



**LANE TRANSIT DISTRICT  
BOARD OF DIRECTORS  
AD HOC BOARD BYLAW REVIEW COMMITTEE**

Monday, March 21, 2022  
11:00 a.m. – 12:00 a.m.

**VIRTUAL MEETING**

Zoom details for provided on the web calendar at [www.LTD.org](http://www.LTD.org).

Watch live on channel 21 or via link: <https://metrotv.ompnetwork.org/>

*No public testimony will be heard at this meeting.*

**AGENDA**

	<u>ITEM</u>	<u>Time</u>	<u>Page</u>
I.	CALL TO ORDER	11:00 a.m.	
II.	ROLL CALL <input type="checkbox"/> Michelle Webber <input type="checkbox"/> Emily Secord <input type="checkbox"/> Susan Cox (chair)		
III.	PRELIMINARY REMARKS FROM THE CHAIR		
IV.	ITEMS FOR ACTION AT THIS MEETING		
V.	ITEMS FOR INFORMATION AT THIS MEETING		
	A. REVIEW AND DISCUSS BOARD BYLAWS & POLICIES: <i>Materials Included</i> [Mark Johnson] <b>Action Needed:</b> Discussion	11:05 a.m.	2
VI.	ADJOURNMENT	12:00 p.m.	

*To request a reasonable accommodation or interpreter, including alternative formats of printed materials, please contact LTD's Administration office no later than 48 hours prior to the meeting at 541-682-5555 (voice) or 7-1-1 (TTY through Oregon Relay).*



## AGENDA ITEM SUMMARY

**DATE OF MEETING:** March 21, 2022

**ITEM TITLE:** BOARD BYLAWS AND GOVERNANCE POLICY REVIEW

**PREPARED BY:** Camille Gandolfi, Clerk of the Board

**DIRECTOR:** Mark Johnson, Interim General Manager

**ACTION REQUESTED:** Information and Discussion

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**PURPOSE:** To provide the committee with updated draft amended and restated Board bylaws and Board/GM Working Agreement containing committee requested amendments for further review and discussion.

**BOARD COMMUNICATION:**

- Board bylaws were developed in 2018 and were adopted at the March 21, 2018, special Board meeting.
- Draft bylaw amended and restated bylaws and Policy Governance Manual were brought before the Board at its October 20, 2021, regular Board meeting.
- Draft bylaw amended and restated bylaws with Board member feedback were brought before the Board at its November 17, 2021, regular Board meeting.
- Draft amended and restated bylaws were reviewed and discussed by the Ad Hoc Board Bylaw Review Committee at its December 9, 2021, meeting.
- Draft amended and restated bylaws with committee requested revisions were reviewed and discussed by the Ad Hoc Board Bylaw Review Committee at its January 3, 2022, meeting.
- Draft amended and restated bylaws with committee recommended revisions were provided to the Board at its January 19, 2022, meeting.
- Draft amended and restated bylaws and the Board Governance Policy Manual were provided to the Ad Hoc Board Bylaw Review Committee at its February 7, 2022, meeting.
- Draft amended and restated bylaws and the Board/GM Working Agreement with committee requested revisions were provided to the Ad Hoc Board Bylaw Review Committee at its March 7, 2022, meeting.

**PUBLIC COMMUNICATION:** The public has received communications via the publicly posted meeting packets for the noted Board and committee meetings and via the public meetings, which are available for attendance.

**STRATEGIC BUSINESS PLAN:** The District's FY22-24 Strategic Business Plan has five strategic areas of focus. These include 1) Customer Satisfaction 2) Employee Engagement 3) Community Value 4) Financial Health 5) Sustainability. Each of these priorities has tactics, milestones, and performance measures to ensure achievability and accountability. All District projects and matters brought before the Board align with one of these five strategic areas of focus.

This agenda item aligns with the strategic areas of: Community Value and sustainability.

**DESCRIPTION:** In accordance with the recommendation of the state of Oregon in the Board Members Handbook, bylaws were developed for the LTD Board of Directors. Bylaws are the guidelines by which a board functions in adherence to all relevant statutes, administrative rules and public meeting laws.

**BACKGROUND:** Bylaws were developed for the Board of Directors and its advisory committees throughout 2017 and 2018. The Board bylaws were drafted and brought to the Board for review at the November 15, 2017, regular Board meeting and the February 21, 2018, Board retreat. The Board adopted their bylaws at the March 21, 2018, regular meeting. In 2004, the Board adopted a Board/GM working agreement, which defines the roles and responsibilities of the Board and the general manager. Over the course of the last several years the Board has also adopted several Board governance policies.

In response to recent Board discussion, the Board bylaws have been amended and restated with the assistance of the interim general manager, Human Resources and District general counsel.

At the October 20 and November 17, 2021, Board meetings, the Board was provided an opportunity to review Draft bylaws and provide feedback.

At the November 17, 2021, regular Board meeting, the Board created an Ad Hoc Board Bylaw Review Committee. The committee was created to review and discuss the proposed changes to the Board's current bylaws and provide the full Board a recommendation at a future meeting.

