

Board Officers

Jack Hilbert, Chair  
Jackie Miller, Vice Chair  
Elise Jones, Secretary  
Doug Tisdale, Treasurer  
Sue Horn, Immediate Past Chair  
Jennifer Schaufele, Executive Director

# AGENDA

**ADMINISTRATIVE COMMITTEE**  
**WEDNESDAY, JUNE 25, 2014**  
**1<sup>st</sup> Floor Monarch Pass Conference Room**  
**1290 Broadway**  
**➔ 6:00 P.M. ←**

1. Call to Order

## CONSENT AGENDA

2. \*Move to Adopt the Consent Agenda
  - Minutes of May 21, 2014  
(Attachment A)

## ADMINISTRATIVE ITEMS

3. Report of the Chair
4. Report of the Executive Director
5. Review and Refine Executive Policies  
(Attachment B) Jerry Stigall, Director, Organizational Development
6. Other Matters by Members
7. **Next Meeting – July 16, 2014**
8. 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.

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MINUTES  
ADMINISTRATIVE COMMITTEE  
Wednesday, May 21, 2014

Present:

Jackie Millet, Chair	Lone Tree
Elise Jones, Vice Chair	Boulder County
Eva Henry	Adams County
Sue Horn	Bennett
Chris Nevitt	Denver
Crissy Fanganello	Denver
Jack Hilbert	Douglas County
Ron Rakowsky	Greenwood Village
Tom Quinn	Lakewood
Joyce Downing	Northglenn
Val Vigil	Thornton

Others Present: John Diak, Parker; Jennifer Schaufele, Executive Director; Connie Garcia, Executive Assistant/Board Coordinator; and DRCOG staff.

Chair Jackie Millet called the meeting to order at 5:40 p.m. with a quorum present.

Motion to Adopt the Consent Agenda

Jack Hilbert **moved** to adopt the consent agenda. The motion was **seconded** and **passed unanimously**. Items on the consent agenda included:

- Minutes of April 16, 2014
- Resolution No. 7, 2014 authorizing the Executive Director to continue to contract with the Colorado Department of Human Services for the DRCOG AAA and to distribute the funds according to the requirements set forth in the contract including contracting with local service providers
- Resolution No. 8, 2014 authorizing the Executive Director to negotiate and execute a contract with Toole Design Group, LLC, to provide a First/Final Mile Bicycle/Pedestrian Access Study for the Northwest Corridor
- Resolution No. 9, 2014 authorizing the Executive Director to negotiate and execute a contract with Torti Gallas, Inc. to begin work on the SCI Northwest Corridor catalytic project at the Westminster Station
- Resolution No. 10, 2014 authorizing the Executive Director to negotiate and execute a contract with Economic & Planning Systems, Inc. to provide a Market Readiness Study for the Sustainable Communities Initiative Gold Corridor
- Resolution No. 11, 2014 authorizing the Executive Director to negotiate and execute a contract with Economic & Planning Systems, Inc. to provide a Market Readiness Study for the Sustainable Communities Initiative East Corridor

Results of Area Agency on Aging Audit

Hendrik Kopperl, DRCOG staff, reported that no deficiencies or corrective actions were noted in the recently completed audit of the Area Agency on Aging.

Report of the Chair

- The Chair noted she participated on behalf of DRCOG in an Impact Investing Perspective panel with Piton Foundation and Mile High Connects. The panel discussion focused on housing and transit.
- The Chair reported that a link to the Executive Director's performance evaluation survey will be sent to members. Participation by Administrative Committee members should be 100 percent.

Report of the Executive Director

- Jennifer Schaufele reported in anticipation of the Committee's work on Executive Policies, some of the items already agreed to by members will be integrated into the ED evaluation. Items include bringing appropriate personnel items to the Committee and updating the personnel policies.
- Changes to some policies, such as the telework policy, standardizing the definition of immediate family, and revisions to the sick leave policy, have already been made or are in process.
- The Executive Director reiterated to members the importance of providing input to the evaluation survey. She assured members the results will only be seen by the Chair of the Administrative Committee. Comments are due by June 13, and results will be discussed at the July Administrative Committee meeting. Members with technical questions regarding the survey were encouraged to contact Jerry Stigall.

