



**AUSTIN TRANSIT PARTNERSHIP
BOARD OF DIRECTORS MEETING
AGENDA**

Wednesday, March 22, 2023, 2:00 p.m.

ATP Board Room

203 Colorado St. Austin, TX 78701

ADA Compliance

Reasonable accommodations and equal access to communications are provided upon request. Please call 512-389-7590 or email chloe.maxwell@atptx.org if you need more information.

Board of Directors

Veronica Castro de Barrera, Chair, Kirk Watson, Vice Chair, Tony Elkins, Jeffrey Travillion, Juan Garza, Robert Goode (ex officio), Dottie Watkins (ex officio).

Public Comment

Public comment may be completed in person or virtual. Those wishing to contribute comments must notify ATP 24-hours before the meeting by calling 512-389-7590 or emailing chloe.maxwell@atptx.org. Please provide your name, phone number and the topic you wish to discuss. On the day of the meeting, you will be contacted, added as an attendee of the board meeting, and have 3 minutes to speak. You will have only one opportunity at the beginning of the board meeting to speak on all items you intend to address.

Watch Live

ATP Board Meetings are streamed [live](#) from the ATP website.

Executive Session

The Board of Directors reserves the right to adjourn into executive session at any time during the course of this meeting to discuss any of the matters listed as authorized by Texas Government Code Chapter 551, including, but not limited to: Sections 551.071 (Litigation/Consultation with Attorney), 551.072 (Deliberations regarding real property), 551.073 (Deliberations regarding gifts and donations), 551.074 (Deliberations regarding personnel matters) or 551.076 (Deliberations regarding deployment/implementation of security personnel or devices), and 551.087 (Deliberations regarding Economic Development negotiations).

1. **Public Comment**
2. **Technical Advisory Committee Reports**
 - 2.1 Joint Meeting of the Engineering, Architecture & Construction Advisory Committee and the Planning, Sustainability, Equity & DBE Advisory Committee
3. **Executive Director Report**
 1. Project Connect Project Status Report
4. **Action Items**
 - 4.1 Action Item 1 3
Approval of minutes from the March 1 Board Meeting
 - 4.2 Action Item 2 6
Approval of a resolution approving changes to the Board Operating Procedures policy
5. **Discussion Items**
 - 5.1 Status of Work on Updated Light Rail Implementation Plan
6. **Item from the Board**
 - 6.1 Action Item 3 15
Approval of a resolution directing the Executive Director to develop a process to conduct a review related to ATP's governance as recommended by the Community Advisory Committee
7. **Adjournment**

AUSTIN TRANSIT PARTNERSHIP BOARD OF DIRECTORS MEETING

203 Colorado St. Austin, TX 78701

~ Minutes ~

Board Secretary Brandon Carr
512-369-6040

Wednesday, March 1, 2023
9:00 AM

9:07 AM Meeting Called to Order
10:48 AM Meeting Adjourned

1. Public Comment

João Paulo Connolly spoke during public comment.

2. Technical Advisory Committee Reports

Chair Castro de Barrera noted that the Technical Advisory Committee reports are published online as a part of the Board Meeting Agenda backup materials..

3. Executive Director Report

ATP Interim Executive Director Greg Canally presented on:

1. Organizational Readiness Update
2. Results of Procurement Assessment

4. Action Items

Consent items

1. Approval of minutes from the January 27, 2023 Austin Transit Partnership Board Meeting **(Approved)**
2. Approval of a resolution adopting amendments to the ATP Procurement Policy and Guidelines **(Approved)**
3. Approval of a resolution approving changes to the Board Operating Procedures policy **(Postponed to March 22, 2023)**
4. Approval of a resolution authorizing the Executive Director to negotiate and execute an interlocal agreement with Workforce Solutions - Capital Area to support development of the region's first Workforce Mobility Industry Sector Partnership and for the development of construction training programs for 12

months, with a 6-month extension option, in an amount not to exceed \$300,000
(Approved)

RESULT: ADOPTED [UNANIMOUS]

