



SUBJECT: Approval of a resolution determining separate executive director leadership in accordance with Section 4.2.2 of the Joint Powers Agreement, and appointing an Interim Executive Director of Austin Transit Partnership.

FISCAL IMPACT: To be determined based on any change to executive compensation.

BUSINESS CASE: Does not apply.

EXECUTIVE SUMMARY: This resolution is presented for adoption pursuant to Section 4.2.2 of the Joint Powers Agreement between ATP, the City of Austin, and Capital Metro, and includes a determination by the ATP Board of Directors to adopt a separate [and independent](#) leadership model for ATP, commencing with the appointment of an interim executive director of ATP ~~as of the date of this resolution through January 20, 2023~~ [effective May 2, 2022, and continuing until their successor is appointed pursuant to the ATP Bylaws and Section 4.2.2 of the Joint Powers Agreement](#). This Resolution also includes a request for the City Council of the City of Austin and the Capital Metro Board of Directors to ~~amend~~ [consider amending](#) the Articles of Incorporation and Bylaws of ATP to appoint the Chief Executive Officer of Capital Metro or their designee to serve as an [additional, non-voting](#) ex officio director of the ATP Board.

RESPONSIBLE DEPARTMENT: Legal.

PROCUREMENT SUMMARY: Does not apply.

**RESOLUTION
OF THE
AUSTIN TRANSIT PARTNERSHIP
BOARD OF DIRECTORS**

STATE OF TEXAS

*Resolution determining separate executive director
leadership and appointing an Interim Executive Director*

COUNTY OF TRAVIS

WHEREAS, pursuant to Section 4.2.2 of the Joint Powers Agreement (the "JPA") among the City of Austin (the "City"), the Capital Metropolitan Transportation Authority ("Capital Metro"), and Austin Transit Partnership ("ATP"), the ATP Board of Directors (the "ATP Board") has been directed to conduct an independent analysis and community engagement process to determine the appropriate leadership model for ATP, at the sole discretion of the ATP Board; and

WHEREAS, in keeping with JPA Section 4.2.2, the ATP Board adopted Resolution No. 2021-36 on December 15, 2021, appointing the Eno Center for Transportation to serve as the Independent Consultant for the performance of an independent analysis to evaluate the advantages and disadvantages of shared or separate executive leadership with Capital Metro, as well as other governance considerations for ATP, which included a community engagement process, stakeholder interviews, and the delivery of an independent report (the "Independent Analysis"); and

WHEREAS, pursuant to the Independent Analysis, the Eno Center for Transportation completed its independent review of governance and leadership contained in a final report (the "Final Report"), which was delivered and presented to the ATP Board at its March 23, 2022 Board Meeting; and

WHEREAS, ~~after having~~ the ATP Board has carefully reviewed and considered the contents of the Final Report and the conclusions and recommendations contained therein, ~~the ATP Board has determined to adopt a separate leadership model as further described herein;~~ and

NOW, THEREFORE, BE IT RESOLVED ~~by~~ the Board of Directors of ATP ~~that~~, after careful consideration, ~~the ATP Board~~ determines that it is in the best interests of ATP, and consistent with the natural and appropriate evolution of the organization, to move to operate under



separate and independent executive leadership and to proceed with the appointment of a separate executive director, who shall serve solely as the executive director of ATP; and

BE IT FURTHER RESOLVED THAT, the ATP Board hereby appoints ~~[_____]~~ Gregory Canally as the Interim Executive Director of ATP, effective ~~as of the date of this resolution~~ May 2, 2022, and continuing ~~through January 20, 2023~~ until their successor is appointed pursuant to the ATP Bylaws and Section 4.2.2 of the Joint Powers Agreement, permitting Randy Clarke to transition back to his primary duties as the Capital Metro Chief Executive Officer. The current Executive Director shall assist with a smooth, effective, and efficient transition to the Interim Executive Director. From and after May 2, 2022, the Interim Executive Director shall generally supervise and control all the business and affairs of ATP in accordance with Section 3.4 of ATP's Bylaws until their successor is appointed; and

BE IT FURTHER RESOLVED THAT, pursuant to Article XVII of ATP's Articles of Incorporation, the ATP Board hereby requests that the City Council of the City of Austin and the Capital Metro Board of Directors ~~amend~~ consider amending the Articles of Incorporation of ATP to ~~appoint~~ foster and promote enhanced collaboration and communication among the parties, including the addition of one new ex-officio, non-voting director position of the ATP Board, to be occupied by the Chief Executive Officer of Capital Metro, or their designee from Capital Metro, ~~to serve as a non-voting ex-officio director of the ATP Board,~~ effective upon the adoption of such amendment by both the City Council and Capital Metro Board of Directors; and

BE IT FURTHER RESOLVED THAT, the ATP Board Chair and Board Member Elkins, working with ATP administrative staff, shall bring back a recommendation to the ATP Board on how to pursue a search for a permanent Executive Director; and

BE IT FURTHER RESOLVED THAT, the ATP Board establishes the annual salary of [\$ _____] and benefits for the Interim Executive Director (subject to applicable tax withholdings); and

BE IT FURTHER RESOLVED THAT, the Interim Executive Director, the General Counsel, and the ATP Board Chair (or their respective designees) are hereby authorized to take all actions as are necessary and appropriate to carry out the purposes of this Resolution.



Date:

Casey Burack
Secretary of the Board



Summary report: Litera Compare for Word 11.1.0.69 Document comparison done on 4/19/2022 10:22:37 AM	
Style name: Standard	
Intelligent Table Comparison: Active	
Original filename: ATP Board Resolution - Leadership Structure and Interim Executive Director (4-13-22 DRAFT for posting).docx	
Modified filename: ATP Board Resolution - Leadership Structure and Interim Executive Director (DRAFT for distribution 4-19-22).docx	
Changes:	
Add	15
Delete	14
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	29