



RESOLUTION NO. R2018-45

**Board Rules and Operating Procedures**

A RESOLUTION of the Board of the Central Puget Sound Regional Transit Authority updating the Board Rules and Operating Procedures and superseding Resolution Nos. 1-1, 1-1 (Amended), R2010-03, 64 and 98-7.

WHEREAS, the Central Puget Sound Regional Transit Authority, commonly known as Sound Transit, was formed under chapters 81.104 and 81.112 of the Revised Code of Washington (RCW) for the Pierce, King and Snohomish Counties region by action of their respective county councils pursuant to RCW 81.112.030; and

WHEREAS, Sound Transit is authorized to plan, construct and permanently operate a high-capacity system of transportation infrastructure and services to meet regional public transportation needs in the Central Puget Sound region; and

WHEREAS, in general elections held within the Sound Transit district on November 5, 1996, November 4, 2008 and November 8, 2016, voters approved local funding to implement a regional high-capacity transportation system for the Central Puget Sound region; and

WHEREAS, RCW 81.112.040 defines the constitution of the Sound Transit Board; and

WHEREAS, RCW 81.112.030(4) directs the Board to elect officers and adopt rules and other operating procedures at its first meeting, which was accomplished on September 17, 1993 by Resolution No. 1; and

WHEREAS, the Board last updated its rules and operating procedures on November 8, 2001 by Resolution No. 1-1 Amended; and

WHEREAS, the Board adopted updated Board committee responsibilities on September 27, 2018 by Resolution No. R2018-41, effective January 1, 2019; and

WHEREAS, the Board has determined to improve its rules and operating procedures.

NOW, THEREFORE, BE IT RESOLVED by the Board of the Central Puget Sound Regional Transit Authority that Resolution Nos. 1-1, 1-1 (Amended), R2010-03, 64 and 98-7 are hereby superseded with updated Board Rules and Operating Procedures, which are hereby adopted as follows:

**1.0 Scope**

1.1 These rules and procedures apply to the administration and operation of the Sound Transit Board of Directors.

**2.0 Definitions**

2.1 Board administrator: The clerk and secretary of the Board.

2.2 Board member: The members appointed to serve on the Board as provided in RCW 81.112.040.

2.3 Committee: A committee of the Board that is composed of Board members and is established by resolution to advise the Board and assist the Board and chief executive officer (CEO) of Sound Transit in the performance of their respective duties.

- 2.4 **Emergency:** Situations involving the risk or likelihood of injury or damage to persons or property, of financial loss to Sound Transit, or of impairment of public service or involving legal necessity, where the customary or established procedures of the Board reasonably cannot be followed or are not applicable.
- 2.5 **Subcommittee:** Any group selected by the Board, the Board chair, or a committee chair to assist a committee of the Board. Subcommittees may include representatives of other public agencies and citizens. A subcommittee may be referred to as a subcommittee, a task force or another term as may be deemed appropriate by the body or person making the selection and assignment of tasks.

### **3.0 Rules and operating procedures**

- 3.1 **Board of Directors.** The Board strives to achieve best practices in governance, policy direction, and oversight. The Board acts as a body in making and announcing its decisions. The Board deliberates in many voices, but governs in one.
  - 3.1.1 The Board and each committee and subcommittee 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 Sound Transit to perform its statutory functions.
  - 3.1.2 At the direction of the Board, a committee, or a subcommittee, the Board administrator or designee establishes the time, place, notices and procedures for such meetings and hearings consistent with their purpose or as required by law.
  - 3.1.3 The Board is responsible for CEO employment and direction. The CEO is accountable to the full Board for Sound Transit's overall performance in carrying out its mission. Unless the Board has authorized such exercise of authority, decisions or instructions of individual Board members or committees are not binding on the CEO.
- 3.2 **Board members.** Board members serve on the Sound Transit Board to support the delivery of voter-approved plans.
  - 3.2.1 Board members should regularly attend meetings to participate in the decision-making process, responsibly represent the public and preserve public trust.
  - 3.2.2 When speaking for the Board, Board members' statements must remain consistent with official Board actions.
  - 3.2.3 Board members must keep confidential any written materials and verbal information provided during executive sessions or information exempt from disclosure pursuant to the Public Records Act.
  - 3.2.4 Newly appointed Board members are encouraged to take advantage of information opportunities to learn about Sound Transit, the Board's rules and operating procedures and significant Board actions.
  - 3.2.5 The Washington State Department of Transportation (WSDOT) secretary is a voting Board member and may designate an alternate. The secretary has voting status on the Board; the secretary's designee does not.
  - 3.2.6 With the exception of the WSDOT secretary, designees or alternates are not permitted.
  - 3.2.7 Except for purpose of inquiry or information gathering, the Board and Board members will work through the CEO to advance particular requests of staff.

