

This brief is being provided to inform the Board, staff and public of the details of an agenda item that requires action from the Board. The President of the Board will provide board members, staff, and the public the opportunity to ask questions about this topic when this agenda item is announced.

Date: July 5, 2022

Originator: Cary Curtis and Kim Seney

Purpose: Propose New Board Committee Policy #4105

Desired Action by the Board:

Second reading by the board of new Policy #4105 - Board Committees. Requires a 3/5th majority affirmative vote of the entire membership of the board to adopt this policy.

1. **Description:** Proposed Policy #4105 outlines the recognized Committees, including the purpose and membership composition for the Gold Mountain CSD Board of Directors. It was recommended during the first reading at the May, 2022 Board meeting that the charters be included as attachments. The updated draft following includes the standing committee charters. Draft of the proposed policy follows.

Also included in this package for your reference are the Charters for current Ad-Hoc Committees. These approved charters will not be included in the Policy and are included for information only.

2. **Reason for Recommended Board Action - (Consider compliance, cost savings, fixing a problem):** GMCS D has recognized Committees since formation of the district. This policy simply documents what they are, how they function, and what they are expected to deliver to the Board of Directors.
3. **Anticipated Impacts to the District (negative and/or positive) - (Consider financial impact, change in procedures, customer and staff communication and effect if recommendations are not adopted):** none
4. **Anticipated Impacts to the Customer – Standby, Residential, Commercial:** nothing material
5. **Recommendation (s):** The Policy Review Working Committee recommends that the Board adopt the proposed new GM CSD Policy #4105 Board Committee Policy as presented.

DRAFT

POLICY TITLE: Committees of the Board of Directors
POLICY NUMBER: 4105

4105.1 Temporary Advisory Committees/Ad-Hoc Committees:

The Board President shall appoint such ad hoc committees as may be deemed necessary or advisable by himself/herself and/or the Board. The duties of the ad hoc committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

4105.1.2 A temporary advisory committee shall be comprised solely of members of the Board, and shall consist of less than a majority of Board Members.

4105.1.3 All Temporary Advisory Committees/Ad-Hoc Committees shall develop a Committee Charter and present the Charter to the board for adoption.

4105.1.4 A temporary advisory committee may make recommendations to the Board. The Board may not delegate any decision-making power to a temporary advisory committee.

4105.1.5 A temporary advisory committee shall meet on an as needed basis and shall not have a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board.

4105.1.6 Temporary Advisory/Ad-Hoc Committees shall comply with the Brown Act which states: *“~~_____~~The Brown Act does not apply to ad hoc committees consisting solely of less than a quorum of the legislative body, provided they are composed solely of members of the legislative body and provided that these ad hoc committees do not have some “continuing subject matter jurisdiction,” and do not have a meeting schedule fixed by formal action of a legislative body. Thus, ad hoc committees would generally serve only a limited or single purpose, they are not perpetual, and they are dissolved when their specific task is completed.”*

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4105.2 Standing Committees:

The following shall be standing committees of the Board: Executive Committee; Finance Committee; Fire Protection Services Committee; and FireWise Committee. Standing committees may be assigned to review District functions, activities, and operations pertaining to their designated concerns. meetings of standing committees are subject to the requirements of all applicable open meeting laws, including but not limited to the Brown Act.

4105.2.1 Committee assignments may be made by the Board President, a majority vote of the Board, or on their own initiative. Any recommendations from standing committees shall be submitted to the Board via a written or oral report.

4105.2.2 The Board's standing committees may be assigned to review District functions, activities, and/or operations pertaining to their designated concerns, as specified below. Said assignment may be

made by the Board President, a majority vote of the Board, or on their own initiative. Any recommendations resulting from said review should be submitted to the Board via a written or oral report.

4105.2.3 All Standing Committees of the board shall develop a Committee Charter and present the Charter to the board for adoption.

