

Honolulu Authority for Rapid Transportation

RESOLUTION NO. 2011-1

**RELATING TO THE RULES AND OPERATING PROCEDURES FOR THE
BOARD OF THE HONOLULU AUTHORITY FOR RAPID TRANSPORTATION**

WHEREAS, the Honolulu Authority for Rapid Transportation (HART) has been established pursuant to Article XVII of the Revised Charter of the City & County of Honolulu 1973, as amended (Charter); and

WHEREAS, the Board finds that to carry out its duties it is necessary to adopt rules and operating procedures for the Board;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of HART as follows:

1. That the Rules and Operating Procedures of the Board of Directors of the Honolulu Authority for Rapid Transportation, shown in Exhibit A attached hereto and made a part hereof by reference, be and hereby are adopted as the rules of this Board; and
2. That this Resolution shall take effect immediately upon its adoption.

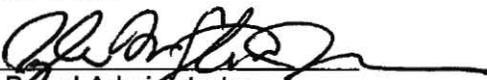
ADOPTED by the Board of the Honolulu Authority for Rapid Transportation on

JUL - 1 2011

Exhibit A - RULES AND OPERATING PROCEDURES OF THE BOARD OF
DIRECTORS OF THE HONOLULU AUTHORITY FOR RAPID
TRANSPORTATION


Board Chair

ATTEST:


Board Administrator

Honolulu Authority for Rapid Transportation

STAFF SUMMARY

TITLE: Adopting Board Rules and Operating Procedures			STAFF CONTACT: Gary Takeuchi, COR Ron Tober	DATE: July 1, 2011	
Type:	Goal	Focus	Area		Reference Notes
<input checked="" type="checkbox"/> Action/Approval	<input type="checkbox"/> Project Delivery	<input type="checkbox"/> Livability/Land Use		RCH Article 17	
<input type="checkbox"/> Information	<input type="checkbox"/> Service Delivery	<input type="checkbox"/> Partnerships		Sunshine Law, HRS Chapter 92	
<input type="checkbox"/> Follow-up	<input type="checkbox"/> Resource Stewardship	<input checked="" type="checkbox"/> Agency Admin.			

1. **Purpose:** By approving this action the Board will adopt a set of rules and operating procedures for how the Board will conduct its activities and carry out its responsibilities under the Charter Amendment creating HART.

2. **Background/Justification:** As the governing Board for HART, it is important for the Board to establish rules and operating procedures. The proposed Operating Rules and Procedures are shown in Exhibit A hereto. The specific provisions of these Rules and Operating Procedures are based upon what other transit authority boards utilize and upon what other local governmental bodies utilize to guide the activities and actions of there governing boards.

3. **Procurement Background:** Does not apply.

4. **Financial/Budget Impact:** There is no direct financial impact from this action.

5. **Policy Impact:** This action will establish new policy for the Authority that is specific to the Board of Directors.

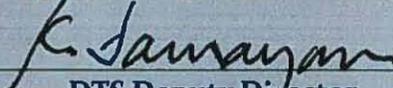
6. **Public Involvement:** The proposed Rules and Operating Procedures do require that the actions of the Board comply with the Sunshine Law and do establish procedures for the public to provide testimony to the Board during its official business meetings and at public meetings and hearings.

7. **Alternatives:** The Board could chose to revise any part of the proposed Rules and Operating Procedures.

8. **Exhibits:**

Exhibit A – Rules and Operating Procedures of the Board of Directors of the Honolulu Authority for Rapid Transportation

Certified and Recommended by:



