

BOARD POLICY

**Subject Category:
BOARD & GENERAL
ADMINISTRATIVE MATTERS**

BOARD OF DIRECTORS RULES FOR PROCEDURE

ADOPTED BY RESOLUTION NO. 1100

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ARTICLE 1. THE AGENCY

Section 1.1 Agency
Section 1.2 Name
Section 1.3 Offices

SECTION 1.1 AGENCY. The agency operates as a corporate public body, politically created pursuant to the Transit District Law (Division 10 of the Public Utilities Code of the State of California) by the electorate on November 6, 1956, and certified to the Secretary of State on December 14, 1956. (Ref: PUC Sec. 24561)

SECTION 1.2 NAME. The official name of the agency shall be the "Alameda-Contra Costa Transit District."

SECTION 1.3 OFFICES. The headquarters of the District shall be 1600 Franklin Street, Oakland, California 94612.

ARTICLE 2. BOARD OF DIRECTORS

Section 2.1	Board of Directors
Section 2.2	Wards and Election of Directors
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Section 2.7	Conflict of Interest
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SECTION 2.1 BOARD OF DIRECTORS. The Board of Directors shall consist of seven members: one from each of five wards and two at large. The Directors elected by wards shall be residents and voters of the respective wards from which they are nominated and elected. The Directors elected at large shall be residents and voters of the District.

SECTION 2.2 WARDS AND ELECTION OF DIRECTORS. Procedures for establishing wards and electing Directors shall be in compliance with Transit District Law, Uniform District Election Law, and any other applicable State and local laws. (Ref: PUC Sec. 24501, 24823, 24824, 24826; GC Sec. 1780; Elections Code)

SECTION 2.3 OATH OF OFFICE. The oath of office of Directors shall be taken, subscribed, and filed with the District Secretary following certification of the election results by the Registrar of Voters and prior to assuming office.

SECTION 2.4 TERMS OF OFFICE. The term of office for Directors shall be for four years commencing at noon on the first Friday in December following their election. Directors shall serve until their successor is elected and qualified. (Ref. Elections Code Section 10554)

SECTION 2.5 VACANCIES. Vacancies that occur on the Board, for whatever reason arising, shall be filled in accordance with Election Code Section 1780 or other applicable state laws.

SECTION 2.6 POWERS AND DUTIES. The Board shall exercise the powers, perform duties, conduct meetings, and be responsive to the public in the manner prescribed by law.

- (a) Powers and duties of the Board of Directors, as established in Transit District Law, shall include but are not limited to:
 - (1) Determining all matters of policy and providing for all matters and things necessary for the proper administration of the affairs of the district which are not otherwise provided for in Transit District Law (Ref: PUC Sec. 24884).

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- (2) Supervising and regulating every transit facility owned and operated by the District, including fixing of rates, rentals, charges, and classifications, and the making and enforcement of rules, regulations, contracts, practices and schedules, for or in connection with any transit facility owned or controlled by the District (Ref: PUC Sec. 24885). In implementing this duty, reference is made to Section 3.3 of these Rules pertaining to the duties of the General Manager which are subject to the control of the Board.
 - (3) Determining and creating, by resolution, such number and character of positions as are necessary properly to carry on the functions of the District and establish an appropriate salary, salary range, or wage for each position so created (Ref: PUC Sec. 24886).
 - (4) Providing for an annual audit made of all books and accounts of the District by a certified public accountant or public accountant (Ref: PUC Sec. 24888).
 - (5) Establishing rules for its proceedings (Ref: PUC Sec. 24908).
 - (6) Appointing and fixing the compensation of a general manager (Ref: PUC Sec. 24926).
 - (7) Bargaining in good faith with recognized labor organizations (Ref: PUC Sec. 25051).
 - (8) Having the power to exercise the right of eminent domain (Ref: PUC Sec. 25703).
- (b) In addition to the above, powers and duties of the Board of Directors, as established in Transit District Law, may include but are not limited to:
- (1) Adopting a personnel system for the purpose of recruiting and maintaining an effective work force with good morale, and abolishing, by resolution, any position established in the personnel system (Ref: PUC Sec. 24886).
 - (2) Contracting for or employing any professional service required by the District or for the performance of work or services which cannot satisfactorily be performed by regular employees of the District (Ref: PUC Sec. 24887).
 - (3) Providing, by resolution, under such terms and conditions as it sees fit, for the payment of demands against the District without prior specific approval thereof by the Board if the demand is for a purpose for which an expenditure has been previously approved by the Board and in an amount no greater than the amount so authorized, and if the demand is approved by the General Manager (Ref: PUC Sec. 24889).
 - (4) Providing for the creation and administration of funds as the needs of the District may require (24890).
 - (5) Providing, by ordinance, compensation for each Boardmember for each attendance at the meetings of the Board, and for each day any Member is engaged in authorized District business other than attendance at meetings of the Board, as provided by Transit District Law (Ref: PUC Sec. 24908).
 - (6) Appointing a District Secretary and General Counsel for the District and establishing compensation for said officers. (Ref: PUC Sec. 24931/34886)

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- (7) Establishing an amount for bonds of appointive officers (Ref: PUC Sec. 24935).
- (8) Providing for the payment of insurance premiums for officers or employees of the District as specified in Transit District Law (Ref: PUC Sec. 25057, 99157, 99158).
- (9) Establishing a retirement system, retirement board, and associated authorities therewith as established in Chapter 5 of the Transit District Law, including but not limited to appointing members of the retirement board, prescribing the terms and conditions of retirement benefits, determining contribution levels to support the fund, and causing an actuarial valuation of the retirement fund at least once every four years (Ref: PUC Sec. 25301-25392).
- (10) Authorizing, by resolution, the sale, destruction or other disposition of any record, map, book or paper in the possession of the District or of any officer or employee thereof if the Board determines that such item is of no further value to the District (Ref: PUC Sec. 25772). Such authorization shall be in accordance with the public records requirements of the Government Code.
- (11) Submitting bond issues to the voters of the District (Ref: PUC Sec. 26281, 26351, 27451).
- (12) Having the power to exercise the right of eminent domain (Ref: PUC Sec. 25703).

SECTION 2.7 CONFLICT OF INTEREST. Pursuant to the Political Reform Act of the Government Code, Directors shall not make, participate in making, or in any way attempt to use his or her official position in any way to influence a Board decision in which he or she knows or has reason to know that he or she has a financial interest (GC Section 87100). Other state law generally prohibits a Director from having a financial interest in any contract which is awarded or to be awarded by the Board (PUC Section 27522) unless the interest is remote and the Director discloses the remote interest to the Board, the interest is noted in the District's official records, and thereafter the District authorizes, approves or ratifies the contract in good faith without counting the votes of those with a remote interest (GC Sections 1090-1091). State law also prohibits Directors from engaging for compensation in any activity which is inconsistent, incompatible, or in conflict with or inimical to his or her duties or with the duties, functions, or responsibilities of the District (GC Sections 1125-1127). Violators of such law(s) may be held accountable in the manner prescribed in the law.

SECTION 2.8 PRESIDENT OF THE BOARD. At the first regular Board Meeting in January of each year the Board of Directors shall select from its membership a President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Appoint from the Board the members of all Standing, Special and Liaison Committees. The appointments shall be announced at the next regular meeting following a Board retreat held on the Wednesday immediately following the selection of the Board President or as soon as practical thereafter. The purpose of the retreat shall include a discussion of the interests of Directors in serving on the various committees;
- (c) Have all the powers and perform all of the duties as conferred by law; and
- (d) Perform such other duties as may be required from time to time by the Board.

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12/03, 3/04, 6/04, 5/07, 7/07, 9/07, 3/08, 2/09, 5/09

SECTION 2.9 VICE PRESIDENT OF THE BOARD. The Board of Directors shall select from its membership a Vice President who, in the absence or disability of the President, shall have all of the powers and shall perform all of the duties of the President. The Vice President shall have all of the powers and shall perform the duties conferred on this office by law and shall perform such other duties from time to time as may be prescribed by the Board of Directors.

SECTION 2.10 PRESIDENT AS PRESIDING OFFICER.

