

RTD Board of Directors

Standing and Ad-Hoc Committees and External Appointments - Descriptions

Standing Committees

Standing committees, as identified in the RTD Board Bylaws, are committees formed to work on an ongoing basis and continue from one year to the next, or as long as the business need exists for that committee. As of early 2021, all standing committees are committees of the whole, with the exception of the Executive Committee and the General Manager Oversight and Performance Management Committee (GM Oversight). Committees of the whole are comprised of all members of the Board, and all Directors are voting members. A quorum is reached with five members participating, and, so long as a quorum exists, a majority vote of members in attendance is required to move a recommended action forward to the Board. The Chair of the Board appoints a chair and vice-chair of the standing committees and the GM Oversight Committee each year. Board agenda items require approval from the respective Standing Committee or the Executive Committee, from the Chair, or from the written request of at least three Board members, as outlined in Article V, Section 3 (b) of the Bylaws. Provided below are brief descriptions of the Standing Committees.

- **Executive Committee.** This committee is composed of the five officers of the RTD Board, who are elected annually by the Board of Directors at its first regular meeting in January of each year, i.e., the Chair, the First Vice-Chair (Chair Pro Tem), the Second Vice-Chair, the Secretary, and the Treasurer. Three members constitute a quorum. The committee's function is to review and establish the agenda for each regular meeting of the Board of Directors in accordance with Article V, Section 3 of the Bylaws, and to advise the Chair on other matters as may come before the committee.

Any member of the Executive Committee is an authorized signatory for RTD agency issued checks over \$100,000 per the annually approved Bank Account Signature Authorization Agreement and in accordance with audit guidelines. The Chair or any member of the Executive Committee is authorized to review and approve the expense reimbursements and travel requests for fellow Board members, in accordance with Board approved policies on travel and reimbursement. The Chair of the Executive Committee also is responsible for reviewing and approving the General Manager's expenses, including, but not limited to, PCard usage, travel, and time off, in accordance with the guidelines provided in the RTD policy outlining the authorities derived from the RTD Act and the Bylaws.

While only Executive Committee members may vote on items before the committee, all Directors are encouraged to participate in committee discussions.

- **General Manager Oversight & Performance Management Committee**

This committee has ongoing responsibility and accountability for oversight and management of the General Manager’s employment contract, compensation package, and annual comprehensive performance evaluation, and additional duties as may be assigned by the Board in the event of the need to replace a General Manager. This committee is also responsible for obtaining an external audit that validates the financial implications of changes affecting the General Manager’s contract or compensation package and will submit the external audit report to the full Board as soon as reasonably practicable thereafter. Once appointed at the beginning of each year, the committee chair establishes an ongoing planning calendar for the General Manager’s annual performance evaluation and annual review of the General Manager’s contract.

The GM Oversight Committee is comprised of seven members, including the Chair of the Board and six Directors appointed by the Chair each year. While only GM Oversight Committee members may vote on items before the committee, all Directors are encouraged to participate in committee discussions.

Committees of the Whole (each currently comprised of 15 Directors as of early 2021):

- **Civil Rights Committee**—The Civil Rights Committee oversees RTD’s Disadvantaged Business Enterprise and Small Business Enterprise programs that provides contracting opportunities for small, minority, and women-owned businesses on the RTD and FasTracks projects. The committee reviews the processes and procedures of the Small Business Opportunity Office (SBOO), the total participation on RTD and FasTracks projects, small business advocacy, compliance, monitoring and the overall efforts of the (SBOO) to assist the growth and development of small and disadvantaged businesses. Regional Workforce Initiative Now (WIN) is a relatively new program launched in 2010 as a collaborative partnership between RTD, Community College of Denver, Denver Transit Partners (DTP), and the Urban League of Metropolitan Denver. WIN helps job seekers, companies, and local communities through the creation of career opportunities in the transportation and construction industries. Also, the committee supports the outreach efforts of the (SBOO) by attending community, organization and association meetings when required. Designated members attend the quarterly Disadvantaged Business Enterprise Advisory Committee and provide information on “how to do business with RTD” to our memorandum of Understanding (MOU) stakeholders and other community partners throughout the District.

