

**RULES OF PROCEDURE
OF THE
SAN MATEO COUNTY TRANSPORTATION AUTHORITY**

The San Mateo County Transportation Authority hereby promulgates the Rules of Procedure set forth below to govern its proceedings, and the protocols and conduct of those representing the Authority.

I. Board and Committees

1.1 Board of Directors. The Board is the legislative body that governs the Authority and is accountable to the public through the following actions:

- Establish policies, procedures, and regulations for Authority business.
- Establish and oversee the Authority's finances and its budgets, programs, and performance.
- Provide the resources needed by management and staff to carry out Authority policy.
- Approve and ensure the implementation of the Authority's strategic plan and vision.
- Provide input to the San Mateo County Transit District on the appointment and annual performance evaluation of the Executive Director and General Counsel.

The Board retains power to accept, reject, amend, influence, or otherwise guide and direct staff actions, through its policies and actions taken by affirmative votes of at least a majority of the members of the Board (i.e., four Board Members, Public Utilities Code Section 131262). No individual Board members can act for or on behalf of the Board without authorization to do so.

The Board's connection to the operational aspects of the Authority is through the Executive Director. Decisions or instructions of individual Board Members or committees (unless the Board delegates authority to a committee) are not binding on the Executive Director, who can only take direction from the Board. The Board can only give direction to the Executive Director and not to other Authority staff (including, but not limited to, the Authority Secretary).

1.2 Chair. The Chair will be elected each calendar year at the first Board meeting in January. It is the duty of the Chair to preside at all meetings of the Authority, maintain the orderly conduct of business, and serve as the spokesperson for the Board.

1.3 Vice-Chair. The Vice-Chair will be elected each calendar year at the first Board meeting in January. The Vice Chair will perform the duties of the Chair in their absence or incapacity and, in case of a vacancy of the office of Chair will succeed to that office. In the absence of the Chair and the Vice-Chair, the Authority will appoint a presiding officer pro tempore from among the members present. If the office of the Vice-Chair becomes vacant, the Authority will elect a successor to such office from its membership at the next regular meeting.

1.4 Regular Meetings. Except as otherwise determined by the Authority, regular meetings of the Authority will normally be held on the first Thursday of every month at 5:00 p.m. in the Board Room of the San Mateo County Transit District's administrative building located at 1250 San Carlos Avenue, San Carlos, California. In 2025, the District plans to relocate its administrative building to 166 N. Rollins Road in Millbrae, California and when that occurs, the Authority's meetings will be held in the Board Room at that location.

1.5 Special Meetings. The Chair of the Authority may, within their discretion or upon the request of any two members with concurrence of the Chair, call a special meeting for the purpose of transacting any business so specified in the notice therefor. Such notice may be given to each member of the Authority by personal delivery, U.S. mail or electronic mail at least twenty-four (24) hours before the time of such special meetings. Said notice will specify the time and place of such special meeting together with the business to be transacted. No other business will be conducted by the Authority except that so specified in the notice calling the special meeting.

1.6 Meetings Open to the Public. All regular and special meetings will be open and public as required by law (the Ralph M. Brown Act, codified at Government Code Sections 54950 et seq. and commonly referred to as the "Brown Act"). At all regular meetings, the Authority will recognize persons wishing to address the Authority concerning items of interest to the public that are within the subject matter jurisdiction of the Authority. At all regular and special meetings, the Authority will recognize persons wishing to address the legislative body concerning any item that has been described in the notice for the meeting before or during consideration of that item. The Authority may adopt reasonable regulations during each meeting pertaining to the permitted scope and duration of public testimony to be received including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker. Any regular or special meeting may be adjourned to a date and place certain as specified by the Authority, and any such adjourned meeting will be deemed to be a part of the regular or special meeting so adjourned. The Authority will take such action as may be required by law to notify the public of all Authority meetings including meetings of standing and ad hoc committees. The Authority will also take such action as may be required by law to eliminate willful disruption in the conduct of its meetings (Government Code Section 54957.9).

