BOARD GOVERNANCE ASSESSMENT

Santa Clara Valley Transportation Authority (VTA)

Phase I Deliverable and Project Status Report

Ad Hoc Board Enhancement Committee (BEC) Meeting

October 29, 2019



Agenda

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Status and Accomplished Tasks

Key Work Steps

- Completed adherence / compliance testing for governance areas:
 - Conflicts / ethics
 - Meeting quorums
 - Board and Committee attendance
 - Public notice
- Agreed on benchmark agencies, and began research
- Held interviews with VTA Board members and management

Communications

- Met with Cities Managers (10/09) and Cities Association (10/10)
- Finalized methods to receive public and community input:
 - Community meeting (11/21)
 - Webcast, with recording posted (11/22)
 - VTA website page and survey (https://www.vta.org/projects/vta-governance-study)
 - Dedicated phone line (408-952-4200)
 - City Councils, social media and community outreach
- Released Board Survey questionnaire

Project and Resource Management

- Updated Issues / Questions / Risks log
- Team on-site weeks of 10/07 and 10/28
- Held weekly project calls
- Coordinated with VTA Project Manager

Key Dates Upcoming

- Week of 10/28 continue VTA Board and management interviews
- 10/29 BEC Phase I Deliverable meeting (rescheduled from 10/10)
- Week of 10/28 Board Survey analysis (open since 10/04)
- TBD benchmark agency interviews
- Week of 11/18 Community meeting, and webcast



Compliance Testing Summary Scorecard

Area	Compliance Testing Results	Opportunity for Improvement
Meeting Attendance	Medium	High
Ethics / Conflicts	Good	Medium
Meeting Quorum	Good	Low
Public Meeting Notice	Good	Low

Summary:

- * No significant deviations or lack of compliance from VTA's governance documents and procedures were noted.
- * There are opportunities for enhancing governance. Please see Recommendations following.





Preliminary Observations: Meeting Attendance

	Mosting Attendence	Compliance Testing Results: Medium		
	Meeting Attendance	Opportunity for Improvement: High		
Objective	Assess whether Board and Standing Committee members and Altern responsibilities.	ates are attending meetings, to fulfill their Board		
Risk	VTA is not in compliance with its Administrative Code or Board Rules of Procedure.			
Governance	Administrative Code and Board Rules of Procedure.			
Scope	VTA Board and Committee meetings during calendar year 2018 and 2019 to date (January through August)			
Procedures	1. Review VTA Meeting schedule on website and Meeting Portal 2. Review Attendance Logs and information on the VTA Board Portal.			
Conclusion	Members' attendance as reported on VTA's Board Portal varied from a reported 17% to over 90%.			



Preliminary Observations: Meeting Attendance (continued)

Observation	#	Recommendation
Attendance information for each Board member and alternate is posted on VTA's public Board Portal website. The period for which the percentage is presented is from the inception of MinuteTraq (VTA's agenda management system) to date.	1	Report Members' attendance as year to date, and clearly state the methodology on the Board Portal.
VTA internally produces Attendance Logs for its Board and Committee meetings. Board Alternates are shown as "Absent" rather than "Not Applicable" (as is used for Committees) if they are not needed for a meeting. This inconsistency leads to lower than actual attendance records reported for Board Alternates.	2	Revise methodology to assess Members' participation. Share this information with Members and the Board on at least an annual basis.
The Administrative Code states that "Alternate members shall regularly attend Board meetings and sit for and vote in the place of a Director for his or her City or County Grouping if the Director is absent". (Section 2-12). However, Alternates are typically notified if the regular Member is expected to attend, and then frequently do not attend themselves. Some Alternates' attendance records reflect high absence rates (as high as 83%), partially because they have been provided the option not to participate in meetings.	3	 a). The Admin Code could be reasonably interpreted as <i>requiring</i> Alternates members to attend meetings. State the Board's preference clearly to members and Alternates. b). Utilize the provision to help develop informed and committed Alternates and possible future Members, and require the Alternates' attendance at meetings, regardless of whether the regular Member is attending.



