

## **Executive Committee Charter**

### **Committee Purpose:**

- The Executive Committee primarily provides oversight to each of the standing committees, ensures that the Board of Directors protects the public, and provides oversight and guidance to the organization in the achievement of its goals and objectives.
- The committee's function shall be to review and establish the agenda for each regular meeting of the Board of Directors in accordance with Article V, Section 3 of the Board Bylaws, and to advise the Chair on other matters as may come before the committee.
- Any member of the Executive Committee is an authorized signatory for RTD agency issued checks over \$100,000 per the annually approved Bank Account Signature Authorization Agreement, and in accordance with audit guidelines.
- The Chair or any member of the Executive Committee is authorized to review and approve the expense reimbursements and travel requests for fellow Board members, in accordance with Board approved policies on travel and reimbursement
- The Chair or any member of the Executive Committee also is responsible for reviewing and approving the General Manager's expenses, including, but not limited to, PCard usage, travel and time off, in accordance with the guidelines provided in the RTD Management Directive B-3 or as it may be supplemented or changed from time to time.

### **Operating Procedures:**

- By Thursday of the week preceding the Executive Committee meeting, the Executive Manager for the RTD Board of Directors will submit an agenda to the Board office with the appropriate Board report or documentation. This agenda will be reviewed with the Chair of the Board.
- This agenda and backup will be included in the Board packets sent to each Director each Friday.
- The agenda will normally follow the order: Recommended action, Approval of (current month) agenda, updates, other matter, and next meeting date. The Chair of the Committee has the discretion to change the order as needed.
- The General Manager and his senior management staff will do a Board review on all items on the agenda to make sure all information and backup is correct.
- During the Executive Committee meeting, the General Manager or his designee will present the agenda and discuss any items of concern.
- The Chair of the Committee should call for a motion on an action item following Robert's Rules (parliamentarian procedures) in the discussion of the item.

- Items that are moved forward by a motion and properly discussed will be voted on via voice vote or show of hands. A quorum of three is required to move an action forward to the full Board for approval.
- The Executive Committee will take a vote to approve moving the agenda to the full Board. A quorum of three is required.

#### **Authorization:**

- Section 32-9-109.5 and Section 32-9-114 of the RTD Act describes the administrative powers and authority given to the RTD Board of Directors. The Board Bylaws provides further description of Standing Committees. The standing committee can take a vote on an action to move it forward to the full Board at a regular Board meeting but the action is not official until approved at a formal Board meeting.

#### **Membership and Leadership Composition:**

- This committee shall be composed of the five officers of the RTD Board who are elected annually by the Board of Directors at its first regular meeting in January of each year, i.e., the Chair, the First Vice-Chair (Chair Pro Tem), the Second Vice-Chair, the Secretary and the Treasurer.
- Three (3) members shall constitute a quorum.

#### **Roles and Responsibilities:**

- **Chair of the Committee:**
  - Work with the General Manager and the Executive Manager to the Board to develop and approve agenda for the monthly meetings.
  - Chair/facilitate committee meetings following established Board protocols and parliamentary procedures.
  - Discuss items on Committee agenda and calls for a vote on recommended action items to move before full Board at the formal Board meeting.
  - Follows established order for agenda as approved in Board Bylaws but maintains flexibility to change when appropriate.
  - Maintains proper communications flow and order for involvement and balanced participation of Board members.
  - Can make the decision to invite public comment or speaker if appropriate.
  - Appoint working groups or sub-committees as needed on specific issues.
  - Can request Executive Session on items that are allowed per Open Meetings Act. CRS statute must be properly quoted and posted.
  - Approve meeting minutes.
  - Per Board Bylaws can authorize travel or expenditures based on his discretion or approval of the Executive Committee.

- **Vice-Chair of the Committee:**
  - Perform all Chair responsibilities in the absence of the Chair.
- **Committee Members:**
  - Preview presentations/materials provided by staff before the meeting and come prepared to discuss or take appropriate action on items brought before the committee.
  - Attend meetings regularly.
  - Review Committee minutes
  - Can remove items from agenda based on quorum.

**Reporting Requirements:**

- All committee meetings are noticed and recorded per Open meetings/Open Records requirements.
- Meetings with three or more Board members present are considered open meetings and must be noticed and posted at least 24 hours before the meeting.
- All meetings must have approved agendas.
- Minutes are taken of each meeting (along with attendance) and included in the monthly Board agenda for formal Board meeting.
- Minutes are reviewed by the Executive Committee and full Board.
- Minutes from the Committee meetings are permanent records and retained in the Board office via the Laserfische document management system.
- Minutes from the meetings are available to the public upon request.

**Staffing Requirements:**

- Board members rely on General Manager and his staff for preparation of presentations, Board reports, and other materials used in the Committee meetings.
- Senior leadership staff participates in meetings and addresses any questions or concerns raised by Board members on a particular item.
- Staff performs analysis and provide follow-up to Board members on requested items.
- Staff meets with Board members in one-on-one sessions or as requested to brief Board members on a particular issue.

**Meeting Schedule and Process:**

- Executive Committee meets regularly once a month, usually on the second Thursday of the month at 12:00 noon or at such time as is decided upon by the full Board members.
- Special meetings may be called at the discretion of the Chair of the Committee and with advisement from the Chair of the Board.

- Prior to the meeting, the Chair and Vice-Chair of the Committee meet with the staff to discuss or review the agenda and any items of concern.
- The Chair will follow the established order on the agenda which is normally prioritized by recommended items requiring a vote, update items, other matters or new items. The Chair has the flexibility to change the order of the agenda when deemed appropriate but should keep in mind that the purpose for doing recommended action items first is to ensure a quorum is still present for voting the motion forward.

**Approval Process:**

- Executive committee members vote to move a recommended action forward to the full Board for approval at the official Board meeting.
- A quorum vote of three members can advance an item forward.
- Action items are placed on the Board agenda either under unanimous consent or recommended action according to whether the Committee passed the item forward unanimously or had any opposing votes.
- Action items passed by committee do not become official part of record until approved in the formal Board meeting by the full Board.
- A new item may be discussed for recommended action if brought forth by three or more committee members and have been provided to the Executive Manager of the Board by Thursday of the week preceding the Committee meeting.