

AGENDA
PERFORMANCE AND ENGAGEMENT COMMITTEE
WEDNESDAY, DECEMBER 7, 2016
MONARCH PASS CONFERENCE ROOM
1290 Broadway
→ 6:00 PM ←

1. Call to Order
2. Summary of November 2, 2016 Performance and Engagement Committee meeting (Attachment A)

ACTION ITEMS

3. *Discussion of executive director evaluation tool
(Attachment B) Jerry Stigall, Director, Organizational Development
4. *Discussion of formalizing rules of conduct
(Attachment C) Douglas W. Rex, Director, Transportation Planning & Operations

DISCUSSION ITEM

5. Discussion of Board workshop
Douglas W. Rex, Director, Transportation Planning & Operations

ADMINISTRATIVE ITEMS

6. Report of the Chair
7. Report of the Executive Director
8. Other Matters by Members
9. **Next Meeting – January 4, 2017**
10. Adjournment

*motion requested

Persons in need of auxiliary aids or services, such as interpretation services or assisted listening devices, are asked to contact DRCOG at least 48 hours in advance of the meeting by calling (303) 480-6701.



SUMMARY
PERFORMANCE AND ENGAGEMENT COMMITTEE
Wednesday, November 2, 2016

Present:

Herb Atchison, Chair	Westminster
Bob Roth	Aurora
David Beacom	Broomfield
George Teal	Castle Rock
Rick Teter	Commerce City
Robin Kniech	Denver
Steve Conklin	Edgewater
Ron Rakowsky	Greenwood Village
Shakti	Lakewood
Phil Cernanec	Littleton
Colleen Whitlow	Mead

Others Present: Doug Rex, Director, Transportation Planning & Operations; Connie Garcia, Executive Assistant/Board Coordinator, Sam Light, Light Kelly PC, and DRCOG staff.

Chair Herb Atchison called the meeting to order at 6:10 p.m. with a quorum present.

Summary of October 5, 2016 Performance and Engagement Committee meeting

The summary was accepted as presented.

Discussion of formalizing rules of conduct

Members discussed the outline provided in the agenda packet for formalizing rules of conduct for Board Directors. DRCOG Counsel Sam Light asked members to provide comments on the outline. Comments by members included:

- If the Board determines a member should be removed, a recommendation should be made to the appointing jurisdiction. A different suggestion was made to request removal, instead of recommending.
- Members expressed objection to the term “discipline.” The term “censure” is more in line with legislative bodies.
- A change was requested in the membership section, to change the language to read “by accepting membership on the DRCOG Board the member is subject to and agrees to comply with any rules of conduct that are adopted.” In the Powers and Duties section, add language that the P&E Committee shall be responsible for enforcement or determinations of rules of conduct that may be adopted, and the P&E Committee may adopt procedures for their role in the process. The Board will adopt the rules of conduct.
- Whatever gets decided should be added to the onboarding process.
- A suggestion was made to notify an appointing jurisdiction when there is a complaint against their representative, and the resolution of the complaint.
- Directors did not feel that attendance should be cause for removal of a member.

Performance and Engagement Committee Summary

November 2, 2016

Page 2

- Directors discussed sending notice to the jurisdiction letting them know their appointed member is not participating.
- Some discussion occurred with what types of behavior would subject a Director to consequences. A comment was made that hostile and threatening could be subjective terms. It was noted there is existing language in the DRCOG staff policy on violence in the workplace that could cover Board Director behavior as well.

An amended policy will be provided to members for discussion at the next meeting.

Appoint Performance and Engagement Committee member to the Nominating Committee

Directors Shakti, Whitlow, Charis-Graves, and Rakowsky submitted their names for consideration to serve as members of the Nominating Committee. After some discussion, Director Shakti removed her name from consideration. Directors voted via ballot. After ballots were counted, Director Rakowsky was appointed to the Nominating Committee.

Discussion of executive director evaluation tool

Members discussed additional changes to the current executive director performance evaluation tool. Directors asked to eliminate the peer review section. Support was expressed for interaction with peers by members of the Executive Committee to gather this data. There was also discussion about the inclusion of the Board/Staff Relationship section.

Discussion of onboarding program materials

Steve Erickson provided a revised version of the onboarding materials, and outlined the timeline for rolling out the new program.

It was noted that members wish to discuss the Board workshop at the next meeting.

Report of the Chair

No report was provided.

Report of the Executive Director

No report was provided.

Other Matters by Members

No other matters were discussed.

Next Meeting

The next meeting is scheduled for 6:00 p.m. on December 7, 2016

The meeting adjourned at 7:41 p.m.

ATTACH B

To: Chair and Members of the Performance & Engagement Committee

From: Douglas W. Rex, Director, Transportation Planning & Operations
303-480-6747 or drex@drcog.org

Meeting Date	Agenda Category	Agenda Item #
December 7, 2016	Action	3

SUBJECT

This item is related to approval of the DRCOG's Executive Director annual evaluation assessment tools.

PROPOSED ACTION/RECOMMENDATIONS

DRCOG staff recommends approval of the revised Executive Director annual evaluation assessment tools

ACTION BY OTHERS

N/A

SUMMARY

Based on feedback from a Performance and Engagement Committee member, staff recommends revising the Annual Performance Evaluation and the Self-Assessment to include two additional bullets under the "Board/Staff Relationship" section (Page 7) and the removal of one bullet from that same section. Additionally, staff proposes language on page 1 of the Self-Assessment to clarify the process for gathering and reviewing feedback for the Executive Director. All suggested revisions are highlighted in yellow.

The peer/associate feedback instrument has been eliminated in conjunction with Performance & Engagement Committee members' feedback. Instead, committee members will contact external DRCOG partner/peer/associate organizations for Executive Director feedback.

PREVIOUS DISCUSSIONS/ACTIONS

October 5, 2016 P&E Meeting
November 2, 2016 P&E Meeting

PROPOSED MOTION

Move to approve the Executive Director Annual Evaluation assessment tools.

ATTACHMENT

DRCOG Executive Director Annual Evaluation assessment tools:

- Executive Director Evaluation - Board Directors
- Executive Director Self-Assessment
- Executive Director Evaluation – Direct Reports

ADDITIONAL INFORMATION

If you need additional information, please contact Douglas W. Rex, Director, Transportation Planning & Operations at 303-480-6747 or drex@drcog.org; or Jerry Stigall, Director of Organizational Development at 303-480-6780 or jstigall@drcog.org.



DRCOG Executive Director Annual Performance Evaluation 2016-2017 - Board Directors

DRCOG Board Directors are invited to provide feedback in the annual performance evaluation for the Executive Director of the Denver Regional Council of Governments (DRCOG). Your candid and balanced feedback will provide the most value. Please take a few minutes to provide your input.

Overview of the Evaluation

There are a total of **eight required questions** in the evaluation which are scored on a five-point scale. The left side, middle and right side of the scale is labeled as; **Exceeds Expectations**, **Meets Expectations**, **Needs Improvement** respectively. Each main section contains an introductory paragraph and a select group of 'indicators' for each area evaluated.

Please review this information before completing the single question for each section. Items with an (*)asterisk require a response to submit your input. The evaluation should take approximately 15-20 minutes to complete depending on the extent of any comments you would like to make. The last section of the assessment contains open-ended questions and a general Comment box.

The Executive Director's self assessment is available for review with the link sent in the original email inviting you to participate in this annual evaluation. If you need that information, please contact Jerry Stigall (jstigall@drcog.org) or 720.375.1742.

Please click *Submit Responses* at the end of the survey to record your input. You may re-enter the site to revise answers at any time until the site closes on **XXXXXXXXXXXX** at midnight.

Thank you for your participation!

DRCOG Board Chair

For assistance or questions, please contact Jerry Stigall (jstigall@drcog.org) or call 720.375.1742.

Begin DRCOG Executive Director Performance Evaluation 2016-2017

I. Strategic Leadership - Vision, Mission, and Strategies - The Executive Director's role has both strategic and operational components. Working with the Board, the Executive Director must develop a shared vision for the future of the organization, build understanding around the current mission, and develop appropriate goals and strategies to advance that mission.

The Executive Director:

- Has worked with the board to develop a clear mission and vision for the organization;
- Understands his or her own leadership role;
- Working with the board, translates the organization's mission into realistic goals and objectives;
- With input from the board and staff, has created an effective process for long-range, strategic planning for the organization;
- Understands the organization changes that are needed in order to accomplish the organization's mission and realize its vision;
- Successfully implements Board goals and policies throughout the organization;
- Has made progress in furthering organizational goals established by the board during his or her last performance period.

*** 1. The Executive Director demonstrates proficiency in the Strategic Leadership of DRCOG.**

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2. What are the major strengths of the Executive Director in this area? Please provide specific examples to explain your comments.

3. How can the Executive Director improve in this area? Please provide specific examples to explain your comments.

II. Operational Leadership - Accomplishment of Management Objectives - Working with the Board, the Executive Director establishes operational objectives that support the strategic plan. Examples of operational/management objectives are: Enhance strategic partnerships, Improve processes, Improve internal/external communication, etc.

The Executive Director is responsible for leading staff in the implementation of the strategic plan, any annual plans and for day-to-day management of DRCOG. The Executive Director works with staff to develop, maintain, and use the systems and resources that facilitate the effective operation of DRCOG.

The Executive Director:

- Selects and cultivates qualified senior staff;
- Models effective behaviors and skills;
- Builds morale among staff and volunteers;
- Is knowledgeable regarding the operations of a productive office environment;
- Ensures compliance with all legal and regulatory requirements;
- Responds appropriately to unanticipated or difficult situations;
- Maintains a climate that attracts, retains, and motivates a highly qualified, diverse staff;
- Adequately prepares Board members by developing agendas with adequate discussion time;
- Instills a strong service orientation culture.

Ensures that there are appropriate systems in place to facilitate the day-to-day operations of the organization in the areas of:

- Development and delivery of programs
- Policy development
- Administration and operations
- Resource development

*** 4. The Executive Director demonstrates proficiency in the Operational Leadership of DRCOG.**

Exceeds Expectations	Meets Expectations	Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

5. What are the major strengths of the Executive Director in this area? Please provide specific examples to explain your comments.

