

**OPERATING GUIDELINES
FOR
CALTRANS SMALL BUSINESS COUNCIL**

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INTRODUCTION

PURPOSE

The purpose of the Caltrans Small Business Council is to encourage the participation of small businesses (SB), inclusive of Micro-Businesses, limited contracting small business enterprises, Lesbian, Bisexual, Gay, and Transgender (LGBT) businesses, Disadvantaged Business Enterprises (DBE) Disabled Veteran Business Enterprises (DVBE) and other disadvantaged groups in Caltrans contracting opportunities and to provide a forum to comment and provide feedback on Caltrans policies and practices that affect or impact small business utilization and participation in Caltrans contracts and projects.

MISSION

The Caltrans Small Business Council strives to assist Caltrans with providing consistency in the execution of the Small Business program, including DBEs and DVBEs, removing systemic barriers where feasible through policy level initiatives and directives in accordance with existing laws and regulations, as defined in the Caltrans Contracting Manual, and maximizing opportunities for increasing the participation of small businesses in Caltrans projects.

AUTHORITY

The Caltrans Small Business Council is not a policy making body, however, Caltrans uses external advisory committees such as the Council to develop solutions to the State's transportation problems, to disseminate information regarding specific Caltrans projects and programs, and to provide a forum for interactive discussions with interested parties. External advisory committees do not adopt policies that conflict with Caltrans policies or that could be construed as representing Caltrans policies. The Caltrans Small Business Council members serve as clearinghouses for the dissemination of Caltrans policies, programs and initiatives to their respective constituencies.

I. NAME

1. The name of this organization is the "Caltrans Small Business Council", hereinafter referred to as the "Council".
2. "Primary Council Member" means the person selected by an organization to be its representative.
3. "Alternate Council Member" means the Primary member's alternate.

4. "Caltrans" means the California Department of Transportation.
5. The "Director" means the Director of Caltrans.
6. "OBEO" means the Caltrans Office of Business and Economic Opportunity.
7. "Small business" includes Micro-Businesses (MB), Disadvantaged Business Enterprises (DBE) and Disabled Veteran Business Enterprises (DVBE).

II. OPERATING PROCEDURES

Except where otherwise expressed in these 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.

III. STRUCTURE

A. Council Chair

1. The Council Chair shall be the Director of Transportation.
2. The Chair may designate the Assistant Director of the Office of Business and Economic Opportunity in his/her absence.
3. The Chair or authorized designee shall preside over all meetings of the Council and maintain order by assigning the floor to members who wish to speak.
4. The Chair shall open and close action items and items for discussion.
5. The Chair shall be an ex-officio member of all Committees and Subcommittees.
6. The Chair shall facilitate the determination of Council meeting dates, times and locations.
7. The Chair shall disseminate the minutes, agenda and schedule special presentations.
8. The Chair shall accept an issue or concern from the full Council or Council Committees regarding Caltrans activities.

B. Caltrans Liaison to Committees

The Council Chair shall designate Caltrans staff members to act as liaisons to attend Committee meetings and the annual planning meeting when applicable. Caltrans Liaisons, who are not part of the committees, shall provide information and assistance to committees if needed.

C. Council Coordinator

The Council Chair shall designate a Council Coordinator that is a Caltrans employee. The Council Coordinator shall:

1. Manage logistics for the Standing Committee and regular Council meetings.
2. Act as liaison between council members, Caltrans staff, and the Council Chair.
3. Prepare and distribute the regular Council meeting agenda and minutes.
4. Provide staff support to the Council Chair as related to matters of the Council.
5. Manage and coordinate the Council membership application and renewal processes and provide the Council Chair with progress reports as required. Update and maintain the Council membership waiting list.
6. Update and maintain the Council membership roster and attendance record.
7. Archive Council and committee meeting materials.
8. Post the annual meeting schedule, meeting minutes, and annual member roster on the Council web page.

