

## **RULES OF PROCEDURE FOR THE PENINSULA CORRIDOR JOINT POWERS BOARD**

The Peninsula Corridor Joint Powers Board (“PCJPB” or “Board”) hereby promulgates the following rules to govern its proceedings:

**Section 1. Officers.** The officers of the PCJPB shall be a Chair and a Vice-Chair.

**Section 2. Chair.** The Chair shall be elected by the nine-member Board of the PCJPB, and shall serve a term of one (1) year. It shall be the duty of the Chair to preside at all meetings of the Board. Unless otherwise provided by a resolution of the Board, the Chair shall, as necessary, execute legal instruments approved by the Board.

**Section 3. Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in the Chair’s absence or incapacity and, in case of a vacancy of the office of Chair, the Vice-Chair shall perform the duties of said office until such time as the Board shall regularly elect a new Chair. In the absence of the Chair and the Vice-Chair, the Board shall appoint a presiding officer pro tempore from among the members present. If the office of the Vice-Chair becomes vacant, the Board shall elect a successor to such office from its membership at the next regular meeting.

**Section 4. Regular Meetings.** Except as otherwise determined by the PCJPB, regular Board meetings shall be held on the first Thursday of every month at 9:00 a.m., unless the Chair specifies a different time. Committee meetings shall be held on a monthly basis or as needed at the call of the Committee Chairs. These meetings will take place at the Administrative Headquarters of the San Mateo County Transit District, located at 1250 San Carlos Drive, San Carlos, California, unless the Chair specifies a different location.

**Section 5. Special Meetings.** Upon the discretion of the Chair of the Board or upon the request of any two members with the concurrence of the Chair, a special meeting may be called for the purpose of transacting any business so specified in the notice therefor. Such notice may be given to each member of the Board by personal delivery, or by mail at least twenty-four (24) hours before the time of such special meeting. Said notice shall specify the time and place of such special meeting together with a brief general description of each item of business to be transacted. No other business shall be conducted by the Board except that so specified in the notice calling the special meeting.

**Section 6. Meetings Open to the Public.** All regular and special meetings shall be open and public; all such meetings shall be noticed with posted agendas, as required by law (Government Code Sections 54950 et seq.) (hereinafter “Brown Act”). Any such regular or special meeting may be adjourned to a date and place certain as specified by the Board, and any such adjourned meeting shall be deemed to be a part of the regular or special meeting so adjourned.

**Section 7. Meeting Falling on Legal Holiday.** In the event any regular or special meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding day thereafter that does not fall on a holiday unless otherwise determined by the Board.

**Section 8. Public Comment.** At both regular and special meetings, persons wishing to address the Board or committee of the Board on an agenda item will be recognized when that item is being considered and prior to any action concerning same. Persons wishing to address the Board or a committee of the Board concerning items of interest to the public that are not on the agenda

and are within the subject matter jurisdiction of the Board or a committee will be recognized during the public comment period at regular meetings. The Board may adopt reasonable regulations during each meeting pertaining to the permitted scope and duration of public testimony to be received on a particular matter on the agenda. During the public comment period on non-agendized items the total amount of time allocated for public testimony by each individual speaker shall be limited to two (2) minutes unless the Chair establishes a different standard based on the Board or committee's business needs, and all items raised that require a response will be referred to staff for reply.

**Section 9. Quorum.** A majority of the membership of the Board constitutes a quorum for the purpose of conducting the business of the PCJPB; however, if there is not a quorum, the lesser number of Board members present or the Secretary of the PCJPB may adjourn the meeting from time to time until there is a quorum.

**Section 10. Call to Order and Roll Call.** The Chair shall preside at all meetings, and shall call each regular, adjourned, recessed or special meeting to order at the appointed hour. Immediately after the call to order, the Secretary shall call the roll of the members of the Board and shall record those present and those absent. If present, members of the Board will be recorded present regardless of their answer or failure to answer to the roll call. Immediately after the roll call, or the appointment of a Chair pro tempore in the event that the Chair and Vice-Chair are absent, the presiding officer shall proceed with the order of business.

