

MEMORANDUM

FROM: Tim Lohrentz, Equity Programs Administrator, Link21
TO: Equity Advisory Committee (EAC)
CC: Link21 EAC Team (Staff and Consultants)
DATE: 10/17/23

SUBJECT: AGENDA ITEM C: EAC BYLAWS UPDATE AND PROPOSED AMENDMENTS

The Equity Advisory Council (EAC) bylaws serve to address the general function and administration of the EAC for the Link21 Program. They also outline the role and responsibilities of members. The bylaws were drafted and approved in December 2022 and included as part of the recruitment and selection process for the EAC.

As the EAC nears its first year, and reflective of input from members, the Link21 Program team is proposing several amendments that will continue to ensure the structure and supports for EAC operations align with the critical role of the EAC to provide substantive and timely input to the Link21 Program.

Pursuant to Section 3.7 *Bylaws Amendment*, EAC bylaws may be approved or amended at any properly noticed regular or special meetings of the EAC following a three-fourths ($\frac{3}{4}$) vote of all current EAC members.

Written notice of the proposed bylaws' amendments will be placed on the agenda and copies of the proposed bylaws or amendment will be distributed at the October EAC meeting (prior to the meeting at which action is to be taken, which is scheduled to occur in November). Comments on proposed changes from EAC members must be received at least two weeks prior to the meeting when the vote for approval is scheduled. EAC members will receive both the original text of the bylaws and the text of any proposed bylaw amendment(s). Proposed EAC bylaws and amendments shall be subject to review by the Link21 Program Sponsor and the San Francisco Bay Area Rapid Transit (BART) District's Office of the General Counsel.

PROPOSED AMENDMENTS TO BYLAWS

The Link21 Program team is proposing five amendments to the bylaws described below and found in the attachment. At the October meeting, the EAC members will have an opportunity to ask questions, and reflect on any concerns, clarifications, or changes that can inform the final draft of amendments to be voted on for approval in November.

EAC Membership

The EAC bylaws currently state, (Section 2.1.1) "The EAC will consist of up to 20 members representing diverse geographies and demographics. Members are appointed to a two-year term. Members may be appointed for up to two consecutive terms" and that, "Before the expiration of the inaugural EAC term, the Program Sponsor reserves the right to introduce a one-time amendment to term lengths to stagger the rotation of EAC members. If used, this amendment will be intended to provide the EAC with continuity for effective knowledge transition as the original members begin to term out.

To support this intention for continuity, EAC members will be asked to provide input on the following draft language:

2.1.2. Staggering Terms

The Link21 Program Sponsor will stagger the initial terms of approximately one-half of the original EAC members so that their initial term is three years. These members would remain eligible to serve a second term of two years. Criteria for selecting EAC members for the initial three-year term include willingness to serve an extra year, level of participation in EAC activities, including attendance at EAC meetings, participation in office hours or other EAC activities, and alignment with the purpose and objectives of Link21's Equity goals.

To select those who will be staggered, the Link21 Program will initiate a survey to assess interest and capacity, and the Program Sponsor will then determine those who will be selected for the three-year term.

2.1.3. Renewal of Terms

The Link21 Program Sponsor will decide which EAC members will be renewed for a second term. The announcement of term renewal shall take place at least six months prior to the end of members' first term. Members will be asked to complete a term renewal form. The criteria used for a second term includes: willingness to serve another term, level of participation in EAC activities, including attendance at EAC meeting, office hours, or other EAC activities, and alignment with the purpose and objectives of Link21's Equity goals.

2.1.6. Selection Criteria for Recruiting New Members

The criteria used by Link21 Program staff to recruit new members will seek to maintain geographic and sociodemographic diversity along with the skills and expertise necessary for the Program. Members should represent the priority populations and have both lived and professional experience related to transportation and Link21 Program goals.

Reorganizing Membership and Roles Sections of the Bylaws

For added clarity, a new section 2.2 EAC Roles and Responsibilities is proposed, to be separated from section 2.1 EAC Membership and Terms.

