

APRIL 28, 2017



DART GOVERNANCE TASK FORCE

EXECUTIVE SUMMARY AND RECOMMENDATIONS

PRESENTED BY: CASSANDRA HALLS

2 THE TOP
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DART GOVERNANCE TASK FORCE

INTRODUCTION

The Des Moines Area Regional Transit Authority (DART) was created in 2006 through an act of the Iowa Legislature, with the ability to exercise all powers noted in Chapters 28E and 28M of the Iowa Code. Now entering its 11th year of operation DART is taking the opportunity to evaluate its current governance structure in light of the recently released update to the 2035 Forward Plan as well as the changing demographics and service needs of the Des Metro area.

EXECUTIVE SUMMARY

The DART Commission appointed a Task Force of Local Elected Officials and Community Leaders to undertake the effort of reviewing the current DART governance structure. Their responsibility is to provide advisory recommendations to the Commission on any changes to the overall structure. The Community Foundation of Greater Des Moines provided funding assistance to engage The Robert D. and Billie Ray Center- Drake University, led by J. Scott Raecker to facilitate the discussion and Cassandra Halls of the 2 THE TOP to assist with research and project management.

The Task Force must comply with a Charter designed and issued by the DART Commission. Key points included in the Charter are:

Task Force Operating Functions

The Task Force meetings will be conducted in an open and transparent environment. The Task Force will be committed to the following operating principles:

1. An open and inclusive process of gathering input and recommendations from key stakeholders.
2. To be good listeners, be respectful of all points of view, and have robust discussions on the key governance issues.
3. If consensus is not reached, the minority viewpoint will be fairly presented to the DART Commission.
4. Public notification of meeting dates, meeting minutes and key documents will be posted on the DART Website. This will enable and enhance open communications.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Task Force, with assistance from the facilitation team and DART staff support, will:

1. Review the overall governance structure of DART as currently set forth in the DART 28E Agreement and Bylaws;
2. Review other Central Iowa regional governance models;
3. Review governance models of other regional transit authorities nationally;
4. Develop advisory recommendations to be presented to the DART Commission on what governance structure would best govern DART into the future;
5. In addition, develop advisory recommendations to be presented to the DART Commission which would address:
 - a. What the role and responsibilities of a DART Commissioner are;
 - b. Identify appropriate term limits, if any; and
 - c. Address DART Commission make-up considerations, if any.
6. Perform any other activities consistent with this charter which pertain to the governance structure of DART and that the DART Commission or Task Force determines are necessary or appropriate.

RESEARCH PROCESS

The Task Force conducted a thorough research process which included one-on-one interviews with 37 participants. The participants represented: current DART Member communities, communities who have provided their notice to opt-out, community partners and potential municipal/county partners not currently members of DART service. A separate, detailed report (*DART Governance Task Force – Research and Interview Findings Report*) has been prepared to document the research participants, comments and themes, however the primary findings are summarized below.

FINDINGS

The findings noted here represent the primary themes from the one-on-one interviews. All comments represented in aggregate and identify the most common, critical feedback.

The interview participants were widely supportive of the work of the DART administrative team and are seeking improvements to increase effectiveness, collaboration and streamline governance processes. The statements included with this report should not be confused with performance of staff.

PRIMARY THEMES (GOVERNANCE)

Need for Transit:

All interview participants agree there is a need and a purpose for regional transit. There was a shared view the service is necessary for those in need (who lack their own transportation,) local workforce and as a valuable economic development tool.

Representation:

89% of those interviewed agree modifications must be made to the current DART governance structure. 11% felt their current representation was adequate.

Municipal representation needs to increase. Options proposed:

1. One representative per city (most common response)
2. Realign representation by aligning cities with common needs, size and service levels
3. One representative per city above a threshold population/tax base/ridership, the communities not meeting the threshold, still represented by regional appointee
4. Consider a fully elected board (DMACC or Broadlawns Models)
5. Concern was equally expressed about keeping the board size manageable
6. Representation should be by an elected official – due to tax levying authority to ensure accountability to tax payers
7. Committees could be utilized to offer broader perspectives: technical expertise, user feedback and business/employer input
8. Current rotation process ineffective and not managed well by the community partners. Many partners, in this particular instance, are not comfortable leveraging their weighted vote for a position on the Commission.

Leadership:

Advocacy must be a balance between DART priorities and for the communities participating in the service.

1. Taxpayer interests will always be top priority, understand and are open to opportunity cost, but require greater focus on ROI
2. When conflicting interests arise, local elected official obligation will always place the interest of their community first and then will address DART interests second
3. DART needs to operate more as a business
4. Concern was shared as to how all regional collaborations overlap and expression of opposing viewpoints on one board, impacting other boards

DART GOVERNANCE TASK FORCE MEETINGS

The DART Governance Task Force met on the following dates to review the research and determine recommendations for consideration by the DART Commission:

February 3, 2017:	Launch Meeting
March 24, 2017:	Presentation of Research/Findings
March 31, 2017:	Ongoing Discussion of Research/Findings and Recommendation Concepts
April 21, 2017:	DRAFT Recommendations for DART Commission
April 28, 2017:	Finalize Recommendations for DART Commission

Key Points of Discussion:

Once the research and findings were presented, the Task Force identified key points during their initial review and discussion:

- Governance model should reflect who is participating:
 - Consider a hybrid approach: elected official votes, but allow an alternate to participate too (EMS model)
 - Attention must be given to keeping the board size manageable
 - Weighted voting has not been widely utilized in the other models
 - Must get governance right because of taxing authority – we must have accountability to the tax payers
 - Staff understanding/education of governance to help support new elected officials
 - Board member engagement
- Regional partnerships are critical – we must work together:
 - Cost benefits of a regional approach
 - Group “like” communities
 - More reporting for communities
- Every community has people in need of transit:
 - Dual focus of those who are served (those in need, choice riders)
 - Transit is rising to the top in many other community conversations: tourism, recruitment, etc.
 - Influence of ridership
 - Be cautious of special interests
- What is the goal of DART?
 - Align synergies – value proposition – communication strategy to announce the changes
 - Based on today, based on future
 - Broad scope

Considerations Ruled Out:

The points noted below reflect issues that were discussed and determined no further consideration was needed by consensus:

DMACC/Broadlawns Model:

- Set aside due to legislative/timing implications, but could re-visit in the future
- *Addresses Research Finding #4:* Consider a fully elected board (DMACC or Broadlawns Models)

Use of Committees:

- Other partners invited to subcommittees as needed, but will not serve as a member of the subcommittee

What if we just re-refresh the current model – remind everyone of their obligations/responsibilities?

