

NORTH COUNTY TRANSIT

SAN DIEGO RAILROAD

Board Policy No. 3 **Committees and External Appointments**

Summary

This policy describes the North County Transit – San Diego Railroad (“NCTD”) Board of Directors (“Board”) committee structure, composition, and appointment process, and provides for designation of members and alternates to external committees.

Board Committee Structure

The Board committees are:

1. the Executive Committee;
2. the Marketing, Service Planning, and Business Development Committee (MSPBD); and
3. the Performance, Administration, and Finance Committee (PAF).

Only voting members of the Board are eligible to serve on NCTD Board committees and/or to be designated as a member or alternate to an external committee representing NCTD.

Committee Responsibilities and Duties

1. Executive Committee – Responsible for ensuring that the Board is effective and is prudent in its management of NCTD and provides oversight and guidance to NCTD in the achievement of its goals. Following are examples of the subject matters addressed by the Executive Committee:
 - a. Annually review and recommend amendments to the Board rules and procedures;
 - b. Develop NCTD policy recommendations pertaining to strategic planning, values, ethics, and issues deemed necessary to be referred to the full Board by the Committee;
 - c. When authorized in advance by the Board, act for the full Board between meetings;
 - d. Annually evaluate the Chief General Counsel pursuant to Government Code §54957.6. Executive Committee recommendations to modify any elements of the Deputy Chief Executive Officer/Chief General Counsel’s employment agreement will be advanced to the full Board for approval.
 - e. Actively support the Chief Executive Officer; annually evaluate the Chief Executive Officer pursuant to Government Code §54957.6; and develop recommendations for full Board approval on Chief Executive Officer selection, compensation, and employment. Executive Committee recommendations to modify any elements of the Chief Executive Officer’s employment agreement will be advanced to the full Board for approval.

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2. MSPBD Committee – Responsible for ensuring that NCTD is formulating and executing strategies that support increasing ridership and revenues within the resources allocated through the budget process. Following are examples of the subject matters addressed by this Committee:
 - a. Development and implementation of a marketing and communications plan;
 - b. Development and modification of service plans across all modes;
 - c. Development of strategies and plans to diversify and increase revenue through strategic partnerships.

3. PAF Committee – Responsible for ensuring that NCTD follows sound financial practices, complies with all financial reporting requirements, and reviews critical performance indicators to ensure NCTD goals and objectives are achieved. Following are examples of the subject matters addressed by this committee:
 - a. Oversee the preparation of an annual budget for NCTD before presentation to the full Board for approval;
 - b. Monitor budget implementation and financial procedures;
 - c. Review and recommend for approval significant changes to the budget (e.g. suggested new programs, funding reductions), and make recommendations to the full Board;
 - d. Oversee the assets of NCTD and manage investments;
 - e. Receive performance reports that capture the major performance indicators across all business areas of NCTD and present to the full Board along with recommendations for improvement, when necessary.
 - f. Review the Internal Audit Program’s (IAP) annual Comprehensive Audit Plan proposed by the Chief Executive Officer and Deputy Chief Executive Officer/Chief General Counsel and provide reports to the full Board of Directors regarding IAP activities;

Composition of Committees

The Executive Committee is composed of four members, consisting of the Board Chair and Board Vice-Chair, the Chair of the MSPBD Committee, and the Vice-Chair of the PAF Committee. The Board Chair and Board Vice-Chair shall serve as the Chair and Vice-Chair, respectively, of the Executive Committee.

Both the MSPBD Committee and the PAF Committee are composed of four members of the Board. The Board Vice-Chair shall be a member and Chair of the PAF Committee.

Committee Appointment Process

Members of the Board shall state their preference at the December Board meeting as to which committee they would prefer to serve on in the following term. Should more than four Board members request to be on the MSPBD Committee and more than three Board members (excepting the Board Vice-Chair) request to be on the PAF Committee, the Board Chair, with

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concurrence of the Board, will appoint the appropriate number of Board members to each committee. As needed, the Board Chair shall continue to appoint Board members to the committees with the consent of the Board, consistent with the aforementioned requirement that the Board Vice-Chair is required to serve as the Chair for the PAF Committee and is also a member of the Executive Committee.