Serving on Additional Bodies

Link21 Program Team will be forming additional bodies related to Engagement and Outreach as well as Community Benefits and Anti-Displacement. To clarify that one can serve on multiple bodies, the italicized sentence is added to 2.2.3.

2.2.3. Conflict of Interest Acknowledgement

All EAC members, as part of their application, and in alignment with conflict-of-interest rules, must self-assess and report potential or actual emergent conflicts of interest. While apparent or potential conflicts of interest may not automatically exclude a member, it will be the sole discretion of the Link21 Program Sponsor to determine the impact the conflict may present. Members may contact the Facilitation Team with questions or concerns. *Service on or participation in other Link21 public bodies will not inherently be considered a conflict of interest.*

The conflict-of-interest declaration will be updated annually.

Sub-Committees

The EAC Charter authorizes the EAC to establish sub-committees. In response to requests from EAC members, and to provide flexibility and infrastructure to support robust engagement on issues of deep concern and interest from members, the Link21 Program Team is requesting EAC member feedback on the following added language that includes the formation of subcommittees, workgroups, and formalizes in the bylaws the practice of offering office hours for EAC members:

3.8. Sub-Committees and Working Groups

The EAC, with support from the Link21 Program, may form sub-committees and working groups for the purpose of fulfilling its roles and responsibilities, with the approval of the Link21 Program Sponsor.

A sub-committee is a formal committee that is created by an action of the EAC and can be dissolved by action of the EAC or the Program Sponsor. It has the same level of public participation as the EAC itself, such as meeting announcements and public comments. Sub-committees may propose actions that are subject to the approval of the EAC itself. Sub-committee membership is by self-selection.

A working group is an informal group of short duration that voluntarily forms between EAC meetings to discuss issues pertinent to the EAC or to provide input on agenda items at an upcoming EAC meeting. A working group is not a public forum.

Service on a sub-committee or working group is considered a part of the “off month” contribution included in the Honorarium Pilot.

3.9 Office Hours

The Link21 Program may organize virtual office hours for EAC members from time to time for the purpose of further discussion on topics recently discussed at EAC meetings. Participation is voluntary. Office Hours are not open to the public. The EAC members participating in an Office Hour may not take an action but may propose an action for an EAC meeting.

ATTACHMENT: Draft Bylaw Amendments

LINK21

CONNECT NORTHERN CALIFORNIA

EQUITY ADVISORY COUNCIL BYLAWS

DRAFT FINAL

December 2022

Proposed Amending November 2023

Prepared By:
Link21 Engagement and Outreach Team (HDR)

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ISSUE AND REVISION RECORD

REVISION	DATE	PREPARER(S)	PMC REVIEWER(S) ¹	APPROVER ²	DESCRIPTION/ NOTES
			BART/CCJPA REVIEWER(S)	BART/CCJPA APPROVER	
0	09/28/2022	Ben Duncan, K&W Lisa Marie Alley, HDR	Kyle Morales, HNTB Mydria Clark, HNTB		Working DRAFT submittal
		---		Javieeree PruittHill, BART	Working DRAFT submittal review
1	10/31/2022	Ben Duncan, K&W Lisa Marie Alley, HDR	Kyle Morales, HNTB Mydria Clark, HNTB Kimberly Simms, HNTB		DRAFT submittal
		---		Javieeree PruittHill, BART Nicole Franklin, BART	DRAFT submittal review
2	12/01/2022	Ben Duncan, K&W Lisa Marie Alley, HDR	Kyle Morales, HNTB		DRAFT FINAL submittal
		---		Sadie Graham, BART	<i>No review requirement</i>

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SHAREPOINT PATH

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ACRONYMS AND ABBREVIATIONS

ACRONYM/ABBREVIATION	DEFINITION
BART	San Francisco Bay Area Rapid Transit
CCJPA	Capitol Corridor Joint Powers Authority

LINK21 PROGRAM TEAM NAMES

TEAM NAME	TEAM MEMBERS
PMC	The HNTB Team
PMT	BART/CCJPA + PMC
Consultants	Consultants supporting program identification/project selection
Link21 Team	PMT + Consultants

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1. PURPOSE OF THE BYLAWS

The purpose of these bylaws is to address the general function and administration of the Equity Advisory Council (EAC) for the Link21 Program. It also outlines the roles and responsibilities of EAC members.

