

VTA BOARD MEMBER GUIDELINES

REVISED: XX/XX/2020

Santa Clara Valley Transportation Authority

Introduction

Thank you for accepting the responsibility to serve on the VTA Board of Directors.

Serving responsibly on any board or committee can be challenging and demanding. For a VTA Director, this is compounded by the wide breadth and diverse responsibilities of VTA.

This *VTA Board Member Guidelines* is provided to prepare each incoming VTA Director to be comfortable, knowledgeable, and effective at their first, as well as all subsequent, meetings during their term. This training and orientation tool provides information, expectations, and helpful hints on several topics useful to new VTA Board members. These include:

- ❖ Overview and History of VTA
- ❖ VTA Board Composition and Responsibilities
- ❖ Board Member Selection Process
- ❖ Individual Board Member Roles, Responsibilities, and Expectations
- ❖ Board Member Conduct

The VTA Board is comprised of elected officials from many different jurisdictions with Santa Clara County. The *VTA Board Member Guidelines* provide information on the requirements and practices at VTA (the ground rules), since, in some cases, they may differ from other local jurisdictions. This is done to help promote consistency at VTA.

Thank you in advance for this noble service to VTA and your community.

Santa Clara Valley Transportation Authority

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)

VTA is independent special district that is responsible for bus and light rail operations, paratransit services, congestion management for Santa Clara County, countywide transportation planning, construction of transportation infrastructure, and management and delivery of voter-approved sales tax programs.

VTA is the solution that moves YOU! VTA provides solutions that move people to their jobs, recreational activities, appointments, home, and more. From highways to bikeways to safer routes to school, the people of VTA work together to make sure Silicon Valley residents and workers have the ability to get where they need to go.

VTA is governed by the VTA Board of Directors (Board), which represents all jurisdictions in Santa Clara County. The VTA Board sets VTA policy.

VTA History

VTA was created in 1972 pursuant to the Santa Clara County Transit District Act. Effective December 1, 1994, VTA became the Congestion Management Agency in Santa Clara County, undertaking the responsibility for countywide transportation planning and funding and for managing the county's blueprint to reduce congestion and improve air quality.

Prior to January 1, 1995, the County Board of Supervisors served as the Board of Directors of VTA. Effective January 1, 1995, pursuant to State legislation, VTA has operated under a separate Board of Directors composed of County and city representatives. On January 1, 2000, pursuant to State legislation, VTA's name was officially changed from the Santa Clara County Transit District.

VTA Mission

Solutions that move you.

VTA Vision

To innovate the way Silicon Valley moves.

VTA Core Values

Safety, Integrity, Quality, Sustainability, Diversity, Accountability.

Santa Clara Valley Transportation Authority Board of Directors

Membership

The VTA Board is comprised of 12 voting members and 6 alternates, all of whom are **elected governing-board officials** appointed to serve on the VTA Board by the jurisdictions they represent. Metropolitan Transportation Commissioners (MTC) who reside in Santa Clara County and who are not members or alternates of the Board are Ex-Officio members of the VTA Board. Ex-Officios do not have voting rights nor count towards the quorum requirement.

The membership of the VTA Board is based on the following city grouping:

<u>Group #</u>	<u>Cities</u>	<u># of Representatives</u>
1	City of San José	5 Regular Members 1 Alternate
2	City of Los Altos Town of Los Altos Hills City of Mountain View City of Palo Alto	1 Regular Member 1 Alternate
3	City of Campbell City of Cupertino Town of Los Gatos City of Monte Sereno City of Saratoga	1 Regular Member 1 Alternate
4	City of Gilroy City of Morgan Hill	1 Regular Member 1 Alternate
5	City of Milpitas City of Santa Clara City of Sunnyvale	2 Regular Members 1 Alternate
6	County of Santa Clara	2 Regular Members 1 Alternate
Ex-Officio	MTC Commissioners	

Santa Clara Valley Transportation Authority

Board of Directors

Roles and Responsibilities

- Promote the best interest of the public in determining VTA policy
- Strategically provide direction for VTA
- Set VTA's mission, vision, and goals
- Set policies that support VTA's goals and objectives
- Provide organizational, financial, and program oversight
- Carry out fiduciary responsibilities
- Ensure legal and ethical integrity
- Select, appoint, and evaluate direct reports (General Manager/CEO, General Counsel, and Auditor General)
- Adopt budget
- Approve labor agreements
- Approve procurements (below a certain threshold is delegated to the General Manager)
- Adopt resolutions and ordinances
- Adopt long-range plans
- Enhance VTA's public image

Board Member Selection/Appointment

Eligibility to serve

Board Members must be an elected public official, serving as a city council member, or county board of supervisor.

Selection Process

Member jurisdictions or city groups make the appointments for the VTA Board. The member jurisdictions are responsible to seek agreement with the other members within their group on any proposed appointment of an individual to represent that city/county group on the VTA Board of Directors. Member jurisdictions are requested to consider the Board Member appointment guidelines provided to them when making appointments to the VTA Board.

