

AGENDA
PERFORMANCE AND ENGAGEMENT COMMITTEE
THURSDAY, MAY 26, 2016
MONARCH PASS CONFERENCE ROOM
1290 Broadway
→ 4:00 PM ←

1. Call to Order

ACTION ITEMS

2. *Discussion of election of Vice Chair
(Attachment A)
3. *Review of Performance and Engagement Committee Guidelines
(Attachment B) Jennifer Schaufele, Executive Director
4. *Discussion of Remote Participation policy
(Attachment C) Jennifer Schaufele, Executive Director
5. *Discussion of regular meeting day and time
Herb Atchison, Chair

INFORMATIONAL ITEMS

6. *Discussion of Executive Director performance process
(Attachment D) Jennifer Schaufele, Executive Director
7. August 2016 Board Workshop

ADMINISTRATIVE ITEMS

8. Report of the Chair
9. Report of the Executive Director

***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.



ADMINISTRATIVE ITEMS (cont.)

10 Other Matters by Members

11. **Next Meeting – TBD**

12. Adjournment

**DENVER REGIONAL COUNCIL OF GOVERNMENTS
PERFORMANCE AND ENGAGEMENT COMMITTEE
May 2016**

Eva Henry
Commissioner
Adams County

Saoirse Charis-Graves
Council Member
City of Golden

Bob Roth
Council Member
City of Aurora

Ron Rakowsky
Mayor
Greenwood Village

David Beacom
Council Member
City & County of Broomfield

Shakti
Council Member
City of Lakewood

George Teal
Council Member
Town of Castle Rock

Phil Cernanec
Council Member
City of Littleton

Rick Teter
Council Member
City of Commerce City

Colleen Whitlow
Trustee
Town of Mead

Robin Kniech
Council Member
City & County of Denver

Adam Matkowsky
Council Member
City of Thornton

Steve Conklin
Council Member
City of Edgewater

Herb Atchison
Mayor
City of Westminster

ATTACH B

To: Chair and Members of the Performance and Engagement Committee

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

Meeting Date	Agenda Category	Agenda Item #
May 18, 2016	Action	3

SUBJECT

This item concerns review of draft Committee Guidelines for the Performance and Engagement Committee.

PROPOSED ACTION/RECOMMENDATIONS

Staff recommends the Committee review and propose needed revisions to the draft Committee Guidelines.

ACTION BY OTHERS

N/A

SUMMARY

Following up on the updated Articles of Association and the input from the Structure/Governance group, DRCOG's legal counsel drafted changes to the Committee Guidelines. The Guidelines traditionally offer additional detail on committees not included in the Articles.

It is the recommendation of the Executive Committee each committee review their portion of the document and suggest modifications that would be adopted en masse by the full Board at a later date. Additionally, any finding of conflicts between the Guidelines and the Articles needs to be reported so appropriate adjustments can be made to one or both documents. The Performance and Engagement Committee is asked to review their guidelines and offer suggestions for revisions.

At the May 18, 2016 Finance and Budget Committee meeting, members recommended a change to the final sentence in the first paragraph to read "Members of the Performance & Engagement Committee shall be appointed by the Board upon ~~nomination~~ **recommendation** of the Nominating Committee, in accordance with procedures and requirements set forth in the Articles of Association." They also recommended expanding the language in Article VII.C.2.b regarding allowing nominations from the floor to all committees, not just for Board leadership.

PREVIOUS DISCUSSIONS/ACTIONS

N/A

PROPOSED MOTION

Move to recommend revisions to the draft Committee Guidelines.

ATTACHMENT

- Draft Finance and Budget Committee Guidelines
- Performance and Engagement excerpt from the *Articles of Association*

ADDITIONAL INFORMATION

Should you have any questions regarding this item, please contact Jennifer Schaufele, Executive Director, at 303-480-6701 or jschaufele@drcog.org.

