

**Metrorail Safety Commission**  
**March 27, 2018**

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**Agenda Item # 4 – Action**

**Adoption of Process to Elect Officers of the Commission**

Background	<p>In accordance with the Bylaws of the MSC, the Commission shall be served by a Chairman, Vice Chairman and a Secretary collectively referred to as the Officers of the Commission. The Commission will review a proposed process for the election of the Officers of the Commission. Upon review and discussion, the Commission will be asked to adopt the process and agree on a date for the formal conduct of the elections.</p> <p>The Commissioners reviewed a preliminary staff proposal at their inaugural meeting on March 13, 2018. The Commissioners outlined a set of changes to the proposed process and asked staff to bring back a revised process for this meeting. Staff worked with the policy representatives of the transportation agencies in the District of Columbia, Maryland and Virginia in making changes to the preliminary proposal from March 13, 2018.</p>
Issues	<p>None.</p> <p>MSC Legal staff and representatives of the transportation agencies in the District of Columbia, Maryland and Virginia have reviewed the changes made to the March 13, 2018 proposal and believe the revisions address the various changes members of the Commission advised staff at its March 13, 2018 meeting.</p>
Staff Recommendation	<p>Receive briefing from staff, and adopt the process, described in the attached memorandum, by which the MSC will elect its officers</p>

# Metrorail Safety Commission

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## MEMORANDUM

**TO:** Metrorail Safety Commission  
**FROM:** Kanti Srikanth, COG Staff  
**SUBJECT:** **Revised** Process to Elect Officers of the Commission  
**DATE:** March 20, 2018

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The Compact establishing the Metrorail Safety Commission (MSC) and the bylaws adopted by the MSC on March 13, 2018 require the Commission be served by a Chairman, Vice Chairman, Secretary and a Treasurer, collectively referred to as the Officers of the Commission. This memorandum outlines a process, for the Commission's consideration, for electing the first set of officers. Upon review and discussion, the Commission will adopt the process and agree on a date for the formal conduct of the elections.

## BACKGROUND

The compact establishing the MSC as approved by the U.S. Congress, H.J.Res.76 Aug. 22, 2017, and enacted as Public Law-115-54, 131 STAT 1093 outlines among other requirements for structuring the MSC under Article III section F.25: "The Board shall elect a Chairman, Vice Chairman, Secretary, and Treasurer from among its Members, each for a 2-year term and shall prescribe their powers and duties." The MSC Bylaws, Article I reflects this statutory requirement and Article III outlines the duties of the four officers.

Additionally, Article 1.D.1 of the Bylaws provides for the MSC to adopt a process of electing the officers prior to holding the election. The Bylaws specifically states: "At its initial meeting, the Board shall establish a process for the election of officers, and at subsequent annual meetings, the Board shall elect its officers to each serve a two-year term commencing immediately, as determined in the Compact."

At its meeting on March 13, 2018, the MSC reviewed an initial proposed process for conducting the elections, and then outlined a set of changes. This memorandum describes the revised process for conducting the election of officers of the MSC. The memo includes the proposed process for nomination, election, handling of vacancies of posts, and other related items.

## DUTIES OF THE OFFICERS

The specifically identified duties of the officers of the MSC are enumerated under Section III of the Bylaws. These are summarized at the end of the memorandum, for ease of reference. Only voting members, not Alternates, can serve as officers of the MSC.

## TERM OF OFFICE

Consistent with the requirements of the Compact and the Bylaws, the term of the officers shall be two years starting with the first day of the elections. Neither the Compact nor the Bylaws impose a term limit on any of the offices. As such members of the Commission will not be limited from holding office for consecutive terms.

## **JURISDICTIONAL REPRESENTATION AMONG OFFICERS**

The MSC has been jointly established as a State Safety Oversight Agency (SSOA) by the District of Columbia, State of Maryland and the Commonwealth of Virginia. This joint establishment is based upon the fact that WMATA's rail system operates in the three jurisdictions and it would be inefficient for WMATA to be subject to the oversight of three distinct SSOAs. The MSC is led by a Board that consists of two Commissioners (with one alternate Commissioner) from each of the three jurisdictions.

The MSC values equity among its members and the diverse experience and expertise its members offer to the Commission. In the interest of preserving this rich diversity among the officers the MSC agrees to endeavor to have all three jurisdictions represented between the offices of Chairman, Vice Chairman, Secretary and Treasurer.

