

# Interagency Equity Advisory Committee Charter

September 26, 2023

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***PRESENTED BY: THE INTERAGENCY LEADERSHIP TEAM***

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# Topics to Discuss

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1. Charter Purpose
2. Charter Development Process
3. Voting thresholds and quorum requirements
4. Proposed governance structures
5. Chair and Vice Chair(s) duties and characteristics
6. Administrative Subcommittee
7. Officer elections
8. Member terms
9. Ex officio member duties and selection
10. Charter adoption and next steps

# CHARTER PURPOSE

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The Charter serves to provide governance and procedural structures for the Committee

- When adopted, the Charter can be amended at any future date
- Amending the Charter requires a **two-thirds affirmative vote** of the Committee and approval by the Commission, CalSTA, and Caltrans

# CHARTER DEVELOPMENT

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- Co-developed with EAC working group members, interagency management, and CalSTA legal counsel.
- Draft Charter uses language in original EAC scope of work adopted by interagency Executives and Commissioners in June 2022.
- **Articles that need Committee deliberation and approval to move forward:**
  - Article 5.1: Officers
  - Article 5.2 Terms of Officers
  - Article 6.2 Actions by the Committee or Subcommittee
  - Article 6.7 Voting

# CHARTER DEVELOPMENT

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The Charter is composed of the following:

1. Committee Name
2. Committee Purpose
3. Membership
4. Duties and Responsibilities
5. Governance
6. Meetings
7. Effective Date and Amendments

# CHARTER DEVELOPMENT PROCESS

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## **June – August 2023**

- Committee Charter drafted and shared with Charter working group for collaboration
  - 5 Committee members and interagency Lead staff
- Briefing held to introduce draft, receive comments and working group recommendations

## **Working group comments focused on:**

- Proposed governance structures,
- Chair and Vice Chair(s) duties and characteristics
- Officer elections
- Member terms
- Ex officio member duties and selection
- Voting thresholds and quorum requirements

# QUORUM + GOVERNANCE

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Governance structures establish and describe formal relationship that members of leadership teams have with one another, Committee membership at large, and interagency lead staff.

## **Quorum requirements determine:**

- Minimum number of members needed for Committee to conduct meetings.
- When a quorum is reached, the Committee *may* take action
- Without a quorum present, the Committee *may not* take action.

Committee members can determine the number of members needed for a quorum, and many committees use a simple majority of members (50 percent of members, plus one member).

# VOTING STRUCTURE + THRESHOLDS

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## WORKING GROUP RECOMMENDATION

- Quorum reached when simple majority (50%+1) members are present at a meeting
- A simple majority (50 percent of members plus one) is needed to approve administrative actions and elections, such as meeting minutes
- A super majority (two-thirds of members) is needed to approve policy recommendations or elections

## STAFF RECOMMENDATION

- Quorum reached with simple majority
- A simple majority (50 percent of members plus one) is needed to approve administrative actions and elections, such as meeting minutes
- A super majority (two-thirds of members) is needed to approve policy recommendations or elections

***Discussion: Does this structure represent the goals of the Committee?***



# GOVERNANCE STRUCTURES

## Leadership Team

- Multiple Co-Chairs, usually 2-3
- Coequal authority among Co-Chairs to carry out Committee leadership duties

## Minimalist Structure

- One Chair and one Vice Chair
- Committee Chair takes on administrative leadership functions

## Expanded Structure

- One Chair and multiple Vice Chairs, usually 3 - 5
  - Vice Chairs generally take on responsibilities as directed by Charter, Chair, or Committee membership at large, if not included in the approved Charter.

# GOVERNANCE STRUCTURE

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## WORK GROUP RECOMMENDATION

Members identified *minimalist* structure and *expanded* structures as potential options for the Committee to consider

- Leadership team *would not* be the ideal structure for the Committee.
- Expanded structure might be logistically difficult, and minimalist structure will quickly identify leaders who can support with administrative duties as needed.
- Expanded structure could be a good model to build leadership capacity for succession planning purposes.
- Need for official leadership capacities that support external facing responsibilities such as outreach and communication with regional, organizational, and community partners.

