



Working together to plan for the future

**COMPASS EXECUTIVE COMMITTEE MEETING
JANUARY 14, 2025 – 1:30 P.M.
COMPASS – 2ND FLOOR LARGE CONFERENCE ROOM
700 NE 2ND STREET
MERIDIAN, IDAHO**

ZOOM CONFERENCE CALL

Facebook Live Streaming - <https://www.facebook.com/COMPASSIdaho>
(Subject to availability and functionality of connection.)

Committee members can participate in the meeting in-person or via Zoom conference call. The Second Floor Large Conference Room is open for in-person attendance.

Please specify whether you plan to attend in-person or virtually when RSVPing to Teri Gregory at tgregory@compassidaho.org or 208-475-2225.

****AGENDA****

I. CALL TO ORDER/ROLL CALL (1:30)

II. OPEN DISCUSSION/ANNOUNCEMENTS

III. CONSENT AGENDA

Page 3 **A.* Approve the December 5, 2024, Executive Committee Special Meeting Minutes and December 10, 2024, Executive Committee Meeting Minutes**

IV. ACTION ITEMS

1:35
Page 8

A.* Establish February 24, 2025, COMPASS Board Meeting Agenda
Staff proposed agenda items for the regular meeting of the COMPASS Board scheduled February 24, 2025, are attached.

Matt Stoll

1:55 **B. Executive Session - Personnel Matter Idaho Code [74-206 (a)]**

(a) To consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. This paragraph does not apply to filling a vacancy in an elective office or deliberations about staffing needs in general. Any action will be taken in open session following executive session.

2:10 **C. Action Related to Executive Session (if any)**

V. INFORMATION/DISCUSSION ITEM

2:20 **A. Status Report – High-Capacity Transit Planning and Environmental Linkages (PEL) Study**

**Austin Miller/
Christopher Proud,
HDR**

Austin Miller and Christopher Proud, HDR, will provide an update on the High-Capacity Transit PEL study.

2:35 **B.* Propose Changes to COMPASS By-laws**

Page 19

Meg Sonnen

Meg Sonnen will present proposed changes to the COMPASS By-laws.

Page 39 **C.* Status Report – Regional Transportation Advisory Committee – December (Memo Only)**

VI. OTHER

Next Meeting: February 4, 2025

VII. ADJOURNMENT (2:45)

***Enclosures Agenda is subject to change.**

Those needing assistance with COMPASS events or materials, or needing materials in alternate formats, please call 208-855-2558 with 48 hours advance notice.

Si necesita asistencia con una junta de COMPASS, o necesita un documento en otro formato, por favor llame al 208-855-2558 con 48 horas de anticipación.

**SPECIAL EXECUTIVE COMMITTEE MEETING
DECEMBER 5, 2024
MAYOR'S OFFICE CONFERENCE ROOM
MERIDIAN CITY HALL
33 E BROADWAY AVENUE
MERIDIAN, IDAHO**

****DRAFT MINUTES****

MEMBERS PRESENT:

Rod Beck, Commissioner, Ada County, **Vice Chair**, in person
Trevor Chadwick, Mayor, City of Star, **Chair**, in person
Jay Gibbons, Commissioner, Highway District #4, **Chair Elect**, in person
Miranda Gold, Commissioner, Ada County Highway District, in person
Brad Holton, Commissioner, Canyon County, in person
Dan Hyer, Councilmember, City of Greenleaf, in person
Debbie Kling, Mayor, City of Nampa, **Immediate Past Chair**, in person
Mary May, Councilmember, City of Eagle, in person
Hannah Brass Greer for Lauren McLean, Mayor, City of Boise, in person
Joe Stear, Mayor, City of Kuna, in person

MEMBERS ABSENT:

Robert Simison, Mayor, City of Meridian
Jarom Wagoner, Mayor, City of Caldwell, **Secretary/Treasurer**

CALL TO ORDER

Chair Trevor Chadwick called the meeting to order at 7:30 a.m.

ACTION ITEMS

A. Executive Session - Personnel Matter Idaho Code [74-206 (a)]

Debbie Kling moved and Mary May seconded to move into Executive Session pursuant to Idaho Code [74-206 (a)] at 7:31 a.m.

Chair Trevor Chadwick called roll. The following Executive Committee members were present and voted in the affirmative: Rod Beck, Trevor Chadwick, Jay Gibbons, Miranda Gold, Brad Holton, Dan Hyer, Debbie Kling, Mary May, Hannah Brass Greer for Lauren McLean, and Joe Stear.

The committee convened back into session at 11:01 a.m. No action was taken in the Executive Session.

ADJOURNMENT

Jay Gibbons moved and Mary May seconded to adjourn the meeting. Motion passed unanimously.

Chair Trevor Chadwick adjourned the meeting at 11:01 a.m.

Approved this 14th day of January, 2025.

By: _____
Jay Gibbons, Chair
Community Planning Association of
Southwest Idaho

Attest:

By: _____
Matthew J. Stoll, Executive Director
Community Planning Association of
Southwest Idaho

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**EXECUTIVE COMMITTEE MEETING
DECEMBER 10, 2024
COMPASS
SECOND FLOOR LARGE CONFERENCE ROOM AND ZOOM
700 NE 2ND STREET
MERIDIAN, IDAHO**

****DRAFT MINUTES****

ATTENDEES:

Rod Beck, Commissioner, Ada County, **Vice Chair**, in person
Trevor Chadwick, Mayor, City of Star, **Chair**, in person
Jay Gibbons, Commissioner, Highway District #4, **Chair Elect**, in person
Miranda Gold, Commissioner, Ada County Highway District, in person
Brad Holton, Commissioner, Canyon County, via ZOOM
Dan Hyer, Councilmember, City of Greenleaf, in person
Debbie Kling, Mayor, City of Nampa, **Immediate Past Chair**, via ZOOM
Mary May, Councilmember, City of Eagle, in person
Lauren McLean, Mayor, City of Boise, via ZOOM
Bill Nary for Robert Simison, Mayor, City of Meridian, via ZOOM
Jarom Wagoner, Mayor, City of Caldwell, **Secretary/Treasurer**, via ZOOM

MEMBERS ABSENT:

Joe Stear, Mayor, City of Kuna

OTHERS PRESENT:

Hannah Brass Greer, City of Boise, via ZOOM
Teri Gregory, COMPASS, in person
Amy Luft, COMPASS, in person
Megan Sonnen, COMPASS, in person
Matt Stoll, Executive Director, COMPASS, in person

CALL TO ORDER

Chair Trevor Chadwick called the meeting to order at 1:30 p.m.

OPEN DISCUSSION/ANNOUNCEMENTS

Matt reminded the Executive Committee of the December 16, 2024, holiday luncheon and Board meeting.

CONSENT AGENDA

A. Approve November 12, 2024, Executive Committee Meeting Minutes

Jay Gibbons moved and Mary May seconded approval of the Consent Agenda as presented. Motion passed unanimously.

ACTION ITEMS

A. Recommend Metropolitan Transportation Planning Memorandum of Understanding with Valley Regional Transit

Amy Luft presented the metropolitan transportation planning memorandum of understanding with Valley Regional Transit.

Debbie Kling moved and Miranda Gold seconded to recommend COMPASS Board of Directors' approval for Matt Stoll to sign the memorandum of understanding. Motion passed unanimously.

B. Executive Session - Personnel Matter Idaho Code [74-206 (a)]

Mary May moved and Dan Hyer seconded to move into Executive Session pursuant to Idaho Code [74-206 (a)] at 1:37 p.m.