1.7 Meeting Falling on Legal Holiday. In the event any regular or special meeting falls upon a legal holiday, the meeting will be held on the next succeeding day thereafter that does not fall on a holiday unless otherwise determined by the Authority.

1.8 Quorum. A majority of the membership of the Authority constitutes a quorum for the purpose of conducting the business of the Authority; however, if there is not a quorum, a lesser number or the Authority Secretary may adjourn the meeting from time to time until there is a quorum.

1.9 Call to Order and Roll Call. The Chair of the Authority will preside at all meetings, and will call each regular, adjourned, recessed or special meeting to order at the appointed hour. Immediately after the call to order, the Authority Secretary will call the roll of the members of the Authority and record those present and those absent. If present, members of the Authority 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 will proceed with the order of business.

1.10 Order of Business. The order of business, which will not be changed except by consent of a majority of the Authority members present, is as follows:

- (a) Call to Order
- (b) Roll Call/Pledge of Allegiance
- (c) Report Out from Closed Session(s) at Previous Meeting
- (d) Public Comment for Items Not on the Agenda
- (e) Report of the Citizens Advisory Committee

- (f) Consent Calendar
- (g) Report of the Chair
- (h) San Mateo County Transit District Liaison Report
- (i) Peninsula Corridor Joint Powers Board Liaison Report
- (j) Public Hearing (to be designated on the Agenda at a time certain)
- (k) Report of Executive Director
- (l) Committee Reports
- (m) Program
- (n) Finance
- (o) Legislative Matters
- (p) Requests from the Authority
- (q) Written Communications to Authority
- (r) Date/Time of Next Regular Meeting
- (s) Report of Legal Counsel/Closed Sessions
- (t) Adjournment

1.11 Agenda. Prior to every meeting of the Authority, the Executive Director, in consultation with the Chair, will prepare an agenda which sets forth a brief general description of each item of business to be transacted or discussed by the Authority, including matters to be discussed in closed session and matters specifically requested for consideration by any Authority member. A complete copy of each agenda, together with supporting material, is provided by personal delivery, U.S. mail, or electronic mail to each Authority member so as to reach the recipient on the fifth day preceding the scheduled meeting. The agenda and supporting documents will be available and open to the public. A copy of the agenda will be posted in a location freely accessible to the public, such as the front door of the San Mateo County Transit District's administrative building or the receptionist bulletin board in the same building and will be posted on the Authority's website, at least seventy-two (72) hours before each regular meeting of the Authority and at least twenty-four (24) hours before each special meeting of the Authority. Except as permitted by law, no matters other than those on the agenda will be acted upon by the Authority.

1.12 Manner of Voting. The actions of the Authority are expressed by ordinances, resolutions or motions. Voting on ordinances and resolutions, or any other matters which may be requested by the majority of the Authority members, is conducted by roll call. Voting by motion is conducted by voice vote.

1.13 Voting Requirements. All official acts of the Authority require the affirmative vote of a majority of the members of the Authority. For every such act, Authority members present will vote for or against it, unless a member has abstained for cause.

1.14 Minutes of Meeting. The minutes of the meetings of the Authority will be kept and maintained as permanent records by the Authority Secretary. The minutes will describe each particular type of business transacted set off in paragraphs with proper descriptive headings. A copy of the minutes of the Authority will be provided to each member of the Authority. The Authority Secretary will be required to make a record of such business as was actually passed upon by vote of the Authority, together with a summary of matters discussed. The Authority Secretary will 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 one year) but they will, as to all proposed ordinances and resolutions voted upon by the Authority, record in the minutes the names of those members who voted for and those who voted against the proposal. To the extent the information is made available, the record will reflect the names of the persons

addressing the Authority, 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.