6. How can the Executive Director improve in this area? Please provide specific examples to explain your comments.

III. Programmatic Leadership - Program Management - A nonprofit organization carries out its mission by offering specific programs and services. The Executive Director leads the staff in managing and administering these programs and services. This requires a thorough knowledge of the organization's mission as well as an understanding of technical, operational, and ethical issues.

The Executive Director:

- Demonstrates substantive knowledge regarding the organization's programs and services;
- Works with the board to develop appropriate policies to ensure the successful outcomes of programs;
- Ensures that staff manages these programs within time and budget constraints;
- Through effective oversight and staffing, sets high standards of quality for the organization's programs;
- Recommends new programs and the modification or discontinuance of current programs, as appropriate, to the board.

*** 7. The Executive Director demonstrates proficiency in the Programmatic Leadership of DRCOG.**

Exceeds Expectations	Meets Expectations	Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

8. What are the major strengths of the Executive Director in this area? Please provide specific examples to explain your comments.

9. How can the Executive Director improve in this area? Please provide specific examples to explain your comments.

IV. Reporting to the Board - The Executive Director/Board Partnership (Part 1) - The Executive Director and the Board must work together as partners as illustrated in the DRCOG Board Governance Principles. Each arm of leadership draws upon its own unique strengths and abilities. The Executive Director and the Board have joint responsibility for developing and maintaining a strong working relationship and a system for sharing information. The Board is responsible for creating a written job description for the Executive Director that is clear and agreed to by all parties. This section contains two parts: The Executive Director/Board Partnership and Communications with and Support of the Board.

The Executive Director:

- Is clear about the differences between their role and the role of the Board;
- Is treated as a respected professional by directors of the Board;
- Has been delegated the authority necessary to manage the organization effectively;
- Raises issues and questions and provides adequate information to inform board discussion;
- Provides appropriate, timely information to the Board on relevant organizational issues;
- Works effectively with the Board as a holistic governing body;
- Takes direction from full Board vs. individual members;
- Creates a climate that welcomes the input and participation of all Board directors.

*** 10. The Executive Director and the Board have a positive and productive partnership.**

Exceeds Expectations	Meets Expectations	Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

11. What are the major strengths of the Executive Director in this area? Please provide specific examples to explain your comments.

12. How can the Executive Director improve in this area? Please provide specific examples to explain your comments.

Reporting to the Board - Communications with and Support of the Board (Part 2)

To assess the Executive Director in the area of Communications with and Support of the Board, please review Executive Policy 8 below.

- The Board is informed and supported in its work;
- The Board is provided complete, clear information for the accomplishment of its job;
- The Board is informed in a timely manner about relevant events and issues regardless of reporting/monitoring schedule;
- Required reports to the Board are submitted in a timely, accurate, and understandable fashion;
- The Board is aware of actual or anticipated non-compliance with Board goals or Executive Policies;
- The Board is provided decision information it requests, information on relevant trends, or other points of view, issues and options for well-informed Board decisions;
- The Board is aware of incidental information it requires, including anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes. Notification of planned non-personnel-related internal changes is provided in advance when feasible;
- In consultation with legal counsel, that the Finance and Budget Committee is appropriately apprised of pending or threatened litigation;
- The Board is informed when the Board is not in compliance with its own policies, particularly in the case of the Board behavior that is detrimental to the work relationship between the Board and the Executive Director. Information provided to the Board is not overly complex or lengthy.

*** 13. The Executive Director provides complete, understandable and timely information to support the Board in their analysis and decision-making.**

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

14. What are the major strengths of the Executive Director in this area? Please provide specific examples to explain your comments.

15. How can the Executive Director improve in this area? Please provide specific examples to explain your comments.

V. The Board/Staff Relationship - Because many organizational issues require a partnership of Board and staff, it is important that the Board, the Executive Director, and staff members assigned to assist the Board in carrying out its work have a good and strong working relationship.

To assess the Board/Staff working relationship, consider the following criteria.

- Has established appropriate systems for dialogue and communication between the Board and staff to ensure that the Board maintains a good knowledge of the organization;
- Senior staff have built effective working relationships with the officers of the Board and committee chairs who are responsible for specific aspects of organizational governance;
- Staff have a collegial working relationship with Board members. -DELETE ?
- Board has appropriate access to staff with technical expertise when needed - ADD?
- Staff is responsive to Board requests for information and feedback from official meetings. - ADD?

* **16. The DRCOG Board and Staff have a positive and productive working relationship.**

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

17. What are the major strengths of the Board/Staff working relationship? Please provide specific examples to explain your comments.

18. How can of the Board/Staff working relationship be improved? Please provide specific examples to explain your comments.

External Liaison and Public Image - The Executive Director and Board directors are key players in establishing and maintaining positive relationships with the many groups that support the work of DRCOG.

The Executive Director:

- Maintains a positive professional reputation in the local community;
- Is a good ambassador;
- Serves as a knowledgeable spokesperson for DRCOG;
- Represents the organization’s mission and vision;
- Is well regarded as having thorough knowledge and understanding by his or her professional peers in the organization’s area of focus.

Cultivates effective relationships with:

- Community and business leaders
- Key partners
- Constituents/Stakeholders
- Public officials
- Relevant professional organizations

*** 19. The Executive Director serves the role well as DRCOG ambassador and projects a favorable public image for the organization.**

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

VI. Personal Attributes – Are traits or characteristics of an individual that make up who they are and contribute to a person’s success.

To assess the Executive Director in the area of Personal Attributes, consider the following criteria.

The Executive Director demonstrates:

- **Self management, self-awareness, self-confidence** - Knowing one's strengths and limits and managing relationships to productive outcomes; Sureness about one's self-worth and capabilities;
- **Empathy and service orientation** - Sensing others feelings and perspective, and taking an active interest in their concerns; Anticipating, recognizing, and meeting customers needs;
- **Influence** - Demonstrates effective tactics for persuasion;
- **Transparency** - Openness; Provides full information required for collaboration, cooperation, and collective decision making;
- **Adaptability** - Flexibility in handling change; Smoothly handles multiple demands, shifting priorities;
- **Achievement drive/initiative** - Works to improve or meet a standard of excellence; Readiness to act on opportunities.

* 20. The Executive Director demonstrates personal attributes that contribute to success in the role.

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

21. What are the major strengths of the Executive Director in this area? Please provide specific examples to explain your comments.

22. How can the Executive Director improve in this area? Please provide specific examples to explain your comments.

VII. Open-Ended Questions - this section contains 4 questions for general responses. Please cite specific examples where possible to explain your comments.

23. What have been the most significant achievements of the Executive Director over the last year?

24. What external factors have influenced the Executive Director's performance?

25. What are areas in which the Board could provide better support to the Executive Director?

26. Additional comments:

Thank you for taking time to provide feedback for DRCOG's Executive Director.

Please click 'Submit Responses' below to ensure your feedback is recorded.

DRCOG Board Chair



DRCOG Executive Director Annual Performance Evaluation 2016-2017 - Executive Director Self-Assessment

This is the **DRCOG Executive Director Annual Evaluation - Executive Director Self-Assessment** and is identical to the version Board Directors complete. Your objective responses will provide the most value to Board Directors in evaluating your performance.

Please use comment sections to site examples of your specific performance in the role as DRCOG's Executive Director. In the interest of brevity for Board Directors, a few examples that relate to you directly should be sufficient. There is also one open ended question at the end of the assessment that asks for your most significant achievements for the year as a way for you to summarize your accomplishments.

Participating Board Directors will review your self-evaluation, peer/associate feedback, and direct report feedback prior to completing their own.

Overview of the Evaluation

There are a total of **eight required questions** in the evaluation which are scored on a five-point scale. The left side, middle and right side of the scale is labeled as; Exceeds Expectations, Meets Expectations, Needs Improvement respectively.

Please review this information before completing the single question for each section. Items with an (*)asterisk require a response to submit your input. The last section of the assessment contains open-ended questions and a general Comment box.

Please be sure to click *Submit Responses* at the end of the survey. The site will remain open until midnight XXXXXXXXXXXX. You may re-enter the site to finish or revise answers at anytime prior to the assessment closing on **XXXXXX**.

Thank you for your participation!

DRCOG Board Chair

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Begin DRCOG Executive Director Performance Evaluation 2016-2017

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- Understands the organization changes that are needed in order to accomplish the organization's mission and realize its vision;
- Successfully implements Board goals and policies throughout the organization;
- Has made progress in furthering organizational goals established by the board during his or her last performance period.

*** 1. As DRCOG's Executive Director, I demonstrate proficiency in the Strategic Leadership of DRCOG.**

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2. What are your major strengths in this area? Please provide specific examples to explain your comments.

3. How can you improve in this area? Please provide specific examples to explain your comments.

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Ensures that there are appropriate systems in place to facilitate the day-to-day operations of the organization in the areas of:

- Development and delivery of programs
- Policy development
- Administration and operations
- Resource development

*** 4. As DRCOG's Executive Director, I demonstrate proficiency in the Operational Leadership of DRCOG.**

Exceeds Expectations	Meets Expectations	Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

5. What are your major strengths in this area? Please provide specific examples to explain your comments.

6. How can you improve in this area? Please provide specific examples to explain your comments.

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- Recommends new programs and the modification or discontinuance of current programs, as appropriate, to the board

*** 7. As DRCOG's Executive Director, I demonstrate proficiency in the Programmatic Leadership of DRCOG.**

Exceeds Expectations	Meets Expectations	Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

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- Works effectively with the Board as a holistic governing body;
- Takes direction from full Board vs. individual members;
- Creates a climate that welcomes the input and participation of all Board directors.

