

Date: October 1, 2007  
Committee Meeting Date: October 11, 2007  
Board Meeting Date: November 1, 2007  
ACTION  X  DISCUSSION   INFO

**BOARD MEMORANDUM**

**TO:** Policy Advisory Committee  
Santa Clara Valley Transportation Authority  
Board of Directors

**THROUGH:** Michael T. Burns  
General Manager

**FROM:** Jim Lawson  
Government Affairs Manager

**SUBJECT:** Amendments to the Policy Advisory Committee Bylaws Modifying the  
Quorum and Voting Requirements

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**RECOMMENDATION:**

Approve the following amendments to the Policy Advisory Committee (PAC) bylaws requested by the PAC but that incorporate modifications approved in concept by the Board of Directors:

- 1) Section 5.4 to change the **quorum requirement** from majority of total authorized membership to majority of total appointed members or seven, whichever is greater.
- 2) Section 5.4 to change the **voting requirement** to permit a majority of the quorum to pass an item, provided that if the number of votes approving any recommendation is less than the quorum, then the minutes of the meeting shall contain a notation that the item was passed by less than a majority of the *total appointed membership*
- 3) Section 4.1 to require that the PAC Chairperson shall indicate during his/her verbal report to the Board when the number of votes approving any recommendation is less than a quorum.

**BACKGROUND:**

The PAC is a sixteen-member committee representing the Member Agencies that comprise VTA, which are the 15 cities in the county and the County of Santa Clara. It consists of one elected official from each Member Agency and advises the VTA Board of Directors on policy issues. Its mission is to ensure that all jurisdictions within the county have input to the development of VTA's policies. The PAC bylaws provide for each Member Agency to appoint

one member and one alternate, with the alternate serving when the PAC member cannot attend. The bylaws also govern meeting procedures.

All advisory committee bylaws must be consistent with the VTA Administrative Code. A majority of a committee's authorized membership is required to amend committee bylaws. The VTA Board of Directors must approve all amendments to advisory committee bylaws.

At its April 2007 meeting, the PAC voted to request that the Board consider two major changes to the PAC bylaws. The first request was to change the definition of quorum from majority of total authorized membership to majority of appointed positions in order to eliminate from the total count a position to which a Member Agency has not made an appointment. The second request was to change the number of affirmative votes required to pass an item from "majority of total authorized membership" to "majority of quorum."

The Board considered the requested modifications at its June 7th meeting. Based on certain concerns expressed by Board members, Director Cortese volunteered to work with PAC Chair Chris Moylan to find areas of agreement and develop a revised proposal. Director Cortese and PAC Chair Moylan presented their jointly developed revised proposal to the Board at the August 2nd meeting, and the Board requested it be returned to the August 30th meeting for further discussion.

### **DISCUSSION:**

After considering the revised proposal developed by Director Cortese and PAC Chair Moylan, the Board incorporated additional changes requested by Board members and staff, then approved in concept the final modifications consisting of:

- Modifying the **quorum** provision from majority of total authorized membership to a majority of total *appointed* members or seven, whichever is greater.
- Changing the **voting** requirement from majority of authorized membership to majority of quorum present at the meeting.
- Requiring that for **recommendations to the Board approved by less than a quorum**, the record of the vote must prominently denote that the item was passed by less than a majority of the *total appointed membership*. This includes the PAC Chairperson's monthly verbal report to the Board of Directors.

The Board requested that these modifications be placed on the agenda for the next PAC meeting for formal adoption by that committee. Because the revised proposal approved in concept by the Board differs from the requested bylaw changes approved by the PAC in April, formal approval by PAC of the final modifications is required. If approved by the PAC as submitted, the final modifications will be submitted to the Board at its November 1st, 2007 meeting for final adoption by means of a resolution amending the PAC bylaws and, where necessary, the VTA Administrative Code. Due to a scheduling conflict, adoption of the resolution was removed from the October 4th, 2007 Board agenda and moved to the November meeting.

**ALTERNATIVES:**

The Committee may accept, reject or modify the proposed amendments. However, any modification will require the subsequent approval of the Board of Directors.

**FISCAL IMPACT:**

There is no fiscal impact associated with amending the PAC bylaws.

Prepared by: Stephen Flynn, Sr. Management Analyst  
Reviewed by: Suzanne Gifford, General Counsel

BYLAWS FOR THE POLICY ADVISORY COMMITTEE (continued)

Article IV  
OFFICERS

§4.1 Chairperson and Vice Chairperson

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The chairperson shall preside at all meetings of the Committee and represent the Committee before the Board of Directors. The PAC chairperson shall consult and collaborate with the chairperson of the Board of Directors on a regular basis to coordinate and align the PAC Work Plan with the objectives and needs of the Board and shall provide to the Board at each of its meetings a verbal report on the previous PAC meeting and any concerns of that committee. The chairperson, in consultation with the Committee staff liaison, may identify items of interest for future agendas that are relevant to the Committee's duties and responsibilities. If the number of votes approving a recommendation was less than a quorum, the Chairperson shall bring this to the attention of the Board.

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Article V  
MEETINGS

§5.4 Quorum; Vote; Committee of the Whole

The presence of ~~9~~ a majority of appointed members ~~membership~~ ~~members~~ or seven members, whichever is greater, shall constitute a quorum for the transaction of business. All acts of the Committee shall require the presence of a quorum and the affirmative vote of a majority of the quorum. If the number of votes approving any recommendation is less than a quorum, the minutes of the meeting shall contain a notation that the item was passed by less than a majority of the total appointed membership.

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