- This approach does not address the research finding regarding representation.
- *Addresses Research Finding #8:* Current rotation process ineffective and not managed well by the community partners. Many partners, in this particular instance, are not comfortable leveraging their weighted vote for a position on the Commission.

DART GOVERNANCE TASK FORCE RECOMMENDATIONS

The section below summarizes the recommendations, intent and next steps related to the DART Governance Task Force recommendations. Please refer to Appendix E for the full synopsis including the draft language changes to be made to the by-laws and/or 28E agreements to move forward with considering adopting the recommendations.

DART GOVERNANCE TASK FORCE RECOMMENDATION: COMPOSITION OF THE COMMISSION

- Change to possible 19-member Commission, but leave open for the addition of additional DART member communities.
- Each participating member community would have a DART Commission Seat.
- Each seat would be selected/appointed by the Mayor of each respective community (could be an elected person for Commission seat, and either an elected or non-elected person as the alternate, but Mayor (or elected official) would have ultimate authority to vote on the budget and other decisions.
- Annual selection/appointment by the Mayor, but it could be the same person.
- All meetings of the DART Commission would be open meetings.

Addresses Research Finding:

1. One representative per city (most common response)
5. Concern was equally expressed about keeping the board size manageable
6. Representation should be by an elected official – due to tax levying authority to ensure accountability to tax payers

The Task Force proposes for DART Commission Consideration:

- Adopt the language proposed in Appendix D to update by-laws and 28E agreements.

- Consider the draft of the position description for Commission Members proposed in Appendix D.
-

DART GOVERNANCE TASK FORCE RECOMMENDATION: VOTING

- Quorum Requirement
- Key voting thresholds

The Task Force proposes for DART Commission Consideration:

- Adopt the language proposed in Appendix D to update by-laws and 28E agreements.
-

DART GOVERNANCE TASK FORCE RECOMMENDATION: OFFICERS

- Establishment of Officers (currently set forth Article III of the Bylaws of the Des Moines Regional Transit Authority and in Article III, Section 4 of the Amended and Restated Agreement of the Des Moines Regional Transit Authority.)

The Task Force proposes for DART Commission Consideration:

- Adopt the language proposed in Appendix D to update by-laws and 28E agreements.
-

DART GOVERNANCE TASK FORCE RECOMMENDATION: COMMITTEES

- To provide most of the Committee detail in the DART Bylaws.
- To provide flexibility in 28E Agreement for current and future use of Committees and evolution of such use.

Addresses Research Finding:

7. Committees could be utilized to offer broader perspectives: technical expertise, user feedback and business/employer input

The Task Force proposes for DART Commission Consideration:

- Adopt the language proposed in Appendix D to update by-laws and 28E agreements.
- Further exploration will be needed by the Commission to determine the most efficient, necessary committee structure moving forward.
 - An official Executive Committee is established by the proposed 28E language being made up of the officers of the Commission.
 - The proposed language also provides the opportunity to create standing committees. Two potential options were developed that could be considered by the reconstituted Commission. See APPENDIX D.

- Membership of standing committee would equal with each Commission serving on one of the standing committees (excluding the Officers.)
-

DART GOVERNANCE TASK FORCE RECOMMENDATION: TRANSITION MATTERS

- Members elected to the Commission whose terms are ending shall stay in place until the new restructured Commission is constituted. Once the new Commission is in place, then these newly elected members of the Commission shall remain in place until December 31, 2018 unless otherwise provided for in the agreement.
- The Chair, Vice-Chair and Secretary/Treasurer elected by the Commission in June of 2016 shall serve as the Chair, Vice-Chair and Secretary/Treasurer of the Commission under this Substituted and Restated 28E Agreement until their successors are elected under the restructured new Commission. Initial officers elected by the newly constituted Commission shall remain in position through December 31, 2018.

The Task Force proposes for DART Commission Consideration:

- Adopt the language proposed in Appendix D to update by-laws and 28E agreements.
 - Consider the proposed transition timeline.
-

APPENDICES

APPENDIX A: GOVERNANCE TASK FORCE MEMBERSHIP

APPENDIX B: GOVERNANCE TASK FORCE CHARTER

APPENDIX C: GOVERNANCE TASK FORCE MEETING MINUTES

APPENDIX D: FULL DART GOVERNANCE TASK FORCE RECOMMENDATIONS INCLUDING PROPOSED LANGUAGE UPDATES FOR BY-LAWS AND 28E AGREEMENTS

Appendix A

DART GOVERNANCE TASK FORCE MEMBERSHIP

DART GOVERNANCE TASK FORCE CONTACT LIST

January 30, 2017

First Name	Last Name	Title	Organizaiton	BusinessPhone	E-mail
Task Force Members					
Jeff	Mark	City Administrator	City of Altoona	515.967.5136 (x 224)	jmark@altoona-iowa.com
David	Jones	City Manager	City of Ankeny	515.965.6407	djones@ankenyiowa.gov
Frank	Cownie	Mayor	City of Des Moines	515.283.4944	fcownie@dmgov.org
Jeremy	Hamp	City Council Member	City of Grimes	515.537.5857	hampforgrimes@gmail.com
Paula	Dierenfeld	Mayor	City of Johnston	515.283.8023	PSD@nyemaster.com
Don	Sandor	City Manager	City of Pleasant Hill	515.309.9408	dsandor@pleasanthilliowa.org
Bob	Andeweg	Mayor	City of Urbandale	515.283.3106	RdAndeweg@nyemaster.com
Steven	Gaer	Mayor	City of West Des Moines	515.974.5261	Gaer.Steve@rrealty.com
Jay	Byers	Chief Executive Officer	Greater Des Moines Partnership	515.286.4963	jbyers@desmoinesmetro.com
Eric	Coleman	Vice President, Commercial Analysis, Pricing, Product Management, and R&D	Nationwide	515.508.5560	coleme1@nationwide.com
Elisabeth	Buck	Chief Community Impact Officer	United Way of Central Iowa	515.246.6549	ebuck@unitedwaydm.org
Gretchen	Tegeler	President	Taxpayers Association of Central Iowa	515.288.3328	gtegeler@taxpayersci.org
Task Force Facilitation Team					
J. Scott	Raecker	Director	The Robert D. and Billie Ray Center Drake University	515.271.1911	scott.raecker@drake.edu
Cassandra	Halls	President	2 THE TOP	515.473.4980	c.halls@2ttop.com
Other Support Staff					
Elizabeth	Presutti	Chief Executive Officer	DART - Des Moines Area Regional Transit Authority	515.283.8115	epresutti@ridedart.com
Paul	Drey	Attorney	Brick Gentry Law Firm	515.271.1765	Paul.Drey@brickgentrylaw.com
Gina	Good	Executive Assistant and Commission Clerk	DART - Des Moines Area Regional Transit Authority	515.246.2526	ggood@ridedart.com
Angie	Dethlefs-Trettin	Chief Community Impact Officer	Community Foundation of Greater Des Moines	515.244.0340	trettin@desmoinesfoundation.org

