



**AGENDA**  
**EXECUTIVE COMMITTEE MEETING**  
**FRIDAY, SEPTEMBER 1, 2017 – 9:00 A.M.**  
**OMNITRANS**  
**1700 WEST FIFTH STREET**  
**SAN BERNARDINO, CA 92411**

The meeting facility is accessible to persons with disabilities. If assistive listening devices or other auxiliary aids or Limited English Proficiency services are needed in order to participate in the public meeting, requests should be made through the Board Secretary at least three (3) business days prior to the Committee Meeting. The Board Secretary’s telephone number is 909-379-7110 (voice) or 909-384-9351 (TTY). If you have comments about items on the agenda or other general concerns and are not able to attend the meeting, please mail them to Omnitrans at 1700 West Fifth Street, San Bernardino, California, Attention Board Secretary. Comments may also be submitted by email to [BoardSecretary@omnitrans.org](mailto:BoardSecretary@omnitrans.org).

**A. CALL TO ORDER**

**B. ANNOUNCEMENTS/PRESENTATIONS**

1. Next Committee Meeting:     October 6, 2017 – 9:00 a.m.  
Omnitrans Metro Facility

**C. COMMUNICATIONS FROM THE PUBLIC**

This is the time and place for the general public to address the Board for items that are not on the agenda. In accordance with rules applicable to meetings of the Executive Committee, comments on items not on the agenda and on items on the agenda are to be limited to a total of three (3) minutes per individual.

**D. POSSIBLE CONFLICT OF INTEREST ISSUES**

N/A

**E. DISCUSSION ITEMS**

1. Approve Executive Committee Minutes – July 7, 2017 2
2. Review and Recommend to the Board of Directors, Proposed Omnitrans Bylaws 6

**F. BOARD BUSINESS**

There is no Closed Session scheduled.

**G. REMARKS AND ANNOUNCEMENTS**

**H. ADJOURNMENT**

ITEM #           E1          

**EXECUTIVE COMMITTEE MEETING  
MINUTES  
JULY 7, 2017**

**A. CALL TO ORDER**

The Executive Committee Meeting was called to order by Vice-Chair Pat Gilbreath at 9:06 a.m., Friday, July 7, 2017 at the Omnitrans Administrative Offices.

**COMMITTEE MEMBERS ATTENDING**

Council Member Pat Gilbreath, City of Redlands – Board Vice-Chair  
Council Member Ed Graham, City of Chino Hills – via Teleconference  
Mayor Penny Lilburn, City of Highland  
Council Member Sam Spagnolo, City of Rancho Cucamonga

**COMMITTEE MEMBERS NOT PRESENT**

Council Member Ron Dailey, City of Loma Linda – Board Chair  
Council Member John Roberts, City of Fontana

**OTHERS ATTENDING**

Council Member Alan Wapner, City of Ontario – via Teleconference  
Haviva Shane, General Counsel

**OMNITRANS STAFF ATTENDING**

P. Scott Graham, CEO/General Manager  
Julienne Overland-Villegas, Senior Executive Assistant to the CEO/General Manager

**B. ANNOUNCEMENTS/PRESENTATIONS**

Next Committee Meeting:           Friday, August 4, 2017, 9:00 a.m.  
  Omnitrans Metro Facility

**C. COMMUNICATIONS FROM THE PUBLIC**

There were no communications from the public.

**D. POSSIBLE CONFLICT OF INTEREST ISSUES**

There were no Conflict of Interest Issues.

## E. DISCUSSION ITEMS

### 1. Approve Executive Committee Minutes – June 2, 2017

M/S (Spagnolo/Lilburn) that approved the Executive Committee Minutes of June 2, 2017. Vice-Chair Gilbreath abstained. Roll call vote was taken and the motion was approved by remaining Members present.

### 2. Review and Recommend to the Administrative & Finance Committee, Electronic Communications Policy

General Counsel Haviva Shane presented this item. She provided some background by stating that at the last Executive Committee Meeting held on June 2, 2017, the Committee reviewed the draft Electronic Communications Policy, which was developed as a result of the *California Supreme Court vs. City of San Jose* case. The Committee directed Ms. Shane to revise the language specifically regarding how the policy applies to public officials. Ms. Shane stated that the revisions were incorporated and included in today's agenda for the Committee's review.

Additionally, Ms. Shane explained that an Omnitrans email account was created for the Board Members to utilize where they could Carbon Copy (CC) any Omnitrans business related emails to this account, rather than store them on their personal devices. Ms. Shane explained that this would make the information readily available should there be a Public Records Request. This would also avoid their personal devices to be subject to disclosure under the California Public Records Act (CPRA).

