

RESOLUTION NO. 2017-122

ADOPTING A GCRTA BOARD GOVERNING MISSION AND A NEW BOARD
STANDING COMMITTEE STRUCTURE

WHEREAS, the Board of Trustees ("Board") for the Greater Cleveland Regional Transit Authority ("GCRTA") held a High-Impact Governing Work Session on April, 4, 2017, which resulted in six (6) action recommendations being made by the consultant; and

WHEREAS, one of the six (6) recommendations was to create a short-term Board of Trustees Advancement Program Steering Committee to oversee implementation of the action recommendations; and

WHEREAS, the GCRTA Board met with executive management on June 6, 2017, to present and discuss the action recommendations; and

WHEREAS, the Board of Trustees Advancement Program Steering Committee met several times after the June 6, 2017 presentation to executive management to review and plan next steps for executing the recommendations; and

WHEREAS, the Board held another Board Work Session on December 5, 2017, to refine the recommendations, one being to create a Board Governing Mission and another being to create a new Board Standing Committee Structure.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

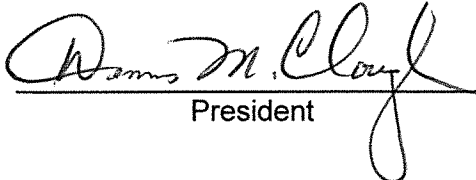
Section 1. That the attached GCRTA Board Governing Mission and Board of Trustees Standing Committee Structure and Responsibilities, are hereby formally approved and adopted by the Board.

Section 2. That this resolution shall become effective immediately upon its adoption.

Attachment A: GCRTA Board Governing Mission

Attachment B: Board of Trustees Standing Committee Structure and Responsibilities

Adopted: December 19, 2017


President

Attest:


CEO, General Manager/Secretary-Treasurer

Attachment A



GCRTA Board Governing Mission

AGGREGATE BOARD ROLES, RESPONSIBILITIES and CONDUCT

The Board of Trustees, as GCRTA's Governing Body, is accountable for and works to ensure:

- I. PURPOSE & PLANNING: Intended impact and strategic priorities**
 - Periodically updating GCRTA's core values, vision for the future, and mission.
 - Playing a leading, proactive role in GCRTA strategic decision-making, setting clear strategic directions and priorities for all GCRTA operating units.
 - Ensuring that the GCRTA annual operating plan includes measurable performance targets and that the annual budget document reflects those targets and addresses the most important operational issues.

- II. PROFESSIONAL LEADERSHIP: Strong top leadership and partnership**
 - At least annually reaching agreement with the GCRTA Chief Executive Officer on his CEO-specific leadership targets and at least annually evaluating Chief Executive performance.
 - Determining Chief Executive Officer compensation.
 - Ensuring professional leadership succession.

- III. COMMUNICATION: Informed, articulate ambassadors**
 - Being sufficiently knowledgeable and passionate about the organization's work.
 - Advocating with key strategic partners, funders, constituents and policy makers.
 - Bringing expertise and relevant information about the external environment.

- IV. FINANCIAL OVERSIGHT and RESOURCE DEVELOPMENT: Prudent use of sufficient financial resources**
 - Striving to ensure that GCRTA possesses the financial and other resources necessary to fully carry out its mission.
 - Carefully reviewing and adopting the annual budget based on review of assumptions provided by management.
 - Monitoring GCRTA's operational and financial performance, identifying significant issues, and seeing that they are resolved in a full and timely fashion.

- V. LEGAL and ETHICAL INTEGRITY: Compliance and accountability**
 - Review, update and adhere to the GCRTA's Code of Ethics.

- VI. BOARD STRUCTURE and DYNAMICS: Effective board leadership and conduct**
 - Ensuring that the GCRTA Board of Trustees' governing capacity and knowledge are developed on an ongoing basis.
 - Ensuring that Trustees are meaningfully and actively engaged in the key governing processes outlined above.
 - Taking accountability for itself as GCRTA's governing body, setting clear expectations and annually conducting a Board self-assessment.

