

RIVERSIDE TRANSIT AGENCY  
1825 Third Street  
Riverside, CA 92507

April 27, 2006

TO: BOARD OF DIRECTORS  
FROM: Larry Rubio, Chief Executive Officer  
SUBJECT: Modification to Section III, Board Officers, Procedures of the Board of Directors

Summary: Possible modifications to Section III, Board Officers, Procedures of the Board of Directors were discussed at the March 23, 2006, Board meeting. Staff and legal counsel were directed to review this item to add language pertaining to members of a nominating committee.

Following is the proposed language modifications to Section III, OFFICERS of the Procedures of the Board of Directors:

**B. NOMINATING COMMITTEE**

***A nominating Committee composed of the Chairman and four members of the Board of Directors selected by lottery at the October meeting of the Board, shall recommend a nominee for each office to the Board of Directors prior to an election. The Nominating Committee shall consider the following guidelines:***

- 1. Each officer should serve one term of one year in an office.***
- 2. The Vice-Chairman should succeed to the office of Chairman and the Second Vice-Chairman should succeed to the office of Vice-Chairman.***
- 3. The officers should be representative of the geographic size and governance diversity of the RTA member entities.***

If approved, this additional language will become Section B (attached.)

Fiscal Impact:

None.

Recommendation:

Approve modifications to the Procedures of the Board of Directors, Section III, OFFICERS, as presented.

# PROCEDURES OF THE BOARD OF DIRECTORS

Revised April 15, 2002  
Revised July 22, 2004  
***Revised April 27, 2006***

These procedures apply to the conduct of the business affairs of the Riverside Transit Agency Board of Directors.

## I MEETINGS (When and Where)

Regular meetings of the Board of Directors will usually be held on the fourth Thursday of each month at 2:00 p.m. during January through October in the RTA Board Room. In November and December, the meetings are on the third Thursday of the month at 2:00 p.m. Exact dates for regular meetings will be scheduled in advance. Special meetings may be called by the Chairman or a majority of the members of the Board from time to time as necessary.

Any meetings may be adjourned to a later time, but prior to the next regularly scheduled meeting. Any adjourned meeting is part of a regular meeting or a special meeting, as appropriate.

## II QUORUM FOR CONDUCT OF BUSINESS

A majority of the members of the Board of Directors will be a quorum sufficient to conduct business. Affirmative votes of a majority of the members of the Board of Directors shall be required for any action, in the absence of a statutory provision to the contrary.

## III OFFICERS

### A. ELECTION

At the regular meeting in December of each year, the Board shall elect a Chairman, a Vice-Chairman and a Second Vice-Chairman to be effective upon election, and who shall serve at the pleasure of the Board and until successors take office.

### **B. NOMINATING COMMITTEE**

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- 3. The officers should be representative of the geographic, size and governance diversity of the RTA member entities.***

## **B.C. POWERS AND DUTIES**

The Chairman, when present, will preside at all meetings of the Board. The Vice-Chairman will preside in the absence of the Chairman. The Second Vice-Chairman shall preside in the absence of the Chairman and the Vice-Chairman. In the event none of the officers is in attendance, but a quorum is present, the members present will select a Chairman Pro Tem who will conduct the affairs of the meeting, and who will have the powers attendant to the Chairman for the conduct of the meeting.

The officer presiding is charged with keeping order and preserving decorum.

The Chairman will notify the Clerk, who will keep a record of the times when the Chairman will not be available to discharge the duties of Chairman as are prescribed by law and by the Board.

The Vice-Chairman, in the absence of the Chairman, is authorized to perform such duties as are prescribed for the Chairman by law and by the Board.

The Second Vice-Chairman, in the absence of the Chairman and the Vice-Chairman, is authorized to perform such duties as are prescribed for the Chairman by law and by the Board.

The Chairman shall decide all questions of order subject to the action of a majority of the Board members.

All contracts submitted for approval are to be prepared for the signature of the Chairman, unless otherwise authorized by the Board.

## **IV BOARD COMMITTEES**

The Board shall have committees to study and make recommendations to the Board as a whole. Each committee may select such methods for study of the matters under its jurisdiction as it determines appropriate. The members of each committee and each committee's chairman shall be appointed by the Chairman.

## **V CLERK**

### **A. APPOINTMENT**

The Clerk will be appointed by the Board and will be an employee of the Agency, subject to all applicable personnel benefits and rules. The Clerk may appoint a deputy(ies) in order to assure that the duties and responsibilities of the Clerk may be performed during the absence of the Clerk.

### **B. DUTIES**

The duties of the Clerk are as follows:

- Accept legal service.

