



SUBJECT: Approval of the Austin Transit Partnership's Board Operating Procedures Policy.

FISCAL IMPACT: No Fiscal Impact.

BUSINESS CASE: Does not apply.

EXECUTIVE SUMMARY: To govern the administration and operation of the Austin Transit Partnership's Board of Directors, including Board meetings and public comment procedures, as well as board travel policies, the Board is to consider adopting a Board Operating Procedures Policy.

RESPONSIBLE DEPARTMENT: Legal.

PROCUREMENT SUMMARY: Does not apply.

**RESOLUTION
OF THE
AUSTIN TRANSIT PARTNERSHIP
BOARD OF DIRECTORS**

STATE OF TEXAS

Resolution ID: ATP-2021-015

COUNTY OF TRAVIS

Adoption of Board Operating Procedures Policy

WHEREAS, the Austin Transit Partnership (“ATP”) Board of Directors (the “Board”) recognizes the need to establish a policy to govern the administration and operation of the Board, as well as Board meetings, as it works to guide and support ATP in achieving its goal of implementing Project Connect; and

WHEREAS, it is the intent of the Board to achieve best practices in governance, policy direction, and oversight, as well as promote and receive input from the public on matters of ATP’s public business; and

NOW, THEREFORE, BE IT RESOLVED by the Board that the Board Operating Procedures Policy attached as Exhibit A to this resolution is hereby adopted.



**Casey Burack
Secretary of the Board**

Date: 05/20/21





Austin Transit Partnership Board of Directors Resolution

Meeting Date: 05/19/2021

ATP-2021-015

Adoption of Board Operating Procedures Policy

Exhibit A

AUSTIN TRANSIT PARTNERSHIP BOARD OPERATING PROCEDURES POLICY

I. OVERVIEW

The Austin Transit Partnership ("ATP") was formed by the Capital Metro Transportation Authority ("Capital Metro") and the City of Austin (the "City") for the purpose of implementing the Project Connect System Plan ("Project Connect") as such project is more particularly described in Capital Metro Resolution No. AI-2020-1273 and City Resolution 20200610-02. ATP does hereby establish this Board Operating Procedures Policy (this "Policy") to govern the administration and operation of ATP's Board of Directors (the "Board") and Board meetings as the Board works to govern ATP in achieving its mission of implementing of Project Connect.

This Policy is intended to outline the Board's general powers and duties under chapter Subchapter D of Chapter 431 of the Texas Local Government Code, Chapter 394 of the Texas Local Government Code, and other applicable laws. This Policy does not supersede and is subject to any applicable federal or Texas law or administrative rule, including the Texas Open Meetings Act.

II. GENERAL RULES AND OPERATING PROCEDURES

The Board shall strive to achieve best practices in governance, policy direction, and oversight. The Board shall act as a body in making and announcing its decisions. Individual Board members serve on the ATP Board to support the mission of ATP and shall discharge their duties with ordinary care and in a manner each member reasonably believes to be in ATP's best interests.

A. *Board Members.*

- (1) Board members shall hold office for the period specified in ATP's Articles of Incorporation. The composition of the Board and qualifications of the Board members, as well as the procedures for their appointment and removal, shall be as provided by ATP's Articles of Incorporation or Bylaws (as applicable).
- (2) Board members shall regularly attend meetings to participate in the decision-making process, responsibly represent the public and preserve public trust. In accordance with Article VI of the ATP Articles of Incorporation, a Board member may be removed from the Board by a resolution approved by a majority vote of the City Council and Capital Metro Board finding that such Board member is derelict in his or her duties by either: (i) failing to attend four consecutive scheduled meetings, including any combination of annual meetings, regular meetings, or special meetings; or (ii) failing to attend one-third or more of scheduled meetings during any fiscal year of ATP, including any combination of annual meetings, regular meetings, or special meetings, unless such Board member can show good cause for the absences.
- (3) When speaking for the Board, Board members' statements must remain consistent with official Board actions. Whenever possible, only the Chair should speak on behalf of the entire Board.
- (4) Board members must keep confidential any written materials and verbal information provided during executive sessions or information exempt from disclosure pursuant to the Texas Public Information Act.

- (5) Newly appointed Board members are encouraged to take advantage of information opportunities to learn about ATP, the Board's rules and operating procedures and significant Board actions.
- (6) Except for purpose of inquiry or clarification, the Board and Board members will make best efforts to work through the Executive Director to advance individual requests of staff.
- (7) Board members may contact and consult ATP's general counsel at any time to obtain legal guidance related to ATP or their service on the Board.