*** 10. As DRCOG's Executive Director, I have a positive and productive partnership with the Board.**

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

11. What are your major strengths in this area? Please provide specific examples to explain your comments.

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- The Board is aware of actual or anticipated non-compliance with Board goals or Executive Policies;
- The Board is provided decision information it requests, information on relevant trends, or other points of view, issues and options for well-informed Board decisions;
- The Board is aware of incidental information it requires, including anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes. Notification of planned non-personnel-related internal changes is provided in advance when feasible;
- In consultation with legal counsel, that the Finance and Budget Committee is appropriately apprised of pending or threatened litigation;
- The Board is informed when the Board is not in compliance with its own policies, particularly in the case of the Board behavior that is detrimental to the work relationship between the Board and the Executive Director. Information provided to the Board is not overly complex or lengthy.

*** 13. As DRCOG's Executive Director, I provide complete, understandable and timely information to support the Board in their analysis and decision-making.**

Exceeds Expectations	Meets Expectations	Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

14. What are your major strengths in this area? Please provide specific examples to explain your comments.

15. How can you improve in this area? Please provide specific examples to explain your comments.

V. The Board/Staff Relationship - Because many organizational issues require a partnership of Board and staff, it is important that the Board, the Executive Director, and staff members assigned to assist the Board in carrying out its work have a good and strong working relationship.

To assess the Board/Staff working relationship, consider the following criteria.

- Has established appropriate systems for dialogue and communication between the Board and staff to ensure that the Board maintains a good knowledge of the organization;
- Senior staff have built effective working relationships with the officers of the Board and committee chairs who are responsible for specific aspects of organizational governance;
- Staff have a collegial working relationship with Board members. - DELETE?
- Board has appropriate access to staff with technical expertise when needed - ADD?
- Staff is responsive to Board requests for information and feedback from official meetings. - ADD?

* 16. The DRCOG Board and Staff have a positive and productive working relationship.

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

17. What are the major strengths of the Board/Staff working relationship? Please provide specific examples to explain your comments.

18. How can of the Board/Staff working relationship be improved? Please provide specific examples to explain your comments.

External Liaison and Public Image - The Executive Director and Board directors are key players in establishing and maintaining positive relationships with the many groups that support the work of DRCOG.

The Executive Director:

- Maintains a positive professional reputation in the local community;
- Is a good ambassador;
- Serves as a knowledgeable spokesperson for DRCOG;
- Represents the organization's mission and vision;
- Is well regarded as having thorough knowledge and understanding by his or her professional peers in the organization's area of focus.

Cultivates effective relationships with:

- Community and business leaders
- Key partners
- Constituents/Stakeholders
- Public officials
- Relevant professional organizations

*** 19. As DRCOG's Executive Director, I serve well as DRCOG ambassador and project a favorable public image for the organization.**

Exceeds Expectations		Meets Expectations		Needs Improvement		Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

20. What are your major strengths in this area? Please provide specific examples to explain your comments.

21. How can you improve in this area? Please provide specific examples to explain your comments.

VI. Personal Attributes – Are traits or characteristics of an individual that make up who they are and contribute to a person’s success.

To assess the Executive Director in the area of Personal Attributes, consider the following criteria.

The Executive Director demonstrates:

- **Self management, self-awareness, self-confidence** - Knowing one's strengths and limits and managing relationships to productive outcomes; Sureness about one's self-worth and capabilities;
- **Empathy and service orientation** - Sensing others feelings and perspective, and taking an active interest in their concerns; Anticipating, recognizing, and meeting customers needs;
- **Influence** - Demonstrates effective tactics for persuasion;
- **Transparency** - Openness; Provides full information required for collaboration, cooperation, and collective decision making;
- **Adaptability** - Flexibility in handling change; Smoothly handles multiple demands, shifting priorities;
- **Achievement drive/initiative** - Works to improve or meet a standard of excellence; Readiness to act on opportunities.

* 22. The Executive Director demonstrates personal attributes that contribute to success in the role.

Exceeds Expectations		Meets Expectations		Needs Improvement	Not applicable/Don't Know
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

23. What are your major strengths in this area? Please provide specific examples to explain your comments.

24. How can you improve in this area? Please provide specific examples to explain your comments.

VII. Open-Ended Questions - this section contains 4 questions for general responses. Please cite specific examples where possible to explain your comments.

25. What have been your most significant achievements over the last year?

26. What external factors have influenced your performance?

27. What are areas in which the Board could provide better support to you?

28. Additional comments:

Thank you for taking time to complete DRCOG's Executive Director Annual Evaluation Self-Assessment.

Please click 'Submit Responses' below to ensure your feedback is recorded.

DRCOG Board Chair

DRCOG Executive Director 2013-2014 Evaluation - Direct Reports

Please complete the section below using the answer options to indicate the extent to which you believe the statement is true or false. The Executive Director...

	Exceeds Expectations	Meets Expectations	Needs Improvement	N/A	# Responses
Supports the agency mission and represents DRCOG in a positive and effective manner with colleagues, members of the public and customers/clients.					
Effectively communicates (both verbally and in writing) to ensure that direct reports, coworkers and other stakeholders are informed regarding agency issues, liabilities and programs.					
Listens and gives consideration and feedback to the ideas of others.					
Resolves disputes constructively.					
Works as part of a team, helping build consensus, sharing information and contributing to the overall success of the agency.					
Maintains a climate that attracts, retains, and motivates a highly qualified, diverse staff.					
Instills a strong service orientation culture.					
Takes prompt and effective action to address issues and reduce liabilities.					
Responds appropriately to critical incidents, emergencies, unexpected situations and anomalies.					
Is an effective coach, in giving praise and taking corrective action.					
Is open to suggestions, guidance, and change.					
Accepts responsibility for own actions and those of staff.					
Conveys a comprehensive sense of "the big picture" and how my division's work contributes to the success of that picture.					
Makes consistent and clear decisions (so I know what to expect).					
Is knowledgeable regarding the operations of a productive office environment.					
Builds morale among staff and volunteers.					

Comments

ATTACH C

To: Chair and Members of the Performance & Engagement Committee

From: Douglas W. Rex, Director, Transportation Planning & Operations
303-480-6747 or drex@drcog.org

Meeting Date	Agenda Category	Agenda Item #
December 7, 2016	Action	4

SUBJECT

This item is related to the creation of rules of conduct for board members.

PROPOSED ACTION/RECOMMENDATIONS

Recommend approval of the DRCOG Board of Directors Rules of Conduct policy.

ACTION BY OTHERS

N/A

SUMMARY

Following the October Board in-service training on Organizational Safety and Liability, the Performance and Engagement Committee was tasked to create a rules of conduct policy that formally establishes expectations of board members, its committees and the organization as a whole.

Attachment 1 reflects a draft Rules of Conduct for your consideration based on feedback from members at the November Performance and Engagement Committee meeting. Attachment 2 includes the applicable proposed changes to the DRCOG Articles of Association.

PREVIOUS DISCUSSIONS/ACTIONS

November 2, 2016 P&E Committee meeting

PROPOSED MOTION

Move to recommend to the Board of Directors the Board of Directors Rules of Conduct and associated revisions to the DRCOG Articles of Association.

ATTACHMENT

1. Draft Rules of Conduct
2. Draft revisions to the DRCOG Articles of Association

ADDITIONAL INFORMATION

If you need additional information, please contact Douglas W. Rex, Director, Transportation Planning & Operations at 303-480-6747 or drex@drcog.org.

DENVER REGIONAL COUNCIL OF GOVERNMENTS

BOARD OF DIRECTORS RULES OF CONDUCT

These Rules of Conduct (“Rules”) are designed to establish reasonable expectations for member representative conduct and describe the manner in which members representatives should treat one another, DRCOG staff, constituents, and others they come into contact with while representing DRCOG. *For ease of reference the term “member” is used in these Rules to refer to any member representative or designated alternate.*

RULES OF CONDUCT

Members’ Ethical Conduct

Members are expected to comply with applicable laws governing ethical conduct, including those requiring avoidance of conflicts of interest, prohibiting receipt of unauthorized gifts, and prohibiting unauthorized use or disclosure of confidential information belonging to DRCOG. Members shall not engage in any activities constituting malfeasance in appointed office.

Members’ Conduct with Each Other in Public Meetings

Members are individuals with a wide variety of values, opinions, and goals. Despite this diversity, all have been appointed as DRCOG member representatives to serve their respective jurisdictions’ interests in furthering mutual, regional cooperation. In all cases, this common goal should be acknowledged even though individuals may not agree on every issue.

(a) Honor the role of the chair in maintaining order

It is the role of the chairs of the DRCOG Board and committees to keep the comments of members on track during meetings. Members should honor efforts by the chair to focus discussion on current agenda items. If there is disagreement about the agenda or the chair’s actions, those objections should be voiced politely and with reason, following procedures outlined in parliamentary procedure.

(b) Practice civility and decorum in discussions and debate

Difficult questions, rigorous challenges to a particular point of view, and criticism of ideas and information are legitimate elements of debate. However, free debate does not require or justify, and members are expected to avoid making, any intentionally intimidating, slanderous, threatening, abusive, or disparaging comments or attacks.

(c) Avoid personal comments that could offend other members

If a member is personally offended by the remarks of another member, the offended member should make notes of the actual words used and call for a "point of personal privilege" that challenges the other member to justify or apologize for the language used. The chair controls the discussion.

Members’ Conduct with the Public in Public Meetings

Making the public feel welcome is an important part of the public meeting process. No signs of partiality, prejudice or disrespect should be evident on the part of individual members toward an individual participating in a public forum. Every effort should be made to be fair and impartial in listening to public testimony.

(a) Be welcoming to speakers

While questions of clarification may be asked, the member's primary role during public comments is to listen.

(b) Respect for speaker's testimony

Members should be conscious of their activity while others are speaking and avoid facial expressions, comments or other actions that could be interpreted as smirking, disbelief, anger or boredom.

(c) Ask for clarification, but avoid debate and argument with the public

Only the chair – not individual members – can interrupt a speaker during a presentation. However, a member can ask the chair for a point of order if the speaker is off the topic or exhibiting behavior or language the member finds disturbing.