Matt Stoll called roll. The following Executive Committee members were present and voted in the affirmative: Rod Beck, Trevor Chadwick, Jay Gibbons, Miranda Gold, Brad Holton, Dan Hyer, Debbie Kling, Mary May, Lauren McLean, Bill Nary for Robert Simison, and Jarom Wagoner.

The committee convened back into session at 1:57 p.m. No action was taken in the Executive Session.

C. Action Related to Executive Session

Mary May moved and Miranda Gold seconded to authorize Chair Chadwick to negotiate employment terms with one or more of the candidates as determined in the chair's discretion for consideration of appointment by the COMPASS Board of Directors at a special meeting on Monday, January 13, 2025. Motion passed unanimously.

Miranda Gold moved and Jay Gibbons seconded to establish a COMPASS Board of Directors special meeting on January 13, 2025. Motion passed unanimously.

ADJOURNMENT

Chair Trevor Chadwick adjourned the meeting at 2:01 p.m.

Approved this 14th day of January 2025.

By: _____
Jay Gibbons, Chair
Community Planning Association of
Southwest Idaho

Attest:

By: _____
Matthew J. Stoll, Executive Director
Community Planning Association of
Southwest Idaho

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EXECUTIVE COMMITTEE WORKSHEET FOR COMPASS BOARD AGENDA

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type</i> ¹	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
1.	Approve Minutes from most recent Board Meeting	Yes	Meets Idaho Code and various grant requirements.	Consent Agenda	N/A	N/A	Bimonthly	N/A	820
2.	Receive Minutes from most recent Executive Committee Meeting	Yes	Meets Idaho Code and various grant requirements.	Consent Agenda	N/A	N/A	Bimonthly	N/A	820
3.	Receive Minutes from most recent Finance Committee Meeting	Yes	Meets Idaho Code and various grant requirements.	Consent Agenda	N/A	N/A	As Appropriate	N/A	820
4.	Approve List of Records for Destruction	No	Meg Sonnen will seek COMPASS Board of Directors' approval of the list of records to destroy per the guidance in the Records Retention Policy.	Consent Agenda	N/A	N/A	As Appropriate	N/A	991
5.	Status Report – Current Air Quality Issues	No	Mary Ann Waldinger will provide a monthly report on current air quality issues.	Ex. Dir. Report	N/A	N/A	Bimonthly	N/A	801
6.	Status Report – Standing Committee Attendance	No	Per Board request of May 17, 2004.	Ex. Dir. Report	N/A	N/A	Bimonthly	N/A	820
7.	Receive Administrative Modifications to the Regional Transportation Improvement Program	Yes	Toni Tisdale will provide memorandums of approval for Administrative Modifications.	Ex. Dir. Report	N/A	N/A	As Appropriate	N/A	685

¹ Action; Consent Agenda; Executive Director's Report; Information; Special Item; Committee Reports; Open Discussion/Announcements

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
8.	Status Report – Staff Activity Reports	No	COMPASS staff will provide an overview of monthly activities.	Information	N/A	N/A	Bimonthly	N/A	
CURRENT AGENDA ITEMS									
9.	Confirm Finance Committee Membership	Yes	Confirm 2025 Finance Committee Membership.	Consent	N/A	N/A	February 2025	N/A	
10.	Ratify Resolution XX-2025 Amending Revision 2 of the FY2025 Unified Planning Work Program and Budget	Yes	Meg Sonnen will seek ratification of Revision 2 of the FY2025 Unified Planning Work Program and Budget.	Consent	N/A	N/A	February	N/A	
11.	Ratify Resolution XX-2025 Amending the FY2025-2031 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek ratification of a resolution amending the FY2025-2031 TIP.	Consent	NA	Toni Tisdale	February	December/January	685
12.	Introduction to COMPASS	No	COMPASS staff will provide a brief introduction to COMPASS' work products and Board calendar.	Special Item	15	Amy Luft	February	January	653
13.	Status Report – Finance Committee	No	The Finance Committee Chair will provide a status report on the January 24, 2025, special Finance Committee meeting.	Special Item	5	COMPASS Secretary/Treasurer	February	N/A	N/A
14.	Status Report – Funding Study	No	Amy Luft will present an overview of COMPASS' transportation funding study.	Special Item	20	Amy Luft	February	December	760

Item	Title/Description	Mandatory	Additional Information	Agenda Type ¹	Time	Presenter	Proposed Agenda	RTAC Agenda	Program No.
15.	Adopt the COMPASS Regional Safety Action Plan and FY2025 Safety Targets	Yes	Hunter Mulhall will seek the COMPASS Board of Directors' adoption of the COMPASS Regional Safety Action Plan and FY2025 Safety Targets.	Action	20	Hunter Mulhall, Kittelson and Associates	February	December	661
16.	Status Report - State and Federal Legislative Issues	No	Amy Luft will provide an update on the latest legislative developments at the state and federal levels.	Information	15	Amy Luft	February	N/A	760
17.	Review Results of the 2024 Change in Motion Scorecard	No	Hunter Mulhall will provide a summary of the results of the 2024 Change in Motion Scorecard.	Information	15	Hunter Mulhall	February	November	661
18.	Propose Changes to COMPASS By-laws	Yes	Meg Sonnen will present proposed changes to the COMPASS By-laws.	Information	10	Meg Sonnen	February	NA	
19.	Demonstrate <i>Communities in Motion 2055</i> Public Outreach	No	Austin Miller will demonstrate the <i>Communities in Motion 2055</i> public outreach.	Information	10	Austin Miller	February	January	661

UPCOMING AGENDA ITEMS

20.	Approve Extension Delivery Deadlines for Local Federal-Aid Projects	No	Toni Tisdale will seek COMPASS Board of Directors' approval to extend the deadlines on local federal-aid projects, if needed.	Consent Agenda	N/A	Toni Tisdale	April	March	685
21.	Member Agency Presentation – Projects of Regional Importance	No	Staff from TBD will present on potential projects in their community.	Special Item	15	TBD	April	N/A	N/A

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
22.	Status Report – Finance Committee	No	The Finance Committee Chair will provide a status report on the March 20, 2025, Finance Committee meeting.	Special Item	5	COMPASS Secretary/ Treasurer	April	N/A	N/A
23.	Accept 2025 Population Estimates	Yes	Austin Miller will seek COMPASS Board of Directors' acceptance of the 2025 Population Estimates.	Action	15	Austin Miller	April	N/A	620
24.	Approve FY2026 General and Special Membership Dues	Yes	Meg Sonnen will seek COMPASS Board of Directors' approval of the proposed general and special membership dues for FY2026.	Action	10	Meg Sonnen	April	N/A	601
25.	Adopt Resolution XX-2025 Amending the FY2025-2031 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek the adoption of a resolution amending the FY2025-2031 TIP, if needed.	Action	10	Toni Tisdale	April	February/ March	685
26.	Adopt Changes to the COMPASS By-laws	Yes	Meg Sonnen will seek adoption of changes to the COMPASS By-laws.	Action	10	Meg Sonnen	April	N/A	
27.	Status Report - State and Federal Legislative Issues	No	Amy Luft will provide an update on the latest legislative developments at the state and federal levels.	Information /Discussion	15	Amy Luft	April	N/A	760