- **Communications & Government Relations Committee**—This committee’s function is to:
 - Develop and implement strategies to improve the understanding of, and support for, the District’s programs and goals and to foster positive and effective ongoing relationships with elected officials, managers, and staff;
 - Recommend legislation or to review and evaluate pending legislation, local, state, and federal, and recommend action to the Board to direct RTD’s lobbyists to advocate for, oppose, or monitor individual bills;
 - Receive updates and advice on activities at the municipal, county, state, and federal levels that are applicable to public transportation and the District.

Additionally, this committee deals with all public information and media contacts; advertising; marketing; special events and promotions; public outreach, including outreach prior to service changes; and the Customer Care phone center.

- **Finance, Administration, & Audit Committee**—This committee deals with all administrative and financial matters including, but not limited to, the budget, monthly financial statements, human resource policies, IT issues, and determination of the fiscal impact of all Board actions. The Audit sub-committee is now a formal part of the committee and reports out at least quarterly as an item on the agenda.
- **Operations & Customer Services Committee**—This committee deals with all operations matters that include both non-contracted and contracted services. Such services include, but are not limited to, recommendations for equipment purchases on buses, light rail and union issues, and issues associated with the provision of contracted services provided pursuant to §32-9-119.5, C.R.S., “Competition to provide vehicular service within the regional transportation district.” Contracted services can include contracted fixed route service, ADA complementary paratransit services (i.e. Access-a-Ride) provided by RTD pursuant to the Americans with Disabilities Act (ADA), and such other contracted services as the district may choose to provide.

The committee also deals with safety, security, and asset management responsibilities, customer service, and service changes.

- **Planning/Capital Programs & FasTracks**—This committee deals with all Planning, Capital Programs and FasTracks issues, including all corridors either in planning or construction, all RTD facilities, maintenance of facilities, land acquisitions and will determine the fiscal impact of corridor and facilities planning and implementation which shall be included in the budget; and or transit oriented development programs. This committee’s purview also extends to the successful implementation of the FasTracks program including the FasTracks elements of bus rapid transit, Denver

Union Station (DUS), FastConnects, Park-n-Rides, transit technologies, and public-private partnerships and other innovative financial solutions for RTD as a whole. All financial impact of this committee will be reviewed and approved by the Finance, Administration, & Audit Committee.

Ad Hoc Committees

Ad hoc committees and other special committees can be established and appointed by the Chair of the Board as the Chair deems appropriate including designating the chair of any such special or ad hoc committees. Ad hoc committees are generally considered of a short term nature and are generally called to address an immediate or short term need. All such special or ad hoc committees automatically dissolve at the expiration of the term of the office of the Chair of the Board or when the particular need or issue has been resolved.

- **Re-Districting Committee**—This committee was formed in August 2011 per §32-9-111, C.R.S., of the RTD Act, which requires that, after a federal census, the RTD Board will apportion the composition of the Board into compact and contiguous Director districts so that the fifteen Directors will represent, to the extent practical, the people of the district on the basis of population. This committee will be re-established after the 2020 Census is completed and the results command District boundary changes.

When active, this committee is comprised of Planning Department staff, Board members, and additional subject matter experts.

- **Fiscal Sustainability Committee**—The Fiscal Sustainability Committee consists of Board members, members of Senior Leadership Team, and volunteer external representatives from businesses, industry, public and private sectors coming together to explore alternative strategies that will make RTD more fiscally sustainable. **This committee provided its report to the Board in June 28, 2011, and is currently inactive.** However, plans are to re-convene at appropriate intervals to ascertain progress if needed. Currently fiscal sustainability is addressed through the Finance, Administration, & Audit Committee.

This committee was comprised of internal staff, Board members, and individuals from public and private entities who lend subject matter expertise.

- **Ad Hoc Committee on Code of Conduct** – The Committee was created for the purpose of reviewing the impact of the revisions to the RTD Code of Conduct to ensure that the Code continued to work toward preserving the safety, cleanliness, and accessibility of RTD’s transit system for all our patrons; was enforced fairly,

consistently, and equitably; and addressed the public safety needs of employees and passengers using the system during the COVID-19 pandemic.

