

CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY

BOARD OF DIRECTORS GOVERNANCE POLICIES

Approved February 24, 2016

Policy No. 1 – Board Orientation

Every member of the Central Midland Regional Transit Authority (CMRTA) Board of Directors shall be provided a comprehensive orientation regarding CMRTA, the transit industry, the description of The COMET transit system, and a financial overview.

The following topics are to be included in the orientation:

- List of Board members; Organizational Chart of The COMET Staff and Transit Operations Contractor
- Role of a Board of Directors including Ethics and Fiduciary Responsibility of Individual Board Members
- History of the CMRTA
 - Intergovernmental Agreement
 - Bylaws review
 - Review of Board Policies
- Overview of the Transit Industry including the role of the Federal Transit Administration
- Description of the System including Changes to the Transit System since 2010
 - Fixed Route
 - Paratransit
 - Ridership
 - Website
 - TransLoc
 - Fares, Ticketing, Pass
- Review of Strategic Plan (Strategic Planning Process)
- Tour of Facilities at Headquarters, Transit Center and Bus Shelters
- Ride on Bus
- Financial Overview
- Review Procurement Process
- Overview of Contract with Transit Operations Contractor

The Board Chair, Executive Director, the appropriate staff, general counsel and representatives of Transdev shall participate in the orientation process. If possible, orientation will be held before a new Board member attends his or her first Board meeting. If schedules do not permit within that timeframe, the orientation should occur within 30 days of the Board member's appointment.

Orientation materials should be made available to all Board members in electronic or handbook form. Materials should be updated as appropriate.

Policy No. 2 – Board Member Roles and Responsibilities

This policy is designed to enhance the Board's quality of work, empower the Board to make well-informed decisions, while seeking to improve the viability of The COMET, as a whole.

The Board will support the work of The COMET by providing leadership, strategic direction and oversight, thus setting the climate of the organization. Each Board member will display a high level of ethical behavior, accountability, transparency and compliance, while providing high-level vision and sound stewardship of The COMET. Board members are responsible for working in concert with each other to ensure authority is maintained as a body, not as individuals.

The Board as a whole is solely responsible for hiring and annually evaluating the Executive Director and serving as his/her supervisor as (s)he leads the day-to-day operations of The COMET. The Chair shall be the primarily liaison to the Executive Director. Directives to The COMET Staff will be given as a body through the Executive Director to the staff. Board members should not be directing staff actions and when possible, all official communication should flow through the Executive Director. Further, members are expected to participate in board meetings and serve on a standing committee to continue to advance the mission of The COMET.

Board members are to be familiar with the forthcoming Communications Policy relating to communications and to adhere to the terms of such policy.

Board members are encouraged to ride buses, and also encouraged to participate in activities involving The COMET staff, transit operations contractor and the unions representing drivers and mechanics.

NOTE: The policy/procedures referenced below will be brought to the Board in a subsequent meeting.

Consistent with Board governance statutes and regulations, the Board shall insure that appropriate policies and procedures are in place to allow all employees of the CMRTA to have a meaningful opportunity for personnel grievances to be heard. The policies and procedures shall include a process to bring to the attention of the Board information, which may be necessary for Board members to discharge their fiduciary responsibilities for governance of the authority. From time to time, a Board member may receive information the full Board should be aware of in order to protect the best interests of the Authority. A procedure should be established pursuant to which such information may be brought to the Board's attention.

Policy No. 3 – Setting Committee Agendas

This policy is intended to standardize the procedure for matters to be introduced at a Board meeting, referred to a committee, vetted by the committee, and then returned to the Board for final action. The purpose of this process is to allow all Board members to be aware that all matters before them are referred to a committee.

Committee agendas will be prepared by or at the direction of the Executive Director in consultation with the Chair of each Committee.

Each agenda will include items of New Business which would be those items brought to the Committee from the staff. Each agenda will also include an item for Matters Referred From the Board which would be matters introduced during a Board meeting in the motions period upon which a majority of the Board voted in the affirmative.

Each item on the agenda, especially in the case of New Business, will be identified with enough information to provide notice of the subject matter to be discussed.

The agenda for each committee meeting with any supporting documentation will be disseminated to the committee members and full Board one week prior to the meeting. Pursuant to the Freedom of Information Act, no changes to the agenda relating to items to be voted upon may be made within 24 hours prior to the meeting.

A full report on the actions of each committee shall be part of the agenda for each Board meeting.