Appendix B

DART GOVERNANCE TASK FORCE CHARTER



CHARTER for the Governance Task Force of the DART Commission January 10, 2017



A. Purpose and Authority

The Governance Task Force ("Task Force") is established by the DART Commission of the Des Moines Area Regional Transit Authority (DART) for the sole purpose of reviewing the governance structure of DART and providing advisory recommendations to the DART Commission on any changes to the overall governance structure.

This Task Force will provide for open communication between DART senior management and the DART Commission. The Task Force will be facilitated through the assistance of the Community Foundation of Greater Des Moines.

The Task Force has the authority to look into any matters within its scope of responsibility and obtain advice and assistance from DART legal counsel or other advisors, as necessary, to perform its duties and responsibilities.

In carrying out its duties and responsibilities, the Task Force shall also have the authority to meet with and seek any information it requires from employees, officers, DART Commissioners, or external parties.

The Task Force will primarily fulfill its responsibilities by carrying out the activities enumerated in Section D of this charter.

B. Composition and Meetings

The Task Force will be comprised of representatives who are not DART Commissioners but who are from the following communities and organizations:

- o City of Ankeny
- o City of West Des Moines
- o City of Urbandale
- o City of Altoona
- o City of Grimes
- o City of Johnston
- o City of Pleasant Hill
- o City of Des Moines
- o The Greater Des Moines Partnership
- o DART Unlimited Access Business Partner
- o United Way of Central Iowa
- o Central Iowa Tax Payers Association

The chairperson of the Task Force will be selected by the Chair of the DART Commission.

The Task Force will meet approximately no more than five times between January 2017 and April 2017. The Task Force chairperson will approve the agenda for the Task Force's meetings and any member of the Task Force may request items for inclusion on the agenda.

All meetings will be held in accordance with Iowa Open Meeting Laws.



CHARTER for the Governance Task Force of the DART Commission January 10, 2017



To ensure neutrality, all meetings will be facilitated by a team of consultants identified and funded by the Community Foundation of Greater Des Moines.

C. Task Force Operating Functions

The Task Force meetings will be conducted in an open and transparent environment. The Task Force will be committed to the following operating principles:

1. An open and inclusive process of gathering input and recommendations from key stakeholders.
2. To be good listeners, be respectful of all points of view, and have robust discussions on the key governance issues.
3. If consensus is not reached, the minority viewpoint will be fairly presented to the DART Commission.
4. Public notification of meeting dates, meeting minutes and key documents will be posted on the DART Website. This will enable and enhance open communications.

D. Responsibilities and Duties

To fulfill its responsibilities and duties, the Task Force, with assistance from the facilitation team and DART staff support, will:

1. Review the overall governance structure of DART as currently set forth in the DART 28E Agreement and Bylaws;
2. Review other Central Iowa regional governance models;
3. Review governance models of other regional transit authorities nationally;
4. Develop advisory recommendations to be presented to the DART Commission on what governance structure would best govern DART into the future;
5. In addition, develop advisory recommendations to be presented to the DART Commission which would address:
 - a. What the role and responsibilities of a DART Commissioner are;
 - b. Identify appropriate term limits, if any; and
 - c. Address DART Commission make-up considerations, if any.
6. Perform any other activities consistent with this charter which pertain to the governance structure of DART and that the DART Commission or Task Force determines are necessary or appropriate.

Appendix C

GOVERNANCE TASK FORCE MEETING MINUTES

DART Governance Task Force Meeting Minutes
February 3, 2017 – 12:00 pm
The Robert D. and Billie Ray Center
1213 25th Street, Des Moines, Iowa 50311

ROLL CALL

Members Present: Jeff Mark, David Jones, Frank Cownie, Jeremy Hamp, Paula Dierenfeld, Don Sandor, Bob Andeweg, Steven Gaer, Jay Byers, Elisabeth Buck

Member Alternates: Bob O'Hollearn

Members Absent: Gretchen Tegeler, Eric Coleman

Support Staff: Scott Raecker, Cassandra Halls, Paul Drey, Elizabeth Presutti, Kristi Knous

Others Attendees: Tom Gayman (for introduction), Scott Sanders, Amanda Wanke, Andrea Woodward

1) Welcome and Introductions

- Tom Gayman, DART Commission Chair, welcomed the group and had everyone introduce themselves plus tell one introducing fact.

