



Hillsborough Transit Authority
AGENDA
Ad Hoc Committee on Revision of the HART Board Policies Meeting

Committee Members

Alison Hewitt, Chair
Anne Madden
Mike Suarez
David Mechanik
Sandra Murman

HART Administrative Offices
1201 E. 7th Avenue, 3rd Floor
Florida Conference Room
Tampa, Florida 33605

Monday, January 30, 2012, at 1:00 p.m.

*Information not viewable is available upon request through the Clerk of the Board phone:
813-223-6831, fax: 813-223-7976, or e-mail: petitl@goHART.org*

CALL TO ORDER AND PLEDGE OF ALLEGIANCE

DISCUSSION ITEM

a. Phase II – Topics Recommended for Revision by Prior General Counsel

Charles “Chip” Fletcher, HART General Counsel

Overview:

The following topics will be discussed:

- Board of Directors –Section 120.02
- Officers – Section 120.03
- General Authority – Section 120.06 (new section)
- Chair –Section 130.01
- Employment Authority – Section 140.01
- Chief Executive Officer – Section 140.02
- General Counsel – Section 140.03
- Auditor – Section 140.04
- Emergency Meetings –Section 210.04
- Notice of Public Meetings, Hearings, or Workshops – Chapter 220.01

Draft policy revisions are attached.

b. Next Phases and Proposed Schedule

ADJOURNMENT

100: HART ORGANIZATION

120: GENERAL ORGANIZATION OF HART

120.02 BOARD OF DIRECTORS

(1) Representation

The Board of Directors of HART ("Board") shall consist of at least one (1) Board Member representing each local government member and two (2) Board Members appointed by the Governor. In addition, each member shall appoint one (1) additional Board Member for each 150,000 persons, or major fraction thereof, resident in that member's jurisdictional limits. In no event shall the Board be composed of less than five (5) Board Members, including the two appointed by the Governor. At a minimum, one (1) Board Member appointed by each local government member shall be either the public official elected to the chief executive office of the member (if the member has an elected chief executive officer) or a public official elected to the governing legislative body of the member if the elected chief executive officer does not serve.

(2) Term

All Board Members shall be appointed for 3-year terms and each Board Member shall hold office until their successor has been appointed and qualified. For HART's purposes said terms shall end on October 31 of the appropriate year. If a local government member's laws or procedures provide for a different appointment time frame for elected officials, said member may create its own procedure for appointing a replacement before the end of the term, in order to avoid a vacancy. A vacancy occurring during a term shall be filled only for the balance of the unexpired term. An appointment to fill a vacancy shall be made within 20 days after the occurrence of the vacancy or before expiration of the term, whichever is applicable. If no

appointment is made within the prescribed time by the appointing member, the Board, by a majority vote, shall appoint an eligible person to the Board with like effect as if the appointment were made by the member. However, if the Board does not appoint an eligible person within 10 days, the appointment shall then be made by the Governor within 10 days thereafter. Any Board Member shall be eligible for reappointment.

(3) Quorum

A majority of the Board of Directors of HART at that time (as specified in Charter) shall constitute a quorum and the presence of a quorum shall be necessary to take any official action. Official action may only be conducted at meetings of the Board.

(4) Committees

The Chair may appoint committees pursuant to Policy 130.01. A majority of the committee members shall constitute a quorum, and the presence of a quorum shall be necessary to take any committee action. Committee action shall be limited to a recommendation to the full Board, and action of a committee shall not constitute an action by the Board. If action by the Board is required by law, a committee may consider the issue and make a recommendation for action to the Board. The Board shall have the discretion to delegate authority to a committee when authorized by law.

(4)(5) Public Officers

Each Board Member who accepts appointment to the HART Board of Directors thereby acknowledges a fiduciary duty to HART and the duty to obey all laws, or portions thereof, which are applicable to this position. All Board Members are “public officers”, and as such are subject to certain laws, including, but not limited to:

- Florida Government in the Sunshine Law, Florida Statutes Section 286.011.
- Florida Public Records Law, Florida Statutes, Chapter 119.
- Florida Constitution Article I, Section 24, Public Records and Meetings.
- Florida Constitution, Article II, Section 8, Ethics Provisions.
- Florida Statutes, Chapter 112, Part III, Code of Ethics, including Section 112.3147, which designates the Florida Commission on Ethics as the entity responsible for creating the requisite forms. These Forms are ~~subject to change and are presently found at <http://www.ethics.state.fl.us/ethics/forms.html>~~ available from the Florida Commission on Ethics.