Attachment B



Board of Trustees Standing Committee Structure and Responsibilities

Proposed Standing Committees - The GCRTA Board shall have the following five standing committees comprised of x number of members:

- Board Governance
 - Board President, Vice President and Chairpersons of each of the 4 other committee (6 members)
- Strategic and Operational Planning
 - Chair, V.P. and 3 Committee Members (5 members)
- Organizational Performance Monitoring
 - Chair, V.P. and 3 Committee Members (5 members)
- Audit, Safety Compliance and Real Estate
 - Chair, V.P. and 3 Committee Members (5 members)
- External and Stakeholder Relations and Advocacy
 - Chair, V.P. and 3 Committee Members (5 members)

Committee Areas of Responsibility: What each is 'charged' to do:

1) Board Governance Committee:

- Develop the Board Governing Mission and recommend its adoption by full Board.
- Oversee how the Board functions, its self-management capacity.
- Develop plan and budget for Board member governing skills development and on-going learning about external and internal factors affecting GCRTA.
- Develop Board performance standards and governing targets.
- Monitor Board and Board Member Performance per clearly defined expectations.
- Recommend and carry out an annual process for nominating a slate of board officers to the full board
- Coordinate and monitor Standing Committees: how they function and inter-relate with the full Board.
- Prepare Board Meeting Agendas.
- Recommend revisions to the By-Laws.
- Manage the Board/CEO working relationship, annual evaluation and succession planning for the CEO position.
- Manage the Board/Director of Internal Audit working relationship, annual evaluation and succession planning for the Director of Internal Audit position.

2) Strategic and Operational Planning Committee:

- Development of the annual Operating and Capital Planning Schedule
- Development of the annual Operational Plan
- Development of the annual Tax Budget

Attachment B

- Development and implementation of the annual Operating and Capital Budget
- Development of fare structure
- Development and implementation of procurements
- Ensuring that all plans have both financial and programmatic performance targets
- Monitor and Update the Values, Vision and Mission Statements
- Review all environmental updates
- Review Title VI updates
- Monitor Fuel Hedging Program

3) Organizational Performance Monitoring Committee:

- Design the operational and financial reporting and monitoring plan
 - Ridership
 - Service Productivity
 - Operating Policies
 - Budget Adherence and Financial Performance
 - Affirmative Action / DBE goals
 - Quarterly Management Report
 - Review performance reports in Committee Meetings and report such to the full Board
 - Review operational policies meriting the Board's attention, identifying need for revision and recommending changes if needed to the full Board
- Provide input on major internal administrative system upgrades (Acct., IT).
- Present an overall assessment of annual financial and operational performance at an annual strategic planning working session with the full Board.

4) Audit, Safety Compliance and Real Estate Committee

- Safety and Security plan monitoring and compliance
 - Review program and results
- External and Internal Audit Functions
 - Review and approve audit firm
 - Review audit reports
 - Brief full Board on Audits
 - Monitor Audit Corrective Actions
 - Review and approve real estate transactions

5) External and Stakeholder Relations and Advocacy Committee

- Ensure the desired image for GCRTA.
- Oversee the development of strategies for image building.
- Oversee the Boards Speakers Bureau
 - Recruit Board Members to serve as speakers
- Oversee the development and implementation of GCRTA legislative/governmental relations policies and strategies.
- Advocate for Public Transit and Public Transit funding.
- Advocate for Partners and Stakeholders to enhance Public Transit
- Develop strategies and plans to promote for effective non-Board volunteer involvement in the CAB.

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- Oversee interagency agreements.

Committee Responsibilities:

- Committee Chairs shall be appointed by the Board President
 - Committee Chairs will be eligible to serve up to three (3) consecutive one (1)-year terms. The Board may decide how officers should rotate.
 - Committee Chairs will work closely with CEO-appointed staff liaisons to prepare agendas for, lead and follow-up on committee meetings. It is expected that Committee Chairs will play an active leadership role, including being the lead on presenting committee update reports and approval action items to the full board. The leadership role Committee Chairs assume may vary with regard to exactly what each Chair assumes responsibility for doing vis a vis the staff liaison.
- Each Board Member, except the President and Vice President, shall serve on a minimum of two committees.
- The Vice President shall serve on all committees.
- The Board President and CEO should serve as an ex-officio member of every Standing Committee.
- All matters coming to the full Board shall go through the appropriate Standing Committee and be introduced to the full Board by the Committee, including all reports and items for action. The exception is the regular CEO report to the Board.
- Additional Ad Hoc Committees will be formed as needed.