

AD HOC BOARD ENHANCEMENT COMMITTEE

Friday, January 17, 2020

9:00 AM

PLEASE NOTE MEETING TIME

VTA Conference Room B-104

3331 North First Street

San Jose, CA

AGENDA

CALL TO ORDER

1. **ROLL CALL**
2. **ORDERS OF THE DAY**
3. **PUBLIC PRESENTATIONS**

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

4. **ACTION ITEM** – Approve the Regular Meeting Minutes of December 20, 2019.
5. **ACTION ITEM** -Determine which of the 27 recommended changes identified in the VTA Board Governance Assessment or other changes to recommend to the Board of Directors.
6. **ANNOUNCEMENTS**
7. **ADJOURN**

In accordance with the Americans with Disabilities Act (ADA) and Title VI of the Civil Rights Act of 1964, VTA will make reasonable arrangements to ensure meaningful access to its meetings for persons who have disabilities and for persons with limited English proficiency who need translation and interpretation services. Individuals requiring ADA accommodations should notify the Board Secretary's Office at least 48-hours prior to the meeting. Individuals requiring language assistance should notify the Board Secretary's Office at least 72-hours prior to the meeting. The Board Secretary may be contacted at ☎(408) 321-5680 or ✉email: board.secretary@vta.org or ☎ (408) 321-2330 (TTY only). VTA's home page is on the web at: www.vta.org or visit us on Facebook at: www.facebook.com/scvta. ☎(408) 321-2300: 中文 / Español / 日本語 / 한국어 / tiếng Việt / Tagalog.

All reports for items on the open meeting agenda are available for review in the Board Secretary's Office, 3331 North First Street, San Jose, California, (408) 321-5680, at least 72 hours prior to the meeting. This information is available on VTA's website at <http://www.vta.org> and also at the meeting.



Ad Hoc Board Enhancement Committee

Friday, December 20, 2019

MINUTES

CALL TO ORDER

The Santa Clara Valley Transportation Authority (VTA) Ad Hoc Board Enhancement Committee (Committee) meeting was called to order by Chairperson McAlister at 8:01 a.m., in VTA Conference Room B-106, 3331 North First Street, San José, California.

1. ROLL CALL

Attendee Name	Title	Status
Jeannie Bruins	Member	Present
Glenn Hendricks	Vice Chairperson	Present
Chappie Jones	Member	Present
John McAlister	Chairperson	Present
Teresa O'Neill	Member	Present

A quorum was present.

2. ORDERS OF THE DAY

There were no Orders of the Day.

3. PUBLIC PRESENTATIONS

Tessa Woodmansee, Interested Citizen, commented on the climate emergency.

Andrew Boone, Interested Citizen, requested that the public be given the opportunity to speak before Committee discussion for **Agenda Item #5**, VTA Board Governance Assessment Report.

4. Regular Meeting Minutes of November 18, 2019

M/S/C (**Bruins/Hendricks**) to approve the Regular Meeting Minutes of November 18, 2019.

RESULT:	APPROVED – Agenda Item #4
MOVER:	Jeannie Bruins, Member
SECONDER:	Glenn Hendricks, Vice Chairperson
AYES:	Bruins, Hendricks, Jones, McAlister, O'Neill
NOES:	None

NOTE: M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.

5. VTA Board Governance Assessment Report

Public Comment

Ms. Woodmansee made the following comments: 1) poor public outreach; 2) expressed support for an elected Board of Directors (Board); and 3) creating a climate action team.

Mr. Boone commented on the recommendations made by RSM on public comment.

Pat Hagan and Steve Mermelstein, RSM, provided a presentation entitled “Board Governance Assessment: Deliverable Report.”

