



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

Monday, June 20, 2022
2:00 p.m. – 4:00 p.m.

VIRTUAL MEETING

Zoom details for provided on the web calendar at 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	2:00 p.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] Action Needed: Discussion	2:05 p.m.	2
VI.	ADJOURNMENT	4:00 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: June 20, 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

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.
- 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 21, 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.

At the March 21, 2022, meeting, the committee reviewed the revisions made at the March 7 meeting and general council's comments related to the draft amended and restated bylaws and the working agreement. The committee indicated that they would like the full Board to review and discuss these documents at the April 20, 2022, regular Board meeting. The committee would like to have discussion on the following:

Bylaws:

- Section 3.3.1: Board president's authority to decide who attends executive sessions
- General Council's comments
- Section 2.9: Complaint process if a complaint is received by the Board regarding the GM or Clerk of the Board?

Working Agreement:

- Comments from general council
- Section 100.10.8: Self-Assessment: Staff recommend that the Board reference the agreement to perform an annual self-assessment.

At the April 20, 2022, regular Board meeting, the committee and Board discussed the work that has been done to date on the Board Bylaws and Board/General Manager Working Agreement. The Board directed the committee to

- Address counsel's comments in the Board bylaws and Board/GM working agreement

Additionally, the committee had previously requested that the Board's Harassment Policy be sent for review by general counsel and brought back for further review by the committee. The policy has been reviewed by general counsel and is included in this meeting packet.

Based on Board feedback, the objectives for today's meeting are:

- Review and make final revisions to Board Bylaws & Board/General Manager Working Agreement
 - General counsel's comments
 - Role of Board President
- Review the Board of Directors Harassment Policy

CONSIDERATIONS: N/A

ALTERNATIVES: N/A

NEXT STEPS: Based on Board direction, staff will take the appropriate next steps.

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
- 3) Board Harassment Policy – Redlined with Counsel Review
- 4) BEST Feedback – April 2022
- 5) Role of Board President Examples & Best Practices Information:
 - a. APTA Role of the Board Chair
 - b. AC Transit - Role of Board President & Vice President
 - c. Port of Seattle - Role of Board President & Vice President
 - d. Sound Transit - Role of the Board President & Vice President

PROPOSED MOTION: N/A