

# San Francisco Peninsula Rail Program Executive Steering Committee

**Downtown Rail Extension (DTX) now also known as The Portal**

Item #5: Governance Study Blueprint Update

May 19, 2023



# Overview

- ESC provided input and guidance at April meeting.
- MTC/SFCTA Governance Study Team has prepared Draft Governance Blueprint, which was discussed at IPMT meeting of May 12.
- This presentation:
  - Reviews key components of the Draft Blueprint
  - Reports out areas of IPMT discussion, consensus, and other views
  - Seeks ESC input and guidance on remaining issues
- IPMT to further review/discuss Draft Blueprint recommendations, focused on remaining issues, in order to bring Final Draft Blueprint forward.

## Governance Objectives for The Portal

Clarity of Purpose

Representation & Voice

Responsiveness & Oversight

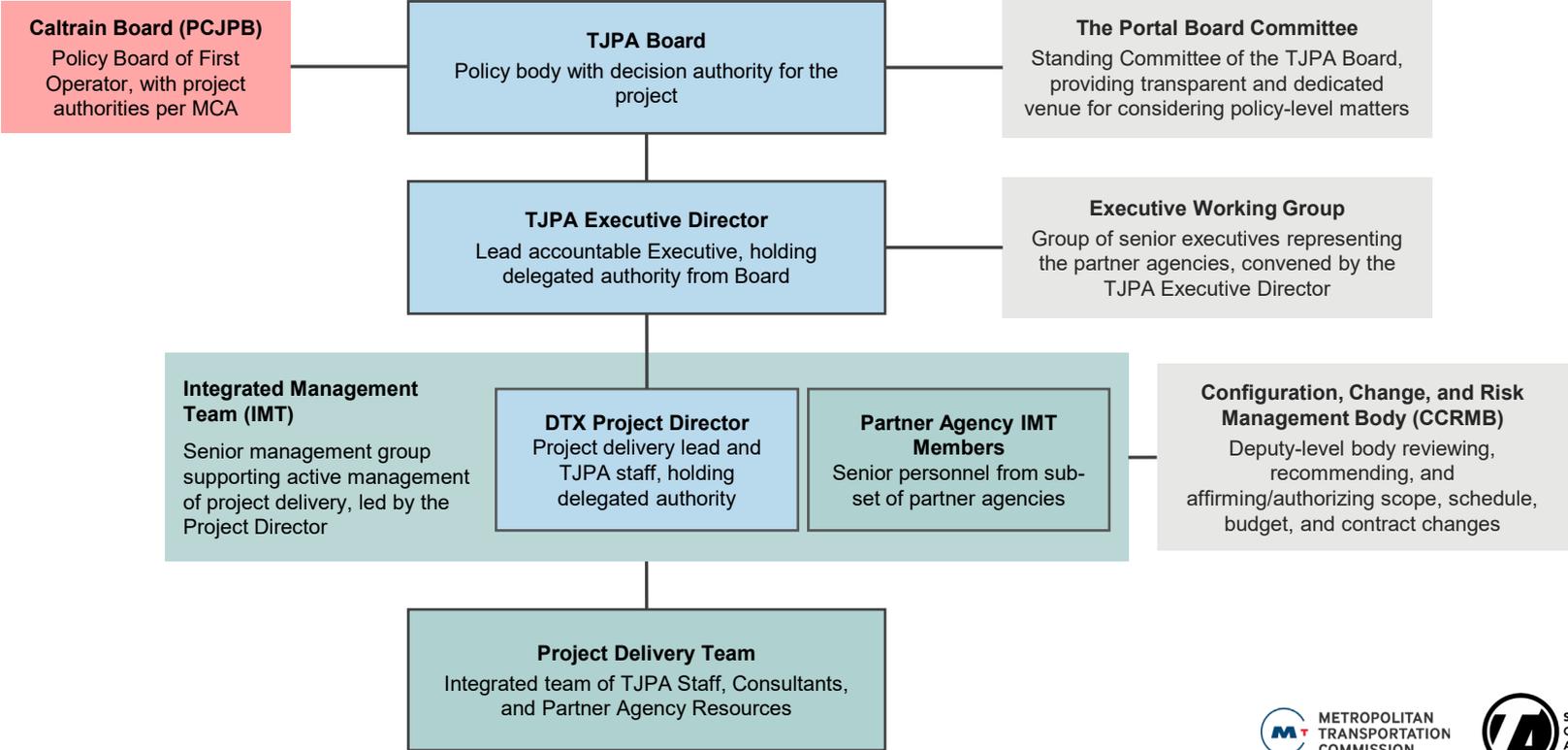
Capacity & Capabilities

Accountability & Authority

Transparency

# Governance Diagram

Governance Structure refined, based on guidance received at April 2023 ESC meeting and IPMT input.

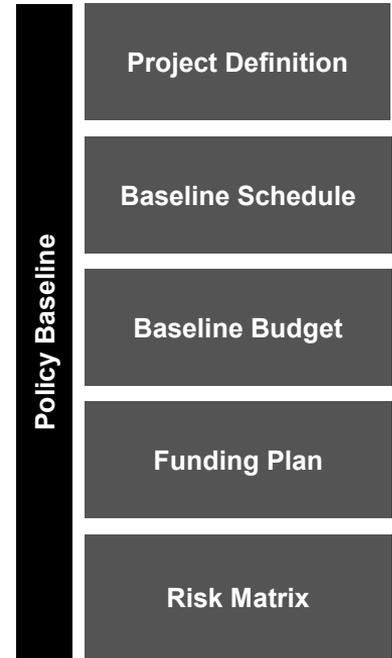


# Policy Review and Decisions

Project Governance requires a structured process to identify policy matters and to facilitate policy review and decision-making.

## Draft Blueprint contemplates the:

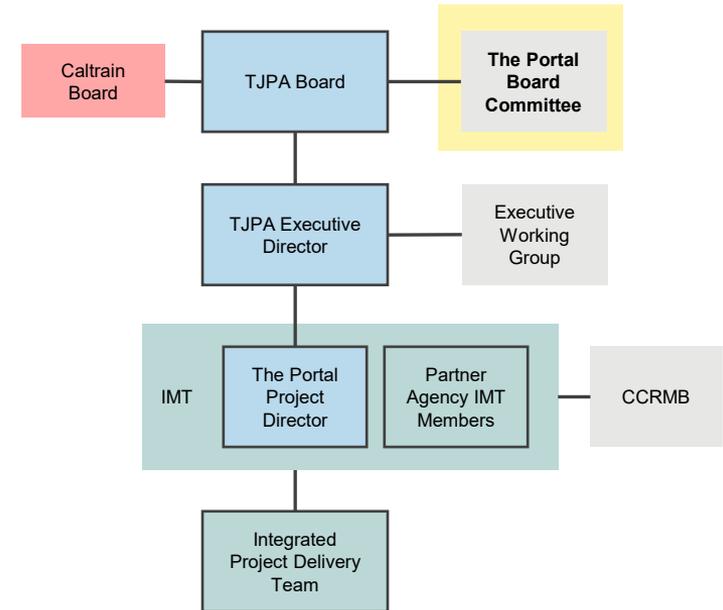
- Establishment of a Policy Baseline, to facilitate the control of policy-relevant matters.
