

# **SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**

## **RULES OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors  
June 11, 1964

Last revision: September 22, 2022  
Office of the District Secretary

**San Francisco Bay Area Rapid Transit District  
Rules of the Board of Directors**

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## **CHAPTER I**

### **GENERAL PROVISIONS**

#### **SECTION 1. POLICY**

##### **1-1.1 Board of Directors**

The Board is the legislative body of the District and, consistent with the provisions of the District Act, shall determine all questions of District policy. Both establishment and direction of policy are made by the affirmative votes of a majority of all of the Directors.

##### **1-1.2 Rules**

These Rules have been adopted to govern the proceedings of the Board of Directors and to prescribe how the funds of the District may be disbursed. Appendix C, Board of Directors Code of Conduct, addresses the conduct of Directors.

Revised and Adopted  
July 23, 2015

## **CHAPTER II**

### **OFFICERS AND DUTIES**

#### **SECTION 1. OFFICERS**

##### **2-1.1 Officers**

The Officers of the District are the members of the Board of Directors, including a President, a Vice President, a Secretary, a General Manager, a General Counsel, and a Controller-Treasurer.

##### **2-1.2 Election of Officers**

Election to choose the President and Vice President shall be held at the second regular meeting of the Board of Directors in December of each year.

Revised and Adopted  
March 24, 1994

##### **2-1.3 Terms of Office**

Terms of Office of the President and Vice President shall be from the second regular meeting of the Board of Directors in December of each year to the second regular meeting of the Board of Directors in December of the following year, or in the case of an election to fill an unexpired term, for that portion of the term remaining after such President or Vice President is elected.

Revised and Adopted  
March 24, 1994

##### **2-1.4 Vacancies**

Vacancies in the office of President or Vice President shall be filled by the Board of Directors from among its members by election for the unexpired portion of the term.

##### **2-1.5 Rotation of Offices**

In connection with the annual election of a President and Vice President:

- (a) The Presidency and the Vice Presidency shall rotate annually among the groups of election districts.

- (b) The Presidency and the Vice Presidency shall not be held by Directors from the same election district Group.
- (c) The Vice President shall succeed the President.
- (d) To ensure proper rotation, Directors of Districts 1, 2, and 3 shall be considered from election Group A; Directors of Districts 4, 5, and 6 shall be considered from election Group B; and Directors of Districts 7, 8, and 9 shall be considered from election Group C.

Revised and Adopted  
September 10, 2015

## SECTION 2. DUTIES

### 2-2.1 President

The President shall preside at all meetings of the Board of Directors and shall appoint all committee members, subject to Board ratification. If a controversial matter comes before the Board without having received prior consideration by a committee of the Board, at the discretion of the President, discussion may be suspended, and the matter referred to a committee of the Board for review and recommendation to the Board. Unless the Board makes the necessary determination by the required vote specified in Section 54954.2 of the California Government Code (Brown Act), the Board shall not take action upon any matter coming before a regular meeting of the Board which was not described on the Board's agenda of business posted at least 72 hours in advance of the regular meeting. The President shall refer any such matter to the appropriate committee of the Board. The President shall perform such other duties as may be prescribed for that office from time to time by the Board of Directors.

Revised and Adopted  
January 22, 1987

The President is authorized to issue certificates of recognition, appreciation, or commendation to persons or organizations upon request of other Directors or as he or she deems appropriate.

New Rule, Adopted  
September 27, 2001

### 2-2.2 Vice President

The Vice President shall have all of the powers and shall perform all of the duties of the President in the absence of or inability of the President to act.

**CHAPTER III****BOARD MEETINGS AND COMMITTEES****SECTION 1. REQUIREMENTS FOR BOARD AND COMMITTEE MEETINGS****3-1.1 Definition of Meeting**

A meeting of the Board or any (special) Committee or any Standing Committee is deemed to include any congregation of a majority of the members of the Board or any (special) Committee or Standing Committee in the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Board or any (special) Committee or Standing Committee, as the case may be. Included in this definition is any use of direct communication, personal intermediaries, or technological devices that may be employed by a majority of the Directors to develop a collective concurrence as to an action to be taken by the Board or any (special) Committee or Standing Committee.

The following are excluded from the definition of a meeting:

- (a) Individual contacts between a Director and any other person.
- (b) The attendance of a majority of the Directors at a conference or similar gathering open to the public that involves a discussion of issues of general interest to the public or to the District, provided that a majority of the Directors, or any (special) Committee whether of the Board or of a Standing Committee, do not discuss among themselves business of a specific nature that is within the subject matter jurisdiction of the Board or the applicable committee.
- (c) The attendance of a majority of the Directors at an open and publicized meeting organized to address a topic of local community concern by a person or organization other than the local agency, provided that a majority of Directors, or any (special) Committee whether of the Board or of a Standing Committee, do not discuss among themselves business of a specific nature that is within the subject matter jurisdiction of the Board or the applicable committee.



- (d) The attendance of a majority of the Directors at a purely social or ceremonial occasion, provided that a majority of the Directors, or any (special) Committee whether of the Board or of a Standing Committee, do not discuss among themselves business of a specific nature that is within the subject matter jurisdiction of the Board or the applicable committee.

Revised and Adopted  
July 23, 2015

### 3-1.2 Notice of Regular Meeting

Notice of each regular meeting of the Board or any (special) Committee or a Standing Committee shall be mailed to each Director and to each local newspaper of general circulation, radio or television station, and to persons located within the territory of the District who have requested notice of such meeting in writing. (The Board may establish, from time to time, reasonable fees to reimburse the District for the cost of fulfilling such requests.) Such notice shall be mailed at least eight days in advance of such meeting and shall specify the time and place of the meeting.

At least 72 hours before a regular Board or any (special) Committee or Standing Committee meeting, the District Secretary shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting including, in the case of a Board meeting, a description of items to be discussed in closed session as required by Section 54954.2 of the Government Code of the State of California (Brown Act)<sup>1</sup>. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

Revised and Adopted  
July 23, 2015

### 3-1.3 Place of Meeting

All meetings of the Board of Directors shall be held in the Board Room of the District (Kaiser Center 20<sup>th</sup> Street Mall, 344 20<sup>th</sup> Street, Third Floor, Oakland, California 94612), unless, during a meeting or at a previous meeting, the Board determines that the meeting shall be held elsewhere. In the case of a special meeting, the President, when circumstances warrant, may designate a place other than the Board Room. Standing Committees of the Board are authorized

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<sup>1</sup> All statutory references in this chapter are to Sections of the Government Code of the State of California which are part of the Brown Act.

to hold meetings and public hearings at points within the District as the committee chairperson deems necessary and appropriate. The chairperson of any Standing Committee which holds a public hearing shall report thereon to the Board of Directors. All meetings of the Board of Directors or Standing Committees shall be held within the boundaries of the District unless special circumstances call for a meeting outside the District in accordance with Section 54954.

Revised and Adopted  
June 23, 2011

#### 3-1.4 Meeting Start Times

District Meetings shall begin at the time designated on the agenda.

- (a) If the President and Vice President are not present, a regular or special Board meeting shall begin when a quorum is present. In that case, the Board meeting shall be chaired by the Chairperson of the Administration Committee, or if he/she is not present, by the Chairperson of the Engineering and Operations Committee, or if he/she is not present, the Chairperson of the Planning, Public Affairs, Access, and Legislation Committee.

Revised and Adopted  
January 11, 2001

- (b) A Committee meeting of a standing Committee shall convene at the designated time and/or upon the arrival of a quorum of a Committee as provided in 3-3.2.

Revised and Adopted  
August 28, 1997

#### 3-1.5 Special Meeting

- (a) The President shall call special meetings of the Board, when in the opinion of the President, the business of the District requires it, or at the request of three Directors. Such requests shall be directed to the Secretary.

Revised and Adopted  
September 27, 2007

- (b) The chairperson of a Standing Committee may call special meetings of his or her committee, when in the opinion of the chairperson, the business of the District requires it. In the event that a chairperson decides to call a special meeting, he or she shall notify the President prior to scheduling the meeting.

Whenever a special meeting shall be called, written notice shall be delivered personally or by mail to each Director and to each local newspaper of general circulation, radio or television station requesting in writing such notice. Such notice shall be delivered personally or by mail and shall be received at least twenty-four (24) hours before the time of such special meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. The District Secretary shall post the notice of a special meeting at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meeting.

Revised and Adopted  
March 24, 1994

### 3-1.6 Citizens' Comments

Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the meeting on items of interest to the public that are within the subject matter jurisdiction of the Board or applicable Standing Committee. In addition, every notice for a special meeting at which action is proposed to be taken on an item shall provide an opportunity for members of the public to directly address the meeting concerning that item prior to action on the item.

Citizens who present written requests to speak will be permitted to present their views orally and briefly, directly at the meeting. Citizens shall be encouraged, whenever possible, to present their comments at the appropriate committee meeting rather than at the meeting of the full Board.

