

RTD BOARD OPERATING GUIDELINES

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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 projects, 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 and cultivate productive, respectful working relationships amongst Board members and agency leadership, 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 and CEO (GM/CEO) 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 GM/CEO
- 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 meetings 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
- To allow the meeting chair to make specific time allotments to agenda items and ensure the meeting is being conducted according to those time allotments

REGARDING COMMUNICATION DURING MEETINGS

- To listen attentively and with an open mind
- To presume the positive intent of our colleagues (i.e., fellow Board members and staff)
- To have one conversation at a time, avoiding side discussions and comments

- To share thoughts succinctly such that no Director speaks for more than five minutes on a given topic initially, and no more than two minutes if subsequent comments are required
- To honor the meeting chair's role in ensuring efficient communication, which can include limiting debate, allocating a set amount of time to a given agenda item, and imposing speaking limits
- To ask clarifying questions of staff and one another
- To address issues presented and not engage in ad hominem arguments
- To refrain from the use of social media during meetings

REGARDING COLLABORATION

- To commit to collaborate with all other members of the Board, staff, stakeholders, customers, 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, the GM/CEO, 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 the GM/CEO
- To seek subject matter expertise
- 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
- To substantially comply with all RTD policies on communications and recordkeeping

REGARDING COMMUNICATION AND ENGAGEMENT WITH STAFF

- To be professional and respectful of staff in all communications and engagements
- To focus engagements with staff on items of collective importance to the Board and to avoid utilizing staff time on individual curiosities
- To focus engagements with staff on items included on committee work plans and Board meeting agendas
- To limit the amount of time for which each Director may utilize staff time to no more than four hours per month for items unrelated to Board goals or committee work plans unless the request is reviewed and approved by the Executive Committee

- To honor and exhibit all Board-adopted Agency Values when communicating with staff, which are:
 - Passion: We will be purposeful in delivering our work.
 - Respect: We will demonstrate respect and integrity in our interactions with both our colleagues and community members.
 - Diversity: We will honor diversity in thought, people, and experience, being receptive to unique ideas and viewpoints to achieve optimal results in problem-solving.
 - Trustworthiness: We will be forthright in our actions; we will do what we say, when we say we will do it.
 - Collaboration: We will approach our work in a collaborative manner, seeking and acknowledging valued input from our colleagues and the community.
 - Ownership: We will commit ourselves to continuous learning and do what it takes to deliver our shared vision.
- To direct, whenever practicable, all requests for information, requests for assistance, and non-personnel and non-legal inquiries to the Board Office so that the Board Office may leverage the Agency Response (AR) to ensure appropriate tracking, to ensure follow-up, and to minimize the redundant use of staff resources
- To direct legal inquiries to General Counsel
- To communicate, when practical, with the GM/CEO when direct staff communications are necessary or to staff designated by the GM/CEO
- To make every effort to minimize non-email communications to staff outside of business hours, only communicating outside of business hours for urgent matters
- To submit requests and inquiries in a manner that, when practicable, allows adequate time for staff to respond
- To make every effort to first address matters directly without requesting staff assistance (e.g., responding to a constituent inquiry)
- To default to routing basic, operations-related constituent requests to Customer Care (303-299-6000), referring only the more complex constituent matters to the Board Office
- To focus requests and inquiries on matters that inform policy decisions and are aligned with the strategic priorities of RTD
- To always address issues and not personalities when communicating with staff
- To honor and respect the organizational structure of RTD by focusing the Board's communications to those it directly oversees, including the GM/CEO and the Board Office Executive Manager, as well as to General Counsel
- To review on a semiannual basis the volume and nature of requests being sent to staff by the Board

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 be transparent and collaborative in engagement with stakeholders, informing other Directors and staff of planned engagements
- To respect the relationships other Directors have with the elected officials whose districts they overlap and consult with them before reaching out about RTD-related matters
- To remind fellow Directors of and hold them accountable to their commitment to these guidelines