



Agenda Item No. (4)

To: Rules, Policy and Industrial Relations Committee/Committee of the Whole
Meeting of May 18, 2023

From: Amorette M. Ko-Wong, Secretary of the District
Denis J. Mulligan, General Manager

Subject: **APPROVE THE RULES OF THE BOARD, AS AMENDED**

Recommendation

The Rules, Policy and Industrial Relations Committee recommends that the Board of Directors approve the recodification of the *Rules of the Board* to incorporate amendments approved by the Board of Directors.

Summary

The Board of Directors (Board) of the Golden Gate Bridge, Highway and Transportation District publishes the *Rules of the Board* to govern its proceedings pursuant to Section 27144, Chapter 8, Part 3, Division 16, of the Streets and Highways Code, and the District’s Resolution No. 20 dated April 10, 1929, as amended.

Since the last update in 2021, the Board adopted two resolutions that pertain to the *Rules of the Board*, as follows:

Resolution No.	Date Approved	Rule	Significance
2022-096	11/18/22	<u>RULE II, THE RULES OF ORDER</u>	Approves the calendar of meetings for 2023.
2023-027	03/24/23	<u>RULE XI, INVESTMENT POLICY</u>	Renews annual delegation of investment management authority and approves amendments to Section O, <i>Reporting Requirements</i>

Only one of these actions require an amendment to the *Rules of the Board*. Rule XI has been updated to incorporate a minor timeframe change to the reporting requirement for the monthly investment report, in accordance with Resolution No. 2023-027.

References to “Personnel Guide” have been updated to “Human Resources Guide” to reflect the current title of this document. Finally, Rule II has been updated to reflect the recent amendments to the Brown Act (the state open meeting law) to permit remote participation in Board meetings.

Fiscal Impact

There is no fiscal impact associated with this report.

Attachment: Redlined Pages of the *Rules of the Board*



RULES OF THE BOARD OF DIRECTORS
OF THE
GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

20222023

Dated: **November-June 19, 20212023**

RULES OF THE BOARD OF DIRECTORS
OF THE
GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

Pursuant to Section 27144, Chapter 8, Part 3, Division 16, of the Streets and Highways Code, and this District's Resolution No. 20, April 10, 1929, as amended, the Board of Directors of the Golden Gate Bridge, Highway and Transportation District publishes the following rules to govern its proceedings.

These Rules of the Board are designed solely to facilitate the handling by the Board of Directors of its own affairs. The rules are not intended, and shall not be construed, to create procedural or substantive rights in any person who is not a member of the Board in the event an action is taken by the Board in a manner which may depart from, or be inconsistent with, said rules. (Res. 10,066, 10/27/78.)

The District Secretary shall notify the Board or any committee if its proposed action will contravene any of these Rules of the Board. If the Board or committee desires to proceed with the action, a majority of the Board or committee members must vote to suspend the applicable rule before taking the proposed action.

RULE I. MISSION STATEMENT

The mission of the Golden Gate Bridge, Highway and Transportation District is to provide safe and reliable operation, maintenance and enhancement of the Golden Gate Bridge and to provide transportation services, as resources allow, for customers within the Highway 101 Golden Gate Corridor. (Res. 2003-002, 1/17/03.)

RULE II. THE RULES OF ORDER

A. Meetings

The Board shall convene in regular meeting at 10:00 a.m. on the fourth Friday of each month in the District's San Francisco headquarters, except in May, November and December, as outlined in the meeting calendar approved by the Board on an annual basis. (Res. 2021-085, 11/19/21.) In each calendar year the Board may hold one or more regular meetings in each of the other five counties of the District. (Res. 88-11, 1/29/88.) Meetings may be held by teleconference and Directors may participate in meetings remotely as permitted by the Ralph M. Brown Act, including pursuant to abbreviated teleconference procedures and as authorized by state law. ~~(Res. 2021-081, 10/22/21.)~~

The President, in consultation with the General Manager, may cancel a regularly scheduled meeting of the Board of Directors if there are no items requiring Board review or action to the next regularly scheduled Board of Directors meeting. (Res. 2009-018, 2/27/09.)