At Board meetings, the President will exercise his or her best judgment concerning the time, manner and duration of the citizen comment; similarly, the chairperson shall exercise his or her best judgment in this regard at committee meetings. The Board will not prohibit public criticism of the policies, procedures, programs, or services of the District, or of any acts or omissions of the Board.

Revised and Adopted  
March 24, 1994

### 3-1.7 Staff Report Prior to Public Hearings Before the Board

Staff shall give an oral explanation and overview of the issues being considered prior to the opening of any public hearing being conducted by the Board.

New Rule, Adopted  
December 7, 1995

### 3-1.8 Consideration of Non-Agenda Items at a Meeting

Neither the Board nor any Standing Committee shall not discuss or take action on any item not appearing on the agenda posted at least 72 hours in advance except as follows:

- (a) Directors may briefly respond to statements made or questions posed by persons exercising their public testimony rights.
- (b) Directors may, on their own initiative or in response to questions posed by the public, ask a question for clarification, provide a reference to staff or other resources for factual information, or request staff to report back to the Board or committee at a subsequent meeting concerning the matter.  
Furthermore, a Director may take action to direct staff to place a matter of business on a future agenda.
- (c) Notwithstanding subsections (a) and (b) above, the Board may take action on items of business not appearing on the agenda under any of the conditions stated below. A Standing Committee may take action under conditions set forth in subparagraphs (2) and (3) below. Prior to discussing any item pursuant to this subsection, the Board or Standing Committee shall publicly identify the item.
  - (1) Upon a determination of a majority of the Board that an emergency exists as defined in Section 54956.5.
  - (2) Upon a determination by a two-thirds vote of the members of the Board or Standing Committee present at the meeting; or, if less than two-thirds of the Directors of the Board or Standing Committee, as the case may be, are present, a unanimous vote of those Directors present, that there is a need to take immediate action and that the need for action came to the attention of the Board or Standing Committee subsequent to the agenda being posted.

Revised and Adopted  
June 11, 1998

- (3) The item was posted on the agenda for a prior meeting of the Board or Standing Committee occurring not more than five 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.

New Rule, Adopted  
March 24, 1994

## SECTION 2. BOARD MEETINGS

### 3-2.1 Regular Meetings

The Board of Directors shall hold regular meetings beginning at 9:00 a.m., on the second and fourth Thursday of each month, except that in the month of November, one meeting shall be held on the third Thursday, provided that when that November regular meeting falls on a legal holiday the meeting shall be held on the second Thursday; and in the month of December meetings shall be held on the first and third Thursday. Except as provided above for the November meeting, when a regular meeting falls on a legal holiday, the meeting shall be held at the same hour on the next business day, or such other time as may be fixed by the Board at a preceding meeting. An additional regular meeting may be scheduled in November if it is deemed necessary for the conduct of District business. (See Appendix B.)

Revised and Adopted  
June 23, 2011

### 3-2.2 Evening Meetings

The Board of Directors may adjust meeting start times when merited by an appropriate expression of public interest as judged by the President of the Board of Directors, to facilitate better communication between the Board and its constituents.

Revised and Adopted  
July 23, 2015

### 3-2.3 Closed Sessions

Prior to holding any closed session, the Board shall disclose, in an open meeting, the item or items to be discussed in the closed session. The disclosure may

take the form of a reference to the item or items as they are listed by number or letter on the agenda. In the closed session, the Board may consider only those matters covered in its statement. After the closed session is completed, if the Board has taken any action in closed session, the Board will reconvene and will publicly report such action, including the vote or abstention of every member, as follows:

- (a) Approval of an agreement concerning real estate negotiations pursuant to Section 54956.8 shall be reported after the agreement is final, as specified below:
  - (1) If its own approval renders the agreement final, the Board shall report that approval and the substance of the agreement in open session at the public meeting during which the closed session is held.
  - (2) If final approval rests with the other party to the negotiations, the local agency shall disclose the fact of that approval and the substance of the agreement upon inquiry by any person, as soon as the other party or its agent has informed the Board of its approval.
- (b) Approval given to the Board's legal counsel to defend or seek or refrain from seeking appellate review or relief, or to enter as an amicus curiae in any form of litigation as the result of a consultation under Section 54956.9 shall be reported in open session at the public meeting during which the closed session is held. The report shall identify, if known, the adverse party or parties and the substance of the litigation. In the case of approval given to initiate or intervene in an action, the announcement need not identify the action, the defendants, or other particulars, but shall specify that the direction to initiate or intervene in an action has been given and that the action, the defendants and the other particulars shall, once formally commenced, be disclosed to any person upon inquiry, unless to do so would jeopardize the District's ability to effectuate service of process on one or more unserved parties, or that to do so would jeopardize its ability to conclude existing settlement negotiations to its advantage.
- (c) Approval given to the Board's legal counsel of a settlement of pending litigation, as defined in Section 54956.9, at any stage prior to or during a judicial or quasi-judicial proceeding shall be reported after the settlement is final, as specified below:

- (1) If the Board accepts a settlement signed by the opposing party, the Board shall report its acceptance and identify the substance of the agreement in open session at the public meeting during which the closed session is held.
  - (2) If final approval rests with some other party to the litigation or with the court, then as soon as the settlement becomes final, and upon inquiry by any person, the local agency shall disclose the fact of that approval and identify the substance of the agreement.
- (d) Action taken to appoint, employ, dismiss, accept the resignation of, or otherwise affect the employment status of a public employee in closed session pursuant to Section 54957 shall be reported at the public meeting during which the closed session is held. Any report required by this subsection shall identify the title of the position and specify any change in compensation. The general requirement of this Section notwithstanding, the report of a dismissal or of the nonrenewal of an employment contract shall be deferred until the first public meeting following the exhaustion of administrative remedies, if any.
- (e) Approval of an agreement concluding labor negotiations pursuant to Section 54957.6 shall be reported after the agreement is final and has been accepted or ratified by the other party. The report shall identify the items approved and the other party or parties to the negotiation.

Reports that are required to be made pursuant to this Section may be made orally or in writing. The Board shall provide any person who has submitted a written request to the Board within 24 hours of the posting of the agenda, or to any person who has made a standing request for all documentation as part of a request for notice of meetings, if the requestor is present at the time the closed session ends, copies of any contracts, settlement agreements, or other documents that were finally approved or adopted in the closed session. If the action taken results in one or more substantive amendments to the related documents requiring retyping, the documents need not be released until the retyping is completed during normal business hours, provided that the President of the Board, or his or her designee, orally summarizes the substance of the amendments for the benefit of the document requestor or any other person present and requesting the information. The documentation shall be available to any person on the next business day following the meeting, or in the case of substantial amendments, when any necessary retyping is complete.

The announcements required to be made in open session may be made at the location announced in the agenda for the closed session, as long as the public

is allowed to be present at that location for the purpose of hearing the announcements.

In accordance with Section 54957, the Board will provide that, in the event that a closed session is held to hear the specific complaints or charges against an employee by another employee or person, the employee so charged shall receive twenty-four (24) hours' notice of his or her right to have the complaints or charges heard in open session rather than closed session.

Revised and Adopted  
July 23, 2015

### 3-2.4 Emergency Meetings in Emergency Situations

- (a) For the purposes of this rule, "emergency situations" means both of the following:
  - (1) An emergency, which shall be defined as a work stoppage, crippling activity or other activity that severely impairs public health, safety or both, as determined by a majority of the members of the Board of Directors.
  - (2) A dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting under this section may endanger the public health, safety or both, as determined by a majority of the members of the Board of Directors.
- (b) Subject to the two paragraphs immediately below, in the case of an emergency involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, a legislative body may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of Section 54956 or both of the notice and posting requirements.

Each local newspaper of general circulation and radio or television station that has requested notice of special meetings and each member of the Board shall be notified by the President or his/her designee one hour prior to the special emergency meeting, or in the case of a dire emergency, at or near the time that the President or his/her designee notifies the members of the legislative body of the emergency meeting. This notice shall be given by telephone, and the President or his/her designee shall



exhaust all telephone numbers previously furnished by each Board member to the District Secretary or provided in the most recent request of such newspaper or station for notification of special meetings.

If telephone services are not functioning, the notice requirement of this rule shall be deemed waived and the Board, or a designee thereof, shall notify such newspapers, radio stations or television stations and any member of the Board not present at the special emergency meeting of the fact of the holding of the meeting, the purpose of the meeting and any action taken at the meeting as soon after the meeting as possible.

- (c) During a meeting held pursuant to this Section, the legislative body may meet in closed session pursuant to Section 54957 if agreed to by a two-thirds vote of the members of the legislative body present, or if less than two-thirds of the members are present, by a unanimous vote of all the members present.

The call and notice of this special emergency meeting shall specify the time and place of the special emergency meeting and the business to be transacted. No other business shall be considered at such meeting.

