



Date: September 24, 2015  
 Current Meeting: October 1, 2015  
 Board Meeting: N/A

**BOARD MEMORANDUM**

**TO:** Santa Clara Valley Transportation Authority  
 Governance and Audit Committee

**THROUGH:** General Manager, Nuria I. Fernandez

**FROM:** Director of Government Affairs, Jim Lawson

**SUBJECT:** Recommended Guidelines for VTA Member Agency Use in Making  
 Appointments to the VTA Board of Directors or Policy Advisory Committee

APPROVED ACCEPTED ADOPTED AMENDED DEFERRED REVIEWED  
 Santa Clara Valley Transportation Authority  
 Standing Committee  
 Elaine F. Baltao, Board Secretary

BY: *Elaine F. Baltao*  
 DATE: 10-1-15

Policy-Related Action: No

Government Code Section 84308 Applies: No

**ACTION ITEM**

**RECOMMENDATION:**

Review and approve the guidelines for use by VTA Member Agencies in making appointments to the VTA Board of Directors or Policy Advisory Committee.

**BACKGROUND:**

The Governance & Audit Committee’s mission is to provide management and coordination of the Board of Directors to assist that body with guiding VTA in an effective and efficient manner to best accomplish the organization’s strategic objectives.

To that end, the Committee determined that it would be in VTA’s best interest to develop guidelines for use by VTA Member Agencies (the 15 cities in the county and the County of Santa Clara) for making appointments to VTA’s Board of Directors and Policy Advisory Committee (PAC). Besides being a best practice, these guidelines would simplify and make the process more efficient for appointing authorities while also helping them select and appoint qualified and engaged representatives to the Board and PAC.

**DISCUSSION:**

Submitted for Committee consideration are the draft guidelines for appointments to the Board (Attachment A) and the PAC (Attachment B).

The primary goal was to provide an easy-to-use guideline with helpful suggestions for appointing authorities to aide them in selecting representatives with interest, appropriate qualification and adequate time to help ensure a good fit for the position. This is especially important given the part-time nature of VTA's Board and PAC members and the resulting challenges of them having to manage and balance their time and responsibilities from VTA, their respective cities, and their professional careers.

A main theme was to define general expectations and time commitments for the positions. In this way the appointing authority would have some suggested criteria to make informed decisions on the appointment. Also included are helpful hints on specific experience, skills and characteristics that have generally proven to well-serve effective Board or PAC members. For example, PAC service is recommended for prospective Board members, and previous planning/land use commission experience is recommended for prospective PAC members.

Most importantly, effort was made to clearly and unequivocally state that the recommendations in the guidelines are suggestions only, not requirements. This is to ensure the appointing authority's prerogative to appoint its representative of choice, so long as the individual meets VTA's pre-established criteria for the specific position (for example, governing board member of their appointing jurisdiction).

Following Governance & Audit Committee approval, the guidelines will be sent to appointing authorities for their information and also will be included with all appointment requests for Board or PAC positions.

#### **ALTERNATIVES:**

The Committee could add or make changes to any portion of the guideline for either Board or PAC member appointments.

#### **FISCAL IMPACT:**

There is no fiscal impact as a result of this action.

Prepared by: Stephen Flynn, Advisory Committee Coordinator  
Memo No. 5105

#### **ATTACHMENTS:**

- A--BOD Appointment Guidelines (PDF)
- B--PAC Appointment Guidelines (PDF)



## Santa Clara Valley Transportation Authority (VTA)

### Guidelines for Member Agency Appointments to the VTA Board of Directors

*The following information and suggestions are provided to assist local jurisdictions with appointing qualified, engaged and capable representatives to the VTA Board of Directors.*

#### **Overview of VTA**

VTA is an independent special district responsible for bus, light rail and paratransit operations; congestion management; specific highway improvement projects; countywide transportation planning; and voter-approved local sales tax programs, including the 2000 Measure A Transit Improvement Program. As such, VTA is both an accessible transit provider and multi-modal transportation planning and implementing organization involved with transit, highways and roadways, bikeways, and pedestrian facilities.

