

# **BYLAWS FOR VTA's BART SILICON VALLEY PHASE II OVERSIGHT COMMITTEE**

## **Article I GENERAL PROVISIONS**

### **§1.1 Purpose**

These bylaws govern the proceedings of VTA's BART Silicon Valley Phase II (VTA BSV II) Oversight Committee, an advisory committee established by the Board of Directors of the Santa Clara Valley Transportation Authority (VTA).

### **§1.2 Construction of Bylaws**

Unless the provisions or the context of these Bylaws otherwise require, the general provisions, rules of construction and definitions set forth in Chapter 1 of the VTA Administrative Code will govern the construction of these Bylaws. As used in these Bylaws, "Committee" means VTA's BART Silicon Valley Phase II Oversight Committee. These Bylaws will govern the Committee's proceedings to the extent they are not inconsistent with VTA's Administrative Code or law.

### **§1.3 Definitions**

- a. As used in these bylaws, "VTA's BART Silicon Valley Phase II project" and "VTA BSV II project" mean the second phase of VTA's 16.1-mile BART Silicon Valley (BSV) Program extension of the regional Bay Area Rapid Transit (BART) system; the Phase II Extension is an approximately six-mile extension of BART service from its current terminus at the Berryessa area of San José through downtown San José into Santa Clara.
- b. As used in these bylaws, "VTA BSV II Committee," "BSV II Committee," "BSV II Oversight Committee." or "Committee" means VTA's BART Silicon Valley Phase II Oversight Committee.
- c. As used in these bylaws, "Board of Directors," or "Board" means the Board of Directors of the Santa Clara Valley Transportation Authority (VTA).
- d. As used in these bylaws, "chairperson" means the chairperson of the VTA BSV II Committee unless otherwise indicated.
- e. As used in these bylaws, "vice chairperson" means the vice chairperson of the Committee.
- f. As used in these bylaws, "secretary" means the secretary for the Committee.
- g. As used by these bylaws, "Auditor General" means VTA's Auditor General.

**Article II**  
**DUTIES AND AUTHORITY**

**§2.1 Mission, Duties, and Responsibilities**

The VTA BSV II Committee is an advisory committee to the VTA Board of Directors. Its mission, duties, and responsibilities are:

**MISSION:**

The purpose of the VTA BSV II Committee is to provide oversight and guidance on the delivery of the VTA BSV II project. Committee members will offer independent perspectives, review project progress, budget, forecasts, and schedule, assess key milestones, and provide guidance on mitigating potential risks and resolving issues that may arise during the project's life cycle.

**DUTIES and RESPONSIBILITIES:**

Activities of the Committee may include, but are not limited to:

Provide general oversight of all activities relating to the VTA BSV II project, including, but not limited to:

1. Review and approve the Committee's workplan.
2. Request and receive reports from the VTA BSV II Project team (both VTA staff and consultants) and provide input and feedback.
3. Request and receive reports from the Auditor General and provide input and feedback.
4. Provide information and recommendations to the VTA Board of Directors on activities relating to the VTA BSV II project.
5. Submit periodic reports for VTA Board of Directors' meetings highlighting the activities of the Committee.
6. Provide guidance and assist in the effective communication and dissemination of project information to ensure residents and stakeholders are well informed.
7. Periodically convene, as needed, closed session meetings to discuss confidential and/or sensitive information in conformance with the Ralph M. Brown Act.

Additionally, Committee members will:

- A. Commit to reviewing materials in advance of the meetings and being prepared to participate in discussion and problem solving during the meetings.
- B. Agree to commit to work in good faith toward the objectives and outcomes for the work outlined in its charter and in these bylaws.
- C. Refrain from discussing sensitive/confidential information.

## **2.2 Limitations on Authority**

The VTA BSV II Committee serves in an advisory capacity to the Board of Directors. It will have no independent duties and no authority to take actions that bind VTA or the Board of Directors. No expenditures or requisitions for services and supplies will be made by the Committee except as authorized under the VTA Administrative Code or by the Board of Directors and no individual member thereof will be entitled to reimbursement for travel or other expenses except as authorized by the Board of Directors or the General Manager.

The Committee is authorized to request that the Auditor General, utilizing the Board-approved allowance in the contract for VTA Auditor General services, independently arrange and manage external independent expert services in support of the Committee's mission and duties.

### **Article III MEMBERSHIP**

#### **§3.1 Membership**

The VTA BSV II Committee is comprised of select VTA Board Members, VTA alternate board members, and ex officio members. Appointments to the Committee will be recommended by the VTA Board Chairperson and approved by the Board.

