

SAN FRANCISCO  
MUNICIPAL TRANSPORTATION AGENCY  
BOARD OF DIRECTORS

RESOLUTION No. 240604-060

WHEREAS, The SFMTA Board of Directors Rules of Order (Rules of Order) are intended to provide for the orderly conduct of Board meetings and appropriate authority in those procedural matters; and,

WHEREAS, The Rules of Order are reviewed by the SFMTA Board of Directors and amended over time to improve the efficiency of meetings and improve the ability of the Board to deliver on its mandate; and,

WHEREAS, The Rules of Order (Article 7, Section 4) provide: “An amendment to the Rules of Order may, after ten days’ notice, be adopted by the affirmative vote of a majority of the members of the board,” and,

WHEREAS, The Rules of Order should be amended to adjust the Board's Order of Business to allow Board members to request follow-up actions directly related to the Director's Report and report from the SFMTA Citizens Advisory Council (CAC); and,

WHEREAS, The existing Rules of Order should be amended to streamline noticing requirements for fare and fee changes which will result in reduced costs for the SFMTA while adhering to legal requirements; and,

WHEREAS, The Rules of Order through the addition of Article 9 Committees should set clear policy governing standing and select committees of the Board improve efficiency; and,

WHEREAS, The Rules of Order through the addition of Article 10 Parental Leave will reflect the City policy for parental leave for City commissioners, including SFMTA Board Members, consistent with the City and County of San Francisco’s Administrative Code; and

WHEREAS, On May 16, 2024, the SFMTA, under authority delegated by the Planning Department, determined that the various SFMTA Policy and Procedure Reforms including: Amendments and Updates to the SFMTA Board of Directors Rules of Order; is not defined as a “project” under the California Environmental Quality Act (CEQA) pursuant Title 14 of the California Code of Regulations Sections 15060(c) and 15378(b); and,

WHEREAS, A copy of the CEQA determination is on file with the Secretary to the SFMTA Board of Directors, and is incorporated herein by reference; and therefore, be it,

RESOLVED, The SFMTA Board of Directors amends and approves its rules of order, which shall take effect on June 5, 2024; and be it further

RESOLVED, The Vision Zero Committee and Train Control Update Committee are established as of June 5, 2024 as select committees of the SFMTA Board, consistent with Article 9 of the Rules of Order; and be it further

RESOLVED, All other committees of the SFMTA Board in existence prior to June 5, 2024 will sunset on June 5, 2024.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of June 4, 2024.



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Secretary to the Board of Directors  
San Francisco Municipal Transportation Agency

# Rules of Order

**Board of Directors - Municipal Transportation Agency  
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June 2024**



## **ARTICLE 1 - NAME**

Section 1 Name. The name of this Board shall be the "Municipal Transportation Agency Board of Directors."

## **ARTICLE 2 - OFFICERS AND APPOINTMENTS**

Section 1. Officers. The officers of this Board shall be a Chair and a Vice-Chair. At the first regular meeting of the Board after the 15th day of January each year, the members of the Board shall elect from among their number a Chair and a Vice-Chair of the Board.

Section 2. Director of Transportation. The Board of Directors shall appoint a Director of Transportation who shall serve at the pleasure of the Board. The Director shall be employed pursuant to an individual contract with the Director's compensation being comparable to the compensation of the chief executive officers of U.S. transportation agencies, which most closely resembles the Municipal Transportation Agency in size, mission and complexity.

Section 3. Board Secretary. The Board shall appoint a Board Secretary to manage the affairs of the Directors and who shall serve at the pleasure of the Board. The Board Secretary shall affix the Secretary's signature to each contract, lease or permit approved by the Board attesting and certifying to approval by the Board.

## **ARTICLE 3 - POWERS AND DUTIES OF OFFICERS**

Section 1. Chair. The Chair shall preside at all meetings of the Board, shall preserve order and decorum, shall decide all questions of order subject to appeal to the Board by any member, and shall appoint any and all committees of the Board. The Chair shall have the right to participate in the proceedings of the Board, including the right to make and second any resolution or other motion, and may speak to points of order in preference to the other members.

Section 2. Vice-Chair. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, the members shall select by motion a member to preside over the meeting.

Section 3. Requests Regarding Parking Citations. Members of the Board shall not attempt to influence or interfere with the procedures for issuing or disposing of particular parking citations by communicating with employees of the Municipal Transportation Agency regarding such citations. The members of the Board and the Secretary shall respond to any written or oral requests to members of the Board regarding particular parking citations by referring to the prohibition contained in this Section. The Secretary shall not forward such requests to members of the Board.

