



**Business Advisory Council
Operating Guidelines**

California High-Speed Rail Authority
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Issued: May 30, 2012
Revised: October 22, 2012
Revised: January 22, 2014
Revised: March 27, 2014

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I. Preamble

Purpose

The California High-Speed Rail Authority (Authority) is committed to ensuring that Small Businesses (SBs), inclusive of Disadvantaged Business Enterprises (DBEs), Disabled Veteran Business Enterprises (DVBES) and Micro-Businesses are afforded every opportunity to participate in the contracting opportunities of the high-speed rail project.

The intent of the Business Advisory Council (Council) is to provide a forum to facilitate the discussion of Small, Disadvantaged, Disabled Veteran Business Enterprises, Microbusinesses representation via construction and professional services business trade member associations (Association) to provide commentary and insight to the Authority's policies and practices to encourage Small Business utilization and participation in high-speed rail projects.

Establishment

On September 15, 2011, the Federal Railroad Administration (FRA) advised the Authority to establish a Business Advisory Council to provide a forum to facilitate and increase the participation and input of Small, Disadvantaged, Disabled Veteran Business Enterprises and Microbusinesses in the Authority's federal assisted contacts.

On April 19, 2012, the Authority Board approved the formation of the Business Advisory Council.

II. Definitions

1. Authority – California High-Speed Rail Authority
2. Chief Executive Officer – Authority's Chief Executive Officer
3. Council – Business Advisory Council
4. Council Committee – A Committee composed of Council Members with specific objectives and duration of existence as set forth and approved by the Council Chair.
5. Members – Twenty-five (25) members are appointed by the Council Chair. The members shall represent small, minority, women, disabled veteran and non-small "business trade organizations." Additional information regarding the "business trade organizations" can be found under "Council Membership Criteria for Consideration."

III. Operating Procedures

Members of the Council shall adhere to the Operating Guidelines and the Authority's administrative policies and shall not be construed as representing the Authority in any official stance.

Except where otherwise expressed in these Operating Guidelines, the Council shall adhere to and operate in accordance with Robert's Rules of Order. The Council Chair shall be responsible for ruling on matters of procedure. Questions as to the meaning and interpretation of the Guidelines shall be the responsibility of the Council Chair.

IV. Membership

A. Council Chair

The Council Chair shall be the Authority's Chief Executive Officer. The Chief Executive Officer may appoint a designee and or designate a Council Chair in his/her absence.

The Council Chair shall:

1. Preside over all meetings of the Council.
2. Be an ex-officio member of all Committee(s).
3. Appoint a Council Liaison to provide administrative support to the Council Chair.
4. Facilitate the Council meeting date, time and location.
5. Disseminate the minutes, agenda and schedule special presentations.
6. Accept an issue or concern from the full Council or Council Committee(s) regarding the Authority activities.

B. Council Membership Criteria for Consideration

The request to serve as a Member of the Council shall be reviewed and approved/denied by the Council Chair. The Council Chair shall evaluate membership on the Council in an effort to maintain a balance of statewide business trade organization representation and business trade organization diversity.

The Council Chair shall respond to all requests for membership in writing.

Applicant members shall be a formal professional, business and or trade association. The Council members shall be a professional, business and or trade organization representing at least fifty (50) active business owners as its member. The formal trade association shall be, organized under the California Corporation Code (CCC) laws § 200, 12000 eg. Seq and a non-profit as described in CCC § 5110-5160. The formal professional, business and or trade association shall have a construction related business interest in the Authority projects and contracts; specifically members whose businesses are in construction, commodities, design, architecture and engineering (A&E). (*Updated March 27, 2014*).

Applicant business trade organizations must submit a written request to become a member of the Council (including the name of the person nominated to be the Primary representative and the name of the person nominated to be the Alternate representative). The request shall be submitted to the Council Chair, and Authority Small Business Liaison Officer. The request for membership shall indicate:

- Purpose for the request,
- Association membership size,
- Roster of members business name, addresses, telephone numbers and email addresses,
- Association membership's geographical coverage (localized, statewide, national),
- Association website address and;

- Identify the primary business interest the Association has an interest in, i.e., commodities, construction, A&E contracting activities.

C. Council Membership

1. All members serve at the pleasure of the Council Chair.
2. Membership on the Council shall be limited to twenty-five (25) primary business trade organizations representing the business diversity of California.
3. Each Association Membership is limited to only one (1) Primary and (1) Alternate Representative. Requests for substitution must be submitted in writing and will not commence without prior written approval from the Authority.
4. All members shall observe the Authority policies on Sexual Harassment Prevention, Workplace Violence, Drug-Free Work Place, Incompatible Activities and Conflict of Interest, Ethics, and Zero-Tolerance of Discrimination (Equal Employment Opportunity).
5. No Primary or Alternate representative on the Council shall represent themselves as speaking for or acting on behalf of the Council, or the Authority Board of Directors..
6. A Primary/Alternate Association's membership/representation on the Council shall be for a term of three (3) years. Upon a member vacancy, consideration shall be given to applicant associations that have not previously been a part of the Council and to applicant associations representing a statewide membership. A waiting list shall be established.
7. The Council Chair shall request the member Association to reaffirm its continued interest in being a Council Member on an annual basis. The reaffirmation shall be submitted in writing at the request of the Council Chair.