MOVER: Garza

SECONDER: Travillion

AYES: Castro de Barrera, Travillion, Elkins, Watson, Garza

ABSENT:

5. Partnership Reports

Molly King with CapMetro provided an Update on MetroRapid and MetroRail Projects

Annick Beaudet with the City of Austin Project Connect Office provided an Update on Improved Processes for Project Connect

6. Discussion Items

Briefing on Light Rail Delivery and Contracting Framework by the following presenters:

Casey Burack, Executive Vice President, Business and Legal Affairs

Lindsay Wood, Executive Vice President, Engineering and Construction

Manan Garg, Senior Vice President, Project Delivery and Construction

Nicole Doheny, Senior Managing Director with Ernst & Young

7. Items from the Board

Results from community engagement process regarding the consideration of Greg Canally as the Executive Director:

Awais Azhar, Project Connect Community Advisory Committee (CAC) Chair, shared a letter on behalf of the CAC.

Bill McCamley, Executive Director of Transit Forward, shared a letter on behalf of Transit Forward.

João Paulo Connolly, Project Connect Community Advisory Committee (CAC) member, Austin Justice Coalition Director, and ATX Mobility Coalition member shared information on behalf of his committees/organizations.

Action Item 5 - Discussion and potential approval of a resolution appointing Greg Canally as the Executive Director of the Austin Transit Partnership and authorizing the Board Chair to negotiate and execute an employment contract for the same

RESULT: ADOPTED [UNANIMOUS]

MOVER: Garza

SECONDER: Watson

AYES: Castro de Barrera, Travillion, Elkins, Watson, Garza

ABSENT:

8. Adjournment

ADA Compliance

Reasonable modifications and equal access to communications are provided upon request. Please call (512) 369-6040 or email chloe.maxwell@atptx.org if you need more information.

BOARD OF DIRECTORS: *Veronica Castro de Barrera, Chair; Kirk Watson, Tony Elkins, Jeff Travillion, Juan Garza, Robert Goode (ex officio), Dottie Watkins (ex officio).*

The Board of Directors may go into closed session under the Texas Open Meetings Act. In accordance with Texas Government Code, Section 551.071, consultation with attorney for any legal issues, under Section 551.072 for real property issues; under Section 551.074 for personnel matters, or under Section 551.076, for deliberation regarding the deployment or implementation of security personnel or devices; arising regarding any item listed on this agenda.



Austin Transit Partnership Board of Directors Resolution
Meeting Date: 3/1/2023
ATP-2023-005
Approval of Changes to ATP Board Operating Procedures Policy

Subject: Approval of changes to the Austin Transit Partnership ("ATP") Board Operating Procedures Policy.

Fiscal Impact: No fiscal impact.

Responsible Department: Legal.

Executive Summary: The ATP Board approved a Board Operating Procedures Policy on May 19, 2021. To govern the administration and operation of the Austin Transit Partnership's Board of Directors, including Board meetings and public comment procedures, as well as board travel policies, the Board is to consider adopting changes to the Board Operating Procedures Policy to include the following: a process for executive session and permitting the Chair to invite staff and ex-officio Board members; a process for consent agenda items; a process for Item(s) from the Board; the addition of a Board Communications policy; and, the addition of a Code of Conduct policy.

Procurement Summary: Does not apply.

Disadvantaged Business Enterprise Program Summary: Does not apply.



RESOLUTION OF THE AUSTIN TRANSIT PARTNERSHIP

BOARD OF DIRECTORS

STATE OF TEXAS
COUNTY OF TRAVIS

Resolution ID: ATP-2023-005

Approval of Changes to ATP Board
Operating Procedures Policy

WHEREAS, the Austin Transit Partnership ("ATP") Board of Directors (the "Board") recognizes the need to establish a policy to govern the administration and operation of the Board, as well as Board meetings, as it works to guide and support ATP in achieving its goal of implementing Project Connect; and;

WHEREAS, it is the intent of the Board to achieve best practices in governance, policy direction, and oversight, as well as promote and receive input from the public on matters of ATP's public business; and

WHEREAS, the Board proposes to make changes to the Board Operating Procedures by adding the following: a process for executive session and permitting the Chair to invite staff and ex-officio Board members; a process for consent agenda items; a process for Item(s) from the Board; a Board Communications policy, and a Code of Conduct policy;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of ATP that the Board Operating Procedures Policy attached hereto as Exhibit A to this resolution is hereby adopted, as amended.