Additionally, the committee meetings served as a collaborative venue in which to discuss with committee participants how the Code of Conduct supported RTD's mission of safe, clean transportation. **The committee provided its final report to the Board in July 2020 and is currently inactive.**

- **Safety & Security Ad Hoc Committee** - The committee was created for the purpose of reviewing the current RTD Security Model to ensure that the agency continues to work toward preserving the safety, security, and accessibility of RTD's transit system for all patrons; addresses the needs of RTD and all of its customers; minimizes agency exposure/liability; and continues to maintain statutory and regulatory compliance and to incorporate industry best practices with respect to its security operations. **The committee provided its final report to the Board in December 2020 and is currently inactive.**

- **Ad Hoc Committee on Committee Structure** - The Ad Hoc Committee on Committee Structure (ad hoc committee) was been formed in 2020 by Chair Rivera-Malpiede to analyze whether it would be advisable to alter the composition of the standing committees (see above) to optimize the number of members assigned to each committee; encourage full and fruitful debate by decentralizing decision-making; promote meeting efficiencies; and enhance specialization of subject-matter knowledge by Board members. The committee's most recent action was to deliver a white paper report to the Board in December 2020.

ADA Committees – Advisory Committee for People with Disabilities (ACPD) & Access-a-Ride Paratransit Advisory Committee (APAC)

These committees advise on matters related to the Americans with Disabilities Act of 1990. Referred to collectively as the ADA committees, their roles are as follows:

- ACPD helps to implement positive change to all of RTD services and programs. In addition, its goal is to ensure and guide RTD's commitment to people with disabilities and the community overall. The ACPD is advisory in nature and report to an internal RTD ADA steering committee.
- APAC is discussion-based group whose focus is on RTD's Access-a-Ride service. The Advisory Committee assists RTD to:
 - Improve the quality and accessibility of Access-a-Ride services
 - Advance the needs of those who require Access-a-Ride services
 - Maximize services through effective planning
 - Strengthen communication between RTD and organizations that advocate for the needs of Assess-a-Ride customers

- Promote collaboration, transparency, and information sharing
- Provide a unique venue where everyone -from consumers to providers - can come together to discuss the issues facing those who rely on Access-a-Ride services
- Ensure meaningful and diverse community input, participation and involvement in RTD's para-transit related activities
- Work in concert with RTD's Advisory Committee for those Living with Disabilities as that committee works to make RTD's bus and train operations responsive to the needs of customers who are living with disabilities

The Chairs of the Operations & Customer Service Committee and the Civil Rights Committee serve as ex officio liaisons to the ACPD and APAC, respectively, and are responsible for attending joint ADA committee meetings and for reporting out on the joint proceedings of the ADA committees. In 2021, the joint ADA committee meetings are scheduled for Tuesday, March 9, Tuesday, July 13, and Tuesday, November 9.

External Appointments

As elected officials, RTD Board members are actively engaged in the regional community and sit on or are appointed to a number of other committees and boards that represent the interests of public transportation and the community. Such boards and organizations include:

- **RTD Salaried Employee Pension Trustee Board**—The RTD Salaried Pension Trust is a trust governed by the RTD Board of Directors and used to fund the RTD Salaried Pension Plan. The Plan is a Defined Benefits Plan under which all of the RTD salaried employees who are on roll prior to January 1, 2008, and who have attained five years of credited services are entitled to receive benefits. The trust funds and the Plan are administered by a Board of Trustees consisting of two Board of Directors appointed by the Chair of the Board and approved by the full Board, five RTD staff members who are also approved by the Board of Directors. The term of the appointment for Board members usually coincide with their term as Director but is at the discretion of the Chair. The Trustees manage plan assets, hire administrators, attorneys, money managers, financial advisors, auditors and actuaries, and make recommendations to the RTD Board of Directors regarding annual appropriations from RTD to the Trust and any plan changes. The Trustees are also responsible for responding to any individual benefit payment issue. The plan undergoes an annual independent financial audit and actuarial evaluation. It is currently actuarially fully funded.

In January 2008, the RTD Board of Directors approved a major change to close the Defined Benefit Plan to any new employees and to create a new plan, the Salary

Employee Defined Contribution Plan. This plan will be managed by the same set of appointed RTD Salaried Employees Pension Trustees.

