

Date: \_\_\_\_\_ September 19, 2007

Committee Meeting Date: \_\_\_\_\_ N/A

Board Meeting Date: \_\_\_\_\_ October 4, 2007

**BOARD MEMORANDUM**

ACTION   X   DISCUSSION \_\_\_\_\_ INFO \_\_\_\_\_

**TO:** Santa Clara Valley Transportation Authority  
Board of Directors

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

**FROM:** Jim Lawson  
Government Affairs Manager

**SUBJECT:** Amendment to the Policy Advisory Committee Bylaws and VTA  
Administrative Code Modifying the Quorum and Voting Requirements

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**Policy-Related Action: Yes**

**Government Code Section 84308 Applies: No**

**RECOMMENDATION:**

Adopt a Resolution:

- 1) Amending Section 5.4 of the PAC bylaws to change the **quorum requirement** from majority of total authorized membership to majority of total appointed members or seven, whichever is greater.
- 2) Further amending 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 a 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*; and amending Section 4.1 to require that the PAC Chairperson also shall bring this to the attention of the Board during his/her verbal report to the Board.
- 3) Amending Section 4-17 of the VTA Administrative Code to allow implementation of these modifications.

Further, if this action is adopted by the VTA Board, recommend that the quorum and voting requirement modifications be agendized for the next PAC meeting to establish an effective date and for formal adoption by the PAC into its bylaws.

**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."

These proposed modifications were considered by the Board at the June 7th meeting, during which Director Cortese volunteered to work with PAC Chair Chris Moylan to find areas of agreement and develop a revised proposal. Proposed revisions were again discussed at the August 2nd meeting. At this same meeting, the Board approved a revised proposal to modify the quorum provision from majority of total authorized membership to a majority of total appointed members or seven, whichever is greater, and deferred discussion of voting requirements to the August 30th meeting.

At the August 30<sup>th</sup> meeting, Director Cortese and PAC Chair Moylan proposed the following changes to the voting requirements:

- Change the voting requirement from majority of authorized membership to majority of quorum present at the meeting.
- Require 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 approved the revised proposal in concept and directed staff to prepare the necessary language to incorporate it into the PAC bylaws and, if necessary, into the VTA Administrative Code.

## **DISCUSSION:**

Changes to the PAC bylaws and VTA Administrative Code necessary to implement the revised proposal approved in concept by the Board are presented for Board adoption. The modifications to the PAC bylaws are shown on Attachment A (Sections 4.1 and 5.4) and the corresponding amendment to the VTA Administrative Code is shown on Attachment B (Section 4-17).

**ALTERNATIVES:**

The Board may accept, reject or modify the recommended amendments.

**FISCAL IMPACT:**

There is no fiscal impact associated with amending the PAC bylaws or the VTA Administrative Code.

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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**SANTA CLARA VALLEY  
TRANSPORTATION AUTHORITY**

**ADMINISTRATIVE CODE**

**Chapter 4**

**ADVISORY BOARDS AND COMMITTEES**

**Article I**

**In General**

**Sec. 4-1. Establishment; appointments.**

Advisory boards and committees may be established by the Board and, except as otherwise provided, their members shall be nominated by the Chairperson and appointed by the Board. Except as otherwise provided, membership terms shall be for one year, coinciding with the calendar year. Unless otherwise provided by by-laws, members may be re-appointed for successive terms at the discretion of the appointing authority and vacancies shall be filled by the body which made the initial appointment. VTA employees shall not be eligible for appointment to advisory committees. *(Amended Resolution 97.03.5, §3, 3/6/97; Amend.Motion 6/5/03; Amended Resolution 04.12.22, §3, 12/9/2004.)*

**Sec. 4-2. Duties.**

Advisory boards and committees shall provide advice to the Board on matters of VTA policy and shall have additional duties as assigned by the Board. No advisory board or committee shall have independent duties or authority to take actions that bind the Board, except for the Citizens Advisory Committee when acting in its capacity as the Citizens Watchdog Committee as specified in the 2000 Measure A Transit Sales Tax ballot. *(Amended Resolution 04.12.22, §3, 12/9/2004.)*

**Sec. 4-3. Bylaws.**

Each advisory board and committee shall adopt bylaws, which shall be approved by the Board, for the conduct of its business. The adopted and approved bylaws shall govern the proceedings of the board or committee to the extent they are not inconsistent with this Code or law. Bylaws may be amended by the committee by the affirmative vote of a majority of its total authorized membership and with the approval of the Board of Directors. *(Amended..Resolution 04.03.02, §4, 3/4/04)*

**Sec. 4-4. Staff support; expenses.**

Agendas, public noticing, minutes and other staff services shall be furnished to advisory boards and committees as directed by the General Manager. Except for the Citizens Advisory Committee when acting in its capacity as the Citizen's Watchdog Committee as specified in the 2000 Measure A Transit Sales Tax ballot, no expenditures or requisitions for services and supplies shall be made by advisory boards and committees. No individual member of an advisory board or committee shall be entitled to reimbursement for travel or other expenses except as authorized by the Board. (*Amended Resolution 97.03.5, §4, 3/6/9; Amended Resolution 04.12.22, §4, 12/9/2004; Amended Resolution 04.12.22, §3, 12/9/2004.*)