PERFORMANCE & ENGAGEMENT COMMITTEE

Type: Standing Committee

Authority: Articles of Association, revised March 16, 2016

MEMBERSHIP

The administrative business of the Council concerning the performance and evaluation of the Executive Director, the onboarding of new Board members and related matters shall be managed by a Performance & Engagement Committee. The Committee membership shall not exceed more than one-quarter of the total membership of the Board. Members of the Performance & Engagement Committee shall be appointed by the Board upon nomination of the Nominating Committee, in accordance with procedures and requirements set forth in the Articles of Association.

Committee members are appointed to two-year terms, except that in the initial establishment of the Committee, one half of the members are appointed to an initial one-year term so as to achieve staggered terms. Committee members are eligible to serve so long as the jurisdiction he/she represents is a member of the Council, and he/she remains that member's official member representative on the Board. Membership on the Committee is designated to the member's jurisdiction; therefore, if a member appointed to the Committee is no longer able to serve, membership on the Committee shall transfer to the succeeding member representative of that jurisdiction on the Board, for the remainder of the term of the Committee appointment.

OFFICERS

The incumbent Secretary of the Council shall serve as chair of the Performance & Engagement Committee. The vice chair of the Committee shall be elected by the Committee at its first meeting following election of Board officers and to serve until the next election of officers.

RESPONSIBILITIES

The following powers and duties are vested in the Performance & Engagement Committee:

- Recommend appointment of the Executive Director to the Board.
- Develop process for, execute and document Executive Director annual review.
- To hold quarterly meetings with the Executive Director.
- Recommend policies and procedures for effective administration of the Executive Director to the Board as needed.
- Oversees/approves new member orientation program and onboarding of new committee members.
- Implement and review Board structure and governance decisions.

- Plan the annual strategic planning Board workshop.
- Review results of annual Board Director Collaboration Assessment and recommend improvements.
- Receive and review reports related to the business of the Committee and provide regular updates to the Board.
- Exercise such other powers, duties, and functions as may be authorized by the Board.

QUORUM

A quorum for the transaction of Performance & Engagement Committee business shall be one-third (1/3) of its members, plus one.

VOTING

A majority of those present and voting shall decide any question brought before the meeting. The Performance & Engagement Committee chair shall vote as a member of the Committee. A Committee member's designated alternate on the Board may attend meetings of the Committee and participate in deliberations, at the discretion of the chair, but may only vote in the absence of the member.

1 call of its chair or by request of at least three member representatives on
2 the Finance & Budget Committee. The Committee chair, in consultation
3 with the Executive Director, may cancel a meeting if there are no action
4 items for the Committee's consideration. Members of the Finance &
5 Budget Committee may attend meetings of the Committee by telephone
6 in accordance with written policies adopted by the Committee, which
7 policies shall define the circumstances under which attendance by
8 telephone shall be permitted.
9

10 E. Quorum. A quorum for the transaction of Finance & Budget Committee
11 business shall be one-third (1/3) of its members, plus one.
12

13 F. Voting. A majority of those present and voting shall decide any question
14 brought before the meeting. The Budget & Finance Committee chair
15 shall vote as a member of the Committee. A Committee member's
16 designated alternate on the Board may attend meetings of the
17 Committee and participate in deliberations, at the discretion of the chair,
18 but may only vote in the absence of the member.
19

20 ARTICLE IX. Performance & Engagement Committee.
21

22 A. Membership on the Performance & Engagement Committee. The
23 administrative business of the Council concerning the performance and
24 evaluation of the Executive Director, the onboarding of new Board
25 members and related matters shall be managed by a Performance &
26 Engagement Committee. The Committee membership shall not exceed
27 more than one-quarter of the total membership of the Board. Members of
28 the Performance & Engagement Committee shall be appointed by the
29 Board upon nomination of the Nominating Committee.
30

31 B. Performance & Engagement Committee Officers. The incumbent
32 Secretary of the Council shall serve as chair of the Performance &
33 Engagement Committee. The vice chair of the Committee shall be
34 elected by the Committee at its first meeting following election of Board
35 officers and to serve until the next election of officers.
36

37 C. Powers and Duties. The following powers and duties are vested in the
38 Performance & Engagement Committee:
39

40 1. To recommend appointment of the Executive Director to the
41 Board.
42

43 2. To develop the process for, and execute and document the
44 annual performance evaluation for the Executive Director.
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46 3. To hold quarterly meetings with the Executive Director.
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48 4. To recommend to the Board as needed policies and procedures
49 for the effective administration of the Executive Director.

