

## **RTD BOARD OPERATING GUIDELINES**

### **LAST UPDATED: MARCH 26, 2024**

### **BOARD COMMITMENT**

Our Board is committed to public transit and the strategic 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 policy issues and plans, including the policies that underpin capital and operating budgets. In setting policies and plans, the Board must understand the vision and mission of RTD and its immediate and future priority objectives for coming years as well as the long-term strategic plan. The Board appreciates that it must position RTD to be able to respond flexibly, effectively, and transparently to unique factors as they present, including the current organizational shift in focus from capital development to operations and maintenance with the exception of identifying suitable solutions to finish the remaining FasTracks corridors, challenges in optimizing service levels in order to meet customer demands, and the introduction of evolving transit technologies, in order better to serve our constituents in new and varying ways. As elected officials, we each represent different districts with differing needs, and we have a responsibility to each of our constituents and to the overall well-being of the agency as a whole. We also recognize that this Board, by statute, has both policy-setting and executive functions it must perform.

### **BOARD VALUES**

We value the collective Board wisdom that is gained through considered 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**

In order to enhance our effectiveness, we, the members of the RTD Board of Directors, support the following efforts:

### **REGARDING GOVERNANCE POLICY-SETTING**

- To acknowledge and respect the difference between governance and management of the agency
- To focus its efforts on conducting discussions regarding policy-setting and strategic planning at official meetings and retreats, while avoiding attempts to engage in management
- To establish common goals, specific next steps for the near term, and a long-term vision for the agency
- To strive to effect organizational change through interactions with the General Manager resulting from consensus action or majority vote of the body, rather than through the actions of individual Board members

- To utilize the Chair, in the role of the designated representative of the Board, as the first point of contact in Board communications with the General Manager
- To adhere to established protocols regarding the Delegation of Authority and Competitive Selection as most recently established in Resolution No. 10 Series of 2022 and any future amendments thereto

## **REGARDING MEETING EFFICIENCY**

- To arrive early and prepared for meetings, having read the packet and any supplementary materials
- To make it a priority to attend in person all in-person board meetings
- To make appropriate efforts to attend Board meeting virtually if in-person participation is not practicable
- To route discussions through committee chairs or the Board Chair, as appropriate
- To route important policy considerations through the appropriate committee work plan
- To collaborate with the GM/CEO and senior RTD staff to ensure, given sufficient time before board approval is needed, that significant policy changes and recommended actions come first to the appropriate committee as a discussion item before later returning as a recommended action
- To engage in discussions outside of, and prior to, meetings with fellow members (consistent with any applicable statutory constraints) and staff to gain understanding, answer questions, and solve problems that can be addressed individually rather than as a Board
- To stay on topic and reserve additional or extraneous matters for later discussion
- To balance open discussion with timely decision making
- To encourage committee chairs to take responsibility for guiding policy discussions and give counsel to other members regarding questions within their subject-matter expertise
- To work through committees and encourage committee chairs to help lead the board by liaising with and updating the full Board and the Board Chair on significant policy considerations and recommended actions coming through their respective committees
- To continue to utilize available technology and technology tools, which enhance transparency and access to information and research

## **REGARDING COMMUNICATION DURING MEETINGS**

- To listen attentively and with an open mind
- To presume the positive intent of our colleagues
- To have one conversation at a time, avoiding side discussions and comments
- To share thoughts but be brief
- To ask clarifying questions of staff and one another
- To address issues presented and not engage in ad hominem attacks
- To avoid the use of social media during meetings

## REGARDING COLLABORATION

- To commit to collaborate with all other members of the Board, RTD staff, stakeholders, patrons, and members of the public at large
- To value openness of deliberation and dialogue and strive to espouse a doctrine of “no surprises,” under which Board members, senior staff, and major stakeholders are at least kept informed of progress, events, and impending decisions and are consulted or involved in the decision-making process
- To share in advance, whenever possible, notice of any forthcoming media stories, interviews, opinion pieces, etc. that a Director may have or will soon participate in or contribute to
- To encourage Director engagement during Executive Committee meetings, to solve problems proactively and collaboratively before they are addressed by the full Board
- To recognize that effective Board members work with staff to seek subject matter expertise
- To route requests and inquiries through the Board Office whenever practicable to allow for appropriate tracking and follow-up, as well as to minimize the redundant use of staff resources
- To share in advance, to the greatest extent possible, any proposed amendments or changes to recommended actions before the board for consideration to afford colleagues the time to review and consider before voting
- To honor the confidentiality of discussions had during the course of and in the context of an Executive Session

## REGARDING COOPERATION

- To recognize that our members come to the Board with different skills, experiences, perspectives, and styles. As such we value tolerance and appreciation of the diversity of the Board’s membership and of their opinions
- To address issues, not personalities
- To foster a supportive culture
- To assume positive intent
- To treat each other with mutual respect, so that we might disagree without being disagreeable
- To remind fellow Directors of their commitment to these guidelines