RSM Recommendation	Committee Comments
S1. Revise Strategic Plan, and Add Performance Measures	General agreement needs further analysis
S2. Establish an Innovation Advisory Committee	Agree
B1. Empower Standing Committees and Chairs	Agree
B2. Hold Standing Committee Meetings on One Day	Disagree
B3. Reduce the Number of Standing Committees and Realign Certain Duties	General agreement needs further analysis
B4. Combine Selected Advisory Committees and Designate the PAC Chair as an Ex-Officio Member of the Board	Partially agree; needs further analysis. Expressed concern on recommendation relating to Committee for Transportation Mobility and Accessibility (CTMA) and Bicycle & Pedestrian Advisory Committee (BPAC)
B5. Reduce Duplicative Presentations to Multiple Committees	General agreement needs further analysis
B6. Revise Member Agency Appointment Guidelines and Adopt a Nomination Process	General agreement needs further analysis
B7. Close Inactive Committees and Define Working Groups	General agreement
B8. Adopt a Four Year Board Term	Good concept with challenges
A1. Build Accountability into Management Measurements to Link Strategy to Execution	General agreement needs further analysis
A2. Adopt the Budget Annually and Review Results Quarterly	Disagree
A3. Perform Outreach to Address Community and Public Survey Input	General agreement
E1. Set Member Attendance Expectations	Agree
E2. Eliminate the Use of Alternate Board Members	Disagree
E3. Revise Meeting Logs to Better Reflect Alternates' Attendance	General agreement
C1. Increase Meeting Management and Productivity	Partially agree; does not support moving awards and commendations to a separate meeting; needs further analysis
C2. Revise Guidelines for Public Comment	Agree, expressed concern with the right balance

C3. Enhance Monitoring of Conflicts and Statements of Economic Interests	No comments
C4. Update Administrative Code for Capital Program Committee's Voting Requirement	Completed
C5. Provide Presentations Prior to Public Meetings	No Comments
C6. Require a Supermajority for Key Items	Committee was split
C7. Reduce the High Number of Cancelled Meetings	Needs further analysis
C8. Increase the Contractual Amount that Requires Board Approval	General agreement
C9. Increase the Meeting Per Diem Compensation	Disagree
P1. Implement a Board Self Assessment Tied to Strategic Priorities	Committee was split; needs further analysis
P2. Provide Development and Mentoring Programs and an Annual Member Scorecard	Needs further analysis

Public Comment

Doug Muirhead, Interested Citizen, commented on the following: 1) expressed support for Board workshops; 2) serving the entire County; and 3) Board Member engagement.

An Interested Citizen commented on the following: 1) expressed opposition to an innovation committee; 2) expressed support for Metropolitan Transportation Commission's (MTC) model of deputizing Board Members for Committee meetings; and 3) expressed concern about public comment and the Brown Act.

Monica Mallon, Interested Citizen, expressed support for the following: 1) full time, directly elected Board; and 2) no changes to public comment.

M/S/C (Hendricks/O'Neill) to receive and accept the VTA Board Governance Assessment Report.

RESULT:	APPROVED – Agenda Item #5
MOVER:	Glenn Hendricks, Vice Chairperson
SECONDER:	Teresa O'Neill, Member
AYES:	Bruins, Hendricks, Jones, McAlister, O'Neill
NOES:	None

6. Discuss Next Steps

Jim Lawson, Chief External Affairs Officer and Staff Liaison, noted that the next steps are the following: 1) establish a date for next meeting; and 2) return with a summary of the discussion, including review by legal counsel.

On order of Chairperson McAlister, and there being no objection, the Committee discussed the next steps.

7. **ANNOUNCEMENTS**

Chairperson McAlister wished everyone a happy holiday.

8. **ADJOURNMENT**

On order of Chairperson McAlister, and there being no objection, the meeting was adjourned at 1:14 p.m.

Respectfully submitted,

Thalia Young, Board Assistant
VTA Office of the Board Secretary



Date: January 14, 2020
 Current Meeting: January 17, 2020
 Board Meeting: January 24, 2020

BOARD MEMORANDUM

TO: Santa Clara Valley Transportation Authority
 Ad Hoc Board Enhancement Committee

THROUGH: General Manager, Nuria I. Fernandez

FROM: Chief External Affairs Officer, Jim Lawson

SUBJECT: Determine Recommendations to Board of Directors on Improving Board Engagement and Effectiveness

Policy-Related Action: Yes

Government Code Section 84308 Applies: No

ACTION ITEM

RECOMMENDATION:

Determine which of the 27 recommended changes identified in the *VTA Board Governance Assessment* or other changes to recommend to the Board of Directors to potentially improve Board engagement and effectiveness.