4105.2.4 All meetings of standing committees shall conform to all open meeting laws (e.g., “Brown Act”) that pertain to regular meetings of the Board of Directors.

4105.2.5 Standing Compliance shall comply with the Brown Act which states:
“Standing committees of a legislative body, which consist solely of less than a quorum of the body, are subject to the requirements of the Brown Act. Standing committees exist to make routine and regular recommendations on a specific subject matter, they survive resolution of any one issue or matter, and are a regular part of the governmental structure.”

Standing committees may, but are not required to, have regular meeting schedules. Even if such a committee does not have a regular meeting schedule, its agendas should be posted at least 72 hours in advance of the meeting (Section 54954.2). If this is done, the meeting is considered to be a regular meeting for all purposes. If not, the meeting must be treated as a special meeting, and all the limitations and requirements for special meetings apply.”

4105.2.5 Standing Committee Descriptions:

4105.2.5.1 **The Executive Committee** shall be concerned with the formulation of plans for arranging, realizing, and/or achieving District goals. Committee shall be concerned with proposed ordinances, resolutions, and District policies. This Committee shall be concerned with the GM contract, performance reviews and compensation.

4105.2.5.2 **The Finance Committee** shall be concerned with the financial management of the District, including the preparation of an annual budget and major expenditures.

4105.2.5.3 **The Fire Protection Services Committee** shall be concerned with the emergency fire and emergency medical service response within the District, how it is provided and the performance of the providers.

4105.2.5.4 **The FireWise Committee** shall be a joint committee with the Nakoma Community Association (HOA) to maintain the community’s FireWise designation and work with and educate owners to take fire resiliency and mitigation steps and prepare for emergencies and emergency evacuation.

4105.3 Standing Committee Charters

Committee Charters adopted January, 2022 follow:



**Executive Committee Charter
A Standing Committee of the Board**

PURPOSE: The Executive Committee is established as a standing committee of the Board of Directors to oversee Board effectiveness and general personnel matters, excepting those that are privileged and confidential. The committee works to ensure the Board is fully formed and operating effectively to meet its obligations to the District, with direct responsibility for board member recruitment sourcing and compliance with current law. The committee shall consider General Manager performance and advise on human resource policies, programs, and plans, employee development, and succession plans. The Executive Committee shall act in an advisory capacity to the General Manager on any organizational topics that the General Manager may bring to the Committee.

MEMBERSHIP & TERM: The Committee is comprised of two directors; one of which shall be the Board President. The Committee may establish such subcommittees as it believes are necessary to fulfill its purpose. The term for the Board member who is President shall run with the time he or she is President of the Board. The term for the second Director shall be two years.

MEETINGS: Meetings of the Gold Mountain CSD Executive Committee are subject to the *Brown Act* meeting and notice requirements. Subject to compliance with noticing requirements, the Committee shall meet as often as the Chair of the Committee deems necessary or desirable. Meeting minutes are required and posted to the district's website.

RESPONSIBILITIES: The Committee shall keep itself generally aware of District matters and of the General Manager's performance relative to his/her duties. The Committee's primary responsibilities include:

- Oversee the Board's hiring process for the General Manager position and all other matters regarding the General Manager's employment.
- Assure that a succession plan for the General Manager position is in place, and that the General Manager has a management plan in place adequate to fulfill the District's responsibilities.
- Oversee the Board's process of setting annual goals for the General Manager and the District.
- Providing regular and specific feedback to the General Manager on his/her personal performance against goals and expectations.