1.1. Purpose and Mission of the EAC

The EAC serves as an advisory body to the Link21 Program, providing input and guidance on key milestones. The EAC will provide a space for meaningful community collaboration to help advance equity throughout the development and implementation of the Link21 Program.

The EAC aims to do the following:

- Integrate lived experts (those who have lived experience in inequitable transportation and infrastructure) into Link21-especially for interim non-Board decisions.
- Supplement other co-creation activities, such as co-creation workshops, to increase opportunities for community partnership and influence at key points in the program development.
- Introduce a community-driven body which has the benefit of long-term engagement with the program, which will allow for deeper discussions and stronger community alignment with how Link21 progresses.

The EAC will be made up of individuals representing the varying interests of communities that have been marginalized including priority populations and others potentially adversely impacted by Link21. The EAC will be one mechanism for bringing diverse community voices into program development and conveying information on key decisions to community members. The EAC Charter¹ lays out the guiding vision for the Council as one mechanism for ensuring equity is embedded into the work of Link21.

¹ [EAC Charter](#)



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2. DEFINITION OF EAC MEMBERSHIP AND GENERAL MEMBERSHIP EXPECTATIONS

The EAC membership will reflect the diversity of the Megaregion, including low-income communities and communities of color that have been most impacted by transportation inequities, youth, and other communities that have historically been underserved.

2.1. EAC Membership and Terms

2.1.1. EAC Membership and Terms of Service

The EAC will consist of up to 20 members representing diverse geographies and demographics. Members are appointed to a two-year term. Members may be appointed for up to two consecutive terms. Members are defined as individuals who have a seat on the Council and may include unaffiliated community members and/or representatives of a community-based organization (CBO). Although some EAC members may be affiliated with and/or representing a CBO, this does not imply or mean that seats are designated for specific CBOs.

Before the expiration of the inaugural EAC term, the Program Sponsor reserves the right to introduce a one-time amendment to term lengths to stagger the rotation of EAC members. If used, this amendment will be intended to provide the EAC with continuity for effective knowledge transition as the original members begin to term out.

2.1.2. Staggering Terms

The Link21 Program Sponsor will stagger the initial terms of approximately one-half of the original EAC members so that their initial term is three years. These members would remain eligible to serve a second term of two years. Criteria for selecting EAC members for the initial three-year term include willingness to serve an extra year, level of participation in EAC activities, including attendance at EAC meetings, participation in office hours or other EAC activities, and alignment with the purpose and objectives of Link21's Equity goals.

To select those who will be staggered, the Link21 Program will initiate a survey to assess interest and capacity, and the Program Sponsor will then determine those will be selected for the first three-year term.

2.1.3. Renewal of Terms

The Link21 Program Sponsor will decide which EAC members will be renewed for a second term. The announcement of term renewal shall take place at least six months prior to the end of members' first term. Members will be asked to complete a term renewal form. The criteria used for a second term includes: willingness to serve another term, level of participation in EAC activities, including attendance at EAC meeting, office



hours, or other EAC activities, and alignment with the purpose and objectives of Link21's Equity goals.

2.1.4 Member Removal

Consistent attendance and participation from EAC members can help strengthen effectiveness, however failure to regularly attend may result in removal. Flexibility can be allocated for extraordinary circumstances.

EAC membership may be revoked at any time for reasons including, but not limited to unexcused absences, disruptive behavior, or lack of active engagement. Membership revocation will be determined by the Link21 Program Sponsor in consultation with the Facilitation team. This provision and authority will be exercised solely to ensure an engaged and productive EAC and is not meant to, and will not be employed to, silence diverse opinions and perspectives shared as part of the ongoing EAC engagement process.

