

**LANE TRANSIT DISTRICT
POLICIES AND GUIDELINES**

BOARD WORKING AGREEMENT & POLICY



Policy Number: 100.10

Tier I: Board of Directors

Revision Date: August 3, 2022

Effective Date: June 14, 2004

Scope: Defines the responsibilities and working relationship of Board members and the General Manager.

Tier *	Affected Divisions / Departments/ Groups
Tier I:	Lane Transit District Board of Directors
Tier II:	All (LTD) - All LTD employees, temporary employees; contractors, and vendors.
	All Administrative Employees.
	All ATU Employees.
Tier III:	Multiple Divisions and/or Departments:
Tier IV:	Division or Department:

** Tier – Tier I Board of Directors governance policies; Tier II operational policies are organizationally supported, governed, and enforced; Tier III standards and procedures are developed, governed, and enforced between specific divisions/departments and must adhere to Tier I requirements; Tier IV methods and instructions are developed, governed, and enforced within divisions/departments, but must adhere to Tier II and III requirements.*

Revision History:

Revision	Author / Editor	Description
01	Camille Gandolfi, Clerk of the Board	Amended & restated in collaboration with Interim General Manager, General Counsel and the Ad Hoc Board Bylaw Review Committee

APPROVAL: Approved by the Board June 14, 2004; Revision 01: adopted at the August 3, 2022, Board meeting by Resolution No. 2022-08-03-036

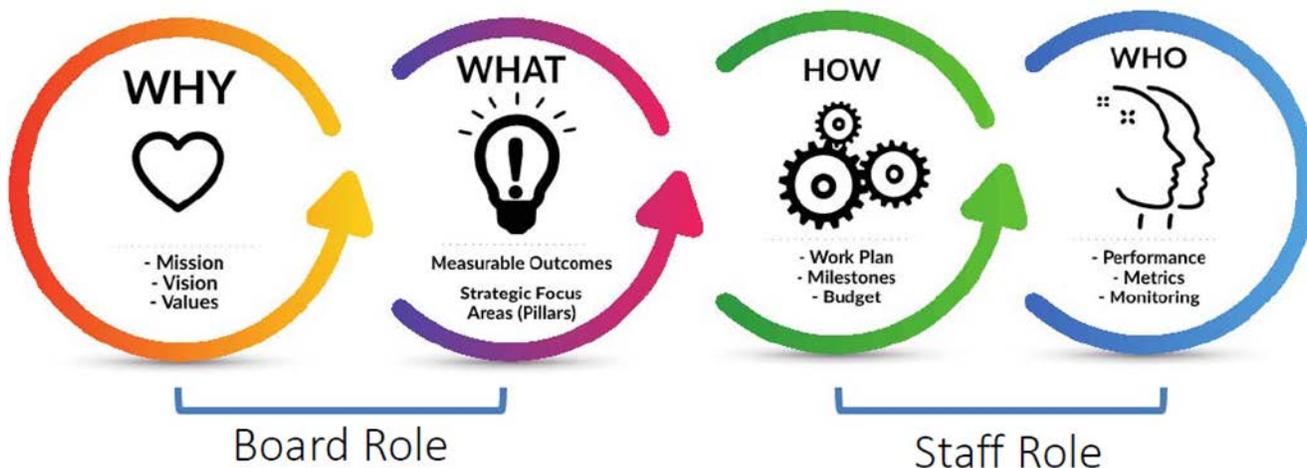
LANE TRANSIT DISTRICT POLICIES AND GUIDELINES

100.10.1 PURPOSE AND POLICY STATEMENT

The Board of Directors (“Board”) is the governing body for Lane Transit District (“LTD” or the “District”). To effectively meet the District’s challenges, the Board, General Manager, and LTD administration must function together as a leadership team. The Board and General Manager Working Agreement: (1) sets forth the respective duties of the Board and the General Manager; and (2) addresses how the Board and General Manager function together as an effective, cohesive leadership team.

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.

This working agreement supports the alignment of the Board/General Manager relationship and responsibilities with all five strategic areas of focus.