3.2.8 Board members may contact and consult the general counsel of the agency at any time to obtain legal guidance, including guidance on executive sessions.

### **3.3 Board chair and vice chairs**

3.3.1 The Board chair is the primary interface between the Board and CEO or Board administrator.

3.3.2 The Board chair presides at all Board meetings and also serves as the Executive Committee chair. Vice chairs preside at meetings and perform the responsibilities of the Board chair upon motion of the Board or in the event of the absence or inability to act of the Board chair.

3.3.3 In the event of the absence or inability to act of the Board chair and Board vice chairs, a quorum of the Board selects one of its members by an affirmative vote of a majority of the Board members in attendance to act as Board chair pro tem.

3.3.4 The Board chair may make or second any motion, present and discuss any matter as a Board member and vote on all matters.

3.3.5 The Board 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 Board chair is absent or unavailable when such signatures are required, a Board vice chair may sign such instruments and documents.

3.3.6 CEO requests for business travel beyond 300 miles from Sound Transit or that requires overnight lodging must be approved by the Board chair, a Board vice chair, or the Board administrator or designee after consultation with the Board chair or a Board vice chair.

### **3.4 Selection of Board chair and vice chairs**

3.4.1 The Board elects two vice chairs and any other officers deemed necessary. The Board chair and vice chairs must all be from different counties and serve two-year terms that coincide with calendar years.

3.4.2 The Executive Committee develops recommendations to the Board for the selection of Board chairs and vice chairs when those terms are expiring. The recommendations are brought as nominations to the Board at a regularly scheduled meeting before the terms expire.

3.4.3 In the event of a Board chair or vice chair vacancy before the term expires, the Executive Committee develops recommendations to the Board for the remainder of the unexpired term. The recommendations are brought as nominations to the Board at the next regular Board meeting.

3.4.4 The WSDOT secretary chairs the Board meeting during the election, calls for the Executive Committee nominations and asks for additional nominations from the floor. Any person nominated is given the opportunity to address the Board. The WSDOT secretary then calls for a vote on each nominee, until a nominee receives a majority vote of all Board members in attendance. If no nominee receives a majority vote of the Board members in attendance, the nominee that received the lowest number of votes is eliminated from the next round of voting.

### 3.5 **Board committees and subcommittees**

- 3.5.1 The standing committees are the Executive Committee, Finance and Audit Committee, Rider Experience and Operations Committee and System Expansion Committee. The Board may establish standing committee responsibilities by separate resolution and may establish additional committees or subcommittees to serve for a specified period or to study and report on particular tasks or programs to assist the Board and its committees when necessary.
- 3.5.2 Any reference in an existing Board action to a former committee will refer to the appropriate standing committee delegated the authority previously held by the former committee or the committee that the Board chair deems most appropriate in light of the standing committee responsibilities.
- 3.5.3 Any Board member may attend committee or subcommittee meetings and participate in discussion. Only appointed Board members of a committee or subcommittee may vote on actions.
- 3.5.4 Committee or subcommittee recommendations are advisory to the Board, except on matters specifically delegated by the Board to a committee or subcommittee for final decision.
- 3.5.5 The Board establishes committee and subcommittee membership by motion.

### 3.6 **Committee and subcommittee chair and vice chair**

- 3.6.1 The committee or subcommittee chair is authorized to sign resolutions, motions, contracts, warrants and other instruments and documents requiring evidence of approval by the committee or subcommittee when within the area of responsibility and authority level delegated by the Board. In the event that the committee or subcommittee chair is absent or unavailable when such signatures are required, the appropriate vice chair may sign such instruments and documents.
  - 3.6.2 Each committee and subcommittee elects a chair and vice chair for a two-year term, unless the Board appoints such officers and sets the terms by motion. A Board member may not serve as chair or vice chair of more than one committee. In the event of the absence or inability to act of a committee or subcommittee chair and vice chair, a quorum of that committee or subcommittee selects one of its members by majority vote to serve as committee or subcommittee chair pro tem.
- 3.7 **Board administrator.** The Board administrator is responsible for the integrity of Board documents, certification and filing of the Board's legislative acts, minutes of Board proceedings, verification of an individual's selection to sit on the Board, compliance with the provisions of chapter 42.30 RCW and any other responsibilities assigned by the Board.
- 3.8 **Rules of order.** Robert's Rules of Order guide the conduct of Board, committee and subcommittee meetings, except where in conflict with this resolution. No action of the Board, a committee or a subcommittee is invalid or ineffective by reason of noncompliance with Robert's Rules of Order.
- 3.9 **Regular meetings.** Regular Board meetings are held on the fourth Thursday of each month at 1:30 p.m. in the Ruth Fisher Boardroom at 401 S. Jackson Street, Seattle, WA, unless otherwise designated by the Board chair or Board administrator or designee upon written notice to Board members. Regular committee and subcommittee meetings are held at the times and places established by Board or committee action or by direction from the committee or subcommittee chair or Board administrator or designee upon written notice to committee or subcommittee members. When a regular meeting falls on a legal holiday, the meeting is held on the next business day unless rescheduled or canceled.

