



Board of Commissioners Special Meeting

Open Meeting

Friday, August 20, 2021 @ 8:30 AM

Virtual Meeting

211 North Broadway, 6th Floor

St. Louis, MO, 63102



Board of Commissioners Special Meeting -- August 20, 2021

Notice of Meeting and Agenda

- | | | |
|--|----------|-------------------------|
| 1. Call to Order | Approval | Vice Chair
Zimmerman |
| 2. Roll Call | Quorum | M. Bennett |
| 3. Revision to Board Policy, Section 70.020 - Compensation
(Resolution #1150) | Approval | T. Roach |
| A. Briefing Paper - 3 | | |
| B. Section 70.020 - original.docx - 5 | | |
| C. Board Policy Section 70.020 revised - redlined copy - 6 | | |
| D. Board Policy Section 70.020 revised - clean copy - 7 | | |
| E. Resolution #1150 - 8 | | |
| 4. Adjournment | Approval | Vice Chair
Zimmerman |

**Bi-State Development Agency
Board of Commissioners
Special Meeting
Open Session Agenda Item
August 20, 2021**

From: Taulby Roach, President and Chief Executive Officer
Subject: **Amendment to Board Policy, Section 70.020 – Compensation**
Disposition: Approval:
Presentation: Taulby Roach, President and Chief Executive Officer

Objective:

To present to the Board of Commissioners for approval, the proposed amendment to the current Board Policy, Section 70.020 - Compensation.

Background: Board Policy Section 70.020 (B) – Additional Compensation

Bi-State Development (BSD), particularly Metro Transit, has been experiencing significant workforce shortages, especially in front-line essential roles including Call-A-Ride, MetroBus and MetroLink Operators, electricians, and mechanics. This workforce shortage is now impacting BSD's ability to provide service. In order to meet these workforce shortage challenges BSD needs the ability to implement swift and effective solutions with measures to attract and retain team members, including compensation incentives. The current Board Policy does not allow management to respond in an immediate, flexible and efficient manner. By amending the Board Policy to allow the President & CEO to inform the Board before implementation rather than seeking Board approval for each measure would enhance and improve BSD's ability to meet workforce challenges now and in the future.

Analysis:

We are proposing the following revisions to Board Policy, Section 70.020 – Compensation, to improve Agency administrative flexibility and operational efficiencies.

- Paragraph A. Policy. – Update for current department name and staff title.
- Paragraph B. Additional Compensation. – Change to allow the President & CEO to inform the Board of Commissioners before the implementation of any additional compensation.

Previous Action:

This item has not been presented to any Committee, however, due to the necessity of the proposed Board Policy revisions, the President and CEO has placed this item on the Agenda for the Board of Commissioners' Special Meeting on August 20, 2021.

Board Action Requested:

Management recommends that the Board of Commissioners approve amending Board Policy Section 70.020 – Compensation, with the recommended changes, and waive tabling of the amendment, pursuant to Board Policies, Article VI (D), to revise Board Policy Section 70.020 – Compensation, so that it is effective upon Board approval.

Funding Source:

Not Applicable.

Attachments:

Attachment A – Current Board Policy Section 70.020 - Compensation

Attachment B – Revised (redlined) Board Policy Section 70.020 - Compensation

Attachment C – Revised (clean) Board Policy Section 70.020 - Compensation

Section 70.020 Compensation *(Amended 9/26/08 and 11/21/08)*

A. Policy. *(Revised 9/26/08)* It is the policy of the Agency to maintain a compensation package, including both salary and benefits, to attract and retain outstanding employees. As a matter of routine, on an annual basis, the Human Resource Department will monitor, review and make recommendations concerning the Agency's compensation package. At least once every three years, the Human Resource Department will conduct a formal study, utilizing professional services as required, and prepare recommendations for Board approval. The recommended compensation structure will be based upon industry and applicable labor market comparisons, as well as the Agency's financial condition. Management must use qualifications and performance as the basis for compensation decisions related to hiring, promotion, transfer, demotion, advancement within the range or other internal personnel movements. In addition, the Board establishes the contractual and compensation arrangements for the President & CEO, and Director of Internal Audit.

B. Additional Compensation. *(revised 9/26/08 and 11/21/08)* Any bonuses, stipends, severance payments that are above and beyond the standard practices set forth in Metro's Human Resources Policies & Procedures Layoff and Recall Policy, or incentive compensation for any employee shall be approved by the Board of Commissioners. The Board shall approve any such payment only upon an opinion of the General Counsel that such payment is authorized under the Agency's Compact and in accordance with applicable law.

Section 70.020 Compensation (Amended 9/26/08, ~~and 11/21/08,~~ and 8/20/21)

A. Policy. (Revised 9/26/08) It is the policy of the Agency to maintain a compensation package, including both salary and benefits, to attract and retain outstanding employees. As a matter of routine, on an annual basis, the Talent Management ~~Human Resource~~ Department will monitor, review and make recommendations concerning the Agency's compensation package. At least once every three years, the Talent Management~~Human Resource~~ Department will conduct a formal study, utilizing professional services as required, and prepare recommendations for Board approval. The recommended compensation structure will be based upon industry and applicable labor market comparisons, as well as the Agency's financial condition. Management must use qualifications and performance as the basis for compensation decisions related to hiring, promotion, transfer, demotion, advancement within the range or other internal personnel movements. In addition, the Board establishes the contractual and compensation arrangements for the President & CEO, and Chief Audit Executive~~Director of Internal Audit~~.