Brandon Carr
Secretary of the Board

Date

AUSTIN TRANSIT PARTNERSHIP BOARD OPERATING PROCEDURES POLICY

Revised March 1, 2023

I. OVERVIEW

The Austin Transit Partnership (“ATP”) was formed by the Capital Metropolitan Transportation Authority (“Capital Metro”) and the City of Austin (the “City”) for the purpose of implementing the Project Connect System Plan (“Project Connect”) as such project is more particularly described in Capital Metro Resolution No. AI-2020- 1273 and City Resolution 20200610-02. ATP does hereby establish this Board Operating Procedures Policy (this “Policy”) to govern the administration and operation of ATP's Board of Directors (the “Board”) and Board meetings as the Board works to govern ATP in achieving its mission of implementing of Project Connect.

This Policy is intended to outline the Board's general powers and duties under chapter Subchapter D of Chapter 431 of the Texas Local Government Code, Chapter 394 of the Texas Local Government Code, and other applicable laws. This Policy does not supersede and is subject to any applicable federal or Texas law or administrative rule, including the Texas Open Meetings Act.

II. GENERAL RULES AND OPERATING PROCEDURES

The Board shall strive to achieve best practices in governance, policy direction, and oversight. The Board shall act as a body in making and announcing its decisions. Individual Board members serve on the ATP Board to support the mission of ATP and shall discharge their duties with ordinary care and in a manner each member reasonably believes to be in ATP's best interests.

A. Board Members.

- (1) Board members shall hold office for the period specified in ATP's Articles of Incorporation. The composition of the Board and qualifications of the Board members, as well as the procedures for their appointment and removal, shall be as provided by ATP's Articles of Incorporation or Bylaws (as applicable).
- (2) Board members shall regularly attend meetings to participate in the decision-making process, responsibly represent the public and preserve public trust. In accordance with Article VI of the ATP Articles of Incorporation, a Board member may be removed from the Board by a resolution approved by a majority vote of the City Council and Capital Metro Board finding that such Board member is derelict in his or her duties by either:
 - (i) failing to attend four consecutive scheduled meetings, including any combination of annual meetings, regular meetings, or special meetings; or,
 - (ii) failing to attend one-third or more of scheduled meetings during any fiscal year of ATP, including any combination of annual meetings, regular meetings, or special meetings, unless such Board member can show good cause for the absences.

- (3) Board members must keep confidential any written materials and verbal information provided during executive sessions or information exempt from disclosure pursuant to the Texas Public Information Act.
- (4) Newly appointed Board members are encouraged to take advantage of information opportunities to learn about ATP, the Board's rules and operating procedures and significant Board actions.
- (5) Except for purpose of inquiry or clarification, the Board and Board members will make best efforts to work through the Executive Director to advance individual requests of staff.
- (6) Board members may contact and consult ATP's general counsel at any time to obtain legal guidance related to ATP or their service on the Board.

B. Board Chair and Vice Chair.

- (1) The Board shall select a Chair and Vice Chair by a majority vote of Board members for a term of office in accordance with Sections 3.2 and 3.3 of the ATP Bylaws.
- (2) At all meetings of the Board, the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, an acting presiding officer shall be chosen by the Board from among the Board members then present.
- (3) Subject to the limitations contained in the ATP Articles of Incorporation, the Chair may, upon authorization by resolution of the Board, sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, contracts, and other instruments of any kind in the name of ATP.
- (4) The Vice Chair shall perform the duties and exercise the powers of the Chair upon the Chair's death, absence, disability, or resignation, or upon the Chair's inability to perform the duties of his or her office. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.
- (5) The 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 Chair is absent or unavailable when such signatures are required, the Vice Chair may sign such instruments and documents.

