



RULES OF PROCEDURE

of the

SANTA CLARA
VALLEY TRANSPORTATION AUTHORITY (VTA)
BOARD OF DIRECTORS

Adopted March 2, 1995
With modifications through: November 7, 2019

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Introduction

These Rules of Procedure govern the conduct of meetings of the Santa Clara Valley Transportation Authority (VTA) Board of Directors and its standing committees.

They are established by and derive from the Santa Clara Valley Transportation Authority Administrative Code and must be consistent with that Code and law, including the Ralph M. Brown Act. They serve as a focused and in-depth subset of the Administrative Code that defines and governs the structure and process for these meetings. The Board Rules of Procedure have been established by resolution of the Board of Directors and are amended as needed by the Governance & Audit Committee.

Whereas the Administrative Code addresses the governance, administrative and financial structure of VTA, the Rules of Procedure solely focus on the conduct of VTA Board and standing committee meetings, serving, in effect, as the bylaws for those meetings.

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Quick Reference Guide

- A. **Regular Meetings** – VTA Board of Directors’ regular meetings are generally held the first Thursday of each month at 5:30 p.m. (except December) in the County of Santa Clara Board of Supervisors Chambers, 70 West Hedding Street, San José. (§1.1)
- B. **Workshop Meetings** – meetings in which the agenda contains primarily informational items, and serve to provide dedicated time for Board members to receive large amounts of information and study one or more topics in depth. (§1.1.1)
- C. **Quorum & Voting** – a quorum, which is a majority (seven (7)) of the members of the Board, is required for the transaction of business. The concurrence of seven (7) members is required to pass an item, unless a higher number is required by law. (§1.6)
- D. **Meetings Open to the Public** – all meetings of the VTA Board of Directors and its standing committees are open to the public unless the subject matter is proper for closed session. (§1.8)
- E. **Closed Sessions** – may be held during a regular, workshop or special meeting only on those matters which the Ralph M. Brown Act and court decisions recognize as proper. (§1.9)
- F. **Attendance at Board Meetings** – all Board members and alternates are expected to regularly attend all Board meetings. The General Manager, the General Counsel, the Board Secretary, and the Sergeant at Arms (or a designated representative of each) are required to attend all Board meetings. (§§ 1.10, 2.4 and §3.4)
- G. **Chairperson & Vice Chairperson Elections and Term of Office** – the Board elects these positions annually from its voting membership for a one-year term according to a prescribed rotational series. Elections are generally conducted the last meeting of the calendar year. (§2.3)
- H. **Chairperson Responsibilities** – preside and preserve order at all VTA Board meetings as well as other duties prescribed in VTA’s Administrative Code, the Board Rules of Procedure, and by law. The Vice Chairperson performs the duties of the Chairperson when that individual is absent. (§2.2)
- I. **Removal from Board Meeting** – the Chairperson may order any person removed from the Board meeting whose conduct is deemed indecorous or disruptive as prescribed. (§3.2)
- J. **Duties of the Board Secretary** – generate meeting agendas, record all proceedings as required by law (no minutes are maintained of closed sessions), and prepare a brief summary of the proceedings that are distributed to Board members, posted to VTA’s website, and made available to the public. (§2.4)
- K. **Board Meeting Order of Business** – regular Board meetings generally follow a prescribed order of business. This order of business may be changed during Orders of the Day upon Board approval. (§4.1)
- L. **Public Presentations** -- members of the public wishing to address the Board on matters not on the agenda but within VTA’s jurisdiction are provided two (2) minutes during the meeting during “Public Presentations” with which to do so. (§4.3)

- M. **Consent Calendar** – consists of matters that are either: (A) routine in nature; (B) no staff comment is needed; or (C) have previously been discussed by the Board or a Standing Committee and appear on the Agenda for final action only. Items on the Consent Calendar (Agenda) are taken as one motion. (§4.4)
- N. **Agenda Preparation, Posting and Delivery** -- the written agenda for all Board meetings is posted in a location freely accessible to the public and on VTA’s website. Written agendas for regular and workshop meetings are posted at least 72 hours before the meeting is scheduled to begin. (§4.5)
- O. **Matters Not Listed On the Agenda Requiring Board Action** – the Board can only consider items listed on the posted agenda except under certain defined conditions. (§4.8)
- P. **Public Hearings** – are conducted as part of an open meeting and follow a prescribed order of business. (§5.1)
- Q. **Signature, Attestation and Votes** -- ordinances and resolution must: (1) be signed by the presiding officer at the meeting at the time of enactment; (2) be attested by the Board Secretary; (3) be reviewed and approved by the General Counsel for proper form and legality; and (4) the votes must be entered on the face of the ordinance. (§8.4)
- R. **Standing Committee Purpose and Duties** -- Standing committees serve to advise the Board and meet, study, and prepare recommendations within their respective assigned areas of responsibility. (§8.5)
- S. **Standing Committees Established** – the Board has established five (5) Board Standing Committees (§9.4):
- **Administration and Finance Committee**
 - **Congestion Management Program and Planning Committee**
 - **Governance & Audit Committee**
 - **Capital Program Committee**
 - **Safety, Security, & Transit Planning & Operations Committee**
- T. **Standing Committee Appointment; Vice Chairperson** -- the Board Chairperson nominates and at the first meeting of the calendar year the Board approves the members and chairperson for all Standing Committees. Each committee has four members except for: (A) Governance & Audit, which has five; and (B) Capital Project Oversight Committee, which has six. All members are appointed for a one-year term. At the first meeting of the calendar year, each Standing Committee except for Governance & Audit elects from its membership a vice chairperson. (§9.1.1)
- U. **Rules of Procedure Adoption and Amendment** – adoption and amendment are by Board resolution. For efficiency, the General Manager, in consultation with the General Counsel and Board Secretary, can make minor, non-substantive corrections and adjustments to reflect ongoing Board-adopted practice. The Rules of Procedure must conform to law and be consistent with the VTA Administrative Code and must be reviewed at least every five (5) years and revised by the Board of Directors as necessary. (§10.1)