1.15 Remarks of Authority Members When Entered in Minutes. An Authority member may request, through the presiding officer, the privilege of having an abstract of their statement on any subject matter under consideration by the Authority entered into the minutes.

1.16 Committees of the Board. The Chair of the Board will appoint all committees and determine their membership. Unless otherwise prescribed, a committee will consist of not less than three (3) members. A majority of those present constitutes a quorum, and a vote of such majority is required for action.

When issues requiring special focus or attention arise, the Chair may appoint an ad hoc committee to address them. These committees will be appointed and function in full compliance with applicable law.

1.17 Community Advisory Committee & Other Advisory Bodies

The name of the Citizens Advisory Committee called out in Measures A and W will be changed to the "Community Advisory Committee." The Community Advisory Committee and other advisory bodies (Advisory Committees) are appointed by the Board. Advisory Committees are those subsidiary legislative bodies of the Board whose membership does not include one or more members of the Board. Advisory Committees advise and assist the Board and staff in the development, implementation, and promotion of the Authority's goals and policies. Advisory Committees enhance local government when they promote effective and efficient Authority decision-making.

Appointment to Advisory Committees is based on such criteria as the Board may specify, including such criteria as expertise, ability to work well with staff and the public, effectiveness as a representative of the entire community, and adherence to Authority values, policies, priorities, procedural rules and expectations as expressed by the Board.

Advisory Committees play an important public-facing role in local government, acting as channels of communication and information between the Board. Advisory Committees help shape the public perception of local government and members should expect that their statements and conduct may be perceived by the public as a reflection of the Board and the Authority as a whole. As the public face of the Board, members of Advisory Committees are expected to conduct themselves in a manner consistent with Board policy and the expectations of the Board as their appointing body.

Appointees are at will and serve at the pleasure of the Board. Appointees have no vested rights in serving on an Advisory Committee or to remain as a member of an Advisory Committee for any period of time. The Board may declare an appointed position vacant at any time without cause. Any such action by the Board is not intended to reflect or imply any defect in the integrity or character of the appointee.

The following guidelines apply to the Board's relationship to Advisory Committee:

(a) *If attending an Advisory Committee meeting, be careful to only express personal opinions.* Board members may attend any Advisory Committee meeting, which are always open to any member of the public. However, they should be sensitive to the way their participation – especially if it is on behalf of an individual, business or developer – could be viewed as unfairly

affecting the process. Any public comments by a Board member at an Advisory Committee meeting should be clearly made as individual opinion and not a representation of the feelings of the entire Board.

(b) *Respect that Advisory Committees serve at the pleasure of the Board as a whole, not individual Board members.* The Board appoints individuals to serve on Advisory Committee, and it is the responsibility of Advisory Committee to follow policy established by the Board. But Advisory Committee members do not report to individual Board members, nor should individual Board members feel they have authority to direct Advisory Committee members to recommend or decide an issue in a particular way.

(c) *Be respectful of diverse opinions.* A primary role of Advisory Committees is to represent many points of view in the community and to provide the Board with advice based on a full spectrum of concerns and perspectives. Individual Board members may have a closer working relationship with some individuals serving on Advisory Committees, but must be fair and respectful of all individuals serving on an Advisory Committee.

1.18 Reports of Committees. Committees will report on any subject referred to them by the Authority, or by the Chair of the Authority and will give their recommendations to the Board on the particular subject.

1.19 Rosenberg's Rules of Order. All rules of order not herein provided for will be determined in accordance with the latest revised edition of Rosenberg's Rules of Order.

II. Board/Public Communications

2.1 General. Individual Board Members have no individual authority and should not make any promises on behalf of the Board or the Authority. Only the Board can commit the Authority to an action or a policy.

2.2 Form of Communication. Board Members should be aware of how various forms of communication affect how messages are received: formal versus informal, written versus verbal, in-person versus over the phone versus electronic. Board members should use each form of communication in an effective manner at the appropriate time.