C. Board Secretary.

- (1) The Secretary of ATP shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.
- (2) The Board Secretary shall endeavor to give notice of each meeting seven (7) days in advance of such Board meeting and in accordance with Article 2 of the ATP Bylaws and with the Texas Open Meetings Act.

- (3) The Board Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of this Policy, the ATP Bylaws, the ATP Articles of Incorporation and as required by law, be custodian of ATP's records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the Chair. The Secretary shall serve at the discretion of the Board and may be removed as Secretary by the Board at any time, with or without cause. The Secretary need not be a member of the Board.

D. Meeting Procedures. In general, all Board meetings, including any emergency meetings, shall be conducted in accordance with the requirements of Article 2 of the ATP Bylaws. In addition, Board meetings shall be conducted as follows:

- (1) The Board 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 ATP to perform its statutory functions.\
- (2) The Board shall meet in accordance with and file notice of each meeting of the Board in the same manner as required of the City Council of the City and Capital Metro's Board of Directors under the Open Meetings Act. Notice of each meeting shall be posted by the Secretary of the Board at the same location. Additional notice of each meeting may be posted at one or more other locations.
- (3) A majority of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of ATP. Ex-officio directors shall not count for the purposes of determining the presence of a quorum. If at any meeting of the Board there is less than a quorum present, business of the Board shall not be conducted. The act of a majority of the Board members shall constitute the act of the Board, unless the act of a greater number is required by law or by the ATP Articles of Incorporation or Bylaws.
- (4) Voting may be conducted in any manner chosen by the Chair. Only Board members may cast votes. A roll call vote on any action may be called by any Board member at any time before beginning discussion on the next agenda item, and such vote shall be 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.
- (5) Board actions may be made by motion or resolution. An affirmative vote of a majority of Board members is required for approval of resolutions and motions, unless the act of a greater number is required by law or by the ATP Articles of Incorporation or Bylaws. Final action will not be taken on any action unless there was notice and an opportunity for public comment on the action.
- (6) The Board may enter an executive session (a meeting closed to the public) in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code. At the Chair's discretion, the Board may invite ex-officio

Board members and staff into any executive session, unless such invitation is prohibited under law.

- (7) The Board may approve items that are posted on consent in one motion. Any Board member may request, prior to the vote on the consent items, that an item be removed from the consent vote for discussion and action. The Chair shall honor the request from the Board member and remove the item from the consent vote.
- (8) Any two Board members may request an action or discussion item be added to the Board agenda as an Item from the Board. Once a co-sponsor is secured, the sponsor of the item will contact the ATP Board Liaison, with a copy to the co-sponsor, to add the item to the agenda. There will be one Board member listed on the agenda as a sponsor and the other Board member will be listed as a co-sponsor. Staff support for Board presentations or items to be posted with the agenda in support of the Item from the Board shall be available upon the request of the item sponsor or co-sponsor.
- (9) The Board may adjourn any meeting by an affirmative vote of a majority of Board members in attendance or at the Chair's discretion. Any such meeting may be continued at any subsequent meeting.

E. Attendance by Phone and Video.

- (1) A Board member may attend a meeting by video upon notice to the Board Chair or Secretary and the meeting may be conducted so long as a quorum is physically in attendance. A request to attend a meeting by 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, provided that attendance by video shall be permitted at any time in-person meetings have been suspended by the Governor of Texas or applicable law, and in such instances no request for phone or video attendance shall be required.
- (2) A request to attend a meeting by phone or video may be approved by the Chair and will be noted when the meeting is called to order or when the 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) 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.

III. PUBLIC COMMENT PROCEDURES

It is the policy of the Board to value input from the public on matters of ATP's public business. Interested parties representing various points of view are allowed time to present their views in an orderly manner in accordance with this Policy, while permitting the Board to conduct its meetings in an efficient and effective manner. This Policy applies to Board meetings and Board committee meetings and is subject in all respects to the Texas Open Meetings Act requirements as applicable and in effect at any time.

