

S T A F F R E P O R T

SUBJECT: Amendment to LAVTA’s Bylaws, Article III, Section 3.03(a) Regarding Board Compensation

FROM: Christy Wegener, Executive Director

DATE: September 11, 2023

Action Requested

For the second reading, approve the proposed amendment to LAVTA’s bylaws, specifically Article III, Section 3.03(a) “Compensation,” to the Board for consideration.

Background

At the May 2023 Finance and Administration Committee meeting, the Committee requested that staff present a draft amendment to the LAVTA bylaws in order to consider an increase the Board member compensation. Staff presented the first reading of the proposed amended bylaws to the Committee at their June 2023 meeting, and subsequently presented the first reading of the proposed amended bylaws to the Board at their July meeting. The staff report is included as Attachment 1.

Amending the LAVTA Board bylaws requires two readings of the proposed changes. The Finance and Administration Committee received a second reading at their August 2023, and during that meeting approved a recommendation that the Board receive a second reading of the proposed changes at the September 11, 2023 meeting.

Discussion

Staff is now returning to the Board to present the second reading of the proposed amended bylaws. Per the JEPA, the Board is authorized to amend bylaws after the second reading.

Fiscal Impact

The annual impact of this change is approximately \$8,400. This assumes each of the seven Board members participates in up to 24 meetings per year.

Recommendation

The Finance and Administration Committee recommend the Board approve the proposed the proposed amendment to LAVTA’s Bylaws, specifically Article III, Section 3.03(a) “Compensation.”

Attachments:

1. July 2023 Staff Report
2. Resolution 24-2023
3. Amended Bylaws 3.03
4. Revised Expense Reimbursement Policy

Approved: _____

LIVERMORE AMADOR VALLEY TRANSIT AUTHORITY

S T A F F R E P O R T

SUBJECT: Consider Amendment to LAVTA’s Bylaws, Article III, Section 3.03(a)
Regarding Board Compensation

FROM: Christy Wegener, Executive Director

DATE: July 10, 2023

Action Requested

For the first reading, consider proposed amendment to LAVTA’s Bylaws, specifically Article III, Section 3.03(a) “Compensation.”

Background/Discussion

At the April 25, 2023 Finance and Administration Committee meeting it was requested that staff research current Board/Committee member stipends for other Tri-Valley entities and neighboring jurisdictions. The current reimbursement policy of \$100 per Board member, per meeting per month, was adopted in 2006, pursuant to the Authority’s Bylaws, Resolution 24-2006 and the Expense Reimbursement Policy.

In accordance with the Authority’s Bylaws, each member of the Board is entitled to receive compensation in the amount of \$100 per event for each day the Board member attends a regular or special meeting of the Board, or of a standing or advisory committee meeting of the Board, and for each day of other service rendered as a Board member as authorized by the Board.

A survey was conducted among the agencies listed in the following table regarding their respective policies of compensating the members of their governing bodies for meetings attended.

Agency	Board Member Stipend per Meeting
Zone 7 Water	\$197.21 (10 meetings per month max)
LAFCO	\$125.00
Livermore Area Recreation & Park District	\$100 (6 meetings per month max)
Alameda CTC	\$250.00 (\$25.00 of that amount is for travel)
County Connection	\$100
WestCAT	\$0
Tri Delta Transit	\$100

During the May 23, 2023 Finance and Administration meeting, staff presented the stipend information. Given the impact of inflation since 2006, the Committee found it appropriate to

recommend the revision of the compensation paid to Board members to \$150 per meeting. It is also recommended that the Authority's policy for the reimbursement of Board Member expenses be brought back to the Committee for consideration.

Pursuant to the Authority's "Joint Exercise of Powers Agreement," amendments to the Bylaws require two readings and notice to the member jurisdictions prior to final approval. This matter will be brought back to the Board in September.

Recommendation

The Finance and Administration Committee recommends the Board receive the first reading of the proposed amended Bylaws.

Attachments:

1. Draft Amended Bylaws 3.03
2. Policy on Compensation and Expense Reimbursement for Board Members, Officers and Employees

Submitted: _____

LIVERMORE AMADOR VALLEY TRANSIT AUTHORITY
AMENDMENT TO THE BYLAWS OF THE TRANSIT AUTHORITY

This Amendment to the Bylaws of Livermore Amador Valley Transit Authority ("Authority") was adopted on XXX, 2023 in accordance with the procedures established at subsection 3.11(a) of the Joint Exercise of Powers Agreement and is effective as of that date.