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**RULES OF PROCEDURE
of the
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)
BOARD OF DIRECTORS**

**Article I
BOARD MEETINGS**

§1.1 Regular Meetings

The regular meetings of the Santa Clara Valley Transportation Authority (VTA) Board of Directors shall generally be held on the first Thursday of each month at 5:30 p.m. The time and location of regular meetings of the Board shall be established by the Board at its first meeting of the calendar year, taking into consideration the recommendations of the General Manager and Board Secretary. Open sessions shall generally be held in the County of Santa Clara Board of Supervisors Chambers, County Administration Building, 70 West Hedding Street, San Jose, California, unless otherwise directed by the Board and/or noticed by the Board Secretary in compliance with the Brown Act. Closed sessions will be held in locations designated by the Chairperson of the Board but shall be as proximal to the site of the regular meeting as is feasible. Whenever a regular meeting falls on a legal holiday, that meeting shall be held on the same day of the following week. If, for any other reason, the Board decides to change the date or time of a regular meeting, that meeting may be designated by the Board as its regular meeting. If not designated a regular meeting, any meeting other than the next regularly scheduled meeting shall be called and noticed as a special meeting or a workshop meeting. Legal holiday, as used above, shall mean those days defined as legal holidays in Government Code Sections 6700 and 6701.

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§1.1.1 Workshop Meetings

Workshop meetings may be called at any time by the Chairperson, or by a majority of the members of the Board, in consultation with the General Manager and Board Secretary. Workshops are meetings in which the agenda contains primarily informational items, and are intended to provide dedicated time for Board members to receive large amounts of information and study one or more topics in depth.

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§1.2 Special Meetings

A special meeting may be called at any time by the Chairperson of the Board, or by a majority of the members of the Board, by delivering written notice to each member of the Board and to each local newspaper of general circulation and radio or television station requesting notice in writing, and posting a notice on the VTA's website. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice, except for emergency meetings called pursuant to Government Code Section 54956.5. The call and notice shall specify the time and location of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the legislative body. The written notice may be dispensed with as to any member who is actually present at the meeting at the time it convenes.

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§1.3 Adjournment of Meeting

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting, workshop or adjourned workshop meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn the aforementioned meeting. Notice of adjournment of a duly called special meeting at which less than a quorum is present shall be given in the same manner as notice of the original meeting. If all members are absent from any regular or adjourned regular meeting, the Board Secretary may declare the meeting adjourned to a stated time and place and he or she shall cause a written notice of the adjournment to be given in the same manner as provided herein for special meetings. In the case of all adjournments, a copy of the order or notice of adjournment shall be conspicuously posted on the door to the meeting room within 24 hours after the time of the adjournment. When an order of adjournment of any meeting fails to state the time at which the adjourned meeting is to be held, it shall be held at the time specified for regular meetings. (Government Code Section 54955.)

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§1.4 Taking the Chair

The Chairperson, or in the absence of the Chairperson, the Vice Chairperson, shall take the chair and call the Board to order. In the absence of the Chairperson and Vice Chairperson, the Board Secretary shall call the meeting to order, whereupon the members present, by an order entered in the minutes and via nominations from the floor either for another member or themselves, shall select one member to act as Chairperson Pro Tem by virtue of a majority of the members present. The Chairperson Pro Tem, while so acting, shall have all of the authority of the Chairperson. Upon the arrival of the Chairperson or Vice Chairperson, the Chairperson Pro Tem shall relinquish the chair upon the conclusion of the item of business immediately before the Board. Notwithstanding the foregoing, where the presiding Chairperson or Vice Chairperson is called from the chair for a short period during a meeting to which he or she will return, he or she may appoint a member of the Board to preside until his or her return without interrupting the proceeding for the purpose of electing a Chairperson Pro Tem.

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§1.5 Roll Call

Before proceeding with the business of VTA, the roll of the members shall be called by the Board Secretary or designee in alphabetical order, except for the Chairperson, who is called last, and the names of those present shall be entered in the minutes. Any person not present will be recognized in the minutes as absent or as entering late.

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§1.6 Quorum; Voting

A majority of the members of the Board shall constitute a quorum for the transaction of business. Should a quorum not be present at any regular, special or workshop meeting, the members present may constitute themselves a “committee of the whole” for the purpose of discussing matters on the agenda of interest to the Board members present. The committee of the whole shall automatically cease to exist if a quorum becomes present at the meeting.

No act of the Board shall be valid unless at least seven (7) members concur therein (Public Utilities Code Section 100062.), unless a higher number is required by law as determined by the VTA General Counsel. Items requiring the concurrence of more than seven (7) members for approval (i.e., budget adoption/amendment; Resolutions of Necessity; etc.) shall be so indicated on both the agenda and any Board memorandum.

The vote taken upon an action item shall be “ayes” and “noes” by roll call and so recorded. Each member shall be in his or her assigned seat in order to vote.

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§1.7 Approval of Minutes

The minutes may be approved without reading unless such reading is requested by a Board member. A copy of the approved minutes of each meeting shall be inserted in VTA’s Minute Book.

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§1.8 Meetings to Be Open to the Public

All meetings of the Board of Directors and its standing committees shall be open to the public unless the subject matter is a proper one for closed session. 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).

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§1.9 Closed Sessions

Closed sessions shall be held during a regular, workshop or special meeting only on those matters which the Ralph M. Brown Act and court decisions recognize as proper to be held in closed session.

Closed sessions will ordinarily be held as part of a regular Board meeting. When a closed session item is called, the Chairperson shall announce that the Board will recess to a designated location for that portion of the meeting. The open meeting shall resume at its original location following the closed session. The General Counsel or other person designated by the Chairperson shall announce any actions taken by the Board in closed session as required by law. The General Counsel or his or her designee shall keep a record of closed session proceedings.

When a closed session is called as part of a workshop or special meeting, the notice shall specify the time and place of the workshop or special meeting, the business to be transacted, and such disclosure as is required under the Ralph M. Brown Act.

Where the closed session has been called to discuss specific complaints or charges against a VTA employee, the employee involved shall be given at least 24-hours written notice of the nature of the session and his or her right to have the matter heard in open session.