VTA is governed by its own Board of Directors representing all jurisdictions within Santa Clara County. Eligible Board members are elected city councilmembers or county supervisors who may serve during their term of office.

The VTA Board of Directors consists of 12 voting members, 6 alternates, and 3 ex-officio members, and membership attempts to balance regional representation and population. Board members are appointed as follows:

- **GROUP 1: (San José)** – 5 voting members and 1 alternate  
City of San José
- **GROUP 2: (Northwest)** – 1 voting member and 1 alternate  
City of Los Altos; Town of Los Altos Hills; City of Mountain View; City of Palo Alto
- **GROUP 3: (West Valley)** – 1 voting member and 1 alternate  
City of Campbell; City of Cupertino; Town of Los Gatos; City of Monte Sereno; City of Saratoga
- **GROUP 4 (South County)** – 1 voting member and 1 alternate  
City of Gilroy; City of Morgan Hill
- **GROUP 5 (Northeast)** – 2 voting members and 1 alternate  
City of Milpitas; City of Santa Clara ; City of Sunnyvale
- **GROUP 6 (Count of Santa Clara)** – 2 voting members and 1 alternate  
County of Santa Clara
- **Ex-Officio** - Santa Clara County's three Metropolitan Transportation Commission members

It is important to note that other than the Ex-Officio members, the above groups are responsible to appoint their representative(s) in a manner they themselves determine.

**Key information about the Board of Directors**

- Generally meets the first Thursday of each month (July meeting is normally cancelled) at the County of Santa Clara Government Center (70 W. Hedding Street, San Jose)
- Meetings begin at 5:30 PM and normally last one to three hours, depending on the agenda.
- A small number of Board workshops or study sessions are typically held during the year. These are normally scheduled for a time other than the regular Board meeting.
- Directors serve on one or more Board standing committees. Most standing committees meet monthly, while others meet bi-monthly or quarterly. Standing committees meet at varying times during the normal work day, and most standing committee meetings are conducted at VTA's River Oaks Administrative Complex.
- Appointments are for two years, commencing on January 1 and ending on December 31 of the following year. Members and alternates may be appointed to successive terms.
- Members of the VTA Board of Directors are not eligible to concurrently serve on VTA's Policy Advisory Committee (PAC), although Board alternates may be appointed to the PAC.
- It is the responsibility of each member jurisdiction to seek agreement with the other members on any proposed appointment of an individual to represent that city/county group on the VTA Board of Directors.

**Expectations**

Board members:

- Should be able to devote, on average, 5 - 10 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.
- Should be able to work cooperatively in a multi-jurisdictional setting.
- Should be able to attend Board and standing committee meetings consistently.
- Are responsible for keeping their respective jurisdictions informed of key issues, facilitating communication between those entities and VTA, and helping build consensus.

**Suggested Guidelines for Board of Director Appointments**

*The following is offered for Member Agency consideration when appointing representatives to the VTA Board of Directors. They are suggestions only, not requirements. It is each appointing jurisdiction's prerogative to appoint its representative of choice, provided that individual meets VTA's pre-established membership requirements for the position.*

When evaluating prospective appointees to the Board of Directors, you are strongly encouraged to give consideration to the following factors and attributes in determining your appointee:

- Consideration should be given to appointing a member based on the value and expertise they can provide to improving transportation and mobility within the county.
- Individual should have experience or interest in transportation.
- Consideration should be given to appointing a member who has sufficient remaining time in their term to allow full completion of their term on the VTA Board of Directors.
- Consideration should be given to reappointing members to consecutive terms.
- Prior service on the VTA Board of Directors or Policy Advisory Committee is advantageous.
- Previous service on a planning or land use commission is beneficial.
- Due to the institutional learning curve and the complexity and long-term regional effects of the policy decisions, consideration should be given to appointing members who demonstrate strength in these areas.
- It is important that appointees have sufficient available time to appropriately discharge their VTA Board of Directors duties and responsibilities.
- Individuals should be able to facilitate communication by appropriately representing the positions and concerns of their governing body while keeping that same body apprised of key VTA initiatives and issues.