Members' Conduct with DRCOG Staff

Governance of DRCOG relies on the cooperative efforts of members, who set policy, and DRCOG staff, who advise the Board and DRCOG committees and implement and administer DRCOG's policies. Therefore, every effort should be made to be cooperative and show mutual respect for the contributions made by each individual.

(a) Treat all staff as professionals

Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. Unprofessional behavior towards staff is not acceptable.

(b) Never publicly criticize an individual staff member

Members should never express concerns about the performance of an individual DRCOG staff member in public, to the staff member directly, or to the staff member's manager. Comments about staff performance should only be made to the Executive Director through private correspondence or conversation. If the concern regards the Executive Director, it should be expressed within and through the established Executive Director Performance evaluation meetings and procedures.

(c) Avoid individual involvement in administrative functions

Members acting in their individual capacity must not attempt to influence DRCOG staff on the making of appointments, awarding of contracts, hiring of employees, selecting of consultants, processing of applications, or granting of DRCOG approvals or authorizations.

(d) Do not solicit political support from staff

Members should not solicit any type of political support from DRCOG staff. DRCOG staff may, as private citizens with constitutional rights, support political candidates but all such activities must be done away from the workplace.

Non-Discrimination and Workplace Safety

DRCOG is committed to providing a workplace free from discrimination, harassment and retaliation. It is also DRCOG's policy and practice to assure equal employment opportunity in all personnel transactions, without regard to age (40 and over), race, sex, color, religion, veteran status, national origin, disability, genetic information, sexual orientation or any other status protected by applicable federal, state or local law, and to promote a safe working environment free from workplace violence. All DRCOG officials and staff, including members, are responsible for and expected to conduct themselves in accordance with DRCOG's policies prohibiting discrimination, harassment, retaliation and workplace violence. Members shall not engage in harassing, hostile or threatening behavior that violates such policies. Member violations of these policies are subject to compliance actions under these Rules.

COMPLIANCE

(a) Behavior and Conduct

These Rules express standards of appropriate conduct expected for members, and members themselves have the primary responsibility to assure that expectations for appropriate conduct are understood and met. The chairs of the Board and committees have the additional role of intervening when actions of members that appear to be in violation of the Rules are brought to their attention.

Members who intentionally and repeatedly disregard the Rules, or who commit a serious infraction of the Rules, may be reprimanded, censured, have the matter reported to the designating governing body or elected official that designated the member to the DRCOG Board, with or without a request that the member be replaced, or subject to other sanctions.

Individual members should point out to the offending member perceived infractions of the Rules. If the offenses continue or if an offense constitutes a serious infraction, then the matter should be referred to the chair of the Performance & Engagement Committee in private, except that if such chair is the individual whose actions are being questioned, then the matter should be referred to the vice chair of the Performance & Engagement Committee.

(b) Performance & Engagement Committee and Board Review

It is the responsibility of the chair of the Performance & Engagement Committee (or vice chair) to initiate the process for review and action on the complaint of violation. In accordance with the Articles of Association of the Denver Regional Council of Governments, the chair (or vice chair) shall appoint a panel of ____ members from the membership of the Committee to review the complaint. Upon completion of its review, the panel shall provide a recommendation to the full Committee for its review

and action, which action may include, without limitation, issuing a letter of reprimand, reporting the matter to the designating governing body or elected official (with or without a request that the member be replaced), adopting a finding of no violation, or referring the matter to the full Board. All actions taken will require a majority vote of the entire membership of the Committee.

If the Performance & Engagement Committee refers a matter to the full Board, the Board may take such action as it deems appropriate, except that the Board's authority with respect to replacement of an offending member shall be limited to requesting that the designating governing body or elected official replace such member. The vote of a majority of the member representatives present and voting shall decide any Board action respecting matters arising under these Rules, and such action shall be preceded by a report to the Board with supporting documentation.

(c) Investigation & Other Reporting

When deemed warranted, the Board Chair, chair (or vice chair) of the Performance & Engagement Committee may call for an investigation of member conduct, and may obtain the assistance of the DRCOG Executive Director or the DRCOG attorney, or with the consent of the Board Chair or DRCOG Executive Director, the assistance of third parties, to investigate the allegation and report the findings.

The compliance provisions herein are not a substitute for any remedies for violations of state or federal law, and nothing herein prohibits the reporting of violations of state or federal law to the appropriate governmental authorities.

IMPLEMENTATION

The Rules are intended to be self-enforcing and an expression of the standards of conduct for members expected by DRCOG. It therefore becomes most effective when members are thoroughly familiar with these Rules and embrace their provisions.

For this reason, the Rules are distributed to members at orientation and other training opportunities, and are included in the regular member resource materials. Members are requested to provide an acknowledgement (sample below) of receipt of the Rules; however, an acknowledgment is not required and members, by accepting appointment as a member, are expected to adhere to the Rules. In addition, the Rules shall be periodically reviewed and updated by DRCOG Board, after review by the Performance & Engagement Committee.

Sample Acknowledgment:

I affirm that I have received and read the Board of Directors Rules of Conduct for the Denver Regional Council of Governments.

Signature

Date

1 ARTICLES OF ASSOCIATION

2 OF

3 THE DENVER REGIONAL COUNCIL OF GOVERNMENTS

4 As Amended September 21, 2016

5
6
7
8
9 ARTICLE I. Organization.

10
11 These Articles of Association, hereinafter referred to as the “Articles,” shall constitute the
12 bylaws of the Denver Regional Council of Governments and shall regulate and govern the
13 affairs of the nonprofit corporation organized pursuant to the Colorado revised Nonprofit
14 Corporation Act, Articles 121-137 of Title 7, C.R.S., as amended, as a regional planning
15 commission pursuant to Section 30-28-105, C.R.S., as amended, and an association of
16 political subdivisions subject to Section 29-1-401 et seq., C.R.S., as amended, with the
17 authority granted pursuant to intergovernmental contracting statutes at Section 29-1-201 et
18 seq., C.R.S., as amended, known as the Denver Regional Council of Governments,
19 hereinafter referred to as the “Council.”

20
21 ARTICLE II. Purpose of the Council.

22
23 The Council shall promote regional cooperation and coordination among local governments
24 and between levels of governments, and shall perform regional activities, services and
25 functions for the Region as authorized by statute. The Council shall serve as a forum where
26 local officials work together to address the Region’s challenges. The Council shall serve as
27 an advisory coordinating agency for investigations and studies for improvement of
28 government and services in the Region, shall disseminate information regarding
29 comprehensive plans and proposals for the improvement of the Region, and shall promote
30 general public support for such plans and programs as the Council may endorse.

31
32 ARTICLE III. Definitions.

- 33
34 A. “Chair” means the incumbent holding the position of president of the Council.
35 “Vice Chair” means the incumbent holding the position as vice president of the
36 Council.
- 37
38 B. “Council” means the nonprofit corporation of the Denver Regional Council of
39 Governments, with the duties and responsibilities specified by statute, which
40 are to be carried out by the Board of Directors in accordance with the statutory
41 authority.
- 42
43 C. “Board of Directors” hereinafter referred to as “Board,” means the body of
44 designated individual member representatives of municipalities, counties and
45 city and counties maintaining membership in the Council.
- 46
47 D. “Member” means a participating county, municipality, or city and county that
48 meets the requirements for membership in the Council as specified in Article VI.
49

- 1 E. "Member Representative" means the local elected official, or local elected
2 official alternate, designated in writing by the chief elected official or the
3 governing body of a member county, municipality, or city and county to
4 represent that member on the Board as a voting representative.
5
- 6 F. "Plan" means a regional plan or a comprehensive master plan for the Region as
7 defined by statute, which Plan is currently denoted as Metro Vision.
8
- 9 G. "Region" means the geographic area composed of the City & County of Denver,
10 City & County of Broomfield, and the counties of Adams, Arapahoe, Boulder,
11 Clear Creek, Douglas, Gilpin and Jefferson, and portions of Weld County, and
12 other counties as may be necessary in the State of Colorado.
13

14 ARTICLE IV. Declaration of Policy.

- 15
- 16 A. The Board finds and declares that the need for a Council of Governments is
17 based on the recognition that, wherever people live in a metropolitan area, they
18 form a single community and are bound together physically, economically and
19 socially. It is the policy of this Council of Governments, through its members,
20 staff, and programs, to provide local public officials with the means of reacting
21 more effectively to the local and regional challenges of this regional community.
22
- 23 B. The Board finds and declares that the need for a Council of Governments is
24 based on the recognition that:
25
 - 26 1. Plans and decisions made by each local government with respect to land
27 use, circulation patterns, capital improvements, and so forth, affect the
28 welfare of neighboring jurisdictions and therefore should be coordinated
29 on a voluntary basis; and
30
 - 31 2. It is imperative for the regional planning process to be directly related to
32 the elected local government decision and policymakers, the locally
33 elected public officials.
34
- 35 C. The Board further finds and declares that the people within the Region have a
36 fundamental interest in the orderly development of the Region.
37
- 38 D. The Board further finds and declares:
39
 - 40 1. That the members have a positive interest in the preparation and
41 maintenance of a Plan for the benefit of the Region and to serve as a
42 guide to the political subdivisions and other entities within the Region;
43
 - 44 2. That the continuing growth of the Region presents challenges that are
45 not confined to the boundaries of any single governmental jurisdiction;
46
 - 47 3. That the Region, by reason of its numerous governmental jurisdictions,
48 presents special challenges of development that can be dealt with best
49 by a regional council of governments that acts as an association of its

1 members and as a regional planning commission created under Section
2 30-28-105, C.R.S., as amended;

3
4 4. That the Region is well adapted to unified and coordinated consideration,
5 and;

6
7 5. That in order to assure, insofar as possible, the orderly and harmonious
8 development of the Region, and to provide for the needs of future
9 generations, it is necessary for the people of the Region to perform
10 regional activities and functions as defined by statute, and for the Council
11 to serve as an advisory coordinating agency to harmonize the activities
12 of federal, state, county and municipal agencies and special purpose
13 governments/districts concerned with the Region, and to render
14 assistance and service and create public interest and participation for the
15 benefit of the Region.
16