Preliminary Observations: Meeting Attendance (continued)

Observation	#	Recommendation
The Board has approved "Recommended Guidelines for VTA Member Agency Use in Making Appointments to the VTA Board of Directors or the Policy Advisory Committee." We observed that: a). The Guidelines are solely suggestions, and do not have to be adopted or followed by an individual city or city grouping.	4	TBD after benchmark agency and Board member interviews.
b). The Guidelines do not address any Committees other than the Policy Advisory Committee (PAC).		
c). There are no stated remedies or support for Members who may not be able to meet the suggested Expectations.		
d). The Expectations are not measured. They include "regular" attendance, hours devoted per month, a "fiduciary responsibility" to vote for the best interests of the region, and keeping their respective jurisdictions informed of key issues.		



Preliminary Observations: Ethics / Conflicts

	Ethios / Conflicts	Compliance Testing Results: Good		
	Ethics / Conflicts	Opportunity for Improvement: Medium		
Objective	Assess whether VTA Board and oversight Committee Members are co	mplying with ethics governance requirements.		
Risk	Board or Committee members are out of compliance, possibly causing VTA or legal violations.			
Governance	vernance Administrative Code and Conflict of Interest Code.			
Scope	All VTA Board Members and Alternates, and 5 Committee Members (judgmentally selected)			
Procedures	Review Form 700, Statement of Economic Interests, as filed with Santa Clara County's Clerk of the Board of Supervisors.			
Conclusion	a timely basis, except as noted below.			

Observation	#	Recommendation
One Committee Member had filed a Form 700 indicating that additional (real estate) information was included, but it was not attached. The Form 700 was either incomplete or incorrect for four months, until the Member filed an Amended Form, which changed the submission to not requiring the information.	5	Monitor or test the Members' filing of their Form 700s, or determine whether the County has any oversight procedures.



Preliminary Observations: Meeting Quorum

Mooting Overup		Compliance Testing Results: Good		
	Meeting Quorum	Opportunity for Improvement: Low		
Objective	Assess whether VTA is holding meetings and making voting decisions in	accordance with its governance requirements.		
Risk VTA meeting decisions not made in accordance with governance requirements may not provide valid results.				
Governance Administrative Code, Board Rules of Procedure and Committee Bylaws.				
Scope VTA Board and Committee meetings during 2019 to date (January through August).				
Procedures 1. Review VTA Meeting schedule on website and Meeting Portal. 2. Review Attendance Logs for all Board and Standing Committee meetings from July 2018 through August 2019. 3. Review meeting minutes from VTA web site, to note whether a quorum was documented as being present. 4. Review the number of affirmative votes required and taken for passage of an action.				
Conclusion Meeting actions were held with quorums present for the majority of meetings tested.				



Preliminary Observations: Meeting Quorum (continued)

Observation	#	Recommendation
In some cases, quorums were not present at the beginning of meetings, as Members or Directors arrived late. While official business was ultimately conducted, efficiency may have been affected, and some Members voted on matters shortly after arriving. We noted that due to a lack of a quorum, one Committee operated properly as a Committee of the Whole, and was therefore unable to provide any recommended actions to the Board.	6	Encourage attendance and counsel or monitor those who can not contribute or participate as expected.
The Administrative Code does not reflect the correct number of members required for one committee's affirmative voting.	7	Update the Administrative Code to reflect the correct number of members required for affirmative voting.



Preliminary Observations: Public Meeting Notice

	Public Meeting Notice	Compliance Testing Results: Good	
	Public Meeting Notice	Opportunity for Improvement: Low	
Objective	oublic meetings.		
Risk VTA is not in compliance with its Administrative Code, or the State of California's Brown Act requirements.			
Governance Administrative Code, Board Rules of Procedure, and Ralph M. Brown Act.			
VTA Board and Committee meetings during 2019 to date (January through August).			
Procedures 1. Review VTA Meeting schedule on website and Meeting Portal. 2. Review source documentation maintained by Board Secretary's Office.			
Conclusion Meetings tested (both held and canceled) were appropriately noticed.			

