

## Proposed Updates to Board Policies and Bylaws

### Overview

Board Policies are reviewed for potential updates at least once every three years in accordance with Board Policy No. 004. The Executive Committee reviewed proposed updates to the Bylaws and Board Policies on November 7, 2025, and has recommended the changes be approved by the Board.

This review cycle also aligns with SANDAG's governance assessment, initiated earlier this year in response to member feedback on the effectiveness of Policy Advisory Committees (PACs) and Working Groups (WGs). Several of the proposed updates, particularly to Board Policy No. 001: Allocation of Responsibilities, incorporate changes that are needed to implement the governance recommendations.

The comprehensive governance assessment included a review of SANDAG's enabling statute and requirements, surveys of members, interviews with Board members and staff, and a scan of peer Metropolitan Planning Organizations. More than 120 individuals contributed feedback. The Executive Committee discussed the initial findings on [July 11, 2025](#), and highlighted several key considerations:

- **Clarifying Roles and Responsibilities:** While some PAC and WG duties are defined by statute, most are discretionary. This presents an opportunity to clearly define which functions are essential and ensure they are aligned with SANDAG's mission and priorities.
- **Balancing Resources and Value:** Managing PACs and WGs requires significant staff and member time. Members emphasized the importance of aligning discussions with strategic regional priorities and the Board's policy direction.
- **Improving Communication and Influence:** Input from PACs and WGs does not always reach the Board in ways that meaningfully influence decision-making. Participants expressed a desire for stronger linkages between committee recommendations and Board actions.
- **Consistency and Engagement:** Some committees are highly active and provide strong value, while others lack clarity of purpose or participation.

Based on this feedback, Board Policy No. 001 (Attachment 2) implements the recommendations that were provided to strengthen the effectiveness of PACs and WGs and improve how they support Board decision-making. The Executive Committee discussed these recommendations at its [November 7, 2025, meeting](#), and approved moving them forward to the Board as part of this item. Executive Committee members discussed the proposed change for the Committee to have explicit oversight of all services the agency provides and underscored the importance of comprehensive training to ensure members have a firm understanding of these programs. The Committee also supported adding the Regional Housing Needs Allocation (RHNA) as an explicit responsibility of the Regional Planning Committee under Board

### Action: Approve

The Executive Committee recommends that the Board of Directors approve the proposed amendments to SANDAG Board Policies and Bylaws.

### Fiscal Impact:

None.

### Schedule/Scope Impact:

None.

Policy No. 001. Staff noted that a more holistic review of Board Policies will occur in 2026 to consolidate and streamline policies that are currently dispersed across multiple documents.

### Key Considerations

Ministerial modifications are proposed in the policies where needed to update job titles, department names, grammar, and SANDAG street and email addresses. A summary of the substantive updates to the Board Policies and Bylaws is provided in the table below. In addition, the Executive Committee recommended two changes to the version of Board Policy No. 001 proposed to them on November 7th. The first was to maintain the provision calling for the Transportation Committee to establish priorities on transportation priority criteria in Section 4.1.3. The second was to add language to the Regional Planning Committee’s responsibilities regarding its role in the Regional Housing Needs Allocation (RHNA) process.

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.
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 financial reporting to the Board.
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 financial reporting to the Board.

**Next Steps**

If approved by the Board of Directors, the updated versions of the affected policies and the Bylaws will be posted on SANDAG’s website and staff will take action to implement the changes as needed. Approved changes to SANDAG’s governance framework will be implemented in 2026. As part of this effort, staff will also implement operational changes to strengthen effective communication with the Board.

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- 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
  - 44.12. Policy Advisory Committee and Working Group Recommendations