17 **ARTICLE V. Functions.**

18
19 A. The Council shall promote regional coordination and cooperation through
20 activities designed to:

21
22 1. Strengthen local governments and their individual capacities to deal with
23 local challenges;

24
25 2. Serve as a forum to identify, study, and resolve areawide challenges;

26
27 3. Develop and formalize regional policies involving areawide challenges;

28
29 4. Promote intergovernmental cooperation through such activities as
30 reciprocal furnishing of services, mutual aid, and parallel action as a
31 means to resolve local as well as regional challenges;

32
33 5. Provide the organizational framework to foster effective communication
34 and coordination among governmental bodies in the provision of
35 functions, services, and facilities serving the Region's local governments
36 or their residents;

37
38 6. Serve as a vehicle for the collection and exchange of information of
39 areawide interest;

40
41 7. Develop regional or master plans for the Region;

42
43 8. Serve as spokesperson for local governments on matters of regional and
44 mutual concern;

45
46 9. Encourage action and implementation of regional plans and policies by
47 local, state and federal agencies;
48

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- 10. Provide, if requested, mediation in resolving conflicts between members and between members and other parties; and
- 11. Provide technical and general assistance to members within its staff and financial capabilities. These services are inclusive of, but not limited to, assistance designed to:
 - a. Identify issues and needs that are regional and beyond the realistic scope of any one local government;
 - b. Compile and prepare, through staff and from members, necessary information concerning the issues and needs for Board discussion and decision;
 - c. Debate and concur in a cooperative and coordinated regional action to meet the need or issue;
 - d. Implement the details of the cooperative action among affected member governments, using such devices as intergovernmental contracts and agreements, parallel ordinances or codes, joint performance of services, transfers or consolidations of functions, or special operating agencies;
 - e. And, in general –
 - (1) arrange contracts among members on an intergovernmental basis;
 - (2) publish reports and current information of regional interest;
 - (3) provide advice and assistance on physical land use planning and other programs;
 - (4) sponsor regional training programs;
 - (5) sponsor, support, or oppose legislation on behalf of the Region and its members.

- B. The Council shall maintain a regional planning program and process. In conducting such activities and functions, the Council shall:
 - 1. Formulate goals and establish policies to guide regional planning;
 - 2. Be responsible for developing, approving, and implementing a regional Plan through member governments;
 - 3. Be the approving and contracting agent for all federal and state regional planning grants, as required;

- 1 4. Prepare and adopt a Plan and recommend policy for the development of
2 the Region and the provision of services in the region. The Plan shall be
3 based on careful and comprehensive surveys and studies of existing
4 conditions and probable future growth and service needs of the Region.
5 The Plan shall be made with the general purpose of guiding coordinated
6 and harmonious development that, considering present and future needs
7 and resources, will best promote the health, safety, and general welfare
8 of the inhabitants of the Region.
9
- 10 5. Perform all planning functions incident to the exercise of the powers and
11 duties set forth in Article XII; all plans adopted by the Board in
12 connection therewith shall constitute portions of the Plan.
- 13
14 6. Exercise such other planning powers and functions as are authorized by
15 statutes and the members.
16

17 ARTICLE VI. Membership.

- 18
19 A. Members. Each municipality, county, and city and county in the Region shall be
20 eligible to be a member of the Denver Regional Council of Governments.
21 Membership shall be contingent upon the adoption of these Articles of
22 Association by the governing body of any such municipality, county, or city and
23 county, and upon the payment of an annual assessment as agreed upon by the
24 Board.
25
- 26 B. Member Assessment. Each member's annual assessment is determined by the
27 Board when adopting the annual budget.
28
29 1. Assessments will be billed as follows, and are due within ninety days of
30 billing date:
31
32 a. Minimum assessment – billed annually.
33
34 b. 10% or more of the Council's total assessment – billed quarterly.
35
36 c. All others – billed semi-annually.
37
38 2. Failure by any member to remit payment of an assessment within ninety
39 days following billing date shall be grounds for termination of
40 membership and such member shall be denied voting privileges and any
41 other rights and privileges granted to members.
42
43 a. Not less than fifteen days prior to the termination of membership,
44 written notice shall be sent by registered mail informing the
45 member of the pending termination and loss of privileges and
46 requesting payment by a date certain to avoid termination.
47
48 b. A member whose membership has been terminated pursuant to
49 Section 2 shall be reinstated at any time during the calendar year

1 in which their membership was terminated, by payment of all
2 assessments then currently due and owing.

- 3
4 C. Member Representatives. Except as provided herein, only a local elected
5 official of a member may be designated a member representative, and each
6 member representative may have a designated elected alternate, as follows:
7
- 8 1. One county commissioner and an alternate commissioner from each
9 county, designated by the board of county commissioners.
 - 10
11 2. The mayor or one member of the governing body, and a similarly elected
12 alternate, of each municipality and of the City and County of Broomfield,
13 designated by said mayor or governing body, and
14
 - 15 3. Two representatives of Denver:
16
17 a. The mayor or, as the mayor's designee, any officer, elected or
18 appointed, of the City & County of Denver and an alternate
19 similarly designated, and
20
21 b. One city council member of the City and County of Denver and an
22 alternate council member designated by said council or its
23 president.
24
- 25 D. Term of Office. Member representatives shall serve until replaced, but shall
26 hold such office and have Board privileges only during their terms as local
27 elected officials, or an appointed official, if applicable, in the case of the
28 alternate for the mayor of the City and County of Denver.
29
- 30 E. Non-voting Membership. The State of Colorado shall have three (3) non-voting
31 members on the Board, appointed by the Governor, one of which shall be a
32 representative of the Colorado Department of Transportation (either the
33 Executive Director or a member of senior management). The Regional
34 Transportation District shall have one non-voting member on the Board, to be
35 appointed by the General Manager of the organization. The General Manager
36 may appoint themselves to the Board, or they may designate a member of their
37 senior staff.
38
- 39 F. Vacancies. Any vacancy shall be filled in the same manner as is provided for
40 the original designation.
41
- 42 G. Receipt of Documents. Each member representative shall receive notice and
43 minutes of meetings, a copy of each report and any other information or
44 material issued by the Council.
45
- 46 H. Other Membership Categories. The Council may establish other categories of
47 membership appropriate to carrying out the provisions of this Article.
48

1 I. Conduct. By accepting appointment, each member representative is subject to
2 such rules of conduct as the Board may adopt from time to time. For any
3 violation of the rules of conduct, the Board may take such action as it deems
4 appropriate, including without limitation, issuing a letter of reprimand, reporting
5 the matter to the designating governing body or elected official (with or without
6 a request that the member representative be replaced), adopting a motion of
7 censure or adopting a finding of no violation.
8

9 **ARTICLE VII. Board Officers.**

10
11 A. Number and Title of Board Officers. The officers shall be Chair, Vice Chair,
12 Secretary, Treasurer, and Immediate Past Chair, all of whom shall be member
13 representatives, and the Executive Director.
14

15 B. Duties of Board Officers.

- 16
17 1. Chair. The Chair shall preside at all meetings of the Board and shall be
18 the chief officer of the Council in all matters acting as president. The
19 Chair shall serve as presiding officer of the Board of Directors meetings
20 and shall serve as a member of either the Finance & Budget Committee
21 or the Performance & Engagement Committee.
22
23 2. Vice Chair. The Vice Chair shall exercise the functions of the Chair in the
24 Chair's absence or incapacity acting in the capacity as vice president.
25 The Vice Chair shall serve as the presiding officer of all Board work
26 sessions and shall serve as a member of either the Finance & Budget
27 Committee or the Performance & Engagement Committee. If there is no
28 Immediate Past Chair, the Vice Chair shall serve on the Nominating
29 Committee.
30
31 3. Secretary. The Secretary shall exercise the functions of the Vice Chair in
32 the absence or incapacity of the Vice Chair and shall perform such other
33 duties as may be consistent with this office or as may be required by the
34 Chair. The Secretary shall serve as the chair of the Performance &
35 Engagement Committee.
36
37 4. Treasurer. The Treasurer shall exercise the functions of the Secretary in
38 the absence or incapacity of the Secretary and shall perform such other
39 duties as may be consistent with this office or as may be required by the
40 Chair. The Treasurer shall serve as the chair of the Finance & Budget
41 Committee.
42
43 5. Immediate Past Chair. The Immediate Past Chair, who shall be the most
44 recent past chair serving on the Board, shall exercise the duties of the
45 Chair in the absence or incapacity of the Chair, Vice Chair, Secretary,
46 and Treasurer. The Immediate Past Chair shall serve on the Nominating
47 Committee.
48

1 6. Executive Director. The Executive Director shall exercise the functions of
2 the Chief Administrative Officer of the Council and shall be empowered
3 to execute official instruments of the Council as authorized by the
4 Finance & Budget Committee or Board.
5

6 C. Election of Board Officers.
7

8 1. Officer and Terms. The Vice Chair, Secretary, and Treasurer shall be
9 elected by the Board at the February meeting of each year. Except as
10 provided in Article VII D.4, the incumbent holding the position of Vice
11 Chair shall automatically assume the position of Chair. However, if the
12 Vice Chair is unable to assume the position of Chair, the Board shall
13 elect a Chair at the applicable February meeting. A notice of election of
14 officers shall appear on the agenda. Each officer shall serve a one-year
15 term, or until the next election of officers and his/her successor is
16 elected, so long as the jurisdiction he/she represents is a member of the
17 Council, and he/she remains that member's official member
18 representative on the Board.
19

20 2. Nominating Committee for Board Officers.
21

- 22 a. At the January meeting of each year, the Nominating Committee
23 shall present to the Board nominations for Board officers to be
24 elected at the February meeting.
25 b. Board officer nominations may be made from the floor, provided
26 that the consent of each nominee is obtained in advance.
27
28

29 D. Board Officer Vacancies. If the Chair, Vice Chair, Secretary or Treasurer
30 resigns or ceases to be a member representative, a vacancy shall exist and
31 shall be filled for the remainder of the term by:
32

