



Northern Virginia Transportation Authority
The Authority for Transportation in Northern Virginia

GOVERNANCE AND PERSONNEL COMMITTEE

Thursday, May 13, 2021

5:30 PM

NVTA Offices

Meeting to be conducted on WebEx and Live Streamed via YouTube

AGENDA

1. **Call to Order** Chair Randall
2. **Resolution Finding the Need to Conduct the May 13, 2021 Governance and Personnel Committee Meeting Electronically** Chair Randall
Recommended Action: Adoption of Resolution
3. **Approval of the April 8, 2021 Meeting Summary**
Recommended Action: Approval of Meeting Summary, (with abstentions from those who were not present).

Discussion/Information

4. **Executive Director Annual Review Process** Mr. Longhi, CFO
5. **Bylaws Title Correction** Mr. Longhi, CFO
6. **Compensation Survey Update** Mr. Longhi, CFO

Closed Session

(If Required)

7. **Adjournment**

Next Meeting: June 10, 2021 at 5:30 PM

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NORTHERN VIRGINIA TRANSPORTATION AUTHORITY
GOVERNANCE AND PERSONNEL COMMITTEE
RESOLUTION FINDING NEED TO CONDUCT
MAY 13, 2021 MEETING ELECTRONICALLY

May 13, 2021

WHEREAS, on March 12, 2020, the Governor of Virginia declared a state of emergency in Virginia in response to the spread of novel coronavirus, or COVID-19, a communicable disease of public health threat as so declared by the State Health Commissioner on February 7, 2020 (“COVID-19”); and

WHEREAS, in subsequent Executive Orders, particularly Executive Order Nos. 53 and 55, as amended, the Governor of Virginia, among other measures designed to ensure safe physical distancing between individuals, prohibited public and private in person gatherings of 10 or more individuals and ordered all individuals in Virginia to remain at their place of residence, with limited exceptions, to mitigate the impacts of COVID-19 and prevent its spread; and

WHEREAS, the Northern Virginia Transportation Authority (Authority) – Governance and Personnel Committee (Committee) finds that it has a responsibility to demonstrate to the public, through the Committee’s conduct, the importance of maintaining proper physical distance from others and to avoid gathering in public where the risks of infection are highest, and to take measures that promote physical distancing in order to protect the public health and mitigate the impacts and spread of COVID-19, including, among others, conducting meetings electronically whenever possible; and

WHEREAS, on April 22, 2020, the Virginia General Assembly adopted, and the Governor signed, budget bill amendments to HB 29 that expressly authorize “any public body, including any state, local, [or] regional body” to “meet by electronic communication means without a quorum of the public body . . . physically assembled at one location when the Governor has declared a state of emergency . . . , provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body . . . to assemble in a single location; (ii) the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue operations of the public body . . . and the discharge of its lawful purposes, duties, and responsibilities” among other provisions; and

WHEREAS, member jurisdictions of the Northern Virginia Transportation Authority have adopted continuity of government ordinances pursuant to Va. Code Ann. § 15.2-1413 which ordinances, among other provisions, contemplate regional bodies of which the locality is a member meeting electronically to transact business to assure the continuity of government; and

NOW, THEREFORE, BE IT RESOLVED, that the Northern Virginia Transportation Authority Governance and Personnel Committee hereby finds that meeting by electronic means is authorized because the nature of the declared emergency makes it both impracticable and unsafe for the Committee to assemble in a single location on May 13, 2021, to discuss and transact the business of the Committee listed on the May 13, 2021 Governance and Personnel Committee Agenda; and

BE IT FURTHER RESOLVED, that the Committee hereby finds that meeting by electronic means is authorized because the items on the May 13, 2021 Governance and Personnel Committee Meeting Agenda are statutorily required or necessary to continue operations of the Authority and the discharge of the Authority's lawful purposes, duties, and responsibilities; and

BE IT FURTHER RESOLVED, that the items on the May 13, 2021 Governance and Personnel Committee Meeting Agenda are encompassed within the continuity of operations ordinances adopted by member localities of the Northern Virginia Transportation Authority to assure the continued operation of the government during the disaster posed by the public health emergency resulting from COVID-19.

Adopted on the 13th day of May, 2021.