- Comply with applicable laws, ordinances and procedures governing specific duties or reports, e.g., post notices of regular and adjourned meetings, give notices of meetings as requested, give continuing notification to Secretary of State and County Clerk of names and addresses of Board members; adhere to rigid time schedules.
- Arrange for publication of material as needed (i.e., Ordinances, Notices of Public Hearings, etc.).
- Countersign bonds as required.
- Certify documents as original.
- Attend all Board meetings and prepare the official minutes of the proceedings. The Clerk will include in the minutes the arrival and departure times of Directors entering or leaving the meeting while it is in session.
- Prepare agendas and distribute agendas and supporting material for consideration by the Board.
- Attest to the authority of the Chairman to sign official documents.
- Maintain copies of all documents authorized by the Board in the conduct of its business, as directed by the Board.
- Maintain indexing/retrieval systems to expedite the research for information on prior Board actions taken.
- Research records and respond to queries concerning Board action for the public officials through correspondence or personal contact.
- Train and instruct deputy(ies).
- Maintain a distribution list for the agenda and distribute the agenda.
- Maintain a record of absences of the Chairman.
- Exercise authority to call upon services of support groups to prepare reports and perform activities necessary to accomplish function.
- Assure materials for consideration by the Board is in a format as directed by the Board.
- Perform other duties as determined by the Board.

## VI CONDUCT OF BOARD MEETINGS

### A. ITEMS TO BE CONSIDERED BY THE BOARD

To assure orderly conduct of the business affairs of the Board, the Clerk will prepare agendas listing the items to be considered.

Items for consideration by the Board may be submitted by any member of the Board of Directors, any person or organization who reports directly to the Board of Directors, the Chief Executive Officer, or staff as designated by the Chief Executive Officer. The Chief Executive Officer may delegate the preparation of materials.

The order of placement of items on the agenda will be at the discretion of the Clerk, who will refer to the approved agenda format as a guide, and also consult with Directors or management staff, as necessary, relative to suggested order. Any item on the printed agenda may be taken out of order, following an adopted motion of the Board to do so.

## B. AGENDA

The agenda shall contain a brief general description of each item to be transacted or discussed and sufficient to inform members of the public who might be interested in the subject matter. The agenda shall indicate the time and location of the meeting and be posted by the Clerk as required by law. The Clerk shall certify a copy of each agenda as to the fact, time and place of posting.

## C. CONSENT CALENDAR

As a part of the agenda for each regular meeting, a section entitled "Consent Calendar" will be included.

All items listed under the Consent Calendar on the agenda will be enacted by one motion for approval of the recommendations appended thereto. There will be no separate discussion of these items prior to the time the Board votes on the motion, unless a Board member or a member of the public requests specific items to be discussed and/or removed from the Consent Calendar for separate action. Members of the public who wish to discuss a Consent Calendar item should come forward to the lectern, upon invitation by the Chairman, and state his or her name, address and Consent Calendar item number.

Any matter shall be considered an appropriate item for the Consent Calendar except the following:

1. Reorganization of the Board
2. Public Hearings
3. Matters requiring a four fifths vote
4. Adoption of the annual budget
5. Presentation of Awards, etc.

## D. ORGANIZATION OF AGENDA

The order of items to be listed on the agenda shall be as follows:

Call to order

Flag Salute

Self-introductions

Public Comments, Non-Agenda Items

(Members of the public may address the Board regarding any item within the subject matter jurisdiction of the Board; however, no action may be taken on off-agenda items unless authorized by law. Comments shall be limited to matters not listed on the agenda. Members of the public may comment on any matter listed on the agenda at the time that the Board considers that matter. Each person's presentation is limited to a maximum of three (3) minutes.)

Reorganization of the Board (when appropriate)

Presentation of Awards, etc. (if any)

Public Hearings (if any)

Approval of Minutes

Chief Executive Officer's Report

Consent Calendar Matters (Items\_\_\_\_\_through\_\_\_\_\_) (Regularly scheduled agenda items. All items on the Consent Calendar will be approved by one motion, and there will be no discussion on individual items unless a Board member or member of the public requests a specific item be pulled from the calendar for separate discussion.)

Other Matters (Items\_\_\_\_\_through\_\_\_\_\_) (Regularly scheduled agenda items. Items requiring Board action will generally be listed prior to items for information only.)

Board Requests

Closed Session on \_\_\_\_\_(The subject matter which is the purpose of the closed session will be stated.)

