

## **General Manager Oversight and Performance Management Committee Charter**

### **Committee Purpose:**

- This committee has an ongoing responsibility and accountability for oversight and management of the General Manager's employment contract, compensation package, annual comprehensive performance evaluation, and additional duties as may be assigned by board in the event of the need to replace a General Manager.
- This committee also will have responsibility for obtaining an external audit that validates the financial implications of changes affecting the General Manager's contract or compensation package, and will submit the external audit report to the full Board as soon as reasonably practicable thereafter.
- This committee will establish an ongoing planning calendar for the General Manager's annual performance evaluation and annual review of the General Manager's contract.
- This committee has responsibility for determining appropriate benchmarking, including selection of peer group and internal factors to be included in the General Manager's annual review as appropriate.

### **Operating Procedures:**

- By Thursday of the week preceding the committee meeting, the Board member assigned to prepare agendas from the committee will submit an agenda to the Board office with the appropriate Board report or documentation.
- 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, updates, other matter, and next meeting date. The Chair of the Committee has the discretion to change the order as needed.
- 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.
- 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 four is required to move an action forward to the full Board for approval.
- This Committees uses a buddy system for communicating to make sure each member of the Board is properly aware and informed during all stages of the process.

- The Chair of the Committee will give a monthly update at the regularly scheduled open Board meetings on status or changes pertaining to key compensation activities.

#### **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:**

- Each year the newly elected Chair of the Board will appoint the Chair and Vice-Chair of the General Manager (GM) Oversight and Performance Management Committee
- The General Manager Oversight and Performance Management Committee is a standing committee of six Board members.
- The Chair of the Board appoints the six members to the committee.
- Only the six appointed Board members are participating and voting members of this committee.
- A quorum is reached with four members participating.
- This committee makes use of ad hoc or sub working groups to assign tasks and report back to the full committee for review and recommendation. The current ad hoc groups are goal setting and GM Evaluation.

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

- **Chair of the Committee:**
  - Works with the General Manager and the ad hoc committees 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.
  - Appoints 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.
- Keeps the Chair of the Board apprised of all activities.
- **Vice-Chair of the Committee:**
  - Perform all Chair responsibilities in the absence of the Chair.
- **Ad Hoc Committee Chairs:**
  - Perform a particular scope of work as defined by the Committee Chair and bring back findings and recommendations to the full Committee for review and approval.
  
- **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

#### **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.
- Recommendations are taken before full Board for open discussion and approval as allowed by state statute.
- 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 Committee Chair and General Manager.
- 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 external consulting sources, General Manager and his staff for preparation of presentations, Board reports, and other materials used in the Committee meetings.
- General Manager participates in meetings and addresses any questions or concerns raised by Board members on a particular item.

- General Manager, consultants, and ad hoc committees perform analysis and provide follow-up to Board members on requested items.
- Ad hoc committees meet with General Manager as needed to develop goal setting, succession planning, and evaluation strategies that are reviewed and approved by the full committee.
- Seek specialized expertise as needed.

#### **Meeting Schedule and Process:**

- General Manager Oversight and Performance Management Committee meetings are called as needed, usually once a month before the regularly scheduled Committees and Board meetings.
- Ad hoc committees of the General Manager Oversight and Performance Management Committees meet in working sessions as needed with General Manager or external consulting sources.
- 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:**

- General Manager Oversight and Performance Committee members vote to move a recommended action forward to the full Board for approval at the official Board meeting.
- A quorum vote of four 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.