



LANE TRANSIT DISTRICT BOARD OF DIRECTORS WORK SESSION

Wednesday, August 03, 2022
5:00 – 6:30 p.m.

VIRTUAL MEETING

Zoom: Link to watch live and provide public participation provided on the web calendar at www.LTD.org.

Broadcasting: Watch live (no participation) 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	5:00 p.m.	
II.	ROLL CALL <input type="checkbox"/> Caitlin Vargas (President) <input type="checkbox"/> Pete Knox <input type="checkbox"/> Don Nordin (Vice President) <input type="checkbox"/> Vacant (Secretary) <input type="checkbox"/> Michelle Webber (Treasurer) <input type="checkbox"/> Gino Grimaldi <input type="checkbox"/> Susan Cox		
III.	COMMENTS FROM BOARD PRESIDENT <i>This agenda item provides an opportunity for the Board president to formally communicate with the Board on any current topics or items that may need consideration.</i>		
IV.	COMMENTS FROM THE GENERAL MANAGER <i>This agenda item provides an opportunity for the general manager to formally communicate with the Board on any current topics or items that may need consideration.</i>		
V.	ANNOUNCEMENTS AND ADDITIONS TO AGENDA <i>This agenda item provides a formal opportunity for the Board president to announce additions to the agenda, and also for Board members to make announcements.</i>		
A.	BOARD BYLAWS AND GOVERNANCE POLICY REVIEW: <i>Materials Included</i> [Mark Johnson] Action Needed: Adoption	5:05 p.m.	
B.	GENERAL MANAGER RECRUITMENT PROCESS: <i>Materials Included</i> [Mark Johnson, TransPro] Action Needed: Information and Discussion	5:20 p.m.	
VI.	EXECUTIVE (NON-PUBLIC) SESSION PURSUANT TO “ORS 192.660(2)(a), to consider the employment of a public officer, employee, staff member, or individual agent.”	5:35 p.m.	
VII.	ADJOURNMENT	6:30 p.m.	



AGENDA ITEM SUMMARY

DATE OF MEETING:	August 3, 2022
ITEM TITLE:	GENERAL MANAGER RECRUITMENT PROCESS
PREPARED BY:	Mark Johnson, Interim General Manager
DIRECTOR:	N/A
ACTION REQUESTED:	Information and Discussion

PURPOSE: To update the Board on progress on the General Manager recruitment process, including a proposed plan for candidate interviews and finalist selection.

ROLE OF THE BOARD: The Board's role in this instance is to perform their statutory requirement of hiring a general manager.

BOARD DIRECTIVE ALIGNMENT: Pursuant to ORS 267.135(1) the board shall appoint a general manager on the basis of the qualifications of the general manager with special reference to the actual experience in or knowledge of accepted practices in respect to the duties of the office of the general manager. A general manager shall hold office for an indefinite term and may be removed by the board only by an affirmative vote of a majority of the members.

COMMUNICATION:

- At its August 4, 2021, Board meeting, the Board adopted resolution no. 2021-08-04-040 appointing Mark Johnson, the current Assistant General Manager, as the Interim General Manager beginning on September 7, 2021, and until a new general manager is hired. At this meeting, the Board directed staff to bring the matter of the recruitment process for a new general manager back for discussion at the September 15, 2021, regular Board meeting.
- At the September 15, 2021, regular Board meeting the Board directed staff to schedule a presentation from the potential General Manager recruitment consultant. The presentation was scheduled for a special Board meeting on October 6, 2021.
- At the October 6, 2021, special Board meeting, the consultant provided the requested presented to the Board and the Board agreed to move forward with utilizing the consultant to do a nationwide search for a new General Manager.
- At the November 3, 2021, Board work session, the Board received an overview of the recruitment process and proposed timeline.
- At the December 1, 2021, Board retreat, the consultant took the Board through an exercise to determine the expectations, competencies and values for the new general manager to inform the development of the updated job description.
- At the January 5, 2022, Board work session, the Board received a presentation on core competencies, understanding base compensation, the current (interim) general manager compensation structure, and next steps.
- At the January 18, 2022, Comprehensive & Accessible Services Transportation Committee meeting, the consultant provided an update on the recruitment process and accepted feedback from committee members.
- At the February 2, 2022, Board work session, the Board received a presentation providing a recap of the chosen core competencies; and reviewing the job description, recruitment strategy, and compensation analysis.

- At the April 18, 2022, executive session the Board narrowed the candidate pool to three candidates and discussed the interview and public engagement process.
- May 22-25, 2022 candidates were in town for community and Board interviews. The top candidate was chosen by the board. The candidate declined the position.
- June 2022, the Board decided to start a new recruitment process.

DATES PRESENTED TO THE PUBLIC:

- In December a survey was sent to nearly 400 community members and to employees.
- There have been nine zoom forums led by TransPro with community leaders and two meetings with employees (directors and staff).
- More than 80 community members were invited to participate in the forums and the forums were complete on January 18.