The minutes of a meeting called pursuant to this rule, a list of persons who the President of the Board or designee thereof notified or attempted to notify, a copy of the roll call vote, and any actions taken at such meeting shall be posted for a minimum of ten days in a public place as soon after the meeting as possible.

Revised and Adopted  
June 23, 2011

### 3-2.5 Cancellation of Meetings

At least 72 hours in advance of any meeting the President may request the Secretary to poll the Board to determine whether any Directors object to its cancellation. If three or more Directors object, the meeting shall not be canceled. If there are less than three objections, the Secretary shall, at least 24 hours in advance, issue a notice of meeting cancellation and use his/her best effort promptly to advise the Board, the press and other interested parties of such cancellation.

A special meeting of the Board which has been requested in writing by three or more members may not be canceled.

A regular Board meeting may not be canceled unless at least one regular Board meeting has already been held or is planned for the month concerned.

### 3-2.6 Minutes: Recording, Reading and Approval

Minutes shall be kept by the District Secretary in writing of each regular and special meeting, other than closed sessions, which minutes upon approval shall be the official record of action taken by the Board. The reading of the minutes of a previous meeting may be dispensed with and the minutes approved without such reading, provided the District Secretary has furnished each member of the Board a copy of the minutes prior to the meeting. The minutes shall be read prior to approval whenever such reading is requested by a member of the Board.

Revised and Adopted  
November 17, 1988

### 3-2.7 Acts of the Board

The acts of the Board shall be expressed by ordinance, resolution, or motion. No ordinance, resolution, or motion shall have any validity or effect unless passed by the affirmative votes of a majority of the Directors.

Revised and Adopted  
July 23, 2015

### 3-2.8 Parliamentary Procedure

At meetings of the Board of Directors questions of parliamentary procedure shall be decided by the presiding officer and shall not affect the validity of any action taken by the Board. Parliamentary Procedure regarding motions shall be conducted in accordance with Appendix A of these Rules entitled "Principal Rules Governing Motions." The current edition of The Standard Code of Parliamentary Procedure shall be used to resolve questions of interpretation of the "Principal Rules Governing Motions" to the extent it is not inconsistent therewith.

Revised and adopted  
June 13, 1996

Pursuant to the opinion of the General Counsel dated September 22, 1977:

- (a) All the votes required for Board action shall be cast at the same meeting.

- (b) All Directors whose votes are required for adoption of the measure concerned shall be present at the meeting at the time the vote is taken.

### 3-2.9 Pledge of Allegiance

The Pledge of Allegiance to the Flag shall be made at meetings of the Board.

### 3-2.10 Reading of Resolutions

It shall be unnecessary for the District Secretary to read aloud any portion of a written resolution submitted to the Board for action in the absence of a request by a Director for such a reading.

### 3-2.11 Display of Electronic Voting

Votes taken using electronic voting system shall display the vote only after all Directors have completed voting. Votes taken in compliance with Brown Act requirements (i.e., roll call vote for teleconferenced meeting) are exempt from this rule.

New Rule, Adopted  
March 10, 2016,

## SECTION 3. COMMITTEES

### 3-3.1 Number

Committees of the Board shall consist of the following:

#### (a) Standing Committees:

- (1) Administration.
- (2) Engineering and Operations.
- (3) Planning, Public Affairs, Access, and Legislation.
- (4) Audit.

#### (b) Special Committees:

Such special committees as may be authorized by the Board from time to time. A special committee shall cease to exist when the Board determines that the committee is no longer needed.

Special Committees shall adhere to the Brown Act.

Special Committees shall be noticed 72 hours in advance.

All agendas will be distributed, posted, and published online before the meeting.

The meetings will normally be held in the BART Board Room, Kaiser Center 20th Street Mall, 2020 Webster Street, Third Floor, at 9:00 a.m. on the first Thursday of each month, unless otherwise directed by the Chairperson.

Materials provided to members in advance of the meeting will be available on [bart.legistar.com](http://bart.legistar.com). Materials distributed at the meeting will be made available to the public during the meeting and by request to the District Secretary following the meeting.

Special committee meetings shall be recorded, and such recordings shall be available through the District Secretary's office.

Revised and Adopted  
January 28, 2021

(c) Ad Hoc Committees:

The Board may create such Ad Hoc Committees as it deems necessary and proper. It is the intent of the Board that such Ad Hoc Committee meetings be open to the public and noticed as such in a manner consistent with the Brown Act.

New Rule, Adopted  
July 23, 2015

### 3-3.2 Recording of Committee Meetings

The District shall record all meetings of committees except portions not open to the public. Such recordings shall be available through the District Secretary's Office. Recording methods (i.e.: audio, video, minutes, notes, etc.) may be determined by staff supporting the committee.

New Rule, Adopted  
March 10, 2016

### 3-3.3 Membership

The President shall make appointments to all Committees and designate the Chairperson and Vice Chairperson thereof. Any appointment by the President of any Committee or liaison member or Committee Chairperson or Vice Chairperson of any Committee shall be ratified by a majority vote of all members of the Board. Such appointments shall be submitted directly to the Board for ratification.

Revised and Adopted  
July 23, 2015

(a) The Administration, Engineering and Operations, and Planning, Public Affairs, Access, and Legislation Committees shall be composed of three (3) members. No business of these Committees shall be conducted unless a quorum of the Committee is present. A quorum of the Administration, Engineering and Operations, and Planning, Public Affairs, Access, and Legislation Committees shall be two (2) members of the Committee.

Revised and Adopted  
June 23, 2011

(b) The Audit Committee shall be composed of five members, including three Board members and two public members with governmental financial expertise.

New Rule, Adopted  
January 28, 2021

### 3-3.4 Attendance at Meetings

All Board members are authorized to be compensated in accordance with Resolution Nos. 4739 and 5044 for attendance at Board, standing, and special committee meetings.

Revised and Adopted  
March 13, 2008

No Director shall be compensated for a meeting from which the Director was absent while on official District business unless that Director provides a timely, brief written explanation of the official business conducted to the District Secretary.

New Rule, Adopted

November 19, 1998

For purposes of this Rule, "official District business" shall mean acting in one's capacity as Director on behalf of the District. Examples of official District business include but are not limited to: meeting with legislators and other public officials and their representatives on matters concerning the District; making or attending presentations on behalf of the District; traveling to and attending other meetings as District representatives; and participating in activities related thereto.

New Rule, Adopted  
January 28, 1999

### 3-3.5 Term of Office

The term of office for members of the committees shall be from the date of appointment until their successors are appointed. It is understood that the committees are reappointed annually, following the election of officers. Whenever a vacancy occurs on a standing or special committee, the President shall make either a temporary or a permanent appointment to fill the vacancy, subject to Board ratification.

Revised and Adopted  
June 11, 1998

### 3-3.6 Nature and Responsibilities of Committees

- (a) All Committees are advisory only.
- (b) Audio recordings shall be kept of each committee meeting. These recordings will be available for listening by each Director or member of the public through the District Secretary's Office.
- (c) Committees may initiate consideration of any problem or measure relating to the general or specific functions assigned to that committee.
- (d) Matters coming to committees which require action by the Board of Directors may be recommended to the Board by the vote of a majority of the committee members present at a committee meeting. If a matter receives a tie vote in a committee, it shall be forwarded to the Board without a recommendation from the committee.
- (e) At the request of three Directors, any matter will be placed directly on the agenda of an upcoming regular Board Meeting regardless of whether it has been assigned to a specific committee, provided applicable meeting notice and agenda requirements are met. Similarly, at the request of three Directors, any topic will be scheduled for a Board

workshop, provided applicable meeting notice and agenda requirements are met. Such requests shall be directed to the Secretary.

Revised and Adopted  
June 23, 2011

### 3-3.7 Functions of the Standing Committees

#### (a) Administration Committee

This committee shall make recommendations to the Board concerning the following subjects:

1. Financial planning and budgets.
2. Insurance.
3. Personnel.
4. Employee relations.
5. Supply.
6. Rules of the Board of Directors.
7. General policy.
8. Real estate, except space acquisition.
9. Strategic funding initiatives.
10. Small/Minority/Women owned Businesses.

#### (b) Engineering and Operations Committee

This committee shall make recommendations to the Board concerning the following subjects:

1. Engineering and construction.
2. Space acquisition.
3. Transportation service planning and operations.
4. Equipment and communications facilities.
5. Maintenance.
6. Research and development.
7. Physical design.
8. Safety, security, and emergency management.
9. Sustainability and "Green" initiatives.

#### (c) Planning, Public Affairs, Access, and Legislation Committee

This committee shall make recommendations to the Board concerning the following subjects:

1. Public information.
2. Passenger information.
3. Advertising.
4. Marketing.
5. Public relations.
6. Legislation.
7. Station access.
8. Station area development.
9. Strategic planning.