Voting membership will consist of six voting members. Preferable voting membership may include members from the Cities of San José and Santa Clara, a member from the County of Santa Clara Board of Supervisors, and other VTA Board members, including Board ex-officio members.

In addition, the Committee may include up to three non-voting ex-officio members. The Board Chairperson, in consultation with the Committee Chairperson, will recommend appointment of individuals to those positions for Board approval.

VTA employees are not eligible for membership. A voting member is automatically removed from the Committee when they cease to hold elected office on the governing board from which they were appointed and thus are no longer a VTA Board member, a VTA alternate board member, or a VTA Board ex officio member.

#### **§3.2 Members' Terms**

The term of membership of each Committee member will be one year, generally coinciding with the calendar year. Members may be appointed to successive terms.

#### **§3.3 Vacancies**

Vacancies will be filled by recommendation from the Board Chairperson and with approval of the Board.

## **Article IV OFFICERS**

### **§4.1 Chairperson and Vice Chairperson**

The Board Chairperson will recommend, and the Board will appoint the chairperson of the BSV II Committee each year from the Committee's membership. The Committee will elect a vice chairperson at its first meeting of the calendar year, where practicable. Both the chairperson and vice chairperson will serve one-year terms, generally coinciding with the calendar year. Only voting members are eligible to serve in these positions.

In the event of a vacancy in the chairperson's position, the vice chairperson will serve as chairperson until the Board approves the replacement chairperson. In the event of a vacancy in the vice chairperson's position, the Committee will elect a successor from its membership to fill that position for the remainder of the vice chairperson's term.

The chairperson will preside over all meetings of the Committee and represent that body before the VTA Board of Directors. The chairperson will serve as ex-officio, non-voting member of VTA's Governance & Audit Committee, and is also responsible for providing to the Board at its meetings a verbal report on the previous BSV II Committee meeting and any concerns of the Committee. The chairperson, in consultation with the Committee liaison, may identify items of interest for future agendas that are relevant to the Committee's mission and duties.

The vice chairperson will perform the duties of the chairperson when the chairperson is absent.

### **4.2 Secretary**

The Secretary of the Board of Directors will furnish clerical services to prepare and distribute the Committee's agendas, notices, minutes, correspondence, and other documents and will assign an employee to attend each meeting of the Committee to serve in the capacity as the Committee's secretary. The secretary will maintain a record of all proceedings of the Committee as required by law and will perform other duties as provided in these bylaws.

### **4.3 Committee Liaison**

The Auditor General (AG) or an independent consultant (who are not current or former VTA staff or consultants to the BSV II Project) will serve at the discretion of the Committee or Board as liaison to the Committee.

The AG has the responsibility to carry out its duties in accordance with VTA's Administrative Code. In the course of the AG's work, for the purpose of the Committee the appropriate professional standards will be followed by AG staff as promulgated by the appropriate professional standards setting bodies. Reports issued by the AG should include a statement that the work was performed and conducted pursuant to the appropriate standards or disclose any non-conformance with standards, as required.

Additionally, the AG and AG staff may also perform consulting services that are advisory in nature. The nature and scope of these services will be communicated to the Committee, and in performing these services, the AG and AG staff will maintain objectivity, and will not assume management responsibility.

The Committee liaison will support and staff the Committee by performing the duties and responsibilities summarized as, but not limited to, the following:

- a) Assist the Board, through the BSV II Oversight Committee, in identifying risks and evaluating risk mitigation plans, tracking and monitoring project related issues identified by the Board, and providing periodic monitoring reports related to the project.
- b) Coordinate project status updates with the General Manager, General Counsel, and VTA BSV II Project Team, and provide feedback to ensure that the Board is properly and timely informed on the project's status, including risk mitigation efforts.
- c) Provide, arrange, and manage specialized expert services requested by the Committee.
- d) Perform independent analysis in key areas related to the project.
- e) Coordinate, preview, and provide feedback on Committee presentations to help ensure accuracy, clarity, and that the information is presented in an understandable manner.
- f) Coordinate and participate in periodic meetings with the Committee Chair, Vice Chair, Board Chair, and other members of the Board for discussion, observations, direction, input, and feedback related to the project and the Committee.
- g) Prepare Committee work plans and coordinate Committee agendas.
- h) Other duties as assigned by the Committee.