- 33 1. Appointment by a majority of the remaining Board officers of a member
34 representative to fill the vacancy; or
35 2. Referral of the vacancy to the Nominating Committee to present to the
36 Board at least one nominee to fill the vacancy if called for by a majority of
37 the remaining Board officers. No later than the meeting held on the
38 month following the month in which the Nominating Committee was
39 referred the vacancy, the Nominating Committee shall present to the
40 Board at least one nominee for an officer to be elected by the Board at
41 that meeting to fill such vacancy.
42 3. Nominations may be made from the floor, provided that the consent of
43 each nominee is obtained in advance.
44 4. In the event the remaining Board officers appoint the incumbent Vice
45 Chair to fill a vacancy in the position of Chair pursuant to D.1 of this
46 Article VII, the Vice Chair so appointed shall serve the remainder of the
47 term.
48 49

1 term for such vacancy and shall thereafter automatically retain the
2 position of Chair for an additional one-year term, subject to other
3 requirements for holding such position.
4

- 5 E. Executive Committee. The incumbent Board officers shall constitute the
6 Executive Committee of the Council. The Executive Committee shall be the
7 primary executive leadership of the Council, providing leadership to the Board
8 and guidance to the Executive Director. The Executive Committee has no policy
9 making authority. The Executive Committee helps set Board meeting agendas;
10 provides guidance on resolution of conflicts; provides process guidance, and
11 receives updates from and assures the progress of committees of the Council.
12

13 ARTICLE VIII. Finance & Budget Committee.

- 14
15 A. Membership on the Finance & Budget Committee. The administrative
16 business of the Council concerning finances, contracts and related
17 matters shall be managed by a Finance & Budget Committee. The
18 Committee membership shall not exceed more than one-quarter of the
19 total membership of the Board. Members of the Finance & Budget
20 Committee shall be appointed by the Board upon recommendation of the
21 Nominating Committee.
22

- 23 B. Finance & Budget Committee Officers. The incumbent Treasurer of the
24 Council shall serve as chair of the Finance & Budget Committee. The
25 vice chair of the Committee shall be elected by the Committee at its first
26 meeting following election of Board officers and to serve until the next
27 election of officers.
28

- 29 C. Powers and Duties. The following powers and duties are vested in the
30 Finance & Budget Committee:
31

- 32 1. To review contracts, grants and expenditures and authorize the
33 expenditure of funds and the entering into contracts, within the
34 parameters of the Council budget.
35
- 36 2. To execute official instruments of the Council.
37
- 38 3. To review and recommend to the Board the budget as provided in
39 Article XV.
40
- 41 4. To review the Council's audited financial statements with the
42 Council's auditor, and to undertake, oversee and/or review other
43 organization audits.
44
- 45 5. To receive and review other financial reports and provide regular
46 updates to the Board.
47
- 48 6. To compensate member representatives for expenses incurred in
49 attending to the proper business of the Council.

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2 7. To exercise such other powers, duties, and functions as may be
3 authorized by the Board.
4

5 D. Meetings of the Finance & Budget Committee. The Finance & Budget
6 Committee shall meet every month and may hold special meetings at the
7 call of its chair or by request of at least three member representatives on
8 the Finance & Budget Committee. The Committee chair, in consultation
9 with the Executive Director, may cancel a meeting if there are no action
10 items for the Committee's consideration. Members of the Finance &
11 Budget Committee may attend meetings of the Committee by telephone
12 in accordance with written policies adopted by the Committee, which
13 policies shall define the circumstances under which attendance by
14 telephone shall be permitted.
15

16 E. Quorum. A quorum for the transaction of Finance & Budget Committee
17 business shall be one-third (1/3) of its members, plus one.
18

19 F. Voting. A majority of those present and voting shall decide any question
20 brought before the meeting. The Budget & Finance Committee chair
21 shall vote as a member of the Committee. A Committee member's
22 designated alternate on the Board may attend meetings of the
23 Committee and participate in deliberations, at the discretion of the chair,
24 but may only vote in the absence of the member.
25

26 ARTICLE IX. Performance & Engagement Committee.
27

28 A. Membership on the Performance & Engagement Committee. The
29 administrative business of the Council concerning the performance and
30 evaluation of the Executive Director, the oversight of onboarding of new
31 Board members and related matters shall be managed by a Performance
32 & Engagement Committee. The Committee membership shall not
33 exceed more than one-quarter of the total membership of the Board, plus
34 the Board Chair who shall be an ex officio, voting member of the
35 Committee. The Board Chair's attendance at meetings is at the Chair's
36 discretion. Members of the Performance & Engagement Committee shall
37 be appointed by the Board upon recommendation of the Nominating
38 Committee.
39

40 B. Performance & Engagement Committee Officers. The incumbent
41 Secretary of the Council shall serve as chair of the Performance &
42 Engagement Committee. The vice chair of the Committee shall be
43 elected by the Committee at its first meeting following election of Board
44 officers and to serve until the next election of officers.
45

46 C. Powers and Duties. The following powers and duties are vested in the
47 Performance & Engagement Committee:
48

49 1. To develop the process for recruitment of the Executive Director.

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2. To recommend appointment of the Executive Director to the Board.
3. To execute an employment contract with the Executive Director, within the parameters of the Council budget.
4. To develop the process for, and execute and document the annual performance evaluation for the Executive Director, including approval and execution of amendments to the Executive Director employment contract in connection therewith, within the parameters of the Council budget.
5. To hold quarterly meetings with the Executive Director to provide performance feedback to the Executive Director.
6. To recommend to the Board, as needed, policies and procedures for the effective administration of the Executive Director.
7. To provide oversight of onboarding programs for new Board appointees.
8. To implement and review Board structure and governance decisions.
9. To plan the annual Board workshop.
10. Review results of any Board Assessments and recommend improvements.
11. To receive and review reports related to the business of the Committee and provide regular updates to the Board.
12. To exercise such other powers, duties, and functions as may be authorized by the Board.
13. To review and act on complaints of violations of the rules of conduct for member representatives as adopted by the Board from time to time, in accordance with the following:
 - a. The chair of the Committee shall appoint a panel of _____ members from the membership of the Committee to review a complaint of a violation. Upon completion of its review, the panel shall provide a recommendation to the full Committee for its review and action, which action may include, without limitation, issuing a letter of reprimand, reporting the matter to the designating governing body or elected official (with or without a request that the member representative be replaced), adopting a finding of no

1 violation, or referring the matter to the full Board. All
2 actions taken will require a majority vote of the entire
3 membership of the Committee.

4
5 b. The Committee is further authorized to adopt rules and
6 procedures related to the matters set forth in this section.
7

- 8 D. Meetings of the Performance & Engagement Committee. The
9 Performance & Engagement Committee shall meet every month and
10 may hold special meetings at the call of its chair or by request of at least
11 three member representatives on the Performance & Engagement
12 Committee. The Committee chair, in consultation with the Executive
13 Director, may cancel a meeting if there are no action items for the
14 Committee's consideration. Members of the Performance & Engagement
15 Committee may attend meetings of the Committee by telephone in
16 accordance with written policies adopted by the Committee, which
17 policies shall define the circumstances under which attendance by
18 telephone shall be permitted.
19
- 20 E. Quorum. A quorum for the transaction of Performance & Engagement
21 Committee business shall be one-third (1/3) of its members, plus one,
22 not including the ex-officio Board chair.
23
- 24 F. Voting. A majority of those present and voting shall decide any question
25 brought before the meeting. The Performance & Engagement Committee
26 chair shall vote as a member of the Committee. A Committee member's
27 designated alternate on the Board may attend meetings of the
28 Committee and participate in deliberations, at the discretion of the chair,
29 but may only vote in the absence of the member.
30

31 ARTICLE X. Nominating Committee.
32

- 33 A. Membership on the Nominating Committee. The Nominating Committee
34 shall be appointed in November of each year and consist of member
35 representatives herein designated:
36
- 37 1. The Immediate Past Chair of the Board (or the Vice Chair if there
38 is no Immediate Past Chair);
 - 39 2. One Board member representing the City and County of Denver;
 - 40 3. One member selected by the Performance & Engagement
41 Committee, except that in the initial establishment of the
42 Nominating Committee, such member shall be selected by the
43 Board;
 - 44 4. One member selected by the Finance & Budget Committee,
45 except that in the initial establishment of the Nominating
46 Committee, such member shall be selected by the Board;
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- 5. One member selected by the Board; and
- 6. One member selected by the Board Chair.

B. Member Qualifications.

- 1. Members of the Nominating Committee shall have served not less than one year on the Board before being eligible to serve on the Nominating Committee.
- 2. No more than one Board officer and no more than one member from the City and County of Denver may serve on the Nominating Committee.
- 3. A designated alternate may not serve on the Nominating Committee.
- 4. In the appointment of the Nominating Committee, consideration shall be given to providing representation of a broad cross-section of the Board, taking into account community size, geographic location, the rate of growth, county and municipality, rural and suburban and other factors.
- 5. If a vacancy arises on the Nominating Committee, the person or entity that selected the departing member shall select a replacement.

C. Nominating Committee Officers. At its first meeting upon annual appointment of its members, the Nominating Committee shall elect its chair and vice chair.