- (a) As provided for in Article 5 of these Rules for Procedure, the President shall review and approve all agendas of the Board of Directors prior to distribution of the agenda.
- (b) The President may move, second and debate from the Chair, subject only to such limitations of debate as are imposed on all Directors. He/she shall not be deprived of any rights and privileges of any Director by reason of his/her acting as presiding officer. However, the Presiding Officer is primarily responsible for the conduct of Board of Directors meetings.
- (c) When appropriate for clarification purposes or requested by a Boardmember, the President shall restate each motion immediately following its introduction. In situations where extensive discussion or debate occurs following introduction of a motion, or when an amendment(s) have been made to a motion, the President shall restate each motion immediately prior to calling for the vote. Following the vote, the President shall announce whether the motion carried or was defeated. In cases where the action of the Board may be unclear for those in the audience, the President shall summarize the action of the Board before proceeding to the next item of business.
- (d) Subject to additional Board direction, the President shall sign all ordinances and resolutions approved by the Board and shall sign all agreements and contracts as directed by the Board. In the event of the President's absence from a meeting where such documents are adopted and approved, the Vice President shall sign said documents on behalf of the District.
- (e) The President shall be responsible for the maintenance of order and decorum of Board meetings. No person shall be allowed to speak who has not first been recognized by the Chair. All questions and remarks should be addressed to the Chair.
- (f) The President shall determine all Points of Order subject to the right of any Director to appeal the determination to the entire Board. In the event of an appeal, General Counsel advice may be obtained. The majority decision of the Board shall govern and conclusively determine any question of order.

SECTION 2.11 SELECTION OF PRESIDENT/VICE PRESIDENT

- (a) Term. During the first regular Board of Directors meeting in January of each year, the Board shall elect one of its members as President and one of its members as Vice President. The regular term of office for the President and Vice President shall be one year; however, the President and Vice President shall serve at the pleasure of the Board of Directors.

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- (b) Absences of President/Vice President. If the President is absent or temporarily unable to serve, the Vice President shall assume the duties of the President. Except for the purposes of electing a President and Vice President, if the President and Vice President are both absent from any meeting and/or are unable to act, the meeting shall be called to order by the District Secretary, whereupon the District Secretary shall immediately call for the selection of a Temporary Presiding Officer.
- (c) Permanent Vacancies. Upon a permanent vacancy in either the President or Vice President position, the Board shall elect one of its members to fill the vacant position.
- (d) Limit. A member of the Board may be elected and serve in the position of President for no more than two consecutive years or the position of Vice President for more than two consecutive years. Thereafter, another Board member shall be selected as President or Vice President, respectively, for at least one year.
- (e) Failure to Elect. If the Board fails to elect a President or Vice President, the existing President or Vice President shall continue in said office until the Board elects a successor.

SECTION 2.12 USE OF DISTRICT LETTERHEAD

- (a) No Director shall use the official letterhead stationary of the District to communicate, inform, represent, assert or otherwise imply that the letter sets forth a position, whether positive, negative or neutral, taken directly or indirectly by the District Board of Directors unless prior authorization for such communication has been approved in advance by the Board of Directors.
- (b) The official letterhead stationary of the District means that stationary which has the AC transit logo at the top and a listing of the Board of Directors and Board Officers on the left side and the address, telephone number, facsimile number and web address at the bottom of the page.
- (c) This section shall not apply to the following:
 1. Letters communicating the Board of Directors position on issues previously considered, including, but not limited to, legislation, regulations, initiatives, propositions, measures and similar matters where such letters are crafted by staff.
 2. Letters of a ceremonial nature, thank you letters and similar non-policy communications.
 3. A Director communicating his or her position on a matter of interest to that Director on stationary that clearly indicate that the communication is from that Director and does not represent that he or she is speaking on behalf of the Board of Directors.

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ARTICLE 3. BOARD-APPOINTED OFFICERS

Section 3.1	General
Section 3.2	Oath of Office
Section 3.3	General Manager
Section 3.4	General Manager Report of District Activities
Section 3.5	District Secretary
Section 3.6	General Counsel
Section 3.7	Board / Staff Relations

SECTION 3.1 GENERAL. The Officers of the District, as appointed by the Board of Directors, shall be the General Manager, District Secretary, and General Counsel. All officers shall serve at the pleasure of the Board of Directors for an indefinite term and may be removed by the Board only upon the adoption of a motion by an affirmative vote of not less than a majority of the Board. Removal of the General Manager by the Board shall also be in conformance with procedures established in PUC Section 24929. (Ref: PUC Sec. 24956, 24931, 24929)

SECTION 3.2 OATH OF OFFICE. All appointed officers of the District shall take and subscribe to an oath of office at any time after the officer has notice of his/her appointment but not later than 15 days after the commencement of his/her term of office. Said oath shall be filed with the District Secretary. (Ref: PUC Sec. 24934)

SECTION 3.3 GENERAL MANAGER. The General Manager shall serve as Chief Administrative Officer of the District and shall be directly responsible to the Board of Directors. Subject to the control of the Board, the powers and duties of the General Manager are to:

- (a) Have full charge of the acquisition, construction, maintenance, and operation of the facilities of the District;
- (b) Have full charge of the administration of the business affairs of the District;
- (c) See that all ordinances of the District are enforced;
- (d) Administer the personnel system adopted by the Board and, except for Officers appointed by the Board, appoint, discipline or remove all employees subject to the rules and regulations adopted by the Board and the labor provisions of all applicable laws;
- (e) Attend all meetings of the Board, unless excused, and submit a general report of the activities of the District as specified in Section 3.4;
- (f) Keep the Board advised as to the needs of the District;
- (g) Prepare or cause to be prepared all plans and specifications for the construction of the works of the District;
- (h) Devote his/her entire time to the business of the District;
- (i) Publish a financial report within 90 days after the end of the fiscal year showing the result of operations for the preceding fiscal year and the financial status of the District;
- (j) Install and maintain an auditing and accounting system;
- (k) Provide for the custody of the funds of the District and keeping of accounts of all receipts and disbursements;
- (l) Perform such other duties as from time to time may be prescribed by the Board of Directors. (Ref: PUC Sec. 24936, 24937, 24939, 24940)

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SECTION 3.4 GENERAL MANAGER REPORT OF DISTRICT ACTIVITIES.

Reports describing the general activities of the District, submitted to the Board of Directors, shall include, but not be limited to:

- (a) Monthly Budget Performance
- (b) Quarterly Accessibility Service Status
- (c) Quarterly Affirmative Action/EEO Status
- (d) Quarterly Capital Projects Status
- (e) Quarterly Contract and Grant Status
- (f) Quarterly DBE and Purchasing Activities
- (g) Quarterly Disposal of Surplus Property
- (h) Quarterly Financial Statements
- (i) Quarterly Goals/Objectives Status
- (j) Quarterly Internal Audit Status
- (k) Quarterly Performance Indicators

SECTION 3.5 DISTRICT SECRETARY. The District Secretary shall provide administrative support to the Board of Directors and shall be directly responsible to the Board of Directors and subject to such direct responsibility shall:

- (a) Be the custodian of the District seal and of all books, records and papers of proceedings of the Board of Directors and Committees of the Board;
- (b) Attend all meetings of the Board of Directors and Standing Committees, unless excused;
- (c) Prepare and distribute agendas, minutes and other required documents and papers as necessary for Board business;
- (d) Keep record of all ordinances, resolutions, and minutes of the Board and shall, as required, certify and furnish copies of such documents in compliance with the law;
- (e) Maintain records of and annually review these Rules for Procedure and all Board-adopted policies and, subject to General Counsel's review, make recommendations to the Board as appropriate;
- (f) Serve as the Filing Official under the District's Conflict of Interest Code and serve as District Election Officer to oversee District election procedures with the Counties of Alameda and Contra Costa;
- (g) Prepare Quarterly Travel/Expense Report for Directors/Officers; and
- (h) Perform any other duties as from time to time may be prescribed by the Board of Directors.