Item	Title/Description	Mandatory	Additional Information	Agenda Type ¹	Time	Presenter	Proposed Agenda	RTAC Agenda	Program No.
28.	Summary of Public Comments Received During the High-Capacity Transit (Let's Ride Treasure Valley) PEL Study	No	Lila Klopfenstein will provide a summary of comments received during the February 2025 open houses in Ada and Canyon counties.	Information	15	Lila Klopfenstein	April	N/A	661
29.	<i>Communities in Motion 2055</i> public outreach results	No	Alexa Roitman will summarize results of <i>Communities in Motion 2055</i> public outreach.	Information	5	Alexa Roitman	April	April	661
30.	Approve Priorities for the End-of-Year and Redistribution Program	Yes	Toni Tisdale will seek Board of Directors' approval of the End-of-Year and Redistribution Program.	Consent	N/A	Toni Tisdale	June	May	685
31.	Member Agency Presentation – Projects of Regional Importance	No	Staff from TBD will present on potential projects in their community.	Special Item	20	TBD	June	N/A	N/A
32.	Status Report – Finance Committee	No	The Finance Committee Chair will provide a status report on the June 12, 2025, Finance Committee meeting.	Special Item	5	Finance Committee Chair	June	N/A	N/A
33.	Executive Session – Personnel Matter, Idaho Code [74-206 (a)]	Yes	To consider hiring a public officer, employee, staff member or individual agent, wherein the respective qualities of individuals are to be evaluated in order to fill a particular vacancy or need. No action will be taken in the executive session. Any action will be taken in open session.	Action	15	N/A	June	Exec disc May	

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
34.	Adopt Resolution XX-2025 Amending the FY2025-2031 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek the adoption of a resolution amending the FY2025-2031 TIP, if needed.	Action	10	Toni Tisdale	June	April/May	685
35.	Status Report - Share Alternatives Analysis Methodology and Findings for the High-Capacity Transit (Let's Ride Treasure Valley) PEL Study		The project team will share the alternatives analysis methodology and findings for the High-Capacity Transit (Let's Ride Treasure Valley) PEL Study.	Information	15	Lila Klopfenstein and HDR/Jacobs	June 2025	June 2025	661
36.	Review Draft FY2026-2032 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek Board of Directors' review of the draft FY2026-2032 TIP project list, prior to the public comment period.	Information	15	Toni Tisdale	June	May	685
37.	Approve COMPASS Workgroup Charters	No	Meg Sonnen will seek COMPASS Board of Directors' approval of the COMPASS Workgroup Charters for FY2026.	Consent	N/A	Meg Sonnen	August	N/A	601
38.	Approve the FY2027-2033 COMPASS Application Guide	Yes	Matt Carlson will seek COMPASS Board of Directors' approval of the FY2027-2033 COMPASS Application Guide.	Consent	N/A	Matt Carlson	August	July	685

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
39.	Adopt Resolution XX-2025 Amending the FY2025-2031 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek adoption of a resolution amending the FY2025-2031 TIP, if needed.	Consent	N/A	Toni Tisdale	August	June/July/August	685
40.	Member Agency Presentation – Projects of Regional Importance	No	Staff from TBD will present on potential projects in their community.	Special Item	20	TBD	August	N/A	N/A
41.	Status Report – Finance Committee	No	The Finance Committee Chair will provide a status report on the July 10, 2025, and August 14, 2025, Finance Committee meetings.	Special Item	5	Finance Committee Chair	August	N/A	N/A
42.	Adopt Resolution XX-2025 Approving the FY2026 Unified Planning Work Program and Budget (UPWP)	Yes	Meg Sonnen will seek COMPASS Board of Directors' approval of the FY2026 UPWP.	Action	15	Meg Sonnen	August	N/A	601
43.	Executive Session – Personnel Matter, Idaho Code [74-206 (b)]	Yes	The Board of Directors will go into executive session to receive the Executive Committee's performance evaluation and recommendation regarding the Executive Director. No action will be taken in the session.	Action	15	N/A	August	Exec notf. June/disc July	

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
44.	Approve FY2026 <i>Communities in Motion</i> Implementation Grants and Project Development Program Projects	Yes	Matt Carlson will seek COMPASS Board of Directors' approval of FY2026 <i>Communities in Motion</i> Implementation grants and Project Development Program projects.	Action	15	Matt Carlson	August	July	685
45.	Approve the FY2026-2032 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek COMPASS Board of Directors' approval of the FY2026-2032 TIP.	Action	15	Toni Tisdale	August	August	685
46.	Approve 2026 Idaho Legislative Session Position Statements	Yes	Amy Luft will seek COMPASS Board of Directors' approval of the 2026 Idaho legislative positions.	Action	15	Amy Luft	August	N/A	760
47.	Approve 2026 Federal Transportation Position Statements	Yes	Amy Luft will seek COMPASS Board of Directors' approval of the 2026 federal transportation positions.	Action	15	Amy Luft	August	N/A	760
48.	Accept Alternatives Analysis Methodology and Findings for the High-Capacity Transit (Let's Ride Treasure Valley) PEL Study		The project team will seek acceptance of the alternatives analysis methodology and findings for the High-Capacity Transit (Let's Ride Treasure Valley) PEL Study.	Action	15	Lila Klopfenstein and HDR/Jacobs	August 2025	July 2025	661

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
49.	Establish 2026 COMPASS Board and Executive Committee Dates and Location. Provide 30 Day Notice of Annual Meeting	Yes	Confirm the 2026 COMPASS Board and Executive Committee dates and location.	Consent	NA	TBD	October	N/A	
50.	Approve Priorities for Rural Projects	Yes	Toni Tisdale will seek COMPASS Board of Directors' adoption of a resolution approving priorities for applications in rural areas.	Consent	NA	Toni Tisdale	October	September	685
51.	Member Agency Presentation – Projects of Regional Importance	No	Staff from TBD will present on potential projects in their community.	Special Item	20	TBD	October	N/A	N/A
52.	Adopt Resolution Xb-2026 Amending the FY2025-2031 and FY2026-2032 Regional Transportation Improvement Programs (TIPs)	Yes	Toni Tisdale will seek adoption of a resolution amending the FY2025-2031 and FY2026-2032 TIPs, if needed.	Action	10	Toni Tisdale	October	September	685
53.	Approve the FY2026 COMPASS Resource Development Plan	Yes	Matt Carlson will seek COMPASS Board of Directors' approval of the FY2026 Resource Development Plan.	Action	15	Matt Carlson	October	September	685
54.	Leadership in Motion Awards Presentation	No	Board Chair and Executive Director will present the 2025 COMPASS Leadership in Motion awards.	Pre-meeting	N/A	Chair	December	N/A	653

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
55.	Confirm Regional Transportation Advisory Committee (RTAC) Membership	Yes	COMPASS Bylaws require the COMPASS Board of Directors' confirmation of RTAC membership.	Consent	N/A	N/A	December	N/A	N/A
56.	Member Agency Presentation – Projects of Regional Importance	No	Staff from TBD will present on potential projects in their community.	Special Item	20	TBD	December	N/A	N/A
57.	Status Report – Finance Committee	No	The Finance Committee Chair will provide a status report on the November 20, and December 11, 2025, Finance Committee meetings.	Special Item	5	Finance Committee Chair	December	N/A	
58.	Adopt Resolution XX-2026 Approving Revision 1 of the FY2026 Unified Planning Work Program and Budget (UPWP)	Yes	Meg Sonnen will seek COMPASS Board of Directors' approval of Revision 1 of the FY2026 UPWP.	Action	10	Meg Sonnen	December	N/A	601
59.	Adopt Resolution XX-2026 Amending the FY2025-2031 and FY2026-2032 Regional Transportation Improvement Programs (TIPs)	Yes	Toni Tisdale will seek adoption of a resolution amending the FY2025-2031 and FY2026-2032 TIPs, if needed.	Action	10	Toni Tisdale	December	October/November	685
60.	Confirm 2026 Board Officer Slate	Yes	COMPASS Bylaws require the Board of Directors confirm ascension of new Board officers and election of a new Secretary-Treasurer.	Action	10	Ex. Director	December	N/A	