A. Public Comment.

- (1) Members of the public may sign up to speak on any action item or topic prior to the Board meeting by (i) completing a Public Comment form available outside the Board meeting room prior to the meeting, or (ii) contacting ATP via the email address or telephone number listed in the Public Comment section of the ATP website at least twenty-four (24) hours in advance of the Board meeting.
- (2) Public comment on general topics will be received as the first item on the meeting agenda.
- (3) Speakers may elect to comment in person by physical attendance at the Board meeting, via telephone, or via written, video-recorded, or audio-recorded comments emailed to the email address listed in the Public Comment section of the ATP website at least twenty-four (24) hours in advance of the Board meeting that may be read aloud into the record by an ATP representative at the sole discretion of Chair.
- (4) Speakers will each have three (3) minutes to address the Board. Non-English speakers requiring a translator will have six (6) minutes to address the Board. In the event a speaker submits a written comment, such comment shall be no longer than four hundred (400) words, or a video or audio- recorded comment, such comment shall be no longer than three (3) minutes.
- (5) At the Chair's option, public comment may be limited to up to ten (10) speakers from each side of an issue before the Board. If less than ten (10) speakers request to speak for either side of an issue, additional speakers from the opposite side of the issue shall be permitted to speak for up to an aggregate total of twenty (20) speakers.
- (6) If more than one member of the public from a particular group request to comment, the Chair may ask that the group select one representative of the group to present the group's view. In such a case, the group's representative will be allowed five (5) minutes to speak in person or submission of written comment of up to six hundred and fifty (650) words.

IN ITS SOLE DISCRETION THE BOARD RESERVES THE RIGHT TO WAIVE THE PROCEDURES CONTAINED IN THIS SECTION III WHEN NECESSARY TO CONDUCT BOARD MEETINGS EFFICIENTLY AND EFFECTIVELY. ATP RESERVES THE RIGHT TO REMOVE PERSONS WHO CAUSE A DISTURBANCE AT AN OPEN MEETING OR TAKE OTHER ACTIONS TO PROMOTE AN ORDERLY MEETING.

IV. BOARD TRAVEL POLICIES

Board members may be required to travel for business reasons associated with ATP. Board members are encouraged to attend transit-related conferences and pursue other educational opportunities for the betterment of ATP. The purpose of these Board Travel Policies is to assure that authorized travel by members of the Board is conducted in a responsible manner and that all travel is done in the most efficient and cost-effective manner possible.

Board members shall follow all applicable business travel policies and procedures of ATP, in addition to the terms of this Section IV, to ensure that authorized travel is conducted in a responsible manner and that established procedures are followed consistently.

- A. *Allocation of Board Travel Funds.* The Board shall establish an amount in each adopted annual budget for business travel and conference expenses by members of the Board for the upcoming fiscal year. Each Board member shall be allocated in the budget an equal amount for ATP business travel, with an additional sum allocated to be dispersed at the discretion of the Chair for additional travel beyond an individual member's allocation. Travel funds shall further be subject to the following:
- (1) Allocated travel funds shall include registration fees and all allowable reimbursable expenses such as air travel, lodging, per diem and other reasonable travel expenses. Payment for hotel or other lodging expenses within fifty (50) miles of the Board member's personal residence shall not be an allowable reimbursable expense.
 - (2) Travel arrangements will not be made unless the Board member has funds available or has received approval from the Chair or their designee for the use of funds from the Board's discretionary allocation.
 - (3) Each Board member shall annually work with staff and submit to the Executive Director or their designee a list of anticipated travel for the upcoming fiscal year by September 15th based on the proposed budgeted amount allocated to each Board member for Board member travel. To assist with meeting planning and budgeting, the submission must include dates, location, and estimated costs for each planned trip.
 - (4) ATP shall not pay for Board members to travel when it would coincide with a regularly scheduled monthly meeting of the full Board unless it is deemed necessary for business reasons by the Chair or their designee.
 - (5) Board members are expected to work with the Board Relations Manager to make their travel arrangements no less than 14 days prior to travel.
 - (6) ATP shall only pay a Board member's travel costs equal to those on the 14th day prior to travel, except under extenuating circumstances as approved by the Chair. If a Board member wishes to travel upon booking less than 14 days in advance, the Board member may do so by personally paying any additional costs associated with booking that travel less than 14 days in advance.
- B. *Mileage Reimbursement.* Board members and advisory committee members may receive personal mileage reimbursement at the IRS standard mileage reimbursement rate when traveling for ATP business and when more advantageous or economical to ATP than a common carrier, Capital Metro or ATP vehicle. Mileage reimbursement to Board members for local travel within the service area in furtherance of ATP business shall NOT be deducted from a Board member's allocated travel funds.
- C. *Exceptions to Board Travel Policies.* The Chair may consider and approve exceptions to this policy on a case-by-case basis when a need arises as the budget allows.