**Section 11. Conduct of Business.**

**Section 11.1. Regular Meetings.** The Order of Business for each regular meeting of the PCJPB, which shall not be changed except by consent of a majority of the Board members present, shall be as follows:

- I. Call to Order/Roll Call
- II. Public Comments
- III. Closed Session (if needed)
- IV. Report Out from Closed Session (if applicable)
- V. Report of the Executive Director
- VI. Public Hearing (if scheduled)
- VII. Consent Calendar
- VIII. Regular Calendar
- IX. Reports of Chair, Citizens Advisory Committee, and Local Policy Makers Group
- X. Correspondence
- XI. Board Member Requests

XII. Date and Place of Next Meeting

XIII. Adjournment

**Section 11.2. Consent Calendar.** The Consent Calendar shall be prepared prior to every meeting of the Board and shall be incorporated in the agenda circulated to Board members. The matters to be included in the Consent Calendar are those that are regularly presented to the Board and are routine in nature, such as minutes, financial statements, and matters that have been presented to and recommended by a Committee. Upon presentation of the Consent Calendar for approval, any member of the Board may request of the Chair that an item or items listed on the Consent Calendar be considered and acted upon separately. Each such request shall be granted and the item(s) shall be separately heard and acted upon by the PCJPB after approval of the remainder of the Consent Calendar. Adoption of the Consent Calendar shall require the affirmative vote of a majority of the members of the Board.

**Section 11.3. Regular Calendar.** Each agenda will additionally include a Regular Calendar for items not considered under the Consent Calendar or during a Public Hearing. The Regular Calendar will include all items that may require significant discussion by the Board prior to taking action.

**Section 11.4. Closed Session.** Closed Session items identified on the agenda shall contain the information specified in Government Code Section 54954.5. Prior to holding any closed session, the Chair, General Counsel, or Board Secretary shall state, in open session, any items to be discussed in the closed session. Any decision taken by the Board of Directors in closed session that is required to be reported shall be reported in open session at the same meeting at which the closed session occurred.

**Section 11.5. Public Hearings.** Public hearings shall be conducted by the Board of Directors (or by staff at the Board's direction) when required by law or PCJPB policy.

**Section 12. Agenda.** Prior to every meeting of the Board, the Executive Director, in consultation with the Chair, shall prepare an agenda which shall set forth a general description of each item of business to be transacted or discussed by the Board.

**Section 12.1. Notice.** A complete copy of each agenda shall be delivered or mailed to each Board member so as to reach the recipient on the fifth day preceding the scheduled Board meeting. No action shall be taken on any item not appearing on the posted agenda unless (1) a majority of the Board determines that an emergency situation exists as defined in the Brown Act; (2) two-thirds of the Board or, if less than two-thirds of the Board members are present, all of the members present determine that there is a need to take immediate action and such need came to the attention of the PCJPB subsequent to the agenda being posted; or (3) the item was posted in an agenda for a meeting of the Board held not more than five calendar days earlier, where the item was continued to the meeting where action is being taken. In addition, as authorized under the Brown Act, the PCJPB or members of the Board may, as to matters not appearing on the agenda, respond to public comments or seek clarification from or give direction to support staff.

**Section 12.2. Placement of Items on the Agenda.** Board members may request that an item be added to the agenda of any Board or committee meeting. If one additional member of the Board concurs, the item will be placed on the agenda of the next meeting. Members of the public

may request items to be added to the agenda by submitting a request in writing to the Board of Directors. Such requests will be shared with all members of the Board of Directors who may request that an item be considered by the Board at a future meeting pursuant to this paragraph.

**Section 13. Manner of Voting.** Voting on ordinances and formal resolutions, or any other matters which may be requested by the majority of the Board members, shall be by roll call. Voting by motion shall be by voice vote with any abstentions recorded if a meeting is conducted in-person.

**Section 14. Voting Requirements.** Every Board member present when a question is ready for action shall vote for or against it, unless a member has abstained for cause. No action may be taken by the Board except upon the affirmative vote of five or more members.

**Section 15. Minutes of Meeting.** The minutes of the meetings of the Board shall be kept by the Secretary of the PCJPB and they shall be recorded electronically with a record of each particular type of business transacted set off in paragraphs with proper descriptive headings. A copy of the minutes of the Board shall be provided to each member of the Board either electronically or in hard copy, per the request of the member. The secretary shall be required to make a record of such business as was actually passed upon by vote of the Board, together with a summary of matters discussed. The Secretary shall not be required to make a verbatim transcript of the proceedings, providing that such proceedings are recorded (such recording to be retained for a period of 60 days) but the Secretary shall, as to all proposed ordinances and resolutions voted upon by the Board, record in the minutes the names of those members who voted for and those who voted against the matter. A record shall be made of the names of the persons addressing the Board, the title of the subject matter to which their remarks are directed and an indication as to whether they spoke in support of or in opposition to such item.

**Section 16. Remarks of Board Members When Entered in Minutes.** A Board member may request, through the presiding officer, the privilege of having an abstract of his statement on any subject matter under consideration by the Board entered into the minutes.