The Compact and Bylaws have established a total of four offices (Chairman, Vice Chairman, Secretary and Treasurer) while the MSC is served by six Commissioners. It is recommended that the MSC have the person serving as its Secretary also serve as the Treasurer.

## **NOMINATION PROCESS**

For its inaugural election cycle the MSC will collectively (all six Commissioners serving as the nominating committee) identify the best candidates for its officers. It is recommended that the candidate for the office of Secretary also serve as the candidate for Treasurer.

For subsequent election cycles the Chairman may appoint a nominating committee to identify the best candidates for the offices. If a nominating committee is appointed the Chairman will ensure that the nominating committee has equitable representation from the three jurisdictions and will have a minimum of three members.

## **ELECTION SCHEDULE**

The election of the first set of officers will be held as expeditiously as possible following the adoption of a framework and process for the elections (described in this memorandum). The MSC is anticipated to adopt the framework and process for elections at its March 27<sup>th</sup>, 2018 meeting. The MSC may hold the elections during this same meeting or the following meeting (currently scheduled for April 10, 2018).

For subsequent elections should the Chairman appoint a nominating committee, as described in the section above, the nominating committee will be appointed two months before the term of the officers is set to expire; nominations will be received and elections held one month before the term of the officers is set to expire. New officers will be seated at the first meeting following the expiry of the preceding term.

## **ELECTION PROCESS**

The election of officers will be held in a regular or special meeting convened and will be a separate action item and not part of a consent agenda. While typically the Chairman and the Executive Director will conduct the meeting, including the elections, for the initial election the Acting Secretary designated by the MSC will conduct the election of the officers in accordance with the Bylaws. The Acting Secretary will obtain the nominations from the Commissioners and propose the nominations for the MSC's consideration and election.

## VACANCIES

In the event an officer is unable to complete a term, a new nominee for the position will be identified and elections held as outlined in Article 1.D.2 of the Bylaws. The bylaws note: "...a special election shall be held by the Board to elect a Member to serve in that position for the duration of the term. A special election may take place during a regular or special meeting of the Board. The elected member shall be an individual from the same jurisdiction from which the replaced Board member was appointed."

Article III.B.11 of the MSC Compact notes: "Each Member and Alternate Member shall serve a 4-year term and may be reappointed for additional terms; except that, each Signatory shall make its initial appointments as follows: (a) One Member shall be appointed for a 4-year term; and (b) One Member shall be appointed for a 2-year term. Additionally, Article 1.D.1 of the MSC Bylaws state, "Officer terms shall not supersede the overall term limits of overall Board membership." Depending on the duration of the term of appointment of the Commissioners holding any one of the four offices during this initial cycle and based on the above two requirements there could be a vacancy in one or more of the offices before the end of the first term of officers that would need to be filled.

### Duties of the Officers:

The specifically identified duties of the officers of the MSC are enumerated under Section III of the Bylaws. These are summarized herein for ease of reference.

#### A. Chair

1. The Chair shall be responsible for:
  - a. Presiding over Board meetings and conferring with the Executive Director on the Agenda for the meetings;
  - b. Administering the Oath of Office to Board Members, pursuant to the Compact;
  - c. Ensuring, through MSC staff, the prompt and full provision of records to the Mayor of the District of Columbia and Governors of Maryland and Virginia, pursuant to the Compact and Article I of these Bylaws.

#### B. Vice Chair

1. The Vice Chair shall be responsible for:
  - a. Presiding over Board meetings in the absence of the Chair,
  - b. Performing the duties of the Chair as directed by the Chair, or in the event the Chair is indisposed or conflicted from performing his or her duties.

#### C. Secretary

1. The Secretary or, upon vote of the Board, an MSC personnel designee under the Secretary's supervision, shall be responsible for distributing Board meeting Agendas and accompanying materials to all Members, preparing minutes of the meetings for approval of the Board, and keeping records of the meetings. Such records shall be retained at the MSC offices.

#### D. Treasurer

1. The Treasurer or, upon vote of the Board, an MSC personnel designee under the Treasurer's supervision, shall be responsible for:
  - a. Initiating the Annual Independent Audit of the MSC pursuant to the Compact Legislation and Article IV of these Bylaws;
  - b. Keeping appropriate and required records of financial transactions of the Commission;
  - c. Receiving requests from the Executive Director or Board Members pursuant the MSC budget and bringing such requests before the Board for review and approval.