The Board of Directors hereby agrees and commits collectively and individually to follow operating protocols, adhering to all LTD policies and procedures:

100.10.2 APPLICABILITY

These rules apply to members of the LTD Board of Directors and the General Manager. LTD shall make this policy available to all LTD employees and members of the LTD Board of Directors.

100.10.3 ROLE OF THE BOARD

1. Set the long-term direction of the District through the mission, vision, goals, and priorities.
2. Focus on policymaking, planning, and evaluation.
3. Be accountable for the financial stewardship of the District, including aligning resources with goals and priorities, setting expectations, and monitoring progress.
4. Deliberate and make decisions in accordance with Public Meeting Law. Foster a positive, respectful Board environment.
5. Understand that as an individual, a Board member has no authority. It is when acting as a body that a majority of the Board has influence.
6. Supervise the hiring, performance evaluation, and other personnel management processes related to the General Manager.

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7. Respect the General Manager's responsibility to manage the day-to-day operations of the District and to direct employees in District matters.
8. Manage Board processes, including Working Agreements and Bylaws.
9. Set priorities for Board professional development annually, pursuing continuous improvement through a yearly Board retreat.
10. Adhere to standards of ethical conduct and professionalism, maintain confidentiality according to Oregon Revised Statute standards, particularly in executive session and administrative function sessions, including interactions with staff, elected officials and the community.
11. Commitment to work with the GM as a team, recognizing that the GM is the Board's advisor, and reciprocate team building.
12. Commitment to have periodic check-ins with the General Manager to maintain reciprocated relationship building. Either at the prescheduled weekly time that the General Manager has committed to the Board or an alternatively designated time/means of communication.
13. Board members may request items be added to the agenda at regular Board meetings, which are scheduled for the third Wednesday of each month. Agenda items approved by a majority of the Board will be added to a future meeting agenda.
14. Be responsive to requests from Board members or the General Manager to engage in conversations intended to resolve concerns or problems and communicate respectfully, openly and honestly to find resolution.
15. Hold Board member working agreement check-ins with fellow Board members, as needed.

100.10.4 ROLE OF BOARD LEADERSHIP (PRESIDENT / VICE PRESIDENT)

1. The Board president will manage the Board's processes and execute documents, as appropriate.
2. The Board president will serve as the authorized spokesperson for the Board with regard to Board policy, process, and decisions. The president may delegate this responsibility to other Board members and/or the General Manager.
3. The Board President will participate in the orientation of new Board members
4. Assist the General Manager in communicating important information to the full Board.
5. Keep Board members apprised of information exchanged with the General Manager. The president may delegate this responsibility to other Board members and/or the General Manager.
6. The Board president may delegate any of their duties to other Board officers or Board members if an officer is not available.

100.10.5 ROLE OF THE GENERAL MANAGER

Statutory Responsibilities:

1. Have full charge of the acquisition, construction, maintenance and operation of the transit system of the District.
2. Have full charge of the administration of the business affairs of the District.
3. Enforce all ordinances adopted by the Board.

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4. Administer the personnel system adopted by the board and, except for officers appointed by the Board, appoint, discipline or remove all officers and employees.
5. Prepare and submit to the Board within 30 days after the end of each fiscal year a complete report of the finances and administrative activities of the District for that preceding fiscal year.
6. Keep the Board advised as to the needs of the District.
7. Prepare all plans and specifications for acquisition of equipment or construction of improvements or facilities for the district.
8. Cause to be installed and maintained a system of auditing and accounting which shows completely and at all times the financial condition of the district.
9. Devote the entire working time of the general manager to the business of the district.
10. Perform such other duties as the board requires by resolution.

Board Collaboration:

1. Manage the day-to-day operations of the District.
2. Work as a team with Board members.
3. Work with the Board to establish a clear vision for the District and affirm it annually.
4. Collaborate with the Board to set annual District goals.
5. Work with the president and vice president to effectively bring information and issues to the Board so that the Board can make proactive data-driven decisions on policy.

