

## Board Rules and Operating Procedures Update

### Crosswalk of Changes

Proposed policy update	Description of changes
1.0 Scope	
<b>1.1 Scope</b> A concise scope statement to summarize the content that the policy addresses.	R1-1 (Amended) does not contain a scope statement.
2.0 Definitions	
<b>2.1-5 Definitions</b> This section includes terminology used within the rules.	No substantive changes to section 1 of R1-1 (Amended) <b>Text moves and clarifying/style edits:</b> <ul style="list-style-type: none"> <li>• Moves section 1.A of R1-1 (Amended) to 3.13</li> <li>• Moves sections 1.C, 1.E, 1.H, 1.I and 1.N of R1-1 (Amended) into their respective sections, including the information about the WSDOT Secretary’s voting status to 3.2.5</li> <li>• Moves section 1.M of R1-1 (Amended) to 3.15</li> <li>• Clarifying/style edits</li> </ul>
3.0 Rules and Operating Procedures	
<b>3.1 Board of Directors</b> This section addresses Board rules for the entire Board.	<b>Substantive changes to sections 2.A and 11 of R1-1 (Amended):</b> <ul style="list-style-type: none"> <li>• Removes the Board administrator as a direct report to the Board of Directors (3.1.3)</li> </ul> <b>Text moves and clarifying style edits:</b> <ul style="list-style-type: none"> <li>• Moves the third paragraph of section 11 of R1-1 Amended to 3.21</li> <li>• Moves the first two paragraphs of section 3 of R1-1 Amended to 3.1.3</li> <li>• Clarifying/style edits</li> </ul>
<b>3.2 Board members</b> This section establishes rules for Board members.	<b>Substantive changes to section 2.B of R1-1 (Amended):</b> <ul style="list-style-type: none"> <li>• Clarifies that Board members may utilize the general counsel for legal guidance (3.2.8)</li> </ul> <b>Text moves and clarifying style edits:</b> <ul style="list-style-type: none"> <li>• Moves the second sentence of section 1.I and the first sentence of the third paragraph of section 8.C of R1-1 (Amended) to 3.2.5</li> <li>• Moves the second sentence of section 1.F of R1-1 (Amended) to 3.2.6</li> <li>• Moves the third paragraph of section 3 of R1-1 (Amended) to 3.2.7</li> <li>• Clarifying/style edits</li> </ul>
<b>3.3 Board chair and vice chairs</b> This section establishes rules and procedures for the Board chair and vice chairs.	<b>Substantive changes to section 2.C of R1-1 (Amended):</b> <ul style="list-style-type: none"> <li>• Clarifies that the Board chair may make or second motions and discuss any matter as a Board member (3.3.4)</li> <li>• Incorporates Resolution No. 64 as 3.3.5</li> </ul>

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	<ul style="list-style-type: none"> <li>Incorporates Resolution No. 98-7 requirements for CEO business travel approval as 3.3.6 and clarifies that a Board vice chair may approve on behalf of the Board chair</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Clarifying/style edits</li> </ul>
<p><b>3.4 Selection of Board chair and vice chair</b></p> <p>This section establishes the Board chair and vice chair selection criteria.</p>	<p><b>Substantive changes to sections 2.D and 2.E of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>Provides more flexibility for the timing of the Executive Committee and Board process for officer selection (3.4.2)</li> <li>Clarifies the process for a Board chair or vice chair vacancy before term expiration (3.4.3)</li> <li>Removes the three-minute limit for nominee speaking time (3.4.4)</li> </ul> <p><b>Text moves and clarifying style edits</b></p> <ul style="list-style-type: none"> <li>Clarifying/style edits</li> </ul>
<p><b>3.5 Board committees and subcommittees</b></p> <p>This section establishes the Board’s standing committees and provides rules for committees and subcommittees.</p>	<p><b>Substantive changes to section 9.A of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>Updates the names of the standing committees (3.5.1)</li> <li>Incorporates Resolution No. R2010-03 into 3.5.2</li> <li>Clarifies that the Board establishes committee and subcommittee membership by motion (3.5.5)</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves the first paragraph of 10.B of R1-1 Amended to 3.5.4</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.6 Committee and subcommittee chair and vice chair</b></p> <p>This section establishes the committee/subcommittee chair and vice chair rules and operating procedures.</p>	<p><b>Substantive changes to section 9.B of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>Clarifies the authority for the committee or subcommittee chair to sign documents (3.6.1)</li> <li>Clarifies the ability for the committee or subcommittee to vote for a pro-tem chair in the absence of the chair and vice chair (3.6.2)</li> <li>Revises the committee and subcommittee chair and vice chair term period to be consistent with that of the Board officers and removes the requirement for the Executive Committee to make recommendations (3.6.2)</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Clarifying/style edits</li> </ul>
<p><b>3.7 Board administrator</b></p> <p>This section establishes rules and procedures for the Board administrator.</p>	<p>No substantive changes to section 16 of R1-1 (Amended)</p> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves the second paragraph of section 16 of R1-1 (Amended) to 3.13</li> <li>Removes duplicate requirement of legal process, which is covered by Resolution No. 99-16</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.8 Rules of Order</b></p> <p>This section states guiding rules.</p>	<p>No substantive changes to section 7 of R1-1 (Amended)</p> <p>Clarifying/style edits only</p>