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- Lead annual performance review process for General Manager, including solicitation of input, development of written document, delivery of feedback and compensation recommendation to the Board.
- Provide general organizational feedback as needed.
- Partner with the General Manager during the annual budget for the District’s personnel costs to the Board, including overall budget for wages, benefits, and bonuses. The General Manager shall be responsible for allocating the approved personnel budget to District employees, including wages, salary increases, bonuses, etc.
- The Committee may from time to time recommend to the Board that a study be conducted to assure that the District’s salaries and benefits are appropriately competitive with similar Districts in the area. Historically, the District has completed a competitive wage analysis every three years.
- Periodically review the District’s personnel policies and Employee Handbook and recommend any changes to the Policy Committee and/or Board, including regulatory requirements or other amendments that the Committee deems appropriate.
- Act in an advisory capacity to the General Manager on any personnel and organizational related matters that the General Manager wishes to bring to the Committee.
- Lead the search and vetting process to fill vacancies on the Board of Directors as needed.
- Establish and ensure board members are meeting obligations for attendance, participation, etc.
- Identify and lead efforts around Board effectiveness, including feedback on meeting process.
- Partner with General Manager to ensure required board member training is completed as required and on time.
- Lead new board member onboarding process and maintain accuracy of new board member reference guide.

Standing Committee Compliance with the Brown Act:

Standing committees of a legislative body, which consist solely of less than a quorum of the body, are subject to the requirements of the Brown Act. Standing committees exist to make routine and regular recommendations on a specific subject matter, they survive resolution of any one issue or matter, and are a regular part of the governmental structure.

Adopted by the Gold Mountain CSD Board of Directors

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GMCS D FINANCE COMMITTEE CHARTER
A Standing Committee of the Board

PURPOSE:

The Finance Committee is established as a standing committee of the Board of Directors (BOD) to review, discuss and make recommendations to the District Board of Directors on matters related to the District's finances.

MEMBERSHIP & TERM:

Membership: The committee is comprised of two Directors, the District GM, and Treasurer.
Term: Annual

MEETINGS:

Meetings of the committee are subject to the Brown Act meeting and notice requirements. Subject to compliance and noticing requirements, the party will meet semi-annually, or as often as necessary or desirable. Meeting minutes are required for each meeting and posted to the District's website.

RESPONSIBILITIES:

Individual Committee members shall remain conversant with the District finances and keep themselves generally aware of District performance to budget. The Committee shall bring findings, concerns, and recommendations to the board. Responsibilities include:

- Investment of district reserves to ensure safety, liquidity, and acceptable yield
- Ongoing rate analysis of user, non-user, consumption, and connection fees
- Development of fiscal policies regarding debt issuance and service
- Review capital improvement plans and major system refurbishment/repairs
- Provide guidance and recommendations regarding District audits
- Ongoing financial analysis of current budgets as related to operational requirements, maintenance needs, capital improvements, and long-term community projects.
- Develop and maintain a set finance procedures and policies in line with this committee charter.

Standing Committee Compliance with the Brown Act:

Standing committees of a legislative body, which consist solely of less than a quorum of the body, are subject to the requirements of the Brown Act. Standing committees exist to make routine and regular recommendations on a specific subject matter, they survive resolution of any one issue or matter, and are a regular part of the governmental structure.

Standing committees may, but are not required to, have regular meeting schedules. Even if such a committee does not have a regular meeting schedule, its agendas should be posted at least 72 hours in advance of the meeting (Section 54954.2). If this is done, the meeting is considered to be a regular

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meeting for all purposes. If not, the meeting must be treated as a special meeting, and all the limitations and requirements for special meetings apply.

Adopted by the Gold Mountain CSD Board of Directors

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Date: _____ **March 18, 2022** _____

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FIRE PROTECTION COMMITTEE CHARTER
A Standing Committee of the Board

PURPOSE:

The Fire Protection Committee (FPC) is established as a standing committee of the Board of Directors (BOD) to oversee the Fire and Emergency Services under contract to the District. The Committee works to ensure the BOD is fully informed of the contractor's performance against contractual obligations and to identify and review contracting alternatives.

MEMBERSHIP & TERM:

Membership: The committee is comprised of two directors, the GM, and the Fire and Emergency Services Coordinator.