2) Task Force Role and Charter

- Scott Raecker reviewed the following as outlined in the handout:
 - Responsibilities and duties of the task force
 - Task force operation functions

3) Presentation: DART's Current Governance Model, Process for Changing DART's Governance and Current Governance Concerns

- Elizabeth Presutti, DART CEO, reviewed the overall governance structure of DART as currently set forth in the DART 28E Agreement and Bylaws

4) Discussion

- Concerns/Issues/Challenges
 1. Under Representation:
 - a. Board size - # of members
 - b. Paying taxes
 - c. No direct voice
 - d. ROI – level of service
 - e. Non-elected official
 - f. Taxing authority/accountability
 2. Rotation Process
 - a. Not consistent
 - b. Lack of communication

- c. Selection of representative
- 3. Timing/Population Growth
 - a. Keeping pace with population
- 4. Member Duties
 - a. Job Description
 - b. Length of term
 - c. Committees?
- Questions (Cassandra will craft the questions and send to task force chair for review)
 - 1. How should DART be funded?
 - 2. How do you feel about representation? What would you like to see? Direct or non-direct?
 - 3. What percentage of the population require transit?
 - 4. What percentage are coming to community via public transit?
 - 5. What could the future look like?
 - 6. Are the service needs being met? (perception)
- Needs/Additional Information
 - 1. List of board members
 - 2. Route/district overlap
 - 3. Review 28E line by line for governance review (Paul)

5) Next Meeting

March 24, 2017 – 12:00 pm

Agenda items:

- *Review other Central Iowa regional governance models*
- *Review governance models of other regional transit authorities nationally*
- *Review information of feedback*

6) Adjourn

DART Governance Task Force Meeting Minutes
March 24, 2017 – 12:00 pm
The Robert D. and Billie Ray Center
1213 25th Street, Des Moines, Iowa 50311

ROLL CALL

Members Present: Jeff Mark, David Jones, Frank Cownie, Jeremy Hamp, Paula Dierenfeld, Don Sandor, Bob Andeweg, Steven Gaer, Jay Byers, Elisabeth Buck, Gretchen Tegeler, Eric Coleman

Support Staff: Scott Raecker, Cassandra Halls, Paul Drey, Elizabeth Presutti, Kristi Knous

Others Attendees: Scott Sanders, Andrea Woodward

1) Welcome

- Scott Raecker had everyone introduce themselves plus tell something they enjoy doing to relieve stress and when was the last time they did it.

2) Approval of February 3, 2017 Task Force Minutes

- Chair, Mayor Gaer requested a motion to approve the DART Governance Task Force Meeting Minutes for February 3, 2017. It was moved by Mayor Andeweg and seconded by Mayor Cownie to approve the minutes.

3) Presentation: DART Member Government and Stakeholder Interview Feedback

- Cassandra Halls presented the results of the 35 interviews she conducted to gather DART Government and Stakeholder Feedback. There were three key themes that were discussed.
 - a) Need for transit – All interview participants agreed that there is a need and a purpose for regional transit.
 - b) Representation – The majority of those interviewed believe that modifications must be made to the current DART governance structure.
 - c) Leadership – Advocacy must be a balance between DART priorities and for the communities participating in the service.

4) Presentation: Other Governance Models (Transit and Non-Transit)

- Cassandra Halls reviewed the Local Governance Models document and Elizabeth Presutti, DART CEO, reviewed the Transit Governance Models document.
- Paul Drey will review the models discussed to determine what actions would be required per DART's governing documents to make such changes.

5) Discussion

- Scott Raecker led a group discussion on what type of governance model would be best for DART as we look to the future.
- The main discussion points were:

DART Governance Task Force Meeting Minutes
March 24, 2017 – 12:00 pm

- a) The need for more representation on the DART Board while not wanting to board to get too large.
 - o Possibility for DART to make use of committees to expand representation.
- b) Different ways to weight votes and how representation would be determined.
- The Task Force wanted to see additional data as they moved forward with making recommendations. The data points requested prior to the next meeting are:
 - a) DART Property tax levy rates and associated revenue
 - b) Population with anticipated growth
 - c) Employment with anticipated growth
 - d) Ridership

6) Next Meeting

March 31, 2017 – 7:30 am to 9:30 am at the Morrison Room, Knapp Center at Drake University

7) Adjourn

DART Governance Task Force Meeting Minutes - REVISED
March 31, 2017 – 7:30 am
Knapp Center – Paul Morrison Room
2601 Forest Avenue, Des Moines, Iowa 50311

ROLL CALL

Members Present: Jeff Mark, David Jones, Frank Cownie, Jeremy Hamp, Paula Dierenfeld, Don Sandor, Steven Gaer, Jay Byers, Elisabeth Buck, Eric Coleman

Members Absent: Bob Andeweg and Gretchen Tegeler

Alternates Present: Bob O'Hollearn

Support Staff: Scott Raecker, Cassandra Halls, Paul Drey, Elizabeth Presutti, Angie Dethlefs-Trettin

Others Attendees: Scott Sanders (arrived at 7:45am), Andrea Woodward

1) Welcome

- Scott Raecker reviewed the agenda for the March 31, 2017, DART Governance Task Force Meeting.

2) Approval of March 24, 2017 Task Force Minutes

- Chair, Mayor Gaer requested a motion to approve the DART Governance Task Force Meeting Minutes for March 24, 2017. It was moved by Don Sandor and seconded by Jay Byers to approve the minutes.

3) Local Regional Model Reflections

- There was a discussion by the DART Governance Task Force members about other regional governance models and what has worked well.

4) Review & Clarifying Questions on Data

- There were no clarification needed regarding the data that was provided prior to the meeting.

5) Governance Recommendation Discussion

- The task force coalesced around the development of one governance model which would include representation from each community. Discussions on potential communities, term limits and weighted voting took place.
- At the next meeting on April 21, 2017, Elizabeth Presutti and Paul Drey will outline what changes needed to be made to the 28E. If needed, there will be another meeting on April 28, 2017, at 11:30 am.

6) Discussion

- No other discussion took place.

7) Next Meeting

- April 21, 2017 – 7:30 am to 9:30 am at The Robert D. and Billie Ray Center

8) Adjourn

DART Governance Task Force Meeting Minutes
April 21, 2017 – 7:30 am
The Robert D. and Billie Ray Center
1213 25th Street, Des Moines, Iowa 50311

ROLL CALL

Members Present: Jeff Mark, David Jones, Frank Cownie (arrived at 7:35 am), Jeremy Hamp, Paula Dierenfeld, Don Sandor, Steven Gaer, Jay Byers (arrived at 8:48 am), Elisabeth Buck, Eric Coleman (left at 9:29 am)

Members Absent: Gretchen Tegeler

Alternates Present: Bob O'Hollearn

Support Staff: Scott Raecker, Cassandra Halls, Paul Drey, Elizabeth Presutti, Angie Dethlefs-Trettin

Others Attendees: Scott Sanders, Andrea Woodward

1) Welcome

- Scott Raecker asked everyone to tell of a person who is an inspiration and one word to describe that person.
- Scott Raecker reviewed the agenda for the April 21, 2017, DART Governance Task Force Meeting.