Section 3.03 Compensation is deleted and replaced in its entirety to read:

3.03 Compensation. Directors of Authority shall receive compensation for Agency meetings attended and incidental expenses relating to transit matters in an amount approved by the Board of directors as follows:

- (a) Each member and alternate member of the Board of Directors of Authority shall be compensated One Hundred Fifty Dollars (\$150.00) for each event in which they attend meetings of the Board of Directors or engage in other Authority business within or without the boundaries of the Authority, including an Authority Board of Directors committee meeting. Directors shall comply with any travel or reimbursement policies passed by the Board of Directors to govern such expenses.
- (b) Authority shall conform to the limits established by Section 99157 and 99158 of the Public Utilities Code pertaining to insurance, pensions, retirement plans and other benefits which may be paid to members of the Board of Directors.
- (c) Notwithstanding the above language, members and alternates who incur travel and personal expenses for attendance at meetings, legislative hearings, conventions, and other business of Authority are authorized to receive reimbursement of travel and personal expenses; provided, however, that Directors shall submit monthly expense reports to the Board of Directors during the sixty (60) days following the month in which the expense was incurred.
- (d) An alternate Board member shall be paid for attendance at meetings and transit conferences only if his or her regular member does not attend said Board meetings and conferences. Any Authority policies concerning reimbursements for members of the Board of Directors shall apply to alternate Board members unless otherwise stated in such policies.

**POLICY ON COMPENSATION AND EXPENSE REIMBURSEMENT
FOR BOARD MEMBERS, OFFICERS AND EMPLOYEES**

This policy for compensation, and expense reimbursement for Board members of the Livermore Amador Valley Transit Authority ("Authority") was adopted on October 2, 2006, and is effective as of that date.

1. Board Member Compensation

A. In accordance with the Authority's Bylaws each member of the Board is entitled to receive compensation in the amount of \$150 per event for each day the Board member attends a regular or special meeting of the Board, or of a standing or advisory committee meeting of the Board, and for each day of other service rendered as a Board member as authorized by the Board.

B. Attendance at meetings, seminars, conferences or similar events of any of the following agencies is service rendered as a Board member as authorized by the Board: (1) California Transit Association; and (2) American Public Transportation Association. Additionally, if a Board member is authorized by the Board to participate, join or serve as an Authority representative to any other agency or association to further the interests of the Authority, attendance by the Board member at all subsequent meetings of that agency or association is service rendered as authorized by the Board.

C. For all other meetings, seminars, conferences, or similar events, the Board must authorize the Board member to receive compensation prior to registration or attendance, except as provided in Section 3 below.

2. Board Member Reimbursement

A. The Authority shall reimburse Directors only for expenses that are necessarily incurred in connection with the business of the Authority. In no event shall such reimbursement be in an amount greater than the actual cost to such Directors. No expense of Directors shall be reimbursed except pursuant to these rules.

B. If the Board or this Policy authorizes a Board member's or officer's attendance at a meeting, seminar, conference, or similar event, other than a meeting of the Board or of a committee of the Board, the Board member is entitled to receive reimbursement for all related actual and necessary expenses from the Authority.

C. In addition, a Board member is entitled to receive reimbursement for all actual and necessary expenses from the Authority for attendance at meetings, seminars, conferences, and similar events of the following organizations: (1) California Transit Association; and (2) American Public Transportation Association.

D. Each Board member will be reimbursed at rates established in the then-current Internal Revenue Service Publication 463, or any successor publications, for travel, lodging, meals and other expenses actually and reasonably incurred in the performance of service rendered as authorized by the Board.

i. Private automobiles shall not be serviced by the Authority and no compensation or other value shall be received for the use of private automobiles except that which is provided in this paragraph D. Travel expenses shall be allowable only for travel outside the area of the Authority's service area, except in connection with assigned duties within the area when such expenses may be authorized by the Board.

ii. Lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Board member at the time of booking.

iii. Meal expenses incurred within the area of the Authority's system shall not be reimbursed except upon the authorization of the Chair or Vice Chair of the Board, in the absence of the Chair.

E. Organization dues and/or fees shall be reimbursed only to those Board members who have been expressly authorized by the Board of Directors to incur such expenses. Such reimbursement may only be made upon approval as to legality by the Authority's Legal Counsel. Other expenses incurred in connection with such memberships shall not be paid unless they are reimbursable under some other provisions of this Policy.