Board members who are not on the committee but are interested in an agenda item are encouraged to attend the meeting, either in person or via telephone.

Policy No. 4 – Agendas and Minutes

Approved February 28, 2018, Amended October 22, 2018

This proposed policy expresses the expectation of the Board regarding the preparation of agendas, meeting minutes and Board packets. It is intended to supplement provisions in the Bylaws.

Agendas - The Executive Director is responsible for preparing an agenda to be presented to the Board Chair for approval for each regular and special meeting. The Board agenda should be disseminated at the minimum, one week before a regular Board meeting, no later than the Friday before the meeting. Pursuant to South Carolina Freedom of Information Act, items may be added to an agenda within 24 hours of a meeting only on a limited basis.**

Each regular Board meeting agenda should include:

- Call To Order and Determination of Quorum (Chair)
- Adoption of the Agenda
- Midlands Transit Riders Association Update (2 min)
- Call to Public
- Presentations (Employee of the Month)
- Consent Calendar: *The following items listed under the Consent Calendar will be considered as a group and acted upon by one motion with no separate discussion, unless a board member so requests. In that event, the item will be removed for separate discussion and action.*
- Finance Committee Update & Action Items
- Service Committee Update & Action Items
- Other Discussion & Action Items
- Motion Periods
- Progress Reports
- Legal/Contractual/Personnel (May Require Executive Session)
- Adjourn

Board members may submit items to the Chair to be included on an agenda. The Chair must include on the agenda any item at the request of 20% or more (at least 2 members) of the voting members of the Board.

Meeting Minutes – Summary written minutes should be used with motions and actions being recorded verbatim. As required by law, meetings will be recorded and recordings will be kept on file. Digital audio files of all minutes should be made readily available.

Board Packets – Preliminary Board packets should be disseminated with each agenda at the minimum one week prior to the meeting, no later than the Friday before the meeting and should include reports, handouts, maps, illustrations, explanations and other back up materials for each item to be voted upon and for other agenda items as necessary. Any additions or modifications to Board packets should be disseminated 48 hours prior to a Board meeting. Reports from committees should include draft minutes of the committee meetings and all materials submitted to each committee. Back up material for Executive Session items should be sent under separate cover to Board members and appropriate staff.

Motions Period - Board members may submit requests for information to the Executive Director during the motions period. Motions made during the motions period will be assigned to a committee by the Board Chair, if appropriate. All matters raised during the motions period shall be in compliance with the South Carolina Freedom of Information Act. Where appropriate, the Executive Director shall provide an estimate of the time necessary to prepare an issue to be taken to a committee.

**Pursuant to the South Carolina Freedom of Information Act, Once an agenda for a regular, called, special, or rescheduled meeting is posted pursuant to this subsection, no items may be added to the agenda without an additional twenty-four hours' notice to the public, which must be made in the same manner as the original posting. After the meeting begins, an item upon which action can be taken only may be added to the agenda by a two-thirds vote of the members present and voting; however, if the item is one upon which final action can be taken at the meeting or if the item is one in which there has not been and will not be an opportunity for public comment with prior public notice given in accordance with this section, it only may be added to the agenda by a two-thirds vote of the members present and voting and upon a finding by the body that an emergency or an exigent circumstance exists if the item is not added to the agenda. Nothing herein relieves a public body of any notice requirement with regard to any statutorily required public hearing.

Policy No. 5 – Board Meetings

Approved July 27, 2016

The Board will meet on the 4th Wednesday of every month beginning September 28, 2016 and that the Board be willing to cancel meetings if there is no substantive business.

Special meetings will be held as necessary.

Policy No. 6 – Communications

Approved May 23, 2016, Amended August 28, 2019

Appropriate and sufficient communications involving the Board, The COMET staff, transit operations contractor (Contractor) employees, The COMET ridership and the community are vital to the success of The COMET.

This policy is the recommendation of the Communication Subcommittee on February 10, 2016, and amended August 28, 2019 by the Board of Directors.

This policy sets out 11 areas of communication and the expectations of each area.

- 1. Between Board and The COMET Executive Director**, all board members have the unlimited access to the Executive Director for concerns, information, suggestions etc.