## Santa Clara Valley Transportation Authority (VTA)

### Guidelines for Member Agency Appointments to the VTA Policy Advisory Committee

*The following information and suggestions are provided to assist local jurisdictions with appointing qualified, engaged and capable representatives to VTA's Policy Advisory Committee.*

#### **Overview of VTA**

VTA is an independent special district responsible for bus, light rail and paratransit operations; congestion management; specific highway improvement projects; countywide transportation planning; and voter-approved local sales tax programs, including the 2000 Measure A Transit Improvement Program. As such, VTA is both an accessible transit provider and multi-modal transportation planning and implementing organization involved with transit, highways and roadways, bikeways, and pedestrian facilities.

VTA is governed by its own appointed Board of Directors representing all jurisdictions within Santa Clara County. The Board has established five advisory committees to provide input, expertise and perspective in their assigned areas of responsibility. Advisory committees make recommendations to the Board, which makes the final decision.

#### **Policy Advisory Committee**

The Policy Advisory Committee (PAC) is a 16 voting-member committee comprised of one governing board member and alternate from each of the 15 cities within Santa Clara County and the County of Santa Clara. The PAC ensures that all local jurisdictions have an opportunity to participate in the development of VTA's policies. The committee's **mission statement** is:

The PAC represents the prioritized transportation policy views of the Member Agencies, individually and collectively, to the VTA Board of Directors. The PAC proposes approaches to transportation issues identified by the Board, VTA staff, and the PAC itself.

#### **Key information about the PAC**

- Meets the second Thursday of each month (July meeting is normally cancelled) at VTA's River Oaks Administrative Complex.
- Meetings begin at 4:00 PM and normally last 60-90 minutes.
- Agendas are actively managed to promote reasonable adjournment by 5:15 – 5:30 p.m. for those who have to attend Cities Association of Santa Clara County meetings immediately following.
- Appointments are for two years, commencing on January 1 and ending on December 31 of the following year. Members and alternates may be appointed to successive terms.
- Members of the VTA Board of Directors are not eligible to serve on the Committee, although Board alternates may be appointed. VTA employees are not eligible for membership.

**Expectations**

PAC members:

- Should be able to devote, on average, two to four hours per month, which includes meetings and time to review agenda packets in order to be prepared.
- Represent the interests of their jurisdiction while endeavoring to achieve regional consensus.
- Should be able to work cooperatively in a multi-jurisdictional setting.
- Should be able to attend consistently.
- Are responsible for keeping their respective jurisdictions informed of key issues, facilitating communication between those entities and VTA, and helping build the consensus necessary to make policy decisions. (This is a provision of the PAC bylaws.)

**Suggested Guidelines for PAC Appointments**

*The following is offered for Member Agency consideration when appointing representatives to the PAC. They are suggestions only, not requirements. It is each appointing jurisdiction's prerogative to appoint its representative of choice, provided that individual meets VTA's pre-established membership requirements for the position.*

When evaluating prospective appointees to the PAC, please give consideration to the following factors and attributes in determining your appointee:

- Consideration should be given to appointing a member based on the value and expertise they can provide to improving transportation and mobility within the county.
- Individual should have experience or interest in transportation.
- Prior service on the PAC, VTA Board of Directors or any other VTA committee or policy advisory board is advantageous.
- Previous service on a planning or land use commission is advantageous.
- Due to the institutional learning curve and the complexity and long-term regional effects of the policy issues considered, consideration should be given to appointing members who demonstrate strength in these areas.
- Consideration should be given to appointing a member who has sufficient remaining time in their term to allow full completion of their term on the PAC.
- Consideration should be given to reappointing members to consecutive terms.
- It is important that appointees have sufficient available time to appropriately discharge their PAC duties and responsibilities.
- Individuals should be able to facilitate communication by appropriately representing the positions and concerns of their governing body while keeping that same body apprised of key VTA initiatives and issues.