D. Committee Chair

The Committee Chair shall:

1. Be a current Primary Council Member.
2. Hold the position from January 1 through December 31.
3. Serve a minimum of one year, not to exceed three calendar years.
4. Be elected by Standing Committee members authorized to vote. Prior to the election of the new committee chair, the current chair shall solicit nominations

of Council members interested and willing to serve as Committee Chair. In the event of an election tie, the tie shall be broken by drawing one of the names of the two individuals receiving the most votes or flipping a coin.

5. Work with committee members to set goals and objectives to be worked on throughout the year.
6. Establish a Vice Chair to act on behalf of the chair, as necessary.
7. Solicit agenda items as they pertain to the committee's goals from committee members and submit all agenda items in writing to the Council Coordinator within two weeks prior to the scheduled committee meeting.
8. Schedule and run meetings on time as per agenda and prepare meeting minutes for each meeting.
9. Present to the full Council a summary of all discussions and action items of the committee meeting.
10. Disseminate action items and meeting notes to committee members and the Council Coordinator within two weeks prior to the next committee meeting.
11. Act as the main liaison between committee members and the Executive Committee. Report on Executive Committee meetings to the committee members.
12. Attend no less than three (3) council meeting in person. Should the Chair be unable to do so, a mid-term election may be held to select a new Chair who can attend the meetings in person as required. Alternatively, the Vice Chair may continue as acting Chair until the next election.

E. Standing Committees

The Council shall be composed of the following Standing Committees:

1. Construction Committee - Focused on Caltrans construction activity.
2. Professional Services/Local Assistance Committee - Focus on Architecture and Engineering, Land Surveying, and other Service Contracts; Local Agencies including construction and commodity activities).
3. Commodities Committee - Focused on Caltrans procurement of commodities.

4. Executive Committee - Composed of the Standing Committee Chairs; the Executive Committee shall meet with the Council Chair on a regular basis.

All Standing Committees shall define their annual goals and objectives and develop a plan of action during the Council's annual planning meeting. This plan of action shall guide the committee's work throughout the year. The action plan shall include the following:

1. No more than four (4) goals which the committee has determined reflect issues facing their constituency. These issues are to be determined by using polling or surveys in which the committee member associations weigh in on the issues they see as most important.
2. Each goal shall be determined by beginning with what the committee would like to achieve. The committee can then develop performance objectives to achieve the desired goal.
3. The items and plan of action shall be edited as needed by the Council Chair to ensure that the goals are achievable, measurable, and useful. The approved version shall then be distributed to the Committee.
4. All subsequent discussions and deliberations following the January planning meeting shall be focused on achieving the goals agreed upon during the planning meeting.

F. Other Standing Committees

Only the Council Chair may establish other Standing Committees.

G. Special Committees and Subcommittees

1. The recommendation to form a new subcommittee and appointment of a Subcommittee Chair must be approved by the Council Chair. The recommendation must be in writing and include the objective and duration of the subcommittee.
2. The Subcommittee Chair shall:
 - a. Serve a minimum of one year, not to exceed three (3) calendar years. Prior to election, the current Chair of the Special/ Subcommittee shall solicit nominations of Council members interested and willing to serve as Special/Subcommittee Chair.
 - b. Be a current Primary Council member.

- c. Hold the position from January 1 through December 31, unless the Special/Subcommittee is dissolved before the end of the calendar year.
- d. Schedule the meeting time and prepare the written meeting notes.
- e. Present a summary to the Council of all discussions and action items of the committee meetings.
- f. Provide a copy of the committee meeting notes to the Council Coordinator.
- g. Establish a vice-chair to act on behalf of the Chair when necessary.

IV. MEMBERSHIP

A. Criteria for Membership

1. Eligibility

Applicant associations must be a small business association representing at least thirty-five (35) members, organized under the laws of California as regulated by the California Secretary of State, and having a small business interest in Caltrans contracts and projects, specifically, construction, commodities, and architecture and engineering.

2. Membership Application

Applicant associations must submit a written request using the Council application form to become a member of the Council. The Council application form shall include but not be limited to the following information:

- a. Association - association name; mailing address; phone and fax numbers; web site; main contact person, title, and contact information; number of members; geographical coverage; primary business interest (commodities, construction, architecture, and engineering contracting activities).
- b. Primary and alternate council members to represent the association - their names, mailing addresses, email addresses, and phone number.