D. Powers and Duties. The following powers and duties are vested in the Nominating Committee:

- 1. To make recommendations regarding nominations for Board officers and Board officer vacancies as provided in these Articles. A Nominating Committee member may not be a nominee for Board officer.
- 2. To recommend member representatives for appointment by the Board to the Finance & Budget Committee and the Performance & Engagement Committee. Such appointments shall be made in accordance with the following procedures and requirements:
 - a. The combined membership of the two Committees shall include the following:

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- (1) One member representative who is designated as the member representative to the Board of each elected board of county commissioners and each city council, provided each such county and city contains a population of 120,000 or more as estimated by the U.S. Census, the Council, or the State Demographer;
 - (2) The Mayor or, as the Mayor's designee, any elected or appointed officer of the City and County of Denver who is designated as the member representative to the Board;
 - (3) One Denver City Council member who is designated as the member representative to the Board;
 - (4) The Immediate Past Chair of the Board; and
 - (5) Other member representatives to the Board not included in (1), (2), (3) or (4) of this section, up to the maximum permitted membership.
- b. The Nominating Committee shall recommend to the Board candidates for appointment to the Finance & Budget Committee and candidates for appointment to the Performance & Engagement Committee. In addition to the recommendations of the Nominating Committee, nominations for membership to the Committees may be made from the floor, provided that the consent of each nominee is obtained in advance. No individual shall be a member of the two Committees at the same time, except the Board Chair, who may serve on both committees at the same time.
 - c. Consideration shall be given to member representatives' requests to be appointed to a particular Committee, and to providing representation of a broad cross-section of the Board, taking into account community size, geographic location, the rate of growth, county and municipality, rural and suburban and other factors.
 - d. The City and County of Denver shall have one representative on each Committee.
 - e. Committee members shall be appointed to two-year terms, except that in the initial establishment of the Committees the Board shall appoint one half of the members of each Committee to an initial one-year term so as to achieve staggered terms. Terms extend until Board appointment of

1 successors, provided no term is thereby shortened by more
2 than 30 days. A Committee member may seek re-
3 appointment at the expiration of his or her term, but the
4 Board shall have no obligation to re-appoint any member to
5 successive terms.
6

7 f. Committee members are eligible to serve so long as the
8 jurisdiction he/she represents is a member of the Council,
9 and he/she remains that member's official member
10 representative on the Board.
11

12 g. Membership on the Finance & Budget Committee and the
13 Performance & Engagement Committee shall be
14 designated to the member's jurisdiction. Therefore, if a
15 member appointed to a Committee is no longer able to
16 serve, membership on the Committee shall transfer to the
17 succeeding member representative of that jurisdiction on
18 the Board, for the remainder of the term of the Committee
19 appointment.
20

21 3. To make recommendations to the Board for appointment to fill any
22 vacancy on the Finance & Budget Committee and the
23 Performance & Engagement Committee, which vacancy shall be
24 filled in accordance with the requirements herein.
25

26 E. Meetings of the Nominating Committee. The Nominating Committee shall
27 meet as needed to exercise the powers and duties vested herein in the
28 Committee. The Nominating Committee may hold meetings at the call of
29 its chair or by request of at least two of its members.
30

31 F. Quorum. A quorum for the transaction of Nominating Committee
32 business shall be all six (6) of its members.
33

34 G. Voting. A majority of those present and voting shall decide any question
35 brought before the meeting.
36

37 ARTICLE XI. Meetings of the Board.
38

39 A. Frequency. The Board shall meet at least quarterly and may hold special
40 meetings at the call of the Chair, or by request of at least three member
41 representatives.
42

43 B. Notice. Notice of meetings shall be given by E-mail, fax or telephone,
44 made at least two days in advance of the meeting, or by first class mail,
45 post-marked at least five days in advance of the meeting.
46

47 C. Agenda. Any member representative shall have the right to request of
48 the officers the addition of any matter to the agenda of any Board

1 meeting fifteen days in advance of the meeting, or by consent of a
2 majority of the member representatives at the meeting.

3
4 D. Record of Meetings. The Board shall keep records of all its meetings.
5 The meeting records shall be public records available for inspection by
6 any interested person at reasonable times during regular office hours.
7

8 E. Open Meetings. All meetings of the Board and committees of the Council
9 shall be open to the public, except as provided otherwise by state
10 statutes.
11

12 F. General Board of Directors Procedural Provision.

13
14 1. Quorum. A quorum for the transaction of Board business shall be
15 one-third (1/3) of the member representatives.
16

17 2. Voting.

18
19 a. Regular. Only member representatives or alternates shall
20 have voting privileges. Such privileges shall be exercised
21 personally and voting by proxy is not permitted. The vote of
22 a majority of the member representatives present and
23 voting shall decide any question except as otherwise
24 provided in these Articles. The Chair shall vote as a
25 member representative.
26

27 b. Weighted.

28
29 (1) Upon the specific request of any member
30 representative, whether seconded or not, a weighted
31 vote must be taken in compliance with the weighted
32 vote resolution in effect at the time of the request.
33

34 (2) Denver Allotment. In any weighted vote, the Mayor
35 of the City and County of Denver, or the Mayor's
36 alternate, is authorized to cast two-thirds (2/3) of the
37 total vote allotted to the City and County of Denver
38 and the member representative designated by the
39 City Council of the City and County of Denver or its
40 President is authorized to cast one-third (1/3) of the
41 total vote allotted to the City and County of Denver.
42

43 (3) Plans and Articles of Association. Adoption and
44 amendment of plans pursuant to statute and
45 amending the Articles of Association shall be
46 accomplished without the use of the weighted voting
47 system.
48

- 1 c. Plan Adoption and Amendment. An affirmative vote of a
2 majority of member representatives shall be required for
3 the adoption or amendment of the Plan, or portion thereof,
4 in accordance with Article XII.
5
6 d. Amendment of Articles of Association. An affirmative vote
7 of a majority of member representatives shall be required
8 for the amendment of these Articles, in accordance with
9 Article XVI.
10
11 e. Positions Taken on Ballot Measures and Legislative Issues.
12
13 (1) An affirmative vote of a majority of member
14 representatives shall be required to adopt a
15 resolution taking a position on any ballot measure.
16
17 (2) An affirmative vote of two-thirds (2/3) of members
18 present and voting shall be required to take a
19 position on any legislative issue.
20
21 f. Mail Vote. The Chair shall, on the Chair's own initiative, or
22 when so directed by the Board, declare that action on any
23 motion or resolution, including plan adoption or amendment
24 and amendment of the Articles of Association, shall be
25 taken by certified mail vote of member representatives or
26 their alternates, or if neither has been appointed by a
27 member, its chief elected official may vote instead. Certified
28 mail votes shall be returned by the next regular Board
29 meeting, and any action becomes effective on the date the
30 Chair certifies the results to the Board.
31
32 3. Rules of Order. Except as otherwise required by these Articles,
33 the rules of order of the Council shall be in accordance with the
34 latest edition of Robert's Rules of Order, Revised.
35

36 ARTICLE XII. Powers and Duties.
37

- 38 A. Regional Plan. The Council shall prepare, maintain and regularly review
39 and revise a Plan for the Region. In preparing, maintaining, reviewing
40 and revising the Plan, the Council shall seek to harmonize the master or
41 general comprehensive plans of municipalities, counties, cities and
42 counties, and other public and private agencies within or adjacent to the
43 Region. The Council shall seek the cooperation and advice of
44 municipalities, counties, cities and counties, state and federal agencies,
45 organizations and individuals interested in the functions of the Council.
46 The Plan may consist of such plans, elements and provisions as required
47 or authorized by statute or the members.
48

- 1 B. Plan Adoption. The Board may adopt the Plan or portions thereof, or
2 amendments or additions thereto, by a majority vote of member
3 representatives. Adoption of the Plan or portions thereof shall be
4 preceded by notice and public hearing as required by statute. Action by
5 the Board on the Plan or any amendments thereof shall be recorded in
6 the minutes of the Board meeting and as otherwise required by statute.
7
- 8 C. Certification of Plan. To the extent required by statute, the Council shall
9 certify copies of the adopted Plan, or portion thereof, or amendment or
10 addition thereto, to the board of county commissioners and planning
11 commission of each county and the governing body and planning
12 commission of each municipality lying wholly or partly within the Region.
13
- 14 D. Review of Local Plan Referrals. The Council shall review all matters
15 referred to it in accordance with law. The Council may review local laws,
16 procedures, policies, and developments, including any new or changed
17 land use plans, zoning codes, sign codes, urban renewal projects,
18 proposed public facilities, or other planning functions that clearly affect
19 two or more local governmental units, or that affect the Region as a
20 whole, or that are subjects of primary responsibility for the Council.
21 Within thirty days after receipt of any referred case, the Council shall
22 report to the concerned commission or body. An extension of time may
23 be mutually agreed upon.
24
- 25 E. Metropolitan Planning Organization. As may be authorized or required by
26 federal and state law, the Council shall serve as the metropolitan
27 planning agency (MPO) for the area and shall exercise such powers and
28 perform such functions as are required or authorized by statute in
29 connection therewith.
30
- 31 F. Area Agency on Aging. As may be authorized or required by federal and
32 state law, the Council shall serve as the Area Agency on Aging (AAA) for
33 such planning and service areas as are designated to it, and shall
34 exercise such powers and perform such functions as are required or
35 authorized by statute in connection therewith. The Council shall be the
36 approving and contracting agent for distribution of Older Americans Act
37 funds and other aging services federal and state funds and grants, as
38 authorized.
39
- 40 G. Other Activities, Services and Functions. The Council shall undertake
41 and perform such other activities, services or functions as are authorized
42 to it by its members or as are designated to it by federal or state law,
43 consistent with its purposes and in service and support of its member
44 governments.
45
- 46 H. Committees. The standing committees of the Council shall consist of the
47 Executive Committee, the Nominating Committee, the Finance & Budget
48 Committee and the Performance & Engagement Committee, as
49 established in these Articles. The Board may establish other committees

1 of the Board and advisory committees to the Board as necessary, and
2 the Chair of the Board, except as otherwise provided by the Board, shall
3 appoint the membership of these committees.
4

- 5 I. Cooperation with Others. The Council may promote and encourage
6 regional understanding and cooperation through sponsorship and
7 participation in public or private meetings, through publications, or
8 through any other medium. The Council may offer its facilities and
9 services to assist in the solution and mediation of issues involving two or
10 more political jurisdictions.
11
- 12 J. Functional Review. The Council may study and review the nature, scope,
13 and organization under which the functions of the Council may best be
14 carried on, and report to federal, state, and local jurisdictions, and
15 agencies thereof, on ways to improve proposals concerning legislation,
16 regulations, and other actions taken for the effectuation of the provisions
17 of these Articles.
18
- 19 K. Coordination of Research. The Council may make recommendations to
20 legislative bodies, planning commissions, and other organizations and
21 agencies within the Region for the coordination of research, collection of
22 data, improvement of standards, or any other matter related to the
23 activities of the Council.
24
- 25 L. Contracts. The Council may contract for any service necessary or
26 convenient for carrying out the purposes of the Council.
27
- 28 M. Real Property. As provided in the Council's Articles of Incorporation, the
29 Council shall have all the powers granted to nonprofit corporations by
30 Articles 121 through 137 of Title 7, C.R.S., as amended, but the Board
31 reserves final approval of the acquisition and disposition of real property.
32

