

# SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

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## MEMORANDUM

**TO:** Board of Directors

**DATE:** June 17, 2011

**FROM:** Interim General Manager

**SUBJECT:** Standing Committee and Special Appointments Process

At the May 26 Regular Meeting of the Board of Directors, a number of Directors requested a report on potential revisions to the Board's Standing Committees and Special Appointments process. Subsequently, during the scheduled discussion at the June 9 Board Meeting, the Board provided direction to staff in response to President Franklin's draft suggestions and my memorandum of June 3.

Following is a summary of the preferences expressed by the Board of Directors in revising the Standing Committees and Special Appointments structure and process.

Of particular note the Board expressed the desire to have all meetings of the Board of Directors, Standing Committees, and Special Committees open to the public (unless they qualify for exemption from open meeting rules) and adhere to the Ralph M. Brown Act.

### STANDING COMMITTEES

Standing Committees remain as described in the Board Rules (Section 3-3.1). Membership on Standing Committees would be reduced from nine Directors to three (President Franklin's proposed appointments are included on the attachment).

All ad hoc and/or special committees would be subsumed into the Standing Committees, except for one Special Committee, the BART Police Department Review Committee. The functions of the Standing Committees would be expanded to incorporate topics addressed by ad hoc/special committees (Examples: Sustainability/Green; Small/Minority/Women-owned Business and Bonding).

### SPECIAL COMMITTEES

Since only one Special Committee would remain if the Board takes the action described above, the following relates only to the BART Police Department Review Committee; however, it would also apply to Special Committees which might be created in the future.

Meetings of any Special Committees would be publicly noticed at least 72 hours in advance of the time scheduled for the meeting. An agenda for the meeting would be prepared and posted with the notice, both in hard copy and on the BART website. Materials distributed at Special Committee meetings would be made available to the public in attendance. Material distributed at the meeting would be posted on the BART website after the meeting and available upon request.

Meetings of Special Committees would normally be held in the BART Board Room, Kaiser Center, 20<sup>th</sup> Street Mall, 3<sup>rd</sup> Floor.

Special Committees would meet on an 'as needed' basis; they would not have a regular meeting schedule. The Board may wish to designate a specific day, such as the first Thursday of each month, as the day when Special Committee meetings would normally be held. This day could also be used for meetings of the Standing Committees. A designated meeting day would facilitate providing public notice, meeting facilities and staff resources. It is hoped that a designated day would help to minimize Directors' scheduling issues.

Any public Special Committee meeting would be audio recorded. Meeting minutes would not be prepared since the Special Committees are advisory only. (This is the same procedure which currently exists with respect to the three Standing Committees.)

Reports on the activities of Special Committees at Board Meetings would be made at the discretion of the Special Committee Members. These reports would be delivered under the 'Board Matters' agenda item which is listed on all regular meeting agendas.

To address a subject not covered by a Special Committee, a noticed public workshop could be scheduled at which Directors, staff, and the public could discuss the issue. The Board Rules will be revised to provide for the placement of a topic(s) on a workshop agenda.

#### SPECIAL APPOINTMENTS – LIAISON AND EXTERNAL

The Special Appointments - Liaison and Special Appointments - External are unchanged from the list proposed in the June 3 memorandum except for the addition of the Liaison to the Oakland Airport Connector Joint Administrative Committee. Brown Act notices are administered by the entities which sponsor meetings of those groups.

#### TIME AND LOCATION OF BOARD MEETINGS

Several Directors suggested that the Board hold meetings in the evening and at different locations several times during the year. Currently, the Board Rules provide that Regular Meetings of the Board shall be held on designated Thursdays in the Board Room and shall begin at 9:00 a.m. Evening meetings are authorized when merited by an appropriate expression of public interest, as judged by the Board President. If the Board wishes to modify the current schedule and location, staff will prepare changes to the Board Rule to implement the Board's direction.

Staff has prepared the applicable Board Rule changes in response to the proposed revisions to the Standing Committee and Special Appointments process and administrative updates for Board approval (attached). Should you have any questions, please contact the General Counsel, the District Secretary, or me at your convenience.

  
Sherwood G. Wakeman

#### Attachments

cc: Board Appointed Officers  
Deputy General Manager  
Executive Staff

**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**  
Revised 2011 Committee and Special Appointments Structure  
June 17, 2011 (Proposed)

The attached documents are examples of how the lists of Committee and Special Appointments would appear in the event the Board of Directors approves the proposed revisions dated June 17, 2011.