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## **ARTICLE 4 - MEETINGS**

Section 1. Regular Meetings. The Board shall hold a regular meeting in the chambers of the Municipal Transportation Agency Board of Directors in City Hall at 1:00 pm every first and third Tuesday of the month.

Section 2. Special Meetings of the Board. Special meetings of the Board may be called at any time by the Chair or by a majority of the members of the Board by delivering written notice to each member of the Board and to the local media who have requested such notice in writing.

Such notice must be delivered at least 72 hours before the time of such meeting as specified in the notice.

The call and notice shall specify, the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board.

Each special meeting shall be held at the regular meeting place of the Board except that the Board may designate an alternate meeting place provided that such alternate location is specified in the notice of the special meeting; further provided that the notice of the special meeting shall be given at least 15 days prior to the special meeting being held at an alternate location. This provision shall not apply where the alternative meeting location is located within the same building as the regular meeting place.

Section 3. Open and Public Meetings. All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting of the Board.

Section 4. Closed Sessions. The Board may, with appropriate notice, meet in closed session to consider and act upon matters authorized by the Ralph M. Brown Act and the San Francisco Sunshine Ordinance. The Secretary shall record any decisions made in the closed session. Any action taken in closed session shall be announced as required by law. After every closed session, the Board must by motion and vote in open session elect either to disclose no information or to disclose part or all of the information discussed in the closed session.

Section 5. Quorum. A quorum for the transaction of official business shall consist of a majority of all the members of the Municipal Transportation Agency Board, or four members. In the absence of a quorum, the Board may adjourn or may reschedule the meeting to a specific date and time.

Section 6. Order of Business. The order of business shall be as follows:

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1. Call to Order
2. Roll Call
3. Announcement of Prohibition of Sound Producing Devices
4. Approval of Minutes
5. Communications
6. Director's Report
7. Citizen's Advisory Council Report
8. Board of Directors New and Unfinished Business
9. Public Comment
10. Calendar Matters
11. Adjournment

Section 7. Public Comment. Every calendar for regular and special meetings shall provide an opportunity for members of the public to directly address the Board on items of interest to the public that are within the subject matter jurisdiction of the Board.

Section 8. Cancellation of meetings. If a recommendation is made by the Director of Transportation or Board Secretary that a meeting be canceled or changed, the Chair, may cancel the meeting. In the event of a meeting cancellation, the Board Secretary shall inform the Board and shall post a notice of cancellation. The Board may also cancel a meeting by resolution adopted by a majority of the Board.

Section 9. Temporary Meeting Place-Emergency. In case of emergency, the Board shall designate some other appropriate place as its temporary meeting place.

Section 10. Meetings for the Revision of Rates, Charges, Fares, Fees and Fines. In adopting or revising any schedule of rates, charges, fares fees or fines, the Board shall comply with all applicable notice requirements, including under the Charter and State law.

Section 11. Adjournment of Meetings. The Board may adjourn any regular or special meeting to a time and place specified in the order of adjournment.

Section 12. Minutes of Proceedings. The Secretary of the Board shall record each regular and special meeting. The Secretary must record the vote on all resolutions, minutes and on all other questions and a draft of the minutes must be available for inspection and copying no later than ten working days after the meeting. The officially adopted minutes must be available for inspection and copying no later than ten working days after the meeting at which the minutes are adopted.

Section 13. Attendance at Meetings. Except in the event of a notified absence, all members of the Board shall attend each regular, special or recessed meeting of the Board and shall attend on

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time. A member's absence shall constitute a "notified absence" when the member, in advance of the meeting, informs the Board Secretary that the member will be absent. An absence due to unforeseen circumstances such as illness or emergency shall also qualify as a notified absence where the member reports such absence to the Board Secretary as soon as reasonably possible. The Board Secretary shall maintain a record of members' attendance including notified and non-notified absences. The Board Secretary shall report all instances of non-notified absences as well as any instance of three consecutive absences of a member at regular meetings in a fiscal year to the member's appointing authority. At the end of each fiscal year, the Board Secretary shall submit a written report to the MTA Board of Directors and then to the appointing authority detailing each Board member's attendance at all meetings of the Board for that fiscal year.

## **ARTICLE 5 - VOTING**

Section 1. Vote Required. The affirmative vote of a majority of the members shall be required for the approval of any matter, except that the Commission may act by the affirmative vote of a majority of the members present for matters of procedure.

Section 2. Excused from Voting. Each member present at a meeting of this board when a question is put shall vote for or against it, unless the member is excused from voting by a motion adopted by a majority of the members present.

Section 3. Voting. A roll call shall not be interrupted, but a member may, prior to the calling of the roll, explain his or her vote, or file in writing an explanation thereof after the result of the roll call has been announced and recorded.