2) Approval of March 31, 2017 Task Force Minutes

- Chair, Mayor Gaer requested a motion to approve the DART Governance Task Force Meeting Minutes for March 31, 2017. It was moved by Don Sandor and seconded by Paula Dierenfeld to approve the minutes with the correction of deleting Gretchen Tegeler from the Roll Call Members Present section.

3) Review and Discussion of Governance Recommendations

- Paul Drey reviewed the proposed language changes to the DART 28E agreement per the discussion at the meeting on March 31, 2017. The proposals were focused on the following sections of the 28E agreement: Composition of the Commission, Voting, Officers, Committees and Transition Matters.
- There was discussion about all of the proposed language changes. The majority of the discussion focused on the concept of weighted voting and how this would work for each participating community.
- Based on the discussion, changes to the drafted language were requested for the meeting on April 28, 2017.
- Elizabeth Presutti reviewed the position description for a DART Commissioner as well as options for standing committees and the proposed timeline for the implementation of recommendations.

4) (Optional) Action on Governance Recommendations

- No action was taken.
- Before the next meeting on April 28, 2017, an update to the 28E language recommendations based on the requested changes will be sent out early next week for review.
- The recommendation for the Commission will be finalized at the next DART Governance Task Force Meeting on April 28, 2017.

5) Next Meeting

- April 28, 2017 – 11:30 am to 1:00 pm at the Greater Des Moines Partnership

6) Adjourn

DART Governance Task Force Meeting Minutes

April 28, 2017 – 11:30 am

Greater Des Moines Partnership

700 Locust Street, Suite 100

Des Moines, Iowa 50309

ROLL CALL

Members Present: Jeff Mark, David Jones, Frank Cownie, Jeremy Hamp, Paula Dierenfeld, Don Sandor, Steven Gaer, Jay Byers, Bob Andeweg

Members Absent: Gretchen Tegeler, Elisabeth Buck, Eric Coleman

Support Staff: Scott Raecker, Cassandra Halls, Paul Drey, Elizabeth Presutti, Kristi Knous

Others Attendees: Scott Sanders, Andrea Woodward, Amanda Wanke

1) Welcome

- Scott Raecker asked each person to tell of an event in Des Moines that highlights the Des Moines area. He also asked for the reason they would choose this event.
- Scott Raecker reviewed the agenda for the April 28, 2017, DART Governance Task Force Meeting.

2) Approval of April 21, 2017 Task Force Minutes

- Chair, Mayor Gaer requested a motion to approve the DART Governance Task Force Meeting Minutes for April 21, 2017. It was moved by Mayor Cownie and seconded by Jay Byers to approve the minutes as presented.

3) Review Changes to Governance Recommendations

- Paul Drey reviewed the changes made to proposed language changes to the DART 28E agreement based on the feedback from the last meeting on April 21, 2017. Some of the updates to this document include:
 - No vote shall be taken without a quorum of the member of the Commission being present.
 - Each Participating Community shall make its vote during a called weighted vote by and through its elected official member on the Commission from said Participating Community.
 - Officers shall be elected for one (1) year term, with a possible second term available.
 - The Nominating Committee shall select and offer nominations for each office at the annual meeting.
 - Initial officers elected by the newly constituted Commission shall remain in position through December 31, 2018.
- The Task Force had further discussion on minor language changes to language regarding weighted voting.

4) Action on Governance Recommendations

- Chair, Mayor Gaer requested a motion to approve the Task Force recommendations of the proposed language changes to the DART 28E agreement with revisions made by Paul Drey. It was moved by Jay Byers and seconded by Bob Andeweg to approve this motion. Jay Byers amended his motion to include the DART Commission Member Position Description document with the deletion of taking out the Reports To section. This motion carried unanimously.
- Chair, Mayor Gaer shared that Gretchen Tegeler, Elisabeth Buck and Eric Coleman were in support of the proposed governance recommendations as well.

5) Governance Task Force Wrap-up and Next Steps

- Paul Drey will make the discussed revisions to the proposed DART 28E agreement language.
- Amanda Wanke will develop a strategy for communicating the findings of the Governance Task Force to the media.
- Cassandra Halls will prepare the final report as well as a one page summary that will be sent to the DART Commission before the DART Commission Workshop meeting on May 3, 2017.
- A few of the members of the DART Governance Task Force will present the recommendation approved to the DART Commission Workshop meeting on May 3, 2017.
- The DART Governance Task Force may get back together if the need arises.

6) Adjourn

Appendix D

FULL DART GOVERNANCE TASK FORCE RECCOMENDATIONS
INCLUDING PROPOSED LANGUAGE UPDATES FOR BY-LAWS
AND 28-E AGREEMENTS

COMPOSITION OF COMMISSION – RECOMMENDATIONS PROPOSAL

COMPOSITION OF COMMISSION: (currently set forth in the Second Amendment to the Amended and Restated Agreement for the Des Moines Area Regional Transit Authority in Article III, Section 2, and in the Bylaws of the Des Moines Area Regional Transit Authority, Article II, Section 2.)

Significant changes include:

- Change to possible 19 member Commission, but leave open for the addition of additional DART member communities.
- Each participating member community would have a DART Commission seat.
- Each of these seats would be selected/appointed by the Mayor of the respective community (could be an elected person for Commission seat, and either an elected or non-elected person as the alternate, but Mayor (or elected official) would have ultimate authority to vote on the budget and for other decisions).
- Annual selection/appointment by the Mayor, but it could be the same person.
- All meetings of the DART Commission would be open meetings.

Proposed Language Change to the Substituted and Restated 28E Agreement:

Article I. DEFINITIONS

Section 1. Definitions.

(m) "Participating Communities" shall mean the cities of Alleman, Altoona, Ankeny, Bondurant, Carlisle, Clive, Des Moines, Elkhart, Granger, Grimes, Johnston, Mitchellville, Pleasant Hill, Polk City, Runnells, Urbandale, West Des Moines, Windsor Heights, and including Polk County, together with any other cities or counties that become Participating Communities under the provisions of this Agreement.

Article III. ORGANIZATION OF COMMISSION

Section 2. Composition of Commission.