Observation	#	Recommendation
Presentations accompanying agenda items are not always available when agenda is distributed. (Note: this is not a violation of the Brown Act or the Administrative Code).	8	Post the meeting materials online, within a specified period of time prior to the meeting, to enhance transparency and meeting effectiveness.



Committee Structure: VTA

Active Committee

Inactive Committee

Standing Committees

Administration & Finance (A&F)

Governance & Audit (G&A)

Congestion Management Program & Planning (CMMP)

Capital Program (CPC)

Safety, Security, & Transit Planning & Operations (SSTPO) **Summary from VTA Board Portal:**

5 Standing Committees

5 Advisory Committees 3 Policy Advisory Boards

1 Ad Hoc Committee

8 Other Committees

1 Working Group (of a Committee)

9 Inactive Committees

Advisory Committees

Bicycle & Pedestrian **Advisory Committee**

Citizens Advisory Committee

Committee for **Transportation** Mobility & Accessibility

Policy Advisory Committee (PAC)

Technical Advisory Committee (TAC)

Policy Advisory Boards

Diridon Station Joint Development

Eastridge to BART **Regional Connector**

State Route 85 Corridor

El Camino Real Rapid Transit

Downtown East Valley

Silicon Valley Rapid Transit Corridor / Warm Springs Extension

Ad Hoc Committees

Ad Hoc Board **Enhancement** Ad Hoc Financial Stability

Ad Hoc Envision Silicon Valley

VTA's BART Silicon Valley Ad Hoc

Other Committees

Board of Pensions Investment

Deferred Compensation

Other Post-**Employment Benefits**

2016 Measure B Citizens' Oversight

2000 Measure A

Citizens Watchdog

Board of Pensions

Land Use / **Transportation** Joint VTA / BART **Integration Working** Working Committee Group (of TAC)

Mobility Partnership

SVRT Program

Levi's Stadium **Transit Program** Committee of the Whole

Preliminary Observations: VTA Committees on Board Portal

VTA Committees on Board Portal

Implementation Complexity: Low

Criticality: Low

Source Committee structure, from VTA Board Portal.

Observation	#	Recommendation
VTA currently has 23 active committees and 9 inactive committees that are shown on the public Board Portal.	9	a). Close or wind-down the inactive Committeesb). Archive or segregate the materials from inactive Committees in a separate section of the Board Portal.c). Specify the actions required by the Board or Committee Chair to close or wind down committees in the Rules of Procedure or elsewhere.
Working groups, which are subsets of Committees, are treated inconsistently on the Board Portal. The Technical Advisory Committee (TAC) has three working groups: 1) Land Use/Transportation Integration (LUTI), 2) Capital Improvement Program (CIP) and 3) Systems Operations & Management (SOM). The LUTI working group is shown as a separate group on the Board Portal. The other two working groups are not identified. Also, the Administrative Code and Rules of Procedure do not contain any reference to working groups, or their role, creation or dissolution.	10	Define the roles of Working Groups, and post the Working Group agendas and information under the related Committee.

Committee Structure: Benchmark Agencies (preliminary)