BACKGROUND:

Board governance was identified as one area of Board focus for 2019. As a result, the Ad Hoc Board Enhancement Committee (BEC) was established, comprised of five Board members. Its purpose is to review a broad range of board governance practices and identify ways Board engagement and effectiveness could potentially be improved.

The BEC commissioned an independent review to objectively evaluate how VTA's current governance structure and practices (as distinct from management) help support, or in some cases potentially hinder, the organization's mission, goals and objectives. In addition, this review could identify leading practices and potential enhancements for Board consideration.

The BEC selected the independent consulting firm RSM US LLP to perform this evaluation. This effort, titled *VTA Board Governance Assessment*, began in August 2019 with the following objectives:

- Seek input from Board, Member Agencies, community stakeholders and the public
- Review previous assessments and reports
- Benchmark to national transportation organizations

- Identify leading practices (public and private sector)
- Provide performance and effectiveness options and recommendations for Board consideration

Two key priorities of the Governance Assessment process were to: (A) ensure project transparency; and (2) maximize opportunity for VTA Member Agencies, advisory committee members, stakeholder groups, interested parties and the public to provide input and receive information on the study's progress and recommendations. Therefore, a robust multi-layered community engagement strategy was developed to provide information and gather feedback across multiple forums, examples of which include public meetings, presentations to stakeholder groups, webinars, online surveys, and personal interviews.

The intensive and iterative five-month Governance Assessment process culminated with RSM's presentation of the *VTA Board Governance Assessment* report at the December 20, 2019 BEC meeting. The report is divided into six framework Areas containing a total of 27 specific observations with corresponding recommendations, which the BEC reviewed and discussed in detail. These recommendations on potential ways to improve VTA Board engagement and effectiveness are segregated into three priority levels based on the degree of difficulty and the time and resources required to implement them. Several of the recommendations have cascading effects on other parts of the governance process.

DISCUSSION:

The BEC's stated charge is to review a broad range of board governance practices and develop recommendations to the Board on specific ways Board engagement and effectiveness can potentially be improved. Given completion of the *VTA Board Governance Assessment*, the next step is for the BEC to determine which of the recommendations from the report, or other changes, to recommend for Board consideration.

Attachment A describes the 27 recommendations from the *VTA Board Governance Assessment* along with a brief synopsis of the major comments for each recommendation expressed by BEC members at the December 20th meeting.

It is anticipated that the BEC's recommendations will be forwarded to the Governance and Audit Committee at their February 6, 2020 meeting and then brought to the Board at a future meeting. Decisions regarding any recommendations and their implementation will be made by the Board of Directors.

FISCAL IMPACT:

There is no direct financial impact resulting from the Committee making any recommendations to the Board.

Prepared by: Stephen Flynn, Sr. Policy Analyst
Memo No. 7263

ATTACHMENTS:

- Ad Hoc BEC Cmte Comments to Governance Study Recommendations_011420 (PDF)