## **Article V** **MEETINGS**

### **§5.1 Regular Meetings**

Regular meetings dates, times and locations will be established by the Committee in consultation with the Committee liaison. The Committee liaison will coordinate with the VTA General Manager/CEO and Secretary of the Board of Directors. Efforts will be made to establish regularly recurring meeting dates that maximize Committee member attendance. The Committee will initially meet at least once per month. If it is later determined less frequent meetings are necessary, then at least once per quarter, unless the Committee's activities are temporarily suspended.

Whenever a regular meeting falls on a holiday observed by VTA, the meeting will be held on another day or, in consultation with the Committee liaison who will then coordinate with the VTA General Manager/CEO and Secretary of the Board of Directors, canceled at the direction of the Committee Chairperson. A rescheduled regular meeting will be designated as a regular meeting.

## **§5.2 Special Meetings**

A special meeting may be called by the chairperson. The meeting will be called and noticed as provided in Section 5.3 below. (For a general description of the noticing procedures, see the Rules of Procedure of the Board of Directors.)

## **§5.3 Calling and Noticing of Meetings**

All meetings will 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 Secretary will ensure that the General Manager/CEO and General Counsel are given notice of all meetings. The Committee will meet at least once every three months unless the Committee's activities are suspended.

## **§5.4 Quorum; Vote; Committee of the Whole**

The presence of a majority of the voting members will constitute a quorum for the transaction of business. All acts of the Committee will require the presence of a quorum and the affirmative vote of a majority of the voting membership. At any regularly called meeting not held because of a lack of a quorum, the members present may constitute themselves a "committee of the Whole" for the purpose of discussing matters on the agenda of interest to the Committee members present. The committee of the whole will automatically cease to exist if a quorum is present at the meeting.

## **§5.5 Thirty Minute Rule**

If a quorum has not been established within thirty minutes of the noticed starting time for the meeting, the secretary and clerical support staff may be excused from further attendance at the meeting.

## **§5.6 Matters Not Listed on the Agenda Requiring Committee Action**

Except as provided below, a matter requiring Committee action will be listed on the posted agenda before the Committee may act upon it.

### **§5.7 Impertinence; Disturbance of Meeting**

Any person making personal, impertinent, or indecorous remarks while addressing the Committee may be barred by the chairperson from further appearance before the Committee at that meeting, unless permission to continue is granted by an affirmative vote of that body. The chairperson may order any person removed from the Committee meeting who causes a disturbance or interferes with the conduct of the meeting, and the chairperson may direct the meeting room cleared when deemed necessary to maintain order.

### **§5.8 Access to Public Records Distributed at Meeting**

Writings which are public records, and which are distributed during a Committee meeting, will be made available for public inspection at the meeting if prepared by VTA or a member of the Committee, or after the meeting if prepared by some other person.

## **Article VI AGENDAS AND MEETING NOTICES**

### **§6.1 Agenda Format and Content**

The agenda will specify the starting time and location of the meeting and will contain a brief general description of each item of business to be transacted or discussed at the meeting. The description will be reasonably calculated to adequately inform the public of the subject matter of each agenda item.

The order of business will be established by the secretary in consultation with the Committee liaison and with the approval of the chairperson.

### **§6.2 Public Comment**

Each agenda for a regular meeting will provide an opportunity for members of the public to address the Committee on matters of interest to the public either before or during the Committee's consideration of the item, if it is listed on the agenda, or, if it is not listed on the agenda, but is within the jurisdiction of the Committee, under the agenda item heading "Public Comment." Each notice for a special meeting will provide an opportunity for members of the public to directly address the Committee concerning any item that has been described in the notice for the meeting before or during consideration of that item.

### **§6.3 Agenda Preparation**

The secretary will prepare the agenda for each meeting in consultation with the Committee liaison. Material intended for placement on the agenda will be delivered to the secretary at or before an agreed upon time and date with the Committee liaison in establishment of the agenda deadline for the forthcoming meeting.

**§6.4 Agenda Posting and Delivery**

The Ralph M. Brown Act governs the posting and delivery of the agenda and other notices for each regular or special meeting.

**Article VII  
MISCELLANEOUS**

**§7.1 Adoption and Amendment of Charter**

These Bylaws will be adopted and amended by the Committee by the affirmative vote of a majority of its membership and with the approval of the Governance & Audit Committee.

**§7.2 Rosenberg’s Rules**

All rules of order not herein provided for will be determined in accordance with *Rosenberg’s Rules of Order*, latest edition.

Initial adoption by the Committee: March 14, 2024  
Approved by the Governance & Audit Committee: April 4, 2024