 DTS Deputy Director

Exhibit A

**RULES AND OPERATING PROCEDURES OF THE BOARD OF DIRECTORS
OF THE HONOLULU AUTHORITY FOR RAPID TRANSPORTATION**

Table of Contents

	<u>Page</u>
Rule 1 General Provisions	3
Section 1.1 Definitions	
Rule 2 Board of Directors	4
Section 2.1 Expectations of the Board of Directors	
Section 2.2 Officers and Their Duties	
Rule 3 Board/Executive Director Relationship	5
Section 3.1 Board/Executive Director Relationship	
Rule 4 Board Meetings	5
Section 4.1 Regular Meetings	
Section 4.2 Special Meetings	
Section 4.3 Public Hearings	
Section 4.4 Executive Sessions	
Rule 5 Board Rules of Order	6
Section 5.1 Order and Decorum	
Section 5.2 Board Rules of Order	
Section 5.3 When Rules are Silent	
Rule 6 Procedure for Board of Directors Actions	7
Section 6.1 Quorum and Majority Vote	
Section 6.2 Voting	
Section 6.3 Disclosure of Interest	
Rule 7 Minutes of a Board Meeting	7
Section 7.1 Minutes of Board Meetings	
Rule 8 Committees and Subcommittees	8
Section 8.1 Permanent Committees	
Section 8.2 Committee Chairs, Vice Chairs and Members	
Section 8.3 Permitted Interaction Groups	

Rule 9	Public Hearings and Meetings	8
Section 9.1	Compliance with Sunshine Law	
Section 9.2	Public Hearings and Meetings	
Section 9.3	Presentation of Testimony at Board and Committee Meetings	
Rule 10	Rules Changes	9
Section 10.1	Rules Changes	
Rule 11	Rules Suspension	9
Section 11.1	Rules Suspension	
Section 11.2	Rules in Conflict with Charter	
Rule 12	Responsibilities of the Board Administrator	9
Section 12.1	Responsibilities of the Board Administrator	

RULE 1

GENERAL PROVISIONS

Section 1.1. Definitions. For the purposes of these Rules and Operating Procedures the following definitions shall apply:

"Agenda" shall refer to a list and/or summary of proposed items to be considered at the forthcoming meeting of the Board and shall include the date, time, and place of the meeting. In the case of an executive meeting the purpose shall be stated.

"Authority" shall mean the Honolulu Authority for Rapid Transportation created pursuant to Article XVII of the Charter, with the powers, duties, and functions enumerated in RCH Section 17-103.2.

"Board of Directors" or "Board" shall mean the governing board of the Authority with the powers, duties, and functions enumerated in RCH Section 17-103.3.

"Board Administrator" shall mean the clerk and secretary of the Board.

"Board Chair" shall mean the Board Member confirmed by motion of the HART Board to serve as Chairperson of the Board.

"Board Member" or "Member" shall mean the ex-officio Members and the Members appointed to serve on the Board as provided in RCH Section 17-105. Designees or alternates shall not be allowed.

"Charter" or "RCH" shall mean the Revised Charter of the City and County of Honolulu 1973, as amended.

"Committee" shall refer to a permanent Committee of the Authority established by resolution from time to time to advise and assist the Board and the Executive Director of the Authority in the performance of their respective duties. Such Committees shall be composed of Board Members appointed thereto as hereinafter provided in Rule 8.

"Committee chair" shall mean a Board Member appointed by the Board Chair as chairperson of any Committee as hereinafter provided in Rule 8.

"Emergency" shall refer to situations involving the risk or likelihood of injury or damage to persons or property, of financial loss to the Authority or of impairment of public service, and to situations involving legal necessity, wherein the customary or established procedures of the Board reasonably cannot be followed or are not applicable.

"Executive Director" shall mean the Executive Director of the Authority as provided for in RCH Section 17-104.

"HRS" shall mean the Hawai'i Revised Statutes, as amended.

"Vice Chair" shall mean the Board Member confirmed by motion of the Board to serve in an assistant capacity to the chairperson of the Board.

RULE 2

BOARD OF DIRECTORS

Section 2.1 Expectations of the Board of Directors. The Board of Directors shall strive to achieve best practices in governance, policy direction, and oversight. The Board acts as a body in making and announcing its decisions. When speaking on behalf of the Board of Directors, Board Members' statements shall be consistent with official actions taken by the Board of Directors.

Regular attendance by Board Members at Board and Committee meetings is important for full participation in the decision-making process. Regular attendance promotes the commitment to responsible representation and preserves the public trust.

The Board acting as a body is responsible for employment decisions about and direction of its employee – the Executive Director. Only those decisions of the Board acting as a body shall be binding upon the Executive Director consistent with the Charter of the City and County of Honolulu and State law.