2.1.5 Filling a Vacancy

If a member of the EAC resigns or is removed from the Council, that vacancy may be temporarily or permanently filled with an individual appointed by the Link21 Program Sponsor. Any appointments will be made in accordance with selection criteria. The vacancy may also be left unfilled until the next application period.

2.1.6. Selection Criteria for Recruiting New Members

The criteria used by Link21 Program staff to recruit new members will seek to maintain geographic and sociodemographic diversity along with the skills and expertise necessary for the Program. Members should represent the priority populations and have both lived and professional experience related to transportation and Link21 Program goals.

2.2. EAC Roles and Responsibilities

2.2.1. Meeting and Participation and Expectations

Meetings will be held virtually via videoconferencing every other month for up to three-hours. Members may be called upon to work in subcommittees on an ad hoc basis to further review and analyze materials. If a member cannot attend a meeting, they are required to inform the EAC facilitation team before the meeting. For non-emergency absences, EAC members should inform the facilitation team two weeks in advance.

2.2.2. Meeting Materials and Related Documents

EAC members will be provided meeting agendas, supporting materials, and associated documents in advance of all meetings. Agendas will be publicly posted at least five (5)



days prior to the meeting. Additional supporting materials will be provided at least three (3) days prior to each meeting. The Link21 team will provide support when applicable, including briefings on request.

It is expected that EAC members will come to each meeting prepared and having fully reviewed the provided materials. Per the honorarium pilot for the EAC, members are expected to spend up to three hours outside of meetings on tasks like reviewing materials.

2.2.3. Conflict of Interest Acknowledgement

All EAC members, as part of their application, and in alignment with conflict-of-interest rules, must self-assess and report potential or actual emergent conflicts of interest. While apparent or potential conflicts of interest may not automatically exclude a member, it will be the sole discretion of the Link21 Program Sponsor to determine the impact the conflict may present. Members may contact the Facilitation Team with questions or concerns. Service on or participation in other Link21 public bodies will not inherently be considered a conflict of interest.

The conflict-of-interest declaration will be updated annually.

2.2.4. Staff Support

BART's Equity Programs Administrator or assigned staff, shall be assigned to work with the EAC as staff liaison. The staff liaison will collaborate with the Link21 Program Sponsor and the Link21 team to prepare, compile, and distribute agendas and related materials for EAC meetings. The staff liaison shall be responsible for coordinating posting materials on the BART and Link21 websites.



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3. COUNCIL OPERATIONS

3.1 Transparency Guidelines and Compliance

Similar to other BART advisory committees, the EAC meetings shall be conducted in accordance with BART District's Transparency Guidelines. The District's Public Participation Meeting Rules can be found at http://www.bart.gov/sites/default/files/docs/Board_Meeting_Rules_Notice_57.pdf

These duties and practices shall all be undertaken pursuant to the District's Transparency Rules for non-Brown Act bodies and the Standard Code of Parliamentary Procedure (4th Edition) by Alice Sturgis.

3.2 Meeting Agendas

Meeting agenda's will be posted at least five (5) days prior to an EAC meeting. The agenda will be posted on the Link21 website and the BART District's website via Legistar, consistent with the posting for other BART advisory committees.

Related materials, such as staff reports and other items, shall be emailed to the EAC members at least three (3) days prior to each meeting. They will also be posted to the Link21 website and the BART District's website.

EAC members wishing to request agenda items should communicate the request to the Facilitation Team at least three weeks prior to a meeting. The Program Sponsor will approve the final agenda topics and consider requests from EAC members, in accordance with Link21 Program needs and timelines and the availability of time to appropriately conduct EAC business.

Only items on the posted agenda, and items discussed during public comment, shall be discussed, or acted upon at EAC meetings by EAC Members.

3.3 Meeting Recording and Minutes

Meeting minutes will be developed and presented to the EAC membership for approval at the following month's meeting. Meeting minutes will include details such as membership participation, topics discussed, and decisions made. Meeting minutes shall be posted on the BART and Link21 websites within one (1) week following approval by the EAC.

