

GOVERNANCE AND AUDIT COMMITTEE

Thursday, May 7, 2020

4:00 PM

TELECONFERENCE MEETING ONLY

In compliance with California's statewide stay at home order and Santa Clara County's shelter in place order and pursuant to California Governor Gavin Newsom's Executive Order N-29-20, VTA's Governance and Audit Committee will convene a teleconference meeting only.

Technology limitations may limit the ability to receive verbal public comments during the meeting. We request the public to submit their comments by 5:00 p.m. on May 6, 2020 to board.secretary@vta.org. Instructions for participating in the teleconference will be posted on VTA's website: <https://bit.ly/vta-ga-agendas>.

Meeting can be accessed via this link: <https://us02web.zoom.us/j/87566899336>.

AGENDA

CALL TO ORDER

1. ROLL CALL

2. PUBLIC COMMENT:

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 1 minute**. 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 reply in writing.

3. ORDERS OF THE DAY

CONSENT AGENDA

4. ACTION ITEM – Approve the Regular Meeting Minutes of March 5, 2020.

5. INFORMATION ITEM -Receive the General Liability and Workers' Compensation Claim Payments and Settlements report for Third Quarter Fiscal Year 2020.

REGULAR AGENDA

6. ACTION ITEM -Recommend that the Board of Directors adopt a resolution approving a minor amendment to a provision of the VTA Administrative Code delegating to the VTA General Counsel certain authority to initiate litigation.
7. DISCUSSION -Review, evaluate, and provide guidance to staff on specific Board Governance Enhancement recommendations.
8. INFORMATION ITEM -Review the current completion status of the Work Plan for Standing Committee evaluation of VTA Board Governance Enhancement Process recommendations.
9. INFORMATION ITEM -Review and receive the scope of work for Annual Financial Audit Services for Fiscal Year 2020.
10. INFORMATION ITEM -Review the Audit Status Report as of April 2020.

OTHER ITEMS

11. Items of Concern and Referral to Administration.
12. Review Committee Work Plan. (Fernandez)
13. Committee Staff Report. (Fernandez)
 - Status of Auditor General Request for Proposal (Verbal Report)
14. Chairperson's Report. (Chavez)
15. Determine Items for the Consent Agenda for future VTA Board of Directors' meetings.

16. ANNOUNCEMENTS

17. 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 ✉ board.secretary@vta.org or ☎ (408) 321-2330 (TTY only). VTA's home page is www.vta.org or visit us on 📘 www.facebook.com/scvta. ☎ (408) 321-2300: 中文 / Español / 日本語 / 한국어 / tiếng Việt / Tagalog.

Disclosure of Campaign Contributions to Board Members (Government Code Section 84308) In accordance with Government Code Section 84308, no VTA Board Member shall accept, solicit, or direct a contribution of more than \$250 from any party, or his or her agent, or from any participant, or his or her agent, while a proceeding involving a license, permit, or other entitlement for use is pending before the agency. Any Board Member who has received a contribution within the preceding 12 months in an amount of more than \$250 from a party or from any agent or participant shall disclose that fact on the record of the proceeding and shall not make, participate in making, or in any way attempt to use his or her official position to influence the decision. A party to a proceeding before VTA shall disclose on the record of the proceeding any contribution in an amount of more than \$250 made within the preceding 12 months by the party, or his or her agent, to any Board Member. No party, or his or her agent, shall make a contribution of more than \$250 to any Board Member during the proceeding and for three months following the date a final decision is rendered by the agency in the proceeding. The foregoing statements are limited in their entirety by the provisions of Section 84308 and parties are urged to consult with their own legal counsel regarding the requirements of the law.

All reports for items on the open meeting agenda are available for review on VTA's website at <http://www.vta.org>.

There will be no physical location for the May 7, 2020 Governance and Audit Committee Meeting.

Zoom meeting link- <https://us02web.zoom.us/j/87566899336>.

Call in options:

Zoom one-tap via smartphone:

US: +16699009128,,87566899336# or +12532158782,, 87566899336#

Via telephone dial: US: ++1 669 900 9128 or +1 253 215 8782

Webinar ID: 875 6689 9336

**NOTE: THE BOARD OF DIRECTORS MAY ACCEPT, REJECT OR MODIFY
ANY ACTION RECOMMENDED ON THIS AGENDA.**