

## BOARD OF DIRECTORS WORKSHOP MEETING

Friday, January 24, 2020

### MINUTES

#### 1. CALL TO ORDER AND ROLL CALL

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The Workshop Meeting of the Santa Clara Valley Transportation Authority's (VTA) Board of Directors (Board) was called to order by Chairperson Chavez at 9:05 a.m. in the Auditorium, VTA River Oaks Campus, 3331 N. First Street, San José, California.

Attendee Name	Title	Status
Marie Blankley	Alternate Board Member	Absent
Larry Carr	Board Member	Absent
Magdalena Carrasco	Board Member	Absent
Cindy Chavez	Chairperson	Present
David Cortese	Board Member	Present
Dev Davis	Alternate Board Member	Present
Lan Diep	Board Member	Present
Susan Ellenberg	Alternate Board Member	Absent
Adrian Fine	Alternate Board Member	Absent
Glenn Hendricks	Vice Chairperson	Present
Chappie Jones	Board Member	Present
Sam Liccardo	Board Member	Absent
John McAlister	Board Member	Present
Howard Miller	Alternate Board Member	Absent
Teresa O'Neill	Alternate Board Member	Present
Raul Peralez	Board Member	Present
Rob Rennie	Board Member	Present
Rich Tran	Board Member	Absent
Jeannie Bruins	Ex-Officio Member	Present

\* Alternates do not serve unless participating as a Member.

**A quorum was present.**

The Pledge of Allegiance commenced.

#### 2. PUBLIC COMMENT

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Christine Fitzgerald, Interested Citizen, urged the Board not to consolidate the Committee for Transportation Mobility and Accessibility (CTMA) Committee with the Citizens Advisory Committee (CAC).

Roland Lebrun, Interested Citizen, expressed concern about Caltrain vehicles and capacity.

Blair Beekman, Interested Citizen, expressed concern on technology and noted the importance of civil rights protections and technology accountability.

Board Alternate Member Davis arrived and took her seat at 9:16 a.m., and a quorum was established.

Board Member Peralez arrived and took his seat at 9:17 a.m.

### **3. WORKSHOP ITEMS**

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#### **3.1. VTA Board Governance Assessment Report**

Board Member McAlister, Ad Hoc Board Enhancement Committee Chairperson, provided an overview of the Board Enhancement Committee work.

Board Member Diep arrived and took his seat at 9:23 a.m.

Board Member Cortese arrived and took his seat at 9.:28 a.m.

Pat Hagan and Steve Mermelstein, RSM, provided a presentation on the Board Governance Assessment methodology and recommendations.

Jim Lawson, Chief External Affairs Officer, presented the Ad Hoc Board Enhancement Committee's comments on the RSM recommendations. The comments were arranged under four categories: accepted, partially accepted, no support, and referred to staff.

#### **Public Comment**

Monica Mallon, Interested Citizen, noted the importance of public comment.

David Simons, Interested Citizen, supported the idea of establishing an Innovation Advisory Committee. He also suggested adding ethics training for the Board and committee members.

Brandon Alvarado, Interested Citizen, noted the importance of the Bicycle and Pedestrian Advisory Committee (BPAC).

Mr. Beekman expressed support for having public comment at the beginning of the meeting.

Ms. Fitzgerald expressed support for keeping the CTMA as a separate committee.

Members of the Board supported the Ad Hoc Board Enhancement Committee (BEC) comments and recommendations. There was a consensus to bring the recommendations to the Governance and Audit (G&A) Committee for further discussion and implementation. Several Board Members requested the G&A

further discuss the following items:

- Designate the PAC Chair as an Ex-Officio Member of the Board
- Revise Guidelines for Public Comment
- Require a Supermajority Vote for Key Items
- Temporary authorization for Board Members to participate and vote on Committee
- Composition of Standing Committees
- Frequency of Board meetings and workshop/study sessions

Chairperson Chavez requested that the G&A meet before every Board meeting to further facilitate the discussion of the recommendations.

Chairperson Chavez referenced the BEC Summary Presentation and noted the following: 1) “Ad Hoc BEC Assessment recommendations – Accepted” would move forward to the G&A; 2) “Ad Hoc BEC - partially accepted” would move forward to the G&A, and; 3) “Ad Hoc BEC Assessment Recommendations – Referred to Staff” would move forward to the G&A with further analysis from staff.

Chairperson Chavez thanked the Ad Hoc BEC for their diligent work, efforts and commitment.

**On order of Chairperson Chavez** and there being no objection, the Board received VTA’s Board Governance Assessment Report.

#### **4. OTHER ITEMS**

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##### **4.1. ANNOUNCEMENTS**

Nuria I. Fernandez, General Manager and CEO, announced the next meeting of the G&A Committee is on February 6, 2020, at 4:00 p.m.

Chairperson Chavez announced that the next Regular Meeting of the Board of Directors is on February 6, 2020, at 5:30 p.m.

#### **5. ADJOURNMENT**

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**On order of Chairperson Chavez** and there being no objection, the workshop meeting was adjourned at 10:54 a.m.

Respectfully submitted,

Anita McGraw, Board Assistant  
VTA Office of the Board Secretary