V. BOARD COMMUNICATIONS

Electronic communications involving official ATP business are to be transmitted using ATP accounts, including their ATP-issued email account, to the greatest extent possible. ATP Board members are subject to the Texas Public Information Act, Chapter 552 of the Texas Government Code, unless otherwise excepted by law.

Official Board communications, including email, instant messaging, online message boards, and media interviews, should be coordinated with the Chair for unified messaging and strategy.

VI. CODE OF CONDUCT

ATP is committed to providing a work environment free of harassment, in which all people are treated with dignity, decency and respect. The environment of the organization should be characterized by mutual trust and the absence of intimidation, oppression, and exploitation. ATP will not tolerate unlawful discrimination or harassment of any kind.

A. *Required Conduct.* Board members commit to the following behavior, both with regard to fellow Board members and ATP staff, including but not limited to:

- (1) Cooperating fully with any audit or investigation in order to ensure a complete, timely, and accurate process;
- (2) In the event of any litigation, summons, subpoena, or regulatory investigations, always referring the matter to the Legal Services Department;
- (3) Treating others and their ideas with respect and working with each other constructively; and
- (4) Helping create an environment where others feel comfortable speaking up and contributing;

B. *Prohibited Conduct.* Board members commit to not engaging in the following behavior, both with regard to fellow Board members and ATP staff, including but not limited to:

- (1) Retaliating against anyone for raising concerns or reporting possible misconduct in good faith or for assisting in the investigation of possible misconduct;
- (2) Discriminating based on gender, race, color, national origin, ancestry, citizenship, religion, age, physical or mental disability, medical condition, sexual orientation, gender identity, marital status or any other basis prohibited by applicable law; and
- (3) Sexual harassment, verbal abuse, yelling, or violent behavior.

Violation of this Code of Conduct may subject a Board member to removal from their position in accordance with the ATP Bylaws and Articles of Incorporation.

VII. AMENDMENTS, SUPPLEMENTS, SUSPENSIONS

Subject to the terms of the ATP Bylaws and Articles of Incorporation and applicable law, this Policy may, by an affirmative vote of two-thirds of the Board members in attendance at a meeting, be temporarily suspended to facilitate consideration of Board action in the event of emergencies or other special circumstances, or otherwise supplemented or amended.



Austin Transit Partnership Board of Directors Resolution

Meeting Date: 3/22/2023

ATP-2023-007

***Approval of a resolution directing the Executive Director to develop
a process for an ATP governance review***

Subject: Approval of a resolution directing the Executive Director to develop a process to conduct a review related to ATP's governance as recommended by the Community Advisory Committee.

Fiscal Impact: Does not apply.

Responsible Department: Legal.

Executive Summary: The voters of the City of Austin, in recognition of the benefits of Project Connect, approved a ballot measure (Proposition A) at the November 3, 2020 election to provide dedicated funding to an independent board to oversee the implementation of the Project Connect System Plan, including investment in transit-supportive anti-displacement strategies. The City of Austin City Council and CapMetro Board created ATP to serve as the independent entity contemplated by Proposition A. This resolution directs the Executive Director to create a process for conducting a review of ATP's governance as recommended by the Project Connect Community Advisory Committee at the March 1, 2023, ATP Board meeting.