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§1.10 Attendance at Board Meetings; Alternates

The General Manager, the General Counsel, the Board Secretary, and the Sergeant at Arms, or a representative designated by each, shall attend all regular, workshop and special meetings of the Board. Each Board member shall attend the Board meeting or, if necessarily absent, shall designate another Board member to present the matter.

Board alternates shall regularly attend Board meetings. If a Board member represented by an alternate is absent from all or a portion of a Board meeting, the alternate shall be seated in that Board member's seat and vote in the place of the absent member. Each alternate shall have only one vote even though the alternate may be entitled to represent more than one absent Board member.

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Article II **OFFICERS**

§2.1 Chairperson

The Chairperson, or in his or her absence, the Vice Chairperson or Chairperson Pro Tem presiding at the meeting, shall not be deprived of the rights or privileges of a member by reason of his or her presiding at the meeting and therefore may move, second and debate from the chair, subject only to such limitations of debate as imposed by these Rules of Procedure on all members. In an action to adopt a motion, resolution or ordinance requiring a roll call vote, the officer presiding at the meeting shall vote after all other members present have cast their vote.

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§2.2 Chairperson Responsibilities

The Chairperson shall preside and preserve order at all regular meetings, workshop meeting, special meetings and hearings of the Board. The Chairperson shall state every question coming before the Board, announce the decision of the Board, and decide all questions of order, subject, however, to an appeal by a fellow member of the Board. The Chairperson shall perform such other duties as prescribed in VTA's Administrative Code and by law. The Vice Chairperson, or in his or her absence, the Chairperson Pro Tem, shall perform the duties of the Chairperson when the Chairperson is absent.

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§2.3 Election of Chairperson and Vice Chairperson; Term of Office

The Chairperson and Vice Chairperson shall be elected annually by the Board from its membership in accordance with the permanent rotational series defined in the VTA Administrative Code. Only Directors, not Alternates or Ex-Officio members, are eligible to serve in these positions. The Chairperson and Vice Chairperson shall serve a one-year term coinciding with the calendar year. Elections shall be conducted by the last meeting of the calendar year, where practical.

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 eligible 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 or other date established by the Board Chairperson. At the final meeting of the year, 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.

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§2.4 Duties of the Board Secretary; Preparation of Minutes

The Board Secretary or his or her designee shall attend each open meeting of the Board. The Board Secretary or his or designee shall record all proceedings as required by law; no minutes will be maintained of closed sessions.

After each open meeting of the Board, the Board Secretary or his or designee shall prepare a brief summary of those proceedings which shall be distributed to the Board members and made available to the public. The approved minutes of each open meeting shall be made available to the public by being posted to VTA's website within a reasonable period following Board adoption. Persons may request to review the records of the minutes in the office of the Board Secretary during normal business hours.

All open meetings of the Board will be audio and/or video recorded. The recordings of open meetings will be made available to the public by being posted to VTA's website within a reasonable period following the subject meeting.

The minutes of the Board shall be kept by the Board Secretary who shall record each specific type of business transacted, including such business as was actually passed upon by vote of the Board, together with a brief summary of those matters discussed. All proposed ordinances and resolutions voted upon by the Board will be recorded in the minutes with the names of those members who voted for and against the proposal as well as abstained from voting. The minutes shall also record the names and organizations they represent, if any, of persons addressing the Board, the agenda item and subject matter to which their remarks are directed, and an indication as to their support, opposition, or major comment on such item. A Board member may request through the Chairperson that an abstract of his or her statement on any subject matter under consideration by the Board be entered into the minutes. The Board Secretary shall furnish each Board member a copy of the unapproved minutes of each meeting with the agenda for the following meeting.

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Article III
ORDER AND DECORUM

§3.1 Chairperson to Preserve Order and Decorum; Attendance Exceeding Capacity of Meeting Room

The Chairperson shall have general direction over the Board meeting and shall preserve order and decorum. The Chairperson may order any person removed from the Board meeting whose conduct is deemed indecorous or disruptive and may order the Board meeting room cleared when deemed necessary. The Chairperson shall limit the attendance of the public at Board meetings to the number which can be reasonably accommodated by the capacity of the meeting room. Those persons standing may be asked to leave the room when attendance exceeds the maximum capacity established by the Fire Marshal. If larger rooms are available, the Chairperson may adjourn the meeting to a more appropriate location.

The Chairperson, to prevent unduly disruptive demonstrations, shall adjourn the meeting if deemed necessary due to the disturbance and reconvene it at a later time.

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§3.2 Removal from Board Meeting

The Chairperson shall order removed from the Board meeting any person who commits any of the following acts at any meeting of the Board of Directors:

- a. Disorderly, contemptuous or insolent behavior to any Board member, member of the public, or staff;
- b. A breach of the peace, boisterous conduct or noisy or violent disturbance resulting in the interruption of the Board meeting.
- c. Disobedience of any lawful order of the Chairperson, including an order to be seated or to refrain from addressing the Board;
- d. Any other unlawful interference with the due and orderly conduct of the Board meeting.

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§3.3 Audience Conduct

All persons in the audience shall remain seated at all times unless addressing the Board or entering/exiting the Board meeting. The aisles and doorways shall remain free and clear at all times. Except with previous authorization of the Chairperson, placards, signs, posters, packages, bundles, large objects and balloons are prohibited at the Board meeting. The distribution of literature of any nature or kind to a Board member while the meeting is in session is prohibited. Persons who wish to distribute information not included in the agenda packet shall present themselves at the appropriate time during the meeting and receive permission from the Chairperson. The Chairperson may authorize the distribution of informational items during the public presentations portion of the agenda.

§3.3 Audience Conduct (continued)

To maintain the decorum of the meeting, the Chairperson may request audience members to refrain from reading newspapers, to silence cell phones ringers, to refrain from side conversation or talking on cell phones, or to refrain from using any electronic device causing likely disruption to the meeting.