Agency		Board Committees (not all Committees)									
Most Common Structure (per TRB National Survey)	Executive	Audit	Human Resources	Planning	Legislative / Government Relations	Marketing	Other	Other	Other		
Los Angeles County Metropolitan Transportation Authority (LA Metro)	Executive Management	Finance, Budget and Audit		Planning and Programming			Operations, Safety, and Customer Experience	Construction			
Chicago Transit Authority (CTA)		Finance, Audit and Budget	Human Resources	Strategic Planning and Service Delivery			Transit Services				
Portland Tri-County Metropolitan Transportation District (TriMet)		Finance and Audit									
Denver Regional Transportation District (RTD)	Executive	Financial Administration and Audit	GM Oversight & Performance Management	Planning / Capital Programs and FasTracks	Communications and Government Relations		Operations / Customer Service		Civil Rights		
Dallas Area Rapid Transit (DART)		1. Audit 2. Budget and Finance		Planning					Defined Benefits		
Utah Transit Authority (UTA)		Audit									
Santa Clara Valley Transportation Authority (VTA)	Governance and Audit	Administration and Finance		Congestion Management Program & Planning			Safety, Security, and Transit Planning and Operations	Capital Program			

Notes: 1). Data is preliminary and will be validated with agencies.

2). Recommendations will be presented after benchmark agency and Board member interviews.



Enabling Legislation and Administrative Code Comparison

Area	Enabling Act	VTA Administrative Code	Comments			
Board Membership	 Santa Clara County: 2 members + 1 alternate City of San Jose: 5 members + 1 alternate 13 cities: 5 members, "as provided by agreement among those cities" + "may provide for appointment of alternates" 	 City groupings established in 1997 City groupings determine their appointment process Alternates for all city groupings 	 Enabling Act requires only 2 alternates. Enabling Act does not refer to city groupings. 			
Appointment Term for Directors, Chair and Vice Chair	 Term of office for each director shall be two years and until the appointment of his or her successor. Board annually elects a Chair and Vice Chair. 	 The Board Chairperson or Vice Chairperson positions shall be rotated annually between the smaller city groups, and City of San Jose / Santa Clara County. Term of appointment for Standing Committee Chairs and members is one year. 	 Admin Code could explicitly define the term of office. Enabling Act does not specify any term limits. Enabling Act requires annual election of Chair and Vice Chair. Enabling Act specifies the position of Vice Chair. 			
Qualifications	 Appoint individuals who have expertise, experience, or knowledge relative to transportation issues. 	 Appoint individuals with appropriate experience and qualifications in transportation. 	 Enabling Act is silent on VTA Board's right to accept or vet appointed individuals, or the appointment methodology. Enabling Act and Admin Code do not refer to land use expertise, as outlined in the "Recommended Guidelines for Making Appointments to the VTA Board". 			



Enabling Legislation and Administrative Code Comparison (continued)

Area	Enabling Act	Administrative Code	Comments			
Rules for Proceedings and Actions	 Majority of 12 Board members constitutes a quorum. No act of the Board shall be valid unless at least seven concur. 	 Majority of 12 Board members constitutes a quorum. No act of the Board shall be valid unless at least seven concur, "unless law, statute or convention requires a higher threshold". 	 Grant agreements or state statutes could require a higher threshold than specified in the Enabling Act. Supermajority votes could be required by Board action. 			
Committees	 The Board shall establish at least one advisory committee. Advisory committees provide advice to the board on policy matters, and have additional duties as provided by the board. 	 For each Standing committee, not more than two of its members shall come from the same City Grouping. Standing committees shall work jointly where issues overlap the assignments of two or more standing committees. 	 Enabling Act does not distinguish between "Standing" and "Advisory" committees, or members (Board vs. non-Board). Committees could have ability to bind the Board. Admin Code imposed restrictions on number of Standing Committee members from a City Grouping. 			
Compensation	 \$100 maximum for each meeting of the board attended, plus expenses (no cap noted). May not exceed <u>six</u> days in any month. 	 \$100 maximum for each meeting of the board attended, plus expenses (no cap noted). May not exceed <u>five</u> days in any month. 	 Board cannot set compensation in excess of \$100 per meeting. No escalation factor for compensation. 			

Notes:

- 1). Analysis is preliminary and has not been validated by General Counsel (as of October 29, 2019).
- 2). Recommendations will be presented after benchmark agency and Board member interviews.