Strategic planning issues addressed by this committee shall concern the following subjects:

1. Approach, direction and roles for the strategic plan process.
2. Responsibilities and tasks for subcommittees, task forces or work groups, as needed, to further the development of and updates to the strategic plan.
3. Review and revision of BART's mission and objectives, as needed.
4. Identification of key issues and strategies to respond to changing conditions and needs in the future as related to the strategic plan.
5. Develop strategies that define how BART will realize its mission and achieve its vision of the future.
6. Review the BART strategic plan on at least an annual basis.

(d) Audit Committee

This committee shall make recommendations to the Board concerning the following subjects:

1. Financial and performance audits.
2. Internal controls.
3. General financial issues.
4. Investigations of fraud, waste, or abuse.

Revised and Adopted  
January 28, 2021



## SECTION 4. MEETING MATERIAL

### 3-4.1 Agendas

It is the responsibility of the District Secretary to prepare written agendas for all meetings of the Board and its Standing Committees and to post agendas for regular and special meetings. Agendas shall include a brief description of each item of business to be transacted or discussed at the meetings to which they apply, including in the case of Board meetings, a description of items to be discussed in closed session as required by Section 54954.2. Agendas for regular meetings shall be posted 72 hours in advance of the meeting. Items for inclusion on agendas shall be submitted to the District Secretary in a timely fashion to permit compliance with this section. Items may be deleted from, but not added to, an agenda prior to a regular meeting, unless the addition is made prior to the 72-hour posting deadline for the agenda.

Each regular Board meeting agenda shall contain an item entitled "Roll Call for Introductions," at which time each Director will be afforded an opportunity to introduce a matter for consideration at a future Committee or Board Meeting. Requests to District staff to prepare items or reports may also be made under this agenda item.

An item being introduced requires a 'second' endorsement by another Director to be recorded as a "Roll Call for Introductions" item. An item requested for placement on a future agenda requires a 'third' endorsement by a Director.

If a Director or the General Manager has a concern about a matter introduced under "Roll Call for Introductions," the General Manager may speak directly with the sponsoring Director. If not resolved the Director or General Manager may have the matter placed on the next agenda of the Board or appropriate committee for consideration of whether to proceed with the item. A Director or the General Manager may request that a matter raised during "Roll Call for Introductions" be placed on the Board or committee agenda by notifying the District Secretary, either at the Board Meeting at which the matter was introduced, or at any time up to and including the Friday before the next meeting. When so notified, the District Secretary shall place any such item on the next Board or committee agenda for consideration and possible action.

Revised and Adopted  
November 19, 2015

### 3-4.2 Content

Each substantive item on an agenda shall be supported by an adequate written explanation containing a statement of the purpose or problem, including any necessary background; a staff recommendation, when appropriate; and, when applicable, a discussion of alternates considered and rejected, with concise reasons why. It is the responsibility of the General Manager to present a written explanation for each substantive item presented to the District Secretary, who shall mail agendas and such supporting material to all Directors by the last business day of the week prior to the week of the meeting and shall make such supporting material available for public inspection in the Office of the District Secretary by the first business day of the week of the meeting. Items for inclusion on agendas and all supporting material shall be submitted to the District Secretary in a timely fashion to permit compliance with this section.

Revised and Adopted  
March 24, 1994

### 3-4.3 Exceptions

Exceptions to Sections 3-4.1 and 3-4.2 will be made only when convincing evidence is filed in writing with the General Manager that it would be in the best interest of the District to do so provided that such exceptions are in compliance with Section 54954.2.

Revised and Adopted  
March 24, 1994

## SECTION 5. PROTEST PROCEDURE FOR COMPETITIVELY BID AND COMPETITIVELY NEGOTIATED CONTRACTS

### 3-5.1 Protest Procedures

- (a) The Board delegates to the General Manager the authority to establish procedures for handling and responding to all protests on advertised and negotiated contracts.
- (b) The Board delegates to the General Manager the authority to decide all pre-bid protests and, for competitively negotiated contracts under Public Contract Code Section 20229.1, the authority to decide all protests based on the content of the request for proposals.

- (c) The Board delegates to the General Manager the authority to decide all contract and agreement protests on the recommended award.

Revised and Adopted  
March 9, 1995

### 3-5.2 Pre-bid Protests

- (a) Pre-bid protests are those protests filed prior to bid opening which are based on the content of the Invitation for Bids. Pre-bid protests must be in writing and shall include a full and complete statement specifying in detail the grounds of the protest and the facts supporting the protest. Pre-bid protests must be received by the District Secretary no less than seven or more than twenty-one calendar days, as specified in the Invitation for Bids, prior to the bid opening date. A written decision, specifying the grounds for sustaining all or part of or denying the protest, will be transmitted to the protestor prior to the bid opening date.
- (b) For competitively negotiated contracts under Public Contract Code Section 20229.1, protests based on the content of the request for proposals shall be filed with the District within 10 calendar days after the request for proposal is first advertised. Such protests must be in writing and shall include a full and complete statement specifying in detail the grounds of the protest and the facts supporting the protest. A written decision, specifying the grounds for sustaining all or part of or denying the protest will be transmitted to the protestor prior to the bid opening date. The General Manager's proposed decision will be mailed to the protestor and become final within seven calendar days of mailing unless a protestor requests an opportunity to appear and be heard by the full Board. Protestors who have timely filed a protest based on the content of the request for proposals may request an opportunity to appear and be heard before the Board prior to the opening of proposals or prior to award, if the protest based on the content of the request for proposals is renewed.
- (c) For competitively negotiated contracts under Public Contract Code Section 20229.1, if the protestor requests an opportunity to appear and be heard by the full Board, the request shall be in writing and shall be accompanied by 10 copies of the written protest and by a certified check in the amount of \$300 to cover the cost of having a shorthand reporter

attend and prepare a transcript. The General Manager may waive the \$300 fee upon a showing of financial hardship by a protestor.

- (b) If any protest is brought before the Board, the Board will hear the parties, consider all issues raised and take such action on the merits as it considers appropriate. The hearing will not be an adjudicatory hearing. The District staff will make a presentation after which the protestor will be given an opportunity to make a presentation. No subpoenas will be issued. Formal rules of evidence need not be followed. Speakers will not be sworn and may be questioned by any Director but not by any party. Any procedural issues not resolved by these rules shall be resolved by the District's General Counsel whose decision shall be final. The decision of the Board specifying the grounds for allowing or denying the protest will be mailed to the protestor within five working days of the Board's decision and shall be final when made. The decision of the Board is subject to review consistent with the requirements of Section 1085 of the California Code of Civil Procedure.
- (e) If a majority of the Board does not vote to either uphold or deny the protest, then the General Manager's decision will be deemed to be upheld.

Revised and Adopted  
March 9, 1995

### 3-5.3 Notice of Recommended Award and Submission of Protest

- (a) The Department of Procurement and Materials Management shall notify all bidders on advertised contracts and all persons or firms submitting proposals on negotiated contracts of the recommended award or other Board action on the contract for which such persons or firms have submitted bids or proposals. Actions by the Board to reject all bids shall not be subject to protest under these rules.
- (b) Any bidder or proposer may protest the recommended award on any ground not based upon the content of the request for bid or proposal. Lapse or withdrawal of a protestor's bid or proposal by the date protest is filed may be deemed sufficient grounds for denying a protest without a hearing or further consideration.
- (c) A full and complete written statement by the protestor specifying in detail the grounds of the protest and the facts supporting the protest must be received by the District Secretary no later than seven calendar days after

receipt of the above notice. For competitively negotiated contracts under California Public Contract Code Section 20229.1, protests on the recommended award or the renewal of protests based on the content of the Request for Proposals must be received by the District Secretary within fifteen calendar days after the mailing of the Notice of Recommended Award. Protests received after such dates will be deemed denied and notification to that effect shall be issued by the District Secretary.

Revised and Adopted  
March 9, 1995

#### 3-5.4 Decision on Protest on the Recommended Award

- (a) The General Manager will advise the Board in writing of the grounds of any protest on any award authorized by the Board and the proposed decision. The proposed decision of the General Manager will become final ten (10) calendar days after mailing to the Board unless any Director requests that the protest be heard by the full Board. The final decision will be mailed to both the protester and the bidder recommended for award.
- (b) For competitively negotiated contracts under Public Contract Code Section 20229.1, the General Manager's proposed decision will be mailed to the protester and the Board and become final within ten (10) calendar days of mailing unless a protester or a Director requests that the protester be given an opportunity to appear and be heard by the full Board. If the protester requests an opportunity to appear and be heard by the full Board, the request shall be in writing and shall be accompanied by 10 copies of the written protest and by a certified check in the amount of \$300 to cover the cost of having a shorthand reporter attend and prepare a transcript. The General Manager may waive the \$300 fee upon a showing of financial hardship by a protester.
- (c) If any protest is brought before the Board, the Board will hear the parties, consider all issues raised and take such action on the merits as it considers appropriate. The hearing will not be an adjudicatory hearing. The District staff will make a presentation after which the protester will be given an opportunity to make a presentation. The bidder recommended for award will be given an opportunity to make a presentation. No subpoenas will be issued. Formal rules of evidence need not be followed. Speakers will not be sworn and may be questioned by any Director but not by any party. Any procedural issues not resolved by these rules shall be resolved by the District's General Counsel whose decision shall be

final. The decision of the Board specifying the grounds for allowing or denying the protest will be mailed to the protester and the bidder recommended for award within five (5) working days of the Board's decision and shall be final when made. The decision of the Board is subject to review consistent with the requirements of Section 1085 of the California Code of Civil Procedure.