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- 5. To oversee onboarding programs for new Board appointees.
- 6. To implement and review Board structure and governance decisions.
- 7. To plan the annual Board workshop.
- 8. To receive and review reports related to the business of the Committee and provide regular updates to the Board.
- 9. To exercise such other powers, duties, and functions as may be authorized by the Board.

- D. Meetings of the Performance & Engagement Committee. The Performance & Engagement Committee shall meet every month and may hold special meetings at the call of its chair or by request of at least three member representatives on the Performance & Engagement Committee. The Committee chair, in consultation with the Executive Director, may cancel a meeting if there are no action items for the Committee's consideration. Members of the Performance & Engagement Committee may attend meetings of the Committee by telephone in accordance with written policies adopted by the Committee, which policies shall define the circumstances under which attendance by telephone shall be permitted.
- E. Quorum. A quorum for the transaction of Performance & Engagement Committee business shall be one-third (1/3) of its members, plus one.
- F. Voting. A majority of those present and voting shall decide any question brought before the meeting. The Performance & Engagement Committee chair shall vote as a member of the Committee. A Committee member's designated alternate on the Board may attend meetings of the Committee and participate in deliberations, at the discretion of the chair, but may only vote in the absence of the member.

ARTICLE X. Nominating Committee.

- A. Membership on the Nominating Committee. The Nominating Committee shall be appointed in November of each year and consist of member representatives herein designated:
 - 1. The Immediate Past Chair of the Board (or the Vice Chair if there is no Immediate Past Chair);
 - 2. One Board member representing the City and County of Denver;
 - 3. One member selected by the Performance & Engagement Committee, except that in the initial establishment of the

ATTACH C

To: Chair and Members of the Performance and Engagement Committee

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

Meeting Date	Agenda Category	Agenda Item #
May 26, 2016	Action Item	4

SUBJECT

This item concerns establishing a policy for remote participation in Performance and Engagement Committee meetings.

PROPOSED ACTION/RECOMMENDATIONS

Staff recommends establishing a policy for remote participation in Performance and Engagement Committee meetings.

ACTION BY OTHERS

N/A

SUMMARY

The Board's Structure and Governance group suggested the provision of remote participation at meetings. As a result, the Board's legal counsel has drafted a resolution describing the policy for such participation.

The purpose of the policy is to specify the circumstances under which a member or designated alternate of the Performance and Engagement Committee may remotely participate in Committee meetings.

A few highlights of the policy:

- Remote participation is defined as using a telephone or other electronic means to participate in the meeting and is available to Board members when the member is unable to attend a work session in person due to situations such as:
 - emergencies related to illness or accident,
 - vacations scheduled well in advance of a meeting,
 - last minute familial obligations, or
 - weather conditions making travel to the meeting hazardous
- Remote participation is intended to be an infrequent or occasional substitution for physical attendance and the Board may discontinue the use of remote participation by one or more members during a work session where the participation results in delays or interference in the meeting process; e.g., where the telephone or network connection is repeatedly lost, the quality of the telephone or network connection is unduly noisy, or a participating member is unable to hear speakers using a normal speaking voice amplified to a level suitable for the meeting audience in attendance.

A full explanation of the policy is in the attached resolution.

PREVIOUS DISCUSSIONS/ACTIONS

N/A

PROPOSED MOTION

Move to establish a policy for remote participation in Performance and Engagement Committee meetings

ATTACHMENT

Draft Policy on Remote Participation in Performance and Engagement Committee meetings.

ADDITIONAL INFORMATION

Should you have any questions regarding this item, please contact Jennifer Schaufele, Executive Director, at 303-480-6701 or jschaufele@drcog.org.