Adjournment

## E. PARTICIPATION BY THE PUBLIC

Members of the public shall have the right to address the Board on any item then being discussed by the Board. However, if an item is to be set or is set for a public hearing, it shall be out of order for any member of the public to address the Board on such item prior to the public hearing thereon, unless the remarks are confined to the specific question of the appropriateness of setting said item for a public hearing. At the time the public hearing is held, the item to be considered will be opened for public participation. After the public hearing is closed, no member of the general public may address the Board regarding the item on which the public hearing is held, unless the public hearing is reopened by the Chairman.

Any person desiring to address the Board may complete a public comment card with name, address, and phone number. This card may be given to the Clerk of the Board prior to the start of the meeting. He/she may approach the lectern and, upon recognition by the Chairman, state his or her name for the record and proceed to address the Board. Each person's presentation shall be limited to three (3) minutes. All remarks and questions shall be addressed to the Board as a whole and not to a member thereof. No questions shall be asked a Board member or a member of the staff without first obtaining the permission of the Chairman.

#### F. BOARD ACTION ON MATTERS NOT ON POSTED AGENDA

The Board may take action on items of business not appearing on the posted agenda under any of the following conditions:

1. Upon determination by a majority vote that an emergency situation exists.
2. Upon a determination by a two-thirds vote of the members of the Board, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that the need to take immediate action came to the attention of the Agency subsequent to the agenda being posted.
3. The item was posted for a prior meeting of the Board occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

Any item not on the agenda which is proposed for consideration shall state facts to support the determination why it comes within one of the foregoing provisions.

#### VII RULES ARE ADOPTED FOR PROCEDURAL PURPOSES

The foregoing rules are adopted to expedite the transaction of the business of the Board in an orderly fashion, and are to be procedural only. The failure to observe strictly such rules shall not affect the jurisdiction of the Board or invalidate any action taken at a meeting that is otherwise held in conformity with law. Except as otherwise provided by law, these rules or any one thereof may be suspended by order of the Board.

#### VIII CONFERENCE/WORKSHOP ATTENDANCE

Each fiscal year, a list of upcoming conferences/workshops will be presented to the Board. The Board will determine participation at the conferences/workshops and the number of Board members to attend.

Staff and/or a Board member who wants to attend a conference or workshop that was not previously approved by the Board as described above must present such a request to the Board for approval. If there is not sufficient time to bring the request to

the Board for approval, the staff and/or Board member may request approval by the Chairman.

Board member attendance at conferences will be determined by utilizing the following process:

First right-of-refusal: Chairman of the Board

Second right-of-refusal: 1<sup>st</sup> Vice Chairman

Third right-of-refusal: 2<sup>nd</sup> Vice Chairman

Remaining Conference Attendee Slots: Staff will solicit requests from all Board members who wish to attend the three major APTA conferences. These requests will be presented to the Board Budget and Finance Committee. The Budget and Finance Committee will review and prioritize the requests then make a final recommendation of suggested conference attendees to the full Board of Directors for consideration.

A Board member, after committing to attend a conference or workshop, who is unable to attend must make every effort to have another Board member attend in his/her place. The Board member unable to find a replacement to attend the conference or workshop will be responsible for reimbursing the Agency for costs incurred prior to notification.

A Board member(s) who attended a conference/workshop must present an oral or written report at the next meeting.

## IX TRAVEL EXPENSES

Board members shall be allowed necessary traveling and personal expenses incurred while participating in activities as a member of the Riverside Transit Agency Board of Directors. Eligible travel expenses shall be governed by the RTA Travel and Conference Expense Policy.

## X BOARD MEMBER COMPENSATION

Board members shall be entitled to compensation for attending Board meetings, Board committee meetings or attendance of any activity as a member of the Riverside Transit Agency Board of Directors as authorized by the Board Chairman. The compensation shall be \$100 per day, subject to a maximum of \$400 per calendar month, except the maximum shall be \$800 per calendar month for the Board Chairman.

Criteria for payment of compensation is based on representation of the RTA by a Board member at various meetings, some of which are delineated below:

- RTA Board meetings
- RTA Board Committee meetings
- RTA employee events, i.e., Transit Appreciation Day, Bus Roadeo, etc.
- Route kick-offs
- Transportation NOW Coalition meetings

An Alternate Board member may receive compensation as specified by the Board member who the Alternate represents and subject to the provisions of these Procedures.

To request compensation for meetings' attendance, Board members and/or alternates must complete Board Member Compensation Reimbursement Form and submit it to the Clerk of the Board by the end of each month.

When attending Agency related meetings and using personal vehicles, mileage will be reimbursed at the current IRS mileage reimbursement rate.

Annually, by the end of January, Board members will be provided with a form 1099 for income tax purposes.