

## **Recovery Accountability and Transparency Board Governance Guidelines**

The Governance Guidelines, in conjunction with Title XV, Subtitle B, section 1521 of the American Recovery and Reinvestment Act of 2009, Public Law 111-5, (hereafter referred to as the “Act”); Bylaws; and Mission Statement form the framework for the governance of the Recovery Accountability and Transparency Board.

### **ROLES**

#### **1. ROLE OF THE GOVERNING BOARD**

Responsibility for the Recovery Accountability and Transparency Board is vested in the Governing Board as a body and not in individual members. As noted in the Recovery Accountability and Transparency Board’s Bylaws, the Governing Board exercises oversight of all of the Recovery Accountability and Transparency Board’s assigned functions and duties as specified in the Act. For a comprehensive list of areas requiring Governing Board oversight see the Bylaws (Article 3, Section 1).

Yet, responsible boards reserve to themselves organizational oversight and policy setting and delegate to the Executive Director and staff the responsibility for managing operations and resources. Accordingly, while the Governing Board is ultimately responsible for all of the Recovery Accountability and Transparency Board’s activities, pursuant to the Act, the Governing Board’s specific functions include:

1. Making recommendations to agencies on measures to prevent fraud, waste, and abuse relating to covered funds as specified in section 1523(c)(1)-(2) of the Act.
2. Providing guidance and direction to staff regarding the establishment and maintenance of the website.
3. Reviewing and submitting flash and other reports, quarterly reports, and annual reports before they are submitted to their intended audiences as specified in section 1523(b)(1)-(4) of the Act.
4. Reviewing reports submitted by staff or by Inspectors General regarding the status of audits and reviews of spending of covered funds.
5. Reviewing the results of audits or reviews of covered funds to determine whether wasteful spending, poor contract or grant management, or other abuses are occurring and referring matters it considers appropriate for investigation to the Inspector General for the agency that disbursed the covered funds (per section 1523(a)(2)(C) of the Act).
6. Providing direction to the staff pertaining to the coordination of oversight activities with the Comptroller General of the United States and State auditors and other state and local oversight entities.
7. Approving the budget for the Recovery Accountability and Transparency Board.
8. Overseeing the annual audit of the Recovery Accountability and Transparency Board.

In addition, as individuals, all Governing Board members are expected to:

- Attend board meetings
- Attend applicable committee meetings
- Review meeting materials in advance of board and committee meetings

## **2. ROLE OF THE CHAIR**

In addition to carrying out his role as a Governing Board member, the Chair is responsible for leading the Governing Board in carrying out its oversight responsibilities.

As referenced in the Bylaws, the Chair of the Recovery Accountability and Transparency Board shall:

1. Preside at all meetings of the Governing Board;
2. Conduct all meetings in accordance with the Bylaws;
3. Take any action required in order for the Governing Board to act between meetings;
4. Provide day-to-day direction to the Executive Director and be kept informed of the staff's activities;
5. Take such other action (in consultation with the Governing Board) as is necessary for the efficient functioning of the Governing Board including establishing committees;
6. Take the lead in working with staff and Governing Board members to prepare and transmit reports to the President and Congress, including the Committees on Appropriations of the Senate and House of Representatives;
7. Take the lead in providing status reports or other information to the Vice President of the United States and others as requested;
8. In consultation with the Governing Board, appoint or request the detail of staff in such numbers and with such skills as are necessary for the performance of the functions required of a temporary organization; and
9. Perform such other duties as may be assigned from time to time by the Governing Board.

In keeping with good governance practices, the Chair also:

- Attends all board meetings
- Facilitates effective and efficient board meetings—effective in the sense that the Governing Board accomplishes its work with full Board member participation and efficient in the sense that each agenda item is appropriately addressed within a reasonable time frame
- Encourages independent-mindedness, thinking, and debate to promote accountability and transparency
- Serves *ex officio* on all committee should he opt to serve in this capacity
- Ensures the most effective use of the Recovery Independent Advisory Panel
- Ensures the most effective coordination and communication with the Inspectors General Council on Integrity and Efficiency

### **3. ROLE OF VICE CHAIR**

The Governing Board shall elect a Vice Chair from among its members. The Vice Chair shall act as chair of a meeting of the Governing Board in the absence of the Chair. In the event that the Chair of the Governing Board becomes incapacitated or is otherwise unable to perform the functions and duties of the office, such functions and duties shall be temporarily exercised in an acting capacity by the Vice Chair to the extent such action is not inconsistent with law or until the President designates or appoints a new Chair.