At the December 9, 2021, meeting the Ad Hoc Board Bylaw Review Committee reviewed and discussed the proposed amended and restated Board bylaws and current Board policies.

At the January 3, 2022, meeting the Ad Hoc Board Bylaw Review Committee reviewed an updated side-by-side comparison of the bylaws originally approved in 2018 and the proposed revised bylaws. At the January 3 meeting the committee proposed the following amendments to the bylaws:

- All sections: amend language to be more concise and eliminate redundant information already stated in referenced policies or statutes.
- Section 1.1: add a reference to the McKenzie River area.
- Section 2.4: correct unlimited terms to "as determined by the governor".
- Section 2.5: recommended a policy change with regard to Board involvement in the general counsel contract administration
- Section 2.7: add guidelines for Board recommendation for Board member removal to governor's office.
- Article 3: the Ad Hoc Bylaw Review Committee will evaluate the roles and responsibilities of Board officers and amend language to better reflect officer responsibilities.
- Section 3.1: remove GM from breaking ties; the Ad Hoc Bylaw Review Committee will refine officer election process.
- Section 3.3.1: add language "Board majority can overrule decisions made by the Board President"; remove Board President appointment of committee chairs.
- Section 3.3.3: amend language to state that their duties have been delegated to the LTD Finance Director.
- Section 3.3.4: amend language to state that their duties have been delegated to the Clerk of the Board.
- Section 4.2: amend the statement: "*In all cases, if a director intends to request that an item be taken off of the consent agenda, they shall notify the Clerk of the Board and/or the General Manager no later than the day prior to the meeting of that intent so the appropriate staff member can attend the meeting, prepared to respond to the director's inquiries.*" To "to the greatest extent possible... or similar language.
- Section 4.4: amend language to include virtual meeting availability.
- Section 4.4.4: amend language to reflect nonstandard practice of email meetings.
- Section 5.1: adjust language from "in consultation" to "may consult".
- Section 5.2: adjust language from "in consultation" to "may consult".
- Article 6: remove dollar amount of contract authority and amend language to "amount determined by the Board; exclude general counsel contract from delegated authority.
- Section 7.1: use language from Cherriots (Salem Transit Agency) bylaws.
- Section 7.2: use language from Cherriots (Salem Transit Agency) bylaws.

At the January 19, 2022, regular Board meeting, Draft amended and restated bylaws with recommended revisions by the Committee were provided to the Board. At this meeting, the Board granted approval to the Committee to review the Board's governance policies in addition to the bylaws.

At the February 7, 2022, meeting, the Ad Hoc Bylaw Review Committee reviewed the updated amended and restated bylaws and recommended additional changes. These changes are reflected in the redlined copy included in this packet. The committee also completed the first review of the Board Working Agreement and recommended changes. These changes are reflected in the redlined copy included in this packet.

At this meeting, the committee also requested the following industry best practices be brought back to the committee:

**A. Role of the Board: Attachment A**

*Provided out of:*

- a. American Public Transportation Association (APTA) Board Member Handbook
- b. PennTrain Roles and Responsibilities of Transit Board Members booklet
- c. TCRP Board Governance Guidebook

**B. Role of the Board President: Attachment B**

*Provided out of:*

- a. American Public Transportation Association (APTA) Board Member Handbook
- b. C-TRAN Board Bylaws
- c. Spokane Board Bylaws

**C. Board/staff communication: Attachment C**

*Provided out of:*

- a. C-Tran Board Bylaws

**D. Officer election process: [Officer Election Process Examples - Toastmasters](#)**

**E. Board self-evaluation: Attachment D**

*Provided out of:*

- a. American Public Transportation Association (APTA) Board Member Handbook
- b. TCRP Board Governance Guidebook - Board Self-Assessment

The committee referenced the best practices provided in their additional review of the amended and restated bylaws and working agreement.

At the March 7 meeting, the committee:

- Requested additional revisions to the amended and restated bylaws and the working agreement. These revisions are reflected in the attached redlined versions of both documents.
- Requested that counsel review both documents for legal compliance. Counsel's comments are reflected in the attached redlined versions of both documents.

Requested that staff cross reference the process for Board members to add topics to future meeting agendas with the Eugene City Council process. The committee requested that the Board's process be similar to that of the Eugene City Council. Staff made this comparison and determined that the Board's current process, while slightly less formal, is similar to that of the Eugene City Council.

**CONSIDERATIONS:** N/A

**ALTERNATIVES:** N/A

**NEXT STEPS:**

- Based on committee direction, the draft amended and restated bylaws, and the draft Board/GM working agreement will be provided to the Board for review, feedback and adoption at a future meeting.
- As directed by the committee, staff will have the Board Harassment Policy reviewed by council and brought back to the committee at a future meeting.

**SUPPORTING DOCUMENTATION:** (All supporting documentation is uploaded as individual attachments)

- 1) Updated Draft Proposed Amended & Restated Bylaws – Redlined
- 2) Updated Draft Proposed Amended Board Working Agreement - Redlined

**PROPOSED MOTION:** N/A