Review and Refine Executive Policies

Jerry Stigall, DRCOG staff, provided an overview of the agenda material. Members noted several revisions to the policies, and directed staff to bring a revised version back to them at the next meeting.

Other Matters by Members

Chris Nevitt noted that due to an out of town meeting, Denver members would be unable to attend a June 11 Board meeting, and requested the meeting be changed to June 25. It was noted this subject would be brought to the full Board.

Next Meeting

The next meeting is scheduled for May 21, 2014

The meeting adjourned at 6:27 p.m.

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Jackie Millet, Chair  
Administrative Committee  
Denver Regional Council of Governments

ATTEST:

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Jennifer Schaufele, Executive Director

# ATTACH B

To: Chair and Members of the Board of Directors

From: Jennifer Schaufele, Executive Director  
303-480-6701 or [jschaufele@drcog.org](mailto:jschaufele@drcog.org)

<b>Meeting Date</b>	<b>Agenda Category</b>	<b>Agenda Item #</b>
June 25, 2014	Administrative Items	6

#### SUBJECT

This action is related to work on the Executive Policies by the DRCOG Administrative Committee.

#### PROPOSED ACTION/RECOMMENDATIONS

The Administrative Committee has been authorized by the Board of Directors to develop Executive Policies, the Board's guidance to the Executive Director. The Governance Policy group appointed by the Board Chair will review the draft Executive Policies to assure they are in synch with proposed Policy Governance Principles. Additionally, DRCOG's legal counsel will review the Executive Polices. All three parties – the Administrative Committee, the Governance Policy group and DRCOG's legal counsel will work together as necessary to finalize the Executive Policies before the recommending them to the full Board for adoption.

#### ACTION BY OTHERS

March 19, 2014 – Board of Directors action to designate the Administrative Committee as the group to revise the Executive Policies

April 16, 2014 – In the first meeting, Administrative Committee reviewed and revised Executive Policies and made recommendations for staff revisions.

May 21, 2014 – Administrative Committee reviewed the Executive Policies 5-8 and made recommendations for staff to revise. The revisions will be discussed in this meeting.

#### SUMMARY

The revised Executive Policies document is attached with changes highlighted. All draft policies have been edited from the original language (negative) to positive. Administrative Committee members reviewed the Executive Policies draft document at the May 21 meeting and suggested revisions.

At this meeting, members are requested to review, revise, and/or accept the following sections:

- Section 5 – Revision to signature authorities when E.D. is out of office.
- Section 6 – deleted draft policy for Protection of Assets and added DRCOG actual policy.
- Section 7 – Under development by E.D.

- Section 8 – Staff will develop an interpretation on bullet point # 6 relating to providing Board relevant and timely information in order to perform its duties.

At the next meeting, Administrative Committee members will review, revise and/or accept the Executive Policies to be sent to the Governance group for review before going to the full Board.

**PREVIOUS DISCUSSIONS/ACTIONS**

The initial review and discussion on the Executive Policies by DRCOG Board members occurred at the 2014 DRCOG Board Workshop.

**PROPOSED MOTION**

N/A

**ATTACHMENT**

Attachment: Executive Policies draft # 3

**ADDITIONAL INFORMATION**

If you need additional information, please contact Jennifer Schaufele, Executive Director, at 303-480-6701 or [jschaufele@drcog.org](mailto:jschaufele@drcog.org) or Jerry Stigall at 303-480-6780 or [jstigall@drcog.org](mailto:jstigall@drcog.org).

**Executive Polices - Edited**

(See additional content on the next page)

**Executive policies** – limitations of the Executive Director and staff in accomplishing ends/results of the Board. Violation of Board expectations is not permitted in the pursuit of organizational results.