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
1. Strategy, Innovation and Future Vision	S1	Revise the Strategic Plan, and Add Performance Measures	<p>Create a Board driven, comprehensive Strategic Plan, which will identify the VTA’s goals and priorities, set operational tactics to implement them, and measure the results on a recurring basis.</p> <p>To accomplish this:</p> <ul style="list-style-type: none"> • Utilize an offsite facilitated retreat or a series of workshops • Establish the Board’s active “tone from the top”, while working collaboratively with management • Re-focus and align VTA’s strong execution abilities to the strategies • Revise Board Memos to indicate an item’s alignment to a strategic goal • Assess potential projects and budget items vs. the strategies • Conduct and publish an annual assessment of the Board’s performance against the overall goals 	<p>Members support a strategic plan that has goals and measures. There needs to be further discussion on goal setting and mechanisms that will tie back the strategic plan to the Board's decision-making process.</p> <p>A committee member noted the need to address VTA's lack of land-use jurisdiction.</p>	Accepted	Long Term	CMPP
	S2	Establish an Innovation Advisory Committee	<p>Create a new Innovation Committee, consisting of a hybrid of Board members, tech company representatives, and visionary Silicon Valley leaders.</p> <p>The mission of the Committee would be to:</p> <ul style="list-style-type: none"> •Encourage broader innovation, by considering non incremental, riskier and industry leading ideas •Support the VTA Office of Innovation’s development •Seek external investment or incubation funding, to create a sustainable R&D budget •Create more partnerships, to enhance idea generation •Leverage Board members’ contacts with transportation leaders at local tech companies •Establish an “Unsolicited Proposal” program, to assess creative or privately funded ideas from vendors and contractors •Follow up on the Future of Transportation Workshop ideas (including first and last mile connectivity, drastic vs. incremental approach, and new business models) 	<p>Members support focusing on innovation. While a majority expressed support for a forum to produce ideas and monitor results, a member expressed concern that creating a committee may not achieve the desired results. Members expressed concern about risking taxpayer dollars. If a committee is established, further discussion and analysis need to occur to define the committee structure and how ideas will be implemented and integrated.</p>	Accepted	Medium Term	SSTPO

Legend:

*Category Accepted: BEC generally supportive; Partially Accepted: BEC partially accepts recommendation; Disagreed: No support; Done: completed or is being implemented; Discussion: BEC to provide direction

**Timeframe: Short Term = ≤ 1 year; Medium Term = 1 -2 years; Long Term = ≥ 2 years

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
2. Board Capabilities and Structure	B1	Empower Standing Committee and Chairs	<p>The Board should grant expanded approval duties to all of its Standing Committees. The Committees should be empowered to bind the Board in defined circumstances, or up to a defined dollar threshold (i.e., \$500,000 above the General Manager's approval authority).</p> <p>Standing Committee Chairs should present and actively lead discussion of their Board agenda action and consent items.</p> <p>The Board agendas should be re aligned by Committee.</p> <p>Permitting the Committee Chairs to present their topics will empower their Committees to make better use of their members' time, and help develop members' expertise in their assigned areas. Any Board member would still have the ability to discuss, challenge or pull any Committee item off consent.</p>	<p>Members expressed support for recommendation but advocated for further discussion on the recommendation to give committees the authority to bind the Board. Other comments include: 1) go back to the model where standing committee chairs introduce and provide a summary of the committee discussion; 2) committee chairs note the nexus between the item and the strategic goals and objectives; and 3) move the written summary of committee discussion/recommendation to the beginning of the staff report.</p>	Accepted	Short Term	G&A
	B2	Hold Standing Committee Meetings On One Day	<p>Schedule the Standing Committees on one day.</p> <p>Limit each meeting to two hours, and encourage Chairs to manage meetings to focus on the most critical and timely issues.</p> <p>Retain the timing of Board meetings to be scheduled two weeks following the Committee meetings, to facilitate timely Board decision making and receipt of the Committees' business and policy recommendations.</p> <p>If lack of a quorum delays a meeting, allow other Board members who are on site to be sworn in for one meeting only.</p> <p>This meeting cadence could increase attendance, as well as reduce the need for Alternates. Staff would have adequate time to prepare between meetings.</p>	<p>Members disagreed and expressed the difficulty to hold committee meetings on one day due to schedules. Committee was split on the recommendations for alternates and deputizing Board Members. Other comments include: 1) G&A is time constrained because it is held before the Board meeting; 2) multiple presentations at committees are not helpful; 3) major policy issues should be presented during workshops; and 4) consideration should be given to staff time and it may not be logistically feasible to hold all committee meetings on one day.</p>	Discussion	Short Term	G&A