**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**  
Revised 2011 Committee and Special Appointments Structure  
June 17, 2011 (Proposed)

**STANDING COMMITTEES**

ADMINISTRATION COMMITTEE \*  
Thomas M. Blalock, Chairperson  
Lynette Sweet, Vice Chairperson  
Bob Franklin

ENGINEERING AND OPERATIONS COMMITTEE \*  
James Fang, Chairperson  
Joel Keller, Vice Chairperson  
John McPartland

PLANNING, PUBLIC AFFAIRS, ACCESS,  
AND LEGISLATION COMMITTEE \*  
Gail Murray, Chairperson  
Robert Raburn, Vice Chairperson  
Tom Radulovich

\*Brown Act Committee, subject to public meeting requirements.

**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**  
Revised 2011 Committee and Special Appointments Structure  
June 17, 2011 (Proposed)

**SPECIAL COMMITTEES**

**BART POLICE DEPARTMENT REVIEW SPECIAL  
COMMITTEE**

Lynette Sweet, Chairperson                      Tom Radulovich  
Joel Keller, Vice Chairperson

NOTE: Meetings of this Special Committee will be noticed consistent with the Brown Act



**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**  
Revised 2011 Committee and Special Appointments Structure  
June 17, 2011 (Proposed)

**SPECIAL APPOINTMENTS – EXTERNAL**

ALTERNATE REPRESENTATIVE TO THE AMERICAN  
PUBLIC TRANSPORTATION ASSOCIATION BOARD OF  
DIRECTORS

James Fang

CAPITOL CORRIDOR JOINT POWERS BOARD\*\*

Thomas M. Blalock

Joel Keller

James Fang

Gail Murray

Bob Franklin

Lynette Sweet

Robert Raburn, Alternate

DIRIDON STATION AREA JOINT POLICY  
ADVISORY BOARD (City of San Jose)\*

Thomas M. Blalock

HACIENDA TRANSIT ORIENTED DEVELOPMENT  
TASK FORCE (City of Pleasanton)\*

John McPartland

PLEASANT HILL BART STATION LEASING  
AUTHORITY BOARD OF DIRECTORS\*

Joel Keller

Gail Murray

SILICON VALLEY RAPID TRANSIT CORRIDOR/WARM  
SPRINGS BART EXTENSION POLICY ADVISORY BOARD\*

John McPartland

Gail Murray

Thomas M. Blalock, appointed by Alameda County Congestion  
Management Agency

TRI-VALLEY REGIONAL RAIL POLICY WORKING  
GROUP\*

John McPartland, Chairperson

Gail Murray

WEST CONTRA COSTA TRANSPORTATION  
ADVISORY COMMITTEE LIAISON (WCCTAC)\*

Joel Keller, Primary

Lynette Sweet, Alternate

\*Brown Act Committee, subject to public meeting requirements.

\*\*Brown Act Board, subject to public meeting requirements.

NOTE: BART Directors discharging liaison functions do not serve as members of either a committee of BART or the other Organization, or as members of a joint committee. Any action on behalf of BART must be taken by the full Board.

**SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**  
Revised 2011 Committee and Special Appointments Structure  
June 17, 2011 (Proposed)

The attached are changes to the Board Rules in response to the proposed revisions to the Committee and Special Appointments process dated June 17, 2011.



**CHAPTER III**  
**BOARD MEETINGS AND COMMITTEES**

**SECTION 1. REQUIREMENTS FOR BOARD AND COMMITTEE MEETINGS**

**3-1.3 Place of Meeting**

All meetings of the Board of Directors shall be held in the Board Room of the District (~~800 Madison Street, Kaiser Center 20th Street Mall, 344 20th Street, Third Floor, Oakland, California 94612~~), unless, during a meeting or at a previous meeting, the Board determines that the meeting shall be held elsewhere. In the case of a special meeting, the President, when circumstances warrant, may designate a place other than the Board Room. Standing Committees of the Board are authorized to hold meetings and public hearings at points within the District as the committee chairperson deems necessary and appropriate. The chairperson of any Standing Committee which holds a public hearing shall report thereon to the Board of Directors. All meetings of the Board of Directors or Standing Committees shall be held within the boundaries of the District unless special circumstances call for a meeting outside the District in accordance with Section 54954.