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§3.4 Sergeant at Arms

The Sergeant at Arms, who is Chief of Security for VTA or a designee, shall attend each Board meeting. The Sergeant at Arms will carry out all orders and instructions of the Chairperson to maintain order and decorum at the Board meeting.

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Article IV

ORDER OF BOARD BUSINESS; AGENDAS; MEETING NOTICES

§4.1 Order of Business

The order of business for regular Board meetings shall normally be as follows:

- Call to Order
- Roll Call
- Orders of the Day
- Awards and Commendations (including Employees of the Month, etc.)
- Public Comment
- Public Hearings
- Committee Reports
- Consent Agenda
- Regular Agenda (non-consent items)
- Report from the General Manager
- Report from the Chairperson
- Report from the General Counsel (if needed)
- Items of Concern and Referral to Administration
- Unapproved Minutes/Summary Reports from VTA Committees, Policy Advisory Boards (PABs), Joint Powers Boards (JPAs), and Regional Commissions
- Announcements
- Closed session (if needed)
- Report on closed session (if applicable)
- Adjournment

The foregoing order of business may be changed after opening of a session, upon order of the Chairperson with consent of the Board or upon motion of the Board.

§4.1 Order of Business (continued)

When a closed session is included in the agenda, the agenda shall provide for: (1) a recess to closed session; (2) subsequent reconvening into open session; and (3) a report on the closed session.

The order of business will proceed immediately after roll call. In the event the Chairperson and the Vice Chairperson are absent, the appointment of a Chairperson Pro Tem will supersede the order of business.

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§4.2 Agenda Format

The agenda shall specify the time and location of the meeting and shall contain a brief general description of each item of business to be transacted or discussed at the meeting. The description shall be reasonably prepared to adequately inform the public of the general matter or subject matter of each agenda item, in order for the average citizen to decide whether he or she is interested in attending the meeting. The agenda will include recommendation for Board action as appropriate. Matters shall be listed in the order specified in Section 4.1.

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§4.3 Public Presentations

Members of the public who wish to address the Board on matters not listed on the agenda, but on an item coming within the jurisdiction of the Board, shall be provided with the opportunity to do so under the agenda item heading “Public Presentations.”

Speakers shall generally be limited to two minutes, unless another limit is set by the Chairperson. The Board shall not act upon or discuss an item that is not listed on the agenda except as provided under Section 4.8. The Chairperson may direct staff to prepare a written response to a presentation.

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§4.4 Consent Agenda

The Consent Agendas shall consist of matters requiring Board action that are either: (A) routine in nature; (B) such that staff comment is not appropriate or necessary; or (C) have previously been discussed by the Board or in committee and appear on the Agenda for final action only.

Each standing committee makes a recommended placement for each item it considers on either the Board’s Regular or Consent Agenda.

During Orders of the Day or at the presentation of the Consent Agenda, any member of the Board or any member of the staff or the public may request of the Chairperson that an item or items listed on the Consent Agenda be considered and acted upon separately. Each such request will be granted, or alternatively, the Chair may allow the requesting Board member or member of the public to make public comment on the subject item prior to taking action on the Consent Agenda.

All items removed from the Consent Agenda will be heard separately and acted upon by the Board of Directors after completion of consideration of all items on the Regular Agenda, as provided under Section 4.1.

All items listed on the Consent Agenda, except those removed for separate action, shall be acted upon by a single motion, as provided under Section 4.1.

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§4.5 Agenda Preparation, Posting and Delivery

The Board Secretary or his or her designee will prepare the agenda for the Board meeting in consultation with the General Manager, General Counsel and the Chairperson. The agenda will include matters to be discussed in closed session and matters specifically requested for consideration by any Board member.

The Board Secretary may withhold placement on the agenda of any matter he or she deems inappropriate for scheduling purposes, lack of sufficient information, or is in need of staff review and report prior to Board consideration. Any member of the Board may request that any such withheld matter be placed on the agenda by contacting the Board Secretary in advance.

The written agenda for all regular, workshop and special meetings shall be posted in a location that is freely accessible to members of the public and on VTA's website, www.vta.org. The written agenda for each regular and workshop meeting and for every meeting or workshop continued for more than five (5) calendar days shall be posted at least 72 hours before the meeting is scheduled to begin. The written agenda for every special meeting shall be posted at least 24 hours before the special meeting is scheduled to begin. The agenda, together with supporting documents, shall be delivered or made available, per the individual's expressed request, to each Board member, the General Manager and General Counsel at least five (5) days before each regular and workshop meeting and at least 24 hours before each special meeting.

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§4.6 Submission of Materials for Agenda

Material intended for placement on the agenda for a regular meeting shall be delivered to the Board Secretary on or before the date and time established by the Board Secretary as the agenda deadline for the forthcoming meeting.

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§4.7 Meeting Notices

The Board Secretary or his or designee shall provide notice in the manner designated by the requestor, either mail, email or VTA-utilized social media, of every regular or workshop meeting, and every special meeting which is called, to each person who has filed with the Board Secretary a written request for notice as provided in Section 54954.1 of the Government Code. The notice shall be delivered at the time the agenda is posted or upon distribution to all, or a majority of all, of the members of the Board, whichever occurs first.

In addition to the foregoing, the Board Secretary will provide advance notice to interested organizations, in any manner the Board Secretary deems appropriate, of matters appearing on the next Board agenda which are of specific interest to organizations such as neighborhood, business, environmental and transit user groups whose interests in these matters are then known to the Board Secretary. Failure to provide such notice shall not constitute grounds to invalidate any action taken by the Board.

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§4.8 Matters Not Listed On the Agenda Requiring Board Action

Except as provided below, a matter requiring Board action must be listed on the posted agenda before the Board may act upon it. Pursuant to Government Code Section 54954.2, the Board may take action on items of business not appearing on the posted agenda under any of the following conditions:

- a. Upon a determination by an affirmative vote of the Board that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
- b. Upon a determination by a two-thirds vote of the Board of Directors, or, if less than two-thirds of the members are present, a unanimous vote of those members present, there is a need to take immediate action and that the need to take action came to the attention of VTA subsequent to the agenda being posted.
- c. The item was properly posted for a prior meeting of the Board occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

The Board, for items of business not on the posted agenda coming to its attention, may direct the General Manager to place said item for discussion and/or action on a subsequent agenda.