### **4. ROLE OF STAFF**

Whereas the role of the Governing Board is oversight of the Recovery Accountability and Transparency Board, the primary role of staff is to manage operations and resources.

#### ***Executive Director***

The Executive Director exercises general supervision over the activities of staff and the day-to-day operations of the Recovery Accountability and Transparency Board, and shall keep the Chair and Governing Board fully informed of such activities, as appropriate. The Executive Director, in consultation with the Chair where necessary, shall perform all duties customarily incident to the Office of Executive Director, and shall perform such other duties as shall from time to time be assigned to him or her by the Governing Board. The Governing Board should delegate operational activities to the staff via the Executive Director. The Executive Director receives day-to-day direction from the Chair and is accountable to the full Governing Board.

The Executive Director is expected to attend all Governing Board meetings, and committee meetings as requested, when he/she is not under discussion.

#### ***Staff***

The staff reports to the Executive Director and supports the Governing Board in carrying out its duties. At the direction of the Executive Director, the staff:

1. Carries out the following reviews and provides frequent updates to the Governing Board on each (per section 1523(a)(2)(A)-(B) and (D)-(F) of the Act):
  - (A) reviews whether the reporting of contracts and grants using covered funds meets applicable standards and specifies the purpose of the contract or grant and measures of performance;
  - (B) reviews whether competition requirements applicable to contracts and grants using covered funds have been satisfied;
  - (D) reviews whether there are sufficient qualified acquisition and grant personnel overseeing covered funds;
  - (E) reviews whether personnel whose duties involve acquisitions or grants made with covered funds receive adequate training; and
  - (F) reviews whether there are appropriate mechanisms for interagency collaboration relating to covered funds, including coordinating and collaborating to the extent practicable with the Inspectors General Council on Integrity and Efficiency established by the Inspector General Reform Act of 2008 (Public Law 110-409).

2. Reviews the results of audits or reviews of covered funds to determine whether wasteful spending, poor contract or grant management, or other abuses are occurring and prepares reports for the Governing Board to review; equips the Governing Board with the information needed so that the Governing Board can refer matters it considers appropriate for investigation to the Inspector General for the agency that disbursed the covered funds (per section 1523(a)(2)(C) of the Act).
3. Prepares flash and other reports, quarterly reports, and annual reports for the Governing Board.
4. Provides information and input to the Governing Board as requested to help inform any recommendations to agencies on measures to prevent, fraud, waste, and abuse related to covered funds.
5. Takes the lead in communicating and coordinating with the Inspectors General of relevant agencies who are conducting audits and reviews pertaining to covered funds and keeps the Governing Board abreast of these activities.
6. Develops the website required by the Act based on expectations and guidance from the Governing Board.
7. Takes instruction from the Governing Board with respect to coordinating activities with the Comptroller General of the United States and State auditors and other state and local oversight entities.
8. Prepares materials for Governing Board meetings as appropriate.
9. Supports the committees of the Governing Board as appropriate.

## **RELATIONSHIPS**

### **5. RELATIONSHIP OF THE GOVERNING BOARD AND CHAIR**

The Chair has the following responsibilities to the Governing Board:

- Seek input on Governing Board meeting agendas.
- Ensure effective communication flow between the staff and Governing Board.
- Act as a central contact for board members on Governing Board issues.
- Ensure that all Governing Board members have necessary and appropriate information when making decisions.
- Facilitate meetings in a fair and open manner.

The Governing Board has the following responsibilities to the Chair:

- Provide input to meeting agendas.
- Review provided materials and otherwise adequately prepare for board meetings.
- Actively participate in board meetings and committee meetings.

### **6. GOVERNING BOARD AND THE EXECUTIVE DIRECTOR**

An effective relationship between the Governing Board and the Executive Director calls for:

- Mutual respect
- Trust and support

- Reciprocal communications

The Executive Director should be regarded by the Governing Board as the key professional on matters pertaining to administration and oversight of staff. The Executive Director can assist the Governing Board and its committees in executing the organization's business, and should attend all board meetings, and committee meetings as appropriate. All official Governing Board communications to staff members should be filtered through the Executive Director.

## **7. GOVERNING BOARD AND STAFF**

The staff supports the Governing Board in carrying out its duties. At times, the staff may work on a task that involves the home agency of an Inspector General on the Governing Board; the full Governing Board and individual Governing Board member should be made aware of such matters and kept informed.