<i>Item</i>	<i>Title/Description</i>	<i>Mandatory</i>	<i>Additional Information</i>	<i>Agenda Type¹</i>	<i>Time</i>	<i>Presenter</i>	<i>Proposed Agenda</i>	<i>RTAC Agenda</i>	<i>Program No.</i>
61.	Confirm Finance Committee Membership	Yes	Confirm 2026 Finance Committee Membership.	Consent	N/A	N/A	February 2026	N/A	
62.	Introduction to COMPASS	No	COMPASS staff will provide a brief introduction to COMPASS' work products and Board calendar.	Special Item	15	Amy Luft	February	January	653
63.	Adopt Resolution XX-2026 Amending the FY2026-2032 Regional Transportation Improvement Program (TIP)	Yes	Toni Tisdale will seek adoption of a resolution amending the FY2026-2032 TIP, if needed.	Action	10	Toni Tisdale	February	December/ January	685
64.	Status Report - State and Federal Legislative Issues	No	Amy Luft will provide an update on the latest legislative developments at the state and federal levels.	Information	15	Amy Luft	February	N/A	760



EXECUTIVE COMMITTEE AGENDA ITEM V-B

Date: January 14, 2025

Topic: Proposed revisions to COMPASS Bylaws

Request/Recommendation:

Information only.

Background/Summary:

At the December 16, 2024, meeting, the COMPASS Board of Directors approved Boise County for membership. With the addition of Boise County as a member, some items in the COMPASS bylaws should be clarified.

Based on the guidance of counsel, the following revisions to the Bylaws are proposed:

- Section 4.6 Intra-County Voting is updated to make clear that the determination of eligibility for intra-county voting is at the discretion of the Chair; it is not a question subject to a vote by the Board. Once the Chair has determined that an item is an intra-county voting item, the eligible Board members vote on that item.
- Section 4.7 Metropolitan Planning Voting is added as a new section. This section describes the process for voting on items related to the metropolitan planning process and mirrors the process described in Section 4.6 for intra-county voting.
- Section 5.1 Officers of the Board is amended to make clear that any Voting Board Member is eligible to serve as an officer, subject to the nomination and election process described in Section 5.

Per Section 9.2 of the Bylaws, proposed revisions will be introduced to the COMPASS Board of Directors at the February 24, 2025, meeting as an information item, giving the Board an opportunity to provide feedback. The Executive Committee will be asked to recommend the revisions at its March 11, 2025, meeting to the full Board. Revisions may then be voted on at the April 21, 2025, Board meeting.

The Finance Committee has its own bylaws, which are provided as Attachment 2. In Section 2.1, the Finance Committee bylaws specify the members that are eligible for appointment to the Finance Committee. Under the Finance Committee bylaws as written, Boise County members are not eligible for appointment. No changes are proposed to the Finance Committee bylaws.

More Information:

- 1) Attachment 1: Proposed COMPASS Bylaws Revisions
- 2) Attachment 2: Finance Committee Bylaws
- 3) For detailed information, contact: Meg Sonnen, Director of Operations, at 208-475-2228 or msonnen@compassidaho.org.

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**BYLAWS AS ADOPTED BY THE BOARD OF
THE COMMUNITY PLANNING ASSOCIATION OF SOUTHWEST IDAHO**

Initially Adopted: March 1, 2000
Amended: January 22, 2001
Amended: June 18, 2001
Amended: September 27, 2004
Amended: August 17, 2009
Amended: September 21, 2015
Amended: October 21, 2024
Amended: April 21, 2025

**Article 1
BOARD OF DIRECTORS**

1.1 Board of Directors. The Board of Directors (“**Board**”) shall be appointed and serve as provided in that certain Third Restated And Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, ~~a Nonprofit Association~~, as may be amended (the “**JPA**”).

1.2 Term of Office. Each member of the Board entitled to vote (“**Voting Board Member**”) shall hold office until replaced or until the Voting Board Member’s earlier death, resignation or disqualification. All other members of the Board hold office as allowed under the JPA.

**Article 2
BOARD MEETINGS**

2.1 Place of Meetings. All meetings of the Board shall be held at the principal office of COMPASS or at such other place as the Board may order or direct before the call of such meeting. The time and place of such meetings shall be stated in the notice or call for the meetings.

2.2 Regular Meetings. Regular meetings of the Board shall be held on the third Monday of February, April, June, August, October and December of each year, if not a legal holiday, and if a legal holiday, then on the first Monday following which is not a legal holiday. All business, which the Board is authorized and empowered to take up at such a meeting, may be transacted without further or special notice.

2.3 Special Meetings. Special meetings may be called at any time by the Chair or Vice-Chair. Special meetings may also be called by the Chair upon written request by any five (5) or more Voting Board Members.

2.4 Notice or Call for Meetings. All members of the Board shall be notified of each regular or special meeting of the Board at least forty-eight (48) hours in advance of each meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail or hand delivery. Annually, at the last regular meeting of a calendar year, a schedule of regular meetings for the following year shall be adopted and distributed in a manner determined by the Board.

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2.5 Quorum. A quorum shall consist of a majority of the Voting Board Members. Voting Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present and are included in determination of quorum.

2.6 Action by Majority Vote. Except as otherwise expressly required by these by-laws, the JPA or by applicable law, the vote of a majority of the Voting Board Members present at a meeting at which a quorum is present shall be the act of the Board. Voting Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present.

2.7 Presiding Officer. The Chair shall preside at all meetings. In the absence of the Chair, the Chair-Elect shall preside. In the absence of the Chair and the Chair-Elect the Vice Chair shall preside. In the absence of all these officers, the Board shall select a temporary Chair for the meeting. The Secretary/Treasurer shall act as secretary at all meetings of the Board, but in the Secretary/Treasurer's absence, the presiding officer may appoint any person to act as secretary for that meeting. Should the Secretary/Treasurer be the presiding officer, as provided above, the Secretary/Treasurer may appoint any person to act in the capacity of Secretary for that meeting.

2.8 Rules of Order. The rules contained in the current edition of Roberts Rules Newly Revised generally shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the JPA, and any special order that may be adopted by the Board.

Article 3 AUTHORITY

3.1 Responsibilities. The Board of Directors has the primary responsibilities listed below. The Board may take other actions not listed here as appropriate to govern COMPASS.

