BOARD OF DIRECTORS' WORKSHOP MEETING

Friday, June 6, 2014

9:00 AM

PLEASE NOTE MEETING DATE, TIME, AND LOCATION

VTA Auditorium
3331 North First Street
San Jose, CA

AGENDA

To help you better understand, follow, and participate in the meeting, the following information is provided:

- Persons wishing to address the Board of Directors on any item on the agenda or not on the agenda should complete a blue card located at the public information table and hand it to the Board Secretary staff prior to the meeting or before the item is heard.

- Speakers will be called to address the Board when their agenda item(s) arise during the meeting and are asked to limit their comments to 2 minutes. The amount of time allocated to speakers may vary at the Chairperson's discretion depending on the number of speakers and length of the agenda. If presenting handout materials, please provide 25 copies to the Board Secretary for distribution to the Board of Directors.

- All reports for items on the open meeting agenda are available for review in the Board Secretary’s Office, 3331 North First Street, San Jose, California, (408) 321-5680, the Monday, Tuesday, and Wednesday prior to the meeting. This information is available on our website, www.vta.org, and also at the meeting. Any document distributed less than 72-hours prior to the meeting will also be made available to the public at the time of distribution. Copies of items provided by members of the public at the meeting will be made available following the meeting upon request.

In accordance with the Americans with Disabilities Act (ADA) and Title VI of the Civil Rights Act of 1964, VTA will make reasonable arrangements to ensure meaningful access to its meetings for persons who have disabilities and for persons with limited English proficiency who need translation and interpretation services. Individuals requiring ADA accommodations should notify the Board Secretary’s Office at least 48-hours prior to the meeting. Individuals requiring language assistance should notify the Board Secretary’s Office at least 72-hours prior to the meeting. The Board Secretary may be contacted at (408) 321-5680 or e-mail: board.secretary@vta.org or (408) 321-2330 (TTY only). VTA’s home page is on the web at: www.vta.org or visit us on Facebook at:
NOTE: THE BOARD OF DIRECTORS MAY ACCEPT, REJECT OR MODIFY ANY ACTION RECOMMENDED ON THIS AGENDA.

3331 N. First St., San Jose, California is served by bus lines *58 and Light Rail. (*58 no midday service)

For trip planning information, contact our Customer Service Department at (408) 321-2300 between the hours of 6:00 a.m. to 7:00 p.m. Monday through Friday and 7:30 a.m. to 4:00 p.m. on Saturday. Schedule information is also available on our website, www.vta.org.
1. CALL TO ORDER AND ROLL CALL

1.1 ROLL CALL

2. PUBLIC COMMENT

This portion of the meeting is reserved for persons desiring to address the Board of Directors on any item within the Board's jurisdiction. Speakers are limited to 2 minutes. The law does not permit Board action or extended discussion of any item not on the agenda except under special circumstances. If Board action is requested, the matter can be placed on a subsequent agenda. All statements that require a response will be referred to staff for reply in writing.

3. WORKSHOP ITEMS


4. OTHER ITEMS

4.1. ANNOUNCEMENTS

5. ADJOURN
BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
    Board of Directors and Executive Team

FROM: Ash Kalra, Board Chairperson
      Nuria I. Fernandez, General Manager

SUBJECT: Taking an Excellent Board to the Next Level

THE JUNE 6 HIGH-IMPACT GOVERNING WORK SESSION

Our High-Impact Governing Work Session, from 9 to 11 a.m. on June 6, will be a critical milestone in the ongoing process of developing the VTA Board of Directors’ governing capacity and ensuring that the Board-General Manager working partnership remains close, positive, and productive over the long run. This is the perfect time to take this next step on the governance road. Most important, we will be building on a firm foundation consisting of:

- Dedicated Directors who are already doing a very capable job of governing VTA but are committed to providing even higher-impact leadership to meet the challenges facing the Authority in these rapidly changing times.
- An operationally sound, financially stable transportation organization that is generally well-regarded by Santa Clara County residents.
- A diverse Board of Directors that is broadly representative of the Valley Region
- A General Manager and Executive Team who welcome stronger Board leadership and are prepared to provide the Board with the support required to take its leadership to the next level.