There were some questions from the Committee regarding how the email would be used and Ms. Shane provided clarification.

The Committee engaged in a discussion regarding whether the policy should be adopted as a policy or a procedure.

Ms. Shane noted that the updated language in the policy includes some sections related to staff where it is mandatory for certain action to be taken; whereas the only mandatory provision applicable to public officials is if a CPRA request is received, the Board Member is required to search their records and sign a declaration stating that no records were found.

The Committee agreed that the policy be changed to a procedure and that it be presented by Ms. Shane at the next Board meeting as part of the CEO/General Manager's Report.

### 3. Omnitrans Internship Program

CEO/General Manager P. Scott Graham presented this item. He provided some background by stating that the Agency had a successful Internship Program last year which was paid for by federal grants. Mr. Graham stated that idea is to continue the

program, however, this internship would be offered to college students from the cities represented on the Board. The criteria for the position including education level, pay, timeframe, duties etc. will be provided by Omnitrans. The cities can then promote the position within their City network. Mr. Graham concluded by stating that this Program is a great opportunity to introduce Omnitrans to the community, while at the same time provide college students with real world work experience.

The Committee expressed their support for the Internship Program and recommended that this item be presented to the Administrative & Finance Committee.

4. Formation of a Rail Committee for Redlands Passenger Rail Project Implementation

CEO/General Manager P. Scott Graham provided some background by stating that this item was requested by Member Wapner at a previous Executive Committee Meeting, and is being presented today to determine the need or interest in forming a Rail Committee. Mr. Graham expressed some concern regarding the Committee potentially interfering with the progression of the rail project. He noted that several committees are currently in place that can address rail safety and policy issues as well.

Member Wapner explained that the intent is to provide more specific direction related to rail policies rather than interfere with the operations.

The Committee engaged in a discussion and agreed that the Rail Committee, if formed, should be the same as any other Omnitrans Committee.

M/S (Spagnolo/Gilbreath) that the Executive Committee support the formation of a Rail Committee and the recommendation be forwarded to the Board Chair to establish the Committee and appoint the Members.

Member Graham raised the question of a potential Conflict of Interest for Members serving on more than one rail board. The Committee did not see a conflict.

The motion was approved by Members present.

**F. BOARD BUSINESS**

There was no Closed Session.

**G. REMARKS AND ANNOUNCEMENTS**

General Counsel Haviva Shane reiterated her concern regarding the Electronic Communications Policy being changed to a procedure, specifically as it relates to staff. She stated that she would consult with the employment attorney at her firm and would bring this item back for further discussion to the Board if needed. She stated that perhaps the Policy could be a policy for staff and a procedure for the Board.

*Following the Executive Committee Meeting, the Employment Attorney advised Ms. Shane that since the provisions related to staff are mandatory, and include penalties for non-compliance, this policy & procedure should be adopted by the Board.*

#### **H. ADJOURNMENT**

The Committee adjourned at 9:43 a.m. The next Executive Committee Meeting is scheduled Friday, August 4, 2017, at 9:00 a.m., with location posted on the Omnitrans website and at the Omnitrans San Bernardino Metro Facility.

Prepared by:

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Araceli Barajas, Executive Staff Assistant



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San Bernardino, CA 92411  
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ITEM #           E2          

**DATE:** September 6, 2017  
**TO:** Executive Committee Chair and Members of the Executive Committee  
**FROM:** P. Scott Graham, CEO/General Manager  
**SUBJECT: PROPOSED OMNITRANS BYLAWS**

**FORM MOTION**

Review and provide direction on the proposed Omnitrans Bylaws, and recommend to the Board of Directors for approval.

*This item was reviewed by Omnitrans legal counsel.*

**BACKGROUND**

The Board adopted the Amended and Reinstated Joint Powers Agreement on July 1, 2016 (the “JPA Agreement”), which defines the powers and responsibilities of the Authority. The JPA Agreement provides that the Board shall adopt rules and regulations for the conduct of business. It is therefore recommended that the Omnitrans Bylaws be established. By establishing bylaws, the Authority will have clear and definitive information readily available as to the Authority Board and Committee Member structures. The bylaws also outline clear rules and requirements for each of the participating Members as well as guidelines for conducting meetings.

Discussion of the bylaws will also include discussion of the potential formation of a Rail Committee. The bylaws set forth a clear means of establishing new Committees.

**CONCLUSION**

Approval of the proposed Omnitrans’ Bylaws will improve clarity and ensure compliance with the JPA Agreement.