Board Members shall keep confidential all written materials and verbal information provided to them during executive sessions, to ensure that the Authority's position is not compromised. Confidentiality also includes information provided to the Board Members outside of executive session when the information is considered to be exempt from disclosure under exemptions as set forth in HRS Section 92F-13.

Newly appointed Board Members are encouraged to take advantage of information opportunities in order to be knowledgeable of the Authority, the Board's rules and operating procedures and significant Board actions.

Section 2.2 Officers and Their Duties.

(a) The officers of the Board shall consist of the Chairperson of the Board (Board Chair) and the Vice Chair. Each shall be elected annually by an affirmative vote of a majority of the entire membership. The officers can be removed from office by affirmative vote of a majority of the entire membership.

(b) **Role of Board Chair.** The Board Chair shall preside at all meetings of the Board and shall be a voting Member. The Board Chair is responsible for the integrity of the Board's processes. The Board Chair is the interface between the Board and the Executive Director and/or Board Administrator.

(c) **Role of Vice Chair.** The Vice Chair shall preside at meetings and otherwise perform the responsibilities of the Board Chair upon motion of the Board or in the event of the absence or inability to act of the Board Chair.

(d) **Duties of the Board Chair.** It shall be the duty of the Board Chair:

- (1) To open all meetings of the Board at the appointed hour by calling the Board to order.
- (2) To maintain order and proper decorum.
- (3) To authenticate by signature all acts of the Board as may be required by law.
- (4) Except as otherwise provided in these rules, to preside at all official executive sessions of the Board.
- (5) To cause preparation of the agenda for meetings of the Board.
- (6) To perform other such duties as may be required by law or such as may properly pertain to such office.

(e) Vacancy. In the event of the absence or inability to act of the Board Chair and the Board Vice Chair, a quorum of the Board shall select one of its Members by an affirmative vote of a majority of the Board Members in attendance to act as Board Chair Pro Tem.

RULE 3

BOARD/EXECUTIVE DIRECTOR RELATIONSHIP

Section 3.1 Board/Executive Director Relationship. The Board is responsible for policy-making and oversight on the planning, construction, operation, maintenance and expansion of the fixed guideway system. The Executive Director serves as the chief executive officer of the Authority and is responsible for running the administrative affairs of the Authority and is accountable to the full Board of Directors for the Authority's overall performance in carrying out the Authority's Mission. Unless the Board has authorized such exercise of authority, decisions or instructions of individual Board Members or committees shall not be binding on the Executive Director. The Board and Board Members will not interfere in the administrative affairs of the Authority and for purpose of inquiry or information gathering, shall work through the Executive Director to advance particular requests to Authority staff.

RULE 4

BOARD MEETINGS

Section 4.1 Regular Meetings. Regular meetings of the Board shall be held monthly unless otherwise designated by the Board Chair upon delivering written notice in accordance with HRS Section 92-7. Regular meetings of the Board shall be held at such location as may be designated by the Board Chair.

A Board Member shall notify the Board Chair or the Board Administrator prior to any regular meeting of the Board if such Board Member will be unable to attend the meeting.

Section 4.2 Special Meetings. Special meetings of the Board may be called at any time by the Board Chair or by a majority of the Board Members; subject, however, to the notice requirements under HRS Chapter 92.

Section 4.3 Public Hearings. The Board Chair shall be authorized to schedule or reschedule the time, date, and/or subject matter of public hearings and to provide notice thereof consistent with the notice requirements under HRS Chapter 92 for meetings of the Board. The Board Chair shall promptly notify all Board Members and the Board Administrator by written memorandum or electronic mail as to the scheduling or rescheduling of public hearings.

Section 4.4 Executive Session.

(a) The Board may hold an executive meeting closed to the public pursuant to HRS Section 92-4 upon an affirmative vote of two-thirds of the Board Members present; provided that the affirmative vote constitutes a majority of the Board Members, that the meeting is for any of the purposes provided for in HRS Section 92-5 and provided that the purpose is stated publicly prior to the executive session

(b) If a Board Member possesses or acquires interests that might reasonably tend to create a conflict with the public interest, the Board Member shall recuse himself/herself from participating in an executive session for the matter(s) creating the conflict of interest.