B. Agenda

A copy of the agenda, containing a brief general description of each item of business to be transacted or discussed, including matters to be discussed in closed session, shall be

b. Transportation Committee. The functions of the Transportation Committee shall include but not be limited to the following:

i. Review and oversee all matters affecting the bridge traffic and bus and ferry transit systems including transit equipment, routes and services.

ii. Submit recommendations concerning these matters for further consideration by the Board of Directors.

c. Rules, Policy and Industrial Relations Committee. The functions of the Rules, Policy and Industrial Relations Committee shall include but not be limited to the following:

i. Review and update the Rules of the Board, Personnel Human Resources Guide and Procurement Manual.

ii. Review, develop and oversee personnel policies and employer-employee relations.

iii. Review and oversee the Affirmative Action Program and Disadvantaged Business Enterprise Program.

iv. Submit recommendations concerning these matters for further consideration by the Board of Directors.

d. Governmental Affairs and Public Information Committee. The functions of the Governmental Affairs and Public Information Committee shall include but not be limited to the following:

i. Review and evaluate all federal, state and local legislation affecting the District's operations.

ii. Review and develop programs and procedures for public information, press relations, marketing, advertising and community participation.

iii. Submit recommendations concerning these matters for further consideration by the Board of Directors.

e. Finance-Auditing Committee. The functions of the Finance-Auditing Committee shall include but not be limited to the following:

i. Review all matters substantially affecting the fiscal operation of the District, including revenues, expenditures, investments and related fiscal matters.

ii. Review and monitor the District's annual operating and capital budget.

of time necessary to recoup the loss.

O. Reporting Requirements

The Auditor-Controller shall provide to the General Manager, the Finance-Auditing Committee and the Board a monthly investment report, which shall include, at a minimum, the following information for each individual investment:

- Type of investment instrument;
- Issuer name;
- Maturity date;
- Par value;
- Purchase price; and,
- Current market value and the source of the valuation. (Res. 03-035, 4/11/03)

The monthly report also shall: (1) state compliance of the portfolio to the statement of investment policy, or manner in which the portfolio is not in compliance; (2) include a description of any of the District's funds, investments or programs that are under the management of contracted parties, including lending programs; and, (3) include a statement denoting the ability of the District to meet its expenditure requirements for the next six months, or provide an explanation as to why sufficient money shall, or may, not be available.

This monthly report shall be submitted within ~~30~~45 days following the end of the month. (Res. 2023-027, 3/24/23)

The Auditor-Controller shall annually render to the Board a statement of investment policy, which the Board shall consider at a public meeting.

P. Safekeeping and Custody

All securities, whether negotiable, bearer, registered, or nonregistered, whether purchased for the District by financial advisors, consultants or managers, shall be delivered, either by book entry or physical delivery, to the District's third party custodian.

Q. Investment Sub-Committee

An Investment Sub-Committee that will include the Chair of the Finance-Auditing Committee, plus two other Directors and the Auditor-Controller, shall be established periodically, as needed, to review the District's investment strategy and investment policy. (Res. 81-197, 5/29/81; Res. 2012-044, 6/22/12; Res. 2021-019, 2/26/21.)

RULE XII. DISTRICT BANK ACCOUNTS AND SIGNATURES

The following persons are authorized and empowered to deposit, invest, withdraw, transfer or disburse funds of the District for District purposes in such amounts and manner as may be determined by oral, telephonic, electronic or written order, and to act on behalf of and to bind

RULE XIX. EVALUATION AND COMPENSATION OF OFFICERS WHO ARE DISTRICT EMPLOYEES

The District's enabling legislation establishes five officers who are appointed by and serve at the pleasure of the Board of Directors: the General Manager, Secretary, Auditor-Controller, Engineer and Attorney.

The General Manager, Secretary, Auditor-Controller and Engineer are employees of the District. On an annual basis, the Board will review their performance and based thereon will establish their compensation, inclusive of salary and benefits. Compensation determinations for these officers will not be directly tied to compensation adjustments periodically accorded to other non-bargaining unit employees. Instead, compensation for these officers will be separately determined based upon their individual performance evaluations, comparable wage and benefit data pertaining to their positions, the financial conditions of the District and other relevant factors, as may be determined by the Board. (Res. 96-257, 12/13/96)

RULE XX. OFFICE HOURS

The Administrative Offices of the District shall be open from 8:30 a.m. to 4:30 p.m., Monday through Friday of each week.

The offices shall be closed on Saturdays, Sundays, legal holidays, and such other occasions as the Board of Directors may authorize.

The ~~Personnel~~Human Resources Guide and applicable Memoranda of Understanding detail specific holiday provisions for District and administrative employees and employees covered by collective bargaining agreements.

RULE XXI. AMENDMENTS

These rules may be suspended or amended or repealed at any Board of Directors' Meeting by a majority of the members of the Board.

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