B. Board Chair and Vice Chair.

- (1) The Board shall select a Chair and Vice Chair by a majority vote of Board members for a term of office in accordance with Sections 3.2 and 3.3 of the ATP Bylaws.
- (2) At all meetings of the Board, the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, an acting presiding officer shall be chosen by the Board from among the Board members then present.
- (3) Subject to the limitations contained in the ATP Articles of Incorporation, the Chair may, upon authorization by resolution of the Board, sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, contracts, and other instruments of any kind in the name of ATP.
- (4) The Vice Chair shall perform the duties and exercise the powers of the Chair upon the Chair's death, absence, disability, or resignation, or upon the Chair's inability to perform the duties of his or her office. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.
- (5) The Chair is authorized to sign resolutions, motions, contracts, warrants and other instruments and documents requiring evidence of approval by the agency as the Board may direct or as may be required to facilitate agency business. In the event that the Chair is absent or unavailable when such signatures are required, the Vice Chair may sign such instruments and documents.

C. Board Secretary.

- (1) The Secretary of ATP shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.
- (2) The Board Secretary shall endeavor to give notice of each meeting seven (7) days in advance of such Board meeting and in accordance with Article 2 of the ATP Bylaws and with the Texas Open Meetings Act.
- (3) The Board Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of this Policy, the ATP Bylaws, the ATP Articles of Incorporation and as required by law, be custodian of ATP's records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the Chair. The Secretary shall serve at the discretion of the Board and may be removed as Secretary by the Board at any time, with or without cause. The Secretary need not be a member of the Board.

D. *Meeting Procedures.* In general, all Board meetings, including any emergency meetings, shall be conducted in accordance with the requirements of Article 2 of the ATP Bylaws. In addition, Board meetings shall be conducted as follows:

- (1) The Board may conduct public meetings and hearings, as well as joint meetings and hearings with other agencies for and on behalf of the Board to meet any legal requirements and enable ATP to perform its statutory functions.
- (2) The Board shall meet in accordance with and file notice of each meeting of the Board in the same manner as required of the City Council of the City and Capital Metro's Board of Directors under the Open Meetings Act. Notice of each meeting shall be posted by the Secretary of the Board at the same location. Additional notice of each meeting may be posted at one or more other locations.
- (3) A majority of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of ATP. Ex-officio directors shall not count for the purposes of determining the presence of a quorum. If at any meeting of the Board there is less than a quorum present, business of the Board shall not be conducted. The act of a majority of the Board members shall constitute the act of the Board, unless the act of a greater number is required by law or by the ATP Articles of Incorporation or Bylaws.
- (4) Voting may be conducted in any manner chosen by the Chair. Only Board members may cast votes. A roll call vote on any action may be called by any Board member at any time before beginning discussion on the next agenda item, and such vote shall be recorded in the minutes. Board members in attendance may not abstain from voting on any matter proposed for action unless they believe that a vote on the matter may present a personal conflict of interest. The Board member must indicate an abstention before discussion of the proposed action.
- (5) Board actions may be made by motion or resolution. An affirmative vote of a majority of Board members is required for approval of resolutions and motions, unless the act of a greater number is required by law or by the ATP Articles of Incorporation or Bylaws. Final action will not be taken on any action unless there was notice and an opportunity for public comment on the action.
- (6) The Board may adjourn any meeting by an affirmative vote of a majority of Board members in attendance or at the Chair's discretion. Any such meeting may be continued at any subsequent meeting.

E. *Attendance by Phone and Video.*

- (1) A Board member may attend a meeting by video upon notice to the Board Chair or Secretary and the meeting may be conducted so long as a quorum is physically in attendance. A request to attend a meeting by video is limited to extraordinary circumstances such as emergencies, illness, accident, official business outside of the agency's district, or other circumstances that do not allow attendance at the meeting, provided that attendance by video shall be permitted at any time in-person meetings have been suspended by the Governor of Texas or applicable law, and in such instances no request for phone or video attendance shall be required.
- (2) A request to attend a meeting by phone or video may be approved by the Chair and will be noted when the meeting is called to order or when the Chair becomes aware of the request. The phone or video connection must allow the Board member to hear and be heard by other Board members and the public.

- (3) Any Board member participating in a meeting by phone or video is deemed to be present at the meeting for all purposes, including, but not limited to, establishing a quorum.

III. PUBLIC COMMENT PROCEDURES

It is the policy of the Board to value input from the public on matters of ATP's public business. Interested parties representing various points of view are allowed time to present their views in an orderly manner in accordance with this Policy, while permitting the Board to conduct its meetings in an efficient and effective manner. This Policy applies to Board meetings and Board committee meetings and is subject in all respects to the Texas Open Meetings Act requirements as applicable and in effect at any time.