Term: Annual

MEETINGS:

Meetings of the committee are subject to the Brown Act meeting and notice requirements. Subject to compliance and noticing requirements, the party will meet annually, or as often as necessary or desirable. Meeting minutes are required for each meeting and posted to the District's website.

RESPONSIBILITIES:

Individual Committee members shall remain conversant with the District's Fire and Emergency Services contract and keep themselves generally aware of fire services and emergency services matters. The Committee shall bring findings, concerns, and recommendations to the board.

Responsibilities include:

- Overseeing contract performance
- Negotiating contract changes, amendments, and modifications to existing contracts
- Drafting future contract requirements
- Bringing recommendations to the board

Standing Committee Compliance with the Brown Act:

Standing committees of a legislative body, which consist solely of less than a quorum of the body, are subject to the requirements of the Brown Act. Standing committees exist to make routine and regular recommendations on a specific subject matter, they survive resolution of any one issue or matter, and are a regular part of the governmental structure.

Standing committees may, but are not required to, have regular meeting schedules. Even if such a committee does not have a regular meeting schedule, its agendas should be posted at least 72 hours in advance of the meeting (Section 54954.2). If this is done, the meeting is considered to be a regular meeting for all purposes. If not, the meeting must be treated as a special meeting, and all the

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limitations and requirements for special meetings apply.

Adopted by the Gold Mountain CSD Board of Directors

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NAKOMA COMMUNITY FIREWISE CHARTER
A Standing Committee of the Board

PURPOSE: The mission of the Nakoma Community Firewise Committee is to support and encourage activities which reduce hazardous fire fuel loads in our community. In all cases we want to preserve the natural beauty of Nakoma Community while taking prudent steps to reduce the risk of devastating wildfire damage.

MEMBERSHIP & TERM: The Nakoma Community Firewise Committee is a joint committee of the HOA and CSD and is comprised of community volunteers who collaborate with local, state, and federal fire officials to identify and support implementation of sound fire safe programs that are focused on community member safety and wildfire resiliency programs. The Committee should be comprised of one Chair and volunteers from the Nakoma Community.

MEETINGS: Meetings shall be open to all Nakoma Community members. Outside resources should be encouraged to attend in order to give input on programs and topics that are important to keeping our community Firesafe and Firewise. Meetings shall be announced in advance through GMCSO office email. There shall be no less than one meeting, an Annual meeting, to review where our community has acted and what more needs to be done going into the future

RESPONSIBILITIES:

GOALS: The priority Nakoma Community goals for wildfire safety are educating community members in best Firewise resources and actions which include:

- 1.) Public and firefighter safety
- 2.) Protection of developed resources such as homes and infrastructure
- 3.) Protection of natural resources such as watersheds, mature tree stands, views and habitats

Standing committees may, but are not required to, have regular meeting schedules. Even if such a committee does not have a regular meeting schedule, its agendas should be posted at least 72 hours in advance of the meeting (Section 54954.2). If this is done, the meeting is considered to be a regular meeting for all purposes. If not, the meeting must be treated as a special meeting, and all the limitations and requirements for special meetings apply.

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Adopted by the Gold Mountain CSD Board of Directors

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Date: _____ **March 18, 2022** _____

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- Fuel Break Maintenance \$ 20,000
- QAV Upgrades \$ 25,000
- Communication Upgrades \$ 7,500
- Fire Pipeline Study \$ 10,000
- Undesignated balance \$132,500

The designations are arbitrary based on previous Board’s assessments of long term fire program needs and objectives. Other considerations:

The current HFT project is ongoing. The final CSD cost for Phase I, II, and III will be in the range of \$55,000 of which an estimated \$30,000 (which includes the \$20k for fire break maintenance) will come out the reserve account leaving a preliminary working balance of \$199,000.

The District has not yet received the final annual fire tax payment from the state which should add \$15k to the reserve balance.

The District does not yet know the result of the ongoing Fire Consolidation effort, but there could be a call for an additional funding contribution to support the community election and related costs to finish the process. The District should reserve an additional \$15k as a contingency.