SECTION 3.6 GENERAL COUNSEL. The Attorney for the District shall serve as General Counsel of the District and shall be directly responsible to the Board of Directors and subject to such direct responsibility shall:

- (a) Give advice or opinion orally or in writing whenever required by or necessary to the Board;
- (b) Be the legal advisor of the General Manager and other District officers;
- (c) Coordinate, direct, and supervise all legal matters affecting the District;
- (d) Attend all meetings of the Board of Directors and Standing Committees, unless excused;
- (e) Prepare or approve all forms of ordinances, resolutions, contracts, bonds and other legal documents connected with the business of the District to be consistent with the law and District policies;

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- (f) Take charge of all suits and other legal matters to which the District is a party;
- (g) Perform all of the duties conferred or imposed upon Counsel by law; and
- (h) Perform such other duties as from time to time may be prescribed by the Board of Directors. (Ref: PUC Section 24938)

SECTION 3.7 BOARD/STAFF RELATIONS. Except for inquiry purposes, the Board of Directors shall deal with District employees solely through the General Manager or other Officers having supervisory responsibilities over individual employees. The Board shall not give orders to any District employee under the jurisdiction of an Officer, nor attempt to coerce or influence an Officer in matters relating to any contract, purchase, or any other administrative action, nor in any manner direct or request the appointment of any individual to, or removal from, his/her position by the General Manager. Additionally, no individual Boardmember shall be involved in the recruitment or selection process for any District employee other than Board Officers.

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ARTICLE 4. MEETINGS, GENERAL

Section 4.1	General
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Section 4.6	Emergency Meetings
Section 4.7	Notice of Emergency Meetings
Section 4.8	Teleconferenced Meetings
Section 4.9	Adjournment

SECTION 4.1 GENERAL. Meetings of the Board of Directors are legislative sessions. All meetings shall be open to the public, except the Board may hold closed sessions for purposes authorized by State law and hereinafter referenced in Section 6.15.

SECTION 4.2 MEETING PLACE. All meetings of the Board of Directors shall be held within the District's boundaries, except as authorized by Government Code Section 54954. Regular and special meetings shall be held in the Board of Directors' Chambers or the 10th Floor Conference Room of the District Offices, 1600 Franklin Street, Oakland, California. Special meetings may be held at other locations within the District as so designated by the Board. The agenda for each meeting shall specify the location of the meeting.

In the event of a change of meeting place, appropriate and timely public notices shall be given in accordance with requirements of State law. (Ref: GC Sec. 54954)

SECTION 4.3 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the second and fourth Wednesdays of each month and on the fifth Wednesday of those months with an extra week, except in August, November and December when the Regular meeting shall be held on the second Wednesday of the month. Regular meetings on the second and fourth Wednesdays usually shall begin at 6:00 p.m. A closed session scheduled for a Regular Meeting may occur immediately following the prior meeting held on the same day, or at 5:30 p.m. or following the Board meeting. Regular meetings held on the fifth Wednesday of those months with an extra week shall begin at 10:00 a.m. The Board shall attempt to finish its business within three hours of the beginning of each meeting (not including Closed Sessions). If the business meeting is not finished within said three hour period, the Board may vote to extend the time for completion of the meeting as specified in a motion for continuance. There is no limitation on the number of motions for continuance the Board may consider.

Public hearings on significant matters (fare increases, major service changes, environmental documents) whenever possible shall be held on the date of and, if possible, in conjunction with one of the regularly scheduled meetings. The time of the public hearings shall be determined by the Board at the time of setting the public hearing.

If at any time a regular meeting falls on a holiday, such regular meeting shall be held on the next business day or such day as the Board shall determine is appropriate, including canceling the meeting. The District Secretary shall provide at the first Board meeting of each year a list of Board meetings that would be affected by the usual holiday schedule. Any Director may submit at this meeting any additional Board days that he/she would like to have considered

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for inclusion in the list and the justification for said inclusion. The Board will determine at this meeting the list of "holidays" for the calendar year that coincide with Board meeting dates. The Board is not obligated to determine a new meeting date at the time it adopts the list but may consider the issue closer to the effected meeting date.

In addition to regular meetings, the Board may meet at other times as provided in Section 4.4 through 4.8 below. (Ref: GC Sec. 54954)

SECTION 4.4 SPECIAL MEETINGS. A Special Meeting may be called at any time by the Board President, or by a majority of Boardmembers. (Ref: GC Sec. 54956)

SECTION 4.5 NOTICE OF SPECIAL MEETINGS. Written notice shall be required of all special meetings by personal delivery or by any other means. Notice shall be received at least 24 hours before the time of the meeting and shall be given to each member of the Board and to each local newspaper of general circulation, and radio or television station requesting notice in writing. The call and notice shall specify the time and place of the special meeting and the business to be transacted. The written notice may be dispensed with as to any Boardmember who, prior to the meeting, files a written waiver of the notice (including a telegram) with the District Secretary or who is actually present at the meeting at the time it convenes. (Ref: GC Sec. 54956)

SECTION 4.6 EMERGENCY MEETINGS. In the case of an Emergency Situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities an Emergency Meeting may be called by the Board President or by a majority of the Boardmembers without complying with the 24-hour notice or posting requirement or both. The meeting shall be conducted under the same rules as a Special Meeting. The Board may meet in closed session pursuant to Government Code section 54957 during an Emergency Meeting if agreed to by two-thirds vote of the Boardmembers present, or, if less than two-thirds of the Boardmembers are present, then by a unanimous vote of the Boardmembers present at the meeting.

An Emergency Situation includes an emergency (a work stoppage, crippling activity, or other activity which severely impairs public health or safety, or both, as determined by a majority of the Board) and a dire emergency (a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the Board). (Ref: GC Sec. 54956.5)

SECTION 4.7 NOTICE OF EMERGENCY MEETINGS. The 24-hour posting and notice requirements established for Special Meetings do not need to be complied with for an Emergency Meeting. Given the complex severity of situations which may necessitate the calling of an Emergency Meeting, every possible effort shall be made by the Board President to have all members of the Board of Directors notified of the calling of an Emergency Meeting in sufficient time to permit attendance by all Directors.

If telephone services are functioning, the Board President, or his/her designee, shall telephone each local newspaper of general circulation or radio or television station which has requested notice of special meetings at least one hour prior to the Emergency Meeting. However, in case of a dire emergency the notice shall be provided at or near the time that the President, or his/her designee, notifies the members of the Board of Directors of the Emergency Meeting. (Ref: GC Sec. 54956.5)

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SECTION 4.8 TELECONFERENCED MEETINGS. Regular or Special meetings of the Board of Directors may be teleconferenced, i.e. a meeting of individuals in different locations, connected by electronic means, through either audio or video, or both. Any teleconferenced meeting shall meet the requirements of the Ralph M. Brown Act (Govt. Code sections 54950, et seq.) and the provisions of this Policy, to wit:

- (a) The meeting agenda(s) shall be posted at all teleconference locations and include a listing of each teleconference location. For example, a Director/Committee Member teleconferencing from a hotel must see that the agenda is posted in the public area of the hotel (such as where notices of events occurring at the hotel are listed) and on the door of Director/Committee Member's room.
- (b) Any notices of the meeting shall list each teleconference location. The District Secretary shall be notified by a Director/Committee Member desiring to teleconference of the Director/Committee Member's location in sufficient detail and sufficiently in advance of the meeting date to meet the requirements for providing the appropriate notice.
- (c) Each teleconference location shall be accessible to the public. For example, if a Director/Committee Member is teleconferencing from his/her hotel room then the door to the room must be ajar or unlocked to permit members of the public to enter during the course of the teleconferenced meeting.
- (d) A speaker phone must be used at the location of the teleconferencing site to permit members of the public who attend the meeting to be able to hear the meeting and, as appropriate, participate in the meeting.
- (e) A quorum of the Board must participate from locations within the boundaries of the District.
- (f) The failure to comply with any of the requirements in (a) through (e) will prohibit a Director/Committee Member from participating in a meeting by teleconferencing.
- (g) All votes taken during a teleconferenced meeting shall be by roll call. (Ref. GC 54953.(b))

SECTION 4.9 ADJOURNMENT. The Board of Directors may adjourn any meeting (excluding emergency meetings) to a time and place specified in the motion or order of adjournment. Less than a quorum of the Board may adjourn from time to time. If all members are absent from any regular or special meeting, the District Secretary may declare the meeting adjourned to a stated time and place and shall cause a written notice of adjournment to be given in the same manner as given for special meetings. The District Secretary shall also post a copy of the order or notice of adjournment near the front door to the District Offices. (Ref: GC Sec. 54955)

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ARTICLE 5. MEETINGS, AGENDAS

Section 5.1	Agenda Requirement
Section 5.2	Posting of Agenda
Section 5.3	Additions to Agendas after Posting
Section 5.4	Order of Business
Section 5.5	Placement of Items on the Agenda
Section 5.6	Agenda Preparation
Section 5.7	Review and Approval
Section 5.8	Documentation
Section 5.9	Distribution

SECTION 5.1 AGENDA REQUIREMENT. An agenda shall be prepared for each meeting of the Board. All agendas shall contain a brief general description of each item of business to be transacted or discussed at a meeting of the Board. No item shall be discussed during a meeting unless the subject is part of the posted agenda referenced in Section 5.2 or added to the agenda as referenced in Section 5.3.