It is also important to keep in mind that recent dramatic advances in the rapidly changing field of public/nonprofit governance provide VTA with powerful new governing techniques and methodologies that can be employed in taking the VTA Board’s governing performance to the next level.

HIGH-IMPACT GOVERNING WORK SESSION GOALS

Our June 6 High-Impact Governing Work Session, which will be facilitated by author and consultant Doug Eadie, will focus on achieving the following five goals:
1. Familiarize work session participants with major developments in the field of public/nonprofit governance, in terms of the board governing role and detailed governing work, board governing processes, board self-management capacity, board structure, and the board-CEO working relationship.

2. Provide Strategic Governing Team members with an opportunity to discuss how VTA can capitalize on advances in the field of public/nonprofit governance in taking VTA governance to the next level.

3. Identify VTA governance issues and brainstorm opportunities to address them through fine-tuning the Board’s governing processes and structure.

4. Discuss practical ways to ensure that the Board’s working relationship with its new General Manager remains close, positive, and productive over the long run.

5. Consider practical ways to follow-through on the High-Impact Governing Work Session, ensuring that VTA realizes a powerful return on its investment of time and money in the Work Session.

AN INFORMAL, INTERACTIVE WORK SESSION

We have asked Doug Eadie to provide a detailed briefing on developments in the evolving field of public/nonprofit governance on June 6. However, there will be ample time during our two hours together for active discussion and brainstorming. We want the atmosphere to be informal, with Board and executive team members working collegially as fully participating members of what Doug Eadie describes as the “Strategic Governing Team.”

THE RAPIDLY CHANGING PUBLIC/NONPROFIT GOVERNANCE FIELD

The mother field of public/nonprofit governance, within which transportation governance fits, has gone through a dramatic transformation in recent years. It is now widely recognized that the detailed work of governing involves much more than the old fashioned notion of “policy making,” as this contemporary definition indicates:

When a board governs, it plays a leading role - in close partnership with the CEO and executive team members - in making decisions and judgments that answer, over and over again, three key questions: (1) What do we want our transportation authority to become over the long run? (2) What should our transportation authority be right now in terms of services and budget? and (3) How is our transportation authority doing: operationally, financially, and administratively? In answering these three questions, a board makes decisions and judgments that flow along four major governing “streams:”

- Board self-management of its own governing performance
- Strategic and operational planning/budget development
- Performance oversight/monitoring
- External/stakeholder relations

It is also now widely recognized that the old-fashioned we-they (sometimes called “legislative”)
approach to governing - with the board doing its exclusive governing work at arms-length from the chief executive and executive team, who concentrate on management and administration - is totally unworkable. What has replaced this outdated, adversarial view of governing is the concept of the “Strategic Governing Team:” the board, CEO, and executive team members working closely together in getting the highly complex, high-stakes work of governing accomplished.

Memo No. 4618

ABOUT OUR JUNE 6 FACILITATOR

Author and consultant Doug Eadie, President & CEO of Doug Eadie & Company (www.dougeadie.com), has been retained to facilitate our June 6 High-Impact Governing Work Session. Over the past 25 years, Doug has assisted over 500 public/nonprofit organizations, including such clients as the Ann Arbor Area Transportation Authority, the Capital District Transportation Authority, the Fort Worth Transportation Authority, the Metropolitan Atlanta Rapid Transit Authority, the Port Authority of Allegheny County, the Spokane Transit Authority, the Utah Transit Authority, and the Washington Metropolitan Area Transit Authority, among many other clients. Through his 21 books and over 100 articles, Doug has played a leading role in shaping the field of public/nonprofit leadership and management. His books include the just-released The Board-Savvy CEO: Building a High-Impact Board-CEO Partnership; Leading Out-of-the-Box Change; the award winning Extraordinary Board Leadership; and the best-selling Meeting the Governing Challenge and Building a Rock-Solid Partnership With Your Board.

Before founding Doug Eadie & Company, Doug served in a number of senior executive positions in the public and nonprofit sectors, and he also served as a Peace Corps teacher in Addis Ababa, Ethiopia for three years. A Phi Beta Kappa graduate of the University of Illinois at Champaign-Urbana, Doug received his master of science in management degree from the Weatherhead School of Case Western Reserve University.