

Memorandum

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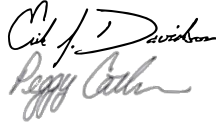
To: Board of Directors

From: Erik Davidson, Board Chair
Peggy Catlin, Board First Vice Chair

CC: Debra A. Johnson, General Manager and CEO
Melanie Snyder, General Counsel
Doug MacLeod, Chief Financial Officer
Charlene Polege, Chief People Officer
Fred Worthen, Assistant General Manager, Bus Operations
John McKay, Executive Business Partner
Michael Davies, Government Relations Officer
Jack Kroll, Executive Manager Board Office
Board Office

Date: May 22, 2024

Re: Board-to-Staff Communications



We are writing to you regarding an urgent matter that requires immediate action. There are problems with Board-to-staff communications that we must expeditiously and collectively act to resolve.

Board-to-Staff Communication Problems

There are two primary problems with Board-to-staff communications that presently need to be addressed:

1. Dispersed communications.

A high volume of Board Director requests for information and questions are being asked of staff through numerous communication channels. This makes it difficult for staff to handle requests, particularly at high volume. It makes it difficult for all Directors to gain transparent access to resulting information. It also results in repetitive requests.

It was for these reasons that the Board Office worked diligently to develop and implement the Agency Response system, which we can now use to consolidate and organize communications.

We believe committing more fully to the Agency Response system will mitigate problems caused by dispersed communications.

2. Unwelcome communications.

The Board Chair was notified by the General Manager and CEO (GM/CEO) that there have been Board Director communications made to staff that staff members have found unprofessional, disrespectful, and unwelcome.

On Friday, May 17, 2024, GM/CEO Debra A. Johnson transmitted an email to her staff directing them to "please refrain from coordinating directly with Board members," citing "too many situations in which Board members have unprofessionally and disrespectfully engaged in communication with staff."

We have attached that email to this memorandum.

GM/CEO Johnson stated in her email that, "this is untenable and compromising my ability to lead." She reiterated and emphasized that sentiment to the Board Chair in a subsequent call on Friday, May 17, 2024.



After reviewing the situation with GM/CEO Johnson, we support her directive to staff. However, recognizing that Board-to-staff communications are critical, we have subsequently engaged with GM/CEO Johnson to outline an interim solution that will ensure efficient, respectful communications resume, allowing the Board to govern and the GM/CEO to manage staff and the agency effectively.

Proposed Board-to-Staff Communication Solution

Due to the seriousness of the unwelcome communications as well as the need to prevent issues caused by dispersed communications, we are requesting the cooperation of all Directors in the following three-step plan:

1. Fully committing to the use of the Agency Response system and following Board-to-Staff Communication Interim Guidelines outlined in the next section of this memorandum.
2. Expedient development of formal communication guidelines for Board-to-staff communications by the Executive Committee, with input from all Board members, the Board Office, General Counsel, and the GM/CEO. This will likely be done by updating the Board Operating Guidelines.
3. Adoption of the latter formal guidelines for Board-to-staff communications by the full Board no later than September 24, 2024.

Board-to-Staff Communication Interim Guidelines

We have developed an interim solution in consultation with GM/CEO Johnson and would like to request that, effective immediately and until such time as a formal Board-to-staff communication policy can be developed and adopted, the Board follow these interim communication guidelines:

- Board Directors direct all requests for information and all non-legal questions to the Board Office as part of the Agency Response system. This will also ensure that all Directors receive consistent and accurate information based on all requests made by Directors.
- Board Directors refrain from directly communicating with members of staff other than the following:
 - All Board Directors communicating with:
 - The Board Office
 - The GM/CEO
 - The General Counsel
 - The Chair and Vice Chair of the Finance and Planning Committee communicating with:
 - The Chief Financial Officer (CFO)
 - Any member of staff designated by the GM/CEO or the CFO
 - The Chair and Vice Chair of the Operations, Safety, and Security Committee communicating with:
 - The Assistant General Manager, Bus Operations (AGM Bus Operations)
 - Any member of staff designated by the GM/CEO or the AGM Bus Operations
 - The Chair and Vice Chair of the Performance Committee communicating with:
 - The Chief People Officer (CPO)
 - The Executive Business Partner
 - Any member of staff designated by the GM/CEO or the CPO
 - The Chair of the Audit Committee communicating with:
 - The Chief Financial Officer
 - The outsourced Chief Audit Executive (CAE)
 - Any member of staff designated by the GM/CEO for specific issues



- Members of the Executive Committee communicating with:
 - The Government Relations Officer
 - Any member of staff designated by the GM/CEO
 - External consultants who perform legislative and advocacy work on behalf of the agency that informs and influences Board policy
- All Board-to-staff communications should be conducted via email, phone, video conferencing tools, and in-person meetings and not via text messaging, social media, or other communication channels.
- All Board-to-staff communications should honor the agency-adopted values, specifically, the value of “respect” that is defined as: “We will demonstrate respect and integrity in our interactions with both our colleagues and community members.”
- All Board-to-staff communications should be conducted during non-holiday weekday hours from 8 a.m. – 6 p.m. Mountain Time, unless a matter requires urgent attention. Urgent matters are those that significantly impact safety, security, or critical operations.

Concluding Remarks

By following these interim guidelines, we can collectively foster more respectful and efficient communication between the Board and staff.

This will not only support the GM/CEO in leading effectively but also ensure that our interactions align with the professional standards and values of our agency. We value the contributions of each Board member and look forward to your active participation in this matter.

Thank you for your urgent attention. Together, we can ensure a positive and productive working relationship with our staff.



Attachment

From: Debra Johnson
Sent: Friday, May 17, 2024 1:52 PM
To: Leadership Team <leadership.team@RTD-Denver.com>; Michael Davies <michael.davies@rtd-denver.com>; Steven Martingano <Steve.Martingano@RTD-Denver.com>; Glyn Horn <Glyn.Horn@rtd-denver.com>; William Sirois <William.Sirois@RTD-Denver.com>; Dan McClain <dan.mcclain@rtd-denver.com>; Carl Green <Carl.Green@rtd-denver.com>; Jessie Carter <Jessie.Carter@rtd-denver.com>
Subject: Limit on Staff Direct Engagement with Board Members
Importance: High

Colleagues,

Effective immediately, please refrain from coordinating directly with Board members. The one exception is Melanie Snyder, General Counsel.

I have reached this decision as there have been far too many situations in which Board members have unprofessionally and disrespectfully engaged in communication with staff. This is untenable and comprising my ability to lead and support all of you.

With that being said, I am addressing this matter directly with the Board. I will apprise once discussions and resolutions have ensued.

Thank you very kindly for your support.

-Debra

Debra A. Johnson
General Manager and CEO



Regional Transportation District
1660 Blake Street, BLK-35
Denver, CO 80202

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