2.3 Communicating with the Public. A Board Member can always communicate with Authority constituents. Board Members should inform the Executive Director about concerns from constituents as often the concern can be handled administratively or is already a work in progress.

2.4 Assistance from Executive Director/Staff. Board Members should confer with the Executive Director if in doubt about an Authority policy or other facts, or wherever guidance or assistance is desired in these matters.

2.5 Communication as a Representative of the Board. Board Members will represent the official policies or positions of the Board to the best of their ability when designated as delegates for this purpose. When representing the Board, the Board Member may use Authority letterhead, the Authority logo or seal or any functional electronic equivalent thereof.

2.6 Communication with the Media. Board and Advisory Committee Members should forward media inquiries to the Executive Director, or Board Members should confer with the Executive Director prior to speaking with the media to ensure that they are fully briefed on the

facts associated with the topic. For the purpose of assuring consistency in conveying messages regarding Authority business to the public through the media, as a general rule the Chair will serve as the spokesperson for the Board and committees. Board Members should respect adopted Board policies and decisions even when in the minority and clarify when their view is a personal opinion. In the event a Board Member communicates with the media, they should inform the Executive Director as soon as possible.

2.7 Communication in Private Capacity. When presenting their individual opinions and positions, Board members will explicitly state they do not represent the Authority, nor will they allow the inference that they do. Board Members should keep in mind that even when they are speaking as a private individual, the audience could nevertheless hear and attribute their comments as a position of the Authority. If Board Members send correspondence stating their personal views related to Authority business and use their title as a Board Member, such correspondence should clearly state that the statements are the view of the sending Board Member and not the official position of the Authority. The sending Board Member should convey a copy of such correspondence to the Executive Director and/or Authority Secretary, who will circulate it to the other Board Members for their information. When corresponding as an individual, the Board Member may not use Authority letterhead, the Authority logo or seal or any functional electronic equivalent thereof.

2.8 No Political Endorsements. No endorsements of candidates or measures on an election ballot will be discussed or displayed at meetings of the Authority Board or any related committee.

III. Electronic Communications

3.1 General. Board Members may use personal electronic devices during a public meeting to review agenda materials and any notes or related information assembled prior to the meeting. Board Members may not send or receive any communication regarding agenda items during the meeting, and if any such communication is received despite this requirement, it must be disclosed on the record. Any information that is not already part of the public record that is accessed during the meeting that is relevant to the agenda item should similarly be disclosed and entered into the record for the item in question.

3.2 Public Records. Board Members understand and agree that by using their personal electronic devices during a public meeting, the information on those devices may become subject to discovery, Public Records Act, or other requests, and they agree to cooperate with the Authority in responding to such requests including through direct access to their devices as necessary in order to allow the Authority to comply with law or court orders or to defend itself in any action.

IV. Code of Ethics and Good Governance

The ethics and good governance standards below will govern Members of the Board and of all advisory bodies (collectively referred to as "Member" or "Members").

4.1 Governance

4.1.1 Governance. All Members represent and serve the whole of San Mateo County.

4.1.2 Conduct of Members. The professional and personal conduct of Members while serving the Authority must be above reproach and avoid even the appearance of impropriety.

4.1.3 Policy Role of Members. The Board determines the policies of the Authority with the advice, information and analysis provided by staff, advisory bodies, and the public. Members will not interfere with the administrative functions of the Authority or the professional duties of staff; nor will they impair the ability of staff to implement Board policy decisions.

4.1.4 Positive Workplace Environment. Members will support the maintenance of a positive and constructive workplace environment for Authority staff and for community members and businesses dealing with the Authority. Members will recognize their special role in dealings with Authority staff so as not to create the perception of inappropriate direction to staff.

4.1.5 Staff Performance. The Executive Director is responsible for addressing all staff performance issues, including hiring, disciplining, and terminating employees. Any concerns with staff performance should be discussed with the Executive Director only.

