

NORTHERN VIRGINIA TRANSPORTATION AUTHORITY

MEMORANDUM

TO: Chair Phyllis J. Randall and Members
Northern Virginia Transportation Authority

FROM: Michael Longhi, CFO

DATE: September 2, 2021

SUBJECT: Amendment to Bylaws – Subsequent Reading

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. **Suggested Motion:** *I move Authority adoption of the proposed Bylaws position title changes presented below.*
3. **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.

4. 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. The position description/compensation consultant, The Millennium Group, is developing recommendations based on the title Chief Executive Officer.
- d. The NVTA Council of Counsels has advised that the title change is permissible but not legally required.
- e. All amendments to the Bylaws must be considered at two, or more Authority meetings prior to action, with Authority action permitted at a subsequent meeting after the first reading.

Coordination: NVTA Council of Counsels