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§4.9 Access to Public Records Distributed at Meeting

Writings which are public records and which are distributed during a Board meeting shall be made available for public inspection at the meeting if prepared by VTA or a member of the Board, or after the meeting if prepared by some other person. These writings shall also be posted to VTA's website within a reasonable period following the meeting.

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Article V **HEARINGS**

§5.1 Public Hearings

Consideration of a matter regularly set for hearing before the Board shall proceed in the following order:

1. Chairperson announces question and opens the public hearing.
2. Staff makes presentation.
3. Members of the public address Board.
4. Questions by Board members.
5. Hearing declared closed.
6. Discussion by Board.
7. Action by Board.

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§5.2 Speaking Restriction

Each person appearing at a hearing before the Board shall be limited to two (2) minutes in his or her presentation, unless the Chairperson, at his or her discretion, permits further remarks to be made. Any person addressing the Board may submit written statements, petitions or other documents to complement his or her presentation.

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§5.3 Close of Hearing

Members of the Board may ask questions of a speaker at any time. Members shall not speak on the subject being heard until after the hearing is declared closed by the Chairperson.

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§5.4 Continuance of Hearings

Subject to the requirements of law, a hearing may be continued by the Board from time to time. In continuing such hearing, the Board shall specify the time and place to which the hearing will be continued in the same manner as set forth for the adjournment of meetings. If continued to a time less than 24 hours after the time specified in the order or notice of hearing, a copy of the order or notice of continuance of hearing shall be posted immediately following the meeting at which the continuance was granted.

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§5.5 Continuance of Deliberations

Subject to the requirements of law, the Board may take under submission for a reasonable period of time any matter which has been heard before it and may for this purpose continue its deliberations on such matter from time to time. In continuing such deliberations, the Board shall specify the time and place at which such deliberations will be continued.

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Article VI

PERSONS ADDRESSING BOARD

§6.1 Addressing Board

The regular time for the public to address the Board shall be when the Chairperson in due order of business invites them to do so. A person desiring to address the Board shall first complete a Speaker's Request form located near the speaker's podium, providing his or her name, address and group affiliation, if any, and give it to the Board Secretary. A speaker will be requested to give his or her name and group affiliation, if any, for the record when addressing the Board.

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§6.2 Impertinence

Any person making personal, impertinent or indecorous remarks while addressing the Board may be barred by the Chairperson from further appearance before the Board at that meeting or hearing, unless permission to continue is granted by an affirmative vote of a majority of the Board's membership, as provided under Section 1.6.

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Article VII **MEMBERS**

§7.1 Request to Augment the Minutes

The Board Secretary shall enter in the minutes a synopsis of the discussion of any question coming before the Board. During the consideration on any particular matter, a Board member may make a request that the minutes reflect more than the customary detail on that item.

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§7.2 Speaking Privileges

Any Board member desiring to speak shall address the Chairperson and upon recognition by the Chairperson shall confine himself or herself to the question under debate, avoiding all personalities and indecorous language. Members of the Board may address one another or persons in attendance only through the Chairperson.

Except as otherwise herein provided, discussion at Board meetings, either by a Board member or by any person in attendance, may be limited, at the discretion of the Chairperson, to such time as the Chairperson may find to be reasonable under the circumstances. Any decision of the Chairperson to limit discussion may be overruled by the Board by an affirmative vote of a majority of the Board's membership, as provided under Section 1.6.

Any Board member who is legally disqualified from participating in VTA action on any particular matter shall, as soon as such matter is reached on the agenda, disclose his or her disqualification and the reason therefore and shall take no part in the discussion, debate or vote on such matter. If such disqualification is not known to him or her at the time such matter is reached on the agenda, he or she shall make such disclosure as soon as his or her disqualification is known to him or her.

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§7.3 Speaking Interruption

A Board member shall not be interrupted when speaking unless it is to call him or her to order, for the purpose of explanation, or to permit solicited responses. If a member, while speaking, be called to order, he or she shall cease speaking until the question of order is determined, when, if permitted, he or she may proceed.

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§7.4 Reserved

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§7.5 Motion Reconsideration

A motion to reconsider any action taken by the Board may be made only on the day such action was taken, either during the same session or at an adjourned session thereof. Such motion must be made by a member on the prevailing side and seconded by any member. The motion, which may be made at any time during the meeting, has precedence over all other motions.

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Article VIII
OFFICIAL ACTIONS

§8.1 Motions and Resolutions

Motions and resolutions, unless laid over by a majority vote of the Board, may be acted upon the day of introduction or presentation. No continuance shall be granted if the effect of such a continuance is to render useless a subsequent vote on the issue.

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§8.2 Ordinances

The usual course of procedure with an ordinance shall be to lay it over for at least three (3) days from the date of introduction before calling it up for action, and to have the Board Secretary furnish a copy of each ordinance introduced to each Board member as soon as possible after its introduction. Urgency ordinances may be adopted at the same meeting in which they are introduced. All ordinances, except urgency ordinances, shall be adopted at a regular or adjourned regular meeting. Urgency ordinances may be adopted at either regular or special meetings, including adjourned meetings. The enacting clause of all ordinances shall be as follows: “The Board of Directors of the Santa Clara Valley Transportation Authority ordains as follows:”

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§8.3 Ordinance Effective Date

No ordinance shall become effective until 30 days from and after the date of its final passage, except:

- a. An ordinance calling or otherwise relating to an election.
- b. An ordinance for the immediate preservation of the public health, peace and safety, which contains a declaration of the facts constituting its urgency, and is passed by a two-thirds vote of the Board’s full authorized membership.
- c. Other ordinances governed by particular provisions of state law prescribing the manner of their passage and adoption.

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§8.4 Signature, Attestation and Votes

Every ordinance and resolution shall be: (1) signed by the presiding officer at the meeting at the time of enactment (Chairperson, Vice Chairperson or Chairperson Pro Tem, as provided under Section 2.2); (2) attested by the Board Secretary; and (3) reviewed and approved by the General Counsel as to proper form and legality. The votes cast on an ordinance shall be entered on the face of the ordinance.