(5)(6) Employee Policies

Each Board Member also accepts the duty to comply with the same policy statements and standards applicable to HART employees, as set forth below:

- Professionalism and Professional Conduct [410.01]
- Employee Ethics and Conflict of Interest [410.02(1), 410.02(2)(d), (e), (f)]
- Avoiding Conflicts of Interest [410.02(2)(b)]
- Soliciting or Accepting Gifts [410.02(2)(c)]
- Nepotism [410.02(2)(g)]

(6)(7) Notification

(a) If any Board Member is informed by any person, that he or she has personal knowledge that a HART employee or HART official has violated any criminal law or

participated in the violation of any criminal law, the Board Member shall instruct said person to immediately report those facts to the appropriate law enforcement officials.

(b) Any Board Member who has personal or factual knowledge that an employee or HART official has violated any HART policy which constitutes a violation of law, rule or regulation, or has participated in any other wrongdoing may, if appropriate, report the alleged violation or wrongdoing immediately to:

1. The Florida Commission on Ethics, and/or
2. The appropriate law enforcement officials, and/or
3. The entire HART Board and the HART designated staff member to the HART Board in writing, and/or,
4. The appropriate person(s) identified in applicable HART policies and/or the Board of Director's whistleblower procedures, and/or
5. HART's outside auditor, in writing.

(c) Any Board Member who has personal or factual knowledge that an employee or HART official has violated any HART policy shall report any alleged violation or wrongdoing immediately to:

1. The Chief Executive Officer (hereinafter "CEO"), in writing, unless the Board Member has reason to believe that the CEO is personally involved in the violation or wrongdoing.

2. If the Board Member has reason to believe that the CEO is personally involved in the violation or wrongdoing, the Board Member shall then notify one or more of the agencies or persons set forth in (b) above.

(d) All notices identified above may be given simultaneously. An e-mail or facsimile transmission, with a confirmed receipt, shall be considered an appropriate written notice.

(e) The processing of such complaints shall be documented and the final outcome shall be reported to the HART Board.

(7)(8) Removal

A Board Member may be removed from office by the Governor or by the appointing member for misconduct, malfeasance, misfeasance or neglect of duty in office. A Board Member may be censured by a majority vote of the entire Board. Said censure may include a request to the appointing authority for appointment of a replacement.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 120.53(1)(a); 163.567(1) F.S.

EFFECTIVE DATE FOR REVISION: 09/22/08 _____

100: HART ORGANIZATION

120: GENERAL ORGANIZATION OF HART

120.03 OFFICERS

- (1) There shall be elected by the Board, from among the members of the Board, a Chair, a Vice Chair, and a Secretary at the first December meeting each year.
- (2) All officers shall be elected for a term of one (1) year, or until the officer's successor is duly qualified, and shall serve at the pleasure of the Board.
- (3) A Board member may serve the Board in consecutive terms as an officer in various capacities; however, no Board member shall serve in the same capacity for more than three (3) consecutive terms as an officer.
- (4) Any officer may resign at any time by giving written notice to the Chair and the CEO of HART, which shall take effect at the time specified therein or, if no time is specified, upon acceptance of such resignation by the HART Board.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 120.53(1)(a); 163.567 F.S.

EFFECTIVE DATE FOR REVISION: 09/22/08

100: HART ORGANIZATION

120: GENERAL ORGANIZATION OF HART

120.06 GENERAL AUTHORITY

- (1) The Hillsborough Transit Authority (“HART”) was established by authorization of Chapter 163, Florida Statutes, for the purpose of planning, financing, acquiring, constructing, operating, and maintaining mass transit facilities, together with such supplementary transportation assistance as may be necessary or advisable to service the mass transit needs of its members and of such areas with which HART may contract for service.
- (2) All powers and duties of HART shall be those powers and duties conferred by the Amendment and Restatement of the Charter of the Hillsborough Transit Authority dated January 21, 1980 (the “HART” Charter), Part V, Chapter 163, Florida Statutes and other applicable provisions of federal and state law and regulations.
- (3) The establishment and adoption of policy shall be the responsibility of HART’s Board of Directors and the execution of that policy shall be the responsibility of the CEO, under the direction of the Board.
- (4) Authority of HART is vested in the HART Board of Directors, except as provided in the HART Charter or as delegated in these policies.
- (5) The authority of the CEO shall be as provided in the HART Charter and/or as delegated by the HART Board of Directors as provided in these policies.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: Part V, Chapter 163, F.S.