# GOVERNANCE STRUCTURE

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## STAFF RECOMMENDATION

- Start with a minimalist structure with an Administration Committee comprised of one Chair and one Vice Chair at the September meeting.
- This will allow Committee members to preside over Committee meetings, to engage in agenda creation, and other administrative needs.
- Continue to discuss roles and responsibilities of an expanded leadership structure with the goal of providing additional recommendations for Committee consideration.
- If approved by the Committee and each agency, this will be added as an amendment to the Charter at a future meeting.

# GOVERNANCE STRUCTURE

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## MEMBER RECOMMENDATION

- Minimalist or Expanded Leadership Structure
- Determine roles for additional leadership through discussion with full Committee

## STAFF RECOMMENDATION

- Start with a minimalist structure to address immediate administrative needs
- Continue to discuss roles of expanded leadership
- Amend Charter at future date with detailed additional leadership characteristics and functions

***Discussion: How to proceed with recommendations?***

# CHAIR + VICE CHAIR(S)

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## WORK GROUP RECOMMENDATION

### One Chair

- Responsibilities and characteristics include attending every meeting, taking their role seriously, and setting the tone for the meeting.
- The Chair should help set meeting agendas and determine and communicate priorities of the group, in collaboration with the Vice Chair.
- **Staff agrees with this recommendation**

## Duties and Characteristics of Vice Chair(s)

- Geographically focused Vice Chairs such as North, South and Central California
- Communications and social media
- Internal administration and governance
- Policy and intergovernmental relations
- Liaisons to Caltrans District offices and equity focused groups

# ADMINISTRATIVE SUBCOMMITTEE

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## STAFF RECOMMENDATION

While developing potential roles and responsibilities for expanded leadership:

- Adopt an Administrative Subcommittee composed of the Chair and Vice Chair
- Subcommittee will be responsible for implementing the following Committee activities:
  - Presiding over meetings
  - Meeting preparation
  - Agenda creation in coordination with interagency lead staff.

# ELECTIONS + TERMS

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## WORK GROUP RECOMMENDATION

- Elections for Chair and Vice Chair(s) should be conducted by ballot.
- Leadership positions shall be held for two-year terms

## STAFF RECOMMENDATION

- To achieve the intent of the Charter working group's recommendation, and comply with Bagley Keene, interagency staff recommend a **roll-call** vote for the election of the Chair and Vice Chair(s).
- For non-election related voting, voting will be conducted by voice vote.
- Leadership positions shall be held for two-year terms

# MEMBER TERM LIMITS

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## WORK GROUP RECOMMENDATION

- 2-year terms
- Maximum 3 - 4 consecutive 2-year terms

## STAFF RECOMMENDATION

- 2-year terms
- Maximum 3 consecutive 2-year terms

### **Discussion:**

- **Do members have any concerns with staff recommendation?**



# EX OFFICIO MEMBERSHIP

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## WORK GROUP RECOMMENDATION

- Committee should analyze membership to determine what knowledge gaps could be filled by Ex Officio members.

*Ideal Ex Officio characteristics and duties include:*

- Subject Matter Experts on regional issues.
- Communicating priorities of the Committee back to regional entities such as Metropolitan Planning Organizations and Regional Transportation Planning Agencies.
- Ex Officio members need to have a strong background in transportation planning, policy and implementation, and understand what projects are happening throughout the state.

STAFF RECOMMENDATION: Consider earlier recommendations to include leads of Rural Counties Task Force and the Regional Transportation Planning Agencies as Ex Officio members.

# NEXT STEPS

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- Discuss any final questions or concerns
- Determine if group wants to take a motion to adopt Charter
  - Doing so today will allow for leadership voting to take place at a future meeting
  - Amendments to the Charter can be made at any future meeting
- If needed, a separate EAC-only meeting can be held after the Executive EAC meeting on December 8<sup>th</sup> to adopt charter and elect EAC leadership
  - Chair and Vice Chair(s)

## **Next Executive EAC Meeting**

**Friday December 8 at 9:00 am, Riverside, CA**