- A. All responses from the Executive Director should be provided in a timely manner to the inquiring Board Member and the response should be copied to the entire The COMET Board.
 - B. If a staff member or contractor has been assigned to respond, the response should be shared with all Board members and Executive Director.
 - C. The Executive Director is expected to reach out and solicit input at a minimum of once a quarter from all Board members outside regular meetings and Board members are strongly encouraged to provide input to the Executive Director when input is solicited.
 - D. The Executive Director shall, within 24 hours, excluding The COMET holidays and weekends, return a call or email, received by him or her from a Board member.
2. **Between Board and The COMET Staff**, all Board members have access to The COMET staff to obtain information as necessary to effectively serve as a Board member. It is the responsibility of staff to keep the Executive Director informed of such contact. All substantive responses from staff to inquiring Board Member should be put in writing and copied to all Board members and Executive Director.
3. **Between Board and Contractor**, all Board members have access to the Contractor; provided that each Board Member should follow the terms of The COMET/Contractor contract and first direct requests through the Executive Director with copies to all Board members. It is the responsibility of the Contractor to keep the Executive Director informed of such contact and responses to same. All written inquiries from a Board Member to Contractor should be copied to all Board members and Executive Director.
- A. The Contractor shall present monthly to the Board, its employee of the month.
4. **Between Board and Riders**, efforts should be made to enhance the visibility of Board members to The COMET riders.
- A. The names of The COMET Board members should be posted on The COMET website.
 - B. After approval of the board meeting minutes, the minutes should be posted on The COMET website.
 - C. Board members are strongly encouraged to ride the buses periodically.
5. **Between Board and Community**, the Board is encouraged to participate and or attend community events as an identified The COMET Board Member.
- A. Board members are further encouraged to represent The COMET before various community groups. The COMET staff will assist, attend and facilitate these opportunities for Board members at the Board's discretion.
 - B. The COMET staff will inform Board when staff goes to a community / outreach event, at the minimum, monthly.
6. **Between Executive Director and The COMET Staff** there should be regularly scheduled weekly meeting between Executive Director and The COMET Staff.

7. **Between Executive Director and Contractor**, the Contractor should be included a regular monthly meeting between Executive Director and The COMET Staff.
 - A. There should be a meeting of the Executive Director, General Manager from the Contractor weekly as defined in the contract.
8. **Between Executive Director and Riders** there should be established a bi-monthly newsletter directed by the Executive Director to be distributed to The COMET Riders six times a year. The newsletter should be printed, distributed on buses and at The COMET Transit Center, posted on The COMET website and emailed electronically to the broader community.
9. **Between Executive Director and Community**, the Executive Director is encouraged to meet, interact and engage at events in the community.
10. **Between The COMET Staff and Contractor**, The COMET staff and Contractor should hold regularly scheduled meetings at the minimum monthly.
 - A. It is suggested an activity be held for The COMET staff, Contractor and their employees such as a cookout, shared breakfast, etc, at least once a quarter.
 - B. Working through Contractor, its employees should be included and acknowledged in The COMET newsletter from Executive Director.
11. **Between The COMET Staff and Community**, The COMET staff, Executive Director and the Board Members shall be the only authorized representatives to identify themselves and speak as “The COMET”. Contractors shall identify themselves as working in association with The COMET, but as employees as their respective employers to ensure there is a clear understanding between those who represent The COMET directly and those who provide services to The COMET as a contractor. The COMET staff shall identify its contractors in relevant documents and materials that are produced to the public so that the public is aware that services are provided by a Contractor and not directly by The COMET.

Policy No. 7 – General Counsel

Approved August 28, 2019

General Counsel shall be retained by The COMET and provide the following services to The COMET, which includes its staff and the Board of Directors:

- Provide general legal advice.
- Be able to or have access to specialized services such as employment, procurement, financial,
- Federal Transit Administration law and regulation.
- Represent The COMET in litigation.
- Represent The COMET in matters with federal, state, and/or local governments and/or agencies;
- Maintain knowledge of issues facing The COMET, and be prepared to offer legal advice.
- Review and approve legislative documents with regard to Board of Directors actions.
- Review, consult and approve to form for contracts as needed.
- Assist The COMET in the federal, state and local grant process when requested.
- Work with other assigned The COMET counsel as required.
- Attend work sessions and meeting with Board and staff when requested.