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§8.5 Ordinance Publication

Before the expiration of fifteen (15) days after passage of an ordinance, it shall be published once, with the names of the members voting for and against it, in a newspaper of general circulation published in VTA's service area as provided by law for ordinances adopted by counties.

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§8.6 Codification

Ordinances and resolutions may be codified in the manner established for counties pursuant to Government Code Sections 25126 through 25130.

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§8.7 Effect of Motion

Motions shall be considered an act of VTA and carry the same weight as a resolution.

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Article IX

BOARD STANDING COMMITTEES

§9.1 Purpose and Duties

Standing committees will report to the Board in an advisory capacity. They shall meet, study, and will prepare recommendations within their respective assigned areas of responsibility. Other matters may be referred to them by the General Manager, the Chairperson, or by the Board.

In addition to serving in an advisory capacity, the Governance & Audit Committee shall oversee the activities of the Auditor General and the internal audit function.

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§9.1.1 Appointment; Vice Chairperson; Alternates

The Board Chairperson shall nominate and the Board shall appoint at the first meeting of the calendar year the members and chairperson of all standing committees of the Board. The membership of each committee shall consist of four voting Board members except for: (A) Governance & Audit Committee, which shall consist of five members as specified; and (B) Capital Program Committee, which shall consist of six members, one from each City/County group where practical. Ex-Officio Board members are ineligible to serve on standing committees. Not more than two members of each standing committee shall come from the same city grouping. The term of each appointment shall be for one year.

The Board Chairperson and Vice Chairperson, while serving in those positions, shall not concurrently serve as chairperson of any of the following standing committees: Administration & Finance Committee; Congestion Management Program & Planning Committee; or Safety, Security, & Transit Planning & Operations Committee.

Alternates may not be appointed to serve on Board standing committees. Instead, if a standing committee member is absent from all or a portion of a standing committee meeting, the alternate for that City/County group shall be seated and vote in the place of the absent member. Each alternate shall have only one vote even though the alternate may be entitled to represent more than one absent Board member. An alternate shall be counted as part of the committee quorum only when seated in the place of an absent member. When not serving in place of the absent member, the alternate is a member of the public and accordingly shall sit with the audience and follow the procedures for the public to address the committee.

The Governance & Audit Committee shall have no alternate members.

At the first meeting of the calendar year, each standing committee, except for Governance & Audit, shall elect from its membership a vice chairperson; the Board Vice Chairperson shall serve as the vice chairperson of the Governance & Audit Committee. The vice chairperson performs the duties of the chairperson in the event of the chairperson's absence or inability to act, and while so acting, has all of the authority of the chairperson. The vice chairperson position serves a one-year term coinciding with the calendar year. The vice chairperson is eligible for election to multiple and successive terms and only members, not alternates, are eligible to serve. The term of office shall commence immediately following the vote.

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§9.2 Standing Meetings

Standing committee meetings shall generally be held once a month when there is sufficient business for the committee to consider, or as otherwise determined by the Board. The Governance & Audit Committee and the Capital Program Committee shall meet at least once each quarter. Each standing committee shall approve its specific meeting schedule for that year at its first meeting of the calendar year, taking into consideration the recommendations of the General Manager and Board Secretary. All meetings shall be called, noticed and conducted in accordance with the provisions of the Ralph M. Brown Act. The General Manager and General Counsel shall be given adequate prior notice of all standing committee meetings.

A quorum shall consist of a majority of the standing committee's total membership and all official acts of the committee require the affirmative vote of a majority of its total membership. All committee meetings shall be conducted in accordance with these Rules. The Board Secretary will provide staff that will attend all meetings of the standing committees and will record all proceedings. The Board Secretary will also prepare and distribute the agenda for all standing committee meetings.

Each standing committee, after considering all items on the agenda at each of its meetings and in consultation with the General Manager and General Counsel, shall make a

recommendation on the placement of each item on either the Board’s Regular or Consent Agenda.

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§9.3 Committee of the Whole

At any standing committee 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 members present. The committee of the whole shall automatically cease to exist if a quorum of the committee is present at the meeting.

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§9.4 Standing Committees Established

The standing committees of the Board and their duties are as follows:

Administration and Finance (A&F) Committee shall review and recommend to the Board policy decisions pertaining to the general administration of VTA. In addition, the Administration and Finance Committee may be asked to determine whether items should be referred to a standing or ad hoc committee and make that referral. Specific areas of responsibility include, but are not limited to:

- Legislative affairs
- Human resources
- Budgets, financing and other financial plans
- Accounting and financial reporting
- Fiduciary reporting
- Purchasing procedures
- Fare structure
- Information technology
- Statement of claims
- Review policies and procedures

Congestion Management Program and Planning (CMPP) Committee shall review and recommend to the Board policy decisions pertaining to the Congestion Management Program (CMP) and transportation planning. Specific areas of responsibility include, but are not limited to:

- Congestion Management Agency activities
- Congestion Management Program and countywide capital improvement program
- Development and implementation of the comprehensive countywide multimodal transportation plan for Santa Clara County (Valley Transportation Plan (VTP))
- Integration of transportation, land use, and air quality planning
- Commute alternative plans
- Planning and finding for bicycle and pedestrians projects and activities
- All Other Grant Applications
- Fund Programs

- Non-Transit Contracts
- CMA/Highway Contracts
- Funding program development, advocacy, and implementation

Governance & Audit Committee shall focus on the management and coordination of the Board of Directors to assist that body with efficiently guiding the organization to best accomplish VTA's strategic goals. It shall review and recommend to the Board policy decisions pertaining to Board and organizational goal setting and prioritization, strategic initiative framework development, budget development, and Board and committee processes.

