

METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS
777 North Capitol Street NE
Washington, DC 20002

Date: March 14, 2007

To: COG Board of Directors

From: Lee Ruck, General Counsel

Subject: COG Board of Directors Bylaws and Procedural Issues (Resolution R19-07)

BACKGROUND

With the exception of the National Capital Region Transportation Planning Board (TPB) and the Metropolitan Washington Air Quality Committee (MWAQC), and their respective technical committees and public advisory groups) the jurisdiction, procedures, and authority of all COG entities flows from the COG Board of Directors. Such entities include policy advisory committees, program or technical committees, administrative committees, and ad hoc committees or task forces. Historically, the Board has utilized several mechanisms to confer or delegate jurisdiction and authority, to set limitations if any, and to direct or suggest procedures (TPB and MWAQC and their entities are not addressed here.)

- **Bylaws:** The Board itself, all of the policy advisory committees, some of the technical committees, and occasional ad hoc entities, have bylaws. The Board has the right and authority, if it chooses, to establish or review bylaws of its derivative entities. Bylaws usually define membership and officers, their responsibilities and authority, and the procedures for their selection.
- **Rules of procedure:** The Board has adopted procedures for its meetings and public activities and has suggested that its derivative committees (without defining whom it means) follow the same or similar rules. These rules also address confidentiality or public access to data, information, and documents.
- **Governance resolutions:** The Board creates derivative entities by resolution. Board resolutions can provide for the delegation (or re-delegation) of authority to any derivative entity or staff, under such terms and conditions, and with such limitations, as the Board deems appropriate. Unless time controlled in the resolution or by statute, such resolutions are indefinite or perpetual in length until terminated or modified by a future Board.
- **Charters, charges, or missions:** Can be included in bylaws or creating or authorizing resolutions. Speak to the responsibilities or authority of the entity, its duration, and its occasional or periodic deliverables. It can also address membership and internal governance.

STATUS

The status of COG's various bylaws, procedures and governance documents is scattered and inconsistent at best:

- COG Board Bylaws and Rules of Procedure have not been reviewed or revised since 2003.
- All policy advisory committees have bylaws, but they are not consistent and have never been reviewed as a group.
- COG Board administrative committees, e.g. budget and finance, often lack governance documents as they have been created on an ad hoc basis by resolution.
- Many of COG's dozens of program and technical committees have bylaws; many do not. There has never been an attempt to review these for utility, consistency, and function.
- There is no template for ad hoc committee or task force charter or bylaws.
- Resolutions delegating authority to Executive Director or others have not been compiled.

RECOMMENDATION

The COG Board will be asked to establish a bylaws and governance committee at its March 14, 2007 meeting. A comprehensive review of COG Board bylaws and governance issues and documents might include the following elements. The committee will be asked to conduct its review and develop recommendations for presentation at the COG retreat (tentatively scheduled for July 20-21) and subsequent consideration by the COG Board in September.

COG Board:

- Members, regular, adjunct, and non-voting
 - Other jurisdictions within the SMA
 - Jurisdictions adjacent to the SMA
 - State participation
 - Policy Chairs participation
- Quorum requirements
- Role of Officers
- Role/Make-up of Executive Committee
- Authority of Executive Committee in absence of the Board
- Electronic voting
- Bylaw amendment process.

Policy Advisory Committees:

- Number and function
- Review mission and charges
- Membership
- Leadership responsibilities, authority, and selection
- Desirability of consistent bylaws
- Procedures, including electronic voting
- Quorum

Board Administrative Committees:

- Number and function
- Review missions and charges.
- Membership
- Procedures

Ad Hoc Committees or Task Forces:

- Template for creation/function/mission
- Sunset or reporting provisions
- Membership
- Leadership responsibilities, authority, and selection.

Program or Technical Committees:

- Function
- Charge or mission
- Membership, including non-COG membership
- Standardized bylaws, setting forth process and reporting structure
- Procedures
- Leadership responsibilities, authority, and selection

Staff Delegations, including Limitations:

- Financial
 - Grants and Contracts
 - Investments and financial controls
- Personnel