Timeline and Key Milestones (estimated)

Overall Status: Green

Tasks	Week Starting																				
	Aug	gust			Sep	t			0	ct			No	VC				Dec			Jan
	19	26	2	9	16	23	30	7	14	21	28	4	11	18	25	2	9	16	23	30	
BEC Meetings					Р		S	Р			D			S				D			
Community Meeting and Webcast/Virtual Meeting																					
City Managers and Cities Association meetings																					
Phase I - Project Kickoff; Document Review																					
- Evaluate Governance; Test Adherence																					
Phase II – VTA and Member Agency Interviews																					
- Peer Comparisons; Best Practices																					
Final Reporting and Board Meeting (dates TBD)																					D

Note: Some tasks may overlap. (S = status; D = deliverable, P = postponed)



Note: Survey was distributed to Board, Alternate and Ex-Officio Members.

VTA Survey

- 1. The VTA Board effectively reaches consensus on its agenda items:
- Always
- Most of the time
- Some of the time
- Never
- Not sure
- 2. The VTA is a multi-modal agency. The Board is supported by five Standing Committees, five Advisory Committees, and approximately 20 other Policy Advisory Boards and Ad-hoc committees. This structure is:
- Too many
- About right
- Too few
- 3. The Board seeks and utilizes feedback from its Committees in the course of its deliberations:
- Always
- Most of the time
- Some of the time
- Never
- Not sure



Board Survey: Questions (continued)

VTA Survey

4. The effectiveness of the VTA Standing Committees is:

	High	Average	Low
 Governance and Audit (G&A) 	0	0	0
 Administration and Finance 	0	0	0
 Safety, Security, and Transit Planning and Operations (SSTP) 	O) 0	0	0
 (A&F) Capital Program Committee (CPC) 	0	0	0
 Congestion Management Program and Planning (CMPP) 	0	0	0

- 5. The Standing Committees' (collective) amount of responsibility, decision making, and ability to bind the Board should be:
- Increased
- Decreased
- Left as is
- 6. Please priority rank the following items in terms of importance of a Board Member's or prospective Member's skills and qualifications = highest, 6 = lowest):

High

- Transportation experience
- Being an Elected Official
- Business acumen
- Strategic vision
- Experience on other boards
- Ability to reach or represent Silicon Valley businesses or interest groups



VTA Survey

7. The Board can receive various items on its agenda. The number of each is:

		Too many	About right	Too few
0	Information items	0	0	0
0	Action items	0	0	0
0	Consent agenda items	0	0	0
0	Regular agenda items	0	0	0

- 8. The VTA Board's role is region-wide, while Board Members represent multiple jurisdictions. Members handle this split responsibility through their votes and comments:
- Well
- Poorly
- Not sure
- 9. Changes to VTA's governance structure, Administrative Code or other rules or regulations should be made by the Board, if they: (please rank in prioritized order. 1 = highest, 3 = lowest).
- Benefit the region and riders
- Are politically palatable
- Help my jurisdiction



VTA Survey

- 10. Please priority rank the effectiveness of the VTA Board, under the following measure (1 = highest, 10 = lowest):
- Overall governance
- Community image
- Press coverage
- Ridership levels
- Funding
- Political support
- Strategy/Long-rang planning
- Management of large capital projects
- Financial condition and results
- Commitment of Members
- 11. The preparation and presentation of financial data including a biennial operating and capital budget (vs. an annual one) for the Board's oversight and policy setting purposes is:
- Sufficient
- Insufficient
- Not sure
- 12. The VTA Board has adequate time to monitor and provide policy oversight for its various functions/modes:

		Yes	No	Not sure
o Con	gestion management	0	0	0
o High	iway	0	0	0
Bicy	cle and pedestrian	0	0	0
Tran	sit (bus, light rail, paratransit	0	0	0