- Review contracts, reports, proposals, FOIA requests, etc. and advise the Executive Director/CEO and staff on legal issues and/or as to legal form upon requests.
- Assist/advise the Executive Director/CEO and staff on Parliamentary matters and attend Board meetings upon request.
- Board of Directors may also contact the General Counsel with their own inquiries and Counsel is as well authorized to respond to those inquiries.
- Represent the Board of Directors in developing/negotiating the employment contract with the Executive Director/CEO or his/her representative.
- Report to and receive assignments from the Executive Director/CEO.
- Assist/advise Executive Director/CEO and staff on procurement matters as requested.
- Annually review the federal certifications and assurances with the Executive Director or his designee as requested and certify the accuracy of federal certifications and assurances by “pinning” them to the FTA website.
- Provide prompt response to inquiries from the Board.
- Establish reasonable completion dates for assignments and be accountable for adherence to such dates.
- Attend meetings of the Board of Directors upon request.
- Monthly, review and approve agenda items that require legal counsel review to be considered by the Board of Directors at their subsequent meetings.
- Provide prompt response to inquiries by The COMET. Establish reasonable completion dates for assignments and be accountable for adherence to such dates.
- Provide Bond Counsel services when requested.
- Provide Labor Counsel services when requested.
- Time spent by an associate and/or paralegals should not be billed at the senior attorney rate but at an appropriate associate rate only.
- Provide The COMET finance department with billing broken down by assignment and list the attorney or subcontractor performing the assignment.
- Oversee the preparation of the Transit Operations and Maintenance Services Request for Proposals.

Policy No. 8 – Setting Up Board and Committee Meetings

Approved August 26, 2020

The COMET staff is responsible for setting up the Board of Directors Meeting and Board of Directors Committee Meetings under the guidance of the Executive Director/CEO in consultation with the Chair and the Secretary. The following steps will take place for a Board or Committee Meeting:

1. An invite to the Board or Committee Meeting will be sent to the Board one week in advance of the meeting with the appropriate call in information. For Committee members, the Committee will receive the information as the “required” and the other Board Members as the “optional”.
2. The agenda for the Board or Committee Meeting will be sent in accordance with Board Policies #3 and #4 to the Board within the Calendar invite and as a separate email at the same time that the calendar invite was provided with the appropriate call in information. Those Board Members whom receive paper agendas will receive the call-in information at the same time as the packet is delivered. For Committee members, the Committee will receive the agenda in the “to” field and the other Board Members in the “cc” field.
3. An email and text message will be sent and a call will be made to the Board Members, 30 minutes prior to the meeting to ensure that they have the appropriate call-in information and agenda

materials. A message will be left on the voice mail if the Board Member did not respond to the call.

4. The Large Conference Room will be set up 15 minutes prior to the start of the Board or Committee Meeting to ensure that the technology is working, including setting up a video camera, Microsoft Teams (with direct access to the meeting) and the conference telephone line for the public and Board Members to call into. The COMET's IT Manager will be present to assist The COMET staff in the set-up of the Board or Committee Meeting.
5. The Large Conference Room will be set up in a manner so that if Board Members and the public elect to come in person to the meeting, there would be appropriate social distancing in compliance with requirements from CDC and DHEC during any health pandemic. The Large Conference Room will be set up in a manner that is "U" Shaped with the Board Officers on the center table, The COMET and Contractor staff on the right side and all Board Members on the left side. The Secretary or designee shall have a map layout of the Large Conference Room set up.
6. If technological challenges occur using Microsoft Teams, a backup would be provided through a traditional conference telephone line. Once the technological challenge is identified prior to the Board Meeting, the information be immediately transmitted to all Board and Advisory Members which may result in a 15 minute delay in starting the meeting. The backup conference telephone line will be transmitted via email, text and telephone call (if need be) by a The COMET staff member.
7. Once the Meeting has been called to order, the Secretary or designee will perform the roll call of all Board Members and then Advisory Members for all Board and Committee meetings.
8. The Secretary or designee will repeat the motion verbatim to ensure the Board or Committee knows exactly on what they are voting on.
9. After the repeat of the motion verbatim, the Secretary or designee will perform the roll call vote of the Board Member on the motion.
10. The Secretary or designee shall be responsible for ensure that the meetings are recorded using the equipment in the Large Conference Room. All agenzized Board and Committee Meetings shall be recorded, except executive session discussions. The Secretary or designee as the custodian of records shall be responsible for the secure storage of the recordings to ensure no alternations are done to the recordings and they shall be provided to any Board Member upon request to the Secretary or designee in an email, USB or CD format.

As allowed in the bylaws and the Regional Transportation Authority Law, Title 25, Section 58-25-40, the duties of the secretary can be delegated to the Executive Director at the request of the Secretary.

The draft minutes from a Board or Committee meeting shall be sent to the Board of Directors within one week after the meeting for Board Members to provide comments, revisions or feedback. The Secretary or designee will provide the recording of the meeting to any Board Member upon request.