B. Additional Compensation. (revised 9/26/08, ~~and 11/21/08,~~ and 8/20/21) The President & CEO shall inform the Board of Commissioners before implementation of Any bonuses, stipends, severance payments, or incentive compensation for any employee that are above and beyond the standard practices and policies of the Agency's Talent Management Department, set forth in Metro's Human Resources Policies & Procedures Layoff and Recall Policy, or incentive compensation for any employee shall be approved by the Board of Commissioners. The Board shall approve Any such payment shall be made only upon an opinion of the General Counsel that such payment is authorized under the Agency's Compact and in accordance with applicable law.

Section 70.020 Compensation *(Amended 9/26/08, 11/21/08, and 8/20/21)*

A. Policy. *(Revised 9/26/08)* It is the policy of the Agency to maintain a compensation package, including both salary and benefits, to attract and retain outstanding employees. As a matter of routine, on an annual basis, the Talent Management Department will monitor, review and make recommendations concerning the Agency's compensation package. At least once every three years, the Talent Management Department will conduct a formal study, utilizing professional services as required, and prepare recommendations for Board approval. The recommended compensation structure will be based upon industry and applicable labor market comparisons, as well as the Agency's financial condition. Management must use qualifications and performance as the basis for compensation decisions related to hiring, promotion, transfer, demotion, advancement within the range or other internal personnel movements. In addition, the Board establishes the contractual and compensation arrangements for the President & CEO, and Chief Audit Executive.

B. Additional Compensation. *(revised 9/26/08, 11/21/08, and 8/20./21)* The President & CEO shall inform the Board of Commissioners before implementation of any bonuses, stipends, severance payments, or incentive compensation for any employee that are above and beyond the standard practices and policies of the Agency's Talent Management Department. Any such payment shall be made only upon an opinion of the General Counsel that such payment is authorized under the Agency's Compact and in accordance with applicable law.

**A RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE BI-STATE DEVELOPMENT AGENCY OF
THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT
TO APPROVE REVISIONS TO BOARD POLICY,
SECTION 70.020 - COMPENSATION**

PREAMBLES:

Whereas, the Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "Agency"/ "BSD") is a body corporate and politic, created by an interstate compact between the states of Missouri and Illinois, acting by and through its Board of Commissioners (the "Board"); and

Whereas, the Agency is authorized by Mo. Rev. Stat. §§ 70.370 et seq. and 45 Ill. Comp. Stat. 100/1 et seq. jointly referred to herein as the "Compact"); to make suitable rules and regulations consistent with its mission and not inconsistent with the constitution or laws of either state, or any political subdivision thereof; and

Whereas, Article VI of the Bylaws – Board Policies of the Agency, provides that any action by the Board establishing policy, administrative, business, or otherwise, shall be known as "Board Policies" and that the Board may adopt, amend or repeal, in whole or in part, the Board Policies at any meeting of the Board, except that unless otherwise designated by the Chair, all Board Policies shall be tabled for a period of one month and shall become effective upon adoption by the Board; and

Whereas, in an effort to improve Agency administrative flexibility and operational efficiencies it has been recommended that certain changes be made to the Board Policy, Section 70.020 - Compensation, as follows:

- Paragraph A. Policy. – Update for current department name and staff title,
- Paragraph B. Additional Compensation. – Change to allow President & CEO to inform the Board of Commissioners before implementation of any additional compensation; and

Whereas, staff has recommended that these measures be implemented as soon as approved; therefore, requiring the Board to waive tabling the proposed revisions to the Policy as provided in Article VI of the Bylaws, so that they are effective upon Board approval; and

Whereas, it is feasible, necessary and in the public interest for the Board of Commissioners to approve and adopt revisions to Board Policy, Section 70.020 - Compensation, in accordance with the terms and conditions described herein.

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE BI-STATE DEVELOPMENT AGENCY OF THE MISSOURI-ILLINOIS METROPOLITAN DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Commissioners hereby finds and determines those matters set forth in the preambles as fully and completely as if set out in full in this Section 1.

Section 2. Approval of Board Policy Revisions. The Board of Commissioners hereby approves and adopts revisions to Board Policy, Section 70.020 – Compensation, and waives tabling of the Section 70.020 - Compensation revisions, as provided in Article VI of the Bylaws, so that they are effective upon Board approval, under and pursuant to this Resolution and the Compact for the authorized Agency purposes set forth in the preambles hereof and subject to the conditions hereinafter provided.

Section 3. Form of the Board Policy Section 70.020 Revisions. The form of the Section 70.020 - Compensation revisions (as provided in the Attachments to the Briefing Paper and made a part hereof), substantially in the form presented to this meeting are hereby approved, and officers of the Agency, including without limitation, the President and CEO, are hereby authorized and directed to execute and deliver and attest, respectively, the Section 70.020 - Compensation revisions, with such changes, modifications, insertions and omissions as may be deemed necessary or desirable to affect the Section 70.020 – Compensation revisions with the necessity and desirability of such changes, modifications, insertions and omissions conclusively evidenced by their execution thereof.

Section 4. Actions of Officers Authorized. The officers of the Agency, including, without limitation, the President and CEO, are hereby authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 5. Severability. It is hereby declared to be the intention of the Board of Commissioners that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Commissioners intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 6. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the Agency, officers and employees.

Section 7. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 8. No Personal Liability. No member of the Board of Commissioners, officer, employee or agent of the Agency shall have any personal liability for acts taken in accordance with this Resolution.

Section 9. Payment of Expenses. The Senior Vice President and CFO is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 10. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Commissioners of The Bi-State Development Agency of the Missouri-Illinois Metropolitan District this 20th day of August, 2021.

In Witness Whereof, the undersigned has hereto subscribed his signature and caused the Seal of the Agency to be affixed.

**THE BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT**

By _____
Its _____

[SEAL]

ATTEST:

By _____
Deputy Secretary to the Board of Commissioners