3.4 Defining an Equity Flag

At any time, any individual EAC member may flag a "Serious Concern" as a formal way to request that the Link21 team re-examine a specific proposal, deliverable, or process due to a serious concern they believe could lead to demonstrably significant harm to



communities that have been marginalized and priority populations or the Link21 Program.

3.5 Process for Raising the Equity Flag

The EAC member flagging the concern must do so in writing via the EAC email at EAC@Link21Program.org, fully articulating the concern and the rationale. After a thorough review, it is at the discretion of the Program Sponsor whether additional action or changes will be enacted in response to the Serious Concern. The Program Sponsor will respond to the Serious Concern in writing to the EAC within two weeks. If the additional review of the Serious Concern will take more than two weeks, the Link21 Team will update the EAC with a schedule on when a response will be issued.

3.6 Public Participation and Reasonable Accommodations

The public will be offered an opportunity to provide comments at EAC meetings on agenda related topics. Written public comments should be emailed to EAC@Link21Program.org using “public comment” in the subject line and will become a permanent part of the file. Public comments received in writing must be submitted within 72 hours of the meeting in order to be included in the record. Oral public comments will be limited to two minutes per person.

Link21 provides service/accommodations upon request to persons with disabilities and individuals who are limited English proficient who wish to address Council matters. A request must be made between one and five days in advance of the Council meeting, depending on the service requested.

3.7 Bylaws Amendment

These bylaws may be approved or amended at any properly noticed regular or special meetings of the EAC following a three-fourths (3/4) vote of all current EAC Members.

Written notice of the proposed bylaws’ approval or amendment shall be placed on the agenda and copies of the proposed bylaws or amendment shall be distributed at the meeting prior to the one at which action is to be taken. Comments on proposed changes from members for consideration must be received at least two weeks prior to the meeting when the vote for approval is scheduled.

The notice at both the prior meeting and the meeting at which the vote is scheduled shall include both the original text of the bylaws and the text of any proposed bylaw amendment(s).

Proposed EAC bylaws and amendments shall be subject to review by the Link21 Program Sponsor and the District’s Office of the General Counsel.



3.8. Sub-Committees and Working Groups

The EAC, with support from the Link21 Program, may form sub-committees and working groups for the purpose of fulfilling its roles and responsibilities, with the approval of the Link21 Program Sponsor.

A sub-committee is a formal committee that is created by an action of the EAC and can be dissolved by action of the EAC or the Program Sponsor. It has the same level of public participation as the EAC itself, such as meeting announcements and public comments. Sub-committees may propose actions that are subject to the approval of the EAC itself. Sub-committee membership is by self-selection.

A working group is an informal group of short duration that voluntarily forms between EAC meetings to discuss issues pertinent to the EAC or to provide input on agenda items at an upcoming EAC meeting. A working group is not a public forum.

Service on a sub-committee or working group is considered a part of the “off month” contribution included in the Honorarium Pilot.

3.9 Office Hours

The Link21 Program may organize virtual office hours for EAC members from time to time for the purpose of further discussion on topics recently discussed at EAC meetings. Participation is voluntary. Office Hours are not open to the public. The EAC members participating in an Office Hour may not take an action but may propose an action for an EAC meeting.



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4. EAC HONORARIUM PILOT²

All individuals participating as a member of the EAC will receive an honorarium. Honorariums are distinct from compensation and are designed to mitigate barriers in lieu of payment or delivery of services and represent recognition Link21 has for the contribution of time, energy, and expertise.

The honorarium is offered through an agreement made directly with an individual. Members will receive \$2100 per year, based on participation in bi-monthly (six times/year) meetings and contribution on off months to additional work up to three hours per month.

In addition to the honorarium, serving as recognition and appreciation of time, energy, and expertise, Link21 also recognizes that for some community members, there may be additional barriers to full participation. Please refer to the [Honorarium Pilot](#) for additional details.

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² [Link21 Equity Advisory Council Honorarium Pilot Final Draft \(link21program.org\)](#)