## **BOARD MEETINGS**

### **8. BOARD MEETING – FREQUENCY**

The Governing Board shall meet not less than six times per year (and more frequently as needed) to consider a specific agenda of issues.

### **9. AGENDA**

The agendas for meetings of the Governing Board are determined by the Chair in consultation with the other members of the Governing Board. The Chair can solicit agenda topics from Governing Board members. Each Governing Board member may suggest the inclusion of items on the agenda and request a written or oral report by any member of the staff.

### **10. NOTICE OF MEETINGS**

Members of the Governing Board shall receive from the Executive Director, or designee, written notice not less than five working days before the date of a meeting. The notice shall contain a summary of the agenda and the place, date, and time of the meeting.

### **11. SPECIAL MEETINGS**

Special meetings of the Governing Board may be held at any time and place upon the call of the Chair or at the request of twenty-five percent of the Governing Board. Notice of the time and place and purpose of every special meeting of the Governing Board shall be given by the Executive Director, or designee, in the manner specified in Article 4, Section 3 of the Bylaws to each member of the Governing Board at least forty-eight (48) hours before said special meeting. Any and all business of the Governing Board may be transacted at any regularly scheduled or special meeting of the Governing Board.

### **12. ADVANCE DISTRIBUTION OF MATERIALS**

All information relevant to the Governing Board's understanding of matters to be discussed at an upcoming Governing Board meeting should be distributed in writing or electronically to all members at least five days in advance of the meeting. Every board member is expected to review this information in advance of the meeting to ensure the

efficient use of meeting time. Staff should ensure that the materials distributed are as concise as possible, yet give board members sufficient information to make informed decisions. At times, distribution of materials prior to the meeting may not be appropriate if (a) the information is of an extremely sensitive nature and (b) if an issue arises within the five day time period before the meeting that requires immediate attention.

### **13. DECISION-MAKING BY THE GOVERNING BOARD**

After ensuring its quorum requirements have been met, the Governing Board should make decisions after deliberation. The Chair should facilitate the meeting in a fair manner, and each Governing Board member should have the opportunity to express his or her opinions.

Governing Board members contribute varying, and at times conflicting perspectives to a deliberation. During deliberations, responsible board members respectfully listen to, acknowledge, and solicit different points of view; responsible boards encourage open debate that focuses on what is best for the organization. Board members are able to seek more information and voice concerns before making a decision. New and different ideas assist the Governing Board in reaching an objective and balanced decision. Most Governing Board decisions are based on majority rule (except for changes to the Bylaws, which require sixty percent of the vote), which automatically creates compromises and occasionally dissenting opinions. However, consensus building and healthy debate are ways to improve governance and make better decisions.

If a Governing Board member strongly disagrees with a motion and votes against it or abstains from voting, then that vote should be recorded in the meeting minutes.

### **14. QUORUM AND TRANSACTION OF BUSINESS**

Each member of the Governing Board - including the Chair - has one vote of equal weight. A majority of the total Governing Board members shall constitute a quorum for transaction of business at any meeting. The votes of a majority of the Governing Board shall be necessary for adoption by the Governing Board.

### **15. ABSENCE FROM MEETINGS**

As a result of extenuating circumstances, Governing Board members may participate and vote in a meeting by means of a conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Phone participation shall not replace regular in-person attendance at meetings.

If unable to attend a meeting in person or by means of a conference telephone, members of the Governing Board may designate a proxy attendee to observe the meeting, but this attendee may not participate in discussions or deliberations of the Governing Board. A Governing Board member who misses a meeting shall be updated on the meeting by the meeting minutes.

## **16. MINUTES OF MEETINGS**

The Chair shall ensure that minutes of each Governing Board meeting are kept and adopted by the Governing Board. Minutes of meetings shall include: time, date, and place; a list of the persons who were present, including Governing Board members, Recovery Accountability and Transparency Board staff, Executive Branch employees, and individuals who presented oral or written statements; a brief description of each matter discussed and the resolution, if any, made by the Governing Board; and copies of each report or other documents received or approved by the Governing Board.

## **17. EXECUTIVE SESSIONS**

An executive session of the Governing Board may be called by the Chair or upon majority vote of the Governing Board under the following circumstances: (a) on the advice of counsel, (b) to discuss current pending legal matters, or (c) to discuss or act on personnel issues.