Procurement Summary: Does not apply.

Disadvantaged Business Enterprise Program Summary: Does not apply.



RESOLUTION OF THE AUSTIN TRANSIT PARTNERSHIP

BOARD OF DIRECTORS

STATE OF TEXAS
COUNTY OF TRAVIS

Resolution ID: ATP-2023-007

*Approval of a resolution directing the
Executive Director to develop a
process for an ATP governance review*

WHEREAS, the voters of the City of Austin, in recognition of the benefits of Project Connect, approved a ballot measure (Proposition A) at the November 3, 2020 election to provide dedicated funding to an independent board to oversee the implementation of the Project Connect System Plan, including investment in transit-supportive anti-displacement strategies; and

WHEREAS, the City of Austin City Council and CapMetro Board created ATP to serve as the independent entity contemplated by Proposition A; and

WHEREAS, the Eno Center for Transportation conducted an independence review of ATP's governance and leadership, and emphasized that "good governance is critical to the successful delivery of any megaproject" (the Eno Report); and

WHEREAS, the Eno Report recommended that the parties take the time to analyze roles and responsibilities throughout the program, define ATP's independence, and remain accountable to the community; and

WHEREAS, the ATP Board of directors has determined that it is in the best interest of Project Connect to develop a process to conduct a review related to ATP's governance to ensure the ability for ATP to act as an independent local government corporation charged with financing, designing, constructing, and implementing Project Connect; and

WHEREAS, the Project Connect Community Advisory Committee sent a recommendation to ATP, CapMetro, and the City of Austin, which was shared at the March 1, 2023 ATP Board meeting, wherein they asked the partners, among other things, "to further delineate roles and responsibilities for each party in a manner that leads to a successful Project Connect and further details ATP as the principal entity responsible for implementing the project in an independent manner" and "identify concerns related to board structure and appointments and move forward with joint action by the three governing bodies to advance comprehensive governance changes";

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of ATP that the Executive Director is hereby directed to develop a process to conduct a review related to ATP's governance as recommended by the Community Advisory Committee in Exhibit A, attached.

BE IT FURTHER RESOLVED that the process should include a definition of ATP's independence (as recommended in the Eno Report), a process to evaluate the Technical Advisory Committees and their Charters, and a clear delineation of the roles of responsibilities of the partners in Project Connect.

Brandon Carr
Secretary of the Board

Date



MEMORANDUM

TO: Austin Transit Partnership Board Chair and Board Members

FROM: Awais Azhar, Chair, Project Connect Community Advisory Committee

CC: Greg Canally, Interim Executive Director, Austin Transit Partnership
Casey Burack, Executive Vice President, Business and Legal Affairs, Austin Transit Partnership
Rebecca Giello, Chief of Staff, Austin Transit Partnership

DATE: February 20, 2023

SUBJECT: Austin Transit Partnership Executive Director Selection Recommendations

After careful deliberation and considering the importance of the role of the Executive Director of the Austin Transit Partnership (ATP) in delivering a successful Project Connect that will serve the needs of Austin's riders, and in light of the further need to prioritize the challenging light rail implementation decisions that lie ahead, the Community Advisory Committee (CAC) acknowledges the right of the ATP Board to proceed with the decision to appoint Mr. Canally as Executive Director. We affirm that Mr. Canally is a strong candidate, has proven clear leadership in his role as Interim Executive Director for the organization, and we appreciate his commitment to working closely with the CAC.

We understand that the ATP Board has faced a challenging choice and has brought this decision to the public with the intention of finding the outcome that will best support the health and success of the project. We appreciate the efforts of the Board Chair and the Board in engaging with the CAC and the community to get their feedback on this decision in the past several weeks.

However, the unfolding sequence of events of the past month among all parties tasked with guiding Project Connect have led to serious concerns in the community about governance, transparency, and decision-making processes. As an independent entity, it is vital that Austin Transit Partnership work to affirmatively build trust with the community.