Closed Session items identified on the agenda shall contain the information specified in Government Code Section 54954.5. (Ref: GC Sec. 54954.2 and 54954.5)

SECTION 5.2 POSTING OF AGENDA. Agendas for regular and adjourned-regular meetings shall be posted 72 hours in advance of the time for the meeting in a location freely accessible to the public. Special meeting agendas shall be posted 72 hours in advance, whenever possible, but in no event less than 24 hours in advance of the time for the meeting. Emergency meeting agendas are not required to be posted but shall be posted whenever possible. (Ref: GC Sec. 54954.2)

SECTION 5.3 ADDITIONS TO AGENDA AFTER POSTING. No item may be added to a posted agenda for discussion or action unless the Board makes one of the following necessary determinations:

- (a) By majority vote that an "emergency" exists (as referenced in Section 4.8 of these rules); or
- (b) By a two-thirds vote (or if less than two-thirds are present, by unanimous vote), that the need to take immediate action which came to the attention of the Board or staff subsequent to the agenda being posted; OR
- (c) The item appeared on a meeting agenda held within the previous 5 days and at the prior meeting the item was continued to the meeting at which action is being taken. (Ref: GC Sec. 54954.2)

SECTION 5.4 ORDER OF BUSINESS. Meetings of the Board shall generally consist of the following order of business, which are more fully described in Article 6 of these Rules.

ROLL CALL
PUBLIC COMMENTS
PUBLIC HEARINGS (when scheduled)

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CONSENT CALENDAR
ACTION CALENDAR
INFORMATION CALENDAR
AGENDA PLANNING
BOARD/STAFF COMMENTS/ANNOUNCEMENTS
ADJOURNMENT

The order of items may be changed from time to time at the discretion of the Board President or by a vote of the Board. Other items, such as Oath of Office for new members, selection of the President/Vice President, or ceremonial presentations or closed session items may be added to the above format as appropriate.

SECTION 5.5 PLACEMENT OF ITEMS ON THE AGENDA

1. General. Items may be placed on an agenda at the direction of the Board of Directors or at the request of an individual Boardmember, the General Counsel, the General Manager or the District Secretary. In addition, items acted on by a Board Committee shall not be placed on the next Board agenda following the Committee meeting, except as provided in Subsections 5.5.4. and 5.5.5.
2. Requests by Directors.
 - a. Requests by Directors for the placement of an item on a future agenda shall be made under the "Agenda Planning" portion of the Board agenda. Prior to proposing an item the Director should discuss it with the General Manager or a member of his staff to whom he refers the proposal. The Board President shall determine if the requested item should be scheduled for a Board agenda or be referred to a Board Standing Committee or Special Committee for consideration prior to placement on the Board agenda.
 - b. A Director may request the placement of an item on a future Board agenda other than at a Board meeting. Prior to proposing an item the Director should discuss it with the General Manager or a member of his staff to whom he refers the proposal. If the Director desires that an item go directly to the Board without being considered by a Committee, the Director shall submit a written justification for such action to the Board President. The Board President shall consider such justification in determining whether to concur with the placement of the item on the Board agenda without prior referral to a Board Standing Committee or Special Committee. If the item is to be placed on a Committee agenda, then the Boardmember and the Chair of the Committee to which the item is assigned shall be contacted and advised of the placement of the item on the Committee's agenda. If the requested item relates to the provision of bus service, e.g., service changes, the item should be discussed with the General Manager before being brought to the Board of action.
 - c. If a Boardmember wishes to place an item on the agenda which has already been considered and acted upon by the Board, he/she shall provide the District Secretary with a written explanation of the reasons the Board should consider the issue again. The District Secretary shall place the written explanation in the agenda packet under "Agenda Planning"

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and place the following notation on the agenda with the item: "(Previously considered and acted upon by the Board on _____)".

3. Requests by Members of the Public. Members of the public, interested in placing an item on a Board agenda, may submit a written request to the Board of Directors. Copies of such requests shall be provided to all Boardmembers. The request shall be considered by the Board under "Agenda Planning" as it would a request from a Boardmember, unless, in the opinion of the Board or the Board President it should be referred to the General Manager as an administrative matter.
4. Authorized by the Board President. The Board President on his/her own motion, at the request of a Committee Chair, or at the request of a Board Officer, may permit the consideration by the Board of an agenda item considered at a Board Standing Committee or Special Committee meeting held on the same day as the Board meeting where there are extenuating circumstances and steps (2) through (4), listed below, are met.

The Board President, on his/her own motion, at the request of a Director, or at the request of a Board Officer, may permit the placement of an item on the Board agenda without prior referral to a Committee provided there are extenuating circumstances and steps (2) through (4), listed below, are met.

An item may be referred from a Standing Committee or Special Committee to the Board meeting held on the same day if: (1) the Board President concurs that extenuating circumstances require Board consideration of the item; (2) the extenuating circumstances are communicated to the Board in writing prior to the consideration of the item, (3) a majority of the Board concur that extenuating circumstances exist and the item requires the Board's immediate consideration, and (4) the item on the Committee and Board agenda is annotated as follows:

Request to forward to the Board of Directors the same day for action pursuant to Board Policy 100, Section 5.5.4.

5. Routine Funding Requests. All routine funding requests shall go directly to the Board without going to committee and shall be placed on the Board's consent agenda for approval. Routine funding requests include resolutions granting authorization for the General Manager to apply for different funding sources or file required documents with respective funding agencies as well as other applications for funding,
6. Report From Committee Chair. All memos which include a Report From Committee Chair document shall be annotated as such on the Board agenda as a reference. A written Report From Committee Chair shall not be provided for items requiring same-day committee and board action under Section 5.5.4., but the Committee Chair may wish to provide an oral report. The written Report From Committee Chair shall conform to the requirements set forth in Article 7, Section 7.4 of this Policy.
7. Items arising subsequent to the preparation of the agenda. The Board President, a Board member or a Board Officer may request that the Board consider an item

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has arisen which meets the requirements for the need to take action rule set forth in Section 5.3.

SECTION 5.6 AGENDA PREPARATION. A complete description of items to be included on agendas should be submitted to the District Secretary by Boardmembers, the General Counsel or the General Manager no later than 5:00 p.m. on the Wednesday one week preceding each regular meeting. For adjourned-regular or special meetings, a description of agenda items shall be submitted to the District Secretary in a timely fashion. This time provision may be waived for extenuating circumstances by the Board President, the General Manager or the District Secretary. (Ref. Policy 104)

The District Secretary, in coordination with the General Manager, shall prepare (assemble) agenda materials for all Board and Committee meetings.

SECTION 5.7 REVIEW AND APPROVAL. The Board President, the General Manager, the General Counsel and the District Secretary shall review the Draft Agenda and the Board President shall approve the Final Agenda and the order of items. The Board President shall determine whether to place an item on a Board agenda as requested by a Boardmember under section 5.5.2.b. or to refer the item to a Board Standing Committee.

SECTION 5.8 DOCUMENTATION. Except for reports designated on the agenda as verbal reports, each agenda item submitted by Board Officers or their staff shall be supported by a written report and other supplemental documentation that may be necessary to enable the Board to make an informed decision on matters. If there is any written documentation to support the verbal report, whenever possible, it should be submitted in advance of the meeting, otherwise it shall be provided at the meeting.

Reports shall include:

- (a) An introduction with a synopsis of the item to be considered and, where appropriate, a staff recommended action;
- (b) A discussion of the item including sufficient background, history and information to assist the Board in making a decision and, where applicable, the background should include financial implications, clarification of what would be accomplished, a description of potentially controversial aspects, and alternative actions and short reasons why each is or is not recommended; and
- (c) A conclusion presenting a statement of the specific motion, resolution, or ordinance recommended to be adopted by the Board.