Northern Virginia Transportation Authority
The Authority for Transportation in Northern Virginia

GOVERNANCE AND PERSONNEL COMMITTEE

Thursday, April 11, 2021

5:30 PM

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Meeting conducted on WebEx and Live Streamed via YouTube

SUMMARY MINUTES

1. **Call to Order** Chair Randall
 - ✓ Chair Randall called the meeting to order at 5:30pm.
 - ✓ Attendees:
 - Members: Chair Randall; Chair Wheeler, Mayor Davis-Younger.
 - Staff: Monica Backmon (Executive Director); Michael Longhi (CFO); Peggy Teal (Assistant Finance Officer), Dev Priya Sen (Financial Analyst); Margaret Duker (Executive Asst/Clerk).
 - Other Attendees: Tracy Baynard (McGuireWoods Consulting LLC); Daniel Robinson (Council of Counsels – Fairfax County); Rob Dickerson (Council of Counsels – Prince William County); Steve MacIsaac (Council of Counsels – Arlington County).
 - Other Attendees: Jurisdictional and agency staff attended the meeting via the Authority's YouTube channel.

2. **Resolution Finding the Need to Conduct the April 8, 2021 Governance and Personnel Committee Meeting Electronically** Chair Randall

Recommended Action: Adoption of Resolution

 - ✓ Chair Wheeler moved the adoption of Resolution Finding the Need to Conduct the April 8, 2021 Governance and Personnel Committee Meeting Electronically; seconded by Mayor Davis-Younger. Motion passed by 3-0-2 as two Committee Members were absent.

3. **Approval of the March 11, 2021 Meeting Summary**

Recommended Action: Approval of Meeting Summary, (with abstentions from those who were not present).

 - ✓ Chair Wheeler moved the acceptance of the March 11, 2021 Meeting Minutes; seconded by Mayor Davis-Younger. Motion passed by 3-0-2 as two Committee Members were absent.

Discussion/Information

4. **2021 General Assembly Update**

Ms. Backmon, Executive Director
 Ms. Baynard, MWC, LLC

- ✓ Ms. Baynard updated Committee members on the recent activities of the General Assembly since the last GPC meeting.
- ✓ She highlighted the proposed 2021 Work Plan which seeks to:
 - Oppose efforts that reduce funding for or powers of the Northern Virginia Transportation Authority or weaken its ability to advance regional intermodal transportation priorities.
 - Participate in studies that address transportation needs in Northern Virginia.
 - Monitor state activity around the transportation sector's role in helping Virginia meet carbon emission goals.
- ✓ She pointed that with transportation, climate, emissions and identification of transportation infrastructure being top of the year's General Assembly Session, there are a number of transportation related studies which are currently moving forward.
- ✓ Ms. Baynard highlighted the importance of being part of these activities as they impact what happens in the region.
- ✓ She noted the need to bring to the Authority's attention certain discussions at the Commonwealth Transportation Board (CTB).
- ✓ The CTB requested an overview of Virginia's Regional Transportation Authorities (RTAs), seeking to understand how these entities, namely the Northern Virginia Transportation Authority, Hampton Roads Transportation Accountability Commission and the Central Virginia Transportation Authority operates.
- ✓ In March 2021, the Office of the Attorney General (OAG) provided an analysis of the structure and powers of these three entities, how they were created, their sources of revenue and the standard project agreements used when funding projects.
- ✓ She further noted that at the next meeting, the Office of the Attorney General will provide more information to CTB Members regarding the financing, project selection and prioritization of each of these regional transportation entities.
- ✓ She noted the following questions asked by the CTB members: Whether the SPAs (Standard Project Agreements) used by the regional authorities' localities were similar or different. If different, does it create any inefficiencies for VDOT (The Virginia Department of Transportation).
- ✓ Is VDOT being compensated for rendering services for the projects managed for the regional entities.
- ✓ How much debt has been issued by the regional transportation authorities and who is responsible for it - the authorities, the Commonwealth or the localities?
- ✓ Ms. Baynard noted that the Central Virginia Transportation Authority is yet to issue debt and Hampton Roads has already issued about \$1 billion of debt.
- ✓ Hampton Roads is constructing express lanes and using tolls to service the debt.
- ✓ Chair Randall asked what legislation gives the CTB the authority to question the activities of the regional transportation authorities.
- ✓ Ms. Baynard responded that the statutes which created all these authorities requires cooperation with the Commonwealth, specifically with the Commonwealth Transportation Board, being the transportation oversight entity in the Commonwealth.
- ✓ However, she noted that the statutes as are currently written, do not give the CTB any direct oversight role.

