution shall be shared, to the extent possible, with the Board Members and the public in advance of the Board meeting. *Procedures with 2/24, 3/31 & 4/14 Governance Committee revisions.*

## B. Board Meeting Agenda

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

1. Call to Order
- ~~2. Public Comment~~
- ~~3~~2. Approval of Agenda
- ~~4~~3. Approval of Board Minutes
- ~~2~~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.

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

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

A written record of formal actions taken by the Board or 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 (closed) 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 (closed) sessions pursuant to the Bylaws. *Procedures with 2/24 & 3/31 Governance Committee revisions.*

VI. Executive (Closed) Sessions ~~of the Board~~ (Bylaws Article X)

A. Prior to any executive session, the Board will be provided any supporting materials that are available. *2/24 Governance Committee.*

B. The Committee Chairs ~~of the Audits and Investigations Committee and of the Planning, Program Development and Real Estate Committee~~ may schedule executive sessions in advance or ~~the 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 topic to be discussed in 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 is shown in Attachment 1. *Procedures.*

2. Committee Chairs, with the concurrence of the Committee Members, may establish special, ~~or~~ ad hoc or subcommittees consistent with the Committee's responsibilities, and shall operate consistently with the Bylaws, including Articles regarding executive sessions and conduct of committee meetings.

## B. Committee Meetings

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. *Procedures Revised in Accordance with Bylaws Draft 5.*

## C. 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. *Procedures.*

## D. Participation in Committee Meetings by Telephone, Video or Other Electronic Communication Means

A Committee Chair is authorized to permit members to participate in up to three meetings per calendar year by any electronic means (telephone, video conference or other) that provides for simultaneous communication and is available to that member and WMATA. Any Board member wishing to participate by electronic means must: 1) in advance of the meeting, establish a ~~pass code~~ security code with the Board Secretary, which will be used to verify the identity of the member; 2) call the number (or establish the connection, if by means other than telephone) provided by the Board Secretary at least ~~45~~ minutes prior to the start of the meeting and provide the agreed-to ~~pass~~ code, or alert the Board Secretary if the Member will be joining late; and 3) wait to be recognized by the Committee Chair. During any Committee meeting that has a member participating by electronic means, at the end of discussion by present members of each item, but before closing discussion on each item, the Committee Chair will offer to recognize any member participating by electronic means.

## 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. *Procedures with 2/24 Governance Committee revisions.*

IX. Process to Amend These Procedures (Bylaws Article XVI)

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

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