SECTION 5.9 DISTRIBUTION. Reports and associated agenda materials shall be supplied to the District Secretary as early as possible but no later than 5:00 p.m. Wednesday preceding each meeting. For adjourned-regular and special meetings, reports and documentation shall be submitted in a timely fashion. (Ref.: BP 104)

Upon receipt of agenda materials, the District Secretary shall coordinate the compilation of all agenda report packages for delivery and/or mailing the Friday preceding each regular meeting to Boardmembers, the General Counsel and the General Manager and their designated staffs.

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In compiling the agenda materials, the District Secretary shall provide to Boardmembers or staff copies of reports submitted to a Board Committee at a prior meeting, including a report that has been modified.

The District Secretary will send a copy of the agenda, or a copy of all the documents constituting the agenda packet, for any regular or special meetings to citizens and members of the press who have filed an annual request for such notices or documents within ninety (90) days of January 1 of each calendar year. The agenda and the documents in it shall be made available in appropriate alternative formats to persons with a disability. The District Secretary may charge a fee for mailing the agenda or agenda packet which shall not exceed the cost of providing the service. (Ref: GC 54954.1)

Upon request, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990, and the federal rules and regulations adopted in implementation thereof. The agenda shall include information advising a person with a disability who requires a modification or accommodation in order to participate in the public meeting to contact the District Secretary, giving the District Secretary's phone number, and submitting a request three working days notice prior to the Board meeting of the need for a disability-related modification or accommodation, including auxiliary aids or services. (Ref. GC 54954.2)

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ARTICLE 6. MEETINGS, CONDUCT OF BUSINESS

Section 6.1	Quorum
Section 6.2	Action of the Board
Section 6.3	Voting - Roll Call
Section 6.4	Voting - Voice Vote
Section 6.5	Voting - Abstentions
Section 6.6	Resolutions
Section 6.7	Ordinances
Section 6.8	Public Hearings
Section 6.9	Public Comments
Section 6.10	Consent Calendar
Section 6.11	Action Calendar
Section 6.12	Informational Items
Section 6.13	Agenda Planning
Section 6.14	Board/Staff Comments/Announcements
Section 6.15	Closed Sessions
Section 6.16	Notice of Closed Sessions
Section 6.17	Confidentiality of Closed Sessions
Section 6.18	Announcement of Closed Session Action
Section 6.19	Minutes - Closed Session
Section 6.20	Audio Recordings
Section 6.21	Verbatim Transcriptions
Section 6.22	Broadcasting Meetings
Section 6.23	Parliamentary Procedure

SECTION 6.1 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The names of Directors present and the names of Directors absent shall be entered in the minutes. (Ref: PUC Sec. 24907)

SECTION 6.2 ACTION OF THE BOARD. All actions of the Board shall be through adoption of motions, resolutions, or ordinances. To be considered adopted and valid, all actions of the Board must be affirmatively passed by four Directors.

The Board can only take action on items listed on the agenda or placed on the agenda in accordance with Section 5.3.

If an item proposed under "Agenda Planning" has previously been considered and acted on by the Board within the past 6 months, the Board President shall ask the Boardmember who requested placement of the item on the agenda for his/her reasons for asking the Board to consider the item again. After receipt of the explanation, the Board President shall ask for any discussion on the proposal to place the item on a future agenda. Upon the conclusion of any discussion, the Board President shall ask for a motion and second to consider the placement of the item on a future agenda. If the motion passes, the item shall be set for a future agenda in accordance with section 5.5.1.

SECTION 6.3 VOTING - ROLL CALL. In considering approval of ordinances and resolutions, the President shall cause the District Secretary to call the roll of all Directors present and voting and record said roll call vote in the minutes of the meeting. Additionally, the names of any Director present and not voting (abstaining) and the names of members absent shall be entered in the minutes.

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SECTION 6.4 VOTING - VOICE VOTE. Motions, except those adopting ordinances and resolutions, may be adopted by either the roll call method, voice vote or general consent. The determination of the type of vote shall be at the discretion of the President. Except, a roll call vote shall be used when so requested by an individual Director.

In the event a voice vote is used to consider a motion, the President shall request those Directors in favor of the motion to answer in the affirmative, followed by those Directors opposed to the motion to answer in the negative. The results of a voice vote shall be entered into the minute record of the meeting.

In the event a general consent vote is used to consider the motion, the President shall question whether any members are opposed and thereafter announce that the motion carried either "with no objections" or with a specific indication of the Director(s) opposed to the motion.

SECTION 6.5 VOTING - ABSTENTIONS. Every Director is encouraged to vote on all items unless disqualified for a personal or financial conflict of interest.

SECTION 6.6 RESOLUTIONS. Resolutions shall be prepared in advance and submitted to the Board as part of the agenda packet. Unless otherwise requested by a Director, it shall not be necessary for the District Secretary to read aloud the title or any portion of a written resolution submitted to the Board for action.

In unusual or extenuating circumstances, resolutions which are not prepared and distributed in advance of a meeting should only be adopted following the reading aloud of the full resolution by the District Secretary or other individual as named by the Board President. Such practice of late distribution shall be avoided except when absolutely necessary.

Following action adopting a resolution, the resolutions shall be signed by the Board President. Each resolution shall include a certification by the General Counsel approving the document as to form and a certification by the District Secretary specifying the date of adoption and roll call vote adopting the resolution.

SECTION 6.7 ORDINANCES. Unless otherwise requested by a Director, it shall be unnecessary for the District Secretary to read aloud more than the title of a written ordinance submitted to the Board for action. No ordinance shall be passed by the Board on the day of its introduction nor within three (3) days thereafter, nor at any time other than at a regular or adjourned-regular meeting.

Following action adopting an ordinance, the ordinances shall be signed by the Board President. Each ordinance shall include a certification by the General Counsel approving the document as to form and a certification by the District Secretary specifying the date of adoption and roll call vote adopting the ordinance.

All ordinances shall be published after passage once a week for two consecutive weeks. Ordinances shall become effective thirty (30) days from the date of final passage except those ordinances (a) relating to elections, (b) specifically required by law to take immediate effect, (c) relating to taxation or (d) those adopted for the immediate preservation of public peace, health, or safety. Passage of an ordinance shall be deemed to include authorization of the necessary expenses of publication. (Ref: PUC Sec. 24533, 24909, 24910, 24912, 24938; GC Sec. 6066; GC Sec. 3751 (5200))

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SECTION 6.8 PUBLIC HEARINGS. Upon the request of the Board of Directors and as conferred or imposed by law, public hearings shall be conducted by the Board of Directors. Two public hearings shall be scheduled on significant matters (fare increases, major service changes, environmental documents) and whenever possible, shall be held on the date of and, if possible, in conjunction with one of the regularly scheduled meetings. The time of the public hearings shall be determined by the Board at the time of setting the public hearing. Notifications of such hearings and the manner of conducting them shall be in accordance with applicable state and federal laws and Board Policy No. 163. The preceding shall include, but may not be limited to:

- (a) The announcement of the purpose of the hearing;
- (b) Introduction of the Directors and other Officers and Staff of the District by the Board President (at the discretion of the Board President);
- (c) An introduction of the subject matter by the Board President, the General Manager or the General Manager's designee;
- (d) Announcement that speakers forms should be completed by each speaker so that each individual may be recognized in an orderly manner;
- (e) Announcement that speakers shall be limited to two (2) minutes for individuals and organizations, unless, at the discretion of the Board President, or by determination of a majority of the Board, said time limit may be extended or reduced. Whenever possible, a timing light shall be used to indicate when a speaker's time is about to expire and has expired.
- (f) The District Secretary may call speakers in groups of three (3) in order to expedite the orderly movement of speakers to the podium.
- (g) Once an individual has spoken he/she shall not be recognized again. A recognized speaker may not assign any of his/her time to another individual, except with the permission of the Board President.
- (h) Individuals attending the meeting, regardless of whether or not they address the Board, may not bring in signs that are attached to a holder of any kind (including but not limited to wood, metal, plastic, or rolled cardboard tubing) or which are of such heavy construction that may reasonably injure or harm others.
- (i) Following the receipt of testimony, the public hearing shall be closed and the decision rendered at that meeting or another meeting announced by the Board President. The Board may elect to continue the public hearing to another meeting to receive additional comments. The date, time and place of any continued hearing shall be included in the Motion for Continuance. (Ref: Board Policy No. 163; see this Policy for more details on public hearings.)”