DENVER REGIONAL COUNCIL OF GOVERNMENTS

STATE OF COLORADO

PERFORMANCE AND ENGAGEMENT COMMITTEE RESOLUTION NO. __, 2016

A RESOLUTION ADOPTING A POLICY FOR REMOTE PARTICIPATION DURING
DRCOG PERFORMANCE AND ENGAGEMENT COMMITTEE MEETINGS

WHEREAS, the Denver Regional Council of Governments (“DRCOG”) Performance and Engagement Committee (“Committee”) finds that while remote participation at Committee meetings can be a useful tool that is not prohibited by law, such participation has inherent limitations and therefore should be limited and governed by a specific policy; and

WHEREAS, the Performance and Engagement Committee therefore desires to adopt the policy set forth herein for remote participation during Committee meetings.

NOW, THEREFORE, BE IT RESOLVED, that the Performance and Engagement Committee of the Denver Regional Council of Governments hereby adopts the following policy:

**DENVER REGIONAL COUNCIL OF GOVERNMENTS
POLICY FOR REMOTE PARTICIPATION DURING
PERFORMANCE AND ENGAGEMENT COMMITTEE MEETINGS**

I. Purpose.

The purpose of this Policy is to specify the circumstances under which a member or designated alternate of the Committee may remotely participate in Performance and Engagement Committee meetings. References herein to member include both designated member representatives and designated alternates.

Remote participation is defined as using a telephone or other electronic means to participate in the meeting. While remote meeting participation is not precluded by law, remote participation has inherent limitations because such participation effectively precludes a Committee member from viewing documentary information presented during meetings, from viewing speakers, from viewing and evaluating nonverbal language, and from observing nonverbal explanations (e.g., pointing at graphs and charts). Limitations inherent in remote participation may produce inefficiencies in meetings, increase the expense of meetings, and may undermine the decision-making process, and therefore remote participation should be the exception rather than the norm for Committee members.

II. Statement of Policy.

A member of the Committee may remotely participate in Committee meetings only in accordance with this Policy. Remote participation shall be made available and shall be limited as follows:

A RESOLUTION ADOPTING A POLICY FOR REMOTE PARTICIPATION DURING
DRCOG PERFORMANCE AND ENGAGEMENT COMMITTEE MEETINGS

Resolution No. ____, 2016

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A. Remote participation shall be made available to a Committee member when such member is unable to attend in person due to: emergencies related to illness or accident, vacations scheduled well in advance of a meeting, last minute familial obligations, weather conditions making travel to the meeting hazardous, or duties of elected office. Remote participation shall not be used where the member's absence is due to attendance at other meetings or functions unless such member's attendance at such meeting or function was requested by DRCOG.

B. Remote participation is intended to be an infrequent or occasional substitution for physical attendance. The Committee may, by majority vote of a quorum present and voting, declare a member's repeated use of remote participation excessive and deny a member's privilege to use remote participation for a specific meeting or meetings. Such declaration by the Committee shall only be made when the Committee member seeking to participate remotely is afforded advance notice and the opportunity to participate in the Committee's discussion regarding excessive use and the continuation of remote participation by the Committee member. Provided that the Committee member is given notice of the date and time of the planned Committee discussion, the member's inability to be available to participate in the discussion shall not preclude the Committee's authority to discuss and decide whether such member's use of remote participation is excessive.

C. Remote participation must permit clear, uninterrupted, two-way communication for the participating Committee member(s).

D. More than one Committee member may participate remotely during the same meeting where the telephone conferencing or other electronic system for remote participation permits clear, uninterrupted, and two-way communication for all participating Committee members.

E. The Committee may discontinue the use of remote participation by one or more members during a work session where the participation results in delays or interference in the meeting process; e.g., where the telephone or network connection is repeatedly lost, the quality of the telephone or network connection is unduly noisy, or a participating member is unable to hear speakers using a normal speaking voice amplified to a level suitable for the meeting audience in attendance. Such determinations shall be made by the presiding officer.

III. Arranging for Remote Participation.

A. To arrange to participate remotely, a Board member shall contact the DRCOG Executive Assistant/Board Coordinator via email in advance of the meeting regarding the reason for the absence, and to receive special instructions needed to facilitate the remote connection. Call-in instructions for Committee meetings will be emailed out with the agenda. All Committee members shall endeavor to advise the Executive Assistant/Board Coordinator of their intent to remotely participate at the earliest possible time, and whenever possible not less than two (2) hours prior to the requested participation.