- ✓ Delegate Roem remarked that it appears there is some degree of predisposition to other projects as compared with jurisdictions in Northern Virginia since most multi-modal projects recommended to the CTB are not scoring as highly as other ones.
- ✓ Chair Randall added that if trails are being scored higher than multi-modal projects, then that is essentially shifting the responsibility of all road funding to the Authorities and is a major concern which may need to be addressed at the next General Assembly Session.
- ✓ Ms. Baynard recommended reaching out to the Office of the Attorney General and updating them of how the Authority operates in order to ensure that the appropriate account is conveyed at the CTB when they go back to present the second report on the fiscal activities of the authorities.
- ✓ Chair Randall also asked about how NVTA scores projects, and whether the Environmental scoring criteria of 5% was high enough? She further wanted to know how the criteria was adopted.
- ✓ Ms. Backmon responded that the environmental score/weighting was approved by the Authority.
- ✓ She noted that since the Authority is in the initial stages of updating TransAction, the existing performance measures will be re-evaluated through the various Committees and efforts will be made to scale them down and reassess the weights assigned to each.
- ✓ She also reminded all that this time around, 'equity' which is in the vision statement, is also going to be one of the performance measures noting that the proposed revisions will be vetted through the Committees and recommendations will be presented to the Authority for approval.
- ✓ Chair Randall noted that it will be a good thing to review the performance measures and identify ways to boost them.
- ✓ Delegate Roem wanted to know what will be the projected budget for the call for projects this summer.
- ✓ Ms. Backmon responded that an assessment of the revenue forecasts will be developed as part of the FY 2026-2027 call for projects.
- ✓ Chair Wheeler asked that with regards to transportation infrastructure, has it been considered that Prince William County does not have many charging stations.
- ✓ Ms. Baynard responded that there are some agencies looking into the electrification and charging station infrastructure regarding which areas to focus them and what kind of charging stations should be installed to meet these needs.
- ✓ She further noted that recently, funding as part of the Volkswagen settlement was used to fund charging stations. Also, Virginia is considering joining the Transportation Climate Initiative. This could create additional funding sources which would go towards electrification and charging stations.
- ✓ Chair Wheeler further asked if there was any information regarding how to assess greenhouse gas emissions.
- ✓ Ms. Baynard answered that the Air Pollution and Control Board is the agency to contact for that information.
- ✓ She informed the Authority that the Department of Rail and Public Transportation (DRPT) is putting together an application process for low and free fares and recommends sharing the information with localities.

- ✓ In addition, Ms. Baynard highlighted various transportation related studies (with their due dates), such as the Springfield Quantico Enhanced Public Transportation Feasibility Study and the Transit Equity Modernization Study which the Authority could collaborate with for the purpose of the TransAction update.
- ✓ Regarding the issue of transportation infrastructure, climate change and greenhouse gas emissions, she noted the Virginia Energy Plan study with an interim update due in October which is likely to cover electric vehicle charging infrastructure.
- ✓ She noted that a complete schedule of these studies and their timelines are included in the attachment in the meeting packet.
- ✓ Chair Randall thanked Ms. Baynard for these valuable updates as well as Committee Members for joining in the meeting.

5. **Adjournment:** The meeting adjourned at 5:54pm.

Next Meeting: May 13, 2021 at 5:30 PM
NVTA Offices

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

MEMORANDUM

TO: Chair Randall and Members of the NVTA Governance and Personnel Committee

FROM: Michael Longhi, CFO

DATE: May 7, 2021

SUBJECT: Annual Executive Director Performance Evaluation Process

1. **Background:** The Northern Virginia Transportation Authority (NVTA) Governance and Personnel Committee (GPC) prepares the annual Executive Director performance evaluation for consideration and approval by the Authority.
2. **Discussion:** The GPC initiates the activities related to the annual performance review of NVTA's Executive Director.
 - a. An evaluation process outline, based on prior practice, is provided as Attachment A.
 - b. As provided in the process outline, the Executive Director's 2020 goals are provided in Attachment B.
 - c. In 2020, the GPC moved the Executive Director's review date to realign it with her hiring date, moving the end of the review period to May 2021.
 - d. The GPC requested a compensation survey be conducted through a professional firm for the 2021 annual review.
3. **Next Steps:**
 - a. GPC Chair Randall advises Authority Members, at the May meeting, of the start of the annual Executive Director performance evaluation process.
 - b. With this announcement, Chair Randall advises Authority Members that their comments on the Executive Director's performance during 2020 will be requested in June.
 - c. The evaluation process as presented in Attachment A will continue to be executed toward a June 2020 completion target with adjustments determined by the Committee.