**SECTION 2. BOARD MEETINGS**

**3-2.1 Regular Meetings**

The Board of Directors shall hold regular meetings ~~immediately before or following the Standing Committees' meetings, with the first meeting beginning at 9:00 a.m., on the second and fourth Thursday of each month, except that in the month of November, one meeting shall be held on the third Thursday, provided that when that November regular meeting falls on a legal holiday the meeting shall be held on the second Thursday; and in the month of December meetings shall be held on the first and third Thursday. Except as provided above for the November meeting, when a regular meeting falls on a legal holiday, the meeting shall be held at the same hour on the next business day, or such other time as may be fixed by the Board at a preceding meeting. An additional regular meeting may be scheduled in November if it is deemed necessary for the conduct of District business. (See Appendix B.)~~

**3-2.4 Special Emergency Meetings in Emergency Situations**

~~In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of District facilities, the Board of Directors may hold a special emergency meeting complying with the 24-hour notice requirement or the 24-hour posting requirement.~~

(a) For the purposes of this rule, "emergency situations" means any both of the following:

(a1) An emergency, which shall be defined as a Work stoppage, crippling activity or other activity which that severely impairs public health, safety or both, as determined by a majority of the members of the Board of Directors.

(b2) A dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting under this section may endanger the which severely impairs public health, safety or both, as determined by the majority of the members of the Board of Directors.

(b)(1) Subject to the two paragraphs immediately below, in the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, a legislative body may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of Section 54956 or both of the notice and posting requirements.

~~Whenever a special emergency meeting is called, Each local newspaper of general circulation and radio or television station which that has requested notice of special meetings and each member of the Board shall be notified by the President or his/her designee one hour prior to the special emergency meeting, or in the case of a dire emergency, at or near the time that the President or his/her designee notifies the members of the legislative body of the emergency meeting. This notice shall be given by telephone, and the President or his/her designee shall exhaust all telephone numbers previously furnished by each Board member to the District Secretary or provided in the most recent request of such newspaper or station for notification of special meetings.~~

If telephone services are not functioning, the notice requirement of this rule shall be deemed waived and the Board, or a designee thereof, shall notify such newspapers, radio stations or television stations and any member of the Board not present at the special emergency meeting of the fact of the holding of the meeting, the purpose of the meeting and any action taken at the meeting as soon after the meeting as possible.

~~The Board shall not meet in closed session during a meeting called pursuant to this rule.~~

(c) During a meeting held pursuant to this Section, the legislative body may meet in closed session pursuant to Section 54957 if agreed to by a two-thirds vote of the members of the legislative body present, or if less than two-thirds of the members are present, by a unanimous vote of all the members present.

The call and notice of this special emergency meeting shall specify the time and place of the special emergency meeting and the business to be transacted. No other business shall be considered at such meeting.

The minutes of a meeting called pursuant to this rule, a list of persons who the President of the Board or designee thereof notified or attempted to notify, a copy of the roll call vote, and any actions taken at such meeting shall be posted for a minimum of ten days in a public place as soon after the meeting as possible.

### SECTION 3. COMMITTEES

#### 3-3.1 Number

Committees of the Board shall consist of the following:

(a) Standing Committees:

- (1) Administration.
- (2) Engineering and Operations.
- (3) Planning, Public Affairs, Access, and Legislation.

(b) Such special committees as may be authorized by the Board from time to time. A special committee shall cease to exist when the Board determines that the committee is no longer needed.

Special committees shall adhere to the Brown Act.

Special Committees shall be noticed 72 hours in advance.

All agendas will be distributed, posted and published on-line before the meeting.

The meetings will normally occur in the BART Board Room, Kaiser Center 20<sup>th</sup> Street Mall, 344 20<sup>th</sup> Street, Third Floor.

Materials provided to members in advance of the meeting will be available on the District's website at [www.BART.gov](http://www.BART.gov). Materials distributed at the meeting

will be made available to the public during the meeting and by request to the District Secretary following the meeting.

Special committee meetings shall be audio recorded and such recordings shall be available through the District Secretary's office.