33 **ARTICLE XIII. Council Executive Director.**
34

- 35 A. The Board after receiving a recommendation of the Performance &
36 Engagement Committee and by the affirmative vote of a majority of member
37 representatives shall appoint an Executive Director hereinafter referred to
38 as the "Director," who shall serve at the pleasure of the Board. The
39 Performance & Engagement Committee shall develop the process for, and
40 execute and document an annual performance evaluation for the Executive
41 Director.
42
- 43 B. The Director shall be the Chief Administrative Officer and authorized
44 recording officer of the Council. The Director shall administer and
45 execute all other functions and duties determined by the Board, including
46 but not limited to the following:
47
- 48 1. Appointment, removal, compensation and establishment of the
49 number and duties of the Council staff;

2. Establish and implement policies and procedures for the efficient administration of personnel matters;
3. Serve, or designate personnel to serve, as recording secretary of the Council and be responsible for preparing and maintaining all records and information required by law to be kept by nonprofit corporations, including those records required to be kept by Section 7-136-101, C.R.S., and for authenticating the records of the Council;
4. Designate personnel to provide staff services to committees; and
5. Serve as registered agent for the Council and register as such with the Colorado Secretary of State.

ARTICLE XIV. Filing of Local Reports.

To facilitate planning and development of the Region, all legislative bodies, planning agencies, and others within the Region are requested to file with the Council all public plans, maps, reports, regulations and other documents, as well as amendments and revisions thereto, that clearly affect two or more local government units, or that affect the Region as a whole, or that are subjects or primary responsibility for the Council.

ARTICLE XV. Financial Provisions.

- A. Budget Submission to the Finance & Budget Committee. Each year, no later than the regular October meeting of the Finance & Budget Committee, the Director shall submit an estimate of the budget required for the operation of the Council during the ensuing calendar year.
- B. Budget Approval by the Board. Each year, no later than the regular November meeting of the Board, the budget recommended by the Finance & Budget Committee shall be presented for approval by the Board. The funds required from each member in the Region shall be apportioned as determined by the Board in the approved budget.
- C. Contract and Other Funds. The Council is specifically empowered to contract or otherwise participate in and to accept grants, funds, gifts, or services from any federal, state, or local government or its agencies or instrumentality thereof, and from private and civic sources, and to expend funds received therefrom, under provisions as may be required of and agreed on by the Council, in connection with any program or purpose for which the Council exists.
- D. Records and Audit. The Council shall arrange for a systematic and continuous recordation of its financial affairs and transactions and shall obtain an annual audit of its financial transactions and expenditures.

1 ARTICLE XVI. Adoption and Amendment of Articles of Association.

- 2
- 3 A. The Articles shall become effective upon their adoption by the boards of county
4 commissioners, and the governing body of any municipality or city and county
5 within or adjacent to the Region desiring to participate in the Council activities.
6
- 7 B. These Articles may be amended at any regular meeting of the Board by an
8 affirmative vote of a majority of the member representatives, provided that at
9 least one week's notice in writing be given to all member representatives setting
10 forth such amendment. These Articles may also be amended by an affirmative
11 vote of a majority of member representatives obtained through a certified mail
12 vote in accordance with Article XI, F.2.f when so directed by the Board or on the
13 initiative of the Board Chair.

AMENDMENT HISTORY

- AMENDED July 19, 1966. Provided for local elected official representation.
- AMENDED April 18, 1967. General assembly representation added. Policy Advisory Committee created.
- AMENDED July 18, 1967. Quorum changed from 1/2 to 1/3.
- AMENDED April 15, 1968. (Effective July 1, 1968) Name changed to “Denver Regional Council of Governments”
- AMENDED December 17, 1968. Changed election date to first meeting in year. Added municipal representation of Executive Committee.
- AMENDED March 25, 1970. Provided for membership on Executive Committee by either the mayor of the City and County of Denver or the deputy mayor.
- EXTENSIVELY AMENDED February 16, 1972. Incorporated the changes of the Committee on Structure and Organization. See S & O Report.
- AMENDED November 15, 1972. (effective January 1, 1973) Provided for a weighted voting formula for the participating membership.
- AMENDED May 16, 1973. Incorporated a section regarding members which are delinquent in payment of annual assessments.
- AMENDED January 16, 1974. Included the Counties of Clear Creek, Douglas and Gilpin on the Executive Committee, provided each such county contained a population of 120,000 or more.
- AMENDED June 18, 1974. Clarified the section on officers and their election, and provided for a nominating committee for election of officers each year.
- AMENDED January 19, 1977. Added three non-voting members, to be named by the Governor, to the full Board as outlined in the Metropolitan Planning Organization Memorandum of Agreement.
- AMENDED August 3, 1977. (through mail ballot) Increase the membership on the DRCOG Executive Committee from 6 to 8 by adding the Vice Chairman and Secretary-Treasurer of the Board to the Executive Committee membership.
- AMENDED December 19, 1979. Made the Immediate Past Chairman of the Board an officer of the Board, and by virtue of being a Board officer, the Immediate Past

Chairman would also be a member of the Executive Committee. This increased the Board officers from 4 to 5 and the Executive Committee from 8 to 9.

- AMENDED December 16, 1981. Changed the name of the policymaking body from “Council” to “Board of Directors”; Provided definitions of Council, Board of Directors, member, and member representative; Provided for Executive Committee alternates; Provided clarification and modification of certain agency procedures; and made extensive editorial changes.
- AMENDED June 22, 1983. Changed the structure of DRCOG from an unincorporated association to a nonprofit corporation, designated officers of the corporation, and provided for Board approval of real property transactions.
- AMENDED March 19, 1986. Changed to provide for election of Executive Committee officers at the first meeting following election of Board officers.
- AMENDED February 15, 1989. Expanded Executive Committee membership from 9 to 12 members with the three new members elected by the Board; provided for Board designation of a member representative of a county or a municipality to the Executive Committee in instances where the officers of the Board are already included as members of that Committee.
- AMENDED July 17, 1991. Provided the Mayor of Denver with a designee and an alternate to the Board; added a process for filling Executive Committee vacancies; changed the Mayor of Denver’s alternate on the Executive Committee from the Deputy Mayor to the Mayor’s designated representative to the Board; clarified the powers and duties of the Executive Committee regarding personnel matters and the Executive Director; revised the process for certification of adopted plans; and made extensive editorial changes to conform to statutory language.
- AMENDED June 17, 1998. Made technical changes in accordance with the newly adopted Colorado Revised Nonprofit Corporation Act regarding notice of meetings, termination of membership, and responsibilities for record keeping.
- AMENDED July 21, 1999. Revised to provide membership on the Executive Committee for counties with 120,000 or more estimated by either the U.S. Census, the Council or the state demographer.
- AMENDED April 18, 2001. Revised to change the Executive Committee name to Administrative Committee and provide membership on the Administrative Committee for each county and city containing a population of 120,000 or more.
- AMENDED January 15, 2003. Revised to split the Board Officer position of Secretary-Treasurer, creating the positions of Secretary and Treasurer, thus expanding the Administrative Committee membership, and to recognize the City and County of Broomfield.

- AMENDED February 19, 2003. Revised Board and Administrative Committee officer terms and revised Administrative Committee quorum.
- AMENDED November 19, 2008. Added voting requirements for taking positions on ballot measures and legislative issues.
- AMENDED May 20, 2009. Editorial revisions addressing superfluous and/or outdated items, items requiring clarification and/or elaboration, and items requiring updating as a result of the inclusion of Southwest Weld County communities.
- AMENDED July 21, 2010. Amended Section VII.C.1., to revise the procedure for election of Chair, and VII.C.2, to revise the number of members of the nominating committee.
- AMENDED April 20, 2011. Amended Section X, to remove reference to Water Quality Planning and reorder following lettered sections. Amended Section XIII, to revise the month that the budget will be provided to the Administrative Committee and Board for approval.
- AMENDED January 18, 2012. Amended Article VIII D to add language related to telephonic participation at Administrative Committee meetings.
- AMENDED May 15, 2013. Amended Article VI.E, to stipulate that the State of Colorado shall have three (3) non-voting members on the Board, appointed by the Governor, one of which shall be a representative of the Colorado Department of Transportation (either the Executive Director or a member of senior management), and the Regional Transportation District shall have one non-voting member on the Board, to be appointed by the General Manager of the organization. The General Manager may appoint themselves to the Board, or they may designate a member of their senior staff.
- AMENDED July 16, 2014. Amended Article VII C.1 and add VII D.3 to address a vacancy at Chair created when a Chair resigns mid-term. The amendment allows the incumbent Vice Chair to be appointed to serve the remainder of the term vacated, as well as serving their own full-year term.
- AMENDED March 16, 2016. Amended to reflect committee structure changes as recommended by the Structure and Governance group. Formalize the Board Officers as an Executive Committee; split the Administrative Committee into two new committees: Finance and Budget and Performance and Engagement; and revising the membership of the Nominating Committee to add two permanent members: Board Immediate Past Chair and a representative of the City and County of Denver, and defines how the remaining members of the Nominating Committee will be selected.
- AMENDED September 21, 2016. Amended to reflect additional modifications/clarifications to membership and duties of the Finance and Budget Committee and Performance and Engagement Committee. Adding the Board Chair as

an ex-officio voting member of the Performance and Engagement Committee, and clarifying responsibilities of the Performance and Engagement Committee regarding performance evaluation and contract amendments for the Executive Director.