EFFECTIVE DATE FOR REVISION: _____

100: HART ORGANIZATION

130: DUTIES OF OFFICERS

130.01 CHAIR

(1) The duties of the Chair shall include presiding over all meetings of the Board, appointment of all committees, assignment of all general and special tasks authorized by the Board to the CEO, execution of all documents authorized for execution by the Board, and such other duties as may be required by the Board or designated by law.

(2) The Chair shall be authorized to appoint, on a temporary basis, any Board member of his or her choosing to act in the capacity of the Secretary in the absence of the Secretary.

(3) The Chair shall oversee the satisfactory performance of the CEO between Board meetings to ensure that the CEO implements all Board policies and directives as approved by the Board of Directors of HART and shall be responsible for recommending and overseeing any review procedure relating to the CEO's performance.

(4) The Chair shall appoint each chair of each committee or subcommittee or else request that a committee or subcommittee elect their own chair.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 163.567(10) F.S.

EFFECTIVE DATE FOR REVISION: 09/22/08 _____

100: HART ORGANIZATION

140: DUTIES AND FUNCTIONS OF STAFF

140.01 EMPLOYMENT AUTHORITY

(1) Executive Administrator:

The position of Executive Administrator is the Chief Executive Officer (“CEO”) and has been created to assist HART in performing the duties and responsibilities specified in Part V, Chapter 163, Florida Statutes, to carry out the purposes of providing public transportation services to the citizens of HART’s Region.

(2) Professional Contractual Services:

HART Board of Directors by resolution adopted by the Board, unless otherwise delegated, may also contract for services of attorneys, engineers, consultants, and other agents for the purpose of carrying out the duties and powers of HART, including engineering, architectural design, management, feasibility, transportation planning, and other studies concerning the design of facilities and the acquisition, construction, extension, operation, maintenance, regulation, consultation, and financing of transportation systems of the regional transportation area.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 163.567(12) F.S.

EFFECTIVE DATE FOR REVISION: ~~09/22/08~~ _____

100: HART ORGANIZATION

140: DUTIES AND FUNCTIONS OF STAFF

140.02 CHIEF EXECUTIVE OFFICER (CEO)

(1) The Chief Executive Officer ("CEO") shall be the chief staff officer of HART, who shall be appointed by and serve at the pleasure of the Board. The CEO shall be responsible for implementation of all policies established by HART. The CEO shall be responsible for the maintenance and operation of the physical facilities of HART. The CEO shall maintain such records as may be required in the performance of his or her duties upon the request of the Board. The CEO shall further perform such other duties as may be specified by the Board.

(2) The CEO may employ such other employees as may be necessary for the proper administration of duties and functions of HART delegated to the CEO by the Board, including determination of the qualifications of such persons. Provided, however, that the Board of Directors of HART shall approve the number of employee positions and fix the compensation of employees.

(3) It shall be the policy of the Board to prohibit involvement by Board members, both individually and collectively, in the normal employer-employee relationship between the CEO and any other employee, or employee union, of HART.

(4) A copy of the employment agreement between HART and the CEO shall remain on file at the main business office of HART for public inspection.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 163.567(12) F.S.

EFFECTIVE DATE FOR REVISION: 09/22/08 _____

100: HART ORGANIZATION

140: DUTIES AND FUNCTIONS OF STAFF

140.03 GENERAL COUNSEL

The General Counsel shall be the chief legal Counsel to the Board of Directors of HART shall be the coordinator of all outside counsel legal services provided to HART. The General Counsel shall regularly provide to the Board a report of all pending litigation and other significant pending legal matters. All resolutions, contracts, and other instruments shall be approved as to form by the General Counsel or designated staff counsel or outside counsel. The General Counsel serving as the "local government attorney", shall be subject to Florida's Code of Ethics Standards as codified in Chapter 112, Part III, Florida Statutes. If the General Counsel is not a HART employee, then the General Counsel shall be selected by the Board of Directors of HART through the Request for Proposal (RFP) process and shall serve at the pleasure of the Board of Directors of HART.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 112.311 et seq.; 163.567(12) F.S.

EFFECTIVE DATE FOR REVISION: 09/22/08 _____

100: HART ORGANIZATION

140: DUTIES AND FUNCTIONS OF STAFF

140.04 AUDITOR

The Board of Directors of HART, by resolution of the Board, shall employ an independent certified public accountant to annually audit the accounting and budgetary records of HART, and who shall submit their findings to the Board. The Board shall provide a copy of the annual audit to each member of HART.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 163.567; 163.568(2) F.S.