A RESOLUTION ADOPTING A POLICY FOR REMOTE PARTICIPATION DURING
DRCOG PERFORMANCE AND ENGAGEMENT COMMITTEE MEETINGS

Resolution No. ____, 2016

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B. If the Executive Assistant/Board Coordinator has received a request to participate remotely, staff shall establish the telephone or network connection not more than 10 minutes prior to the scheduled time of the work session. In case of a disconnection during a meeting, the Executive Assistant/Board Coordinator shall make one attempt to re-initiate the connection unless the presiding officer instructs to discontinue the remote participation in accordance with II.E above. Remote participation is limited to Committee members and to staff as outlined in V. below.

IV. Effect of Remote Participation.

Remote participation shall constitute actual attendance for purposes of establishing a quorum or for any other purpose.

V. Remote Participation by DRCOG Staff.

Upon request of the presiding officer or any two Committee members, staff to the Board (e.g., the Executive Director and/or designees acting on behalf of and at the direction of the Executive Director), may remotely participate in a Board work session.

VI. Limited Applicability of Policy.

This Policy shall only apply solely to DRCOG Performance and Engagement Committee meetings, and is not applicable to other regular and special meetings.

RESOLVED, PASSED AND ADOPTED this ____ day of _____, 2016
at Denver, Colorado.

Herb Atchison, Chair
Performance and Engagement Committee
Denver Regional Council of Governments

ATTEST:

Jennifer Schaufele, Executive Director

ATTACH D

To: Chair and Members of the Performance and Engagement Committee

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

Meeting Date	Agenda Category	Agenda Item #
May 18, 2016	Action	6

SUBJECT

This item concerns the Executive Director Evaluation process and schedule.

PROPOSED ACTION/RECOMMENDATIONS

No action requested, this item is for information only.

ACTION BY OTHERS

N/A

SUMMARY

Process and Schedule

The confidential survey will be sent via email from Jerry Stigall, the week of May 23 to all Board directors. Directors will have at least two weeks to complete the survey (depending on the mail date) but no later than June 10.

- Instructions will be provided to contact Mr. Stigall (jstigall@drcog.org) with technical questions about survey and Director Atchison (herb.atchison@netzero.net), Chair – Performance and Engagement Committee – for anything else.
- This is a 360-degree evaluation consisting of Board directors, peers of the Executive Director from around region and/or nationally and, direct reports.

Survey results will be provided to Executive Committee and ED by Mr. Stigall no later than June 15.

The Executive Committee and ED will meet to discuss the results as soon as possible and before the next regular meeting of the Performance and Engagement Committee.

An Executive Session will be held no later than the regular July meeting of the Performance and Engagement Committee (dates are uncertain at this point as no regular meeting schedule has been established for the committee; this meeting could occur as early as June).

- During executive session, a hard copy of the confidential results will be shared with the committee members. The Executive Committee and ED will discuss and summarize the survey results with committee members. Discussion by the full committee will ensue. Hard copies of the results will be collected at the end of the meeting.
- The Committee Chair will develop a written report of any performance enhancements expected of the ED as well as any adjustments to the ED's contract following the discussion of the Committee. This report will explicitly describe performance enhancements and/or contract adjustments to provide clear guidance to the ED and legal respectively.

At the next regular meeting of the Committee – after the evaluation is concluded – the Committee will establish any changes necessary to the evaluation survey and provide

Executive Director Evaluation Process and Schedule

May 26, 2016

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them to Mr. Stigall for immediate updating to ensure they are reflected in the next survey. The ED will ensure regular reporting through appropriate systems, e.g., Executive Policies, the ED's monthly report, strategic initiatives, e-newsletter, etc. to show progress on any performance enhancements.

PREVIOUS DISCUSSIONS/ACTIONS

N/A

PROPOSED MOTION

N/A

ATTACHMENT

N/A

ADDITIONAL INFORMATION

Should you have any questions regarding this item, please contact Jennifer Schaufele, Executive Director, at 303-480-6701 or jschaufele@drcog.org.