### 3-3.2 Membership

- (a) The Administration, Engineering and Operations, and Planning, Public Affairs, Access, and Legislation Committees shall be composed of ~~nine (9)~~ three (3) members. No business of these Committees shall be conducted unless a quorum of the Committee is present. A quorum of the Administration, Engineering and Operations and Planning, Public Affairs, Access, and Legislation Committees shall be ~~three (3)~~ two (2) members of the Committee. If after the expiration of 20 minutes from the scheduled start of a Committee meeting at least one member is present, the business of the Committee may be conducted as if a quorum were present.

### 3-3.5 Nature and Responsibilities of Committees

- (a) All Committees are advisory only.
- (b) Tape recordings shall be kept of each committee meeting. These tapes will be available for listening by each Director or member of the public through the District Secretary's Office.
- (c) Committees may initiate consideration of any problem or measure relating to the general or specific functions assigned to that committee; ~~however, any matter requiring consideration in closed session shall be referred to the full Board of Directors for its consideration.~~
- (d) Matters coming to committees which require action by the Board of Directors may be recommended to the Board by the vote of a majority of the committee members present at a committee meeting. If a matter receives a tie vote in a committee or if less than a committee quorum are present and the matter receives a majority or tie vote, it shall be forwarded to the Board without recommendation from the committee.
- (e) ~~Matters coming to the Board of Directors for information or action shall normally be first referred to the appropriate committee for a report or recommendation. However,~~ At the request of three Directors, any matter will be placed directly on the agenda of an upcoming regular Board Meeting regardless of whether it has been assigned to a specific committee, provided

applicable meeting notice and agenda requirements are met. Similarly, at the request of three Directors, any topic will be scheduled for a Board workshop, provided applicable meeting notice and agenda requirements are met. Such requests shall be directed to the Secretary.

### 3-3.6

#### Functions of the Standing Committees

(a) Administration Committee

This committee shall make recommendations to the Board concerning the following subjects:

1. Financial planning and budgets.
2. Insurance.
3. Personnel.
4. Employee relations.
5. Supply.
6. Rules of the Board of Directors.
7. General policy.
8. Real estate, except space acquisition.
9. Audit review.
10. Strategic funding initiatives.
11. Small/Minority/Women owned Businesses.

To aid Directors in undertaking and fulfilling their responsibilities for financial reporting to the general public, the Administration Committee will, periodically, convene as a special Audit Review Group. Meetings of this group may be called by the Chairperson or any members of the Administration Committee.

When acting in this capacity, the group will recommend to the full Board the appointment of independent outside auditors. They shall also review the annual financial statements of the District prior to their submission to the Board of Directors and may examine and consider such other matters in relation to the internal and external audit of the District's accounts and in relation to the financial affairs of the District and its accounts as the group may, in its discretion, determine to be desirable.

(b) Engineering and Operations Committee

This committee shall make recommendations to the Board concerning the following subjects:

1. Engineering and construction.
2. Space acquisition.
3. Transportation planning and operations.
4. Equipment and communications facilities.

5. Maintenance.
  6. Research and development.
  7. Physical design.
  8. Safety, security and emergency management.
  9. Sustainability and "Green" initiatives.
- (c) Planning, Public Affairs, Access, and Legislation Committee  
 This committee shall make recommendations to the Board concerning the following subjects:
1. Public information.
  2. Passenger information.
  3. Advertising.
  4. Marketing.
  5. Public relations.
  6. Legislation.
  7. Station access.
  8. Station area development.
  9. Strategic planning.
  10. Redistricting.

Strategic planning issues addressed by this committee shall concern the following subjects:

1. Approach, direction and roles for the strategic plan process.
2. Responsibilities and tasks for subcommittees, task forces or work groups, as needed, to further the development of and updates to the strategic plan.
3. Review and revision of BART's mission and objectives, as needed.
4. Identification of key issues and strategies to respond to changing conditions and needs in the future as related to the strategic plan.
5. Develop strategies that define how BART will realize its mission and achieve its vision of the future.
6. Review the BART strategic plan on at least an annual basis.

## SECTION 4. MEETING MATERIAL

### 3-4.1 Agendas

It is the responsibility of the District Secretary to prepare written agendas for all meetings of the Board and its Standing Committees and to post agendas for regular and special meetings. Agendas shall include a brief description of each

item of business to be transacted or discussed at the meetings to which they apply, including in the case of Board meetings, a description of items to be discussed in closed session as required by Section 54954.2. Agendas for regular meetings shall be posted 72 hours in advance of the meeting. Items for inclusion on agendas shall be submitted to the District Secretary in a timely fashion to permit compliance with this section. Items may be deleted from, but not added to, an agenda prior to a regular meeting, unless the addition is made prior to the 72 hour posting deadline for the agenda.