- Use of the recommended Board Committee as a dedicated venue to consider policy matters and recommend policy decision-making to the full TJPA Board.
- Development of a Stage Gate process, defining a set of reviews required to recommend advancing the project into successive phases, with TJPA Board approval to progress.
- Non-policy decision-making delegated to the management and technical levels.



# The Portal Board Committee: Draft Parameters

*Standing Committee of the TJPA Board, to support the Board in matters pertaining to the project.*

<b>Primary Role/Function</b>	<ul style="list-style-type: none"> <li>Review/recommend policy-level decision-making to the full TJPA Board</li> </ul>
<b>Secondary Role/Function</b>	<ul style="list-style-type: none"> <li>Conduct oversight of project management and project performance</li> </ul>
<b>Membership</b>	<ul style="list-style-type: none"> <li>Three voting members, appointed by the Board from the Board's membership</li> <li>To include membership by Caltrain and San Francisco</li> <li>Provision for non-voting participation by MTC</li> </ul>
<b>Reports to:</b>	<ul style="list-style-type: none"> <li>TJPA Board</li> </ul>
<b>Receives Reports/ Recommendations from:</b>	<ul style="list-style-type: none"> <li>Executive Director</li> <li>Project Director</li> <li>CCRMB</li> <li>Executive Working Group</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>Regular public meetings</li> </ul>



