



### Agenda Item 3c

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TO: Clipper® Executive Board

DATE: April 9, 2018

FR: Carol Kuester

RE: Proposed Revisions to Clipper® Executive Board Policy

At the February 2018 Clipper® Executive Board meeting, several Board Members requested that Board meetings be scheduled only when substantive program approvals and key informational items are necessary. Under the Amended and Restated Memorandum of Understanding (MOU) and Executive Board Procedures Manual (adopted in February 2016 and amended in April 2017), the Board is required to meet regularly, but not less than quarterly, which allows for cancellation of meetings if a quorum cannot be convened or if there is insufficient business to warrant a meeting.

There is, however, a program need for Board approval of contractual actions to facilitate normal conduct of business when Board meetings are canceled or rescheduled. The Board Procedures Manual includes the following provision:

“The Chair shall perform such functions as may be delegated by action of the Board. Where circumstances warrant, the Chair may, in the absence of existing policy, act as necessary for the Board between its scheduled meetings and shall report that action at the next Board meeting.”

#### **Recommended Policy**

MTC and transit operator staff recommend that the Executive Board approve a policy that would empower the Clipper® Executive Board Chair to act on behalf the Clipper® Executive Board to approve contractual items that are not “Significant Business Matters” (defined in the MOU as contractual items with a financial impact less than \$250,000) in periods between scheduled meetings. The Chair would then report such actions at the next scheduled Board meeting. No revisions to the MOU or the Executive Board Procedures Manual would be required to effectuate this policy.

MTC and transit operators will continue to work together to identify potential for further operational and program efficiency, and will update or recommend policies subject to the approval of the Clipper® Executive Board.

Carol Kuester