The following list of Executive Policies has been adapted from *The Policy Governance Model*<sup>TM</sup> – John and Miriam Carver. (See the following pages for detail on each Executive Policy)

1. GENERAL EXECUTIVE DIRECTOR CONSTRAINT
2. TREATMENT OF CITIZENS, TAXPAYERS, STAFF AND VOLUNTEERS
3. COMPENSATION, BENEFITS, EMPLOYMENT
4. FINANCIAL PLANNING AND BUDGET
5. FISCAL MANAGEMENT AND CONTROLS
6. PROTECTION OF ASSETS
7. IMMEDIATE SUCCESSION
8. COMMUNICATIONS WITH AND SUPPORT OF THE BOARD



## Executive Policies - Edited

Executive policies provide the necessary guidance for the Executive Director to effectively lead the organization toward progressing the goals and priorities of DRCOG. Executive policies state the actions that **cannot** be taken (limitations) in order to achieve organizational goals and priorities. The logic behind Executive Policies is that it's easier to establish the "fence around the power station" than to prescribe what shall be done. The goals of the organization are the ends to achieve. The Executive Policies prevent the goals from being achieved through means that create liabilities for the organization.

**The following list of Executive Policies has been adapted from *The Policy Governance Model*<sup>TM</sup> – John and Miriam Carver.**

### **1. GENERAL EXECUTIVE DIRECTOR CONSTRAINT**

Within the scope of authority delegated to him/her by the Board, the Executive Director shall ensure that any practice, activity, decision or organizational circumstance is lawful and prudent and adheres to commonly accepted business and professional ethics. The Executive Director shall ensure that conditions are safe, fair, honest, respectful and dignified.

### **2. TREATMENT OF CITIZENS, TAXPAYERS, STAFF AND VOLUNTEERS**

The success of DRCOG depends upon the partnership between agencies, jurisdictions, citizens, taxpayers, elected officials and DRCOG employees.

**The Executive Director shall ensure:**

- Community opinion/input on relevant issues is obtained when decisions materially affect a community.
- Communities are informed on a timely basis about relevant decision-making processes and decisions.
- Interactions with the community are organized and clear.
- Relevant problems raised by the community are addressed in a timely manner.
- Staff is competent, respectful and effective in interactions with Board, public, etc.
- Confidential information is protected from unauthorized disclosure.

**Accordingly, pertaining to paid staff and volunteers within the scope of his/her authority, the Executive Director shall ensure:**

- Written personnel policies and/or procedures, approved by legal counsel, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions are in effect.
- Staff and volunteers are acquainted with their rights upon and during their work/time with DRCOG.
- Non-disruptive internal expressions of dissent are acceptable and shall not lead to retaliation.
- Established grievance and/or due process procedures are readily available and accessible to staff.
- Grievances can be brought to the Board when internal grievance procedures have been exhausted or it's alleged that a Board policy has been violated.

### **3. COMPENSATION, BENEFITS, EMPLOYMENT**

**With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall ensure:**

- The fiscal integrity of DRCOG.

**Accordingly, the Executive Director shall ensure:**

- His/her own compensation is approved by the Administrative Committee according to adopted procedures.
- Compensation and benefits are consistent with wage data compiled in DRCOG's regular independent salary survey and approved in the annual budget.
- Adherence to appropriate employment law practices.
- Deferred or long-term compensation and benefits are not established.

### **4. FINANCIAL PLANNING AND BUDGET**

**With respect to strategic planning for projects, services and activities with a fiscal impact, the Executive Director shall ensure:**

- The programmatic and fiscal integrity of DRCOG is maintained.

**Accordingly, the Executive Director shall ensure:**

- Budgets and financial planning are aligned to Board goals and priorities.
- Financial solvency is maintained by projecting in two to five year increments and is consistent with any applicable statutory requirements.
- Adherence to Board-stated priorities in its allocation among competing budgetary needs.
- Adequate information is available to enable credible projections of revenues and expenses; Separation of capital and operational items; cash flow projections; audit trails; identification of reserves, designations and undesignated fund balances; and disclosure of planning assumptions.
- During any fiscal year, plans for expenditures match plans for revenues.
- Maintain at a minimum of 30 percent of annual expenditures, excluding amounts for In-Kind and Pass-Through expense.
- A budget Contingency Plan is capable of responding to significant shortfalls with the DRCOG budget.
- No risks are present based on situations described in the Fiscal Management and Controls Policy.
- Board activities during the year have been adequately funded.
- Reserves and designations are available according to the requirements of the law and "Generally Accepted Accounting Principles" consistently applied.