- (a) Commencing on _____, 2017, the Commission shall be composed of members appointed as hereinafter provided.
- (b) Initially, each of the Participating Communities shall have one (1) member on the Commission, but the number of members may be increased to accommodate future participating communities in accord with Article X;
- (1) There shall be one (1) at-large Commission seat, which seat shall be an elected official selected by the Polk County Board of Supervisors. An alternate, either an elected official or a non-elected official, shall also be selected by the Polk County Board of Supervisors.

- (2) The remaining members of the Commission shall each be selected annually by the respective Mayor of each of the Participating Communities within the DART Transit Authority. The Mayors of each respective Participating Community will notify DART by November 1st of the name of the selected/appointed member of the Commission who will serve for the calendar year commencing on January 1st and ending on the subsequent December 31st. The member of the Commission shall serve until their term is terminated or until a new member of the Commission is selected/appointed by the Mayor of the Participating Community. The selected/appointed member of the Commission must be an elected official. The Mayor of each Participating Community shall also select/appoint an alternate. The alternate member may either be an elected official or a non-elected official.
 - (3) If a new community becomes a Participating Community, at the commencement of the next fiscal year, then the Mayor from said newly added Participating Community shall also be allowed to select/appoint a member of the Commission and an alternate, and said member of the Commission will have all the authority and power as any other member of the Commission.
- (c) In the event that a Participating Community provides its notice of withdrawal from DART in accord with Article XVI, then the Commissioner from said withdrawing Participating Community shall be removed from the Commission effective the date the withdrawing Participating Community is fully withdrawn.

**Des Moines Area Regional Transit Authority (DART)
DRAFT Commission Member Position Description**

Title:

- Member, DART Board of Commissioners

Purpose:

- To serve the DART Board of Commissioners as a voting member
- To develop policies and procedures for the operation of DART
- To monitor the finances of DART, its programs and performances.

Term:

- Annual appointment by Mayor of DART member community

Meeting Attendance:

- Eighty percent of regular Commission meetings each year
- Board committee meetings
- New Commission Member orientation training
- Other periodic meetings, including conference calls, workshops and Commission retreats

Board Obligations:

- Support the Vision, Mission, and Values of DART
- Establish Policy
- Contribute to the hiring, supervision and evaluation of the CEO
- Lead the strategic planning initiatives
- Monitor finances and ensure adequate funding
- Update long-range plans

Specific Duties:

- Attend meetings and demonstrate commitment to Commission activities
- Be well informed of current issues and meeting agenda items prior to the meetings
- Contribute skills, knowledge and experience, when needed
- Listen respectfully to other points of view
- Participate in Commission discussions and decision making
- Represent DART to the public and private industry
- Educate yourself about transit needs of the community
- Assume leadership roles in various Commission activities, as needed
- Actively participate on one Commission committee

Communication Expectations for Commissioners to Member Governments:

- **TBD by the Commission**

Duty of Loyalty

- **TBD by the Commission**

VOTING – RECOMMENDATIONS PROPOSAL

VOTING: Standards/Process for Voting (currently set forth in Article II, Section 4. in the Bylaws of the Des Moines Regional Transit Authority).

Significant changes include:

- Quorum requirement.
- Key voting thresholds.

Proposed Language Change to the Substituted and Restated 28E Agreement:

Article III. Organization of Commission.

Section 3. Voting.

- (a) In the conduct of the Commission's business, each member of the Commission shall have one (1) vote, and the majority of those members of the Commission present and voting, if a quorum is established, shall decide such matters, unless a different voting threshold is specifically set forth in this Agreement. Having more than half (1/2) of the members of the Commission present and voting shall constitute that a quorum is established. No vote shall be taken without a quorum of the members of the Commission being present.
- (b) Action to establish, relocate, or discontinue a vehicle route or any portion of a vehicle route shall require the affirmative votes of at least two-thirds (2/3) of the members present at a meeting at which a quorum is established.
- (c) Action to alter the fare schedule applicable to a vehicle route or any portion of a vehicle route shall require the affirmative vote of at least two-thirds (2/3) of the members present at a meeting at which a quorum is established.
- (d) Action to approve a budget or add a new Participating Community shall require the affirmative votes of at least two-thirds (2/3) of the members present at a meeting at which a quorum is established.
- (e) The Chair, or in the Chair's absence the Vice-Chair, of the Commission may vote and participate in discussion, but shall not make or second a motion.
- (f) Any Participating Community represented at that meeting may request a population weighted vote on matters regarding the RTA budget, funding and/or transit service levels, whereupon the vote on that item will automatically be continued to the next regularly scheduled or specially called meeting of the Commission, and notice of the impending population weighted vote will be given in the agenda for that meeting, unless notice of the request for such weighted vote has been given to the Chair of the Commission by the requesting Participating Community at least seven (7) days prior to the date of the scheduled meeting. At such meeting, if a quorum is present, the decision on the question that is the subject of the population weighted vote shall be determined by a vote requiring at least three-fourths (3/4) of the votes of the members present at such meeting. Each Participating Community shall make its vote during a called weighted vote by and through its elected official member on the Commission from said Participating Community.

(g) In November of each year, the Executive Committee shall review the most recently available census data for each Participating Community, as adopted annually by the Metropolitan Planning Organization, and shall report to the Commission the population of each city that is a Participating Community and the population of each census tract situated within the service area of a county that is a Participating Community. Upon Commission approval of the population data and proportional assignments to Commission representatives, such populations and proportional assignments shall be binding on all Participating Communities. For each 25,000 in population or portion thereof a Participating Community shall be awarded one (1) vote when a population weighted vote of the Commission is called. Where the Participating Community is a county, such population shall be that of the unincorporated portion of the county.