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
2. Board Capabilities and Structure (cont'd)	B3	Reduce the Number of Standing Committees and Realign Certain Duties	<p>Set a Board expectation that meetings are to be held as scheduled, and that members attend 100% of scheduled meetings (excluding emergency). Realign the functions of certain Committees:</p> <ul style="list-style-type: none"> • Governance and Audit (G&A) add: strategic planning; Board member mentoring, scorecard and member vetting; Legislative Agenda • Administration and Finance (A&F) add: Audit topics; Capital Project oversight; • Capital Project Committee (CPC) merge into A&F 	<p>Members generally supportive of the recommendation and noted to consolidate where it makes sense. Other comments include:</p> <ol style="list-style-type: none"> 1) expressed concern on representation and equity on G&A; and 2) advisory committee's value and relevance as it relates to the board's actions 	Accepted	Medium Term	A&F
	B4	Combine Selected Advisory Committees and Designate the PAC Chair as an Ex-Officio Member of the Board	<p>Reduce the number of Advisory Committees to three, to make committee assignments more valuable and less time intensive. Designate the PAC Chair as an ex-officio board member, to provide a direct mechanism to bring the PAC's views to the Board. Specifically refocus the charters and enhance the content for the:</p> <ul style="list-style-type: none"> • Policy Advisory Committee maintain a jurisdictional point of view, but also consider the region wide effects • Technical Advisory Committee increase communication with PAC counterparts from the same jurisdiction • Citizens Advisory Committee assume responsibility for the Committee for Transportation Mobility and Accessibility (CTMA), and Bicycle and Pedestrian Advisory Committee (BPAC). Create efficient agendas, to allow all topics to be heard. 	<p>Members partially agree. The board should acknowledge the work, time, effort and commitment of the advisory committees. Members expressed concern about the recommendation to eliminate the CTMA and BPAC. A member expressed support for the recommendation to designate a PAC chair as an ex-officio board member.</p>	Discussion	Medium Term	G&A

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
2. Board Capabilities and Structure (cont'd)	B5	Reduce Duplicative Presentations to Multiple Committees	<p>Bring agenda items to the primarily responsible Standing Committee.</p> <p>Benefits would include:</p> <ul style="list-style-type: none"> • Better alignment of topics to Committee member skillsets • Empowerment of the primary committee, if those members know that the topic will not be reviewed several more times. • Faster decision making, since less time is required between committee meetings and Board discussion. • More efficient use of staff time <p>Bring broad items of interest to multiple Committees to the full Board, and facilitate the appropriate discussion. In some cases where consensus was not reached at a Committee meeting, we noted that members expected to re visit the topic at the full Board meeting.</p> <p>Offer individual briefings to members who have a stated interest in a certain topic, or provide the relevant committee meeting information.</p>	Members support the recommendation that items should go to the most relevant committee. Other comments include: 1) include rationale why certain items are brought to multiple committees; 2) items of major significance should go to the full board instead of multiple presentations to different committees; 3) committee discussion for information items are helpful to staff so that they can get valuable feedback; 4) smaller committee discussions may be more effective; 5) board workshops may be more effective to present information items; and 6) consider changing the voting requirement to majority of a quorum.	Accepted	Short Term	N/A - Staff to follow up
	B6	Revise Member Agency Appointment Guidelines and Adopt a Nominating Process	<p>Charge the Governance and Audit (G&A) Committee with enacting a process to encourage qualified candidates, vet them upon recommendation from any of the member agencies and formally nominate them for a Board position.</p> <p>The Enabling Act appears to neither require nor prohibit the Board's ability to vet, review or interview appointees from the member agencies. The Act states that appointments are made by the County Board of Supervisors, the San Jose City Council and the "city councils of all other cities, as provided by agreement among those cities".</p> <p>VTA's 2016 Measure B Committee selection process is a successful example of the use of an application, vetting and nomination process by the G&A Committee, to approve members.</p> <p>Encourage the Cities Association or other groups to help locate and develop potential candidates, to best represent their jurisdictions.</p>	Members expressed this is one of the most important recommendation and requires further discussion and analysis. Other comments include: 1) this is the root cause of the issue; 2) it is important to discuss how to implement the vetting committee; 3) look at the allocation of the representatives (why there are two representatives from Santa Clara County; 4) look at distribution of seats on the G&A committee; and 5) regional vetting.	Discussion	Long Term	G&A

