

## Status Report for the Executive and Governance Committee

### Amendments to the Bylaws

The Secretary and the Board Counsel have been working on amendments to the Bylaws, to be followed by amendments to the Code of Ethics and perhaps the Delegations Resolution as well.

We initially explored the recently changed Bylaws of the Washington Metropolitan Area Transit Authority (WMATA), as well as its separate “Procedures”, as requested by Joe May, Chairman of the Transportation Committee of the Virginia House of Delegates.

We are now prepared to develop a draft set of Bylaws for Committee and possibly Board action in February. Our current thinking is set out in the outline below; Director comment or direction on any of the items would be helpful.

### Outline of Bylaws Amendments

#### I. Statutory Requirements

- a. Adding 4 Directors
- b. Ending carryovers
- c. Changing supermajority
- d. Other matters that may arise in joint DC - VA legislation

#### II. Transparency

- a. Utilization of executive sessions – how scheduled, how worked into the full day’s meeting schedule, public notice of issues discussed
- b. Additional items to be included on website – such as past minutes, advance agendas, committee membership, resolutions,

meeting recordings, videos, when we have them, meeting schedules for the year *(these are not necessarily bylaws issues)*

- c. Adherence to published meeting schedules
- d. Other changes in practice at regular meetings – making clear to audience committee membership, roll call

### III. Other optional matters

- a. Supporting Board positions once adopted – consistency in dealing with the press (a WMATA practice)
- b. An attendance provision
- c. Scope of the Chair and Committee Chair responsibilities
- d. Listing Committees and their jurisdiction (a WMATA practice)
- e. Degree of specificity of Board's responsibilities and procedures

Prepared by the Board Office  
For the January 4, 2012 Executive and Governance Committee Meeting