- (d) If a majority of the Board does not vote to either uphold or deny the protest, then, if the General Manager's decision is to deny the protest and award the contract as authorized by the Board's original award decision, the General Manager's decision will be deemed to be upheld. However, if the General Manager's decision is to make an alternate award or to reject all bids, the General Manager's decision is not upheld unless approved by a majority vote of the Board.

Revised and Adopted  
March 9, 1995

## SECTION 6. BOARD CORRESPONDENCE AND COMMUNICATIONS

### 3-6.1 Board Correspondence

Any Director:

- (a) who uses the staff or other resources of the District to originate or distribute correspondence or other material, or
- (b) who uses District letterhead for correspondence regardless of who prepares the correspondence,

shall cause a copy of such correspondence or material to be filed with the Office of the District Secretary concurrently with the preparation of the correspondence or material. These documents shall be available for review and use by other Directors and District staff.

New Rule, Adopted  
February 22, 1990

### 3-6.2 Board Communications - Brown Act Compliance

- (a) In all communications with each other, including face-to-face meetings, written correspondence, telephone communications e-mail communications, text messaging, and other social media

communications, Directors shall comply with the provisions of the Brown Act (Government Code Section 54950 et. seq.). District business may not be discussed among a majority of members of a Board Committee, or more than any four members of the Board, without complying with Brown Act meeting requirements. For Brown Act purposes, any gathering of a majority of the members of a Board Committee or the full Board to receive information, hear a proposal, discuss an issue or take any action on an issue under the subject matter jurisdiction of the District is a meeting subject to the notice and open meeting requirements of the Act.

- (b) The following situations should be avoided:
  - (1) The Brown Act expressly prohibits serial meetings which are conducted through direct communications, intermediaries or technological devices for the purpose of developing a concurrence as to action to be taken by the legislative body. Typically, a serial meeting is a series of communications, each of which involves less than a quorum of the legislative body, but which taken as a whole involves a quorum of the body. Therefore, although it is acceptable for a Director to write an initial letter or send an initial e-mail or text message to one or more Directors on a Board matter, subsequent communications (in any form) may have to be counted against the limit of four members of the Board or a majority of members of a Board Committee, if the purpose of the communication is to develop a concurrence as to action to be taken on that Board matter. For example, if Directors A, B and C are all members of the same Board Committee, there would be a serial meeting if Director A sends a letter or e-mail or text message on a Board matter to Director B or Director C, if the purpose of the communications is to develop a concurrence as to action to be taken. Conversations which advance or clarify a Board member's understanding of an issue, or facilitate an agreement or compromise amongst members, or advance the ultimate resolution of the issue, may all be viewed as contributing to the development of a concurrence as to actions to be taken. While the purpose of a particular serial communication may not always be clear, it is likely that a court would view substantive conversations amongst Board members concerning an actual or potential agenda item prior to a public meeting as contributing to the development of a concurrence as to the ultimate action to be taken. Therefore, Board members should avoid serial communications of a substantive nature concerning such items.

Revised and Adopted  
June 23, 2011

- (2) E-mail is particularly vulnerable to potential Brown Act violations because of the reply and copy features of the e-mail system, and the ability to append previous messages. Special care should be taken with e-mail to avoid Brown Act violations. Also, because e-mail, text messaging, or other social media communications may create a record, Directors should assume that any statements on e-mail, text message, or other social media may become public.
- (3) Caution should be exercised when using intermediaries to communicate with other Board members. For example, Board members should not ask District staff to communicate on their behalf with other Board members regarding Board matters if such indirect communication would result in a Brown Act violation. Generally, if a direct communication from a Board member would violate the Brown Act, so would the same communication through an intermediary.

Revised and Adopted  
June 13, 1996

### 3-6.3 Staff Correspondence to Elected or Appointed Officials

All members of the Board of Directors shall receive copies of correspondence from District staff sent to any elected or appointed official at the time such correspondence is transmitted to such official

New Rule, Adopted  
September 27, 2001



## **CHAPTER IV**

### **PERSONNEL PROVISIONS**

#### **SECTION 1. COMPENSATION POLICY**

##### **4-1.1 System**

The Board shall establish a classification and pay system which enables the District to recruit, retain and motivate employees. The wages, salaries and benefits for positions included in collective bargaining agreements will be as determined by such agreements.

##### **4-1.2 Personnel**

- (a) The General Manager shall administer wages, salaries, hours, working conditions, grievance procedures and benefits of District employees. The General Manager shall report such practices to the Board.
- (b) Board Appointed Officers shall submit performance evaluations to the Board by September 15 of each year. These performance evaluations shall contain a brief summary of the preceding year's activities and accomplishments and a list of goals and objectives for each Board Appointed Officer for the following year. If the President deems it necessary, he or she may from time to time establish a Special Personnel Committee of two to four members to address personnel issues relating to Board Appointed Officers. The Secretary shall schedule a closed session for the second Board meeting in October for the Board to review Board Appointed Officers' performance. After this review is completed, any adjustments to the salaries of such officers shall be effective January 1 of the following year.

Revised and Adopted  
June 23, 2011

#### **SECTION 2. COLLECTIVE BARGAINING**

##### **4-2.1 Representation of the District**

The General Manager shall represent the Board in all negotiations with labor organizations but no agreement by the General Manager to the terms of a written contract governing wages, salaries, hours, working conditions and grievance procedures shall be binding upon the District until ratified by the Board. Any agreement by the General Manager to submit disputes over the terms of a proposed contract pursuant to Public Utilities Code Section 28850 to arbitration shall first be submitted to and approved by the Board.

## **CHAPTER V**

### **FINANCIAL PROVISIONS**

#### **SECTION 1. ANNUAL BUDGET**

##### **5-1.1 General Provisions**

The General Manager, or a designated representative, shall prepare for the District and submit to the Board a Preliminary Annual Budget by March 31 of each calendar year for the following fiscal year. The Preliminary Annual Budget shall include provisions for Operating Expenses, Debt Service, and such other functional categories as the General Manager deems appropriate. The Preliminary Annual Budget will thereafter be released to the public.

Revised and Adopted  
September 12, 2019

##### **5-1.2 Budget Submitted to Board**

After the Preliminary Annual Budget is submitted to the Board of Directors, the Preliminary Annual Budget will be presented to and discussed by the Board at least once at a regularly scheduled meeting in April and once at a regularly scheduled meeting in May.

Revised and Adopted  
September 12, 2019

##### **5-1.3 Notice of Availability of Preliminary Annual Budget and Time of Hearing**

On or before June fifth (5<sup>th</sup>) of each year, the District Secretary shall publish a notice once in a newspaper of general circulation in each of the counties comprising the District stating that the Preliminary Annual Budget is available to anyone requesting a copy, and on a date stated in the notice, not less than ten (10) days after the Notice of Availability of the Preliminary Annual Budget and Time of Hearing is published, and at a time and place also stated in the notice, the Board will meet for the purpose of fixing the final budget, and anyone may appear thereat and be heard regarding the increase, decrease, or omission of any item on the budget or for the inclusion of additional items. Said hearing on the fixing of the final budget shall be held on or prior to June twentieth (20<sup>th</sup>). Said hearing shall be continued from day to day until concluded, but no to exceed a total of ten (10) days, and shall be concluded before the expirations of ten (10) days if there are no requests or applications on file with the Board for further hearings.

On or before June thirtieth (30<sup>th</sup>) of each year the Board shall, by resolution, adopt the budget as finally determined.

Revised and Adopted  
September 12, 2019

#### 5-1.4 Adjustments in the Annual Budget

Adjustments between Operating Expenses, Debt Service and other functional categories of the Annual Budget and between the following Sections of Operating Expenses require action of the Board of Directors:

- Salaries and Benefits
- Other Expenses
- Contingency Reserve

The General Manager may, by notice in writing to the Controller-Treasurer, adjust items within any individual Section of Operating Expenses.

#### 5-1.5 Approval of Demands

Demands against the District may be approved for payment by the General Manager, or a designated representative, provided the Controller-Treasurer, or the Controller-Treasurer's designated representative, determines that funds have been appropriated for the purpose of the demand. Such demands shall be supported by vouchers, or other supporting material as may be required by the Controller-Treasurer to establish and identify the demand, the budget item, the delivery of goods or services for which the expenditure has been budgeted or otherwise authorized.