PROPOSED EFFECTIVE DATE: 09/22/08

200: PUBLIC ACCESS AND INFORMATION

210: MEETINGS

210.04 EMERGENCY MEETINGS

- (1) Notwithstanding the provisions of sections 210.02 and 210.03 herein, the Board may hold emergency meetings for the purpose of acting on emergency matters affecting the public health, safety, or welfare.
- (2) HART shall provide such notice as is reasonable under the circumstances. At least one major newspaper of general circulation within the regional transportation area shall be notified in advance, in writing, of the time, date, place and purpose of the emergency meeting.
- (3) Notice of an Emergency Meeting shall be given to each Board member by the Secretary of the Board or CEO in the manner as, in their judgment, will constitute adequate notice to each Board member in compliance with applicable law. The Secretary or CEO is specifically authorized to give notice of an Emergency Meeting to all Board Members by transmitting a facsimile copy and by leaving a telephone message at the place of business of each Board Member.
- (4) HART shall take only such action necessary to protect the public interest required by the emergency.
- (5) ~~At the time or immediately following an Emergency Meeting, HART shall publish in the first available issue of at least one major newspaper of general circulation within the regional transportation area, notice of time, date, and place of the meeting, a statement setting forth the reasons for finding an immediate danger to the public health, safety or welfare, a statement explaining why an emergency meeting was necessary, and a statement setting forth any action taken at the meeting.~~

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: 120.525; 163.568(2) F.S.

EFFECTIVE DATE FOR REVISION: 09/22/08

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200: PUBLIC ACCESS AND INFORMATION

220: NOTICE

220.01 NOTICE OF PUBLIC MEETINGS, HEARINGS, OR WORKSHOPS

(1) Notices

(a) Except in the case of an Emergency Meeting, HART shall give at least seven (7) days public notice of any public regular, special or informational meeting, hearing, or workshop by publication in at least one major newspaper of general circulation within the regional transportation area.

(b) Such notice shall state the date, time and place of the meeting, hearing, or workshop, a brief description of the purpose and the address where interested persons can write or call to obtain a copy of the agenda.

(c) The notice or advertisement shall be in substantially the following form:

<p>NOTICE OF PUBLIC MEETING, HEARING, OR WORKSHOP</p> <p>The Hillsborough Transit Authority (HART) announces a public meeting, hearing, or workshop to which all persons are invited.</p> <p>DATE AND TIME: _____</p> <p>PLACE: _____</p> <p>PURPOSE: _____</p> <p>AGENDA/GENERAL SUBJECT MATTER TO BE CONSIDERED: _____</p> <p>A copy of the agenda may be obtained by writing to: HART, 1201 East 7th Avenue, Tampa, Florida 33605; or by contacting HART's Administrative Office at 813-623-5835.</p> <p>Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations, please contact HART's Administrative Office at 813-623-5835. If you are hearing or speech impaired, please contact HART by calling the TDD (813) 626-9158.</p> <p>Section 286.0105, Florida Statutes, provides that if a person decides to appeal any decision made by a board, agency, or commission with respect to any matter considered at a meeting or hearing, he or she will need a record of the proceedings, and that, for such purpose, he or she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.</p>
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(2) Meetings Open to the Public

Meetings, hearings, and workshops of HART shall be open to the public, as provided by law, and the Board shall establish such reasonable rules, as it deems desirable to enable members of the public to be heard on any matter coming before the meeting. HART shall have the discretion to restrict or limit public participation in such meetings, hearings, and workshops, in a reasonable manner as provided by law.

(3) Public Records

All minutes and budget records of HART shall be deemed public records and shall be made available to the public, to the extent required as provided by law. The Board of Directors authorizes the CEO or the CEO's designee to establish reasonable rules and regulations for providing public records pursuant to Chapter 119, Florida Statutes. These rules and regulations shall include reasonable charges for providing copies in compliance with state law. HART shall have the right to restrict distribution of records, as provided by law.

(4) Types of Meetings

(a) A meeting, for the purpose of notice herein, is limited to a gathering for the purpose of conducting public business by the Board.

(b) A workshop is a gathering where Board members, or a person(s) designated by the Board, may be present at the meeting for the specific purpose of rule drafting any legal purpose, but at which time no official votes are to be taken or policy adopted.

(c) For the meetings of those committees that do not include any Board members or that include only one Board member, such as any employee relations committee and citizen/consumer committee, notice of such committee meetings shall be the minimum amount of notice required by law, such as posting reasonable advance notice at each HART office.

Specific Authority: 120.52(1)(b); 163.568(2)(k) F.S.

Law Implemented: Ch. 119; 120.53(1)(a); 286.011 F.S.

EFFECTIVE DATE FOR REVISION: ~~12/07/2009~~ _____

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