At their first committee meeting in the new calendar year, the members of the MSPBD Committee shall elect its Chair and Vice-Chair. At their first committee meeting in the new calendar year, the members of the PAF Committee shall elect its Vice-Chair.

Operating Procedures of Committees

The committees operate as standing committees for the purpose of the Ralph M. Brown Act, California Government Code §54950 et. seq. (Brown Act) so that all meetings are properly noticed and accessible to the public. The public may speak at each meeting under public comment as well as on each agenda item. Board members may attend meetings of the committee on which they are not a member and participate as members of the public. Board members cannot vote, be compensated, or attend closed sessions of the committee of which they are not a member. A quorum of a committee is three members. If a committee member cannot attend one of their committee meetings, the Board Member's alternate may attend the committee meeting in the member's place.

The Chief Executive Officer will designate a primary staff liaison for the MSPBD and PAF Committees, respectively. The Chief Executive Officer or designee will be the primary liaison to the Executive Committee.

Agenda items that pass through one of these committees may be advanced to the full Board for formal action. No formal action is taken at the committee meetings, except where authorized in advance in accordance with Paragraph 1.c.

Committee Meeting Dates and Times

The Executive Committee shall meet on at least an annual basis to adopt a work plan and a tentative annual meeting calendar. The first meeting each year shall occur no later than the second week of April. Future meetings are anticipated to occur on the second Tuesday in the months of October and December, as needed. Committee meetings shall be noticed in accordance with the Brown Act at a mutually agreed upon time by the Executive Committee.

The PAF Committee and MSPBD Committee shall each meet on at least an annual basis to adopt a work plan and a tentative meeting calendar. The first meeting of the PAF Committee shall occur no later than the third week of February, and the first meeting of the MSPBD Committee shall occur no later than the third week of March. Future meetings of the PAF Committee are anticipated to occur at 11:00 a.m. on the day of the Board meeting in the months of May and December, and future meetings of the MSPBD Committee are anticipated to occur at 11:00 a.m. on the day of the Board meeting in the months of June and September, as needed. Committee meetings shall be noticed in accordance with the Brown Act. It is preferable that meetings of the PAF Committee and MSPBD Committee be scheduled to occur in advance of meetings of the Executive Committee to support the development and placement of agenda items for the upcoming regular meeting of the Board.

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All committee meetings will be held at the NCTD offices located at 810 Mission Avenue, Oceanside, CA, unless otherwise noticed.

Board External Committees

The Board is authorized to designate members and alternates to represent the Board at specified meetings of other governmental entities and public agencies including meetings of other transit related organizations. In the event that the Board-designated primary appointee(s) and alternate(s) are not available to attend a specified meeting, the Board authorizes the Board Chair to select, at their discretion, a Board member to attend the specified meeting as the duly appointed representative of NCTD.

Ad Hoc Committees

Ad hoc specialized subcommittees may be appointed by the Board if the need arises to accomplish specific tasks. Upon completion of its assignment, each ad hoc subcommittee shall disband.

Approvals



Board Chair

10/23/2025
Date



Chief Executive Officer

10/23/2025
Date



Deputy Chief Executive Officer/Chief
General Counsel

10/23/2025
Date

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DATE	REVISION No.	RESOLUTION No.	COMMENTS
10/18/2012	ADOPTED		
10/17/2013	1		2013 REVISION
10/16/2014	2		2014 REVISION
2/18/2016	3		COMMITTEE SCHEDULE ADJUSTMENT
10/19/2017	4	17-10	2017 REVISION
10/18/2018	5	18-09	2018 REVISION
10/15/2020	6	20-08	2020 REVISION
10/21/2021	7	21-05	2021 REVISION
10/17/2024	8	24-08	UPDATES TO CHIEF EXECUTIVE OFFICER TITLE THROUGHOUT
10/23/2025	9	25-06	UPDATES TO POSITION TITLES AND REVISIONS TO COMMITTEE MEETING SCHEDULES