F. Each Board member seeking reimbursement pursuant to this Policy must file, within a reasonable time after incurring the expense, an expense reimbursement statement. The statement must be filed on the Authority's expense reimbursement form and must be accompanied by receipts documenting each expense. Expense reimbursement statements and related documents are public records under State law.

3. Emergency Provisions

A. Notwithstanding the foregoing Sections I and 2, if an emergency arises and a Board member is required to incur travel, lodging or other expenses to engage in Authority business, a Board member may incur such expenses upon the approval of the Chair of the Board or, if the Chair is unavailable, the Vice Chair or, if the Vice Chair is unavailable, another Board member. Such approval will be subject to ratification of the full Board at the next regularly scheduled Board meeting.

B. An "emergency" shall constitute a meeting, hearing, event or function (a) at which a Board member's attendance or participation is deemed essential to further the interests of the Authority, and (b) which takes place prior to the next regularly scheduled Board meeting.

4. Procedure for Requesting Advance Reimbursement

Directors shall submit a request in writing to the General Manager for advance reimbursement of authorized expenses, noting the nature and amount requested.

Advance funds not utilized shall be returned (by check or money order) to the General Manager at the time the final expense account document is submitted. In no case shall the time of submittal exceed 60 days after costs are incurred.

5. Reports

Board members returning from meetings, conferences, seminars, and other activities for which compensation has been paid or expenses have been reimbursed must provide a brief oral or written report to the Board at its next meeting.

RESOLUTION NO. 24-2023

* * *

RESOLUTION OF THE BOARD OF DIRECTORS OF THE LIVERMORE AMADOR VALLEY TRANSIT AUTHORITY AMENDING RESOLUTION 24-2006 AND AMENDING POLICY FOR REIMBURSEMENT OF DIRECTORS, OFFICERS AND EMPLOYEES EXPENSES

WHEREAS, by Resolution No. 7-86, the Board of Directors established a policy for compensation of Board members and reimbursement of expenses incurred by Board members, officers and employees in the service of the Authority, which policy has been subsequently amended by Resolution No. 16-91, Resolution 2-1001, and Resolution 24-2006; and

WHEREAS, the Board desires to amend the policy to increase the stipend amount received per meeting from \$100 to \$150.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Livermore/Amador Valley Transit Authority that the Policy for Reimbursement of Directors, Officers and Employees Expenses as established by Resolution No. 7-86, and amended by Resolution Nos. 16-91, 2-2001 and 24-2006, is further amended as set forth in the revised Policy attached to this Resolution.

APPROVED AND PASSED, this 11th day of September 2023.

Melissa Hernandez, Chair

ATTEST:

Christy Wegener, Executive Director

Approved as to form:

Michael Conneran, Legal Counsel

LIVERMORE AMADOR VALLEY TRANSIT AUTHORITY
AMENDMENT TO THE BYLAWS OF THE TRANSIT AUTHORITY

This Amendment to the Bylaws of Livermore Amador Valley Transit Authority ("Authority") was adopted on September 11, 2023 in accordance with the procedures established at subsections 5(d)(1) and 5(e) of the Bylaws and is effective as of that date.

Section 3.03 Compensation is deleted and replaced in its entirety to read:

3.03 Compensation. Directors of Authority shall receive compensation for Agency meetings attended and incidental expenses relating to transit matters in an amount approved by the Board of directors as follows:

- (a) Each member and alternate member of the Board of Directors of Authority shall be compensated One Hundred Fifty Dollars (\$150.00) for each event in which they attend meetings of the Board of Directors or engage in other Authority business within or without the boundaries of the Authority, including an Authority Board of Directors committee meeting. Directors shall comply with any travel or reimbursement policies passed by the Board of Directors to govern such expenses.
- (b) Authority shall conform to the limits established by Section 99157 and 99158 of the Public Utilities Code pertaining to insurance, pensions, retirement plans and other benefits which may be paid to members of the Board of Directors.
- (c) Notwithstanding the above language, members and alternates who incur travel and personal expenses for attendance at meetings, legislative hearings, conventions, and other business of Authority are authorized to receive reimbursement of travel and personal expenses; provided, however, that Directors shall submit monthly expense reports to the Board of Directors during the sixty (60) days following the month in which the expense was incurred.
- (d) An alternate Board member shall be paid for attendance at meetings and transit conferences only if his or her regular member does not attend said Board meetings and conferences. Any Authority policies concerning reimbursements for members of the Board of Directors shall apply to alternate Board members unless otherwise stated in such policies.