A. *Public Comment.*

- (1) Members of the public may sign up to speak on any action item or topic prior to the Board meeting by (i) completing a Public Comment form available outside the Board meeting room prior to the meeting, or (ii) contacting ATP via the email address or telephone number listed in the Public Comment section of the ATP website at least twenty-four (24) hours in advance of the Board meeting.
- (2) Public comment on general topics will be received as the first item on the meeting agenda.
- (3) Speakers may elect to comment in person by physical attendance at the Board meeting, via telephone, or via written, video-recorded or audio-recorded comments emailed to the email address listed in the Public Comment section of the ATP website at least twenty-four (24) hours in advance of the Board meeting that may be read aloud into the record by an ATP representative at the sole discretion of Chair.
- (4) Speakers will each have three (3) minutes to address the Board. Non-English speakers requiring a translator will have six (6) minutes to address the Board. In the event a speaker submits a written comment, such comment shall be no longer than four hundred (400) words, or a video or audio-recorded comment, such comment shall be no longer than three (3) minutes.
- (5) At the Chair's option, public comment may be limited to up to ten (10) speakers from each side of an issue before the Board. If less than ten (10) speakers request to speak for either side of an issue, additional speakers from the opposite side of the issue shall be permitted to speak for up to an aggregate total of twenty (20) speakers.
- (6) If more than one member of the public from a particular group requests to comment, the Chair may ask that the group select one representative of the group to present the group's view. In such a case, the group's representative will be allowed five (5) minutes to speak in person or submission of written comment of up to six hundred and fifty (650) words.

IN ITS SOLE DISCRETION THE BOARD RESERVES THE RIGHT TO WAIVE THE PROCEDURES CONTAINED IN THIS SECTION III WHEN NECESSARY TO CONDUCT BOARD MEETINGS EFFICIENTLY AND EFFECTIVELY. ATP RESERVES THE RIGHT TO REMOVE PERSONS WHO CAUSE A DISTURBANCE AT AN OPEN MEETING OR TAKE OTHER ACTIONS TO PROMOTE AN ORDERLY MEETING.

IV. BOARD TRAVEL POLICIES

Board members may be required to travel for business reasons associated with ATP. Board members are encouraged to attend transit-related conferences and pursue other educational opportunities for the betterment of ATP. The purpose of these Board Travel Policies is to assure that authorized travel by members of the Board is conducted in a responsible manner and that all travel is done in the most efficient and cost effective manner possible.

Board members shall follow all applicable business travel policies and procedures of ATP, in addition to the terms of this Section IV, to ensure that authorized travel is conducted in a responsible manner and that established procedures are followed consistently.

A. *Allocation of Board Travel Funds.* The Board shall establish an amount in each adopted annual budget for business travel and conference expenses by members of the Board for the upcoming fiscal year. Each Board member shall be allocated in the budget an equal amount for ATP business travel, with an additional sum allocated to be dispersed at the discretion of the Chair for additional travel beyond an individual member's allocation. Travel funds shall further be subject to the following:

- (1) Allocated travel funds shall include registration fees and all allowable reimbursable expenses such as air travel, lodging, per diem and other reasonable travel expenses. Payment for hotel or other lodging expenses within fifty (50) miles of the Board member's personal residence shall not be an allowable reimbursable expense.
- (2) Travel arrangements will not be made unless the Board member has funds available or has received approval from the Chair or their designee for the use of funds from the Board's discretionary allocation.
- (3) Each Board member shall annually work with staff and submit to the Executive Director or their designee a list of anticipated travel for the upcoming fiscal year by September 15th based on the proposed budgeted amount allocated to each Board member for Board member travel. To assist with meeting planning and budgeting, the submission must include dates, location, and estimated costs for each planned trip.
- (4) ATP shall not pay for Board members to travel when it would coincide with a regularly scheduled monthly meeting of the full Board unless it is deemed necessary for business reasons by the Chair or their designee.
- (5) Board members are expected to work with the Board Relations Manager to make their travel arrangements no less than 14 days prior to travel.
- (6) ATP shall only pay a Board member's travel costs equal to those on the 14th day prior to travel, except under extenuating circumstances as approved by the Chair. If a Board member wishes to travel upon booking less than 14 days in advance, the Board member may do so by personally paying any additional costs associated with booking that travel less than 14 days in advance.

B. *Mileage Reimbursement.* Board members and advisory committee members may receive personal mileage reimbursement at the IRS standard mileage reimbursement rate when traveling for ATP business and when more advantageous or economical to ATP than a common carrier, Capital Metro or ATP vehicle. Mileage reimbursement to Board members for local travel within the service area in furtherance of ATP business shall NOT be deducted from a Board member's allocated travel funds.

- C. *Exceptions to Board Travel Policies.* The Chair may consider and approve exceptions to this policy on a case by case basis when a need arises as the budget allows.

V. AMENDMENTS, SUPPLEMENTS, SUSPENSIONS

Subject to the terms of the ATP Bylaws and Articles of Incorporation and applicable law, this Policy may, by an affirmative vote of two-thirds of the Board members in attendance at a meeting, be temporarily suspended to facilitate consideration of Board action in the event of emergencies or other special circumstances, or otherwise supplemented or amended.