Attachments:

- A. Executive Director Annual Performance Assessment Procedure Outline
- B. Executive Director Goals for 2020

Attachment A

Executive Director Annual Performance Assessment Procedure Outline

Action steps and timing will be determined by the Governance and Personnel Committee to suit particular circumstances of each review cycle.

The following steps are targeted to prepare the annual performance review, compensation and contract updates for Authority review and consideration at their regularly scheduled meeting.

The underlined items below indicate where the GPC Chair, in consultation with the Committee will provide direction.

Evaluation Kick Off

- Chair of the GPC may establish a subcommittee and/or GPC lead for the purpose of leading the Executive Director's (ED) annual performance review.
- Chair of the GPC will designate an NVT staff member (GPC Lead) to carry out the instructions of the Committee/Subcommittee. Previously, the GPC Lead has been the Chief Financial Officer (CFO).
- The prior year ED performance goals will be distributed to the Committee.

Evaluation Process

- A salary survey will be conducted by the CFO, similar to prior year surveys and as revised by the Committee. (For the 2020 review, the Committee requested a professional compensation study to be conducted as opposed to the previous process of listing the salaries and significant roles of various regional and state positions.)
- The current ED performance goals will be distributed to all Authority Members with any comments from the Chair of GPC.
- Authority Member comments on the ED performance will be requested within 30 days. The GPC Chair will direct where comments should be submitted for recordation and consolidation. (Chair, Subcommittee or GPC Lead)
- Prior to the next regular meeting of the GPC, if possible, the person directed by the Chair to consolidate comments will submit a recap of the performance comments received from Authority Members as well as copies of the actual comments. Included in this distribution will be the results of the most recent salary survey, as available.
- The GPC will meet to review and discuss the material distributed previously in closed session. The purpose of the meeting will be to formulate a GPC performance assessment and recommendation to the Authority Members.
- As part of the recommendation the GPC will consider relevant ED contract terms such as:
 - Extension of the contract term.
 - Compensation

- Changes to the Executive Director Position Description
- Benefits – other than the standard benefit package offered to all full time permanent NVTAs staff members.
- Automobile Allowance
- Leave Earnings Rate
- Leave Carry Forward Terms

Attachment B

Executive Director Goals for 2020

1. Adoption of Update to the Six Year Program.
2. Work session with the Authority – (policies/procedures/organizational structure).
3. Initiate the update to TransAction—initiate procurement, develop and post RFP, select contractor.
4. Develop policy guidelines for Innovative and Disruptive Technologies to incorporate into the TransAction update.
5. Conduct and present evaluation of Long-Term Benefits analysis.
6. Clean unmodified Audit for FY2020.
7. Continue to implement Five-Year Strategic Plan.
8. Update Authority’s Communications Plan.
9. Regional Multi-Modal Mobility Program (RM3P)—continue the partnership with the Commonwealth in the execution of the RM3P. Anticipate delivering the initiatives one and two by the end of the year.
10. Promote and Represent NVTAs profile by:
 - a. Representing the Authority at regional and national transportation conferences
 - b. Coordinating with the NoVA business community to better understand how the NoVA transportation system affects regional prosperity and identify how different types of multimodal regional transportation projects support economic growth and raise quality of life for Northern Virginians
 - c. Participating in regional initiatives/studies
 - d. Continuing to build and foster partnerships with business community (Chambers), stakeholders
 - e. Building-cultivating strategic relationships, raising visibility
11. Update the Economic Impact Analysis with the adoption of the Six Year Program update.
12. Work with the Transportation Planning Board (TPB) on the development of the new transportation model for VA MD and DC, and examine potential utilization with the TransAction update.
13. Build capacity for in-house multimodal regional transportation modelling, aligning with TBP data and the TransAction Update.

14. PIO Group - Utilize group to advance NVTA brand and initiatives through the collaborative work on groundbreaking and ribbon cuttings.
15. Regional Investment Group - Utilize the group to monitor existing or potential legislation.
16. Continue to advocate for additional federal and state funding for transportation projects in the region.