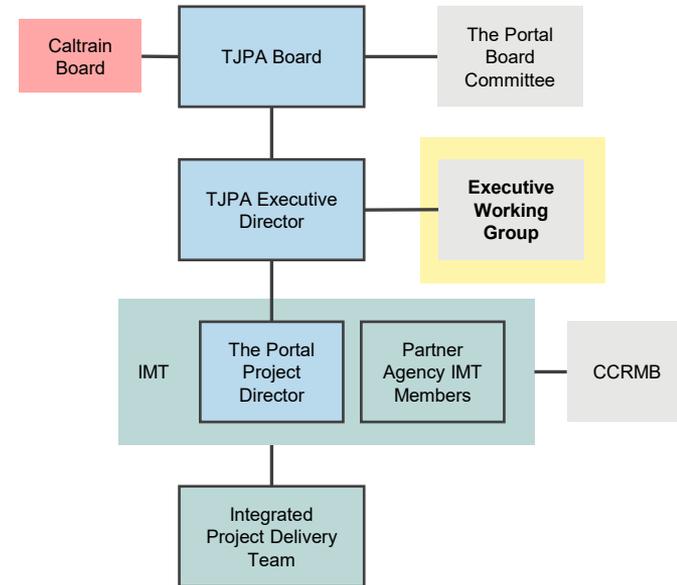
# Board Committee: Points of IPMT Input/Feedback

- Proposed structure is generally responsive to direction received from ESC.
- Committee should include membership by Caltrain and San Francisco.
- Other agencies (especially Caltrain) will have policy-level decision-making pertaining to the project.
  - Caltrain-TJPA Master Cooperative Agreement (MCA) will provide guidance/requirements for design and construction decision-making.

# Executive Working Group: Draft Parameters

*Group of senior executives representing partner agencies, to facilitate multi-agency collaboration and decision-making at the executive level.*

<b>Primary Role/Function</b>	<ul style="list-style-type: none"> <li>Support the executive-level management of the project; solicit, discuss, and apply best practices and lessons learned</li> <li>Provide policy review/oversight support to the Board Committee, including review of action items advancing to the Committee</li> </ul>
<b>Secondary Role/Function</b>	<ul style="list-style-type: none"> <li>Review/resolve issues escalated from the IMT</li> </ul>
<b>Membership</b>	<ul style="list-style-type: none"> <li>Executive Director (or designee) from the six DTX partner agencies</li> <li>Convened by, and under the authority of, the TJPA Executive Director; all members may agendize items for Working Group's consideration</li> </ul>
<b>Reports to:</b>	<ul style="list-style-type: none"> <li>Board Committee, with record of deliberations, including representation of minority views when applicable</li> </ul>
<b>Receives Reports/ Recommendations from:</b>	<ul style="list-style-type: none"> <li>Project Director / IMT</li> <li>CCRMB</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>Typical quarterly meeting frequency, with additional meetings as required or requested by membership</li> <li>To meet in closed format or in voluntarily public format, as appropriate</li> </ul>



# Executive Working Group: Points of IPMT Input/Feedback

- Proposed structure is generally responsive to direction received from ESC.
- Working Group to promote interagency alignment and coordinate decision-making.
- Working Group should draw on the collective experience and expertise of its membership, as a resource to the Executive Director and Board/Board Committee.
- Working Group should facilitate empowering decision-making at lower levels of project management and project delivery.

# Change Management/Control and Delegated Authorities

CCRMB to serve as primary multi-agency decision body for contract/commercial changes, working in concert with other governance bodies as appropriate.