Regardless of whether the consolidation gets voter approval, or whether the District finds another solution leading to annexation, either option will come with a cost. The District currently has \$30k designated for annexation. Given that such cost will could exceed the designated amount, the District should consider increasing the annexation set-aside to at least \$50k.

The District has at least one more year of our current fire tax revenues before we would engage in any of the reorganization opportunities. That year will generate up to an additional \$45k of operational/reserve income.

During LAFCo discussions as part of the ongoing Fire District Consolidation effort, we discovered that if consolidation is successful, or if the District should choose to annex to another district, LAFCo would expect the District to turn over all resources associated with our Fire Protection power, to include accumulated reserves, to the new District. There is a strong probability that the our District could retain our QAV and other designated resources as they are primarily associated with wildfire protection rather than structural fire protection which would likely be the primary charter of a new district. At this time that appears to be a reasonable, but not guaranteed, assumption.

Based on these discussions and assumptions, there appears to be reasonable justification to invest a portion of the fire reserve dollars in near term resources or infrastructure that would directly benefit the District after a consolidation or annexation and prevent reserve dollars from going to purposes unassociated with our community.

Fire Reserve Committee Charter

Review the purpose and intent of the Gold Mountain CSD Fire Reserve funds including delegations, prioritization, and objectives. Report short and long term strategy recommendations back to the GM CSD board for consideration and action.

Committee Review Areas Include:

- Legal or regulatory concerns with investing the fire tax generated reserves
- Fire protection/operations post consolidation/annexation
- Wildfire prevention operations post consolidation/annexation

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- Future Hazardous Fuel Reduction Program requirements
- Associated CSD Policy/Resolutions

Practical investment options include but are not limited to:

1. QAV upgrades or replacement
 - Current QAV vehicle was a “home built” multipurpose vehicle used as a QAV during the summer and a CSD plow vehicle during the winter
 - Vehicle has extremely limited firefighting capability due to limited water storage and limited pumping options
 - Current QAV vehicle is experiencing mechanical issues related to age and hard use.
 - Used, purpose built vehicles may be available on the surplus market as an improved option
2. Fire house or vehicle storage building
 - A purpose built fire house is probably beyond the reasonable financial capability of the District although there have been unofficial plans for such a station since early development.
 - Both the City and now EPRFPD have offered to station a vehicle in the District should we be able to offer indoor storage.
 - A full time QAV vehicle would require indoor storage during the winter. The existing CSD/HOA maintenance building does not have the capacity to store such a vehicle.
 - We have preliminary bids that indicate that we could complete a 45’ x 45’ insulated steel building in the range of \$100k
 - The CSD has a preliminary survey of our Gemstone property showing one location for a fire storage building (See Exhibit D – Gemstone Fire House)
 - The CSD would benefit in having additional operational/storage space in the event the District did not use the structure to house addition fire resources.
3. Fire Main Upgrades
 - The estimate for doing a serious upgrade to the fire mains is more than \$2M; the available dollars could not really accomplish much.
 - More reasonable projects including installations of strategic new fire hydrants is doable
 - The District currently has 24 hydrants with reasonable coverage; our issue is not hydrant availability; our issues revolve around pressure which require major upgrades to the distribution system.
 - Invest in moving the high altitude water tank project along towards completion to feed future improved fire mains.
4. District Office Space
 - The District could leverage Fire reserve dollars to construct a modular office facility on the Gemstone site either in conjunction with a fire storage building, or as a self-financing option to offset cost.
 - Preliminary estimates a new modular building range from \$200,000 to \$250,000

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- Used modular space is available at significantly lower costs
- Either option will also require site preparation and installation costs

Thank you for your efforts on behalf of the District.

