

Chapter 2

BOARD OF DIRECTORS

Article I

In General

Sec. 2-1 Board directions to staff through General Manager.

Except for the purposes of inquiry and information, neither the Board of Directors nor any Director shall deal with any administrative officer or employee: (1) appointed by or under the General Manager except through the General Manager; or (2) by or under the General Counsel except through the General Counsel. Neither the Board nor any Director shall give orders to the subordinates of the General Manager or General Counsel, either publicly or privately.

Sec. 2-2. Directors ineligible for VTA employment.

No Director, during the term of office or for two years thereafter, shall be eligible for appointment to any VTA office, position or employment carrying compensation, exclusive of travel and other authorized expenses.

Secs. 2-3 - 2-10. Reserved.

Article II

Members

Sec. 2-11. Generally.

The Board of Directors consists of 12 voting members **who are appointed by their respective appointing agencies** as provided in Public Utilities Code Section 100060 on the basis of the appointees' expertise, experience or knowledge relative to transportation issues.

Sec. 2-12. Alternates.

Alternate members shall regularly attend Board meetings and sit for and vote in the place of a Director for his or her City or County Grouping if the Director is absent.

Sec. 2-13. City and County groupings; selection of Directors and alternates.

Groupings of cities and the County which appoint Directors and alternates to the Board are as follows:

Group Number	Grouping	Representatives
1	San Jose	5 Directors
		1 alternate
2	Los Altos	1 Director
	Los Altos Hills	1 alternate
	Mountain View	
	Palo Alto	
3	Campbell	1 Director
	Cupertino	1 alternate
	Los Gatos	
	Monte Sereno	
	Saratoga	
4	Gilroy	1 Director
	Morgan Hill	1 alternate
5	Milpitas	2 Directors
	Santa Clara	1 alternate
	Sunnyvale	
6	County of Santa Clara	2 Directors
		1 alternate

Sec. 2-14. Selection of Directors and alternates by city/county groupings.

Procedures for the selection of Directors and alternates to the Board for groups 2, 3, 4 and 5 as described in this Code shall be determined by the cities of each respective grouping.

Appointing authorities are strongly encouraged, where possible, to: (1) appoint individuals with appropriate experience and qualifications in transportation; (2) ensure that there is sufficient remaining time in the elected official's term of office to allow full completion of their term as a Director; and (3) reappoint representatives to consecutive terms.

Sec. 2-15. Ex-Officio Directors.

Metropolitan Transportation Commissioners who reside in Santa Clara County, and who are not members or alternate members of the Board of Directors by virtue of Public Utilities Code Section 100060, shall be invited to serve as Ex-Officio members of the Board of Directors. Upon acceptance as Ex-Officio Board members, they shall be invited to, and they may regularly attend, Board meetings, including Closed Sessions, but their presence shall not be counted for purposes of establishing a quorum, they shall have no voting rights, and they shall not serve on the standing committees of the Board.

(Added Resolution 99.05.11, §1, 5/6/99; Amended Resolution 07.12.28, §2, 12/13/07.)

Secs. 2-16 - 2-25. Reserved.

Article III

Board Officers

Sec. 2-26. Generally.

The officers of the Board shall be the Chairperson and Vice Chairperson who shall be elected annually by the Board from its voting membership. Only directors, not alternates, are eligible to serve as Chairperson or Vice Chairperson. The Chairperson and Vice Chairperson shall serve a one-year term coinciding with the calendar year. Elections shall be conducted the last meeting of the calendar year, where practical.

The Chairperson or Vice Chairperson positions shall be rotated annually according to the permanent rotational schedule established by the Board in January 1997 to ensure Board leadership is balanced between the smaller city groups (Groups 2, 3, 4 and 5), the City of San Jose and the County of Santa Clara:

Chairperson

City of San Jose
Smaller city groups
County of Santa Clara
Smaller city groups

Vice Chairperson

Smaller city groups
County of Santa Clara
Smaller city groups
City of San Jose

Any Board member can be nominated for the Chairperson or Vice Chairperson position that is assigned to his or her collective group.

At the meeting immediately preceding the final meeting of the year, the Board Chairperson shall inform members of the upcoming election process and instruct any members interested in being considered for the Board Chairperson or Vice Chairperson positions to submit a letter of interest to the VTA Board Secretary by the end of that month. The Board shall accept nominations from the floor and consider letters of intent received to elect its Chairperson and Vice Chairperson for the next year.

(Amended Resolution No. 98.01.01, 1/8/98.)