**POLICY ON COMPENSATION AND EXPENSE
REIMBURSEMENT FOR BOARD MEMBERS, OFFICERS AND
EMPLOYEES**

This policy for compensation, and expense reimbursement for Board members of the Livermore Amador Valley Transit Authority ("Authority") was adopted on September 11, 2023, and is effective as of that date.

1. Board Member Compensation

A. In accordance with the Authority's Bylaws each member of the Board is entitled to receive compensation in the amount of \$150 per event for each day the Board member attends a regular or special meeting of the Board, or of a standing or advisory committee meeting of the Board, and for each day of other service rendered as a Board member as authorized by the Board.

B. Attendance at meetings, seminars, conferences or similar events of any of the following agencies is service rendered as a Board member as authorized by the Board: (1) California Transit Association; and (2) American Public Transportation Association. Additionally, if a Board member is authorized by the Board to participate, join or serve as an Authority representative to any other agency or association to further the interests of the Authority, attendance by the Board member at all subsequent meetings of that agency or association is service rendered as authorized by the Board.

C. For all other meetings, seminars, conferences, or similar events, the Board must authorize the Board member to receive compensation prior to registration or attendance, except as provided in Section 3 below.

2. Board Member Reimbursement

A. The Authority shall reimburse Directors only for expenses that are necessarily incurred in connection with the business of the Authority. In no event shall such reimbursement be in an amount greater than the actual cost to such Directors. No expense of Directors shall be reimbursed except pursuant to these rules.

B. If the Board or this Policy authorizes a Board member's or officer's attendance at a meeting, seminar, conference, or similar event, other than a meeting of the Board or of a committee of the Board, the Board member is entitled to receive reimbursement for all related actual and necessary expenses from the Authority.

C. In addition, a Board member is entitled to receive reimbursement for all actual and necessary expenses from the Authority for attendance at meetings, seminars, conferences, and similar events of the following organizations: (1) California Transit Association; and (2) American Public Transportation Association.

D. Each Board member will be reimbursed at rates established in the then- current Internal Revenue Service Publication 463, or any successor

publications, for travel, lodging, meals and other expenses actually and reasonably incurred in the performance of service rendered as authorized by the Board.

i. Private automobiles shall not be serviced by the Authority and no compensation or other value shall be received for the use of private automobiles except that which is provided in this paragraph D. Travel expenses shall be allowable only for travel outside the area of the Authority's service area, except in connection with assigned duties within the area when such expenses may be authorized by the Board.

ii. Lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Board member at the time of booking.

iii. Meal expenses incurred within the area of the Authority's system shall not be reimbursed except upon the authorization of the Chair or Vice Chair of the Board, in the absence of the Chair.

E. Organization dues and/or fees shall be reimbursed only to those Board members who have been expressly authorized by the Board of Directors to incur such expenses. Such reimbursement may only be made upon approval as to legality by the Authority's Legal Counsel. Other expenses incurred in connection with such memberships shall not be paid unless they are reimbursable under some other provisions of this Policy.

F. Each Board member seeking reimbursement pursuant to this Policy must file, within a reasonable time after incurring the expense, an expense reimbursement statement. The statement must be filed on the Authority's expense reimbursement form and must be accompanied by receipts documenting each expense. Expense reimbursement statements and related documents are public records under State law.

3. Emergency Provisions

A. Notwithstanding the foregoing Sections I and 2, if an emergency arises and a Board member is required to incur travel, lodging or other expenses to engage in Authority business, a Board member may incur such expenses upon the approval of the Chair of the Board or, if the Chair is unavailable, the Vice Chair or, if the Vice Chair is unavailable, another Board member. Such approval will be subject to ratification of the full Board at the next regularly scheduled Board meeting.

B. An "emergency" shall constitute a meeting, hearing, event or function (a) at which a Board member's attendance or participation is deemed essential to further the interests of the Authority, and (b) which takes place prior to the next regularly scheduled Board meeting

4. Procedure for Requesting Advance Reimbursement

Directors shall submit a request in writing to the General Manager for advance reimbursement of authorized expenses, noting the nature and amount requested.

Advance funds not utilized shall be returned (by check or money order) to the General Manager at the time the final expense account document is submitted. In no case shall the time of submittal exceed 60 days after costs are incurred.

5. Reports

Board members returning from meetings, conferences, seminars, and other activities for which compensation has been paid or expenses have been reimbursed must provide a brief oral or written report to the Board at its next meeting.