## SECTION 2. AGREEMENTS AND CONTRACTS

#### 5-2.1 General Provisions

The District shall, whenever possible, enter into enforceable written agreements or contracts with governmental and private agencies, where the need for such agreements or contracts is indicated.

#### 5-2.2 Review

Prior to the submission of a contract or agreement to the Board or any committee of the Board, the General Manager shall review the contract or agreement for reasonableness, suitability, and adherence to specifications.

### 5-2.3 Change Orders

#### (a) By General Manager Action

- (1) Without prior specific authorization by the Board of Directors, the General Manager may act for the Board with respect to change orders to construction or procurement contracts which amount to less than 10 percent of the original contract price in the aggregate, except as provided in paragraph (b), below.
- (2) The General Manager shall notify the Board one week prior to the issuance of any change order that is anticipated to result in expenditures aggregating more than 10 percent of the contract price.

#### (b) By Board of Directors Action

- (1) Except as provided in paragraph (2) below, change orders which involve an expenditure of more than \$200,000, or involve a substantial alteration or potential substantial alteration in the obligations of either the District or the contractor require the approval of the Board of Directors.
- (2) For construction and procurement contracts greater than \$200 million, change orders which involve an expenditure of more than \$500,000 or involve a substantial alteration or potential substantial alteration in the obligations of either the District or the contractor require the approval of the Board of Directors.

#### (c) General

- (1) Where a potential change order involves: (a) a substantial alteration or potential substantial alteration in the obligations of either the District or the contractor, or (b) involves an expenditure of more than \$200,000 (\$500,000 in the case of construction and procurement contracts greater than \$200 million), or (c) involves an expenditure aggregating more than 10 percent of the contract price, negotiations shall be conducted in reliance upon the advice of the General Counsel as to matters of law and no document authorizing such a change shall be executed for and on behalf of

the District without prior written approval thereof by the General Counsel as to form.

- (2) This rule shall not be construed as in any way reducing the authority of the General Manager under Section 20224 of the Public Contract Code.

Revised and Adopted  
November 18, 2004

#### 5-2.4 Limitation on Contracting by Board Members

No Director or member of a Committee may authorize a contract or contract change order independently or through direction to the staff, in any amount, without the prior approval of the Board.

Revised and Adopted  
February 13, 1992

### SECTION 3. REIMBURSABLE EXPENSES

#### 5-3.1 Reimbursement for Travel and Personal Expenses

Reimbursement for travel and personal expenses of Directors shall include but not exceed the following:

- (a) For authorized travel between points within one hundred and fifty (150) miles of District headquarters, mileage necessarily traveled by private automobile shall be at the rate prescribed by Management Procedure No. 20.

For the purpose of computing allowable expense for a Director, mileage will be calculated from his/her residence or normal place of business, whichever is least costly to the District.

- (b) For other travel, actual cost of transportation by public carrier. Except in unusual circumstances, payment for air travel shall be at less than first class rates. Directors will obtain the most economical means of transportation consistent with accomplishing their official task in an efficient and timely manner. For example, savings by booking early airfare and paying additional lodging may be permissible.

Revised and Adopted  
December 17, 1998

- (c) For other travel and personal expenses (not specified in these Rules) as prescribed by District Management Procedure No. 20 or as may be recommended by the Administration Committee and authorized by the Board.
- (d) Actual cost for personal expenses, including meals, when away from the District on business for periods in excess of twenty-four (24) hours, except that reimbursement for meals may not exceed \$50.00 per Director per meal for dinner; breakfast and lunch may not exceed the applicable per diem rate. Reimbursement for any meal may not include the cost of alcoholic beverages. In lieu of reimbursement of actual personal expenses, payment will be made for receipted cost of lodging, telephone and local transportation charges, plus a per diem allowance as prescribed in Management Procedure No. 20 for meals and all other personal expenses incurred while in travel status.

Revised and Adopted  
July 30, 2009

### 5-3.2 Rules for Travel and Personal Expenses

The following rules shall govern travel and personal expense:

- (a) Directors are authorized
  - (1) to incur travel and personal expense, other than lodging and hotel suites, in connection with attendance at meetings of the Board of Directors, meetings of committees of the Board, liaison meetings and attending to other business of the District within 100 miles of District headquarters; and,
  - (2) to attend and incur travel and personal expense in connection with transit related matters including but not limited to conferences or committee meetings of the American Public Transit Association (APTA), the Conference of Minority Transportation Officials (COMTO), the Transportation Research Board (TRB), RailVolution and other transit related conferences and meetings; provided, however, that such expense shall not exceed \$7,500 annually for each Director; and,

Revised and Adopted  
January 10, 2002

- (3) with the concurrence of the President, to travel and incur personal expense in connection with travel involving a meeting with a member of Congress or the Executive Branch or their staffs, if it is not feasible to obtain prior review by the Administration Committee and authorization of the Board of Directors. In the case of such travel by the President, concurrence shall be obtained from the Vice President.
- (4) with the concurrence of the President, to travel and incur personal expenses by Directors who are members of APTA committees in connection with their duties as APTA committee members. Travel expenses associated with such travel shall not count toward the limit set forth in Rule 5-3.2(a)(2). In the case of such travel by the President, concurrence shall be obtained from the Vice President.

New Rule, Adopted  
January 10, 2002

- (5) In regard to personal expenses incurred by Directors while conducting the District's business within the area, or when away from the area for less than twenty-four (24) hours, reimbursement for meals may not exceed \$50.00 per Director per dinner nor exceed the applicable per diem rate for breakfast and lunch. Reimbursement for any meal may not include the cost of alcoholic beverages.

New Rule, Adopted  
July 30, 2009

- (6) Board members shall provide brief reports on meetings attended at the expense of the District at the next regular meeting of the Board.

New Rule and Adopted  
June 23, 2011

- (b) For all travel on District business beyond 100 miles from District headquarters by members of the Board of Directors, other than the travel permitted in Rule 5-3.2(a), specific prior review by the Administration Committee and authorization of the Board of Directors shall be obtained.

Prior approval is also applicable to official trips by the President and Vice President.

The Controller-Treasurer shall not prepay or reimburse any Director's travel expense incurred under Rule 5-3.2(a)(2) for amounts in excess of the \$7,500 annual expense limit without approval of the Board.

Revised and Adopted  
January 10, 2002

Travel, including travel permitted in Rule 5-3.2(a)(2) and 5-3.2(a)(3), shall not be authorized for any Director who has not properly filed expense reports in compliance with Rule 5-3.3, or for any Director who has not reimbursed the District for previous expenses within 30 days of notice from the Controller-Treasurer.

Revised and Adopted  
July 24, 1997

Receipts for expenses should be turned in to the Controller-Treasurer's office.

New Rule, Adopted  
December 17, 1998

(c) Limitation on Certain Expenses

Certain personal expenses are subject to limitations as follows:

Guests: Directors shall not charge the District for guests they invite to District-sponsored dinners.

Personnel assistance normally shall be limited to use of a public stenographer or equivalent, and is authorized only when a Director is in travel status. Postal charges are authorized only using District mailing facilities. Office space charges of any kind are not authorized.

(d) Cash Advances

An advance for travel expenses of a Director for authorized travel may be authorized by the President or Vice President, or in their absence the



General Manager or a designated representative. Cash advances shall be limited to the per-diem allowance with a maximum amount of \$500. No Director shall authorize advance payments to him or herself. Lodging costs will be paid by check directly to the hotel by the District when a Director requests advance payment of such expense.

(e) Room Service

Reimbursement for food and drink obtained by room service will not be allowed if the per-diem allowance is taken. If no per-diem allowance is taken, reimbursement for room service for food and drink is limited to \$35 per day.

Revised and Adopted  
February 11, 1993

5-3.3 Expense Reports

- (a) Directors shall submit monthly expense reports to the Board through the Controller-Treasurer during the two months following the month in which the expenses are incurred. The Controller-Treasurer shall make a written report to the Board of any expense reports not filed within the two-month period. Expense reports shall include full itemizations for all expenses. Such itemization shall include, either on the report or on the supporting document, the date incurred, a description of the expense, the purpose and the amount, including appropriate receipts. Vouchers or receipts satisfactorily supporting requests for reimbursement shall be furnished to the Controller-Treasurer for all items of expense for which such receipts are normally furnished.
- (b) The monthly expense report shall include the actual cost of all travel and personal expenses of any kind received by a Director which are paid for by the District regardless of whose expense account (Director or employee) the items are billed to.

Revised and Adopted  
July 30, 2009

(c) Registration fees

Any registration or similar fee paid by the District for conferences or other programs attended by a Director shall be included in the Director's monthly expense report.