SECTION 6.9 PUBLIC COMMENTS. The Board of Directors shall accept public comments and testimony on specific agenda items as well as on matters not specifically appearing on the agenda. The agenda for regular meetings shall request that members of the public complete a speaker's form in order to expedite recognizing speakers at the appropriate time during the meeting. The completion of a speaker's form is not a prerequisite for addressing the Board of Directors. However, if a form is not filled out, the individual shall be requested to provide his/her name for the record. Individuals addressing the Board under the public comment portion of the agenda shall abide by the same rules as speakers at a public hearing, as set forth in Section 6.8.

For items appearing on the Board agenda, prior to initiation of discussion by the Board, the Board President will acknowledge that a request to speak has been received and invite the speaker to address the Board immediately prior to or during discussion of the item by the Board.

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No member of the public will be precluded from addressing an item on the Board agenda, even though the item may have been discussed at a Board Committee meeting.

A time for receipt of public comments not relating to specific agenda items will be designated on each Board Meeting agenda. No action shall be taken in response to any item raised unless action is otherwise authorized as referenced in Section 5.3 of these Rules. However, Boardmembers may briefly respond to statements or questions from the public, ask questions for clarification, refer the matter to staff, request staff to report back at a subsequent meeting, or direct staff to place the matter on a future agenda.

Public comments shall be limited to two (2) minutes for individuals and organizations unless, at the discretion of the Board President, or by determination of a majority of the Board, said time limit is extended or reduced. (Ref: GC 54954.2; 54954.3)

SECTION 6.10 CONSENT CALENDAR. Each agenda may include a Consent Calendar which shall include those items which (1) the Board President and General Manager deem to be routine in nature or where no debate or inquiry is anticipated or (2) a recommendation of action and placement of the item on the Consent Calendar has been received from a Board Standing Committee. All items designated under the Consent Calendar portion of the agenda may be enacted by one motion unless a member of the Board of Directors, Board Officer, or the public requests separate action or discussion of an item.

SECTION 6.11 ACTION CALENDAR. Each agenda shall include an Action Calendar for those items not considered under the Consent Calendar or as Informational Items or considered during a Public Hearing. This calendar is for the consideration of items that require action or require significant discussion by the Board prior to taking action.

SECTION 6.12 INFORMATIONAL ITEMS. Each agenda shall include an Informational Agenda for those item which don't require Board action but provide information to the Board which the Board may wish to discuss.

SECTION 6.13 AGENDA PLANNING. Each agenda shall include Agenda Planning to determine if agenda items requested by a Boardmember or the public should be placed on future Board or Committee agenda for further consideration as provided in Section 5.5

The information portion of each agenda shall include the following information regarding this agenda listing:

"The Agenda Planning portion of the agenda is designed to assist the Board and staff in the preparation of future Board and Board Committee agendas. The Board will determine whether to place proposed agenda items on a future agenda for further consideration."

SECTION 6.14 BOARD/STAFF COMMENTS/ANNOUNCEMENTS. Each agenda shall include a time for brief announcements by Boardmembers or Board Officers and brief reports on a Boardmember's or Board officer's own activities. The Board shall not entertain discussion nor take action in response to any item raised unless discussion or action is otherwise authorized as referenced in Section 5.3 of these Rules. The Board may, however, refer the matter to staff for investigation or a report or placement of the matter on a future agenda. (Ref: GC 54954.2)

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SECTION 6.15 CLOSED SESSIONS. The Board may, as part of any Regular, Adjourned-Regular, or Special Meeting, hold closed sessions to discuss certain types of items. Closed session agendas shall be established following procedures established for setting regular agendas. (See Section 5.5) A request for a closed session may be made by any Board Officer or Boardmember either before or during a meeting.

Whether to hold a closed session shall be determined as follows:

The General Counsel shall be advised of the request and the justification for the closed session. The General Counsel shall determine if a closed session is appropriate, based upon his/her interpretation. The General Counsel shall provide the Board with his/her opinion. The Board will determine if the closed session is appropriate after considering the advice of the General Counsel. The Board's subsequent determination shall favor open and public meetings. Discussion within closed sessions shall be limited to only those instances where the reasons for the need for a Closed Session outweigh the public's need to be present.

Types of discussions and actions which may be considered in closed session include but are not limited to:

- (a) Labor Negotiations: To confer with and instruct the District's labor negotiator with respect to labor negotiations. (Ref: GC Sec. 54957.6)
- (b) Personnel Matters: To discuss the employment, appointment, evaluation or dismissal of Board-appointed officers. (Ref: GC Sec. 54957)
- (c) Litigation: To discuss potential or pending litigation as further specified in Section 6.14(a) below. (Ref: GC Sec. 54956.9)
- (d) Real Estate Negotiations: To discuss real estate transactions with the Board's negotiator. (Ref: GC Sec. 54956.8)
- (e) Security Matters: To discuss matters posing a threat to security of public building or public access to public services/facilities with the Attorney General, District Attorney, or Sheriff or Police Chief or their deputies. (Ref: GC Sec. 54957)
- (f) Grand Jury Meetings: To permit a majority of Boardmembers to testify before a grand jury. (Ref: GC Sec. 54953.1)

SECTION 6.16 NOTICE OF CLOSED SESSIONS. Prior to holding any closed session, the Board President or General Counsel shall state, in open session, the item or items to be discussed in the closed session. The Board President or General Counsel shall refer to the closed session item(s) as listed on the agenda, by number or letter, is sufficient notice.

SECTION 6.17 CONFIDENTIALITY OF CLOSED SESSIONS. Except as otherwise provided in Government Code section 54963, no person in attendance at a closed session shall disclose confidential information that has been acquired during the closed session to a person not entitled to receive that information, unless the Board of Directors authorizes the disclosure.

SECTION 6.18 ANNOUNCEMENT OF CLOSED SESSION ACTION. The decisions of the Board of Directors taken in closed session shall be reported in open session at the same meeting at which the closed session occurred, if the Board's action is the final action on the item, or at a subsequent meeting, if the decision requires action by a third party. In this latter case, the closed session decision shall be reported out as soon as required by Government Code Section 54957.1, or within a reasonable period of time after the decision becomes final in those situations where disclosure is not required except in response to public inquiry.

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When a closed session decision is disclosed at a subsequent Board meeting, the District Secretary will place the item on the consent calendar and provide the following information: identification of the subject matter of the closed session; the Boardmembers who moved and seconded the motion; the vote of each Boardmember present; and a listing of any Boardmembers who abstained or were absent from the closed session. (Ref: GC 54957.1; 54957.7)

SECTION 6.19 MINUTES. Minutes are the record of proceedings of all open session meetings of the Board of Directors. Minutes shall be prepared and kept in writing by the District Secretary in the manner prescribed by the Board and shall be reviewed by the Board prior to their approval at a subsequent meeting. Approved minutes and adopted resolutions and ordinances shall be the official record of action taken by the Board of Directors.

The minutes of a meeting are intended to reflect what occurred at the meeting including the identification of public speakers and a general indication of their comments. The minutes shall be prepared as "summary minutes" indicating the item considered, the staff recommendation, a brief summary of the discussion, the action taken by the Board on the item, and the vote of the individual Directors and if a Director stated a reason for his/her vote. The minutes should not be used to editorialize on, or refute what was said at another meeting. The minutes shall be annotated to include specific direction given to staff, agenda planning items, and requests from the Board for follow-up reports or an indication from staff of future follow-up reports. The minutes shall not be annotated in any manner to refer to a discussion which occurred at a prior meeting, except when the District Secretary determines that such annotation is necessary to clarify action taken by the Board at one meeting which has been affected by action taken by the Board at a subsequent meeting.

SECTION 6.20 AUDIO RECORDINGS. The District Secretary shall record each meeting of the Board of Directors; except, the Board may authorize an exception for lengthy training and study workshops.

Audio recordings of Board meetings shall be regarded as secondary to the actual preparation of the minutes. Audio recordings shall remain a supplement to the note taking and serve as an aid, rather than the primary device or legal record. Recordings of meetings shall be retained for a three-year period and thereafter may only be destroyed upon prior review and approval by the General Counsel (Ref: Resolution No. 06-031).

Any member of the public may audio record, videotape, take motion pictures, or take still photographs of any open Board meeting, unless the Board determines that the noise, illumination or obstruction of view will unreasonably and persistently disrupt the meeting. (Ref: GC 54953.5)

SECTION 6.21 VERBATIM TRANSCRIPTIONS. Due to the high cost of verbatim transcriptions, verbatim transcriptions shall only be prepared by the District Secretary as required by law, as needed for District business, or at the direction of a majority of the Board of Directors. Anyone desiring a transcription may be provided a copy of the audio recording of the meeting or relevant portion of the meeting in accordance with the District policy for duplication of public records.