To this end, we ask that Board carefully consider the following recommendations moving forward:

- ATP Board members should discuss and establish a clear protocol for making public announcements about Project Connect. It is critical that all communication with the public is clear and transparent so that there is no confusion among community members regarding key decisions, including distinguishing between personal board member opinions and official communication.

- In the past, the ATP Board has made key commitments to the public about equity, transparency, and community engagement. It is vital that in communications with the community and with the CAC, all board members communicate and engage with the community in a manner that upholds these commitments.
- It is crucial that, in all future processes that may impact service and equity outcomes, the Board and staff commit to fully abiding by the Community Engagement Guiding Principles outlined in article 3.2.3 of the Joint Powers Agreement, wherever appropriate. This includes the following commitments:
 - o *“Opportunities shall allow time for community members to review materials, provide informed and meaningful feedback, and understand how feedback is incorporated before a decision is made.”*
 - o *“The Project Connect Community Advisory Committee shall be comprehensively consulted and involved in the process...”*
 - o *“All public engagement opportunities shall be highlighted on a publicly available and accessible calendar and shared through various communication methods with clear information on how community members can obtain further information.”*
 - o *“Prior to any public meeting, outreach, or engagement opportunity, the responsible party shall provide advance notice for meaningful participation to individuals, businesses, and organizations that will be impacted by the project.”*

While the CAC was not involved in the decision-making regarding the appointment of the President and CEO of the Capital Metropolitan Transportation Authority (CapMetro), we hope that in the future all three parties in charge of the implementation of Project Connect will provide the CAC with an opportunity to give feedback on key decisions.

CAC Recommended Commitments and Characteristics for Executive Director, President, and CEO

The CAC has also taken time to consider some key characteristics and commitments we believe the Executive Director of the ATP and the President and CEO of CapMetro, both tasked with a project of such monumental importance, should uphold.

- **Commitment to Equity throughout Project Connect, including within the organization’s internal managerial culture and hiring practices.** This includes a commitment to striving to hire and maintain pay equity for a diverse workforce, with professionals from Black, Brown, Indigenous, and Immigrant communities, as well as people with disabilities, and people of all genders and sexual orientations, and people who have active lived expertise as transit users.
- **Commitment to serving the needs of Austin’s core transit users.** This includes taking time to use public transit, and striving to listen to, and understand the challenges faced by Austin's transit users, and making the attention to those needs a priority for the organization at every stage in design, construction, and operation of the project.
- **Commitment to labor justice and workplace safety.** This includes striving to ensure that contractors working on the project are upholding labor standards and maintaining safe job sites, including providing third-party monitoring opportunities.
- **Commitment to Accountability.** This includes meeting goals, making realistic promises, delivering on deadlines in a timely manner, engaging with the community, and taking responsibility for the organization’s work.

- **Commitment to actively consulting and working with the Community Advisory Committee.**
This includes feedback on planning, implementation, construction, operation, governance, community engagement, and all other equity related matters.

Next Steps Associated with Project Governance

Furthermore, the CAC recommends that the following tasks associated with project governance and implementation be considered in the coming months, particularly at the staff level. The ATP Board and leadership of the other parties should consider taking any necessary actions after the critical decision-making process associated with updating the light rail implementation plan this spring and summer is completed.

- Coordinate with the City of Austin and CapMetro to review, revise, and expand, as necessary, the work done on the Joint Powers Agreement to further delineate roles and responsibilities for each party in a manner that leads to a successful Project Connect and further details ATP as the principal entity responsible for implementing the project in an independent manner.
- Coordinate with the Austin City Council and CapMetro Board to identify concerns related to board structure and appointments and move forward with joint action by the three governing bodies to advance comprehensive governance changes. This includes working with the CAC to equitably advance any conversation on potential board expansion and appointment of new board members.

If you should have any questions, I can be reached at bc-awais.azhar@austintexas.gov.

Date of Approval: February 20, 2023

Record of the vote: Approved on a 8-0-0 vote (Committee Members Almanza, Broadwater, Gorse, Snitchler, and Taylor absent)

Attest:  , Project Connect Community Advisory Committee Chair