- (d) Directors' expense reports are subject to review by any Director, and may be referred by any Director, or the Controller-Treasurer, to the Administration Committee for review and recommendation and to the Board for approval. Directors' expense reports not referred to the Administration Committee and the Board may be approved by the President or in his absence the Vice President or in the absence of both the President and the Vice President, the Chair of the Administration Committee.

Revised and Adopted  
July 30, 2009

- (e) The Controller-Treasurer shall insure that all expense reports are reviewed for conformance to these rules. Upon such determination, a copy of the report with said determination noted thereon shall be delivered or mailed with the reimbursement. The general audit of the District shall include an audit of the Directors' expense reports for the previous fiscal year for compliance with the Board Rules. Board member expense reports are available through the Office of the District Secretary.

Revised and Adopted  
July 23, 2015

#### 5-3.4 District Automobile Use

Use of a District automobile without prior approval by the Board of Directors will be limited to one day every three weeks in the conduct of District business. The Director will be required to file an automobile usage report along with his/her monthly expense report. The usage report will specify the nature and purpose of the District meeting or business, the place, and the parties who attend. Failure to file such automobile usage report will result in the loss of the privilege until such reports are brought current.

New Rule, Adopted  
February 11, 1993

#### 5-3.5 Use of District Property Other than Automobiles

- (a) In addition to the use of District automobiles as authorized in Board Rule 5-3.4, each Director may have use and possession of the following property for District-related business, to the extent that such property is comparable in cost and function to property generally available to District employees:

- (1) Facsimile machine
- (2) Mobile device (i.e. tablets, portable Wi-Fi, hotspots, etc.)
- (3) Cellular Phone
- (4) Personal Computer, Laptop
- (5) Printer

All District property shall be returned to the District when a Director leaves office.

Revised and Adopted  
July 23, 2015

- (b) Directors shall request all District property through the District Secretary's Office.
- (c) The District Secretary's Office shall make quarterly requests to the Directors for review of cellular phone and mobile device operating costs and reimbursement to the District for all such costs that are not for District-related business. Directors shall reimburse the District within 30 days of the District Secretary's quarterly requests. If such requests are not responded to or reimbursements are not made within 30 days, the District Secretary shall report to the President or Vice President in accordance with Board Rule 5-3.6.

Revised and Adopted  
July 23, 2015

- (d) Not later than September 15 of each year, the Performance and Audit Department shall complete an annual audit for the previous fiscal year for compliance with the requirements of this Board Rule 5-3.5, and such audit report shall be submitted to the next Administration Committee following September 15 for review and forwarding to the full Board. The audit report shall include a list of District property that is issued to each Director.

Revised and Adopted  
September 12, 2019

#### 5-3.6 Violations of Use of District Property Rules

Any person may report an alleged violation of the District use restrictions or reporting or reimbursement requirements on District property, including but not limited to automobiles as set forth in Board rule 5-3.4, to the President, except if the alleged violation involves the President. The President shall take appropriate action within thirty (30) days of notification. A written report of the alleged

violation and action taken, if any, shall be distributed to each Board member. If no Board member requests a public review within seven (7) days, the action of the President shall become final. If an alleged violation involves the President, it may be reported to the Vice President, who shall take the above actions.

#### 5-3.7 Expenses for Which Reimbursement Is Prohibited

The District shall not reimburse any Director, employee, or officer for any expense incurred with any private club which discriminates on the basis of race, gender, religion, sexual orientation, or other invidious criteria in its membership policy.

Revised and Adopted  
June 13, 1996

Expenses incurred for the purpose of attending political events shall not be reimbursed. An event shall be considered "political" if it is held for the purpose of supporting or opposing, or raising money to support or oppose, any candidate, ballot measure or political party.

New Rule, Adopted  
July 13, 1989

### SECTION 4. CAMPAIGN CONTRIBUTION STATEMENTS AND STATEMENTS OF ECONOMIC INTERESTS

#### 5-4.1 Filing and Publication of Required Statements

Pursuant to the Political Reform Act of 1974, Campaign Contribution Statements and Statements of Economic Interests are required to be filed by Directors. At the times required by law, Directors shall file their original Statements of Economic Interests and copies of their Campaign Contribution Statements, concurrent with filing with Registrar of Voters, with the District Secretary. The information in Statements of Economic Interests will be published on the District's web site, within fourteen (14) days of receipt by the District Secretary. The information in Campaign Contribution Statements may be accessed by the public via a link (provided by the District Secretary) to the respective County's Registrar of Voters web site.

Revised and Adopted  
September 10, 2015

## SECTION 5. FINANCIAL CONTRIBUTION LIMITATION

### 5-5.1 Contractor/Subcontractor Contributions

In regard to any contract, or agreement requiring authorization of the Board, no party seeking to do business with the District (hereafter "contractor") or the contractor's proposed first tier subcontractors and subsuppliers whose subcontracts exceed \$100,000 (hereinafter referred to as "subcontractors"), shall provide to any Director, or any candidate for Director, and no Director, or a candidate for Director, shall accept or solicit any monetary or in-kind contribution valued at greater than \$1,000 (including loans) from any contractor or its subcontractors during the time periods from the receipt of that prospective contractor's bid for all contracts and agreements, through award, and shall continue to apply for three months following award in regard to the contractor awarded the contract or agreement and its subcontractors.

Revised and Adopted  
November 19, 2015

This rule applies only to contributions made to a candidate for the BART Board of Directors or to the candidate's committee in support of that candidate's election campaign and has no application to contributions to other campaigns including but not limited to ballot measures.

New Rule, Adopted  
August 12, 2004

This Rule shall apply to a candidate from the date of filing of his or her declaration of candidacy with the Registrar of Voters.

Revised and Adopted  
July 23, 2015

### 5-5.2 Contractor/Subcontractor Certification of Compliance

Contract and agreement documents shall require contractors, and their subcontractors, to submit a certification of compliance with this Rule with their bid or proposal, or as otherwise directed in contract and agreement documents. Failure to submit a certification within five calendar days after it is due may render the bid or proposal non-responsive.

Revised and Adopted  
July 23, 2015

### 5-5.3 Contractor/Subcontractor Information Submitted to Board

The General Manager shall provide the following information to the Board:

- (a) For those subject to this Rule, the names of all prospective contractors and contractors submitting bids and proposals for contract award, and their subcontractors, on the date bids or proposals are opened by the District.
- (b) The names of prospective contractors and contractors and subcontractors and the dates when this Rule no longer applies to them.

Revised and Adopted  
July 23, 2015

### 5-5.4 Definitions

For purposes of this Board Rule:

- (a) "Agreement" is defined as an agreement for services, leases, and licenses.
- (b) "Candidate" is defined as a person who has filed a declaration of candidacy with the Registrar of Voters for the office of Director of the San Francisco Bay Area Rapid Transit District.
- (c) "Contract" is defined as a contract for construction of facilities and works, or for the purchase of supplies, equipment, and materials.
- (d) "Contractor" is defined as an individual, proprietorship, firm, partnership, joint venture, syndicate, business trust, company, corporation, limited liability company, association, committee, and any other organization or group of persons acting in concert and their agents.
- (e) "Prospective Contractor" shall mean any contractor seeking to do business with the District.

New Definition and Adopted  
July 23, 2015

- (f) "Contribution" is as defined in Government Code Section 82015 and implementing regulations adopted by the Fair Political Practices Commission.

Revised and Adopted  
November 20, 1997

- (g) "Director" is defined as a current member of the Board of Directors of the San Francisco Bay Area Rapid Transit District.

New Rule, Adopted  
August 8, 1996

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Note: Board Rule 5-5.4 revised to delete two provisions and renumber the section accordingly. Adopted December 20, 2007

## **CHAPTER VI**

### **AMENDMENTS AND SUSPENSION**

#### **6-1.1 Amendments**

Any provision of the rules may be amended by a majority vote of all members of the Board of Directors at any regular or special meeting when at least ten (10) days' written notice has previously been given to all members of the Board of Directors that amendments will be proposed, or if oral or written notice was given at a previous meeting of the Board.

#### **6-1.2 Suspension**

A rule may be suspended by a majority vote of all members of the Board of Directors upon a showing satisfactory to them of a special or emergency situation justifying the suspension of the rule.



## **CHAPTER VII**

### **INTERPRETATIONS**

#### **7-1.1 Interpretations**

These rules are designed solely to facilitate the handling by the Board of Directors of its own affairs, and the Board of Directors retains the sole right to interpret these rules. No action taken by this Board shall be deemed invalid because of any conflict with these rules, and any action taken by the Board shall be deemed to suspend any rule conflicting with the action taken.