While in executive session, only Governing Board members and individuals invited by the Governing Board may be present. Governing Board members may discuss the business conducted in an executive session only with other Governing Board members, persons present in the executive session by invitation of the Governing Board, and others upon advice of counsel. Those present will be reminded that the executive session deliberations and minutes are confidential.

The regular Governing Board meeting minutes will indicate when the Governing Board went into an executive session, what the primary reason was, a general description of any formal decisions that were made in executive session, and when the Governing Board came out of executive session. Nothing in the meeting minutes should divulge any confidential information discussed in executive session.

## **COMMUNICATION**

### **18. PRESIDENT, VICE PRESIDENT, AND CONGRESS (INCLUDING THE COMMITTEES ON APPROPRIATIONS OF THE SENATE AND HOUSE OF REPRESENTATIVES)**

The Act indicates that the Recovery Accountability and Transparency Board must prepare flash and other reports, quarterly reports, and annual reports.

### **19. PUBLIC**

All flash and other reports, quarterly reports, and annual reports specified by the Act that are prepared by the Recovery Accountability and Transparency Board must be made publicly available and posted on the website. However, according to section 1523(b)(4)(B) of the Act, any portion of a report submitted under this subsection may be redacted when made publicly available, if that portion would disclose information that is not subject to disclosure under sections 552 and 552a of title 5, United States Code.

### **20. PRESS**

It is important that the Recovery Accountability and Transparency Board speak with a consistent voice to the press. Accordingly, the Recovery Accountability and

Transparency Board may wish to designate a particular Governing Board and/or staff member to field and coordinate press inquiries and responses.

### **WORKING WITH OTHER BODIES**

#### **21. COUNCIL OF INSPECTORS GENERAL ON INTEGRITY AND EFFICIENCY (CIGIE)**

In carrying out part of its charge to continually identify, review, and discuss areas of weakness and vulnerability in Federal programs and operations with respect to fraud, waste, and abuse, CIGIE and the Governing Board have established a Working Group on Recovery Spending to identify and disseminate leading practices to the federal Inspectors General community.

The Act also requires the Governing Board to review whether there are appropriate mechanisms for interagency collaboration relating to covered funds, including coordinating and collaborating to the extent practicable with CIGIE.

#### **22. RECOVERY INDEPENDENT ADVISORY PANEL**

According section 1542 of the Act, the Recovery Independent Advisory Panel will make recommendations to the Recovery Accountability and Transparency Board as requested on actions that the Recovery Accountability and Transparency Board could take to prevent fraud, waste, and abuse relating to covered funds.

#### **23. COMPTROLLER GENERAL AND STATE AUDITORS**

The Recovery Accountability and Transparency Board must coordinate its oversight activities with the Comptroller General of the United States and State auditors and other state and local oversight entities.

### **COMMITTEES**

#### **24. CREATION OF COMMITTEES**

The Governing Board may establish one or more standing committees. The Chair shall nominate and the Governing Board shall confirm members of standing committees from among the Governing Board Members. Each committee shall have no fewer than three members. Each committee shall elect its own chairperson. The committees of the Board shall have such authority as the Governing Board shall provide, subject to the limitations provided in the Bylaws. The Governing Board can vote to dissolve a committee.

The Chair may opt to serve on committees in an *ex officio* capacity and the Executive Director is expected to attend board meetings, and may attend committee meetings as requested, provided he/she is not the topic of discussion. Staff shall assist committees as requested by the Governing Board; however, staff shall not be voting members of committees.

#### **25. LIMITATION ON AUTHORITY OF COMMITTEES**

Committees shall be bound by their Charters at inception. No committee of the Governing Board shall alone have authority as to the following matters:

- a. Filling vacancies in any committee of the Governing Board.



- b. Amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- c. Amendment or repeal of any resolution of the Governing Board.
- d. To change the authority of the committee as provided by the Governing Board.

## **26. MEETINGS OF COMMITTEES**

Meetings of committees shall be held at such times and places as shall be determined by the chairperson of the committee or by vote of a majority of all of the members of the committee. Committees will meet as needed but no less than three times per year.

Unless otherwise provided by resolution of the Governing Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of the committee shall be the act of the committee.

Each committee may establish procedures for the conduct of the committee.

Each committee must report regularly to the Governing Board and is accountable to the full Governing Board.

Committee members may participate in a meeting of any committee by means of a conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.