3.10 **Special meetings.** Special meetings of the Board, a committee, or a subcommittee may be called pursuant to RCW 42.30.080. Final action will not be taken on any matter at a special meeting that is not set forth in the special meeting notice as business to be transacted, except in the event of an emergency.

### 3.11 **Emergencies**

3.11.1 The Board chair or Board administrator or designee may select another meeting location when the designated location is unsafe or infeasible to meet due to an emergency.

3.11.2 A Board, committee or subcommittee meeting may be held by phone or video conference if it is determined by the appropriate chair that it is infeasible to meet in person due to an emergency. Meetings held via phone or video conference take place at the regularly scheduled location and time unless a special meeting has been called pursuant to section 3.10. Provisions will be made to allow members of the public to hear all discussion and actions.

3.11.3 In the event that the Board chair, with the concurrence of at least half of Board members, determines that a Board meeting is impracticable or impossible due to an emergency, the Board chair, vice chair or vice chairs may act on behalf of the Board, provided that any such action is subject to Board ratification at the next regular or special meeting.

3.12 **Meeting cancellation and rescheduling.** Regular meetings may be canceled or rescheduled in advance by the appropriate chair or by a majority of the Board members upon delivering written notice pursuant to RCW 42.30.090. Special meetings may be canceled by the appropriate chair, unless such meeting was called by a majority of Board members.

### 3.13 **Agenda setting**

3.13.1 Board, committee and subcommittee chairs, in cooperation with the Board administrator or designee, establish the order of business for meetings and identify consent agenda items. At the direction of the Board, committee or subcommittee chair, the Board administrator or designee prepares and distributes agendas in advance of regular meetings.

3.13.2 Agendas will include any anticipated discussions and/or actions. Agendas that include any action items must be distributed to Board, committee, or subcommittee members and the public at least six days in advance, and agenda amendments must be distributed at least 24 hours in advance of the meeting.

3.13.3 Any Board member may request that the appropriate chair include a topic on an agenda before the agenda is published. Board members who would like to offer an action or propose an amendment to an action should notify the appropriate chair and Board administrator in advance, except in extenuating circumstances. Members of the public may request that an issue or topic be placed on an agenda by contacting and securing approval of the Board chair.

3.14 **Quorum.** The Board quorum for the transaction of business is a majority of all Board members appointed and serving pursuant to RCW 81.112.040. A Board member must notify the Board chair or Board administrator or designee before any meeting if they will be unable to attend the meeting. A quorum for a committee meeting is at least half of the committee members. A quorum for a subcommittee meeting is at least a third of the subcommittee members but no less than three subcommittee members.

### **3.15 Attendance by phone and video**

- 3.15.1 A Board member may attend a meeting by phone or video upon notice to the Board administrator or designee. A request to attend a meeting by phone or 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.
- 3.15.2 A request to attend a meeting by phone or video may be approved by the Board, committee or subcommittee chair and will be noted when the meeting is called to order or when the appropriate 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.
- 3.15.3 No more than 25 percent of the membership of the Board, a committee or a subcommittee may attend a meeting by phone or video, except in the case of an emergency as described in section 3.11.2 or as may otherwise be permitted by suspending these rules.
- 3.15.4 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.

