

Attachment A: RNM Council Charter

A. RNM Council Purpose, Mission, and Vision

The purpose of the Regional Network Management (RNM) Council is to bring together leadership from transit agencies and MTC to provide executive guidance on regional transit policies and actionable implementation plans in pursuit of the RNM's Mission and Vision.

The RNM's Mission is to drive transformative improvements in the customer experience for regional Bay Area transit.

The RNM's Vision is to advance regional goals in equity, livability, climate, and resiliency through a unified regional transit system that serves all Bay Area populations.

B. RNM Council Membership and Roles

The RNM Council shall be composed of eleven (11) members as follows:

- a) Alameda-Contra Costa Transit District (AC Transit) General Manager
- b) Bay Area Rapid Transit (BART) General Manager
- c) Caltrain Executive Director
- d) Golden Gate Bridge, Highway and Transportation District (Golden Gate) General Manager
- e) Metropolitan Transportation Commission (MTC) Executive Director
- f) San Francisco Municipal Transportation Agency (SFMTA) General Manager/Director of Transportation
- g) San Mateo County Transit District (SamTrans) General Manager/CEO
- h) Santa Clara Valley Transportation Authority (VTA) General Manager/CEO
- i) Three General Managers representing other transit providers serving the region, selected at the sole discretion of those operators. Any change to these representatives shall be communicated in writing to the RNM Council Chair and MTC, and the RNM Committee shall be informed of any changes.

The MTC Commission may periodically revise Attachment B to reflect changes to RNM Council representatives. Each RNM Council member may formally designate up to one named alternate (“Designated Delegate”) per calendar year. A change to a Designated Delegate prior to the completion of the calendar year must be approved by the Council. Designated Delegates may attend up to four (4) RNM Council Meetings per year to vote on behalf of the RNM Council member. After four meetings attended by a Delegate on behalf of a RNM Council member, any further Delegate participation shall not count toward quorum and will not include voting rights. The RNM Council shall elect a Chair and Vice-Chair from its members to represent the RNM Council in communications with others, provide input on agendas, and facilitate RNM Council meetings. The Chair and Vice-Chair terms shall be two years. The RNM Council shall elect a Chair and Vice-Chair at its inaugural convening. Thereafter, elections shall be held biannually at the February meeting of even numbered years. In the event of a change in RNM Council Chair or Vice-Chair membership, the RNM Council shall hold a special election to fill the vacancy until the next regular Chair and Vice-Chair election.

C. RNM Council Roles and Responsibilities

The RNM Council will meet in public at regularly scheduled monthly meetings to direct initiatives that advance the RNM Mission and Vision. The RNM Council has the following roles and responsibilities:

- Elect a Chair and Vice-Chair to represent the RNM Council in communications with others, set agendas, and facilitate RNM Council meetings.
- Adopt an annual Work Plan and budget, if applicable, each fiscal year.
- Provide recommendations to the RNM Committee, other MTC Committees, or other relevant authorities on regional transit policies, actionable implementation plans, and Key Performance Indicators (KPIs) related to the effectiveness and performance of the RNM structure.
- Provide direction to dedicated RNM support staff under management of the RNM Director, and, upon agreement, MTC staff, operator staff, or other professionals assigned to work on RNM initiatives.
- Organize Task Forces, Sub-Committees, or Technical Work Groups to inform its actions.

Establish and monitor regional transit performance KPIs and adjust the Work Plan in response to relevant trends.

D. RNM Council Meetings and Decision-Making

The RNM Council shall have a monthly standing meeting that will be established through the RNM Council's annual Work Plan. As needed, the RNM Council may hold additional, special meetings. All RNM Council meetings will be noticed and open to the public. The RNM Council Chair shall facilitate meetings and provide an opportunity for public comment on each agenda item.

Six (6) members of the RNM Council, including any Designated Delegates attending on behalf of a member, constitute a quorum. The RNM Council will act by majority vote. Each member shall have one vote. A consensus shall be sought prior to taking a simple majority vote.