It shall also recommend to the Board policy decisions required to fulfill the Board's oversight responsibilities for (1) the integrity of VTA financial statements, (2) compliance with legal and regulatory requirements, and (3) assuring an effective system of internal management and financial controls. The Governance & Audit Committee shall oversee the activities of the Auditor General, the internal audit function and the public accounting firm that conducts the annual financial audit. Specific areas of responsibility shall include:

Governance

- Provide orientation, training and mentorship to new Board members.
- Review the work plan of future Board items or initiatives to ensure proper placement, prioritization and scheduling between the various standing committees, advisory committees and the Board.
- Develop standards for and conduct annual Board member evaluations on governing body effectiveness, personal effectiveness and satisfaction.
- Perform evaluations of the effectiveness of achieving VTA's mission and vision.
- Develop the framework, guidelines and priorities for the annual or biennial budget process.
- Develop the framework, guidelines and priorities for development of strategic initiatives.
- Conduct performance evaluations of Board appointees including the General Manager and General Counsel.
- Review and recommend for Board approval modifications to the VTA Administrative Code.
- Approve modifications to the Board Rules of Procedure.
- Approve modifications to advisory committee and policy advisory board bylaws.
- Approve appointments to specified advisory committees and policy advisory boards.
- Approve guidelines for use by Member Agencies in making appointments to the Board of Directors, the Policy Advisory Committee, and other committees as deemed necessary.

§9.4 Standing Committees Established (continued)

Audit

- Review and recommend for Board approval the annual or biennial VTA Internal Audit Work Plan prepared by the Auditor General.
- Review and recommend for Board approval the results of individual audits and ensure that management's responses to audit findings are implemented.
- Review and recommend for Board approval the Comprehensive Annual Financial Report (CAFR) and other audited financial reports.
- Review VTA enterprise risk management reports and findings.
- Review the effectiveness of VTA's system for monitoring compliance with laws and regulations and the results of management's action concerning any instances of noncompliance.
- Review the findings of any examinations by regulatory agencies
- Monitor compliance with VTA's Code of Ethics and obtain updates from management and VTA legal counsel regarding compliance matters.

To fulfill these duties and responsibilities, the Governance & Audit Committee is provided the following supplemental authority:

- a) Discretion for exercising any option years on the contract for VTA Auditor General services.
- b) Making scope and/or cost modifications for projects contained in Board-adopted Internal Audit Work Plans to respond to changing conditions, subject to remaining within the overall appropriation level set by the Board for that annual Internal Audit Work Plan. The addition of any project (except as prescribed in Section C immediately following), an increase to the overall finding level for any Internal Audit Work Plan, or deletion of any project contained therein, requires Board approval.
- c) Approval, as exercised at the discretion of the Governance & Audit Committee or its Chairperson, to initiate with the Auditor General a project not contained in the Internal Audit Work Plan that meets the following criteria: (1) it is regarding a priority concern; (2) the priority concern was identified during the interval between Governance & Audit Committee meetings; and (3) project initiation cannot reasonably wait for the next Governance & Audit Committee meeting. Initiation of such projects shall be subject to sufficient available funding in the defined allowance for such supplemental work contained in the current annual Internal Audit Work Plan approved by the Board. The Governance & Audit Committee Chairperson shall, at both the Governance & Audit Committee and Board meetings immediately following initiation of the project, notify the Board of any project so initiated.

§9.4 Standing Committees Established (continued)

Capital Program Committee shall review and recommend to the Board policy decisions pertaining to the activities and imminent issues of those VTA capital projects having significant resource, multi-jurisdictional coordination, public perception and/or community impact factors. The Capital Program Committee provides focused oversight to promote the efficient delivery of quality major transportation projects safely, on time, within scope and budget, while minimizing community impact. Specific areas of responsibility include, but are not limited to:

- Budget and financing
- Planning and design
- Scope and schedule
- Environmental mitigation and anthropological/historical activities
- Utility relocation activities and issues
- Construction activities
- Third-party coordination
- Real estate acquisition
- Vehicle procurement for projects
- Potential/anticipated litigation
- Community outreach

Safety, Security, and Transit Planning and Operations (SSTPO) Committee shall review and recommend to the Board policy decisions relative to transit planning, transit capital projects and transit operations and marketing. Specific areas of responsibility include, but are not limited to:

- System safety and security program development
- System safety and security monitoring and reporting
- System safety and security performance objectives
- Performance objectives for transit services
- Bus route planning and ridership monitoring
- Service levels and standards
- Paratransit programs development
- Vehicle design and procurement
- Planning and implementation of marketing efforts
- Community relations and public outreach
- Transit grant development, advocacy and implementation
- Progress of rail corridor engineering and construction programs
- Short Range Transportation Plan (SRTP)
- Transit capital improvement program

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Article X **RULES**

§10.1 Adoption and Amendment

These Rules of Procedure are adopted and amended by the Governance & Audit Committee. For efficiency, the General Manager, in consultation with the General Counsel and Board Secretary, is authorized to make minor, non-substantive corrections and adjustments to reflect ongoing practice adopted by the Board. All provisions contained within these Rules of Procedure must conform to law and applicable statute and be consistent with the VTA Administrative Code.

The Rules of Procedure shall be reviewed at least every five (5) years and revised by the Governance & Audit Committee as necessary.

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§10.2 Construction of Rules

Unless the provisions or the context of the Rules otherwise require, the general provisions, rules of construction and definitions set forth in Chapter 1 of the Santa Clara Valley Transportation Authority Administrative Code shall govern the construction of these Rules. These Rules shall govern the Board's proceedings to the extent they are not inconsistent with VTA's Administrative Code or law.

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§10.3 Citation of Rules

These Rules shall be known as the "Rules of Procedure of the Santa Clara Valley Transportation Authority Board of Directors" and may be cited as the "Board Rules of Procedure" or "Rules of Procedure."

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§10.4 Suspension

Any rule may be temporarily suspended by an affirmative vote of the Board, as specified by §1.6.

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§10.5 Copies of the Rules

The Board Secretary shall furnish each Board member one or more copies of these Rules and provide a supply for public purposes.

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§10.6 Rosenberg's Rules

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

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§10.7 Parliamentary Advice

The General Counsel shall serve as parliamentarian and at the request of the Chairperson shall furnish parliamentary advice.