- 3.1.1 Elect Officers;
- 3.1.2 Approve addition of new members to COMPASS;
- 3.1.3 Approve regional long range transportation plan and amendments to the regional long-range transportation plan;
- 3.1.4 Approve Transportation Improvement Program and amendments to Transportation Improvement Program;
- 3.1.5 Approve Unified Planning Work Program and Budget and revisions to Unified Planning Work Program and Budget;
- 3.1.6 Hire and oversee Executive Director;
- 3.1.7 Review and approve annual performance review of the Executive Director conducted by the Executive Committee, and approve salary adjustment or other compensation arrangement;

- 3.1.8 Approve annual state and federal legislative positions;
- 3.1.9 Approve strategic plan, as needed;
- 3.1.10 Approve grant applications where COMPASS is grantor;
- 3.1.11 Approve annual population estimates;
- 3.1.12 Approve annual membership dues;
- 3.1.13 Approve or select members of committees, task forces and work groups, as the case may be;
- 3.1.14 Approve COMPASS integrated communications plan as needed, but not less than every three (3) years;
- 3.1.15 Approve updates to Financial Policy, as needed;
- 3.1.16 Approve updates to Personnel Policy, as needed;
- 3.1.17 Review and approve Board policies, as needed; and
- 3.1.18 Approve the annual development plan which identifies: a) grants and other funding sources for COMPASS; and b) resource development activities which will be pursued by COMPASS staff.

Article 4 VOTING

4.1 Voting Board Member. Only Voting Board Members and, where applicable, Alternate Board Members, are entitled to cast a vote at any meeting of the Board.

4.2 Authority to Vote. A Voting Board Member is entitled to vote on any matter which comes before the Board or before any committee, task force or work group of which the Voting Board Member is a duly appointed member, provided the Voting Board Member's member agency is current in the payment of its membership dues and all other proper assessments. Similarly, an approved Alternate Board Member, as provided for in the JPA, shall have the authority to vote as a Voting Board Member on behalf of the members for whom he or she is serving, provided the Voting Board Member's member is current in the payment of its dues and other proper assessments.

4.3 Voting. All matters before the Board shall be disposed of by simple majority vote of all votes cast by Voting Board Members present at the meeting unless otherwise provided in these bylaws, applicable law, the JPA or any special order that may be adopted by the Board. Voting Board Members participating in the meeting telephonically or via audio or audiovisual internet connection shall be considered present.

4.4 Votes per Voting Board Member. Three voting alternatives exist. Unless otherwise provided, Alternative "a" (one vote per Voting Board Member) shall be used.

- (a) One vote per Voting Board Member: Each Board Member casts one and only one vote.
- (b) Weighted Voting: Voting Board Members from each General and Special Purpose Member cast a number of votes equal to the member agency's COMPASS membership dues as provided below.
- (c) Intra-County Voting: Only Voting Board Members from within one county cast a vote.

4.5 Weighted Voting. Weighted voting may be used when all Voting Board Members from any General Member request weighted voting after a matter is properly before the Board and before the question is called or the vote is held. In the event weighted voting is requested:

- (a) Each General and Special Purpose Member represented at the Board meeting by one or more Voting Board Members shall be granted one vote for each dollar it contributes as its membership dues to COMPASS in the current fiscal year as provided in the most recently adopted COMPASS Unified Planning Work Program and Budget.
- (b) In the event more than one Voting Board Member is present for a General Member, the votes for that General Member shall be divided equally among the member's Voting Board Members present at the time the vote is held.
- (c) The Secretary/Treasurer shall determine and announce, or cause to be determined and announced, the number of votes assigned to each Voting Board Member. The Chair shall read the number of votes assigned to each member agency before the vote.
- (d) A roll-call vote shall be held.

4.6 Intra-County Voting. Intra-county voting may be used according to the provisions of this section when any matter properly before the Board pertains overwhelmingly within the borders of one county. Examples of such matters include, but are not limited to:

- (a) Setting transportation project priorities when all such projects are within the borders of one county;
- (b) Approving a Transportation Improvement Program when the program applies only within the borders of one county;
- (c) Approving a long range transportation plan when the plan applies only within the borders of one county;
- (d) Approving an expenditure of funds when the funds are both generated and expended within the borders of one county; and

- (e) Adopting air or water quality recommendations or strategies for inclusion in official State Implementation Plans when the recommendations or strategies apply only within the borders of one county.

The Chair may optionally determine, before distributing an agenda for any regular or special meeting of the Board, whether any item on the agenda is likely to qualify for intra-county voting and shall so designate on the agenda. In addition, any Voting Board Member may, at any meeting of the Board, request that the Chair consideration of intra-county voting for any action item on the agenda.

In either case, the determination to use intra-county voting for any action item on the agenda is at the discretion of the Chair. Such determination must be made in a manner consistent with Idaho law. before such a matter may properly be placed before the Board, the Chair shall determine in a manner generally provided by Roberts Rules of Order whether to invoke intra-county voting. In the event intra-county voting is used:

- (a) The Chair shall announce that intra-county voting shall be used to resolve the matter before the Board and designate which county's Board Members may vote.
- (b) Only Voting Board Members present and representing General and Special Purpose Members in that county may cast a vote on the matter.
- (c) A simple majority of Voting Board Members present from that county is required to approve the matter before the Board.
- (d) Weighted voting within the county may be utilized as provided elsewhere in this section.

4.7 Metropolitan Planning Voting. Metropolitan planning voting may be used according to the provisions of this section when any matter properly before the Board is related to the metropolitan planning process. Examples of such matters include but are not limited to the Long-Range Transportation Plan and the Transportation Improvement Program.

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The Chair may optionally determine, before distributing an agenda for any regular or special meeting of the Board, whether any item on the agenda is likely to qualify for metropolitan planning voting and shall so designate on the agenda. In addition any Voting Board Member may, at any meeting of the Board, request consideration of metropolitan planning voting for any item on the agenda.

In either case, the determination to use metropolitan planning voting for any action item on the agenda is at the discretion of the Chair. Such determination must be made in a manner consistent with Idaho law.

- (a) The Chair shall announce that metropolitan planning voting shall be used to resolve the matter before the Board and that only Ada and Canyon County members may vote.

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- (b) Only Voting Board Members present and representing General and Special Purpose Members in Ada and Canyon counties may cast a vote on the matter.

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(c) A simple majority of Voting Board Members present from Ada and Canyon counties is required to approve the matter before the Board.

(d) Weighted voting for Ada and Canyon counties may be utilized as provided elsewhere in this section.

Article 5 OFFICERS

5.1 Officers of the Board. The Board shall have four officers (collectively "**Officers**"): (i) the Chair, (ii) the Chair-Elect, (iii) the Vice Chair and (iv) the Secretary/Treasurer. All Officers must be Voting Board Members. Any Voting Board Member is eligible to serve as an Officer.

5.2 Election. The Officers shall be elected annually by the Board at the Board's annual meeting.

5.3 Terms of Office. Officers shall hold office until such Officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

5.4 Removal of Officers. The Board may remove from office any Officer upon two-thirds majority vote. If any member of the Board wishes to remove an Officer, that Board member shall give at least 30 days' notice of intent to remove such Officer to both the Officer and to the Board. Any Officer subject to removal proceedings shall not take part in the voting to remove them. An Officer who is removed shall continue on the Board and retain full voting privileges as long as they remain a Voting Board Member.

5.5 Resignation of Officers. Any Officer may resign at any time by giving written notice of his or her resignation to the Board. Any such resignation shall take effect at the time

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specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6 Appointment of Officers upon Removal or Resignation. Upon the removal or resignation of an Officer, the Board shall appoint a Board Member to fill such vacant office. The appointed Officer shall serve out the remainder of the term of the removed Officer or the Officer who resigned.

5.7 Succession. Unless other Officers are elected by a majority vote of the Voting Board Members at the annual meeting (or special meeting called for the purpose of electing one or more Officers) the person serving as Secretary/Treasurer shall be elected to the office of Vice Chair, the person serving as Vice Chair shall be elected as Chair-Elect and the person serving as Chair-Elect shall be elected Chair.