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: Customer Satisfaction, Employee Engagement, & Community Value.

DESCRIPTION: One of the primary roles of the Board of Directors is to hire and manage the District's general manager. This report will provide a project overview, updated recruiting activity, an interview process discussion and next steps.

BACKGROUND: Since its formation in 1970 LTD has employed 6 general managers. Most recently, the last general manager served for just under 6 years with a resignation effective September 7, 2021. To support the transition between the previous general manager and the next general manager, Mark Johnson, assistant general manager, was appointed as the District's interim general manager. Mark Johnson served as the assistant general manager beginning in 2016. A former bus operator, Johnson has served in various leadership and management capacities during a career spanning nearly 40 years. He has been at LTD for 23 years, where he has served as the District's Assistant General Manager, Director of Operations and Customer Service, and Director of Transit Operations. Prior to LTD, Mr. Johnson was the Assistant Manager of Operations at Pierce Transit in Tacoma, Washington. Interim General Manager Johnson will continue to serve in his current capacity until a new general manager is hired.

CONSIDERATIONS: N/A

ALTERNATIVES: N/A

NEXT STEPS: Candidate interviews will be held during the third week of May. The Board will continue to receive updates on the status of the recruitment process at future meetings.

SUPPORTING DOCUMENTATION:

PROPOSED MOTION: N/A



AGENDA ITEM SUMMARY

DATE OF MEETING: August 3, 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: Discussion and Adoption

PURPOSE: To provide the Board with final draft amended and restated Board Bylaws, Board Working Agreement, and Board Harassment, Discrimination, and Retaliation Policy for review and recommendation for adoption.

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.
- Draft amended and restated bylaws with committee recommended revisions were provided to the Board at its April 20, 2022, meeting.
- Draft amended and restated bylaws were reviewed and discussed by the Ad Hoc Board Bylaw Review Committee at its June 20, 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:

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

B. Role of the Board President: Attachment B

Provided out of:

- American Public Transportation Association (APTA) Board Member Handbook*
- C-TRAN Board Bylaws*
- Spokane Board Bylaws*

C. Board/staff communication: Attachment C

Provided out of:

- C-Tran Board Bylaws*

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

E. Board self-evaluation: Attachment D

Provided out of:

- American Public Transportation Association (APTA) Board Member Handbook*
- 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

At the June 20, 2022, meeting, the Ad Hoc Bylaw Review Committee, in consultation with general counsel, performed a final review of the Board's bylaws, working agreement, and harassment, discrimination and retaliation policy. The committee requested that general counsel make the recommended edits to the harassment, discrimination and retaliation policy and that final clean versions of all three documents be brought to the Board for final review and adoption.

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) Proposed Draft Amended & Restated Bylaws
- 2) Proposed Draft Amended Board Working Agreement – Redlined
- 3) Proposed Draft Board Harassment Policy
- 4) Resolution No. 2022-08-03-036

PROPOSED MOTION: I move adoption of LTD Resolution No. 2022-08-03-036:

It is hereby resolved that the LTD Board of Directors approves/adopts the amended and restated Board Bylaws, updated Board Working Agreement, and Board Harassment, Discrimination, and Retaliation Policy as presented [amended].



RESOLUTION NO. 2022-08-03-036

APPROVAL OF AMENDED & RESTATED BOARD BYLAWS AND GOVERNANCE POLICIES

WHEREAS, the Lane Transit District (“District”) Board of Directors (“Board”) complies with Oregon's Public Meetings Law, Public Records Law, and all governance procedures and meeting requirements set forth in the LTD Ordinance Providing Rules for Meetings of the Lane Transit District Board of Directors;

WHEREAS, the Board may create bylaws and policies and do such other acts or things as may be necessary or convenient for the proper exercise of powers granted to them as the governance of a mass transit district;

WHEREAS, at its November 17, 2021, meeting, the Board appointed its Ad Hoc Board Bylaw Review Committee to review and update the board governance bylaws and policies in consultation with the District's general counsel;

WHEREAS, the Board Bylaws adopted at its March 21, 2018, Board meeting have been amended and restated;

WHEREAS, the Board Working Agreement and Policy adopted at its June 14, 2004, Board Meeting has been amended and restated;

WHEREAS, the Board Harassment, Discrimination, and Retaliation Policy adopted at its December 16, 2020, Board meeting has been amended and restated;

NOW, THEREFORE, BE IT RESOLVED that the LTD Board of Directors passes a Resolution as follows:

- Approving the amended and restated Board Bylaws, Board Working Agreement & Policy, and Board Harassment, Discrimination, and Retaliation Policy

ADOPTED BY THE LANE TRANSIT DISTRICT BOARD OF DIRECTORS ON THIS 3rd DAY OF AUGUST, 2022.

Board President, Caitlin Vargas