**Sec. 4-5. Election of chairperson and vice chairperson.**

Each advisory board and committee shall elect from its membership a chairperson to preside at all meetings and a vice chairperson, who, in the event of the chairperson's absence or inability to act, shall serve as chairperson. (*Amended Resolution 97.03.5, §5, 3/6/97.*) (*Amended Resolution 04.03.02, §4, 3/4/04*)

**Sec. 4-6. Reimbursement for Expenses to Travel to and from Board and Committee Meetings.**

VTA shall reimburse to each Advisory Board and Advisory Committee member, upon request thereof, the actual cost of travel to and from a scheduled Advisory Board or Committee or subcommittee meeting. Cost of travel consists of actual fare paid if by public transportation or paratransit, and current IRS mileage rate if by automobile. (*Added Resolution 01.04.24, 4/5/01*) (*Amended Resolution 04.03.02, §4, 3/4/04*)

**Secs. 4-7 - 4-15. Reserved.**

**Article II**

**Meetings**

**Sec. 4-16. Meetings.**

Unless otherwise provided, each advisory board and committee shall meet at least once a quarter. The times and locations of its regular meetings shall be established in its bylaws. All meetings shall be called, noticed and conducted in accordance with the applicable provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code). The General Manager and General Counsel shall be given notice of all advisory board and committee meetings.

**Sec. 4-17. Quorum; vote; committee of the whole.**

A majority of the total authorized membership of the advisory board or committee constitutes a quorum for the transaction of business, unless the committee or board bylaws provide otherwise. ~~a~~All acts of the body shall require either the affirmative vote of a majority of its total authorized membership, or if the committee or board bylaws so provide, the affirmative vote of the majority of the members present so long as a quorum is present. At any regularly called meeting not held because of the lack of a quorum, the members present may constitute themselves a “committee of the whole” for the purposes of discussing matters on the agenda of interest to the committee members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

*(Amended Resolution 97.03.5, §6, 3/6/97; Motion, Item #10, 12-12-02)*

**Secs. 4-18 - 4-25. Reserved.**

**Article III**

**Policy Advisory Committee, Technical Advisory Committee,  
Citizens Advisory Committee**

**Sec. 4-26. Policy Advisory Committee.**

(a) Membership. A Policy Advisory Committee is established consisting of sixteen members and their alternates, who are elected officials, as follows: one governing board member from each Member Agency governing board and an alternate for each member, who also shall be a governing board member, shall be appointed by their respective governing board for a two-year term. The alternate representing the County Board of Supervisors may be selected from a Member Agency city council. If a member or an alternate ceases to hold office on the governing board from which he or she was appointed, the appointing body shall appoint another member or alternate for the remainder of the term. No Director shall be appointed to serve on the committee, although alternate Board members may be appointed to the committee. Committee bylaws may establish further restrictions on qualifications for membership. *(Amend. Motion 6/5/03; Amended Resolution 04.12.22, §3, 12/9/2004.)*

(b) Duties. It shall be the duty of the committee to advise the Board on:

- 1) Policy issues referred to the committee by either the Board or the General Manager
- 2) The countywide transportation plan (Valley Transportation Plan), the Short-Range Transit Plan (SRTP), development of the annual or biennial budget, and tariff and service modifications.

The Committee may also advise the Board of Directors with respect to any policy matter the members determine to be relevant to their Member Agency or to VTA.

Resolution No. \_\_\_\_\_

**A RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)  
AMENDING THE QUORUM PROVISION, THE VOTING REQUIREMENT, AND THE  
DUTIES OF THE CHAIRPERSON OF THE POLICY ADVISORY COMMITTEE (PAC)  
BYLAWS AND AMENDING THE ADMINISTRATIVE CODE TO BE CONSISTENT  
WITH THESE AMENDMENTS**

WHEREAS, the Board of Directors has expressed its desire to receive consistent input from the Policy Advisory Committee;

WHEREAS, the current quorum provision of the PAC bylaws requires that a majority of total authorized members be in attendance at a meeting in order for the Committee to conduct business;

WHEREAS, the PAC has expressed that the current quorum and voting requirements hamper PAC's ability to conduct its business and provide more meaningful input to the Board of Directors;

WHEREAS, the PAC requested that the Board of Directors amend the PAC bylaws to lower the quorum requirement to enhance PAC's ability to take action on items;

WHEREAS, the PAC requested that the Board of Directors amend the PAC bylaws to lower the number of affirmative votes required to pass an item, to correlate with the lower quorum requirement;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Santa Clara Valley Transportation Authority:

Section 1. Amendments to Sections 4.1 and 5.4 of the Policy Advisory Committee Bylaws, as set forth in Attachment A hereto, are hereby approved.

Section 2. Section 4-17 of the Administrative Code is amended as set forth in Attachment B hereto.

PASSED AND ADOPTED by the Santa Clara Valley Transportation Authority Board of Directors on October 4, 2007 by the following vote:

AYES: DIRECTORS

NOES: DIRECTORS

ABSENT: DIRECTORS

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DEAN J. CHU, Chairperson  
Board of Directors

ATTEST:

APPROVED AS TO FORM:

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MARIA MARINOS, Secretary  
Board of Directors

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SUZANNE B. GIFFORD, General Counsel