Population Weighted Vote Estimate

*denotes Communities who have provided a withdrawal notice to DART

Name	Population		Population per 25,000	Weighted Vote 25,000
	2010 Census	2015 Census Estimate		
Alleman	432	443	0.02	1
Altoona	14,541	16,984	0.68	1
Ankeny	45,582	56,764	2.27	3
Bondurant	3,860	5,493	0.22	1
Carlisle*	3,876	4,168	0.17	1
Clive	15,447	17,506	0.70	1
Des Moines	204,220	210,330	8.41	9
Elkhart*	683	742	0.03	1
Granger	1,244	1,431	0.06	1
Grimes	8,246	11,853	0.47	1
Johnston	17,278	20,871	0.83	1
Mitchellville*	2,254	2,278	0.09	1
Pleasant Hill	8,785	9,314	0.37	1
Polk City*	3,418	4,323	0.17	1
Runnells*	507	516	0.02	1
Urbandale	39,463	44,062	1.76	2
West Des Moines	56,609	64,113	2.56	3
Windsor Heights	4,860	4,889	0.20	1
Polk County (MPO unincorp)	22,443	22,443	0.90	1
Total Votes				32
Total Votes without Communities Planning to Withdraw				27

OFFICERS – RECOMMENDATIONS PROPOSAL

OFFICERS: Establishment of Officers (currently set forth in Article III of the Bylaws of the Des Moines Regional Transit Authority and in Article III, Section 4 of the Amended and Restated Agreement of the Des Moines Regional Transit Authority).

Proposed Language Change to the Substituted and Restated 28E Agreement:

ARTICLE III. ORGANIZATION OF COMMISSION

Section 4. Officers.

- (a) Number and Term. The officers of the Commission shall be the Chair, the Vice Chair and the Secretary/Treasurer, each of whom shall be elected each year by vote of the Commission at the annual meeting of the Commission for that year. Officers shall be elected for a one (1) year term, with a possible second term available. In no event shall a person hold one specific officer position for more than two (2) one year terms. Although not required, it is anticipated that the Vice-Chair shall move into the position of the Chair, and the Secretary/Treasurer shall move into the position of Vice-Chair.
- (b) Duties of Chair. The Chair shall preside at all meetings of the Commission. The Chair or the Vice Chair in the absence of the Chair shall sign any instruments which the Commission has authorized to be executed, except in cases where the signing of instruments shall be required by law or protocol to be otherwise signed or executed, or where the resolution of the Commission authorizes the signing of such instrument by another person.
- (c) Duties of Vice Chair. In the absence of the Chair, or in the event of the death, inability to act or refusal to act by the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon that office.
- (d) Duties of Secretary/Treasurer. The Secretary/Treasurer or as otherwise assigned, shall have the following duties and responsibilities:
 - (1) The taking and preservation of minutes of the proceedings of the Commission;
 - (2) The giving of all notices in accordance with this Agreement or any bylaws, or as otherwise directed by the Commission or required by law;
 - (3) Acting as custodian of the records of the RTA;
 - (4) Keeping a current registry of the names and addresses of the members of the governing body of each Participating Community, and of each Participating Community's principal officers and of the Commission representatives and alternates;
 - (5) Overseeing the safeguarding and depositing of all fares, monies, receipts, funds and other valuable effects collected or received in the name of and/or to the credit of the Des Moines Regional Transit Authority and, in this regard, complying with Iowa law including, but not limited to, Section 28M.6 of the Iowa Code and, if applicable, any successor thereto requiring all monies received by the Commission to be held by the

county treasurer.

- (6) Acting as the Chair of any Commission committee established to review and/or audit any financial matters of the RTA.

- (e) Election. The officers of the Commission shall be elected every year by and from the members of the Commission present at the annual meeting of the Commission for that year. The Nominating Committee shall select and offer nominations for each office at the annual meeting. Nominations for the officer positions shall also be accepted from the representatives present at that annual meeting. All nominees, including those offered by the Nominating Committee, must receive a second in order to be considered a candidate and voted on for said office.

- (f) Term/Vacancy. Each office shall be elected for a one (1) year term. Each officer shall hold office until his or her successor has been duly elected. Alternates, if any, shall not be eligible to serve as an officer. Each of the officers shall be from different DART Participating Communities. A vacancy in the office of Chair, Vice-Chair, or Secretary/Treasurer shall be filled by the Commission for the unexpired portion of the term.

COMMITTEES – RECOMMENDATIONS PROPOSAL

COMMITTEES: Description of Committees (currently set forth in Article V of the Amended and Restated Agreement for the Des Moines Regional Transit Authority, as amended, and in Article IV of the Bylaws).

Significant changes include:

- To provide most of Committee detail in the DART Bylaws.
- To provide flexibility in 28E Agreement for current and future use of Committees and evolution of such use.

Proposed Language Change to Substituted and Restated 28E Agreement:

Article V. COMMITTEES

Section 1. Executive Committee. An Executive Committee is hereby established for the purpose of oversight and review of the following:

- (a) The Commission's rules and structure
- (b) RTA policies
- (c) Financial plan and budget
- (d) Legislative plan
- (e) Government relations and communications strategies
- (f) Take action on behalf of the full board in true emergency situations where full board action is impossible
- (g) Evaluation and performance of the Chief Executive Officer/General Manager.

Members of the Executive Committee shall consist of the Chair, Vice-Chair, and the Secretary/Treasurer of the Commission.

Section 2. Nominating Committee. A Nominating Committee is hereby established for the purpose of selecting and offering nominations for each office of the Commission at the annual meeting in January. Members of the Nominating Committee shall be appointed by the Chair at a regular Commission meeting held at least three (3) months prior to the annual meeting in January. The Nominating Committee shall be chaired by a representative elected by the other members of the Nominating Committee.

Section 3. Other Standing Committees. The Commission shall have the authority to establish certain standing committees, such as the Strategic Planning and Operations Committee and/or a Finance/Audit and Administration Committee, as otherwise provided in the Bylaws of the Des Moines Regional Transit Authority, as amended. The Commission shall determine the makeup of these committees. Each Commission member shall have the right to

sit on at least one of the standing committees, as established under this Section, before any Commission member could sit on more than one such standing committee. The designation of such committee(s) shall not operate to relieve the Commission of any responsibility imposed by this Agreement or any amendments or supplements thereto. If appropriate, the chairs of any standing committees could be asked to serve on the Executive Committee as liaisons.

Section 4. Other Committees. The Commission may, by resolution, designate two or more of its representatives to constitute an ad hoc committee or as otherwise authorized by the Bylaws of the Des Moines Regional Transit Authority, as amended. Such ad hoc committee shall, if authorized by regulation of the Commission, provide advice and recommendations to the Commission.

Section 5. Open Meetings. All of the committee meetings shall be open to the public, and notice of the time and place of such committee meetings shall be provided to all members of the Commission and any news media which have filed a request for the same. Minutes of such committee meetings shall be kept and provided.