Adopted by the Gold Mountain CSD Board of Directors

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Date: _____ **September 27, 2021** _____

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POLICY COMMITTEE CHARTER
An Ad-Hoc Committee of the Board

PURPOSE: The Policy Committee is established as an ad hoc committee of the Board of Directors to review, create, and modify District Policies so that they provide an operating framework for the General Manager and staff to deliver services to the district. The Policy Committee has a goal to ensure that Policies are meaningful to the organization and can be implemented by the Staff. Alignment between the Board of Director’s policy setting activity and Staff’s implementation processes and procedures is crucial.

MEMBERSHIP & TERM: The Policy Committee is comprised two members of the Gold Mountain CSD Board of Directors and the General Manager. Subject matter experts are heavily relied upon to provide input, review, and recommendations on current and proposed Policies.

RESPONSIBILITIES: The Committee’s key responsibilities include:

- Conducting a bi-annual review of existing Policies to ensure they reflect current law and are still meeting the needs of the organization.
- Monitoring changes to laws and regulations that would require new Policies be recommended to the Board for adoption.
- Partnering with General Manager to review and/or write proposed new and changed policies with staff prior to submitting final version of recommended policies to vote by Board of Directors.
- Creating and documenting a process for drafting, reviewing, and recommending Policies and Policy changes to the Board of Directors for adoption, in partnership with General Manager. This process would extend beyond the adoption of Policies to cover the creation and review of Staff process to ensure Policies are aligned with Business Practices and Processes.
- Auditing key Policy Requirements, including maintaining a list of auditable items in partnership with GM.
- Working in partnership with GM to ensure that operational procedures and processes are in alignment with Policies.

Ad-Hoc Committee Compliance with the Brown Act:

The Brown Act does not apply to ad hoc committees consisting solely of less than a quorum of the legislative body, provided they are composed solely of members of the legislative body and provided that these ad hoc committees do not have some “continuing subject matter jurisdiction,” and do not have a meeting schedule fixed by formal action of a legislative body. Thus, ad hoc committees would generally serve only a limited or single purpose, they are not perpetual, and they are dissolved when their specific task is completed.

Adopted by the Gold Mountain CSD Board of Directors

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Date: _____ January 21, 2022 _____

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TRANSPARENCY CHALLENGE AD-HOC COMMITTEE CHARTER
An Ad-Hoc Committee of the Board

PURPOSE: As per board direction on March 15, 2021, and through CSDA and the Special District Leadership Foundation, *The Special District Transparency Certification of Excellence* platform showcases the district's commitment to transparency while promoting transparency in the operations and governance of special districts to the public/constituents. The public and our customers expect that our District operates transparently, in an ethical manner, and in accordance with laws governing Special Districts. This program walks the board and staff through a checklist process that leads to validation of GMCSO transparency and ethical standards.

MEMBERSHIP & TERM: The Transparency Challenge Ad-Hoc Committee is comprised of one member; 1) the President of the GMCSO Board of Directors. Other individuals will be invited to assist the committee as needed to fulfill upon requirements. The term of committee members expires when the Challenge has been met and validated by CSDA.

MEETINGS: Meetings will be held as necessary to complete the Challenge. No set meeting schedule has been established for this committee.

RESPONSIBILITIES:

- Using the CSDA Transparency Challenge checklist fulfill on the requirements of the program.
- Meet as necessary to complete specific requirements.
- Provide status update report to GMCSO board at every regularly scheduled meeting.
- Gain approval of GMCSO board of completeness prior to submitting final package to CSDA for validation.
- Recommend process for ensuring ongoing compliance to transparency.

Ad-Hoc Committee Compliance with the Brown Act:

The Brown Act does not apply to ad hoc committees consisting solely of less than a quorum of the legislative body, provided they are composed solely of member of the legislative body and provided that these ad hoc committees do not have some "continuing subject matter jurisdiction," and do not have a meeting schedule fixed by formal action of a legislative body. Thus, ad hoc committees would generally serve only a limited or single purpose, they are not perpetual, and they are dissolved when their specific task is completed.

Adopted by the Gold Mountain CSD Board of Directors

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