### **3.16 Public observation and comment**

- 3.16.1 Board, committee, and subcommittee actions and deliberations are conducted openly and in compliance with the Open Public Meetings Act, chapter 42.30 RCW.
- 3.16.2 Public comment at Board meetings is limited to business items or reports to the Board, unless expanded at the discretion of the Board chair. Public comment at committee meetings is limited to matters within the purview of the specific committee or items on the committee's agenda, unless expanded at the discretion of the committee chair. Public comment is not taken at subcommittee meetings. At special meetings, public comment is only taken on agenda items for final action.
- 3.16.3 The public comment period is an opportunity for members of the public to address the Board or committee and not a dialogue between the Board or committee and the public.
- 3.16.4 After introduction of an issue or topic, the Board or committee chair may refer the matter to the appropriate committee or subcommittee, may place it on a Board agenda, or may take any other action deemed appropriate.
- 3.16.5 Individuals who wish to speak must add their name and the item they wish to speak about to the public comment sign-in sheet before the meeting begins.
- 3.16.6 The Board or committee chair determines the amount of time each individual has to provide public comment. To ensure equal opportunity for the public to comment, the Board or committee chair may limit the number of people speaking for or against an item.
- 3.16.7 Individuals providing public comment must comply with the following rules:
  - 3.16.7.a Comments must be related to agenda items or matters that are appropriate for public comment pursuant to section 3.16.2.
  - 3.16.7.b Comments may not include derogatory remarks, profanity or personal attacks directed at any Board member, Sound Transit staff member, or member of the public.

- 3.16.7.c Comments for the purpose of assisting a campaign for election of any person to any office or for the promotion of or opposition to any ballot proposition are not allowed.
- 3.16.8 An individual who fails to comply with these rules for public comment may be called out of order by the Board or committee chair and issued a warning. If the individual continues to violate the rules, the Board or committee chair may end the individual's comment period and/or direct security personnel to assist that individual to the individual's seat.
- 3.16.9 Meeting disruptions are prohibited. Disruptions include, but are not limited to, the following:
  - 3.16.9.a Failure of an individual to comply with their allotted time.
  - 3.16.9.b Outbursts from members of the public who have not been recognized by the Board or committee chair for public comment.
  - 3.16.9.c Use of an allotted individual's comment period for purposeful delay, including remaining silent or engaging in other activity without conveying a discernible message.
  - 3.16.9.d Stance in the center aisle or front row of the audience, unless speaking as recognized by the Board or committee chair or waiting to speak during the public comment period.
  - 3.16.9.e Holding or placing a banner or sign in the meeting room in a way that endangers others or obstructs the free flow of people or the view of others at the meeting.
  - 3.16.9.f Behavior that intentionally disrupts, disturbs or otherwise impedes attendance or participation at a meeting.
  - 3.16.9.g Failure to follow the direction of a chair, vice chair or security personnel.
- 3.16.10 The Board or committee chair may issue a warning to an individual who disrupts the meeting. If the individual continues to disrupt the meeting, the Board or committee chair may end the individual's comment period and/or direct security personnel to remove the individual from the meeting room.
- 3.16.11 If an individual is removed from two or more meetings within a 28-day period or two or more consecutive meetings of the Board or a committee, the appropriate chair may exclude the individual from participation in public comment periods at future meetings.
- 3.16.12 The Board chair, or committee chair in consultation with the Board chair, determines the length of the exclusion from public comment based on the seriousness of the disruption, the number of disruptions and the individual's prior record of conduct at meetings. The length of the exclusion will not exceed 180 days. During the exclusion, individuals may submit written comments to the Board administrator for distribution to Board members at future public comment periods.
- 3.16.13 At the Board or committee chair's direction, the Board administrator or designee notifies an individual in writing of the specific reasons and length of the exclusion by mailing the notice to the individual's last known address, if any. The Board administrator or designee posts the notice outside the meeting location and on Sound Transit's website and sends a copy of the notice to Board members. The notice is effective when posted. The notice remains posted for the duration of the exclusion period.