PSG

Attachment

# **BYLAWS OF OMNITRANS**

## **1.0 AUTHORIZING AUTHORITY**

1.1 The Omnitrans Joint Powers Authority (hereinafter referred to as “Omnitrans” or “Authority”), is a California public agency formed pursuant to the Joint Exercise of Powers Act (Chapter 5 (commencing with Section 6500) of Division 7 of Title 1 of the Government Code) through that certain joint powers agreement titled “Amended and Restated Joint Powers Agreement between the County of San Bernardino and the Cities of Chino, Chino Hills, Colton, Fontana, Grand Terrace, Highland, Loma Linda, Montclair, Ontario, Rancho Cucamonga, Redlands, Rialto, San Bernardino, Upland, and Yucaipa Creating a County Wide Transportation Authority to be Known as ‘Omnitrans’”, dated July 1, 2016 (hereinafter referred to as the “Joint Powers Agreement”).

## **2. OFFICE OF OMNITRANS**

### **PRINCIPAL OFFICE**

2.1 The principal office of Omnitrans, its Board of Directors (hereinafter sometimes referred to as the “Board”), and its Secretary, shall be located at 1700 W. Fifth Street, San Bernardino, California 92411.

### **SUB OFFICES**

2.2 The Board may at any time establish sub offices at such other places, within the territory served by Omnitrans, as shall be designated from time to time by the Board in order to further the purposes of the Omnitrans and the efficiency of its operations.

## **3.0 GOVERNING BOARD**

3.1 Omnitrans shall be administered by the Board. The membership shall consist of an officially designated Mayor or Council Member from each of Omnitrans’ fifteen (15) member Cities, and four (4) seats shall be held by officially designated members from the Board of Supervisors who currently hold the office of Supervisor of the County of San Bernardino. Each City representative may have one alternate who shall be a Mayor or City Council Member officially designated by the City Council. The County representatives may have one alternate who shall be a County Supervisor.

3.2 If the officially designated Board member ceases to hold his or her elected position on the City Council or Board of Supervisors, as applicable, such individual’s membership on the Board shall automatically terminate.

#### **4.0 BOARD OFFICERS; TERMS OF OFFICE**

- 4.1 The Board, at its first meeting, and biannually thereafter at the first meeting in June, shall elect a Chair who shall preside at all meetings, and a Vice-Chair who shall preside in his/her absence. The Chair and the Vice-Chair shall serve two-year terms. Notwithstanding the foregoing, the Vice-Chair shall become Chair for the subsequent two-year term in the absence of a vote by the Board to the contrary. Alternates shall not be entitled to serve as Chair or Vice Chair.
- 4.2 The Chair shall serve as the designated spokesperson for the Omnitrans Board.
- 4.3 If a vacancy of the Chair position occurs, the Vice Chair shall automatically assume the role of Chair. If a vacancy of the Vice Chair position occurs, the Board shall elect a replacement officer at its next Board meeting.
- 4.4 If extenuating circumstances exist where neither the Chair or the Vice Chair is present, or able to act, the following protocol shall be in place.
  - 4.4.1 If neither the Chair nor Vice Chair is available, the Chief Executive Officer/General Manager shall call the Board meeting to order if a quorum of members is present. The Board, by majority vote, shall appoint an acting Chair *pro tem* for purposes of presiding over the Board meeting.
- 4.5 The Secretary shall be the Chief Executive Officer/General Manager of Omnitrans. The Treasurer shall be the Chief Executive Officer/General Manager. The Attorney shall be designated by the Board.

#### **5.0 BOARD MEETINGS**

- 5.1 A quorum for Board meetings shall consist of the majority of the membership of the Board, except that all County representatives on the Board shall be counted as one for the purpose of establishing a quorum. Less than a quorum may adjourn from time to time.
- 5.2 All meetings of the Board shall be held at its principal office, unless a different location is designated in the meeting agenda, properly posted as hereinafter provided.
- 5.3 Regular meetings of the Board shall be held the first Wednesday of each month at 8:00 a.m., unless otherwise specified in the posted agenda.



## **6.0 COMMITTEES**

### **AUTHORITY OF COMMITTEES**

- 6.1 Committees are established as an advisory unit and shall not act on behalf of the Board. Committees shall review items brought before them and make recommendations to the full Board, which has the legal responsibility for making decisions and policies of Omnitrans.

### **FORMATION AND DISSOLUTION OF STANDING COMMITTEES**

- 6.2 Formation of a new Committee will be brought forth to the Executive Committee for discussion, and if approved, will be forwarded to the full Board for review and approval. Dissolution of a Committee shall be subject to the same process.