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
2. Board Capabilities and Structure (cont'd)	B7	Close Inactive Committees and Define Working Groups	<p>Close or wind down the inactive Committees.</p> <p>Automatically sunset Ad Hoc Committees and working groups after one year, unless they are re authorized by the Board.</p> <p>Archive or segregate the materials from inactive Committees in a separate section of the Board Portal.</p> <p>Specify the actions required by the Board or Committee Chair to close or wind down committees in the Rules of Procedure or elsewhere.</p> <p>Define the roles of Working Groups, and post the Working Group agendas and information under the related Committee.</p>	Members support the recommendation.	Accepted	Short Term	G&A
	B8	Adopt a Four Year Board Term	<p>Increase the Director term length to four years.</p> <p>Allow Board Chairs and Vice Chairs to serve two year terms.</p> <p>Retain the rotation cycle established in the Administrative Code between the smaller city groups, and City of San Jose / Santa Clara County.</p>	<p>Members support the concept behind the four-year term but cited the difficulty to implement due to the city council term limits and rotation by city groups.</p> <p>Members had mix support for the two-year chair term. Comments include: 1) fixed one-year term and have the ability to re-elect; 2) support two-year term for continuity; and 3) needs more discussion/analysis to determine the possible consequences and implementation strategy.</p>	Discussion	Long Term	G&A
3. Accountability	A1	Build Accountability into Management Measurements, to Link Strategy to Execution	<p>The Board should further measure the results on an annual basis. To do this, stated and objective goals should to be established by or for the General Manager and senior leadership.</p> <p>The Board should demonstrate its oversight and accountability, by conducting an annual evaluation of VTA leadership's results, compared to their planned performance measures.</p>	<p>Members support the recommendation and noted the need to further discuss/analyze. Members support linking metrics, goals, and outcomes to the strategic plan. Other comments include: 1) be clear on whether the current strategic plan needs to be revised or develop a new one; 2) develop a framework for different documents to work together; 3) consider convening a workshop to discuss this topic.</p>	Accepted	Medium Term	G&A

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
3. Accountability (cont'd)	A2	Adopt a Budget Annually and Review Results Quarterly	<p>The Board should approve an annual Operating and Capital Budget.</p> <p>The Board should enhance its financial monitoring oversight through quarterly reviews of Budget to Actual results.</p> <p>Consideration should continue to be given to the recent budget structural deficit, VTA's continued growth in actual expenditures, and the farebox recovery implications of ridership vs. coverage routes.</p> <p>The Board should also improve the linkage to an updated Strategic Plan, and use the budget process to direct resources to the agreed upon priorities.</p> <p>The Administrative Code allows for an annual or biennial budget, so no change is required.</p>	Members disagreed and expressed changing the budget adoption schedule will not necessarily engage board members. Other comments include: 1) there may be other ways to address the concern; 2) improve communications about budget reporting; and 3) tie-in budget to the strategic plan.	Disagree	N/A	N/A
	A3	Perform Outreach to Address Community and Public Survey Input	<p>Perform community and public outreach, as follow up to the governance assessment, to acknowledge the level of interest and input received.</p> <p>Continue to utilize the VTA website Governance Assessment project page to post updates and seek future feedback from VTA system users.</p>	Members support the recommendation.	Done		N/A - Staff to follow up
4. Engagement	E1	Set Member Attendance Expectations	<p>Set a Board expectation that Members will attend all meetings, and arrive on time to actively participate.</p> <p>Incorporate attendance results, along with several other developmental factors, into an annual Member Scorecard.</p>	Members support the recommendation. Other comments include: 1) share attendance report to appointing authorities annually; and 2) consider quarterly attendance report	Accepted	Short Term	G&A
	E2	Eliminate the Use of Alternate Board Members	<p>Eliminate the role of Alternates, since they are not often needed for votes or to achieve a Board quorum, and their average attendance rate is low.</p> <p>If a Standing Committee is lacking a quorum, Board members who are in attendance but not assigned to that Committee could be authorized to participate and vote on that Committee for that day.</p> <p>Clarify the Board's intent and revise the Administrative Code accordingly.</p> <p>Currently, it could reasonably be interpreted as requiring Alternate members to attend meetings.</p>	Members disagreed. There was consensus that alternates have value. Other comments include: 1) deal with alternates differently; 2) make the alternates as a mechanism to train future regular members.	Discussion	Short Term	G&A