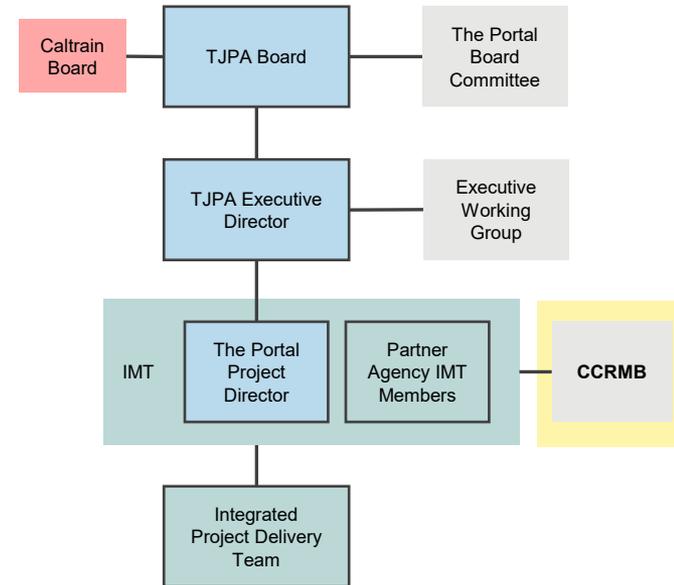
## Draft Blueprint contemplates the:

- Establishment of clear definitions of “Minor”, “Significant”, and “Policy-Level” change types, with management/decision pathways for each type.
- Development of thresholds and procedures to enable and support timely decision-making and reporting.
- Near-term creation of the CCRMB, to support development of detailed changed procedures and to begin controlling changes in the Enabling Program.

# CCRMB: Draft Parameters

*Change review and decision body, involving the partner agencies in technical and commercial oversight of the project.*

<b>Primary Role/Function</b>	<ul style="list-style-type: none"> <li>Review, recommend, or authorize project changes, including changes to configuration and contracts.</li> <li>Review and discuss monthly project status reports; monitor/question the performance of the project</li> <li>Monitor changes below approval threshold</li> </ul>
<b>Secondary Role/Function</b>	<ul style="list-style-type: none"> <li>Support identification of policy matters requiring consideration by Executive Working Group, Board Committee or full Board</li> <li>Support risk management, including through regular structured risk reviews</li> </ul>
<b>Membership</b>	<ul style="list-style-type: none"> <li>Composed of senior technical representation from the six partner agencies</li> <li>Chair and Vice Chair elected from/by the membership</li> <li>FTA PMOC invited to attend meetings</li> </ul>
<b>Reports to:</b>	<ul style="list-style-type: none"> <li>TJPA Board and/or TJPA Board Committee</li> <li>Executive Working Group</li> </ul>
<b>Receives Reports/ Recommendations from:</b>	<ul style="list-style-type: none"> <li>Project Director / IMT</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>Convened in closed, staff-level format</li> </ul>



# Change Control: Change Types (Draft)

Change Type	Definition	Decision Authority
<b>1. Minor Change</b>	A change that does not conflict with the Policy Baseline and is less than a pre-defined threshold.	<ul style="list-style-type: none"> <li>Project Delivery Team</li> <li>All changes reported to CCRMB</li> </ul>
<b>2. Significant Change</b>	A change that does not conflict with the Policy Baseline and is more than a pre-defined threshold.	<ul style="list-style-type: none"> <li>CCRMB</li> <li>Delegated Authority Procedures should address need for final approval of very large Significant Changes by TJPA Executive Director or TJPA Board, depending on size.</li> </ul>
<b>3. Policy Change</b>	A change that significantly alters or threatens the planned outcomes of the project, including all changes that are materially inconsistent with the Policy Baseline.	<ul style="list-style-type: none"> <li>TJPA Board, and/or others with authority, per governing agreements (e.g., MCA)</li> </ul>

- Enabling Program delivery provides opportunity to further develop/adjust procedures.

# Change Control & CCRMB: Points of IPMT Input/Feedback

- CCRMB is modeled on past/other Bay Area projects; approach for The Portal should apply lessons and should reflect the context and scale of The Portal.
- Decision-making processes and roles of the Integrated Project Delivery Team should be taken into account.
- For certain specific change decisions, individual agencies will have varying levels of risk or interest at issue.
- There is a need for clearer distinction between potential roles for CCRMB in budget/commercial matters and in policy matters.
- CCRMB should play a role in monitoring the cumulative impact of smaller changes.
- Some changes will require approval of Caltrain Board, per MCA.
- Opportunity for PMOC to provide additional input and perspective.
- IPMT to further review/discuss detailed processes to provide additional input for this component.