- c. Reason(s) why the association is seeking Council membership.
- d. A list of no less than thirty-five (35) active association members, including member names, their firm, and city of base operations.
- e. Desired Standing Committee membership.

B. Conditions of Membership

All members serve at the pleasure of the Council Chair.

All members shall observe the Caltrans policies on Sexual Harassment, Workplace Violence, Drug-Free Work Place, Incompatible Activities and Conflict of Interest, Ethics, and Zero-Tolerance of Discrimination (Equal Employment Opportunity).

All members shall observe and adhere to the Council's Code of Conduct.

All Primary members shall serve on one of the standing committees for the duration of the membership period. Participation on a standing committee shall be for a minimum of one (1) year, after which time members may choose to participate on a different committee for another minimum one (1) year period. In the absence of the primary member, the alternate shall take the primary member's place.

All members are encouraged to have Caltrans featured on their association's website. The websites can include information to how to participate on Caltrans contracts, how to work with Caltrans, and how to contact Caltrans should questions arise. The Small Business Council webpage¹ can also be featured on their website. The Council Coordinator can be contacted for suggested Caltrans links to host on association websites.

C. Number of Members

Membership on the Council shall be limited to a minimum of twelve (12) or a maximum of thirty-five (35) Primary representatives.

D. Removal from the Council

Any member association on the Caltrans Small Business Council shall be removed from the Council membership for any of the following causes:

- 1. Dissolution of the member association.
- 2. Suspended or inactive status of the member association as determined by the California Secretary of State.

¹ Small Business Council website is <http://www.do t.ca.gov/obeo/SmallBusinessCouncil.html>.

3. Two consecutive absences of the Primary or Alternate members at regularly scheduled meetings and/or their designated standing committee meetings.
4. Infraction of the Council Code of Conduct.

Member associations shall receive a written notification from the Council Chair of pending removal from the Council. The member association must submit within fourteen (14) working days a written response to the Chair providing a plan to address pending removal. Based on the member association's response or lack thereof, the Council Chair will issue a written response after making a final determination of the member association's continued council membership for the remainder of calendar year and/or term.

E. Replacement of a Council Member

Any member Association's representative shall be replaced for:

1. Disruptive and/or abusive behavior.
2. Non-observance of Caltrans policies and/or the Council's Code of Conduct.

Member associations can replace their council representatives at any time throughout the year by submitting a written notification to the Council Chair on association letterhead signed by the association president or chair.

F. Term

An Association's membership/representation term is four (4) years. The Council Chair will evaluate membership on the Council to maintain a balance of small business association representation. When a member vacancy occurs, consideration will 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 will be established for that purpose.

Annual Update of Membership - the Council Coordinator will contact the association during the last quarter of each year to confirm the association's active status as verified by the California Secretary of State, association contact information, and confirm the association's primary and alternate council representatives' names and contact information.

G. Inappropriate Use of Council Membership

No Primary or Alternate member on the Council shall represent themselves as speaking for or acting on behalf of the Council or Caltrans.

No Primary or Alternate member shall use their membership on the Council or its committees for personal gain and or influence, to obtain preliminary access to or obtain privileges to contract opportunities, contract administration, or access to government elected officials. (See Caltrans Ethics Policy.)

V. ROLE OF THE PRIMARY/ALTERNATE COUNCIL MEMBER

The role of the Primary or Alternate council member is to uphold the stated purpose and mission of the Council, attend and participate in standing committees focused on specific issues and full council meetings, and serve as clearinghouses for the dissemination of Caltrans policies, programs, and initiatives to respective constituencies. The Primary or Alternate council member shares ideas and provides input and feedback in an advisory capacity on how to improve small business participation and promote outreach activities.

1. It is a requirement of the Primary/Alternate representative to actively participate and serve on a Council Standing Committee of interest to his/her association's membership.
2. It is the responsibility of the Primary/Alternate representative to disseminate information resulting from Council meetings to their association membership. By the end of the month following the annual planning meeting, members will provide a written report to the Council Coordinator that documents the dissemination of information from the council meeting to the association membership and the association membership's dissemination of the same information to constituents. This will be updated as needed and periodically reviewed and verified by the Council Chair. Information disseminated shall be, at a minimum, the approved Council meeting record from the previous meeting.