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
4. Engagement (cont'd)	E3	Revise Meeting Logs to Better Reflect Alternates' Attendance	Revise methodology to assess Members' attendance (if Alternates will continue to be used). Share this information with Members and the Board on at least an annual basis.	Members support the recommendation.	Done	N/A	N/A - Staff to follow up
5. Policies, Procedures and Communications	C1	Increase Meeting Management and Productivity	Distribute guidelines to facilitate better management of meetings and increase productivity: <ul style="list-style-type: none"> • Chairs start and end meetings on time (even if some items are not covered) and actively manage agendas • Members are prepared with their comments and convey ideas succinctly • Staff actively supports stated time frames and refines scripted comments Increase use of meeting technology solutions, including: <ul style="list-style-type: none"> • Online, video meeting and VoIP tools (i.e. Zoom) • Visual designs, for ease of phone and tablet viewing • Summaries, using slides and/or bullet points, in lieu of dense text documents • Hyperlink text, to easily access individual items Move awards and commendations from the Board meeting to a separate meeting or a different venue.	Members agreed with the intent of the recommendation but disagreed with moving awards and commendations to a separate meeting. Other comments include: 1) set up guidelines on how board members can provide comments during meetings; 2) provided other suggestions on how employees can be acknowledged; and 3) suggested obtaining the employees' feedback on how they want to be recognized/acknowledged.	Partially Accepted	Short Term	G&A

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
5. Policies, Procedures and Communications (cont'd)	C2	Revise Guidelines for Public Comment	<p>To encourage public input in accordance with the Brown Act, while increasing the efficiency of meetings, VTA should:</p> <ul style="list-style-type: none"> • Move comment on non agenda items to the end of the meeting • Establish an on line speaker sign up process • Request groups to provide one speaker, not multiple persons • Allow comments before or after an agenda item, but not both • Give priority to those who have not recently spoken, by assigning a maximum number of times that a person can speak • Do not take comment on items at Board meetings that have been discussed at prior Standing Committee meetings, where the public had an opportunity to comment • Provide a Public Comment Report at each meeting, summarizing on line or pre meeting input <p>The Board Chair should continue to exercise their discretion, as defined in the Administrative Code, to allow additional speakers or add time for major topics.</p>	Members underscored the importance of public comment and noted the intent is not to minimize public comment but to manage and optimize meeting flow. Other comments include: 1) encourage the public to submit request to speak earlier; 2) set total time for public comment; 3) reduce speaker time if there are a lot of comment cards received.	Discussion	Short Term	G&A
	C3	Enhance Monitoring of Conflicts and Statements of Economic Interests	<p>Monitor or test the Members' filing of their Form 700s, or determine whether Santa Clara County has any oversight procedures.</p> <p>Ask General Counsel to opine on the validity of a vote taken by a member who is not in compliance with Form 700 filing requirements.</p>	No Comments	No Consensus	N/A	N/A
	C4	Update Administrative Code for Capital Program Committee's Voting Requirement	Update the Administrative Code to reflect the correct number of members required for affirmative voting.	Correction has been made in the admin code. A member of the committee suggested changing the vote requirement from majority of the membership to majority of the quorum.	Done		
	C5	Provide Presentations Prior to Public Meetings	Post the meeting materials online, within a specified period of time prior to the meeting, to enhance transparency and meeting effectiveness.	Members support recommendation.	Done		