Board Member Terms

Appointed members serve a two (2) year term, beginning January 1 and ending on December 31 of the following year. Appointing authorities can reappoint representatives to successive terms.

Board Meetings

The Board convenes a regular monthly meeting, generally on the first Thursday of each month. Meetings begin at 5:30 p.m. and typically lasts two to four hours depending on the items on the agenda. There are generally no meetings scheduled or conducted in July.

The Board convenes workshops or study sessions a few times each year. The Board may also convene special meetings and/or emergency meetings, as necessary.

Board Leadership

The Board elects a Chairperson and a Vice Chairperson annually from its voting membership. The Chairperson and Vice Chairperson serve a one calendar-year term. Alternate members and Ex-Officio members are ineligible to serve as Chairperson or Vice Chairperson.

Santa Clara Valley Transportation Authority

Board Members

Individual Board Member Roles and Responsibilities

- Act in the best interest of the public and VTA
- Exercise reasonable care and take a regional approach when making decisions
- Regularly attend Board meetings and as well as those of committees that they are assigned to serve on
- Consistently respond to polling requests in a timely manner
- Actively and respectfully participate in meetings
- Come to the meeting prepared by reviewing materials in advance of meetings and/or attend pre-meeting briefings as necessary
- Provide meaningful and timely feedback
- Be mindful of agenda length and how much of the agenda remains in the targeted meeting time, factoring that into the length of comments
- Stay informed about VTA related initiatives and concerns
- Participate in additional learning opportunities, where reasonable, to increase knowledge about transportation, examples of which include literature, webinars, workshops, conferences, etc.
- Inform VTA staff of any pertinent information such as conflicts, recusals, and any items that you would like to remove from the consent agenda
- Serve on assigned committees
- Advocate for VTA and increase two-way communication between VTA and their constituents, stakeholders, and residents of Santa Clara County
- Represent VTA at ceremonial events and participate in VTA-related or sponsored events/activities as assigned
- Maintain integrity by complying with federal, state, and local laws, Brown Act, VTA's Code of Ethics, VTA's Conflict of Interest Policy and other appropriate VTA policies
- Complete annual California Fair Political Practices Commission's Statements of Economic Interests (Form 700)

Individual Board Member Expectations

- Devote, on average, 10 - 15 hours per month, which includes Board and standing committee meetings as well as time to review agenda materials
- Represent the interests of their city/county group while endeavoring to achieve regional consensus
- Have a fiduciary responsibility to vote for the best interests of the region, not those of their city/county group or appointing jurisdiction
- Be able to work cooperatively in a multi-jurisdictional setting
- Be able to attend Board meetings and their assigned standing committee meetings consistently
- Be responsible for keeping their respective jurisdictions informed of key issues, facilitating communication between those entities and VTA, and helping build consensus

Santa Clara Valley Transportation Authority

Board Member Conduct

As a general rule, Board Members should discharge their duties faithfully, professionally, with due diligence and to the best of their abilities. They must avoid situations that may be perceived as or result in conflict of interest. Board Members are expected to treat everyone with respect, kindness, and courtesy.

Board Member Conduct for Public Meetings/Events

- Remain professional and avoid the appearance of misconduct
Board members must remain professional at all times. They must demonstrate respect and concern for all issues. Robust discussions are encouraged to ensure democracy; however, Board members must remain tolerant of differing opinions. Do not interrupt speakers or make personal attacks or derogatory comments about anyone or anyone's opinion or action. Refrain from side conversations, which are distracting for other Board members and the audience.
- Be open to compromise
Board members must remain open-minded and be open to a compromise that will benefit VTA and the public.
- Stick to facts
Board members must base their decisions on merits and facts of the issue at hand. It is their fiduciary responsibility to take a regional approach, act in good faith, and act in the best interest of VTA and the public. Board Members are also expected to communicate facts effectively and clearly.
- Maintain confidentiality
Board members must maintain confidentiality of all documents and discussions that take place during closed sessions and for matters that are deemed confidential by law. Board members should not disclose any confidential information without proper authorization or use the confidential information for personal gain.

- Welcome public comment and treat them with respect
Encourage members of the public to participate in the democratic process. Help the public speaker relax by actively listening to their concerns and display appropriate non-verbal cues. Do not engage in confrontation or debate during public comment.
- Maintain transparency
Disclose any potential conflict and recuse from an item if necessary. Also, note for the record if you are expressing your own views or if you are conveying a position of your city, city group, or other organization.
- Recognize role of Chairperson
The chairperson's job is to ensure that the meetings run smoothly. Board Members are strongly encouraged to inform the chairperson that they want to speak and wait until recognized before speaking.

Board Member Conduct with staff

- Refer requests or directives to the Board-direct reports
Directives should be referred to the General Manager, General Counsel or Auditor General. VTA's Administrative Code states that the Board of Directors and individual Directors shall not give orders to the subordinates of the General Manager, General Counsel, or Auditor General, either publicly or privately.
- Treat staff with respect
VTA staff are professionals and perform a specific role for the organization. Staff should be treated with respect and should not be criticized in public.