



April 8, 2021

Cities Association of Santa Clara County
PO Box 3144
Los Altos, CA

RE: VTA Opposition to AB 1091 (Berman)

Dear Cities Association members:

As chairperson of the Santa Clara Valley Transportation Authority (VTA) Board of Directors, I am writing to express VTA's opposition to AB 1091 by Marc Berman. The proposed bill would modify the structure of the VTA Board of Directors by reducing its size and removing elected officials.

I will be speaking at your meeting tonight to provide further details but offer the following core reasons why VTA opposes this bill:

- Our current governance model that has the cities within Santa Clara County and the County of Santa Clara appointing its representatives to this Board has proven effective and served county residents well for over 25 years.
- It has been especially helpful in planning, coordinating, and connecting land use decisions with those for transportation.
- However, no governance process is perfect, and all have room for enhancement, irrespective of the board composition. A universal theme, however, is that effectiveness is directly related to the quality and engagement of the members.
- VTA's board composition model presents its own unique set of challenges. However, many of the areas where there is opportunity for improvement in our governance process were previously identified through the annual Board Member Self-Assessment and other proactive opinion-gathering efforts.
- That information, combined with the VTA Board's continual quest to enhance the effectiveness and efficiency of the VTA governance process, resulted in the Board two years ago taking the extraordinary step of embarking on a self-initiated critical analysis of the VTA governance process to identify potential areas of improvement.
- As part of this effort, RSM US LLP, an independent expert consultant, was engaged to conduct the governance process assessment. As the RSM report correctly concluded, the current VTA board governance structure is a very workable model but there are several opportunities for improvement.

- VTA is in the latter stages of the process where the recommended enhancements are evaluated and implemented. Many meaningful enhancements have already been implemented with more projected in the upcoming months. A few of those from the long list already implemented include:
 - New Board Member Guidelines
 - Chairperson Guidelines (applies to VTA advisory committees also)
 - Guidelines for Board referrals/info requests
 - Board leadership term modified to include option to serve second 1-year term
 - Engagement indicator reports: (A) member attendance; (B) meeting cancellations

Based on the above-stated reasons and more, it is VTA's position that governance enhancement of the VTA Board should be addressed locally and not thorough legislative efforts.

It is telling that the VTA Board and your respective councils, to the best of my knowledge, were not contacted to determine if they wanted such a bill nor were involved in its development.

In closing, issues are always best addressed locally with the input of those directly affected, which in this case is the VTA Board and the residents of Santa Clara County it serves.

Many VTA Member Agencies have already taken a formal opposition position to this bill, and I encourage those that have not to consider doing so in a timely manner.

Sincerely,



Glenn Hendricks, Chairperson
Board of Directors
Santa Clara Valley Transportation Authority