RULE 5

BOARD RULES OF ORDER

Section 5.1 Order and Decorum.

a. When a Board Member or other person properly before the Board wishes to speak, the speaker shall address the Board Chair, be recognized before proceeding, and shall confine remarks to the question under discussion, avoiding personalities or abusive language.

b. All persons attending Board meetings, including Authority employees, witnesses, members of the media and the general public, are expected to respect the dignity of the Board in the use of decorum and civility.

Section 5.2 Board Rules of Order. *Robert's Rules of Order, Newly Revised, 10th Edition ("Robert's Rules of Order")*, shall guide the conduct of the Board and Committee meetings except where in conflict with the provisions of these Rules and Operating Procedures. No action of the Board or a Committee or a Subcommittee shall be invalid or ineffective by reason of noncompliance with *Robert's Rules of Order*.

Section 5.3 When Rules are Silent. The Board Chair shall rule on any matter not covered by these Rules and Operating Procedures, RCH, or ROH. The Board Chair may consult the rules of parliamentary practice as set forth by *Robert's Rules of Order* prior to making a ruling.

RULE 6

PROCEDURE FOR BOARD OF DIRECTORS ACTIONS

Section 6.1 Quorum and Majority Vote.

- (a) **Quorum.** A majority of the entire membership of the Board shall constitute a quorum.
- (b) **Majority Vote.** An affirmative vote of six (6) Members, which constitutes a majority of the entire membership, shall be necessary to take any action.

Section 6.2 Voting.

- (a) A Board Member having a direct personal financial interest in the subject matter of the motion may abstain, but only by performing both the following:
 - (a) By responding, "I abstain due to conflict of interest;" and
 - (b) By having filed in accordance with Section 6.3 a written disclosure of interest on the subject matter of the measure. This Section 6.2(a) shall not be construed as imposing a duty or requirement on a Board Member to abstain from voting on a matter on which the Board Member has filed a written disclosure.
- (b). There shall be no voting by proxy.

Section 6.3 Disclosure of Interest.

- (a) When a Board Member has made a disclosure in writing, as required by law, of a personal or private interest in any proposal pending before the Board and its Committees, as provided by RCH Section 11-103, such disclosure shall be recorded in the minutes of the meeting of the Board and its Committees and shall be made a matter of public record prior to the taking of any vote on such proposal. Such written disclosures shall be applicable to all subsequent actions relating to the same subject matter.
- (b) Prior to any vote by the Board or a Committee on a proposal for which a Board Member has made a written disclosure of a personal or private interest, the Board Member also shall orally disclose the interest to the Board or Committee. When an oral disclosure is required under this subsection, the Board Member shall make the disclosure after each motion and second on the proposal, but before the commencement of debate on the motion or, if there is no debate, before the calling of the question on the motion.

RULE 7

MINUTES OF A BOARD MEETING

Section 7.1 Minutes of Board Meetings. Summary minutes of Board meetings shall be prepared by the Board Administrator or by designated staff of the Authority.

The minutes shall be mailed, delivered, or otherwise distributed to each Board Member following said Board meeting.

The official copy of each Board meeting minutes shall be signed by the Board Chair and by the Board Administrator. The Board Administrator shall make such minutes available to the public pursuant to HRS Section 92-9 and retain the notes or recordings used to prepare the minutes for such period of time as may be required by law or by agency policy.

RULE 8

COMMITTEES AND SUBCOMMITTEES

Section 8.1 Permanent Committees.

(a) The following Committees of the Board are hereby established:

- Finance Committee
- Human Resources Committee
- Project Oversight Committee
- Transit Oriented Development Committee
- Audit/Legal Matters Committee

(b) The Board may establish additional or abolish permanent Committees by resolution if and when it is determined by the Board to be reasonably necessary for the conduct of business or for the development of policy by the Authority.

(c) The Board may also by motion, from time-to-time, appoint subcommittees or task forces, their chairs and members, to serve for a specified period or to study and report on particular tasks or programs as may be deemed helpful to assist the Board and its Committees.