## APPENDIX A

### PRINCIPAL RULES GOVERNING MOTIONS

Order of Precedence		Form of Motion	Can Interrupt?	Requires Second?	Debatable?	Amendable?	Applies to What Other Motions?	Vote Required?
1.	Adjourn	"I move that we adjourn."	No	Yes	No	Yes*	None	Majority
2.	Recess	"I move that we recess for ..."	No	Yes	Yes*	Yes*	None	Majority
3.	Question of Privilege	"I rise to a question of privilege."	Yes	No	No	No	None	None
4.	Postpone Temporarily	"I move to table the motion."	No	Yes	No	No	Main Motion	Majority
5.	Close Debate	"I move to close debate on the motion."	No	Yes	No	No	Debatable Motions	2/3
6.	Limit Debate	"I move to limit debate..."	No	Yes	Yes*	Yes*	Debatable Motions	2/3
7.	Postpone Definitely	"I move to postpone the discussion to..."	No	Yes	Yes*	Yes*	Main Motion	Majority
8.	Refer to Committee	"I move to refer the matter to committee."	No	Yes	Yes*	Yes*	Main Motion	Majority
9.	Amend	"I move to amend the motion by..."	No	Yes	Yes	Yes	Rewordable Motions	Majority
10.	a. Main Motion	"I move that..."	No	Yes	Yes	Yes	None	Majority
	b. Specific Main Motions							
	<u>Reconsider</u>	"I move to reconsider..."	Yes	Yes	Yes*	No	Main Motion	Majority
	Resume Consideration (take from table)	"I move to resume consideration of..."	No	Yes	No	No	Main Motion	Majority
<b>INCIDENTAL MOTIONS - NO ORDER OF PRECEDENCE</b>								
	<u>Motions</u>							
	Appeal	"I appeal from the decision of the chair."	Yes	Yes	Yes	No	Decision of Chair	Majority
	Suspend Rules	"I move to suspend the rule that... (or Rule ____.)"	No	Yes	No	No	None	2/3
	<u>Requests</u>							
	Identify an Error in Procedure	"Point of Order"	Yes	No	No	No	Any Error	None
	Ask a Question about Procedure	"Parliamentary Inquiry."	Yes	No	No	No	All Motions	None
	Withdraw a Motion	"I withdraw my motion."	Yes	No	No	No	All Motions	None

\* RESTRICTED

**APPENDIX B:  
SCHEDULE**

**JANUARY THROUGH OCTOBER**

	THURSDAY
Week 1	
Week 2	Board Meeting
Week 3	
Week 4	Board Meeting

**NOVEMBER**

	THURSDAY
Week 1	
Week 2	
Week 3 *	Board Meeting
Week 4	

**DECEMBER**

	THURSDAY
Week 1	Board Meeting
Week 2	
Week 3	Board Meeting
Week 4	

\* Except as noted in Board Rule 3-2.1

## APPENDIX C

AMENDED AND ADOPTED: July 23, 2015

# Board of Directors Code of Conduct

The San Francisco Bay Area Rapid Transit District (BART) is a Special District created by the State of California. The Board of Directors is the legislative body of the District representing Alameda County, Contra Costa County, and the City and County of San Francisco. The Board of Directors determines all matters of District policy. The Board also provides counsel and direction to management without exerting individual power or authority over BART. Board action requires either a majority or two-thirds vote of the Board, depending on the action under consideration. The Board of Directors Code of Conduct guides the Board in exercising its duties responsibly.

- I. Board members shall treat the public, staff members and each other with respect and courtesy.
- II. Board members shall refrain from conduct that they know or reasonably should know is likely to create in the minds of reasonable observers the perception that the Board member used his or her public position improperly. They shall not commit any act which may bring reproach or discredit upon the District.
- III. The Political Reform Act (Government Code Sections 81000-91014) requires Board members to publicly disclose their financial interests by filing a disclosure form (Form 700) with the District. Additionally, the Political Reform Act provides that Board members shall not make, participate in, or use their position to influence a governmental decision in which they know or have reason to know that they have a financial interest.
- IV. California Government Code Section 1090 prohibits Board members from being financially interested in any contract made by them in their official capacity. This prohibition applies to all contracts regardless of funding source. The financial interest of an individual Board member in a District contract may prevent the entire Board from authorizing the award, execution, or amendment of the contract.
- V. Board members shall not make, participate in, or use their position to influence any governmental decision relating to any person or entity with whom the Board member is negotiating, or has any arrangement concerning prospective employment<sup>1</sup>. Board members shall not use their position to influence any District decision regarding prospective employment with the District. Directors shall not seek District employment while in office.
- VI. Board members shall not participate in the selection, award, or administration of contracts supported by federal funds where the Board member has a real or apparent conflict of interest as defined by FTA Third-Party Contracting Guidance<sup>2</sup>. Such a conflict would arise when any of the following parties has a financial or other interest in an entity selected for award of a contract supported by federal funds: the Board member, or any immediate family member, partner, employer, or organization that intends to employ the Board member.
- VII. Board members shall not participate in the making of a decision to hire, appoint, employ, promote, or terminate the employment of a person who is a relative of the Board member. Board members shall not take any action that has the potential to affect the employment status at the District of a person who is a relative of the Board member, including attempting to persuade a District officer or employee to make a decision or take an action affecting a relative of the Board member.

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<sup>1</sup> Cal. Gov. Code 87407

<sup>2</sup> FTA Circular 4220.1F

For the purposes of this Code, the term "relative" means the following: husband, wife, domestic partner, father, mother, grandfather, grandmother, son, daughter, stepson, stepdaughter, granddaughter, grandson, brother, sister, uncle, aunt, nephew, niece, father-in-law, mother-in-law, daughter-in-law, son-in-law, sister-in-law, and brother-in-law.

- VIII. Board members shall not publicly engage in personal attacks on BART employees or members of the public, or attempt to discipline or disparage any employee in any manner. They shall not involve themselves in altercations or any other act of hostility with others, nor will they engage in acts which will subject the District to criticism or adversely affect the interests of the District. Any concerns regarding an employee's performance shall be communicated to the General Manager or other Board Appointed Officer with supervisory responsibility for the employee. The foregoing shall not preclude Board members from making comments which are critical of District policies, practices, operations or performance in the discharge of their official duties.
- IX. Board members shall not solicit or accept gifts of any value from persons or entities with which the District contracts or may contract. Gifts or favors received by or promised to an individual Board member may prevent the entire Board from authorizing the award or execution of a contract<sup>3</sup>.
- X. Before the staff recommendation for an award of a contract is made public, Board members shall not communicate regarding the procurement with any District employee except the General Manager or his or her designee. The General Manager shall keep a log of those communications and shall report those communications and responses in writing at the Board meeting where action on the procurement is scheduled<sup>4</sup>.
- XI. Board members shall comply with the terms of Section IX of the District's Contractor Code of Conduct related to communications with outside parties during pendency of a bid or proposal.
- XII. Candidates for the Board shall not, directly or indirectly, solicit political contributions from officers or employees of the District<sup>5</sup>.
- XIII. Board members shall not use or disclose, other than in the performance of their official duties and responsibilities (or as may be required by law), confidential District information gained in the course of or by reason of their position, nor shall any Board member permit such use or disclosure<sup>6</sup>. Board members shall not disclose confidential information that has been acquired by being present in a closed session to a person not entitled to receive it, unless the Board has authorized disclosure of that confidential information. However, it shall not be a violation of this Code for a Board member to make a confidential inquiry or complaint to a district attorney or grand jury regarding the illegality or potential illegality of an action that has been the subject of deliberation at a closed session, to express an opinion concerning the propriety or legality of actions taken in closed session, or to disclose information acquired during a closed session that is not confidential information<sup>7</sup>.
- XIV. A former Board member is prohibited from representing any other person by appearing before the District's Board or communicating with any District Director, officer or employee in an attempt to influence a District decision for a period of one year after the Board member leaves office.

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<sup>3</sup> Cal. Gov. Code 1090

<sup>4</sup> Adapted from the Los Angeles County Metropolitan Transportation Authority Board of Directors Code of Conduct, Section 130680(e)

<sup>5</sup> Cal. Gov. Code 3205

<sup>6</sup> Cal. Gov. Code 1098 makes use of confidential info for pecuniary gain a misdemeanor, but this is broader

<sup>7</sup> Cal. Gov Code 54963

- XV. Board members shall not use or permit the use of District resources, including but not limited to facilities, materials, equipment, information, intellectual property such as trademarks and copyrighted material, and District staff time, for activities other than District business. This Code of Conduct incorporates the prohibitions of California law concerning use of public agency resources for campaign activity<sup>8</sup>.
- XVI. Sanctions imposed for violations of this Code of Conduct may include, but are not limited to, any of the following:
- A. Public censure by the Board at a regularly scheduled meeting;
  - B. Disqualification from participating in any discussion or vote on any matter related to the violation; and/or
  - C. Removal of the Board member from one or more committees<sup>9</sup>.

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<sup>8</sup> Cal. Gov. Code 8314 and others.

<sup>9</sup> Adapted from the Los Angeles County Metropolitan Transportation Authority Board of Directors Code of Conduct, Section 130620(c)(1-6)