5.8 Nomination of Officers. The Executive Committee shall identify and screen individuals qualified to become Officers and recommend officers for approval by the Board in accordance with the provisions of this Section.

5.8.1 Nomination. Not less than three (3) months prior to the Board's annual meeting, the Executive Committee shall submit a call for nominations to all Voting Board Members for any Officer position to be voted upon that year. Any Voting Board Member may submit a nomination for one or more of the Officer positions. All nominations shall be submitted, in writing, to the Executive Committee no later than forty-eight (48) hours prior to the Executive Committee's regularly scheduled meeting that occurs just prior to the Board's annual meeting. Any nomination received after this deadline shall not be considered.

5.8.2 Consideration. The Executive Committee shall review all nominations, compare the nominees against the qualifications, qualities, skills and other expertise identified by the Board, if any, and nominate a slate of candidates to succeed the Officers whose terms are expiring or vacant ("**Nominated Officers**"). The slate may include current Officers for re-election. The Executive Committee shall recommend the Nominated Officers to the Board for approval.

5.8.3 Additional Nominations. In addition to the Nominated Officers, other nominations for any Officer's position may be submitted by any five (5) Voting Board Members if filed with the Board not less than fifteen (15) days prior the Board's annual meeting.

5.8.4 Election Procedure. No new nominations from the floor shall be accepted at the Board's annual meeting. If the Nominated Officer's slate is the only list of nominees under consideration, election of the entire slate shall be decided by a majority vote of Voting Board Members present and voting. If there are additional nominees qualifying pursuant to Section 5.8.3, the Board shall consider and vote for each Officer position individually. The nominee for each Officer position which garners the greatest number of votes shall be elected.

5.9 Duties.

5.9.1 Chair. The Chair shall be the chief executive officer of COMPASS. The Chair shall preside over all meetings of the Board, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific power or authority. The Chair shall be a member of and chair the Executive Committee.

5.9.2 Chair-Elect. The Chair-Elect shall perform the duties and exercise the powers of the Chair in case of the Chair's illness, disability or temporary absence and shall perform such other duties as may, from time to time, be granted or requested by the Board. The Chair-Elect shall be a member of the Executive Committee.

5.9.3 Vice Chair. The Vice Chair shall perform the duties and exercise the powers of the Chair in case of the Chair and Chair-Elect's mutual illness, disability or temporary absence and shall perform such other duties as may, from time-to-time, be granted or requested by the Board. The Vice Chair shall be a member of the Executive Committee.

5.9.4 Secretary/Treasurer. The Secretary/Treasurer shall:

- (a) Give, or cause to be given, notice of all meetings of the Board and its standing committees in compliance with Idaho's "Open Meeting Law" including any amendments and/or re-codification of said law which is presently codified at Idaho Code §§ 74-201 through 74-207;
- (b) Keep, or cause to be kept, the minutes, books, and records of the financial statements and accounts of COMPASS;
- (c) Oversee COMPASS' compliance with Idaho's Public Records Law including any amendments and/or re-codification of said law which is presently codified at Idaho Code §§ 74-101 through 74-122;
- (d) Monitor, or cause to be monitored, the financial affairs of COMPASS and report periodically to the Board;
- (e) Create, or cause to be created, at the beginning of each meeting of the Board a roster of Voting Board Members and Alternate Board Members who are in attendance; and
- (f) Be a member of the Executive Committee.
- (g) Serve as Chair of the Finance Committee.

5.10 Delegation of Powers. The Board may delegate any of the powers and duties appropriate to the functioning of COMPASS to any Officer, employee, or agent of COMPASS.

**Article 6
EXECUTIVE DIRECTOR**

6.1 Appointment. The Board shall appoint an Executive Director as provided in the JPA.

6.2 Powers and Duties. The Executive Director is authorized to enter into any contract or execute in the name of COMPASS all deeds, bonds, mortgages, contracts, and other documents and agreements as may be authorized in the approved Unified Planning Work Program and Budget. In all other instances the Executive Director is authorized with Board approval. The Executive Director shall be the disbursing officer of COMPASS for all funds made available thereto. The Executive Director shall also have the general powers and duties of supervision and management, including but not limited to, employment, hiring and dismissal of members of the staff. The Executive Director shall have the emergency authority to act to protect the rights and interests of COMPASS as they relate to the approved Unified Planning Work Program and Budget, pending confirmation by the Board.

6.3 Committee Assignments. The Executive Director or a designated delegate shall be an ex-officio member of any special committee, task force or work group of COMPASS and shall periodically attend meetings of other organizations involved in planning within southwest Idaho.

6.4 Conditions of Employment. Salary and other conditions of employment for the Executive Director shall be established by the Board upon recommendation by the Executive Committee.

6.5 Regular Reporting Required. The Executive Director shall prepare a summary of significant staff activities which have occurred since the last regular meeting of the Board and provide it as an item on the agenda of each regular meeting of the Board. The packet for each regular meeting of the Executive Committee shall be distributed to the entire Board.

**Article 7
STANDING COMMITTEES**

7.1 Open Meetings and Public Records. All meetings of committees established and authorized under this section shall be conducted according to and be subject to the same open meeting law and public records provisions as provided in Sections 4.1.7J and 4.1.7K, respectively, of the JPA.

7.2 Executive Committee:

7.2.1 Establishment. An Executive Committee is hereby established as a standing committee of the Board.

7.2.2 Membership. The Executive Committee shall be composed of the following Board Members:

- (a) All four Board Officers;

- (b) The mayor of each General Member that is an incorporated city with a current population greater than 25,000 according to the most recent population estimates adopted by the Board;
- (c) The chair of each county commission;
- (d) The president of each single county-wide highway district commission;
- (e) Two mayors of General Members who are incorporated cities with a current population of 25,000 or fewer according to the most recent population estimates adopted by the Board and who shall annually be selected by the representatives of the cities who fit into that classification, provided, however, that the total number of mayors on the Executive Committee from this grouping of smaller cities shall not exceed two; and provided, further, that one of the selected cities must be located in Canyon County and the other selected city must be located in Ada County;
- (f) The Chair of one of the highway districts located in Canyon County; and
- (g) The immediate past Chair.

7.2.3 Limitations. Notwithstanding Sections 7.2.2(b) through 7.2.2(g), there shall be no more than one Board Member on the Executive Committee from any member agency.

7.2.4 Elected Official; Alternate. All Executive Committee members shall be currently elected local government officials; provided, however, that Alternate Board Members may serve in the place of Executive Committee members as provided in the JPA.

7.2.5 Place and Times of Meetings. Meetings of the Executive Committee may be held at times and places agreed to by the Executive Committee.

7.2.6 Notice or Call for Meetings. All Executive Committee members shall be notified of each meeting at least three (3) business days prior to the meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail or hand delivery. Additionally, notice of each meeting shall be posted on the COMPASS website at least three (3) working days prior to the day of the meeting. No action may be taken at a meeting that has not met the criteria in this Section.

7.2.7 Quorum. A quorum shall consist of the presence of a majority of Executive Committee members at the time of the meeting. Presence may be established by physical attendance at the meeting or by attendance via telephone, Internet or other remote technologies.