DRAFT Executive Committee

Headed by the Commission Chair and consisting of the Vice-Chair, Sec/ and the Chief Executive Officer, the Executive Committee is responsible for external relations, the effective functioning of the DART Board of Commissioners and for the maintenance and development of the Commission-Chief Executive Officer working relationship. Specifically:

- Recommend positions on transportation-related legislation or other legislative issues that have a direct and quantifiable impact on DART's ability to fulfill its mission.
- Oversee the development and implementation of strategies for DART image building, marketing and public relations, and for maintaining a positive relationships with DART customers, member governments, and other stakeholders.
- Oversee the development and implementation of governmental relations policies and strategies.
- Encourage Commission member participation in speaking engagements on behalf of DART.
- Keep the Commission governing mission updated.
- Coordinate the functioning of the DART Board of Commissioners and committees (as appropriate).
- Recommend revisions in the DART Bylaws when needed.
- Annually conduct the Chief Executive Officer's performance evaluation.
- Take action on behalf of the full Commission in true emergency situations where full Commission action is impossible.
- Update values, vision, and mission statement.

STANDING COMMITTEES - OPTION A

Would be included as part of DART Bylaws when appropriate

1) DRAFT Strategic Planning Committee

The Strategic Planning Committee is responsible for developing and leading the Commission's participation in all of DART's short- and long-range planning efforts and developing the budget and other financial resources (such as local taxation initiatives) to support services and programs identified in the planning documents. Specifically:

- Coordinating the planning process with the budget development process, including the development of budget guidelines to steer budget development.
- Recommending to the full Commission the issues that DART's strategic planning should focus on, and reviewing and recommending to the Commission such critical planning products as operational planning priorities, the annual budget, and other strategic and policy-level products that merit full Commission attention.
- Working with the Performance Oversight Committee as part of the annual operational planning/budget preparation process, ensuring that all program plans include both financial and programmatic performance targets that the Performance Oversight Committee can use to monitor DART's programs and operating units.
- Planning the process of developing local taxation funding initiatives, applying for financial support from governmental units and foundations, and maintaining close communication and coordination with the financial resource development activities of any bodies that might be created in the future to build DART's revenue base.

2) DRAFT Performance Oversight Committee

The Performance Oversight Committee is accountable for monitoring DART's operational and financial programs and performance. Specifically:

- Reviewing operational policies meriting Commission attention, identifying the need for revision, and recommending policy revisions to the full Commission.
- Overseeing the administration of customer satisfaction surveys, reviewing such surveys, and reporting survey results to the Commission as appropriate.
- Serving as the DART Audit Committee. In this capacity, overseeing the process of selecting the external audit firm, reviewing external audit reports, and overseeing any corrective actions.
- Providing counsel to the Chief Executive Officer on major internal administrative system upgrades involving significant costs.
- Develop annual performance targets with the Strategic Planning Committee.
- Overseeing purchase, procurement and contract decisions in accordance with established Commission policy.

STANDING COMMITTEES – OPTION B

Would be included as part of DART Bylaws when appropriate

1) DRAFT Planning and Operations Committee

The Planning and Operations Committee areas of responsibility include oversight of operating plans, transit services and customers. The Committee:

- Reviews the Short Range Transit Plan.
- Sets long-range goals and a long-range plan.
- Reviews service goals.
- Recommends approval of the annual service implementation plan and annual service delivery.
- Recommends approval of operations and planning related policies.
- Oversees any operational and ADA policy issues.
- Review operational performance of service.

2) DRAFT Finance/Audit and Administration Committee

The Finance/Audit and Administration Committee areas of responsibility include funding strategies, fiscal transparency, budget development, contracts, labor relations and other administrative matters. The Committee:

- Oversees annual budget process and ongoing monitoring of the budget.
- Reviews fiscal policy.
- Oversees funding opportunities and strategies.
- Reviews procurements and contracts.
- Reviews labor relations and human resources issues.
- Reviews other administrative policies and initiatives.

TRANSITION MATTERS – RECOMMENDATIONS PROPOSAL

TRANSITION MATTERS: Transition from current Board of Commission to reconstituted Board of Commissioners (currently set forth in Article XIX of the Amended and Restated Agreement for the Des Moines Regional Transit Authority, as amended).

Significant changes include:

- Transition of Officers.

Proposed Language Change to the Substituted and Restated 28E Agreement:

Article XIX. TRANSITION MATTERS

Section 1. Prior Budget Actions. All prior actions of the Board of Commission undertaken pursuant to the terms of the Amended and Restated Agreement, prior to the Effective Date of said Amended and Restated Agreement with respect to the consideration and approval of the DART budget for the fiscal year beginning July 1, 2017, are hereby accepted and approved.

Section 2. Assumption of Contracts. All contracts entered into by the Commission or on its behalf and being performed on the Effective Date of this Substituted and Restated 28E Agreement shall be and hereby are approved and accepted under the terms of this Substituted and Restated 28E Agreement. The Commission hereto shall assume responsibility for administration of such existing contracts.

Section 3. Officers. The Chair, Vice-Chair and Secretary/Treasurer elected by the Commission in June of 2016 shall serve as the Chair, Vice-Chair and Secretary/Treasurer of the Commission under this Substituted and Restated 28E Agreement until their successors are elected under the restructured new Commission. Initial officers elected by the newly constituted Commission shall remain in position through December 31, 2018.

Section 4. Commission Members. Members elected to the Commission in 2016 shall stay until the new restructured Commission is constituted. Once the new Commission is in place, then these newly elected members of the Commission shall remain in place until December 31, 2018, unless otherwise provided for herein.

Section 5. Policies. All policies previously approved by the Commission under the Substituted and Restated 28E Agreement, and in effect on the Effective Date of this Substituted and Restated 28E Agreement shall continue in force as approved policies of the Commission until modified or rescinded by the Commission.

**DART Governance Task Force
Proposed Timeline for Implementation of Recommendations
April 21, 2017**

- Task Force Recommendations Presentation to DART Commission May 3, 2017
- DART Commission Workshop on Recommendations mid-May, 2017
- DART Commission Approval of Recommendations June 6, 2017
- Community Approval Process for Revised 28E Agreement July-August, 2017
- Orientation Workshop for DART Commission September 2017
- First Meeting of DART Commission under new Governance Structure October 3, 2017
- Approval of new DART Bylaws November 2017