



ITEM ID: 2023-144-0

TRANSMITTAL DATE: February 17, 2023

MEETING DATE: February 24, 2023

TO: Board of Directors

FROM: Don O. Del Rio, General Counsel

SUBJECT: Discussion Concerning the Length of Time Each Member Agency Holds the Chair of the Board

Issue

At its December 2022 meeting, and in connection with the election of the new executive officers, it was requested that the Directors engage in a discussion on the length of time each member agency occupies the position of chair of the Board, which is presently (and historically) a two year period.

Recommendation

EXECUTIVE COMMITTEE received and filed this report.

Strategic Commitment

This report aligns with the Strategic Business Plan commitment of:

- **Modernizing Business Practices:** We will improve our operational efficiency through transparency, objective metrics and streamlined governance, reducing over-reliance on subsidy while bringing our system into a state of good repair and investing in the development of our employees.

Background

The present Bylaws provides that each member agency, on a rotating basis, shall hold the Board chair position for a two year period. The other executive officer positions – Vice-Chair and Second Vice Chair – carry the same length of term within the same rotation.

This two year period is mandated by Section 2.4 of the Authority’s adopted Bylaws.

The Bylaws were previously adopted by the Board in 2011 and subsequently amended in 2014 and 2019. The principal purpose of the 2014 and 2019 amendments concerned removing and then reinstating the present committee structure.

Discussion

In relevant part, the current Bylaws provide as follows:

2.4 The Chair and Vice-Chair shall rotate between the member agency county transportation commissions as follows:

Year	Chair	Vice-Chair	2nd Vice-Chair
2011	Los Angeles	San Bernardino	Orange
2013	San Bernardino	Orange	Riverside
2015	Orange	Riverside	Ventura
2017	Riverside	Ventura	Los Angeles
2019	Ventura	Los Angeles	San Bernardino
2021	Los Angeles	San Bernardino	Orange

2.5 The rotation shall continue in the same order after 2021.

To the extent the Board ultimately wishes to make any alteration to this provision by shortening or extending the current two year term of any or all of the executive officers, a change of this nature would require a conforming amendment to the Authority’s Bylaws.

Section 1.1 of the Bylaws provides that the Bylaws may be amended by a majority vote of the Board.

Prepared by: Don O. Del Rio, General Counsel
Geoffrey P. Forgione, Associate General Counsel

Approved by: Don O. Del Rio, General Counsel