Section 8.2 Committee Chairs, Vice Chairs and Members. The Board Chair shall appoint the chair and vice chair of each Committee. Any Board member may serve on any committee. No Board Member shall serve as a chair of more than one permanent Committee.

Section 8.3 Permitted Interaction Groups. In accordance with state law, the Board may create Permitted Interaction Groups (PIGs) to handle specific tasks.

RULE 9

PUBLIC HEARINGS AND MEETINGS

Section 9.1 Compliance with Sunshine Law. The Board shall ensure that its actions conform at all times with the Sunshine Law, HRS Chapter 92.

Section 9.2 Public Hearings and Meetings. The Board and each Committee may conduct public meetings, hearings or joint meetings and hearings with other public agencies for and on behalf of the Board in order to meet any requirements of federal,

state or local laws or regulations and to enable the Authority to perform its functions. For any such meeting or hearing at least one Board Member must be in attendance.

Section 9.3 Presentation of Testimony at Board and Committee Meetings.

(a) **Board Meetings.** The Board Chair shall recognize members of the public who wish to present oral testimony on an Agenda item at a meeting. Such oral testimony shall be limited to two (2) minutes. The time allotted shall be specified on the applicable posted Board meeting agenda. The time for the public to speak may be extended at the discretion of the Board Chair. Written testimony may be submitted on agenda item(s) by filing the same with the Board Administrator or designated staff of the Authority.

(b) **Committee Meetings.** The Committee chair shall recognize members of the public who wish to present oral testimony on an Agenda item at a meeting. The time allotted to members of the public to present oral testimony on an agenda item shall be set by the Committee chair. The time allotted shall be specified on the applicable posted committee meeting agenda. Written testimony may be submitted on agenda item(s) by filing the same with the Board Administrator or designated staff of the Authority.

RULE 10

RULES CHANGES

Section 10.1 Rules Changes. These Rules and Operating Procedures may be supplemented or amended by an affirmative vote of at least seven (7) Members.

RULE 11

RULES SUSPENSION

Section 11.1 Rules Suspension. These Rules and Operating Procedures may be temporarily suspended by an affirmative vote of at least seven (7) Members to facilitate consideration of an action by the Board in the event of emergencies or other special circumstances, provided that no rule and operating procedure required by law shall be suspended.

Section 11.2 Rules in Conflict with Charter. If any rule and operating procedure in these Rules and Operating Procedures is in conflict with the provisions of the Charter or the HRS, such rule and operating procedure shall be deemed invalid. Such invalidity shall not affect other rules contained herein, which can be given effect without the invalid rule, and to this end these Rules and Operating Procedures are severable.

RULE 12

RESPONSIBILITIES OF THE BOARD ADMINISTRATOR

Section 12.1 Responsibilities of the Board Administrator. The Board Administrator is responsible for the integrity of Board documents. The Board Administrator shall be responsible for the certification and filing of acts of the Board; the keeping of the minutes of Board proceedings; the maintenance of Board attendance

records; the verification of a Board Member's appointment to the Board, compliance with the provisions of the Charter, the HRS, these Rules and Operating Procedures and any other responsibilities assigned by the Board.

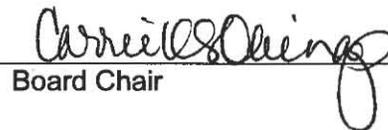
In cooperation with the Board Chair and Committee chairs, the Board Administrator shall prepare meeting Agendas and follow the notice provisions of HRS Chapter 92. The Board Administrator shall keep copies of all Board Agendas on file for public review and inspection. Information packets for Board and Committee meetings will be distributed electronically to Board Members by the Board Administrator except that a Board Member can choose to receive written documents in lieu of or in addition to electronic copies of the documents.

The Board Administrator shall have the authority to accept service of legal process on behalf of any Member of the Board, except that during the absence of the Board Administrator said authority shall be vested in the person designated to serve as the Board Administrator during such time.

ADOPTED by the Board of the Honolulu Authority for Rapid Transportation on the JUL - 1 2011.

ATTEST:


Board Administrator


Board Chair