

General Manager Oversight and Performance Management Committee (“GMOC”) Charter

Committee Purpose:

- The General Manager Oversight and Performance Management Committee has an ongoing responsibility and accountability for oversight and management of the General Manager’s employment contract, compensation package, annual comprehensive performance evaluation, and additional duties as may be assigned by Board, including those that arise in the event of the need to replace a General Manager.

- In consultation with the General Manager, this committee develops the General Manager’s annual performance evaluation program for review and approval by the full Board. This program includes the goals and metrics by which the General Manager will be evaluated, and the standards for determining incentive awards and any base salary increases subject to Board review and approval and the General Manager meeting or exceeding the established goals and metrics.

- This committee is also responsible for periodically obtaining an external audit that validates the financial implications of changes affecting the General Manager’s contract or compensation package, and the committee submits the external audit report to the full Board as soon as reasonably practicable thereafter.

- This committee establishes an ongoing planning calendar for the General Manager’s annual performance evaluation and annual review based on the terms of the General Manager’s contract.

- This committee determines appropriate benchmarking for the General Manager, including the selection of a peer group and internal factors to be included in the General Manager’s annual review as appropriate.

Authorization:

- Section 32-9-109.5 and Section 32-9-114 of the RTD Act describes the administrative powers and authority given to the RTD Board of Directors. The Board

Bylaws provide further description of standing committees. The standing committee can take a vote on an action to move it forward to the full Board at a regular Board meeting, but the action is not an official action of the District unless approved at a formal Board meeting or Special Board Meeting.

Membership and Leadership Composition:

- Each year the newly elected Chair of the Board will appoint the Chair and Vice-Chair of the General Manager (GM) Oversight and Performance Management Committee.
- The GM Oversight and Performance Management Committee is a standing committee of six Board members and the Chair of the Board.
- The Chair of the Board appoints the six additional members to the committee (for a total of seven members). The Chair also appoints an alternate committee member who will attend committee meetings.
- Only the six appointed Board members and the Chair of the Board are voting members of this committee.
- A quorum is reached with four members participating.
- This committee may make use of subcommittees to assign tasks. The committee will implement and utilize a buddy system wherein each committee member is assigned a Director who is not assigned to the committee with whom to fully share information and materials presented to and discussed by the committee. The committee will report back to the full committee for review and recommendation as needed.

Roles and Responsibilities:

- **Chair of the Committee:**
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 - Chairs/facilitates committee meetings following established Board protocols and parliamentary procedures.
 - Discusses items on the committee agenda and calls for a vote on recommended action items to move before the full Board at the formal Board meeting or Special Board Meeting
 - Follows the established order for the agenda as approved in the Board Bylaws but maintains flexibility to change when appropriate.
 - Maintains the proper communications flow and order for involvement and balanced participation of Board members through the buddy system.
 - Can make the decision to invite public comment or speakers if appropriate.
 - In conjunction with the Chair, appoints working groups or sub-committees as needed on specific issues.

- Can request an Executive Session on items that are allowed per Colorado Open Meetings Law. The topic for discussion in the Executive Session, specific citation to the appropriate statutory language authorizing the Executive Session, and the identification of the particular matter to be discussed in as much detail as possible without compromising the purpose for which the Executive Session is authorized must be posted prior to the Executive Session.
- Keeps the Chair of the Board apprised of all activities.
- **Vice-Chair of the Committee:**
 - Performs all Committee Chair responsibilities in the absence of the Committee Chair.
- **Subcommittee Chairs:**
 - Perform a particular scope of work as defined by the Committee Chair and bring back findings and recommendations to the full committee for review and approval.
- **All Committee Members:**
 - Preparedness: Committee members must review presentations/materials and review committee minutes provided by staff before the meeting and come prepared to discuss or take appropriate action on items brought before the committee.
 - Participation: . Regular attendance is required and the alternate committee member will be named by the Chair of the Board to take the place of a committee member after the third absence.

