

**§1964-A. Board of directors**

The authority is managed by a board of 7 members. Except for the member from the department who serves ex officio, all members are appointed by the Governor subject to review by the joint standing committee of the Legislature having jurisdiction over transportation matters and to confirmation by the Senate. [PL 2011, c. 302, §9 (NEW).]

**1. Qualifications.** The 7 members of the board are as follows:

A. The Commissioner of Transportation or the commissioner's designee from within the department, who serves ex officio; [PL 2011, c. 302, §9 (NEW).]

B. Four members, one each from York, Cumberland, Androscoggin and Kennebec counties who serves as the representative from the county in which the member resides; and [PL 2011, c. 302, §9 (NEW).]

C. Two at-large members who are residents of the State. [PL 2011, c. 302, §9 (NEW).]  
[PL 2011, c. 302, §9 (NEW).]

**2. Term.** Each appointed member holds office for 6 years or until a qualified successor has been confirmed. Each term expires on March 31st of the last year of the term. The terms of the appointed members must be staggered so that no more than one term expires in any given year.  
[PL 2011, c. 302, §9 (NEW).]

**3. Vacancy.** A member's term is vacated if the member dies, resigns, becomes incapacitated, is removed for cause or no longer meets a requirement under which the member was appointed. By majority vote of the remaining members, the board may declare and bring to the Governor's attention any circumstances creating a vacancy. When a vacancy occurs, the Governor may appoint a member to serve only for the unexpired portion of the term vacated.  
[PL 2011, c. 302, §9 (NEW).]

**4. Removal.** The Governor may remove a member from the board only for gross misconduct. For purposes of this subsection, "gross misconduct" means financial malfeasance, a deliberate or reckless failure to attend to duties required for governance of the authority or unexcused absences from 4 or more meetings of the board in a 12-month period.  
[PL 2011, c. 302, §9 (NEW).]

**5. Chair.** The Governor may appoint the chair from among members appointed to the board. In the absence of such appointment or if the position of chair is vacated, the board may elect a chair from among the members of the board. The chair must be appointed or elected for a one-year term at the board's annual meeting.  
[PL 2011, c. 302, §9 (NEW).]

**6. Annual meetings; quorum; action.** The board shall convene annually at a meeting held in September and more often as determined by the chair. Four members of the board constitute a quorum. Four votes are required to act on any matter, although a lesser number may adjourn a meeting.  
[PL 2011, c. 302, §9 (NEW).]

**7. Compensation.** Appointed members of the board are compensated in accordance with Title 5, section 12004-F, subsection 4.  
[PL 2011, c. 302, §9 (NEW).]

**8. Executive director.** At its annual meeting each September, the board shall appoint or reappoint an executive director who is not a member of the board. An executive director's first appointment is subject to review by the joint standing committee of the Legislature having jurisdiction over transportation matters and to confirmation by the Senate.  
[PL 2011, c. 302, §9 (NEW).]

**9. Secretary and treasurer.** At its annual meeting each year, the board shall elect a secretary and a treasurer, who may be the same person and need not be a member of the board. The secretary and treasurer are responsible in their respective capacities directly to the board and may be relieved of their duties only by the board. Before the issuance of any bonds under this chapter, the secretary and the treasurer shall each execute a security bond in the penalty of \$50,000. Each security bond must be approved by the Attorney General and conditioned upon the faithful performance of the duties of the secretary and treasurer. The bond must be filed in the office of the State Auditor.  
[PL 2011, c. 302, §9 (NEW).]

**10. Compliance audits.** In addition to retaining an annual auditor, the board shall retain a separate compliance auditor who shall:

- A. Periodically monitor the authority's financial operations and management controls; [PL 2011, c. 302, §9 (NEW).]
- B. Test selected transactions for policy compliance; [PL 2011, c. 302, §9 (NEW).]
- C. Make quarterly findings directly to the board and to the joint standing committee of the Legislature having jurisdiction over transportation matters; [PL 2011, c. 302, §9 (NEW).]
- D. Recommend to the board any necessary or advisable improvements to management systems, policies or controls; and [PL 2011, c. 302, §9 (NEW).]
- E. Render an annual compliance and management report in conjunction with the report of the authority's annual auditor. [PL 2011, c. 302, §9 (NEW).]

[PL 2011, c. 302, §9 (NEW).]

#### SECTION HISTORY

PL 2011, c. 302, §9 (NEW).

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