- 3.16.14 The Board or committee chair's decision to exclude an individual from public comment may be overruled by a majority vote of those Board members in attendance either at the meeting where the exclusion was announced or at the next regularly scheduled Board meeting following the exclusion.
- 3.17 **Voting.** Voting is typically done by voice vote. Only Board members, not including the WSDOT alternate, may cast votes. A roll call vote on any action may be called for by any Board member at any time before beginning discussion on the next agenda item, and such vote is 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.
- 3.18 **Actions.** Legislative acts of the Board of a general or permanent nature are made by resolution. Other Board actions may be made by motion. An affirmative vote of a majority of Board members in attendance is required for approval of resolutions and motions, provided that an affirmative vote of two-thirds of the entire membership of the Board is required for major decisions pursuant to RCW 81.112.040 and any other actions designated major decisions by the Board. Final action will not be taken on any action unless there was notice and an opportunity for public comment on the action. Committee recommendations for Board action are sent to the Board in the form of proposed resolutions or motions, as applicable, and are included as part of the Board's agenda, when feasible.
- 3.19 **Consent agenda.** The Board chair may include actions of a routine nature that are forwarded to the Board from a committee with a do-pass recommendation on a consent agenda. Any Board member may remove any item from the consent agenda for further discussion before a vote is taken. Items removed from the consent agenda are transferred to the regular agenda to consider and vote on separately.
- 3.20 **Executive sessions.** The Board, committees and subcommittees, upon motion or at the request of the chair, may hold executive sessions pursuant to RCW 42.30.110. Barring emergencies or other exigent circumstances, notice of the intent to hold an executive session at a Board, committee or subcommittee meeting will be provided to members 24 hours in advance along with the purpose for the executive session and any relevant materials. Before a session takes place, the Board, committee or subcommittee chair or legal counsel states the reason for and anticipated duration of the executive session and may indicate individuals, other than Board members, who may remain present during the session to facilitate the session or report the position of absent Board members.
- 3.21 **Adjournment and continuances.** The Board, a committee or a subcommittee may adjourn any meeting by an affirmative vote of a majority of Board members in attendance or at the chair's discretion. The duties of the Board administrator and other details of adjournment are as specified in RCW 42.30.090. Any such meeting or hearing being held, noticed or ordered by the Board or committees may be continued at any subsequent meeting pursuant to RCW 42.30.090.
- 3.22 **Minutes.** The Board administrator or designee prepares and distributes summary minutes of all meetings to Board members. The Board, committee or subcommittee chair and Board administrator or designee sign the official copies of minutes. The Board administrator or designee makes minutes available to the public pursuant to RCW 42.30.035 and retains the audio and/or video recordings as required by law.
- 3.23 **Attendance record.** Board members are recorded as present when they respond to roll call at the beginning of the meeting or when the Board administrator or designee observes or is advised of their presence. Board members who arrive after the first action are noted in the



minutes as present when the Board administrator or designee observes their arrival or is advised of their presence.

### **3.24 Board member compensation and travel**

3.24.1 The following meetings are declared to be meetings of the Board for purposes of determining reimbursement and compensation under RCW 81.112.040(3):

3.24.1.a All regular and special meetings of the Board, committees and subcommittees.

3.24.1.b Any meeting called and announced by the Board, a committee, a subcommittee or the appropriate chair, including, but not limited to, task forces, study groups, consultant selection boards, public hearings and public meetings conducted by or on behalf of the Board, provided that the primary meeting purpose is official agency business.

3.24.1.c Any meeting or conference involving other agencies, provided that the Board member's primary purpose of attendance is the conduct of agency business.

3.24.2 Board members who are part-time public officials may receive compensation pursuant to RCW 43.03.250 for each day during which the Board member attends an official agency meeting or performs statutorily prescribed duties as authorized by the Board chair or Board action.

3.24.3 A Board member will not receive compensation for a day of service if the person occupies a position, normally regarded as full-time in nature, in any agency and receives any compensation from such government for working that day.

3.24.4 Board members may be reimbursed for lawful, actual, necessary and documented travel expenses, including reasonable sustenance and lodging expenses, incurred in the conduct of agency business while outside the Sound Transit district boundaries pursuant to RCW 43.03.050. The Board or Executive Committee must approve Board member travel when beyond 300 miles from the agency or when overnight lodging is required.

3.24.5 Board members may receive allowances to cover reasonable expenses for meals, coffee and light refreshments served at a meeting to pursue agency business pursuant to RCW 43.03.050.

3.24.6 Board members may receive personal mileage reimbursement pursuant to RCW 43.03.060 when traveling for agency business and when more advantageous or economical to Sound Transit than a common carrier or agency vehicle.

3.25 **Rule changes and suspension.** These rules may be supplemented or amended by an affirmative vote of two-thirds of all Board members. These rules may be temporarily suspended by an affirmative vote of two-thirds of Board members in attendance at a meeting to facilitate consideration of Board action in the event of emergencies or other special circumstances.

## **4.0 References**

4.1 Resolution No. R2018-40 Procurement, Agreements and Delegated Authority Policy

4.2 Resolution No. R2018-41 Board Committee Responsibilities

4.3 Resolution No. 81-2 Code of Ethics

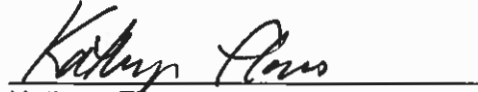
4.4 Resolution No. R99-16 Procedures Governing Legal Actions

ADOPTED by the Board of the Central Puget Sound Regional Transit Authority at a regular meeting thereof held on November 15, 2018, effective January 1, 2019.



Dave Somers  
Board Chair

ATTEST:



Kathryn Flores  
Board Administrator