

RESOLUTION NO. ###-15

A RESOLUTION AMENDING THE FUNCTIONAL DESCRIPTIONS OF THE BOARD STANDING GOVERNING COMMITTEES; RESCINDING RESOLUTION NO. 723-14; AND, OTHER MATTERS PROPERLY RELATING THERETO.

SPOKANE TRANSIT AUTHORITY
Spokane County, Washington

BE IT RESOLVED BY THE SPOKANE TRANSIT AUTHORITY as follows:

WHEREAS, the Spokane Transit Authority (Spokane Transit) is a public transportation benefit area organized and operating pursuant to the laws of the State of Washington; and

WHEREAS, the Board of Directors of Spokane Transit (Board) established a structure of three (3) standing Board governing committees to provide critical assistance to the Board in carrying out its governing mission in a full and timely fashion: the Board Operations Committee; the Planning & Development Committee; and the Performance Monitoring & External Relations Committee (hereinafter, collectively referred to as the Standing Committees); and

WHEREAS, the Standing Committees were adopted as the governing structure of the Board and the functions of the Standing Committees adhere to the committee descriptions that are set forth in the Action Report following up on the July 15, 2011 High-Impact Governing Work Session and in the Governing Functional Descriptions; and

WHEREAS, the Board desires to continue to increase opportunities for engagement of all members of the Board of Directors in the Board's Standing Committees and the governing structure of the Board; and

WHEREAS, based on the experience and feedback of the Board, the Board Operations Committee at their meeting of June 10, 2015 has recommended the revision of the composition of the Board Operations Committee to require that Committee membership always includes at least one appointee from each of the governments or group of governments appointing Directors to the Board and the Director representing Labor on the Board.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of STA as follows:

Section 1. The Governing Functional Descriptions of the Board Operations Committee, the Planning & Development Committee and the Performance Monitoring & External Relations Committee, are adopted as set forth in the attached Exhibit "A."

Section 2. Resolution No. 723-14 adopted by the Board of Directors on October 23, 2014 is hereby rescinded in its entirety.

ADOPTED by STA at a regular meeting thereof held on the ___ day of June 2015.

ATTEST:

Jan Watson
Clerk of the Authority

SPOKANE TRANSIT AUTHORITY

Tom Trulove
STA Board Chair

Approved as to form:

Laura McAloon
Legal Counsel

EXHIBIT A
GOVERNING COMMITTEE FUNCTIONAL DESCRIPTIONS

BOARD OPERATIONS COMMITTEE

The Board Operations Committee membership is composed of:

- the Chair of the Board, who shall chair the Board Operations Committee
- the Chair of the Planning & Development Committee
- the Chair of the Performance Monitoring & External Relations Committee
- the Chair Pro Tempore of the Board
- the Board member appointed by labor organizations to the Board of Directors
- the Chief Executive Officer (in an ex-officio capacity).

In any calendar year in which the composition listed above does not include at least one Director appointed by the legislative body of each of the governments or groups of governments appointing Directors to the Board, the Chair of the Board shall make such additional appointments to the Board Operations Committee as are needed to provide for such representation.

A quorum for the purpose of conducting business of the Board Operations Committee consists of a majority of the voting members present at any regular or special meeting.

The Board Operations Committee is basically responsible for the effective functioning of the Board of Directors, including Board human resource development, for the maintenance and development of the Board-Chief Executive Officer working relationship, and for the audit function, in this capacity being accountable for:

- Coordinating the functioning of the Board of Directors and the Board's Governing Committees, keeping the Board Governing Mission updated, setting Board member performance standards, and monitoring the performance of the Board as a whole and of individual Board members.
- Resolving conflict if the Planning & Development Committee or Performance Monitoring & External Relations Committee are unable to reach consensus.
- Recommending revisions in Board of Directors policies in the interest of stronger governance and management of STA affairs.
- Matters involving real estate.
- Matters involving Human Resources.
- Developing and overseeing execution of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new with senior Board members.
- Ensuring that the Chief Executive Officer employment contract and position description are updated as necessary to reflect changing STA needs, priorities, and circumstances.
- Annually negotiating Chief Executive Officer performance targets and recommending full Board approval, designing the process for annual or semi-annual Board evaluation of Chief Executive Officer progress in achieving these targets, and recommending the Chief Executive Officer's compensation to the Board. *Note that*

these are the Chief Executive Officer-specific performance targets, relating to significant Chief Executive Officer commitment of her time to particular high-priority items. They must be in accordance with – and cannot contradict – the overall STA organizational targets that are set through the annual planning and budgeting process, under the oversight of the Board’s Planning & Development Committee.

PLANNING & DEVELOPMENT COMMITTEE

The Planning & Development Committee is accountable for designing and coordinating the Board's participation in STA strategic and operational planning, including annual budget preparation, in this capacity:

- Reaching agreement with the Chief Executive Officer on the detailed design of the STA planning and budget development cycle – with special attention to the Board's role in planning - and on the annual planning calendar, and ensuring that the Board participates fully and proactively in the planning process.
- Overseeing preparation for, and hosting, any Board of Directors-Chief Executive Officer-Executive Team strategic work sessions that are held as part of the annual planning cycle.
- Recommending to the Board of Directors the strategic issues that STA's detailed strategic planning should focus on, and reviewing and recommending to the Board such critical planning products as updated values, vision, and mission statements, operational planning priorities, and other strategic and policy-level planning products that merit Board attention. Note that development of the annual budget is a major operational planning product and, therefore, falls under the Planning & Development Committee.
- Ensuring – as part of the annual operational planning/budget preparation process – that all operational plans include both financial and programmatic performance targets that the Performance Monitoring & External Relations Committee can use in monitoring the operational and financial performance of all STA programs and operating units. *Note that the Chief Executive Officer also annually reaches agreement with the Board Operations Committee on detailed high-priority Chief Executive Officer-specific performance targets involving the use of her time, within the framework of the overall STA targets established in the planning process.*
- Approving Scopes of Work for Contracts in excess of the Chief Executive Officer's authority.
- Recommending to the Board of Directors award of contracts in excess of the Chief Executive Officer's authority.

PERFORMANCE MONITORING & EXTERNAL RELATIONS COMMITTEE

The Performance Monitoring & External Relations Committee is accountable for overseeing STA operational and financial performance, for updating of STA (non-governing) policies meriting Board attention, and for building a positive STA public image and maintaining relationships with the community at large and key stakeholders, in this capacity:

- Reaching agreement with the Chief Executive Officer on the key elements of an operational and financial reporting process, including the content, format, and frequency of performance reports to Board, and overseeing implementation of the process.
- Designing processes for gathering performance information other than formal reports, such as Board member facility visits.
- Reviewing performance reports in Committee meetings and reporting operational and financial performance to the Board at its regular business meetings.
- Reviewing operational policies meriting the Board's attention (such as policies to govern STA financial management, contracting, and the like), identifying the need for revision, and recommending policy revisions to the full Board.
- Presenting an overall assessment of the past year's operational and financial performance at annual strategic planning work sessions involving the full Board of Directors.
- Providing counsel to the Chief Executive Officer on major internal administrative system upgrades (e.g., a major MIS upgrade) involving significant costs.
- Ensuring that STA's desired image is regularly updated.
- Overseeing the development and implementation of strategies for STA image building, marketing and public relations and for maintaining close, positive relationships with key external stakeholders.
- Overseeing the development and implementation of legislative/governmental relations policies and strategies.
- Recommending to the Board positions on legislative issues.
- Coordinating Board member speaking in appropriate forums on behalf of STA.
- Fashioning strategies and plans intended to enhance external communication.
- Approving Scopes of Work for Contracts in excess of the Chief Executive Officer's authority.
- Recommending to the Board of Directors award of contracts in excess of the Chief Executive Officer's authority.

GOVERNING COMMITTEE ORGANIZATION CHART