- **Metro Mayors Caucus**—The Metro Mayors Caucus is a nationally recognized voluntary and conscientious based organization of mayors that work together on issues of regional importance. The Caucus was formed in 1993 as a non-competitive forum needed for the region’s elected officials to build relationships and discuss issues and common concerns. Two Board members are assigned to attend the regular Caucus meetings.
- **DRCOG Regional Transportation Committee (RTC)**—The Denver Regional Council of Governments (DRCOG) administers the region’s transportation planning process through the Regional Transportation Committee (RTC). The RTC brings together representatives of the region’s transportation partners. There are three RTD Board members who sit on this committee along with the General Manager for the four votes that RTD provides. Alternate Board members are also appointed.
- **E-470 Public Highway Authority Board**—E-470 is a toll highway that runs along the eastern perimeter of the Denver Metropolitan area. The 47-mile beltway extends from state highway C-470 at I-25 in Douglas County south of Denver, runs east and then north through Aurora, passes along the western edge of the Denver International Airport and turns back toward the west, terminating at I-25 on the north end of the metropolitan area just south of 160th Avenue. The E-470 Public Highway Authority consists of eight member jurisdictions: Adams, Arapahoe, and Douglas Counties and the cities of Aurora, Brighton, Commerce City, and Thornton and the town of Parker. Affiliate, non-voting members are the cities of Arvada, Broomfield, and Greeley and Weld County. Ex-officio members are the Colorado Department of Transportation (CDOT), the Denver Regional Council of Governments (DRCOG), and RTD.
- **C-470 Corridor Coalition**—The C-470 Corridor Coalition was formed in 2011 to provide a forum for the public to evaluate ways for improving the corridor from I-25 to I-70. One Board member and an alternate are members of this coalition.
- **Northwest Parkway Authority Board**—Northwest Parkway is Colorado’ newest toll road that opened in November 2003. It connects with E-470 and I-25 at 157th Ave. The Parkway travels west and south to 96th Street. At 96th Street, traveling south it turns into a local traffic four-lane, 45 mph arterial allowing access to US 36, Interlocken Business Park, and Flatirons Crossing Mall. The Northwest Parkway is comprised of three member jurisdictions: The City and County of Broomfield, the City of Lafayette, and Weld County. Ex-officio members are Jefferson County, City of Arvada, RTD, Interlocken Metropolitan District, and the Colorado Department of Transportation (CDOT). The Northwest Parkway is a 100% privately funded road.

No federal funds were used on the parkway. Financing for the project is non-recourse toll revenue bonds to be repaid with toll revenues.

- **Jefferson County Parkway Public Highway Authority Board (JPPHA)**—Two members of the RTD Board have ex-officio positions with the Jefferson County Parkway Board.
- **Jefferson County Transportation Advisory Group (JEFFTAAG)** - A diverse group of state, regional and local entities committed to identifying sustainable, multi-modal transportation needs for 21st century Jefferson County leading to legislative and funding solutions through the sharing of ideas and smart, forward-thinking discussions. One Board member and one alternate attend meetings as needed.
- **Adams County Economic Development (ACED)**—ACED is a 501 (c) (6) private, - nonprofit full service economic development organization serving the 1,182 square miles in Adams County, nine municipalities, 8,800 businesses and a population of 400,000+. With Adams County predicted to be the fastest growing county in the state of Colorado over the next 20 years, ACED is dedicated to playing a leadership role in aggressively driving economic vitality and sustainable business development in the region. Two members of the Board attend meetings.
- **CDOT Liaison**—RTD and CDOT have engaged in a number of collaborative projects dealing with highway and mass transportation needs for Colorado. The CDOT liaison is a RTD Board member who serves in the interface role for cultivating and maintaining productive and healthy relationships/communications between the CDOT Commissioners and the RTD Board of Directors.
- **RTD Accountability Committee** – The purpose of the committee is to provide an independent and objective analysis of RTD's operations. The committee was formed in collaboration with the Governor's Office, RTD, and the chairs of the state House and Senate Transportation Committees and is composed of gubernatorial and legislative appointees. The Chair and Vice Chair of the RTD Communications & Government Relations Committee serve as ex officio liaisons to the Accountability Committee and report out to the Board regarding the proceedings and findings of the Accountability Committee. RTD anticipates the committee will conclude its work in July 2021.
- **Santa Fe PEL** – CDOT is conducting a study that includes a series of five meetings scheduled over the course of more than a year. The study group includes representation from local and state elected officials, including the RTD Board. The project study area focuses on an 11-mile stretch of Santa Fe Drive (U.S. Highway 85) between C-470 and the junction of Alameda Drive and Interstate 25.

Jurisdictions include Arapahoe County, Denver, Douglas County, Englewood, Littleton, and Sheridan. As of October 2020, the current liaison to the committee is Chair Rivera-Malpiede.

- **The following external entities are no longer active:**
 - Rocky Mountain Rail Authority
 - Denver Union Station Advisory (USAC)
 - Denver Union Station Project Authority (DUSPA)