Alternate Representative Participation

As stated in Section VI, Council Motions and Voting Rights: *The Alternate member can cast one vote only when the Primary member is absent.*

Further, should the Primary representative not be able to attend the standing committee meeting and/or the full council meeting either physically or via teleconference, it is the responsibility of the Alternate representative to attend those meetings in the Primary representative's place. Under these circumstances, the Alternate representative shall have voting rights.

Should the Alternate representative desire to participate in a standing committee, whether it is the same committee as the Primary representative or a different one, and/or the full council meeting that the Primary representative is present (physically or via teleconference), his or her role shall be as a non-voting member. As such, the individual can participate in discussion and have the rights and obligations of the Council as stated in the Council Operating Guidelines, except for voting rights.

Reimbursement for the Alternate representative's travel expenses is covered in Section IX, Reimbursement, of these Operating Guidelines: *If the Primary member is unable to attend a Standing Committee and/or Council meeting, the Alternate member may be reimbursed travel expenses. Reimbursements are in accordance with the State travel requirements for non-state employees and must follow the OBEO travel guidelines. Refer to Section IX for further details.*

VI. COUNCIL MOTIONS AND VOTING RIGHTS

1. The Council Chair is the presiding officer, and as such, shall maintain order at each meeting throughout the presentation of motions and process of voting as required.
2. The Council Chair shall not vote except to break a tie.
3. The right to make a motion or vote on issues before the Council is limited to the Primary members and should, to the extent possible, be based on issues and action items discussed during committee meetings. The Primary member will cast one vote for his/her member association. The Alternate member can cast one vote only when the Primary member is absent. Motions involving policies and practices of Caltrans shall be voted upon by Council members and shall be set forth as recommendations to Caltrans made in an advisory capacity only.
4. A majority based on 51 percent of Primary members or designated Alternates in the absence of Primary members shall constitute a quorum for the transaction of business at any regular meeting of the Council.

Council members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting, so long as any action taken after there is no longer a quorum is subsequently approved by a majority of the Council members.

VII. COUNCIL MEETING DATES

The annual cycle of the Council shall follow the calendar year, beginning on the first day of January and concluding on the last day of December.

The annual planning meeting of the Council will convene in January. Dates and locations for the following year's meetings shall be determined no later than November of the current year and provided to all Council members before the annual meeting in January. The Council Chair retains authority to change meeting dates and locations when necessary.

VIII. MEETING MINUTES

Approval of complete minutes from the previous Council meeting shall be a regular agenda item. The meeting minutes shall not be official until approved by the Council.

IX. REIMBURSEMENT

Generally, travel reimbursement will be limited to the annual planning meeting unless otherwise advised. Caltrans may reimburse the Primary member for travel expenses for attending both the Standing Committee and regular full Council meetings. If the Primary member is unable to attend a Standing Committee and/or Council meeting, the Alternate member may be reimbursed travel expenses. Reimbursements are in accordance with the State travel requirements for non-state employees and must follow the OBEO travel guidelines.

Travel expenses are strictly related to attendance at both Standing Committee and regular Council meetings. Standing Committee and Council meeting sign-in sheets will be used to verify attendance.

Travel expenses are not reimbursable for meetings of non-Caltrans organizations and District Small Business Councils. The Council Chair may cease to reimburse any or all travel related expenses.

X. DISTRICT SMALL BUSINESS COUNCILS

Statewide issues raised at District Small Business Council meetings may be referred to the Council for action.

RATIFICATION OF THE REVISED COUNCIL OPERATING GUIDELINES

The revised Operating Guidelines of the Caltrans Small Business Council was ratified in a vote conducted during the regular meeting of the Council on May 17, 2019 as verified by minutes of that meeting.



JarjiQe Salais
De0f'gnated Council Chair and Assistant Director
Caltrans, Office of Business and Economic Opportunity

6/17/19

Date