**Section 17. Committees.** The Chair shall appoint all committees and the membership thereof, and the Chair shall serve as an ex-officio member of all committees. Unless otherwise prescribed, a committee shall consist of not less than three (3) members, excluding the ex-officio member, and each committee shall have representation from the three county jurisdictions. If members of a committee are absent from a committee meeting, the Chair of the committee or the committee member presiding over the meeting may appoint one (1) non-committee Board member who is present to serve on the committee in place of such absent members in order to attain a quorum; provided that if two (2) committee members are absent, the Chair of the committee or the committee member presiding over the meeting may appoint two (2) noncommittee Board members who are present to serve on the committee in place of such absent members if such appointments achieve equal jurisdictional representation from each member agency. A majority of the committee membership shall constitute a quorum and a vote of such majority shall be required for action.

The Chair shall appoint the following Standing Committees:

- (1) Finance Committee
- (2) Operations, Planning and Safety Committee
- (3) Advocacy and Major Projects Committee

The functions and responsibilities of the standing committees shall be prescribed from time to time by the PCJPB. Meetings of the Standing Committees shall be held as needed at the call of the Chair. For more information on the three Standing Committees, *see* Attachment B.

Special ad hoc committees and advisory committees may be appointed by the Chair. Notice of committee meetings and the posting of committee meeting agendas shall be in full accordance with the requirements of the Brown Act.

**Section 18. Reports of Committees.** Committees shall report on any subject referred to them by the Board or the Chair and shall give their recommendations thereon. All matters, except those that are approved by the Chair for placement on the Board agenda, must first be reviewed by a committee before being presented to the Board for action.

**Section 19. Robert's Rules of Order.** All rules of order not covered herein shall be determined in accordance with the latest revised edition of Robert's Rules of Order.

**Section 20. Amendments to Rules.** The rules of this Board may be amended by majority vote of the Board at a regular or special meeting, but only after the proposed changes have been introduced for adoption at a previous regular or special meeting.

ADOPTED: 11/4/92 (Resolution No. 1992-50)

REVISED: 11/4/93 (Resolution No. 1993-118); 4/7/94 (Resolution No. 1994-9);  
6/4/09 (Resolution No. 2009-25)

**ATTACHMENT A  
DESCRIPTION OF CLOSED SESSIONS**

- **CONFERENCE WITH REAL PROPERTY NEGOTIATOR**  
(closed session held pursuant to Govt. Code § 54956.8)

**Description of property:** (Specify street address, or if no street address, the parcel number or other unique reference, of the real property under negotiation)

**Negotiating parties:** (Specify name of party (not agent) with whom the negotiator may negotiate)

**Matter Under negotiation:** (Specify whether instruction to negotiator will concern price, term of payment, or both)

- **CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION**  
(closed session held pursuant to Govt. Code § 54956.9 (a))

**Name of case:** (Specify by reference to case names or claim numbers); or

**Case name unspecified:** (Specify that disclosure would jeopardize service of process upon one or more unserved parties or the agency's ability to conclude existing settlement negotiations to its advantage)

- **CONFERENCE WITH LEGAL COUNSEL-ANTICIPATED LITIGATION**  
(closed session held pursuant to Govt. Code § 54956.9)

**Significant exposure to litigation pursuant to subdivision (b) of section 54956.9:**  
(Specify total number of potential cases)

**Initiation of litigation pursuant to subdivision (c) of Section 54956.9:**  
(Specify total number of potential cases)

- **THREAT TO PUBLIC SERVICES OR FACILITIES**  
(closed session held pursuant to Govt. Code § 54957)

**Consultation with:** (Specify name of law enforcement agency and title of officer)

- **PUBLIC EMPLOYEE EMPLOYMENT OR APPOINTMENT**  
(closed session held pursuant to Govt. Code § 54957)

**Title:** (Specify description of position to be filled)

- **PUBLIC EMPLOYEE PERFORMANCE EVALUATION**  
(closed session held pursuant to Govt. Code § 54957)

**Title:** (Specify position title of employee being reviewed)

- **PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE**  
(closed session held pursuant to Govt. Code § 54957)

(No additional information is required in connection with a closed session to consider discipline, dismissal, or release)

- **CONFERENCE WITH LABOR NEGOTIATOR**  
(closed session held pursuant to Govt. Code § 549S7.6)

**Agency negotiator:** (Specify name)

**Employee organization:** (Specify name of organization representing employee); or

**Unrepresented employee:** (Specify position title of unrepresented employee who is the subject of the negotiations)

## **ATTACHMENT B STANDING COMMITTEE CHARTERS**

### **OVERVIEW**

The key responsibilities of the Standing Committees are described below. Each Committee is authorized to carry out these and such other responsibilities assigned by the Board Chair or the Board, and take any actions reasonably related to the key responsibilities below.

