

Date: July 27, 2022

To: Board of Directors

From: Linda Simmons, Board President *Linda C Simmons*

Subject: **RESOLUTION NO. 22-07-41 OF THE TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON (TRIMET) ALLOWING REMOTE ATTENDANCE AT BOARD MEETINGS BY ELECTRONIC MEANS AND REITERATING THE REGULAR BOARD MEETING SCHEDULE**

1. Purpose of Item

This Resolution authorizes the TriMet Board of Directors (Board) to remotely attend and participate in scheduled Board meetings by electronic means, and reiterates the current regular monthly meeting schedule.

2. Type of Agenda Item

- Initial Contract
- Contract Modification
- Other: Allowing Remote Attendance at Board Meetings and Reiterating the Regular Board Meeting Schedule

3. Reason for Board Action

The Board wishes to clarify that required attendance at Board meetings by TriMet Board members may be satisfied by remote, electronic attendance and participation, and to reiterate the anticipated regular Board meeting schedule.

4. Type of Action

- Resolution
- Ordinance 1st Reading
- Ordinance 2nd Reading
- Other _____

5. Background

Due to health and safety concerns throughout the Covid-19 pandemic, Board meetings have been and continue to be conducted remotely through electronic means. It has become clear that the Board’s ability to effectively consider and approve TriMet policies, learn about and oversee the Agency’s strategic affairs, as well as interact with TriMet staff and hear from the public has not been significantly impaired by conducting Board meetings remotely. In some respects, participation by Board members, staff and the public in regular meetings may have been enhanced by the ability to participate remotely.

That said, the Board also recognizes the value and importance of being present and available in person to the public and fellow Board members when reasonably possible. Therefore, the Board is committed to continuing to hold in-person Board meetings throughout the TriMet

district. At its May 2022 Board meeting, the Board discussed that when in-person board meetings regularly resume, Board members should continue to have the option to attend and participate remotely (e.g., via WebEx or Zoom) in certain circumstances such as illness, a family emergency, or when traveling out of the TriMet district. The Board then directed staff to prepare a draft resolution that provides for this option.

ORS 267.125 requires the Board to hold regular monthly meetings at a time and place fixed by rules of the Board. Section 2.05A of the TriMet Code requires the Board to hold regular monthly meetings at a time and place fixed by resolution of the Board.

In addition, the TriMet Board Code of Conduct requires Board members to attend all regular meetings unless excused due to an emergency or serious illness. If a Board member is unable to attend a meeting in person, the current Code of Conduct states that the Board member is expected to attend by telephone, if possible. The Governor's Membership Handbook for Boards and Commissions emphasizes the importance of attendance at Board meetings and, consistent with ORS 182.010, calls for the removal of a Board member from office for failure to attend two consecutive meetings without just cause.

Pursuant to Resolution 99-01-06, dated January 27, 1999, the Board decided to hold regular monthly meetings on the fourth Wednesday of the months of January through October, and on the third Wednesday of the months of November and December. The Resolution specified that the meetings shall begin at 9:00 AM in Portland, Oregon, "or on such other date and such other time and place specified in the published agenda of the meeting."

According to TriMet's currently published schedule, regular Board meetings occur on the fourth Wednesday of the months of January through July, and September and October. The August and December meetings occur on the second Wednesday of the month, due to anticipated vacation and holiday conflicts. The regular meeting for November generally is a Board retreat or strategy session, and is currently scheduled for November 10, 2022.

When the Board passed Resolution 99-01-06 in 1999, technology did not allow for remote participation through WebEx, Zoom, etc. The clear implication was that all meetings would be in one physical place and that all board members would be expected to physically be present at those meetings.

Oregon Revised Statute Chapter 267, the TriMet Code, and TriMet's Board Resolutions are silent as to whether or not Board members may be permitted to attend regularly scheduled Board meetings remotely through electronic means such as WebEx. The Board member Code of Conduct only specifies that a Board member may attend a meeting by telephone, if unable to attend in person.

Passage of this Resolution will clarify that Board members may attend Board meetings remotely through electronic means under certain circumstances, and will reiterate TriMet's current schedule for regular Board meetings.

6. Financial/Budget Impact

The electronic, videoconferencing and other technological support necessary to conduct regular monthly Board meetings remotely and/or permit remote participation by Board members is included in the Information Technology Division budgets for FY 2022 and FY 2023.

7. Impact if Not Approved

Because ORS 267.125, the TriMet Code, the Governor's Handbook and prior TriMet resolutions are silent as to whether remote attendance by board members at regular meetings by electronic means is permitted, failure to approve this clarifying Resolution could lead to confusion about Board member attendance obligations. Given the likelihood of the continued societal need and/or preference for remote and/or hybrid work and business interactions, it is especially important to clarify TriMet's policy through this Resolution. Passage of the Resolution also provides an opportunity to reiterate the foreseeable schedule for regular Board meetings for members of the Board, TriMet staff and the public.

RESOLUTION NO. 22-07-41

RESOLUTION NO. 22-07-41 OF THE TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON (TRIMET) ALLOWING REMOTE ATTENDANCE BY ELECTRONIC MEANS AT REGULAR BOARD MEETINGS AND REITERATING THE REGULAR BOARD MEETING SCHEDULE

WHEREAS, ORS 267.125 requires the TriMet Board of Directors (Board) to hold regular monthly meetings; and

WHEREAS, Section 2.05A of the TriMet Code requires the Board to hold regular monthly meetings at a time and place fixed by resolution of the Board; and

WHEREAS, the TriMet Board member Code of Conduct requires Board members to attend all regular meetings unless excused due to an emergency or serious illness, and if not able to attend in person, to attend by telephone if possible; and

WHEREAS, the Governor's Membership Handbook for Boards and Commissions and ORS 182.010 emphasizes the importance of Board member attendance at all Board meetings; and

WHEREAS, the Board also recognizes the value and importance of being present and available in person to the public and fellow Board members whenever reasonably possible; and

WHEREAS, the Board wishes to clarify its attendance policy for Board members to allow Board members to attend regular Board meetings remotely by videoconference or other electronic means under certain circumstances, and wishes to reiterate the foreseeable schedule for regular Board meetings for the benefit of members of the Board, the TriMet staff and the public;

NOW, THEREFORE, BE IT RESOLVED:

1. That the Board's policy permitting remote attendance by Board members through electronic means shall conform to applicable law.
2. That upon notice to the Board President or authorized designee, Board members may attend regular meetings remotely through electronic means when they or a family member are ill, when they have an emergency, or when they are traveling outside the District.

////

////

////

////

3. That regular TriMet Board meetings shall occur:

- Every fourth Wednesday for the months of January through July, and September and October;
- Every second Wednesday for the months of August and December; and
- The November meeting generally is reserved for a Board retreat or strategy session.

Dated: July 27, 2022

Presiding Officer

Attest:

Recording Secretary

Approved as to Legal Sufficiency:

Gregory E. Skillman

Legal Department