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<p><b>3.9 Regular meetings</b> This section establishes regular meeting setting rules.</p>	<p><b>Substantive changes to sections 4.A and 9.C of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Updates the date, time and location of regular Board meetings (3.9)</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Moves the second paragraph of 4.A of R1-1 (Amended) to 3.11.1</li> <li>• Moves the third paragraph of 9.C of R1-1 (Amended) to 3.12</li> <li>• Clarifying/style edits</li> </ul>
<p><b>3.10 Special meetings</b> This section establishes special meeting rules.</p>	<p>No substantive changes to sections 4.B and 9.D of R1-1 (Amended)</p> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Merged 9.D with 4.B of R1-1 (Amended)</li> <li>• Clarifying/style edits</li> </ul>
<p><b>3.11 Emergency meetings or actions</b> This section establishes emergency meeting rules.</p>	<p><b>Substantive changes to section 4.F of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Allows attendance by phone and video in emergencies (3.11.2)</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Moves the second paragraph of 4.A of R1-1 (Amended) to 3.11.1</li> <li>• Clarifying/style edits</li> </ul>
<p><b>3.12 Meeting cancellation and rescheduling</b> This section establishes meeting cancellation and rescheduling rules.</p>	<p><b>Substantive changes to section 4.E of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Clarifies the chair's authority to cancel special meetings, except when called by a majority of Board members</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Incorporates the third paragraph of 9.C of R1-1 (Amended)</li> <li>• Clarifying/style edits</li> </ul>
<p><b>3.13 Agenda setting</b> This section establishes agenda setting rules.</p>	<p>No substantive changes to sections 8A and 10.A of R1-1 (Amended)</p> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Merges multiple references to the Board administrator's preparation of agendas</li> <li>• Clarifying/style edits</li> </ul>
<p><b>3.14 Quorum</b> This section establishes quorum rules.</p>	<p>No substantive changes to sections 6 and 10D of R1-1 (Amended)</p> <p>Clarifying/style edits only</p>
<p><b>3.15 Attendance by phone and video</b> This section establishes teleconference rules.</p>	<p><b>Substantive changes to section 8.D of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Added video as a possible form of communication</li> <li>• Adjusts the circumstances under which a member may attend by phone or video</li> <li>• Allows the chair to approve participation by phone or video rather than requiring a two-thirds vote of the Board members in attendance and provides flexibility on timing of a Board member request to attend a meeting by phone or video</li> </ul>

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	<ul style="list-style-type: none"> <li>Clarifies that a Board member participating by phone or video is deemed to be present at the meeting for all purposes</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves section 1.M of R1-1 (Amended) into this section</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.16 Public observation and comment</b> This section establishes rules for public participation in Board and committee meetings.</p>	<p><b>Substantive changes to section 12 of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>Rewrites the public comment section to clarify the scope and intent of public comment, clarify time limits, require sign-in, clarify public comment at special meetings, provide guidance for commenters and members of the audience, allow time to be abbreviated or individuals to be removed, and allow excluding an individual who violates the rules</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves the last paragraph of section 12 of R1-1 (Amended) to 3.13</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.17 Voting</b> This section establishes voting rules.</p>	<p>No substantive changes to section 8.C of R1-1 (Amended)</p> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves the first two paragraphs of section 8.C of R1-1 (Amended) to 3.18</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.18 Actions</b> This section establishes rules for legislative actions.</p>	<p>No substantive changes to section 10.B of R1-1 (Amended)</p> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves the first two paragraphs of section 8.C of R1-1 (Amended) to this section</li> <li>Moves the first paragraph of section 10.B of R1-1 (Amended) to 3.5.4</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.19 Consent Agenda</b> This section establishes rules for consent agendas.</p>	<p>No substantive changes to section 8.B of R1-1 (amended) Clarifying/style edits only</p>
<p><b>3.20 Executive sessions</b> This section establishes rules for executive sessions.</p>	<p>No substantive changes to sections 4.D and 10.C of R1-1 (Amended) Clarifying/style edits only</p>
<p><b>3.21 Adjournment and continuances</b> This section establishes rules for adjourning or continuing meetings.</p>	<p>No substantive changes to section 5 of R1-1 (Amended)</p> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>Moves the third paragraph of section 11 of R1-1 (Amended) to this section</li> <li>Clarifying/style edits</li> </ul>
<p><b>3.22 Minutes</b> This section establishes rules for keeping and distributing meeting minutes.</p>	<p>No substantive changes to section 8.E of R1-1 (Amended) Clarifying/style edits only</p>

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<p><b>3.23 Attendance record</b> This section establishes rules for recording attendance.</p>	<p><b>Substantive changes to section 4.C of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Adds requirement for Board members who leave before the last action is taken to be noted in the minutes as no longer present so that the minutes accurately reflect Board member attendance for every action</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Clarifying/style edits</li> </ul>
<p><b>3.24 Board member compensation and travel</b> This section establishes rules for compensation and travel.</p>	<p><b>Substantive changes to section 13 of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Incorporates and streamlines Resolution No. 98-7 into 3.24.2 through 3.24.6</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Clarifying/style edits</li> </ul>
<p><b>3.25 Rule changes and suspension</b> This section addresses changes and temporary suspension of the Board Rules and Operating Procedures.</p>	<p><b>Substantive changes to section 14 and 15 of R1-1 (Amended):</b></p> <ul style="list-style-type: none"> <li>• Removes details around written notice to local media</li> </ul> <p><b>Text moves and clarifying style edits:</b></p> <ul style="list-style-type: none"> <li>• Clarifying/style edits</li> </ul>
<p>4.0 References</p>	
<p><b>4.1-4 References</b> This section contains references to related Board policies.</p>	<p>R1-1 (Amended) does not contain a list of references.</p>