



DART Board Governance Ad Hoc Committee Meeting
Tuesday, October 4, 2022, 12:00 p.m.
DART Conference Room C – 1st Floor
1401 Pacific Ave., Dallas, Texas 75202
(Estimated Meeting Time: 30 minutes)

1. Approval of Minutes: September 27, 2022
2. *Discussion of Committee Structure
[5 minutes - presentation; 10 minutes - Q&A]
3. *Discussion of Two-Thirds Voting Requirement
[5 minutes - presentation; 10 minutes - Q&A]
4. Identification of Future Agenda Items
5. Adjournment

*This is a Briefing Item Only

The DART Board Governance Committee may go into Closed Session under the Texas Open Meetings Act, Section 551.071, Consultation with Attorney, for any legal issues.

This facility is wheelchair accessible. For accommodations for the hearing impaired, sign interpretation is available. Please contact Community Affairs at 214-749-2799, 48 hours in advance.

Chair – Gary Slagel
Members – Flora M. Hernandez, Jonathan R. Kelly,
Michele Wong Krause, and Rick Stopfer

MINUTES
DALLAS AREA RAPID TRANSIT
DART BOARD GOVERNANCE AD HOC COMMITTEE MEETING
September 27, 2022

The Dallas Area Rapid Transit **DART Board Governance Ad Hoc Committee Meeting** came to order at 12:09 p.m., Tuesday, September 27, 2022, at DART Headquarters, 1401 Pacific Avenue, Dallas, Texas, with Chair Slagel presiding.

The following Committee members were present: Gary Slagel, Flora M. Hernandez, Jonathan R. Kelly, and Michele Wong Krause.

Other Board Members present: Carmen Garcia, Doug Hrbacek, and Glenn B. Callison.

Others Present: Nadine S. Lee, Gene Gamez, Lon Nickles, Elizabeth Reich, Donna Henry, and Josefina Chavira.

1. Approval of Minutes: September 19, 2022

Hearing no objection, Chair Slagel stated the DART Board Governance Ad Hoc Committee Minutes were accepted into record as presented.

2. Approval of Amendments to the DART Board Rules of Procedure and DART Board Policy V.01, Code of Ethical Conduct

Chair Slagel provided a preamble of the previous meeting, noting that each member should have a red-lined version of that document in front of them (copy on file with the Office of Board Support).

Mr. Gene Gamez, General Counsel, then provided a step-by-step summary of the changes made to the document per the recommendations from the Committee.

Mr. Callison entered the meeting at 12:16 p.m.

In reference to Rule 7, Travel, section 7.9. concerning the language, Mr. Kelly requested a period be added after “report to Board” and delete the remaining sentence.

After some discussion, Chair Wong Krause recommended adding a sentence that states that the Board shall review the Board Support budget and indicate that language is also Rule 17, Budget Process For Board Direct Reports, as section 17.4.

Mr. Gamez continued with the presentation.

After much discussion, Mr. Kelly moved to forward this draft resolution to the Committee-of-the-Whole as a same-date item, with a recommendation, stating:

Section 1: Cover page of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and

Section 2: Rule 1 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and

Section 3: Rule 3 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and

Section 4: Rule 5 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and

- Section 5:** Rule 6 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 6:** Rule 7 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 7:** Rule 9 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 8:** Rule 10 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 9:** Rule 11 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 10:** Rule 12 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 11:** Sample Resolution of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 12:** Rule 13 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 13:** Rule 14 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 14:** Rule 16 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 15:** Rule 17 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 16:** Rule 19 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 17:** Rule 20 of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 18:** History of the DART Board Rules of Procedure is amended to read as set out in Exhibit 1 to this resolution; and
- Section 19:** Rules, 2, 4, 15, and 18 of the DART Board Rules of Procedure shall remain in effect as previously adopted and as out in Exhibit 1 to this resolution; and
- Section 20:** DART Board Policy V.01, Code of Ethical Conduct, is amended to conform to Rule 5 of the DART Board Rules of Procedure as amended in this resolution and as set out in Exhibit 2 to this resolution; and
- Section 21:** These amendments shall take effect immediately.

Ms. Wong Krause seconded and the item was approved unanimously.

3. Identification of Future Agenda Items

Mr. Stopfer entered the meeting at 12:52 p.m.

Future agenda items identified for this committee are as follows:

Ms. Wong Krause requested a discussion on the meeting structure and schedule for 2023.

4. **Adjournment**

There being no further business to discuss, the meeting adjourned at 12:53 p.m.



Josefina Chavira, CAP
Assistant Board Administrator

/jc

*Briefing Item



Agenda Report

DATE: **October 4, 2022**

SUBJECT: **Discussion of Board Committee Structure**

BOARD ITEM

This is a briefing item. No action is required at this time.

PURPOSE

- The purpose of this item is to discuss potential changes to the DART Board committee structure.



Agenda Report

DATE: **October 4, 2022**

SUBJECT: **Discussion of Two-Thirds Voting Requirement**

BOARD ITEM

This is a briefing item. No action is required at this time.

PURPOSE

- The purpose of this item is to discuss the 2/3 voting requirement that is contained in Board Policies, Administrative Policies, employee manuals, and interlocal agreements. various