D. Role of Primary/Alternate Council Representative

1. It is the responsibility of the Primary/Alternate representatives to actively participate on the Council.
2. It is the responsibility of the Primary/Alternate representatives to disseminate information resulting from the Council meetings to their association membership.
3. It is the responsibility of the Primary/Alternative representatives to participate in one or more of the Committee meetings and activities. A Primary/Alternative representative, who misses three (3) consecutive scheduled Committee meetings or four (4) Committee scheduled meetings within a two-year period, may be subject to removal.
4. Council Members should not construe a recommendation, advice or motion as an action that the Authority must administer. Council Members shall recognize that recommendations, advice and motions from the Council Members will be taken into consideration by the Authority and the Authority may or may not administer the recommendation, advice or motion.

E. Subject to Removal

Any member association on the Council shall be immediately removed from the Council membership for any one of the following causes:

1. Disruptive and/or abusive behavior to Authority personnel or Council Members or during Council meetings.
2. Non-observance of the Authority's administrative policies as identified in Section C and D.
3. Dissolution of a member association.
4. Miss three (3) consecutive scheduled meetings or miss four (4) scheduled meetings within a two-year period. Telephonic meeting participation is not permissible to be counted towards Council meeting attendance (*updated per motion passed at the BAC Meeting on October 18, 2012*).
5. Using membership on the Council or Committee for personal gain and or influence, as a means to obtain preliminary access to or obtain privileges to contract opportunities, contract administration, or access to government elected officials. (Refer to Authority's Ethics Policy)

V. Structure

A. Council Committee(s)

The Council Membership shall submit a motion to the Council Chair to approve the establishment of a Committee. The Committee shall:

1. Serve at the pleasure of the Council Chair.
2. Define its objectives and duration of its existence.
3. Identify only Council Members to be on the Committee

B. Committee Chair

Only a Primary Council Member, in good standing, is eligible to serve as a Committee Chair. The Committee Chair shall:

1. Be elected by a majority of the Council membership, for the first year of the Committee formation.
2. Serve a minimum of one year--not to exceed two calendar years.
3. Hold the position from January 1 through December 31.
4. Subsequent Committee Chair shall be elected by the Committee Members.
5. Prepare the Committee agenda, schedule the meeting time and location and oversee minute preparation.

6. Solicit agenda items from Committee Members and submit all agenda items in writing to the Council Liaison no later than ten (10) calendar days prior to the scheduled Committee meeting.
7. Disseminate Action Items and meeting minutes within ten (10) calendar days prior to the scheduled Committee meeting.
8. Present to the full Council a summary of all discussions and agreements of the Committee meetings. A copy of the Committee minutes shall be presented to the Council Chair.

C. Ad Hoc Committee

1. Only the Council Chair may authorize the establishment of an Ad Hoc Committee.
2. The recommendation to form an Ad Hoc Committee may be made by the Committee Chair and approved by the Council Chair. The recommendation must be in writing and include the Ad Hoc Committee objective and the duration of its existence.
3. The Ad Hoc Chair shall assume the same role and responsibilities of a Committee Chair.

D. Authority's Liaison to Council Committee

In the event a Committee of the Council is appointed, the Authority shall assign a Council Committee Liaison to represent the Authority on the individual Council Committee. The Liaison shall provide permissible information on the Authority projects to assist in meeting the Committee objectives.

The Liaison shall:

1. Attend Committee meetings and the Annual Planning session, when applicable.
2. Provide information and assistance to find solutions to Committee requests.
3. Work with the Authority personnel to provide responses to the Committee request.
4. Ensure the Council Chair is advised of the Committee activities and actions.

VI. Council Motions and Voting Rights

The Council shall follow the Robert's Rule of Order. The Council Chair shall recognize motions and voting rights.

1. The Council Chair shall not vote except to break a tie.
2. The right to make a motion or vote on issues before the Council is limited to the Primary/Alternate representatives. The Primary representative will cast one vote for his/her member association. The Alternate representative is allowed to cast one vote only when the Primary representative is absent. Motions involving policies and practices of the Authority shall be voted upon by Council Members and shall be set forth as recommendations to the Authority in an advisory capacity only.

3. A quorum of the Council shall consist of 51% of the voting members. A quorum for a Committee shall consist of 51% of the Committee Members (*updated per motion passed at the BAC Meeting on October 18, 2012*).

VII. Council Meetings

A. Council Meeting Date and Location

The general meeting of the Council will convene in Sacramento. The frequency of meetings shall be one (1) meeting a quarter, but not less than three (3) meetings a calendar year. Specific meeting dates will be determined at the annual planning meeting, which shall be generally held in January. The Council Chair retains authority to change the meeting frequency, date and location, when necessary.

The planning meeting will be convened to strategize the Council's meeting calendar and outline the significant topics the Council and Committee(s) will focus on during the calendar year.

The Council or the Committee meeting shall not be audio or video recorded, without prior approval from the Chair. Any member, alternate member or the public who wishes to audio or video record the meeting without prior approval from the Council Chair, shall be asked to remove the recording equipment from the meeting room.

B. Meeting Minutes

The Council meeting minutes will be prepared summarizing the general discussions and capturing the meeting "Action Items."

Draft meeting minutes will be distributed to the Council Members within fifteen (15) Business days following to the applicable Council meeting (*updated per motion passed at the BAC Meeting on October 18, 2012*).

Approval of meeting minutes from the previous Council meeting shall be a standing agenda item. The meeting minutes shall not be official until approved by the Council and signed by the Council Chair.

The approved meeting minutes will be posted on the Authority's website.

C. Meeting Attendance Reimbursement

The Council and Committee Members are volunteers to the Council. The member may not be reimbursed for expenses incurred for attending a Council or Committee meeting. The Authority may provide reimbursement to costs associated with Business Advisory Council participation, in the future.