## 5. FISCAL MANAGEMENT AND CONTROLS

**With respect to the actual, ongoing financial condition of DRCOG, the Executive Director shall ensure:**

- Board established priorities are adhered to and financial controls prevent fiscal jeopardy.
- Funds for expenditures are available during each fiscal year.
- DRCOG obligations are paid in a timely manner and within the ordinary course of business.
- Prudent protection is given against conflicts of interest and purchasing practices and is consistent with the law and DRCOG purchasing procedures.
- Funds are used for their intended purpose.
- Competitive purchasing policies and procedures are in effect to ensure openness and accessibility to contract opportunities.
- Executive Director purchases, contracts, obligations are \$60,000 or less.
- In the absence of the Executive Director, the Administrative Officer signs on behalf of the Executive Director. If the Executive Director and the Administrative Officer are unavailable for a signature, the division director where the expense originates and the Board Chair or the Board Treasurer provide authorizing signatures. ~~when the expenditure is above.....(???)~~.
- Adequate internal controls over receipts and disbursements prevent the material dissipation of assets.
- Board's audit is independent and external monitoring or advice is readily accepted and available.
- Revenue sources are consistent with Board goals and current operations are financed without incurring debt.
- Reserved, designated and undesignated fund balances are at adequate levels to mitigate the risk of current and future revenue shortfalls or unanticipated expenditures.
- Creditworthiness and financial position are maintained from unforeseen emergencies.

## 6. PROTECTION OF ASSETS

**Within the scope of his/her authority in the Executive Director and given available resources, the Executive Director shall ensure:**

- Assets are protected and adequately maintained against unnecessary risk.
- A risk management program exists to insure against: property loss, liability losses to the Board, staff, and DRCOG to the amount legally obligated to pay; to be insured against theft and casualty losses, liability to Board members, staff, the organization itself in an amount equal to or greater than the average for comparable organizations, and against employee theft and dishonesty.
- ~~Only Bonded personnel have access to material amounts of funds, and the organization is insured against employee dishonesty and theft.~~
- ~~A crime coverage policy ensures against employee dishonesty and theft.~~
- Facilities and/or equipment is-are used properly and maintained (except normal deterioration and financial conditions beyond the Executive Director's control.)
- Practices and policies are in place for DRCOG, Board and staff to minimize or prevent liability claims.
- Protection from loss or significant damage of intellectual property (including intellectual property developed using DRCOG resources), information, files.
- Internal control standards for the receipt, processing and disbursements of funds are at adequate levels to satisfy generally accepted accounting/auditing standards and costs for internal controls shall be consistent with the benefits expected.
- DRCOG's public image, credibility, and its ability to accomplish Board goals are upheld.

## Document # 2

- Adequate planning is done for short and long-term capital or facility needs.
- Board auditors or other external monitors or advisors are independent from internal influence.
- When engaging parties as consultants and advisors, they are separate from those already chosen by the Board.

### **7. IMMEDIATE SUCCESSION**

To protect the Board from sudden loss of Executive Director services, the Executive Director shall have at least one other member of the management team familiar with Board and DRCOG issues and processes as their immediate successor. (Under review and revision by Exec Dir.)

### **8. COMMUNICATIONS WITH AND SUPPORT OF THE BOARD**

The Executive Director shall ensure:

- The Board is informed and supported in their 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 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. (Interpretation needed)
- 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.
- The Administrative Committee is informed on any and all matters related to actual or perceived sexual harassment; hostile workplace conditions; or discrimination on the basis of race, color, religion, national origin, gender, age, military status, sexual orientation, and marital status, or physical or mental disability.
- 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.