Operating Procedures:

- By close of business on Wednesday of the week preceding the committee meeting, the Executive Manager of the Board will submit an agenda to the Board Office staff with the appropriate Board reports, updates, or other documentation on recommendation of the committee chair.
- The agenda will normally follow the order: Recommended action, updates, other matters, and next meeting date. The Committee Chair has the discretion to change the order as needed.
- This agenda and backup will be included in the Board packets sent to each Director on the Thursday preceding the committee meeting.
- During the committee meeting, staff will review or present the agenda items as appropriate and will discuss any items of concern.
- A new action¹ may be discussed for recommended action on the agenda if brought forth by three or more committee members and provided to the Chair of the Board and the Executive Manager of the Board Office by noon on Wednesday of the week preceding the committee meeting.²
- The Committee Chair should call for a motion on an action item, following Robert's Rules (the Board's established parliamentary authority) in the discussion of the item.
- Items that are moved forward by a motion and properly discussed will be voted on. A majority vote is required to move an action forward to the full Board for approval.
- This committee's meetings are open to the full Board at all times and allow for discussion and input from Directors who are not members of the committee.
- The Committee Chair will give a monthly status update at the regularly scheduled Board meetings.
- The currently adopted Board of Directors Operating Guidelines are to be recognized at all meetings.

Reporting Requirements:

- All committee meetings are noticed and recorded consistent with Colorado Open Meetings Law requirements.
- Meetings with three or more Board members present are considered open meetings and must be noticed and posted at least 24 hours before the meeting.
- All meetings must have approved agendas.
- Recommendations are taken before the full Board for open discussion and approval as allowed by state statute.
- Minutes of each meeting are taken and included in the monthly Board agenda for the formal Board meeting.

¹ For a copy of the document outlining the process for the creation and submittal of Director-initiated action items, please see the Board Office.

² Board Bylaws, Article V, §3(b).

- The minutes are a record of the proceedings of the Board and primarily consist of the meeting attendance, recommended actions and updates, motions, vote records, and essential ministerial information.
- Minutes are reviewed by the Committee Chair and Executive Manager.
- Minutes from the committee meetings are permanent records and retained in the Board office via the MinuteTraq document management system or per the document management or record storage system that is used by the agency at that time.
- The minutes of each meeting, along with the meeting's video recording and full-text transcript, are made available to the public via the Meeting Portal within a reasonable time after the meeting.

Staffing Requirements:

- Board members may rely on retained external consulting sources, the Executive Manager, and staff for preparation of presentations, Board reports, and other materials used in the committee meetings.
- The Executive Manager participates in meetings, addresses questions or concerns raised by Board members on a particular item, and submits any reports specified by the Board.
- The Executive Manager, consultants, and subcommittees perform analysis and provide follow-up to Board members on requested items.
- Staff meets with Board members in one-on-one sessions or as requested to brief Board members on a particular issue.
- Subcommittees of the committee meet with Executive Manager and the Committee Chair as needed to develop goal setting, succession planning, and evaluation strategies that are reviewed and approved by the full committee.
- The Executive Manager reviews the agenda with the Committee Chair prior to the committee and Board meetings.

Meeting Schedule and Process:

- The committee meetings are called as needed, usually once a month before the regularly scheduled committees and Board meetings.
- Subcommittees of the GM Oversight and Performance Management Committees meet in working sessions as needed with the General Manager or retained external consulting sources.
- Special committee meetings may be called at the discretion of the Committee Chair and with consent from the Chair of the Board.

- The Committee Chair works with Board Staff to cancel or postpone a scheduled committee meeting.
- Prior to the meeting, the Committee Chair and Vice-Chair meet with the staff to discuss or review the agenda and any items of concern.
- The Committee Chair has the flexibility to change the order of the agenda when deemed appropriate but should keep in mind that the purpose for doing recommended action items first is to ensure a quorum is still present for voting the motion forward.

Approval Process:

- Provided that there is a quorum of at least four members, a majority vote can advance an item forward.
 - After a recommended action has been approved by the committee, the recommended action may be approved for final action during an official Board meeting.
 - An action item passed by the committee does not become an official action of the District unless approved in the formal Board Meeting or Special Board Meeting.
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