

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:** January 21, 2022

**Originator:** Cary Curtis & Kim Seney

**Purpose:** Discuss and determine agreed upon a standard for Committee Charters for all committees of CSD and that align with the Mission of GMCS D and provide committee purpose, objective and guidance to current and future standing committee members and staff. Committee Charters would apply to all Standing Committees and Ad-Hoc Committees.

**Supporting Documents Included: Yes** - Draft Executive Committee Charter, Brown Act Requirements for Standing Committees and Draft Ad-Hoc Policy Committee Charter and requirements. (Included in this document)

**Desired Action by the Board:** Review and discuss included drafts as sample of proposed charter format for standing and ad-hoc committees. Agree upon next steps and timing.

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1. **Description:**

Over the past year, the board has discussed developing and implementing Mission Statements for Committees of the Board. The three standing committees, Executive, Capital Improvement and Finance and Firewise are included.

A draft Executive Committee Charter was developed bringing in all elements of purpose, responsibilities, and compliance into one stated document. The goal is to establish standard protocol for all Standing Committees for board adoption. In addition, a draft Ad-Hoc Policy Committee Charter was developed giving direction and guidance to the Ad-Hoc committee of their scope, responsibilities, and objectives.

*Note: It is also recommended that Ad-Hoc committee charters are established when a committee is formed. However, Ad-Hoc committees, often referred to working committees, are not ongoing committees of the board (as they have a start and end date), and therefore are not subject to the Brown Act, UNLESS a quorum of board members exist on that committee or a quorum is in attendance of an ad-hoc committee meeting.*

2. **Reason for Recommended Board Action - (Consider compliance, cost savings, fixing a problem):**

Committee Charters do not currently exist. Developing an agreeable approach to establishing Charters assists staff, current members of committees and future appointees to committees with objectives and scope.

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):**  
Improved direction to members of committees on their scope and responsibilities, including adherence to Brown Act meeting requirements. A Brown Act Meeting guide is included with this brief.
4. **Anticipated Impacts to the Customer – Standby, Residential, Commercial:**  
Possibly streamlined reporting from committees at board meetings. Customers would become more aware of committee objectives and responsibilities.
5. **Recommendation (s):**
  - a) First reading of the two draft Committee Charters
  - b) Discussion – do the draft Charters fit objectives to inform, create consistency and transparency, and establish protocol for committees to follow?
  - c) Develop agreed upon next steps.

## Draft Executive Committee and Ad-Hoc Policy Committee Charters -

### EXECUTIVE COMMITTEE CHARTER ~ D-R-A-F-T

**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.
- Lead annual performance review process for GM; including solicitation of input, development of written document, delivery of feedback and compensation recommendation to the Board.
- Provide general organizational feedback as needed.
- Recommend 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.*

*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.*

**POLICY COMMITTEE CHARTER ~ D-R-A-F-T**

**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.*