7.2.8 Voting. Each Executive Committee member shall have one (1) vote.

7.2.9 Action by Majority Vote. Except as otherwise expressly required by applicable law, the vote of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

7.2.10 Authority. The Executive Committee is empowered to act on behalf of the COMPASS Board only in the following instances:

- (a) To receive monthly status updates from the Regional Transportation Advisory Committee (RTAC) chair on the work of the RTAC committee;
- (b) To recommend task forces or work groups to work with COMPASS as needed to provide input, technical support and feedback on planning activities. Each task force or work group shall have a charter recommended by the Executive Committee for final approval by the Board, specifying the type of members to include, the tasks to accomplish and the timeline for completion of those tasks. The Executive Committee shall establish a process for selection of members for each task force or work group for final approval by the Board;
- (c) To receive periodic status updates from staff liaisons to the active authorized work groups on the activities of those work groups;
- (d) To review and recommend updates to the charter of each work group at least once per year;
- (e) To authorize the Chair and/or Executive Director to enter into agreements with other local, state, regional, federal and private agencies which expedite COMPASS' planning process, pending confirmation by the Board;
- (f) To commit COMPASS staff to address local planning issues, which are outside the current Unified Planning Work Program and Budget but for which prompt response is essential and for which COMPASS participation is deemed desirable, pending confirmation by the Board;
- (g) To approve preliminary versions of the Unified Planning Work Program and Budget for purposes of federal grant application and distribution to members for their use in budgeting, pending confirmation by the Board;
- (h) To approve amendments to the current Unified Planning Work Program and Budget, pending confirmation by the Board;
- (i) To approve amendments to the Transportation Improvement Program pending confirmation by the Board; and
- (j) To conduct an annual performance review of the Executive Director and report the results of its evaluation and make a recommendation for salary

adjustment or other compensation arrangements, if any, to the full Board for its approval at the regularly scheduled Board meeting in June. The effective date for salary adjustment or other compensation arrangements shall be October 1 of the upcoming fiscal year. Funding for salary adjustments shall be included in the Unified Planning Work Program and Budget for that fiscal year, typically approved by the Board at the regular August meeting, prior to the start of the fiscal year.

7.3 Regional Transportation Advisory Committee.

7.3.1 Establishment. A Regional Transportation Advisory Committee (“RTAC”) is hereby established as a standing committee of the Board.

7.3.2 Membership. RTAC shall be composed of such individuals as the Board may direct.

7.3.3 Purpose. The purpose of RTAC is to assist COMPASS staff and the Board by reviewing and recommending appropriate action(s) to the Board with regard to all transportation-related matters to come before the Board.

7.3.4 Duties. RTAC’s duties are set forth in the bylaws of RTAC.

7.4 Finance Committee.

7.4.1 Establishment. A Finance Committee (“Finance Committee”) is hereby established as a standing committee of the Board.

7.4.2 Purpose. The purpose of the Finance Committee is to provide guidance to management and to establish reasonable assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.

7.4.3 Duties. The duties of the Finance Committee shall be set forth in the bylaws of the Finance Committee.

7.4.4 Chair. The Chair of the Finance Committee shall be the Secretary/Treasurer.

7.5 Other Committees. The Board may from time to time create other committees as it sees fit. Such committees shall be composed of such individuals as the Board may direct and shall have only the authority, powers, duties, and responsibilities as may be necessary and as the Board may determine. The number and appointment of membership on other committees shall be reviewed and approved at the meeting immediately following the creation and appointment of the committee and annually thereafter. COMPASS maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the committees it establishes.

7.6 Bylaws. Bylaws necessary for the operation of any standing or other committee created by the Board will be provided by the Board, and thereafter may be amended by the Board, from time to time, as the Board deems necessary.

7.7 Task Forces and Work Groups. The Board may from time to time, either upon

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recommendation by the Executive Committee or upon the Board's initiative, create task forces or work groups to perform specific tasks. All task forces and work groups shall be governed by a charter which specifically identifies the membership, assigned tasks and the timeline to

complete the tasks. Concurrently with the creation of any work group, the Board shall approve the charter governing the work group. The charter may be drafted and recommended by the Executive Committee to the Board. COMPASS maintains a policy of meaningful participation by the public in all of its activities. The Board shall, therefore, consider the inclusion of members of the public in the task forces and work groups.

Article 8 MEMBERSHIP DUES

8.1 General Members. Membership dues for General Members, Special Purpose Members and ex officio members shall be as set forth in the JPA.

8.2 Calculation and Payment of Membership Dues. The Board shall calculate membership dues for all members of COMPASS concurrently with the annual Unified Planning Work Program and Budget. Upon approval of the membership dues, the Board shall notify each member of its membership dues for the ensuing year. All membership dues assessments are due and payable upon receipt of each invoice (or such other period of time as may be requested by the member and approved by the COMPASS Board).

8.3 Failure to Pay Membership Dues. Any member agency that fails to pay any assessment in full within thirty days after the due date shall be considered delinquent and in violation of this section. The Executive Director shall send written notice of delinquency to the Mayor and City Clerk, Chair of the Commission and County Auditor, or other governing body of the member agency involved. Upon non-payment of the full assessment within thirty days of receipt of the delinquency notice, that member agency shall be deemed to have voluntarily withdrawn its membership in COMPASS. No representative of that government agency shall thereafter be allowed to vote on any matter coming before the Board or any committee until and unless membership dues and assessments are fully paid retroactively or until the Board takes some alternative action to reinstate the member agency.

Article 9 GENERAL PROVISIONS

9.1 Books and Records. COMPASS shall maintain adequate and correct books, records and accounts of all its obligations, properties, assignments, and other such records or accounts as are generated. All such books, records and accounts shall be kept at its main office and shall be open to inspection by any General or Special Purpose Member or Board Member at any time.

9.2 Amendment. These bylaws may be amended or repealed and replaced by the adoption of such new bylaws as may be approved by a two-thirds vote of the Board at any regular meeting provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board.

9.3 Capitalized Terms. Capitalized terms not otherwise defined in these bylaws shall have the meaning ascribed to such terms in the JPA.

Article 10
EFFECTIVE DATE

These bylaws shall be effective from and after their adoption until amended or repealed in accordance with the provisions set forth in these bylaws.

DATE OF ADOPTION: _____

Secretary
COMPASS Board of Directors

**BYLAWS
OF
THE COMPASS FINANCE COMMITTEE**

**ARTICLE 1
ESTABLISHMENT AND PURPOSE**

The Finance Committee (“Committee”) is intended to provide guidance to management and to establish reasonable, but not absolute, assurance regarding internal policies, procedures and controls for the sound operation of COMPASS.

**ARTICLE 2
COMMITTEE STRUCTURE**

2.1 Composition. The Committee shall be composed of the following seven (7) members from the COMPASS Board of Directors (“Board”): the Board Secretary/Treasurer; three (3) Board members from Public Agencies in Ada County and three (3) Board members from Public Agencies in Canyon County.

2.2 Appointment. Vacancies on the Committee shall be filled by the Chair of the Board and presented annually to the Board for confirmation at the first meeting following the annual meeting of the Board. It is recommended that members of the Board having professional experience and responsibility for financial and accounting matters be among the first considered for appointment to the Committee.

2.3 Term. The term of appointment for Committee members (“Members”) shall be two-year terms, except for the Secretary/Treasurer whose term is one year. There is no limit to the number of terms a Member may serve. Except for the Secretary/Treasurer, Members’ terms of appointment shall be staggered so that three (3) Members’ terms will expire on even years and the other three Members’ terms will expire on odd years.

