

REGIONAL TRANSPORTATION DISTRICT

**RESOLUTION No. 004 SERIES OF 2014
Amended May 03, 2014**

(RTD Board Operating Guidelines)

WHEREAS, the Board of Directors of the Regional Transportation District desires to operate in a considerate, thorough and effective manner and to respect the ideas and opinions of all board members and staff ; and

WHEREAS, the magnitude and significance of the RTD FasTracks Program and general operating requirements for the base system have challenged the Board and staff to work effectively to accomplish the work before us in a timely and efficient manner; and

WHEREAS, in an effort to improve the effectiveness of communication and consideration of issues to be decided by the Board, a retreat was held on 2/2/08 to address means to communicate better and to operate in a more effective manner while giving all Board members the opportunity to speak and engage staff in consideration of issues; and

WHEREAS, the Board with the help of a facilitator developed the attached guidelines as a result of the retreat, and

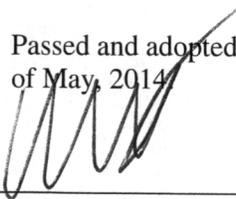
WHEREAS, the Board has revisited these operating guidelines in April, 2014 and recognizes the efforts of Director Tobiassen to implement a paperless packet solution for the Board members which has affected communication options and included the use of electronic technology; and

WHEREAS, the Board desires to remain open and transparent while conducting Board business, and considers the use of electronic devices (i.e. iPhones, iPads, smart devices and similar technology) during committee and Board meetings as appropriate under the prescribed situations.

NOW, THEREFORE, BE IT RESOLVED that:

The Board of Directors of the Regional Transportation District adopts the attached modified Operating Guidelines to govern its communications amongst one another and staff and to create more effective communication and decision making during Committee and Board meetings. In the event of any conflict between the attached Guidelines and the Bylaws, the Bylaws shall govern.

Passed and adopted by the Board of Directors of the Regional Transportation District on The 27th of May, 2014



Charles Sisk
Chair



Jeff Walker
Secretary

RTD BOARD OPERATING GUIDELINES

BOARD COMMITMENT

Our Board is committed to transit and the goals of the Regional Transportation District. In meeting this commitment, we appreciate that the Board adds the greatest value when it focuses on and helps clarify high-level policy issues and plans, including the policies that underpin capital and operating budgets. In contributing to policies and plans, the Board must understand the vision and mission of RTD and its priority objectives for the coming years. The Board appreciates that this is an unusual time for RTD because of the major capital investment in FasTracks that will change the way in which transit is supplied in the Denver metropolitan area for decades to come. We appreciate that as elected officials we each represent different areas with different needs and have a responsibility to our constituents. We also recognize that this Board, by statute, has both policy and executive functions it must perform.

BOARD VALUES

We value the collective Board wisdom that is gained through our deliberations. Thus we value openness in our discussions, diversity of perspectives, and civility in our conversations. We also place a premium on deliberations that are both efficient and effective. Recognizing that issues will vary in their complexity, we value timely decision-making.

STEPS TO ENHANCE BOARD EFFECTIVENESS

The Board supports the following steps to enhance our effectiveness:

1. Recognizing there is not a clean line between policy and management, the Board will place a premium on conducting policy level discussions at Board meetings and retreats.
2. The Board believes occasional retreats to focus on specific policies, or policies that help guide budget formulation, will help produce more efficient and effective Board meetings.
3. The Board believes the staff can help it be effective by focused preparation of background material and packets, concise framing of policy issues, and being available to brief and answer questions from Board members ahead of meetings.
4. In the interest of focused and efficient discussions, Board members commit to reading appropriate material ahead of time and staying focused on the topic at hand.
5. Board members are encouraged to address issues for which they have a particular interest, but which might not be broad policy concerns of the full Board, with staff or at committee meetings rather than at full Board meetings.
6. The Board recognizes that our members come to RTD with different perspectives and styles. We value tolerance and appreciation of the Board's diversity.
7. The Board recognizes that technology and technological tools can enhance the Board meeting experience by providing timely access to information and research relevant to the topics at hand. The Board supports the use of electronic devices (i.e. iPhones, Smart Phones, iPads and similar devices) during committee and Board meetings as long as the use of these devices is not disruptive to the

meeting and that Board members provide the proper attention and courtesy to the people in attendance at the meeting. Cellphones or devices with sound should be silenced with no vibrations. Voice calls during the meetings are discouraged. Board members are reminded not to communicate with one another via electronic devices at Board meetings, as all debate should take place in public forum.

8. We empower the Board Chair and the chairs of our committees to seek the appropriate balance between open and thorough discussions and timely decisions to bring discussions to closure and to remind Board members of our commitment to these guidelines.

SPECIFIC NEXT STEPS

- Devote time for a Board discussion of criteria to be used in RTD RFPs, which should include the appropriate level of due diligence the Board should perform on contracts.
- Define a date for a Board retreat designed to elicit and discuss some of the most important policy concerns of Board members.
- Establish an annual Joint Board/Staff meeting or retreat that will focus exclusively on policy guidance for the formulation of the operating and capital budget and the General Manager's Tactical Goals (i.e. strategic planning advance).
- Identify the types of issues that do not need to come before the Board (e.g., items previously approved in the budget process or items that could be addressed solely by staff).
- Have staff support the Board through its packet preparation with specific actions such as:
 - highlighting both the guiding policy issue and the decision being sought, and the strategic goal that the action supports.
 - limiting the volume of material (augmented by appended material if needed),
 - bringing more complex items to the Board initially as discussion items and later as decision items,
 - providing packets sufficiently ahead of time so that when necessary Board members can be in contact with either staff or constituents, and,
 - when appropriate, setting forth options for Board consideration.
- Adopt flexible ground rules to guide Board discussions such as:
 - avoid repeating arguments,
 - focus on new points,
 - avoid distracting non-verbal communications, and,
 - limit comments when a decision of the Board is overwhelmingly clear.
- Re-commit to these modified guidelines in 2014 and to ensure we are holding ourselves accountable to the intent of these guidelines. Also make an accompanying commitment to review their application on an as-needed basis from the date of this adoption.