In instances where a decision is approved but not by unanimous vote, the dissenting member(s) may request, if applicable, that the decision be documented to the referring committee to reflect the divergence in positions. Potential characteristics may include, but are not limited to:

- Breakdown of the Council Member vote
- The transit system represented by the dissenting Member vote(s)
- The ridership of the system represented by the dissenting Member vote(s)
- Any minority opinions

This voting procedure shall apply to advisory actions needed as part of the Council Work Plan, and the voting will be re-evaluated should the Council's role evolve to include decision authority actions on revenue, expenditures, and fares. The goal of any voting structure for the RNM Council should strive for balanced and equitable representation from operators of all sizes in decisions that may impact the riders and/or financial health of transit agencies.

The RNM Council voting structure will be reviewed as part of the RNM framework's continuous improvement assessment; every 2 years at a minimum.

E. RNM Council Work Plan

The RNM Council shall adopt an annual Work Plan each fiscal year. The RNM Council Work Plan shall be guided by the RNM Mission and Vision. The Work Plan shall also consider any requests for recommendations from the RNM Committee or other MTC Committees.

At the start of the Work Plan's preparation, MTC shall identify the available budget to support the RNM Council's work. A draft of the Work Plan shall be provided to the RNM Committee for review and comment prior to final RNM Council action.

Following RNM Council adoption, the Work Plan may be amended by approval of the RNM Council Chair to address emerging matters or timely opportunities. RNM Council members and the RNM Committee shall be informed of any amendments to the Work Plan.

F. Dedicated RNM Support Staff

The RNM Council will give direction to dedicated RNM Support Staff on the implementation of the annual Work Plan and in development of recommendations. Dedicated RNM Support Staff will include an RNM Director and other supporting staff members. The RNM Director shall be responsible for development of the RNM Council Work Plan; oversight of other dedicated RNM Support Staff, consultants, and contractors; and the effectuation of the Work Plan adopted by the RNM Council in accordance with the budget.

MTC reserves the right to make decisions regarding hiring, promotion, compensation, and removal of the RNM Director, but it shall collaborate with the RNM Council as part of annual performance reviews and when considering potential candidates for RNM Director.

G. RNM KPIs, Evaluation, and Improvement

The RNM Council will establish KPIs to track the performance of the regional transit network ("Benefits KPIs"). The RNM Council shall also provide recommendations to the MTC RNM Committee on KPIs related to the effectiveness and performance of the RNM structure ("Program KPIs").

The MTC RNM Committee will conduct performance reviews every two years, using the established Benefits and Program KPIs to identify improvement opportunities for the newly created structure, including the RNM Council.

H. Relationship to RNM Customer Advisory Group

While the RNM Customer Advisory Group's main role is to advise the RNM Committee, the RNM Council may request the Customer Advisory Group to provide customer perspectives for certain topics.

Date: December 20, 2023
W.I.: 1621
Referred by: RNM
Revised: 1/28/26-C

Attachment B
MTC Resolution No. 4622
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Attachment B: RNM Council Membership Roster

Regional Network Management Council Membership Roster

General Manager	Alameda-Contra Costa Transit District (AC Transit)	Large Operator Representative
General Manager	Bay Area Rapid Transit District (BART)	Large Operator Representative
Executive Director	Caltrain	Large Operator Representative
General Manager	Golden Gate Bridge, Highway and Transportation District (Golden Gate)	Large Operator Representative
Executive Director	Metropolitan Transportation Commission	Regional Representative
General Manager/CEO	San Mateo County Transit District (SamTrans)	Large Operator Representative
General Manager/CEO	Santa Clara Valley Transportation Authority (VTA)	Large Operator Representative
General Manager/ Director of Transportation	San Francisco Municipal Transportation Agency (SFMTA)	Large Operator Representative
General Manager	County Connection (CCCTA)	Small/Medium Operator Representative*
Deputy Director, Transit	City of Santa Rosa Transportation and Public Works (CityBus)	Small/Medium Operator Representative*
Executive Director	Water Emergency Transportation Authority (WETA)	Small/Medium Operator Representative*

* Note: The three General Managers representing other transit providers serving the region are selected at the sole discretion of those operators.