2.4 Removal from Committee. The Board may remove any Member from the Committee upon a two-thirds (2/3) vote. If any member of the Board wishes to remove a Member, that Board member shall give at least thirty (30) days’ notice of intent to remove such Member to the Board, the Committee and the Member.

2.5 Resignation from Committee. Any Member may resign at any time from the Committee by giving written notice of his or her resignation to the Committee and the Board. Any such resignation shall take effect at the time specified in the notice of resignation or, if the time when it will become effective is not specified therein, immediately upon receipt by the Committee.

2.6 Additional Expertise. The Committee may by majority vote taken at any regularly scheduled meeting name one or more finance and accounting professionals to assist the Committee as additional, non-voting ex-officio members.

2.7 Alternates. In the event that a Member is unable to attend a meeting of the Committee, said Member may arrange for an alternate ("Alternate") to participate in Committee deliberations and vote on said Member's behalf. The Committee shall consider an Alternate's participation and vote as if it were by the Member and the Member shall be bound by the Alternate's participation and vote. Notice that an Alternate will be attending a meeting for a Member shall be delivered, in writing, to the COMPASS Executive Director no less than twenty-four (24) hours before the meeting.

ARTICLE 3 MEETINGS

3.1 Place and Times of Meetings. Meetings of the Committee may be held at times and places agreed to by the Committee.

3.2 Notice or Call for Meetings. All Members shall be notified of each meeting at least three (3) business days prior to the meeting. Notification shall include, at a minimum, the meeting location, meeting time and proposed agenda. Notification may be delivered via email, regular mail or hand delivery. Additionally, notice of each meeting shall be posted on the COMPASS website at least three (3) working days prior to the day of the meeting. No action may be taken at a meeting that has not met the criteria in this Section.

3.3 Quorum. A quorum shall consist of four Members or Alternates. A quorum may be established by physical attendance at the meeting or attendance via telephone, internet or other remote technologies, so long as the Member or the Alternate is able to cast a vote.

3.4 Voting. Each Member shall have one (1) vote.

3.5 Action By Majority Vote. Except as otherwise expressly required by these by-laws or by applicable law, the vote of a majority of Members present at a meeting at which a quorum is present shall be the act of the Committee.

3.6 Presiding Member. The Chair shall preside at all meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of all these officers, Members shall select a temporary Chair for the meeting. The presiding officer may appoint any person to act as secretary for that meeting.

3.7 Rules of Order. The rules contained in the current edition of Roberts Rules of Order, in its most recent edition, shall generally govern all deliberations of the Committee.

3.8 Open Meetings. All meetings are subject to the open meetings law of the State of Idaho, with exceptions consistent with that law.

ARTICLE 4 OFFICERS

The Chair of the Committee (“**Chair**”) shall be the Secretary/Treasurer of the Board. The Committee shall elect a Vice-Chair of the Committee (“**Vice-Chair**”) at the first regularly scheduled meeting of the calendar year.

ARTICLE 5 POWERS AND DUTIES

5.1 Authority. The Committee is a standing committee of the Board. The Chair shall report all actions taken by the Committee to the Board. Ultimate authority resides with the Board.

5.2 Duties. The Committee shall have the following duties and responsibilities to advise and make recommendations to the Board:

5.2.1 Review and recommend internal financial controls over assets, revenues and expenditures, including the following specific objectives:

5.2.1.1 Determine that COMPASS expenditures comply with Board directives and are properly authorized and adequately documented;

5.2.1.2 Determine revenue sources and evaluate the revenue recognition process; and

5.2.1.3 Assess compliance with applicable state and federal finance and procurement regulations and statutes.

5.2.2 Review and analyze COMPASS financial documents, policies and procedures.

5.2.3 Review and recommend the COMPASS budget, including budget adjustments, financial assumptions and variance reports.

5.2.4 Review and accept internal and external financial reports, including all necessary financial statements and audit reports.

5.2.5 Review, prepare, and recommend a Financial Policy Manual.

5.2.6 Engage an independent accounting firm or other professional as needed to perform a compliance/performance review of practices, procedures and financial controls; and to identify and recommend policy and procedure changes.

5.2.7 Review and recommend changes to policies, procedures and controls related to procurement, utilization and tracking requirements of all federal funding.

5.2.8 Review and recommend changes to the scope of financial authority and responsibilities for COMPASS Board officers and the Executive Director.

5.2.9 Serve as the official audit committee for COMPASS.

**ARTICLE 6
STAFF RESPONSIBILITIES**

The COMPASS Executive Director shall provide adequate staff support to the Committee, specifically including preparation and distribution of meeting agendas and packets, recording of meetings and the preparation of minutes of all Committee meetings.

**ARTICLE 7
MISCELLANEOUS**

7.1 Amendment. The COMPASS Board may amend or repeal these bylaws or adopt new bylaws consistent with Idaho law upon a vote of two-thirds of the COMPASS Board at any regular meeting; provided, however, that such amendment(s) shall be introduced at one regular meeting of the Board and may not be voted upon before the next subsequent regular meeting of the Board; provided, further, that no amendment may be made that would be in contravention of the JPA.

7.2 Capitalized Terms. Capitalized terms not otherwise defined in these bylaws shall have the meaning ascribed to such terms in the Third Restated and Amended Joint Powers Agreement and Articles of Reformation and Organization of the Community Planning Association of Southwest Idaho, a Nonprofit Association, as may be amended (the "JPA").

**ARTICLE 8
EFFECTIVE DATE**

These bylaws shall be effective from and after their adoption until amended or repealed in accordance with the provisions set forth in these bylaws.

DATE OF ADOPTION: 9.21.15


Secretary
COMPASS Board of Directors

EXECUTIVE COMMITTEE AGENDA ITEM V-C

Date: January 14, 2025

Topic: Status Report - Regional Transportation Advisory Committee (RTAC)

Request/Recommendation:

Information only.

Background/Summary:

RTAC Bylaws state that the RTAC Chair will submit a monthly status report on RTAC activities to the COMPASS Executive Committee. Below is an outline of agenda items and actions from the December 18, 2024, meeting.

CONSENT AGENDA

Approve November 20, 2024, RTAC Meeting Minutes

RTAC approved the consent agenda.

ACTION ITEMS

Recommend Adoption of the Regional Safety Action Plan (RSAP)

RTAC recommended COMPASS Board of Directors' acceptance of the RSAP and adoption of a resolution stating the Board's commitment to plan and program projects to achieve an interim target of a 50% reduction in fatal and serious injury crashes by 2055.

Recommend Balancing in the Transportation Management Area (TMA)

RTAC recommended an action to balance the Surface Transportation Block Grant and Transportation Alternatives Programs in the Transportation Management Area (TMA) to allocate available funding to two Ada County Highway District projects.

INFORMATION/DISCUSSION ITEM

High-Capacity Transit (Let's Ride Treasure Valley) Planning and Environmental Linkages (PEL) Study Public Comments Received to Date

RTAC received a summary of comments received during the first public comment period on the Let's Ride Treasure Valley high-capacity transit PEL study.

Phase II Application Workshop

RTAC received guidance on completing project applications for COMPASS' Phase II application period.

Status Report – Funding Study

RTAC received an overview of COMPASS' transportation funding study.

MORE INFORMATION

Contact Toni Tisdale, Resource Development Team Lead, at ttisdale@compassidaho.org or Doug Hanson, City of Kuna, at dhanson@kunaid.gov.

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