## **ARTICLE 6 - PARLIAMENTARY PROCEDURE**

Section 1. Rules of Debate. When a member desires to address the board, the member shall seek recognition, by addressing the presiding officer, and when recognized, shall proceed to speak, confining comments, to the question before the board. No discussion shall take place until a resolution or a calendared item has been introduced.

Section 2. Privilege of Floor and Public Participation. The privilege of the floor shall be granted to any member of the public or officers of the city and county of San Francisco, or their duly authorized representatives for the purpose of commenting on any question before the board.

Each person wishing to speak on an item at a regular or special meeting shall be permitted to be heard once per item for up to three minutes. The presiding officer shall be the judge of the pertinence of such comments, and have the power to limit this privilege if in the presiding officer's opinion the comments are not pertinent to the question before the board.

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Section 3. Agenda Changes or Continuances. Any agenda change or continuance shall be announced at the beginning of the Board meeting, or as soon thereafter as the change or continuance becomes known to the presiding officer.

## **ARTICLE 7 - RULES OF ORDER**

Section 1. Adoption of Rules of Order. The adoption of the Rules of Order shall be by motion and shall require an affirmative recorded vote of a majority of the members of the board. When adopted, such Rules of Order shall remain in effect, unless suspended or amended as provided herein.

Section 2. Parking Authority Rules of Order. The rules of the Board also shall serve as the Rules of Order of the Parking Authority Commission, provided that such rules are consistent with the provisions of Chapter 17 of the San Francisco Administrative Code.

Section 3. Suspension of the Rules of Order. Except for this rule and such other of these Rules of Order as are restatements of provisions of the charter, ordinances or resolutions of the Board of Supervisors, or other provisions of law, any of these rules of order may be suspended by the affirmative vote of the majority of the members of the board, provided that such suspension is entered upon the minutes of the Board.

A motion to suspend the rules is debatable.

Section 4. Amendments to Rules of Order. An amendment to the Rules of Order may, after ten days' notice, be adopted by the affirmative vote of a majority of the members of the board.

## **ARTICLE 8 – LEGISLATIVE PROCESS**

Section 1. Effective Date. Resolutions that adopt provisions of the City's Transportation Code relating to parking, traffic, and taxi service shall go into effect at the beginning of the 31st day after approval if no referendum petition is filed. The foregoing rule shall not affect actions of the board to approve contracts, budgets, departmental policies and other matters that do not amend the San Francisco Transportation Code.

## **ARTICLE 9 – COMMITTEES**

Section 1. Appointments. Consistent with Article 3 Section 1 of these Rules of Order, the Chair shall make appointments to committees of the Board.

Section 2. Establishment. The Chair or a majority of the Board may establish either standing committees or select committees of the Board. Standing Committees are considered permanent

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committees of the Board. Select Committees are temporary committees established for a special purpose with a limited duration.

Section 3. General Rules. Once a committee has been established, the Board Secretary shall schedule the first meeting. Once confirmed, the Board Secretary shall notify the Committee Members, the Director of Transportation or designee and the City Attorney of the meeting details. A regular meeting calendar will be established and adopted by the committee.

A Board member who is not a member of committee may attend a committee meeting, provided the member attends only as an observer, does not testify or otherwise participate in any discussion, and sits amongst the public.

Section 4. Dissolution. A standing committee can only be dissolved by a majority vote of the Board. Select Committees will be dissolved after one year after its first meeting date, unless extended by a majority vote of the Board. The Board Secretary shall inform the Board of any committees to be dissolved.

## **ARTICLE 10 – PARENTAL LEAVE**

Section 1. Administrative Code Chapter 67B authorizes members of the SFMTA Board of Directors to take parental leave in certain circumstances. The terms of the parental leave policy are set forth in Administrative Code Section 67B.1. That section is incorporated by reference into these Rules.

Section 2. The Board Secretary shall provide a copy of Administrative Code Section 67B.1 to each member of the Board when the member assumes office.

Section 3. Any member who intends to take parental leave under this policy must inform the Board Secretary and the Chair in writing. To the extent feasible, the member's written notice shall state the beginning and end dates of the leave and whether the member intends to participate in Board meetings remotely during the leave. The notice is not binding on the member and does not limit the member's rights under the parental leave policy, but rather is intended to aid the Board Secretary and the Chair in planning the work and the meetings of the SFMTA Board of Directors while the member is on parental leave.

ADOPTED: March 7, 2000  
AMENDED: July 2, 2002  
AMENDED: April 19, 2005  
AMENDED: November 21, 2006  
AMENDED: January 6, 2009



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AMENDED: April 20, 2010  
AMENDED: October 19, 2010  
AMENDED: August 21, 2018  
AMENDED: February 5, 2019  
AMENDED: June 4, 2024