Each Standing Committee will additionally have the authority to request that any member of the Board, any officer, or staff of the PCJPB, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

#### **I. Finance Committee**

##### **A. Committee Authority**

The Finance Committee shall assist the Board by reviewing, providing guidance, and making recommendations where applicable with respect to the JPB's financial policies, financial transactions, and budget. The Finance Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Finance Committee shall have access to all books, records, facilities, and staff of JPB. The foregoing is not intended to alter or curtail existing rights of individual Board members to access books, records, or staff in connection with the performance of their fiduciary duties as Board members.

##### **B. Key Responsibilities**

To fulfill its purpose, the Finance Committee shall:

1. Review the PCJPB's proposed annual budget and recommend approval of the budget to the Board.
2. Review all matters substantially affecting the fiscal operation of the PCJPB, including revenues, expenditures, investments, and related fiscal matters.
3. Review annually the proposed plan to meet the financial requirements of the PCJPB's capital plans, as well as any financing proposals during the fiscal year that deviate from the proposed financial plan for that year, and review and make recommendations to the Board regarding any capital budget amendments.
4. Review any proposal relating to the incurrence (or repayment) of material indebtedness or any other financing arrangement, unless the financing is one component of a larger project, such as a TOD, within the jurisdiction of another committee.
5. Review any proposed procurements submitted to the Finance Committee by the Chief Contract and Procurement Officer/Director of Contracts and Procurement or Agency Procurement Officers.



6. Recommend the selection of an external independent auditor and receive the annual audit of the PCJPB.
7. Review proposed real property acquisition and development, real estate policies, property exchanges.
8. Review of proposed Surplus Land Act determinations.
9. Review annually the scope and terms of the PCJPB's insurance policies and coverage.

## **II. Advocacy and Major Projects Committee**

### **A. Committee Authority**

The Advocacy and Major Projects Committee ("AMP") shall assist the Board by overseeing and making recommendations where applicable regarding the planning, development, procurement, and/or delivery of current PCJPB or PCJPB-involved major projects that include regional, interregional, or statewide connections and involve complex input and decision making by multiple jurisdictions and public entities. Such projects may include an anticipated investment of capital funds or other resources by the JPB and may have implications for the use of JPB-owned assets and the future delivery of Caltrain services. The Committee shall review and make recommendations to the Board on decisions pertaining to the planning and implementation of such projects. Additionally, the AMP Committee shall monitor the progress of and promote the efficient development and delivery of major projects safely, on time, within scope and budget, while seeking to enhance the value of these projects to the Caltrain system and maximizing equitable outcomes.

### **B. Key Responsibilities**

To fulfill its purpose, the AMP Committee shall:

1. Review plans and proposals for development, procurement, and/or delivery of current PCJPB or PCJPB-involved major projects that include regional, interregional, or statewide connections and involve complex input and decision making by multiple jurisdictions and public entities.
2. Monitor the expenditures incurred, current and future funding needs of regional, interregional, or statewide connections availability of funds to meet such needs.
3. Review the planning and construction of major projects, including project delivery methods, and construction, consultant, and related contracts already within the capital budget.
4. Monitor the progress of major projects and key project performance metrics (scope, schedule, budget, funding, risk, etc.) and recommend appropriate actions to address items of concern.

5. Monitor federal, state, and local legislation affecting operations and capital projects, including recommendations and positions on legislation.
6. Review proposed collaborations, partnerships, and relationships with public officials, public agencies, and private sector partners.
7. Review public and community relations, including website updates, social media strategy, and Government and Community Affairs department activities.

### **III. Operations, Planning, Safety (OPS) Committee**

#### **A. Committee Authority**

The Operations, Planning, Safety (OPS) Committee shall assist the Board by reviewing and making recommendations where applicable regarding all planning, construction, and engineering activities, with the exception of major projects as defined in the AMP Committee Charter, including the development of new and modifications to existing transportation services provided by the PCJPB to its customers. The Committee shall be responsible for oversight of the Board's service development, planning, environmental and Title VI policies. In addition, the Committee shall monitor legislation affecting operations, review and adopt annual legislative programs, and establish and continue relations with public officials.

#### **B. Key Responsibilities**

To fulfill its purpose, the OPS Committee shall:

1. Review and oversee the Capital Improvement Program which includes the State of Good Repair, Legal Mandates and Operational Improvements and Enhancements.
2. Review plans and proposals for grade separation, bridge, and transit facility and related maintenance, repair, and planning projects funded partially or wholly by third parties.
3. Review approve Caltrain's biennial Sustainability Report.
4. Review and monitor Caltrain's Business Plan and Long-Range Service Vision, and periodically review and update the Long-Range Service Vision.
5. Review and monitor and major service changes, including review of Title VI service Equity Analysis.
6. Provide support and guidance to the PCJPB in its formulation of its real estate policies and procedures and consider proposals for "non-railroad" uses of real property.
7. Review State of Good Repair, operations and maintenance, safety, and security, and other Caltrain performance metrics and workplans.