



BOARD OF DIRECTORS 2021

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SPECIAL MEETING / BOARD STUDY SESSION

PENINSULA CORRIDOR JOINT POWERS BOARD

Due to COVID-19, this meeting will be conducted via teleconference only (no physical location) pursuant to the [Governor's Executive Orders N-25-20 and N-29-20](#).

Directors, staff and the public may participate remotely via Zoom at

<https://zoom.us/j/92124095015?pwd=OU9weTZDS3YyTDI1NEh2QjMxalFTdz09>

or by entering Webinar ID: **921 2409 5015**, Passcode: **638844** in the Zoom app for audio/visual capability or by calling 1-669-900-6833 (enter webinar ID and press # when prompted for participant ID) for audio only. The video live stream will be available after the meeting at

<http://www.caltrain.com/about/bod/video.html>

Public Comments: Members of the public are encouraged to participate remotely. Public comments may be submitted to publiccomment@caltrain.com prior to the meeting's call to order so that they can be sent to the Board as soon as possible, while those received during or after an agenda item is heard will be included into the Board's weekly correspondence and posted online at

http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html.

Oral public comments will also be accepted during the meeting through *Zoom or via the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Use the Raise Hand feature to request to speak. For public participants calling in, dial *67 if you do not want your telephone number to appear on the live broadcast. Callers may dial *9 to use the Raise the Hand feature for public comment and press *6 to accept being unmuted when recognized to speak for two minutes or less. Each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Board Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

Friday, May 14, 2021

1:00pm – 4:30pm

1. Call to Order/Roll Call
2. Caltrain Governance Special Meeting #2 (including background interviews and key themes, 2021 governance process, and next steps)
 - PRESENTATION & DISCUSSION – Howard Permut and Katie Miller
 - BOARD GUIDANCE AND DIRECTION
3. Adjourn

INFORMATION FOR THE PUBLIC

All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

If you have questions on the agenda, please contact the JPB Secretary at 650.508.6242. Agendas are available on the Caltrain website at www.caltrain.com. Communications to the Board of Directors can be e-mailed to board@caltrain.com.

Free translation is available; Para traducción llama al 1.800.660.4287; 如需翻译 请电 1.800.660.4287

Date and Time of Board and Committee Meetings

JPB Board: First Thursday of the month, 9:00 am; JPB Finance Committee: Fourth Monday of the month, 2:30 pm; JPB WPLP Committee: Fourth Wednesday of the month, 3:00 pm. Date, time and location of meetings may be changed as necessary. Meeting schedules for the Board and committees are available on the website.

Location of Meeting

Due to COVID-19, the meeting will only be via teleconference as per the information provided at the top of the agenda. the Public may not attend this meeting in person. *Should Zoom not be operational, please check online at http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html for any updates or further instruction.

Public Comment*

Members of the public are encouraged to participate remotely. Public comments may be submitted to publiccomment@caltrain.com prior to the meeting's call to order so that they can be sent to the Board as soon as possible, while those received during or after an agenda item is heard will be included into the Board's weekly correspondence and posted online at http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html. Oral public comments will also be accepted during the meeting through Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM and each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Board Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

Accessible Public Meetings/Translation

Upon request, the JPB will provide for written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in and provide comments at/related to public meetings. Please submit a request, including your name, phone number and/or email address, and a description of the modification, accommodation, auxiliary aid, service or alternative format requested at least at least 72 hours in advance of the meeting or hearing. Please direct requests for disability-related modification and/or interpreter services to the Title VI Administrator at San Mateo County Transit District, 1250 San Carlos Avenue, San Carlos, CA 94070-1306; or email titlevi@samtrans.com; or request by phone at 650-622-7864 or TTY 650-508-6448.

Availability of Public Records

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070-1306, at the same time that the public records are distributed or made available to the legislative body.

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

FROM: Michelle Bouchard
Acting Executive Director

SUBJECT: **CALTRAIN GOVERNANCE SPECIAL MEETING #2**

ACTION

It is recommended that the Peninsula Corridor Joint Powers Board (Board) receive a staff presentation providing information for the second Caltrain governance special meeting of 2021, including information on refinement of options, approach to evaluation, resources, and next steps.

SIGNIFICANCE

This is the second of five special Board meetings on Caltrain governance to support development of the Board's 2021 recommendation on governance by December 2021. At the second meeting on May 14, 2021, Howard Permut, of Permut Consulting LLC, will present along with staff. He will be joined by Katie Miller, of Left Lane Advisors, to moderate the Board's discussion. The special meeting materials include an extensive powerpoint that presents refined options, approach to evaluation, resources required to support this process, and next steps.

BACKGROUND

In August of 2019, the Board received a Caltrain Organizational Assessment report from Howard Permut as part of the Caltrain Business Plan effort. In November 2019, the Board held a special workshop to discuss the Caltrain organization and governance issues in greater depth. Following the workshop, at its regular December 2019 meeting, the Board agreed to form a Governance Ad Hoc Committee and hire a special counsel to research and clarify key issues in a fact-finding report. The Governance Ad Hoc Committee met regularly in the first half of 2020, and in July 2020, the special counsel presented their fact-finding report to the full Board.

In August 2020, the Board held a substantial discussion regarding the placement of Measure RR on the November 2020 ballot in San Francisco, San Mateo, and Santa Clara counties. If approved by two-thirds of the voters in all three counties, Measure RR would provide dedicated funding to Caltrain via a 1/8 cent sales tax in each county. At the August 2020 meeting, the Board approved Resolution 2020-42 to authorize placement of Measure RR on the ballot. This resolution also included provisions related to governance, including a commitment by the Board to develop and approve a governance recommendation by December 2021.

Over two-thirds of the voters in San Francisco, San Mateo, and Santa Clara counties approved Measure RR on November 3, 2020. Following its passage, the Board requested that Caltrain staff commence the 2021 governance process to support the Board in development of its governance recommendation by the end of 2021. A Governance Process Ad Hoc Committee of the Board was established to aid with the process, comprised of four Board members: Chair Davis, Director Chavez, Director Pine, and Director Walton. In addition to the Board members, JPA member agency staff also participate in the Governance Process Ad Hoc Committee meetings.

The special meeting on March 19, 2021 was the first of five special meetings intended to assist the full Board in the process of reaching a governance recommendation by the end of the year. At the first special meeting, the Board accepted the 2021 Governance Roadmap for the process, with the understanding that the Governance Process Ad Hoc Committee may come back with updates to refine the plan. Additionally, the Board accepted the 2021 Proposed Objectives for the Governance Outcome, with the amendment that 1) an additional objective be equitable decision making across the board for all JPB member agencies and 2) be focused on improving ridership of all income levels for Caltrain. The full minutes from the first special meeting can be found [here](#).

The Governance Process Ad Hoc Committee is meeting monthly to support the overall 2021 governance process. They met twice in advance of the Board's first special meeting, and they held two additional meetings in advance of the Board's second special meeting.

BUDGET IMPACT

There is no budget impact associated with receiving this report or taking any actions.

NEXT STEPS

Following the Board's second special meeting, three additional special meetings on governance have been scheduled in 2021:

- Special Meeting #3: Friday, June 25, 2021, 8:30am – 12:00pm;
- Special Meeting #4: Friday, August 20, 2021, 1:00pm – 4:30pm; and
- Special Meeting #5: Friday, October 22, 2021, 1:00pm – 4:30pm.

Prepared by: Sebastian Petty, Deputy Chief, Caltrain Planning