

November 7, 2025

Proposed Updates to Board Policies and Bylaws

Overview

Pursuant to Section 2.1 of Board Policy No. 004, Board Policies are reviewed for updates no less often than once every three years. The Executive Committee will be asked to review proposed updates to Board Policies and the Bylaws.

Action: Discussion/Possible Action

The Executive Committee is asked to provide feedback on the changes proposed to SANDAG Board Policies and Bylaws.

Key Considerations

Ministerial modifications are proposed in the policies where needed to update job titles, department names, grammar, and the SANDAG address. A summary of the substantive updates to the Board Policies and Bylaws is provided in the following table.

Fiscal Impact:

None.

Schedule/Scope Impact:

None.

Bylaws	Bylaws	One update proposed to Article III, Section 5(g) to add language providing for compensation to Board Members when participating in virtual meetings when no in-person option is available and/or when a member cannot attend in person due to qualifying reasons.
001	Allocation of Responsibilities	Language added to reflect feedback from Executive Committee to update responsibilities of policy advisory committees.
005	Sponsorship of Events	Outdated language removed. Language clarifying exchanges of in-kind benefits added to allow SANDAG and sponsors to determine whether reportable gifts have been exchanged that must be reported to the Fair Political Practices Commission. Language added to ensure a level competitive field for potential sponsors, to specify the types of sponsors SANDAG accepts, and to limit perception of SANDAG endorsing a sponsor's products or services.
007	EEO and DBE Programs	Outdated reporting requirements are removed. Language modifications proposed in Sections 2 and 4 to address changes stemming from federal executive orders and recent court decisions so that Disadvantaged Business Enterprise (DBE) requirements are contingent on whether or to what extent laws concerning DBEs apply to SANDAG in the future.

008	Legal Matters	An introductory provision is added to distinguish between the roles of General Counsel and Board Legal Counsel. Sections 3 and 4 have been added to define the General Counsel and Board Legal Counsel roles, to identify the Board as the appointing authority for both roles, and to outline the process for addressing differing legal opinions and direction for the roles. In addition, an amendment is proposed to Section 1.7.4 to clarify that although the amount of a claim may be more than \$50,000 when submitted, the CEO can approve settlements when the final amount agreed upon is at or below \$50,000.
009	Discrimination Complaint Procedures	Language modifications proposed to address changes based on new and rescinded federal executive orders, federal agency compliance review recommendations, and timeline for notifying federal agencies and Caltrans of complaints added per request from Caltrans.
021	Acquisition of Real Property Interests and Relocation Assistance	Added references to federal regulations concerning relocation, which would apply to federally funded projects. Terminology modified to align with statutory terms. Replaced references to specific requirements and dollar amounts with cross-references to the applicable statutes and regulations so the policy does not fall out of sync with laws as they are updated. Language added to Section 2.1 to allow flexibility for waiver of an appraisal on low dollar value properties.
022	Utility Agreements and Relocation	Definition of “utility” expanded to specifically include communication lines. Added requirement that prevailing wage laws will apply to a private utility performing work with contractors versus its own employees when compensation from SANDAG has been provided. Reference added to Caltrans Local Assistance Procedures Manual, Chapter 14 for guidance.
025	Public Participation Plan	Inaccurate statutory language removed and replaced with updated language. Language modified in Sections 1, 2 and 5A to address new and rescinded federal executive orders and tie language to California statutes. Timing of training and other language updated to reflect current practices.
037	SANDAG Debt Policy	Changes made to update the name used for toll road. Modifications proposed to Section 2 to reflect current practices related to the Financial Plan.
038	State Route 125 Toll Policy	Name of policy updated to reflect current name used for toll road. Revised language in Section 4 mirrors proposed language in Board Policy No. 037 to reflect current practices related to the Financial Plan.

Next Steps

Pending a recommendation from the Executive Committee, the proposed changes to Board Policies will be taken to the November 21, 2025, Board meeting for review and approval.

Julie Wiley, Senior Counsel

- Attachments:
1. Bylaws
 2. Board Policy No. 001
 3. Board Policy No. 005
 4. Board Policy No. 007
 5. Board Policy No. 008
 6. Board Policy No. 009
 7. Board Policy No. 021
 8. Board Policy No. 022
 9. Board Policy No. 025
 10. Board Policy No. 037
 11. Board Policy No. 038