4.2 Ethics

4.2.1 Conflict of Interest. In order to assure their independence and impartiality on behalf of the common good and compliance with conflict-of-interest laws, Members will use their best efforts to refrain from creating an appearance of impropriety in their actions and decisions. Members will not use their official positions to influence government decisions in which they have (a) a material financial interest, (b) an organizational responsibility or personal relationship which may give the appearance of a conflict of interest, or (c) a strong personal bias.

A Member who has a potential conflict of interest regarding a particular decision will disclose the matter to the General Counsel and reasonably cooperate with the General Counsel to analyze the potential conflict. If advised by the General Counsel to seek advice from the Fair Political Practices Commission (FPPC) or other appropriate state agency, a member should not participate in a decision unless and until he or she has requested and received advice allowing the member to participate. A member will diligently pursue obtaining such advice. The member will provide the Chair and the General Counsel a copy of any written request or advice, and conform their participation to the advice given. In providing assistance to members, the General Counsel represents the Authority and not individual members.

In accordance with the law, members will disclose investments, interests in real property, sources of income, and gifts; and if they have a conflict of interest regarding a particular decision, will not, once the conflict is ascertained, participate in the decision and will not discuss or comment on the matter in any way to any person including other members unless otherwise permitted by law.

4.2.2 Gifts and Favors. Members will not take any special advantage of services or opportunities for personal gain, by virtue of their public office that is not available to the public in general. They will refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.

4.2.3 Use of Public Resources. Members will not use public resources which are not available to the public in general (e.g., Authority staff time, equipment, supplies or facilities) for private gain or for personal purposes not otherwise authorized by law.

4.2.4 Confidential Information. Members must maintain the confidentiality of all written materials and verbal information provided to members which is confidential or privileged.

Members will neither disclose confidential information without proper legal authorization, nor use such information to advance their personal, financial or other private interests.

V. Conduct Protocols

The conduct protocols below govern Members of the Board and of all advisory bodies (collectively referred to as "Member" or "Members").

5.1 Members' Conduct with Each Other in Public Meetings. Members are individuals with a wide variety of backgrounds, personalities, values, opinions, and goals who have chosen to serve the Authority to preserve and protect the present and the future of the community. In all cases, this common goal should be acknowledged even though individuals may not agree on every issue.

5.1.1 Honor the Role of the Chair. It is the responsibility of the Chair to keep the comments of members on track during public meetings. Members should honor efforts by the Chair to focus discussion on current agenda items. If there is disagreement about the agenda or the Chair's actions, those objections should be voiced politely and with reason, following procedures outlined in parliamentary procedure.

5.1.2 Practice Civility and Decorum. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of debate by a free democracy in action. Belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments are never appropriate.

5.2 Interaction with Public in Authority Meetings. Making the public feel welcome is an important part of the democratic process. It is inappropriate to show signs of partiality, prejudice or disrespect toward an individual participating in a public forum. Every effort should be made to be fair and impartial in listening to public testimony.

5.2.1 Public Hearing Time for Individual Speakers. As a general rule, public speakers will be afforded two minutes to offer comments on a particular matter. When necessary or required due to time constraints or other unique circumstances, the Chair will determine and announce limits on speakers at the start of the public comment process.

5.2.2 No Response to Public Comment. To ensure compliance with the Brown Act, only the Chair should interact with a speaker during public comment. No discussion or debate should ensue regarding the comments offered. However, a Member can ask the Chair for a point of order if the speaker is off the topic or exhibiting behavior or language the Member finds inappropriate.

VI. Amendments

The Rules of Procedure of this Authority may be amended by majority vote of the Authority at a regular or special meeting, but only after the proposed changes have been introduced for adoption at a previous regular or special meeting. Any provision in these Rules of Procedure may be suspended during any regular or special meeting by a majority vote of the Authority.

ADOPTED: November 9, 1988

REVISED: April 7, 1994; September 1, 1994; _____