### **COMPOSITION OF COMMITTEES AND PROCEEDINGS**

- 6.3 The Board Chair shall appoint Committee Chairs and Committee members, up to a maximum of ten members per Committee.
- 6.4 Omnitrans has the following four standing Committees:
- 6.4.1 Administrative and Finance Committee (A&F) – Oversees matters pertaining to finance, audit, budget, policies, contracts, human resources, procurement, and general administration.
  - 6.4.2 Plans and Programs Committee (PPC) – Oversees the functional areas of service planning, short – and long-range transit planning, service policies and standards, major investment studies and various transportation projects.
  - 6.4.3 Operations and Safety Committee (O&S) - Oversees the Authority's safety, security and emergency management programs to ensure that facilities, equipment and operations are safe and secure for passengers, employees and the public.
  - 6.4.4 Executive Committee (EXEC) – Includes the Board Chair, the Board Vice Chair, the Chair of each committee, and the Immediate Past Chair. Committee Chairs are appointed by the Board Chair.
- 6.5 The Committee meeting schedule shall be recommended by the Authority and adopted by the Committee. If a regular meeting schedule is not adopted and Omnitrans determines a meeting of the Committee is necessary, with approval of the Committee Chair, Omnitrans shall poll

Committee Members to select a meeting date and time and determine whether a quorum is achievable. A meeting will not be scheduled unless a quorum has been determined.

- 6.6 A majority of the members of a Committee shall constitute a quorum for the purpose of transacting business of the Committee. Matters heard by the Committee that require action by the Board may be recommended to the Board by the vote of a majority of the committee members present at a Committee meeting. The Committee may, if not able to recommend approval of a matter, direct that the item be forwarded to the Board of Directors for action without a recommendation by the Committee.
- 6.7 Any Board Member may attend and participate in a Committee meeting; however only Committee Members in attendance count toward a quorum and can vote on Committee agenda items. Notwithstanding the foregoing, if a majority of the Board is in attendance at a Committee meeting, the Board members who are not members of the Committee may attend only as observers.

#### **AD HOC COMMITTEES**

- 6.8 The Board Chair may designate ad hoc committees in the Chair's discretion, and without Board action. Unless otherwise recommended by the Attorney, ad hoc committees are not subject to the Brown Act, and shall not be required to comply with the Brown Act requirements as further described herein.

#### **7.0 COMPENSATION OF MEMBERS**

- 7.1 All members of the Board shall be compensated and shall be reimbursed for expenses as provided by law, by the Joint Powers Agreement, by resolution of the Board, or as herein provided.
- 7.2 Members shall be paid \$125 per Board, Committee and ad hoc committee meeting attended, as per the Board adopted policy. The foregoing meeting stipend shall only be provided for Committee meetings attended by Committee members.

#### **8.0 ROSENBERG'S RULES OF ORDER**

- 8.1 The proceedings of the Board and Committees shall be governed by the provisions of law applicable thereto, and by the most current version of Rosenberg's Rules of Order.

## **9.0 RALPH M. BROWN ACT**

9.1 All Board and Committee meetings shall be conducted in the manner prescribed by the Ralph M. Brown Act (Chapter 9, commencing with Section 54950, Part 1, Division 2, Title 5 of the Government Code) (hereinafter referred to as the "Brown Act").

## **10.0 PUBLIC MEETINGS**

10.1 All Board and Committee meetings are subject to the Brown Act and are open to the public, except that closed session may be held for purposes authorized by, and in accordance with the Brown Act.

10.2 No person shall be excluded from any meeting except for conduct which unreasonably interferes with the orderly conduct of the meeting.

## **11.0 AGENDA REQUIREMENT**

11.1 An agenda shall be prepared for each meeting and contain a brief general description of each item of business to be discussed. Items may be deleted from, but not added to, an agenda prior to a regular meeting, unless the addition is made prior to the 72 hour posting deadline for the agenda.

11.2 Except as permitted by the Brown Act, no item shall be discussed during a meeting unless the subject is part of the posted agenda.

## **12.0 AGENDA POSTING AND DISTRIBUTION**

12.1 For regular meetings, the agenda shall be posted 72 hours in advance of the meeting time at Omnitrans, in a location that is freely accessible to members of the public, and on the Omnitrans website. The agenda packet shall also be mailed and/or emailed to the Board/Committee Members at least 72 hours prior to the set meeting time.

12.2 Agendas for special meetings shall be posted at least 24 hours prior to the set meeting time, and must be provided to the Board/Committee Members and other interested parties with a brief description of the matters to be considered or discussed.

## **13.0 CONSENT CALENDAR**

13.1 Items and motions approved by a Committee without substantial changes shall be placed on a consent calendar on the next Board Meeting unless otherwise directed by the Committee.