Each regular Board meeting agenda shall contain an item entitled "Roll Call for Introductions," at which time each Director will be afforded an opportunity to introduce a matter for consideration at a future Committee or Board Meeting. Requests to District staff to prepare items or reports may also be made under this agenda item.

If a Director or the General Manager has a concern about a matter introduced under "Roll Call for Introductions," the Director or General Manager may have the matter placed on the next agenda of the Board or appropriate committee for consideration of whether to proceed with the item. A Director or the General Manager may request that a matter raised during "Roll Call for Introductions" be placed on the Board or committee agenda by notifying the District Secretary, either at the Board Meeting at which the matter was introduced, or at any time up to and including the Friday before the next committee meeting. When so notified, the District Secretary shall place any such item on the next Board or committee agenda for consideration and possible action.

## SECTION 6. BOARD CORRESPONDENCE AND COMMUNICATIONS

### 3-6.2 Board Communications - Brown Act Compliance

- (a) In all communications with each other, including face-to-face meetings, written correspondence, telephone communications and communications using the District's e-mail system, Directors shall comply with the provisions of the Brown Act (Government Code Section 54950 et. seq.). District business may not be discussed among ~~more than two~~ a majority of members of a Board Committee, or more than any four members of the Board, without complying with Brown Act meeting requirements. For Brown Act purposes, any gathering of a majority of the members of a Board Committee or the full Board to receive information, hear a proposal, discuss an issue or take any action on an issue under the subject matter jurisdiction of the District is a meeting subject to the notice and open meeting requirements of the Act.
- (b) The following situations should be avoided:
  - (1) The Brown Act expressly prohibits serial meetings which are conducted through direct communications, intermediaries or technological devices

for the purpose of developing a concurrence as to action to be taken by the legislative body. Typically, a serial meeting is a series of communications, each of which involves less than a quorum of the legislative body, but which taken as a whole involves a quorum of the body. Therefore, although it is acceptable for a Director to write an initial letter or send an initial e-mail message to one or more Directors on a Board matter, subsequent communications (in any form) may have to be counted against the limit of four members of the Board or ~~two~~ a majority of members of a Board Committee, if the purpose of the communication is to develop a concurrence as to action to be taken on that Board matter. For example, if Directors A, B and C are all members of the same Board Committee, there would be a serial meeting if Director A sends a letter or e-mail message on a Board matter to Director B or Director C, ~~who then communicates by telephone with Director C on the matter~~, if the purpose of the communications is to develop a concurrence as to action to be taken. Conversations which advance or clarify a Board member's understanding of an issue, or facilitate an agreement or compromise amongst members, or advance the ultimate resolution of the issue, may all be viewed as contributing to the development of a concurrence as to actions to be taken. While the purpose of a particular serial communication may not always be clear, it is likely that a court would view substantive conversations amongst Board members concerning an actual or potential agenda item prior to a public meeting as contributing to the development of a concurrence as to the ultimate action to be taken. Therefore, Board members should avoid serial communications of a substantive nature concerning such items.

## CHAPTER IV PERSONNEL PROVISIONS

### SECTION 1. COMPENSATION POLICY

#### 4-1.2 Personnel

- (b) Board Appointed Officers shall submit performance evaluations to the Board by September 15 of each year. These performance evaluations shall contain a brief summary of the preceding year's activities and accomplishments and a list of goals and objectives for each Board Appointed Officer for the following year. If the President deems it necessary, he or she may from time to time establish an ad-hoc Special Personnel Committee of 2-4 members to address personnel issues relating to Board Appointed Officers. The Secretary shall schedule a closed session for the second Board meeting in October for the Board to review Board Appointed Officers' performance.



After this review is completed, any adjustments to the salaries of such officers shall be effective January 1 of the following year.

## **CHAPTER V FINANCIAL PROVISIONS**

### SECTION 3. REIMBURSABLE EXPENSES

#### 5-3.2 Rules for Travel and Personal Expense

Add new (a)(6) “Board members shall provide brief reports on meetings attended at the expense of the District at the next regular meeting of the Board.”