Strategic Business plan:

The Strategic Business Plan includes organizational performance metrics, which are included in the General Managers performance evaluation. These metrics include Customer Satisfaction, Employee Engagement, Community Value, Financial Health, and Sustainability. Specific performance measures can be found in the General Managers employment contract.

100.10.6 BOARD AND GENERAL MANAGER DIVISION OF DUTIES

Division of Duties	
Board Work	General Manager and Administrative Work
Hire General Manager	Hire Staff
Set Goals & Vision (with help)	Turn Goals and Vision into Action
Adopt Policy	Develop Administrative Procedures
Set Budget	Plan Expenditures
Approve Contracts	Employee Relations
Monitor Progress	Report Progress
<i>What Needs Done</i>	<i>How to Do It</i>
<i>The Ends</i>	<i>The Means</i>

100.10.7 BOARD COMMUNICATION WITH THE GENERAL PUBLIC AND LTD STAFF

1. Board members understand that as an individual, they have no authority to act on behalf of the LTD Board. It is when acting as a body that a majority of the Board has influence.
2. The Board should be united, but not necessarily uniform. Board members are expected to have diverse opinions, to respectfully disagree on issues, and to present for consideration their divergent opinions. However, once a decision has been made by a majority vote of the Board, all Board members must work in support of the decision of the majority.

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3. Board members acting as a representative of the LTD Board must express opinions held by the Board as an entity, even if those opinions conflict with the personal opinions of the Board member. Similarly, when acting as a representative of the LTD Board, members must express support for the positions of the LTD Board, even if those positions are in conflict with their own. .
4. In situations when a Board member is making a statement or taking an action that will be heard or observed by members of the public (as opposed to purely personal actions) and it is not clear if they are acting as an individual or as a representative of the Board, that Board member should clarify the role in which they are acting.
5. While the public has a right to attend any public meeting, the public does not have the automatic right to participate in a public meeting. The LTD Board does allow participation by the public at most of its meetings, subject to certain limitations to be enforced by the Board President, including a time limit for comments. The Board President may thank the individual for their comments, but should not otherwise engage in a dialogue with the individual on the subject of the comments. If Board members have questions following public comment, those questions can be directed to the General Manager for follow up.
6. Board requests of staff should be conveyed through the General Manager.
7. Communication from staff to the Board as an entity should be conveyed through the General Manager.

100.10.8 BOARD SELF-EVALUATION OF BOARD OPERATIONAL PROCEDURES

1. In collaboration with the General Manager and Clerk of the Board, the Board of Directors shall perform an annual self-assessment of the Board's performance. The assessment shall serve the purpose of evaluating Board actions, District projects, and allocation of District resources and how they do or do not align, with the organization's strategic business plan.
2. As part of the annual assessment, the Board, in collaboration with the General Manager, Clerk of the Board, and general counsel will perform a review of Board processes, Working Agreements and Bylaws for any needed updates.

100.10.8 GENERAL COUNSEL

General counsel serves as counsel to LTD, including the Board of Directors. General counsel's direct contacts are the General Manager, the Board President, and the Clerk of the Board. General counsel shall at all times work in furtherance of the best interests of LTD as an organization. General counsel shall not advise Directors or individual employees on matters of personal interest or matters that may, in any way, conflict with the interests of the organization. If general counsel becomes aware of a conflict between the General Manager and the Board of Directors on a matter requiring legal advice, general counsel shall recuse themselves from the situation and recommend that each involved interest seek independent counsel. At no time shall general counsel advise either the General Manager or the Board of Directors in a situation where one is in opposition to the other. Notwithstanding the foregoing, general counsel may assist in the preparation of the General Manager's employment agreement upon disclosure to the General Manager of that involvement and advice to seek independent counsel. General counsel shall be retained in accordance with LTD's procurement policy for legal services. General counsel may be terminated at any time by the General Manager in consultation with the Board president or by a majority vote of the full Board of Directors. If the General Manager makes the termination decision, that decision can be overridden by a unanimous vote of the Board of Directors.