- 13.2 Consent calendar items shall be considered for approval as single item during the Board meeting.
- 13.3 A Board member may request to remove an item from the consent calendar. In such a case, the remaining consent calendar shall be considered for approval as a single item and items removed from the consent calendar shall be considered separately at the meeting.

#### **14.0 MOTIONS**

- 14.1 Motions shall be presented, seconded and acted upon, in accordance with recognized parliamentary procedures, as set forth in Rosenberg's Rules of Order. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the movant with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the presiding member shall be entered upon the minutes of the meeting.

#### **15.0 DISCUSSION**

- 15.1 All Board or Committee members, as applicable, shall address the Chair to request to speak and shall be recognized in the order requested.
- 15.2 All Board or Committee members, as applicable, desiring to speak shall have the opportunity to speak once before other Board or Committee members speak again, except as otherwise determined by the Chair.

#### **16.0 PUBLIC COMMENT**

- 16.1 All requests to address the Board or Committee on either agenda or non-agenda related items shall be submitted to the Board Secretary, or as permitted in the Chair's discretion.
- 16.2 Requests to speak shall be taken in the order received.
- 16.3 The Board or Committee, under the direction of its Chair, shall reserve the right to limit redundant or repetitive public comment.
- 16.4 No person shall address the Board or Committee until he/she has first been recognized by the Chair. All persons addressing the Board or Committee shall give their name for the purpose of the record.
- 16.5 The Board or Committee, as applicable, shall provide an opportunity at Board and Committee meetings for the public to address the Board or Committee on each agenda item for up to three (3) minutes on each item, unless a different time period is established by the Chair for the meeting.

- 16.6 The Board or Committee, as applicable, shall provide an opportunity for the public to address the Board or Committee on non-agenda items within the subject matter jurisdiction of the Board or Committee. Each speaker shall be allowed to speak up to three (3) minutes, unless a different time period is established by the Chair for the meeting.

## **17.0 VOTING**

- 17.1 Each member of the Board shall have one vote. All actions taken by the Board shall require a majority vote of the members present, with a quorum in attendance, provided, however, that adoption of By-laws, Amendment of By-laws, adoption of an annual budget and such other matters as the Board may designate shall require majority vote of the entire membership of the Board. An abstention shall be considered neither an affirmative nor a negative vote, but the presence of the member abstaining shall be counted in determining whether or not there is a quorum in attendance.
- 17.2 Each member of a Committee shall have one vote.
- 17.3 Actions may be taken by voice vote, except that the presiding officer may, and upon the request of any member shall, require any vote to be taken by roll call. A roll call vote shall be required if teleconferencing is used for a meeting.
- 17.4 Designated alternates attending a Board or Committee meeting on behalf of the member shall have one vote.

## **18.0 MINUTES AND RESOLUTIONS**

- 18.1 The Secretary of the Board shall keep the minutes of regular, adjourned regular and special Board meetings, and of Committee meetings. Minutes shall be transcribed, distributed and submitted to the Board or Committee, as applicable, for approval.
- 18.2 Resolutions shall be in written form. On passage of each motion or resolution, the vote of each member present shall be entered in the minutes of the meeting. Each resolution will be numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary and maintained in separate book or file. Resolutions should be annually numbered consecutively. Each resolution shall include, as a prefix to its number, the year in which it was adopted.
- 18.3 As provided by law, the minutes and resolutions shall be open to the inspection of the public at all reasonable times.

## **19.0 POLICY REGARDING CONFIDENTIAL INFORMATION DISCLOSED DURING CLOSED SESSIONS**

The Board recognizes that, from time to time, it is vital that members of the Board or a Committee divulge certain privileged information obtained in closed sessions at Omnitrans to their own governing bodies meeting in closed sessions. Thus, Omnitrans adopts the policy set forth in Government Code section 54956.96 which authorizes the disclosure of closed session information that has direct financial or liability implications.

19.1 The Board recognizes that, from time to time, it is vital that members of the Board or a Committee divulge certain privileged information obtained in closed sessions at Omnitrans to their own governing bodies meeting in closed sessions. Thus, Omnitrans adopts the policy set forth in Government Code section 54956.96 which authorizes the disclosure of closed session information that has direct financial or liability implications.

19.1.1 Legal counsel of that member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that member agency.

19.1.2 Other members of the legislative body of the member agency present in a closed session of that member agency, as well as other persons that may be invited to attend the closed session by the member agency's legislative body.

19.2 The legislative body of the local agency member, upon the advice of its legal counsel, may conduct a closed session in order to receive, discuss, and take action concerning information obtained in a closed session of Omnitrans pursuant to this policy.