VTA Survey

- 13. Please rank the impediments to effective change to the VTA's governance structure (1 = highest, 3 = lowest):
- Lack of a need to change
- Desire/Political will to change
- Board members' assignments based on a jurisdictional model
- 14. The amount of time I spend each month on VTA Board and Committee meetings, preparation, follow- up or related areas is:
- Less than 10 hours
- 10 to 20 hours
- Greater than 20 hours
- 15. The amount of time I spend each month on VTA Board and Committee meetings, preparation, follow- up or related areas is:
- Sufficient to allow me to be informed and participate
- Not enough to fully absorb all the materials and topics
- Too much
- 16. The Board's actions, agendas and discussions are linked to the VTA's Vision and Core Values:

			Well	About right	Not enough
0	Innovation		0	0	0
0	Safety		0	0	0
0	Integrity		0	0	0
0	Quality		Ō	Ō	Ō
0	Sustainability		0	0	0
0	Diversity		0	0	0
0	Accountability	22	0	0	0

VTA Survey

- 17. The VTA Board term length (excluding re-appointment) that would best develop Members and enhance commitment should be:
- One year
- Two years
- Four years
- Other (please specify) ______
- 18. The VTA Board size that would best allow for effective decision-making, jurisdictional coverage, balanced assignments and member cohesiveness would be (excluding alternates):
- o 3 to 5 members

o 6 to 9 members

12 members (current size)

o 16 members

- More than 16 members
- 19. Please priority rank the level of impact of the following factors on the VTA Board's effectiveness
- (1 = highest, 14 = lowest):
- Board size
- Board committee structure
- Board diversity
- Board political responsiveness
- Board orientation / training
- Board knowledge of transit

- O Board organization/structure
- O Board compensation
- Transit dedicated funding
- O Board chair leadership
- O Board commitment
- O Board involvement in strategic planning
- Board receipt of accurate, timely information for decision-making ⁰ Clarity of Board's role
- Measurement of Board effectiveness



VTA Survey

- 20. Please priority rank the most time consuming activities in which the VTA Board is involved (1 = most, 15 = least):
- Strategic planning
- Establishing service policies/standards
- Fiscal control and/or budget approval Legal oversight
- Setting organizational priorities
- Media and public relations
- Community relations (business or special interest groups)
- FTA or ADA rules and regulations

- o Labor contract and/or labor relations
- o Purchasing, procurement or contracting matters
- o Liaison with other Elected Officials
- o Liaison with federal, state or other funding organizations
- o Transportation industry relations
- o Marketing Funding/Revenue/Fares
- 21. The VTA Board shares a common understanding and strong ownership of issues and key decisions (including fares, routes and financial condition) that has been stress tested through discussion:
- Always
- Most of the time
- Occasionally
- Rarely Never
- 22. The VTA 2017 to 2022 Strategic Plan outlines the Authority's mission, vision, core values and business themes. The Plan was discussed at Board meetings or workshops and is incorporated into the Board's actions and agendas:
- Very well
- Adequately
- Not well
- Don't know/not sure



VTA Survey

23. There should be a VTA Board process or Committee charged with supporting Members' effectiveness, considering succession planning, evaluating individual Board Members, or monitoring against the Board's adopted "Recommended Guidelines for VTA Member Agency Use in Making Appointments to the VTA Board of Directors or Policy Advisory Committee:"

Agree strongly

o Agree

Not sure

o Disagree

Disagree strongly

o Disagree strongly

24. The amount of time that is spent at each of the VTA Board meetings on the following areas or orders of business is:

Too much About right Too little

- Awards and commendations
- Public comment
- Committee reports
- Consent agenda
- Regular Agenda (non-consent items)
- Report from the Chairperson
- Report from the General Manager
- Report from the General Counsel
- Items of Concern and Referral to Administration
- Reports from Committees, Policy Advisory Boards (PABs), etc.
- Announcements
- Closed session



VTA Survey 25. What mechanisms, programs or tools could help individual Board members perform better? _______ 26. How could the VTA Board operate more effectively as a group? _______________ 27. Please add any other comments. ______



RSM US LLP

+1 800 274 3978 rsmus.com

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