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
5. Policies, Procedures and Communications (cont'd)	C6	Require a Supermajority Vote for Key Items	<p>Expand the existing supermajority affirmative voting requirements for key items with a critical community or ridership impact, or exceeding a significant dollar threshold.</p> <p>Consider these areas:</p> <ul style="list-style-type: none"> • Allocation of Measure A or B grant funding • Fare increases • Large capital projects, above a specified amount • Major contracts, above a specified amount • Alternate procurement methods, such as sole source awards above a specified amount • Certain outsourced arrangements • Large labor contracts or back pay, above a specific amount 	Members are split on the recommendation. Some members support higher threshold only in unique circumstances (high dollar contracts, sole source, etc.)	Discussion	Medium Term	A&F
	C7	Reduce the High Number of Canceled Meetings	<p>a). Set Board and Committee level expectations that meetings will be cancelled infrequently and only for significant or emergency reasons.</p> <p>b). Continue to calendarize meetings as far in advance as possible. Analyze the underlying reasons for the significant and increasing cancellations, to allow them to be addressed.</p> <p>c). Prepare and release an annual summary of the number and percentage of meetings canceled, for discussion at the Governance and Audit Committee.</p>	Members agree with the concept of the recommendation but noted the need to look more into the reasons for meeting cancellation.	Accepted	Medium Term	G&A
	C8	Increase the Contractual Amount That Requires Board Approval	<p>Increase the Board required approval limit for contacts to \$1,000,000. Maintain the existing transparency, public reporting and A&F Committee review of the Quarterly Purchasing report.</p> <p>Concurrently, permit Standing Committees to approve contracts up to \$.5 million over the GM's level (or \$1.5 million). This creates tiered approval limits.</p>	Members support the recommendation and suggested referring the recommendation to A&F to determine appropriate dollar thresholds.	Accepted	Short Term	A&F

Ad Hoc Board Enhancement Committee Comments to Governance Study Recommendations

	#	Recommendation Title	RSM Specific Recommendations	Ad Hoc BEC Comments (December 2019)	Category*	Timeframe**	Refer to Committee
5. PPC (cont'd)	C9	Increase the Meeting Per Diem Compensation	Increase the Board approved compensation to a prudent amount. Establish an escalator provision, or allow the Board to exercise its judgment. Require a minimum on time attendance and participation rate at meetings, to be eligible for compensation. Amend the Enabling Act, and then revise the Administrative Code to parallel the revisions.	Members disagreed with the recommendation.	Disagree	N/A	N/A
	P1	Implement a Board Self-Assessment Tied to Strategic Priorities	Revise the Board self assessment and questions to: <ul style="list-style-type: none"> • Measure the members' assessment of performance against specific strategic objectives • Establish baselines for future comparison • Consider self effectiveness ratings and related training and development programs • Add a satisfaction element or score The Governance & Audit Committee should enhance their discussion of future results and assign follow up on key themes.	Members split. Self-assessment v. independent assessment. Noted the need to further discuss/analyze how to implement. Other comments include: 1) utilize citizens advisory group in the development of scorecard; 2) how to get independent assessment to obtain honest feedback from credible sources; 3) 360 assessment.	Discussion	Short Term	G&A
6. Performance Monitoring	P2	Provide Development and Mentoring Programs and an Annual Member Scorecard	The Governance & Audit Committee should actively: <ul style="list-style-type: none"> • Execute its duty to "Develop standards for and conduct annual Board member evaluations on governing body effectiveness, personal effectiveness and satisfaction" as defined in the Board Rules of Procedure. • Adopt Board development programs, from member on boarding to continuous learning opportunities, to support members' personal effectiveness • Create a Member Scorecard, to provide confidential feedback on their performance and contributions. Scorecard measures could include: 1) Performance against basic Board set expectations, such as attendance; 2) Committee leadership and participation; 3) Specific expertise provided, such as land use or budget knowledge; and 4) Alignment to the Board's strategic goals and relevant measures • Provide a summary of the Member Scorecard, including attendance results, to the respective city groups. • Determine the ramifications and consequences for Members unable to fulfill expectations, for any reason (sickness, business conflicts, lack of interest) 	Members support peer board-member on-boarding and mentoring as well as encouraging continuing education for board members. A committee member suggested increasing board travel budget to encourage board members to attend industry conferences.	Accepted	Short Term	G&A