# Project Status Reporting and Risk Review

Timely and accurate information is critical to risk management and to decision-making at the management and policy levels.

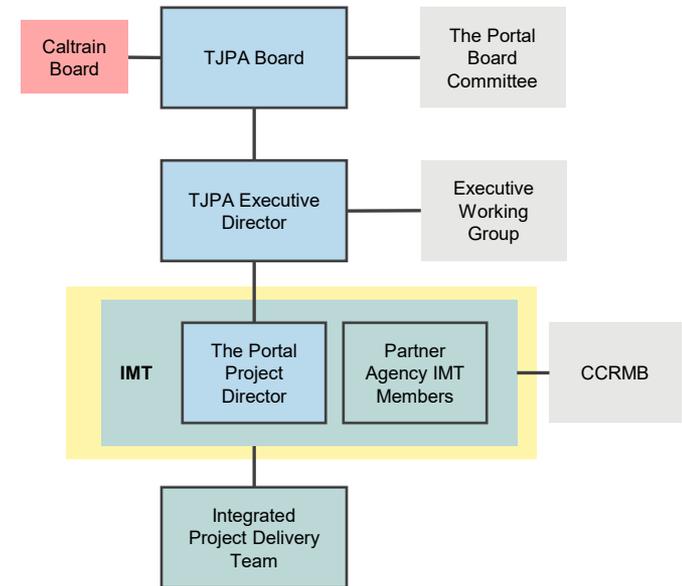
## **Draft Blueprint contemplates the:**

- Project Delivery Team, in consultation with IMT, to prepare a robust monthly Project Status Report, consistent with FTA requirements and reflecting the needs of governance bodies.
- CCRMB to serve as a review venue for regular project reporting.
- Board Committee to receive monthly report, with periodic/summary reporting provided to full Board as appropriate.
- Risk Management process to be in conformance with FTA requirements, with CCRMB considering risk on a monthly basis.
- CCRMB and FTA PMOC to participate in comprehensive risk review/assessment process on at least a quarterly basis.

# Integrated Management Team: Draft Parameters

- *Group of senior managers, supporting the active management of project delivery.*
- *Processes/procedures to be consistent with other agreements, including MCA and ICA.*

<b>Primary Role/Function</b>	<ul style="list-style-type: none"> <li>• Integrate/coordinate activities and commitments across agencies</li> <li>• Solve problems and remove roadblocks</li> <li>• Align guidance to the Integrated PDT</li> </ul>
<b>Secondary Role/Function</b>	<ul style="list-style-type: none"> <li>• Support management of risks and issues</li> <li>• Provide input to regular project reporting</li> </ul>
<b>Membership</b>	<ul style="list-style-type: none"> <li>• Led by Project Director, with senior management-level representation from those partner agencies with the interest, capacity, and basis for participation</li> </ul>
<b>Reports to:</b>	<ul style="list-style-type: none"> <li>• Executive Working Group</li> <li>• Members hold dual reporting to their home organizations</li> </ul>
<b>Receives Reports/ Recommendations from:</b>	<ul style="list-style-type: none"> <li>• Integrated PDT</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>• Regular/frequent meetings, to provide visibility into project activities and support project management</li> </ul>



# IMT: Points of IPMT Input/Feedback

- IMT supports management-level activities, as opposed to the technical activities and technical decision-making occurring within the Integrated PDT.
- IMT should help the PDT overcome obstacles rather than add a layer of process.
- IMT participation requires commitment of time and capacity, in order keep pace and support quality decision-making.
- MCA provisions and associated decision rights could affect the IMT and its processes.

# Next Steps

- Additional IPMT review and input, with a focus on change management/control and other remaining topics
- Revise/prepare Final Draft Blueprint deliverable, reflecting ESC guidance and IPMT input
- Bring forward Blueprint for ESC recommendation (June or July), and advance Blueprint to TJPA Board
- Concurrently, initiate work to prepare Successor MOU (planned to be in place by December 2023)