SECTION 6.22 BROADCASTING MEETINGS. Open meetings of the Board may be broadcast by radio and television services, subject to the broadcaster making arrangements with the District Secretary in advance of the broadcast. The Board may prohibit or restrict a

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broadcast if it determines that the broadcast cannot be accomplished without noise, illumination or obstruction of view that would constitute an unreasonable, persistent disruption of the meeting. (Ref: GC 54953.6)

SECTION 6.23 PARLIAMENTARY PROCEDURE. Parliamentary procedure, except as provided for by statute or these Rules, shall be conducted in accordance with Sturgis' Standard Code of Parliamentary Procedure. Inadvertent failure to abide by parliamentary procedure shall not invalidate any action of the Board.

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ARTICLE 7. COMMITTEES AND BOARD REPRESENTATIVES

Section 7.1	Committees
Section 7.2	Authority
Section 7.3	Procedural
Section 7.4	Report from Committee Chair
Section 7.5	Composition
Section 7.6	Term - Standing and Special Committees
Section 7.7	Meetings & Agendas
Section 7.8	Committee Reports -- Standing & Special
Section 7.9	Establishment of Standing Committees
Section 7.10	Finance and Audit Committee
Section 7.11	External Affairs Committee
Section 7.12	Operations Committee
Section 7.13	Planning Committee
Section 7.14	Nominations Committee
Section 7.15	Board Representatives

SECTION 7.1 COMMITTEES. Committees, Standing and Special, are established as advisory units to the full Board of Directors. Committees are assigned specific detailed, time-consuming work that is not easily accommodated on a Board meeting agenda. Committee agendas shall be established as outlined in Section 7.7 below. Board committees review and make recommendations to the full Board of Directors, which has the legal responsibility for making decisions and policies of the District. The Board may accept or reject committee recommendations.

SECTION 7.2 AUTHORITY. All committees are advisory to the Board of Directors and may not act in any other capacity, unless specifically authorized by the Board to do so.

SECTION 7.3 PROCEDURAL. The Rules for Procedure outlined in Article 6, Sections 6.19 (Minutes) and 6.20 (Audio Recordings) shall apply to all Standing and Special Committees of the Board.

SECTION 7.4 REPORT FROM COMMITTEE CHAIR. The District Secretary shall provide, at the request of a committee chair, a written report outlining the substantive points of a discussion concerning any staff memo on the committee's agenda. The report is to include the committee name, meeting date, staff memo number, the title of the memo, the names of the presenters, approval by the District Secretary, and the committee chair's signature of approval. The report, including all aforementioned descriptors, shall not exceed one-page in total length and shall be attached to the respective GM Memo for inclusion in the Board agenda packet. It is preferred that a committee chair request that a report be prepared following action on the item at the committee meeting; however, this request may be made subsequent to the meeting provided it is made not more than 24 hours after the meeting. Committee chairs will be allotted 48 hours to approve a report. If a report is not approved within the prescribed 48 hour time frame, it will not be included in the agenda packet as submitted for approval.

A Report from Committee Chair is to be provided for information purposes only and is not intended to be used as a replacement for the official minutes of any meeting.

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SECTION 7.5 COMPOSITION.

- (a) **Standing Committees.** The Board President shall appoint the Chair and the members of Standing Committees, except the Board President and the Board Vice President shall serve on the Executive Committee. Committees shall be composed of three members of the Board of Directors except as prescribed by majority vote of the Board. A majority of the appointed members of a committee shall constitute a quorum for the transaction of business.

Each year, prior to making the Committee appointments, the President shall review the composition of each Committee from the prior year. The President shall endeavor to rotate the Committee chairs to enable all Board members, other than the President, to have the opportunity to chair a Committee.

In the absence of a Committee member, the Board's Vice President shall serve as the first alternate Committee member and the Board President shall serve as the second alternate Committee member, except for any Committee chaired by the Vice President, in which case the President shall serve as the alternate.

In the absence of the Committee Chair, those members of the Committee present at a meeting shall select an Acting Chair.

A majority of the Board who are not members of the Standing Committees may attend a Standing Committee meeting as observers. (GC 54952.2(c)(6))

- (b) **Special Committees.** The Board may establish Special Committees and the Board President shall appoint the Chair and members of Special Committees so established by the Board. Special Committees shall be composed of no more than three members of the Board of Directors and may include the Vice President and President. The Board President, in appointing special committees, shall specify 1) the purpose of the committee and 2) the committee's sunset date. Special Committees shall report on their activities to the Board or the appropriate Standing Committee at least every other month, and they shall seek approval for recommendations they develop for presentation to legislative bodies, public officials, or other organizations.

SECTION 7.6 TERM - STANDING AND SPECIAL COMMITTEES. Committee membership shall continue at the discretion of the President, but in no case shall membership extend beyond the term of the appointing President without approval of the new President. Special Committees shall be discharged by the President when their work has been completed, unless assigned additional work.

SECTION 7.7 MEETINGS & AGENDAS.

- (a) **General.** All Committees shall follow the provisions of Articles 4, 5 and 6 of these Rules, except where appropriate, the Committee Chair shall fulfill the responsibilities designated to the Board President. The Board President shall review all Committee agendas, but final approval of the agenda for each Committee rests with the Chair of each Committee.

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- (b) **Regular Meetings.** Standing Committee meetings shall be held on the second and fourth Wednesdays of each month. The Operations Committee and External Committee shall hold their regular meetings on the second Wednesday. The Planning Committee and the Finance and Audit Committee shall hold their regular meetings on the fourth Wednesday. The first committee's meeting shall usually commence at 3:00 p.m. and the second committee's meeting shall be noticed to commence at 3:30 p.m. or immediately following the conclusion of the first committee despite the above schedule.
- (c) **Special Meetings.** Special Meetings of a Standing Committee may be called by the Committee Chair or a majority of the Committee members under the provisions outlined in Article 4 of these Rules. All meetings of Special Committees shall be special meetings and normally should be held quarterly during the year.
- (d) **Agendas.** The agendas of the Committees shall conform to the provisions in Section 5.4 with the following modifications:

The Consent Calendar shall consist of Informational Items. These include, but are not limited to all regularly scheduled reports to the Board of Directors, in addition to information determined either by the General Manager or the Board to be of interest to the Board but no action is expected.

Briefing Items consist of updates on specific items requested by the Board. These items would be presented in a written memorandum form as opposed to the formal GM Memo template.

Action Calendar contain all agenda items that need discussion and/or action and would retain the current GM/DS/GC memo format for transmittal to the committee, and ultimately to the Board.

Agenda Planning would be identical to the Board format, except that individual, specific requests must first be directed to the General Manager for information before becoming proposed as agenda items for a committee's consideration.

Items may be referred to Standing Committees for review by the Board of Directors, by members of the Committee, by Directors who are not members of the Committee or as proposed by staff and approved by the Committee Chair. The Board may, from time to time, specify that certain types of agenda items be routinely reviewed by a Standing Committee on a regular basis. Copies of all Committee agendas and corresponding materials shall be distributed to all members of the Board of Directors.

Agenda items recommended by a Committee to the Board of Directors shall be considered at the next regular or special Board meeting following the Committee meeting at which the item was considered. Normally agenda items shall not be considered at a Board Meeting held on the same day as a Committee meeting, except: (1) legislation referred to the Board from the External Affairs Committee that requires immediate action; (2) a matter meets the requirements of Government Code section 54954.2 (an Emergency Situation exists or the need

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to act arose subsequent to the preparation of the agenda); or (3) the requirements of section 5.5.4 regarding extenuating circumstances have been met.

- (e) **Minutes.** The District Secretary shall keep the minutes of each Committee meeting. The minutes of each Committee, after approval by the majority members of the Committee, shall be placed on the Board's agenda for its receipt. If the composition of a Committee changes and a majority of the members of the Committee were not members of the Committee at the time the minutes of the prior Committee are to be approved, then the minutes shall be submitted to the Board of Directors for approval by the majority of the members of the prior Committee and receipt by the Board of Directors.
- (f) **Meeting Cancellations.** The Committee chair shall be responsible for the cancellation of a committee meeting.
- (h) **Teleconferencing.** In those situations where a committee member is unable to attend a meeting in person, the Committee meeting may be teleconferenced provided the requirements for teleconferencing set forth in Section 4.8 of this Policy are met.