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

MEMORANDUM

TO: Chair Randall and Members of the NVTA Governance and Personnel Committee

FROM: Michael Longhi, CFO

DATE: May 7, 2021

SUBJECT: Bylaws Title Correction

1. **Background:** The Northern Virginia Transportation Authority (NVTA) Governance and Personnel Committee (GPC) is charged in the Authority Bylaws with the periodic review and procedural amendments to the Bylaws (Article V, C., 1., a.).
2. **Discussion:** There is an inconsistency between the Code of Virginia chapter which created the NVTA and authorizes staff, and the NVTA Bylaws. The inconsistency is in the title of Executive Director (Bylaws) and Chief Executive Officer (Code of Virginia). Specific references are presented below.
 - a. **Code of Virginia, § 33.2-2503. Staff.** The Authority shall employ a chief executive officer and such staff as it shall determine to be necessary to carry out its duties and responsibilities under this chapter. No such person shall contemporaneously serve as a member of the Authority. The Department of Transportation and the Department of Rail and Public Transportation shall make their employees available to assist the Authority, upon request.
 - b. **NVTA Bylaws, Article VII, Administration. A. Executive Director.** The Authority shall employ an Executive Director who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Authority. The Executive Director shall have direct control, subject to the Authority, of the management of the day-to-day administrative affairs of the Authority. The Executive Director shall propose activities to the Authority and shall carry out policies, programs and projects approved by the Authority, and shall be responsible for preparing and presenting the annual budget. The Executive Director may not contemporaneously serve as a member of the Authority.

3. Next Steps: The Authority's Bylaws and the Code of Virginia should be consistent. Achieving this consistency will necessitate amending the Bylaws as presented below:

- a. NVTA Bylaws, Article VII, Administration. A. ~~Executive Director~~ Chief Executive Officer. The Authority shall employ an ~~Executive Director~~ Chief Executive Officer who shall have direct authority for the employment, retention, and supervision of all of the other employees of the Authority. The ~~Executive Director~~ Chief Executive Officer shall have direct control, subject to the Authority, of the management of the day-to-day administrative affairs of the Authority. The ~~Executive Director~~ Chief Executive Officer shall propose activities to the Authority and shall carry out policies, programs and projects approved by the Authority, and shall be responsible for preparing and presenting the annual budget. The ~~Executive Director~~ Chief Executive Officer may not contemporaneously serve as a member of the Authority.
- b. The Bylaws currently contain seven additional references to Executive Director which would be amended to Chief Executive Officer, for a total of 12 amendments.
- c. All amendments to the Bylaws must be considered at two Authority meetings prior to action, with Authority action permitted at the second meeting.

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

MEMORANDUM

TO: Chair Randall and Members of the NVTA Governance and Personnel Committee

FROM: Michael Longhi, CFO

DATE: May 7, 2021

SUBJECT: Compensation Survey Update

1. **Background:** The Northern Virginia Transportation Authority (NVTA) Governance and Personnel Committee (GPC) requested a compensation survey be conducted for the Executive Director position from a qualified professional consulting firm.
2. **Discussion:**
 - a. NVTA staff have examined several options to acquire the professional salary survey consultancy, these include:
 - i. Riding existing jurisdiction or state contracts for such services.
 - ii. Directly contracting with a consulting firm.
 - iii. Procuring independent benchmark compensation data.
 - b. Options Assessment:
 - i. Riding existing jurisdiction or state contracts has proven difficult as the rider option is often not put into these types of contracts due to their specialized nature. Contract riders essentially allow the riding organization (NVTA) to use the existing contract as written. These contracts, as observed through reviewing published RFPs, are for large organization consulting work, covering hundreds to thousands of employees, by position classifications and pay bands over several years.
 - ii. Directly contracting with a consulting firm will entail the issuance of a Request for Proposal (RFP), competitive procurement and a resultant contract. Prospective out of pocket costs for this approach have ranged from \$10,000 to \$20,000+.
 - iii. Independent benchmark data options have been examined, with the most important factor being to ensure the data is tightly correlated to the position as it functions.

- 3. Current Activity:** NVTA staff found that the Virginia Department of Human Resource Management (DHRM) provides independent benchmark compensation data compiled by an international human resource and executive consulting firm.
- i. DHRM staff have indicated NVTA could access this data through their program, even without being a state department.
 - ii. DHRM staff have discussed additional analyses that has the potential to support this effort and are currently working with NVTA staff to determine the suitability and applicability of this benchmark data and additional state analyses.
 - iii. Accessing the benchmark data outside of the DHRM program could cost \$10,000+, depending on required options.
 - iv. Accessing the data through the DHRM program would cost between \$1,000 and \$2,000, with the additional benefit of access to DHRM staff knowledge.

4. Next Steps:

- a. With the concurrence of the GPC, NVTA staff will continue to pursue the program offered by DHRM.
- b. Upon confirmation of data suitability, a compensation report may be available for the June GPC meeting.
- c. If the DHRM program turns out not to be suitable, NVTA staff will present a salary survey to the Committee consistent with prior year surveys and options for additional compensation consulting.