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APPENDIX A
RULES OF PROCEDURE
of the
SANTA CLARA

SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)
BOARD OF DIRECTORS

Part I Chronological Listing of Amendments - Summary

	<u>Date</u>	<u>Action</u>
1.	3/2/1995	Initial adoption
2.	8/7/2008	Amended by Board action to establish Audit Committee
3.	6/6/2013	Repealed in entirety and amended version adopted by Board Resolution 2013.06.11
4.	12/11/2014	Amended by Board Resolution 2014.12.34, to take effect 1/1/15
5.	12/8/2016	Amended by Board Resolution 2016.12.42, which included establishing Capital Projects Oversight Committee (now Capital Program Committee)
6.	1/5/2017	Amended by Board Resolution 2017.01.03
7.	6/7/2018	Amended by Governance & Audit Committee action
8.	11/7/2019	Amended by Governance & Audit Committee action

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Part II Chronological Listing of Amendments – Specific Amendments

Article I Board Meetings

Section

- 1.1 Regular Meetings
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.1.1 Workshop Meetings
 - (1) Added by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.2 Special Meetings
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1-3 Adjournment of Meeting
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.4 Taking the Chair
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.5 Roll Call
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.6 Quorum; Voting
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.7 Approval of Minutes
- 1.8 Meetings to Be Open to the Public
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.9 Closed Sessions
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 1.10 Attendance at Board Meetings; Alternates
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13

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Article II

Officers

Section

- 2.1 Chairperson
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 2.2 Chairperson Responsibilities
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 2.3 Election of Chairperson and Vice Chairperson; Term of Office
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 on 12/11/14, to take effect 1/1/15
 - (3) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- 2.4 Duties of the Board Secretary; Preparation of Minutes
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15

Article III

Order and Decorum

Section

- 3.1 Chairperson to Preserve Order and Decorum; Attendance Exceeding Capacity of Meeting Room
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 3.2 Removal from Board Meeting
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 3.3 Audience Conduct
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 3.4 Sergeant at Arms

Article IV

Order of Board Business; Agendas; Meeting Notices

Section

- 4.1 Order of Business
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
 - (3) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- 4.2 Agenda Format
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13

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- 4.3 Public Presentations
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 4.4 Consent Agenda
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2017.01.03 adopted on 1/5/17
- 4.5 Agenda Preparation, Posting and Delivery
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 4.6 Submission of Materials for Agenda
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 4.7 Meeting Notices
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 4.8 Matters Not Listed On the Agenda Requiring Board Action
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 4.9 Access to Public Records Distributed at Meeting
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13

Article V

Hearings

Section

- 5.1 Public Hearings
- 5.2 Speaking Restriction
 - (1) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
- 5.3 Close of Hearing
- 5.4 Continuance of Hearings
- 5.5 Continuance of Deliberations

Article VI

Persons Addressing Board

Section

- 6.1 Addressing Board
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
- 6.2 Impertinence

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Article VII

Members

Section

- 7.1 Request to Augment the Minutes
- 7.2 Speaking Privileges
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 7.3 Speaking Interruption
- 7.4 *Reserved*
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 7.5 Motion Reconsideration
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15

Article VIII

Official Actions

Section

- 8.1 Motions and Resolutions
- 8.2 Ordinances
 - (1) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
 - (2) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- 8.3 Ordinance Effective Date
- 8.4 Signature, Attestation and Votes
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 8.5 Ordinance Publication
 - (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- 8.6 Codification
- 8.7 Effect of Motion
- 8.8 Majority Minimum
 - (1) Deleted by Board Resolution 2013.06.11 adopted on 6/6/13

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Article IX

Board Standing Committees

Section

9.1 Purpose and Duties

- (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
- (3) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- (4) Amended by Governance & Audit Committee approval on 6/7/18

9.1.1 Appointment; Vice Chairperson; Alternates

- (1) Amended by Board action on 8/7/08
- (2) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
- (3) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
- (4) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- (5) Amended by Board Resolution 2017.01.03 adopted on 1/5/17
- (6) Amended by Governance & Audit Committee approval on 6/7/18

9.2 Standing Meetings

- (1) Amended by Board action on 8/7/08
- (2) Amended by Resolution 2013.06.11 adopted on 6/6/13
- (3) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments to take effect 1/1/15
- (4) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- (5) Amended by Governance & Audit Committee approval on 6/7/18
- (6) Amended by Governance & Audit Committee approval on 11/7/19

9.3 Committee of the Whole

9.4 Standing Committees Established

- (1) Audit Committee established by Board action on 8/7/08
- (2) Silicon Valley Rapid Transit Program Working Committee codified by Board Resolution 2013.06.11 adopted on 6/6/13
- (3) Audit Committee converted to Governance & Audit Committee and other modifications made by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments effective 1/1/15
- (4) Capital Projects Oversight Committee established, Silicon Valley Rapid Transit Program Working Committee deleted, and other modifications made by Board Resolution 2016.12.42 adopted on 12/8/16
- (5) Transit Planning & Operations Committee converted to Safety, Security, & Transit Planning & Operations Committee by Board Resolution 2017.01.03 adopted on 1/5/17
- (6) Capital Projects Oversight Committee amended to Capital Program Committee by Governance & Audit Committee action on 6/7/18
- (7) Amended by Governance & Audit Committee approval on 11/7/19

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Article X

Rules

Section

- 10.1 Adoption and Amendment
- (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments effective 1/1/15
- 10.2 Construction of Rules
- 10.3 Citation of Rules
- (1) Amended by Board Resolution 2013.06.11 adopted on 6/6/13
 - (2) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments effective 1/1/15
 - (3) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- 10.4 Suspension
- (1) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments effective 1/1/15
 - (2) Amended by Board Resolution 2016.12.42 adopted on 12/8/16
- 10.5 Copies of the Rules
- 10.6 Rosenberg's Rules of Order
- (1) Amended by Board Resolution 2014.12.34 adopted on 12/11/14, with amendments effective 1/1/15
- 10.7 Parliamentary Advice

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