SECTION 7.8 COMMITTEE REPORTS - STANDING AND SPECIAL.

Committees shall make reports as deemed desirable by the Chair or as requested by the Board President or a majority of the Board. A dissenting member may present a minority report either individually or jointly with the majority committee report. Whenever correspondence that is related to an assignment is conducted by a Special Committee and is not prepared by the District Secretary, the Committee correspondent shall furnish such copies for filing with the District Secretary.

SECTION 7.9 ESTABLISHMENT OF STANDING COMMITTEES. Beginning with the first Wednesday in May 2003, the Standing Committees of the Board of Directors include the Finance and Audit Committee, the External Affairs Committee, Operations Committee and the Planning Committee.

SECTION 7.10 FINANCE AND AUDIT COMMITTEE. The Finance and Audit Committee shall be responsible for reviewing all issues involving the financing of the District, including but not limited to, budget preparation, potential revenue sources, grants, and auditing services and activities (both internal and external), monthly, quarterly and semi-annual financial reports, requests for proposals/awards of contracts/agreements (unless assigned to a "topic" committee), procurement of non-revenue service vehicles and buses, and service reductions and adjustments.

The Finance and Audit Committee shall be responsible for the following areas of review:

- (1) Budget/financial status review (expenditures/revenue sources);
- (2) Debt services, investments, bond instruments, and related policies;
- (3) Pension actuarial considerations;
- (4) Acquisition, development and disposition of real property;
- (5) Fare change considerations (in conjunction with the Planning Committee);
- (6) Federal, State and Local applications relating to grants and funding;
- (7) Audit services contracts and review of annual audits;
- (8) Banking services contracts;

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- (9) Review of periodic reports relating to internal audits, grant status, disposal of surplus property, contracts and purchasing activity;
- (10) Policies for acquisition and disposition of equipment and services;
- (11) Policies relating to Directors/Officers travel and expense reimbursement;
- (12) Policies, status and goals relating to Disadvantaged Business Enterprise (DBE) activities;
- (13) Oversight review of contract administration;
- (14) Employee relations, operational efficiencies and economics of the District's administrative organization structure;
- (15) Quarterly Grant Reports; and
- (16) Procurements, Requests for Proposals and grants for items which are within the purview of the Committee. Contract award may go straight to the Board of Directors, it does not have to come back to the Committee.

SECTION 7.11 EXTERNAL AFFAIRS COMMITTEE. The External Affairs Committee shall be responsible for reviewing all activities associated with marketing, customer services, relations with the District's advisory committees, legislation, public information and dealings with other governmental agencies and private sector partners (employers, community groups, etc.) to promote the District's interest.

The External Affairs Committee shall be responsible for the following areas of review:

- (1) Matters dealing with legislation and legislative goals and programs;
- (2) Relations with public officials, public agencies, and private sector partners such as employers and community groups;
- (3) Marketing and Advertising
- (4) District Advisory Committee Liaison with the exception of the Service Review Advisory Committee (SRAC);
- (5) Policies/Procedures for public meetings and appearances; and
- (6) Procurements, Requests for Proposals and grants for items which are within the purview of the Committee. Contract award may go straight to the Board of Directors, it does not have to come back to the Committee.

SECTION 7.12 OPERATIONS COMMITTEE. The Operations Committee shall be responsible for reviewing and following through on policies and activities associated with District services and programs (including administration and operation of the District). The concept is for the Operations Committee to monitor the implementation of items that are developed by the Planning Committee and approved by the Board of Directors.

The Operations Committee shall be responsible for the following areas of review:

- (1) Monitoring the implementation of programs from the Planning Committee and approved by the Board of Directors;
- (2) Operational standards and passenger safety and security;
- (3) Maintenance standards of facilities, equipment and parts and their replacement policies;
- (4) Recommendations for service adjustments plan (unless minor);
- (5) Recommendations for fare adjustments plan (in conjunction with the Finance and Audit Committee)
- (6) Passenger information, including signage;
- (7) Board Rules for Procedures;

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- (8) Personnel and Employee Relations;
- (9) Affirmative Action/Equal Employment Opportunity;
- (10) Customer Services;
- (11) Periodic reports on operations, customer complaints, and results of service changes; and
- (12) Procurements, Requests for Proposals and grants for items which are within the purview of the Committee. Contract award may go straight to the Board of Directors, it does not have to come back to the Committee.

SECTION 7.13 PLANNING COMMITTEE. The Planning Committee shall be responsible for reviewing all policies and activities associated with planning, which include the service provided by the District to its customers, and development of human resources. "Planning" means all aspects of the District's activities (except for those granted to one of the other committees). This Committee deals with the big picture, and once items are approved by the Board and are to be implemented, then the responsibility for follow through resides with the Operations Committee

The Planning Committee shall be responsible for the following areas of review:

- (1) Planning of facilities, equipment and service changes;
- (2) Need for various capital projects and design;
- (3) Recommendation for services adjustments (unless minor);
- (4) Fare Change considerations (in conjunction with the Finance and Audit Committee);
- (5) Title VI review; and
- (6) Procurements, Requests for Proposals and grants for items which are within the purview of the Committee. Contract award may go straight to the Board of Directors, it does not have to come back to the Committee.

SECTION 7.14 NOMINATIONS COMMITTEE. A Special Committee, which may be appointed, shall be the Nominating Committee. The Nominating Committee may be requested to nominate candidates for the offices of either the Board President or Vice President or both offices, as may be required. The Chairman of the Nominating Committee shall (1) present the Committee's report to the full Board, (2) accept additional nominations from the floor, and (3) preside over the Board of Director's selection of the President and/or Vice President.

SECTION 7.15 BOARD REPRESENTATIVES. In addition to Standing and Special Committees, the Board President may appoint Directors to serve as representatives or liaisons for the Board in meeting with other public and private agencies. The President shall inform Directors of all such appointments and assignments and the District Secretary shall maintain a list of all such appointments.

Where practical, Board representatives will request that the Board take policy positions and keep the Board informed of activities. Such appointments shall serve to enhance communications with other agencies and the general public and shall in no way restrict individual Directors from meeting with other public or private agencies to express their views and hear their concerns.

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ARTICLE 8. WAIVER AND AMENDMENTS TO RULES/BOARD POLICY MATTERS

Section 8.1	Waiver
Section 8.2	Review
Section 8.3	Amendments
Section 8.4	Temporary Amendments
Section 8.5	Board Policy
Section 8.6	Code of Ethics

SECTION 8.1 WAIVER. The Board of Directors may waive the provisions of these rules except to the extent that the provision is based on statutory requirements imposed by another governmental entity. A waiver of the rules shall be posted on the applicable Board or Committee agenda and shall require four affirmative votes to waive the applicability of a rule for that particular meeting. Nothing in this section shall constitute a continual waiver which is tantamount to an amendment of the provisions of this policy without an amendment to the policy.

SECTION 8.2 REVIEW. The District Secretary shall review the Rules for Procedure at least once annually and make recommendations to the Board as appropriate. Any applicable new laws and other relevant changes shall be incorporated therein upon amendment by a majority vote of all members of the Board of Directors.

SECTION 8.3 AMENDMENTS. These Rules shall be adopted by Resolution of the Board of Directors. Amendments to these Rules may be made by motion, but once a year, a resolution incorporating all changes made during the previous year shall be adopted.

SECTION 8.4 TEMPORARY AMENDMENTS. Temporary Amendments to these procedures, applicable only to a meeting in progress, may be adopted by vote of two-thirds of the Board of Directors without written notice required in Section 8.2 above.

SECTION 8.5 BOARD POLICY. In addition to these Rules for Procedure, a Board Policy Manual shall be maintained by the District Secretary incorporating specific policy statements adopted by the Board of Directors. The District Secretary shall coordinate with the General Manager and General Counsel a review of the Policy Manual at least once annually and recommend appropriate and necessary amendments to the Board.

SECTION 8.6 CODE OF ETHICS. The Code of Ethics establishes rules of conduct for Board Members, Board Officers, members of the Accessibility Advisory Committee and the members of any other committees or commissions the Board may create. (Ref: Board Policy Nos. 113 and 135)

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