



TO: BOARD OF DIRECTORS **BOD Meeting: 2/27/2025**
FROM: Katharine Wylie, Agency Administrator **Item: 5d)**
SUBJECT: BYLAWS AMENDMENT - STANDING COMMITTEES

RECOMMENDATION

Amend the Board Bylaws to limit Standing Committee membership to two board members and update Planning Committee jurisdiction.

BACKGROUND

The Board Bylaws currently call for “up to six” members of the community to be committee members of the Board’s Standing Planning and Finance committees. For the past year, the District has struggled to properly convene calendared committee meetings due to non-aligned member schedules. Achieving a quorum is required for the committee to conduct its business. Further, community members participating in such committees are bound to the requirements of the *Ralph M. Brown Act*, (Brown Act). Violations of the Brown Act could risk both penalties to the District and hamper the ability of key community stakeholders to exchange relevant information.

ANALYSIS

While the intent of the original Bylaws provision was to ensure open and public participation in planning and finance matters, participation of community members and receipt of community input may be better achieved through well-planned Board meetings, community engagement workshops, and ad hoc advisory groups. As a landlord rather than a health services operator, the current work of the District focuses on confidential real estate negotiations as well as appropriately navigating a partnership with a health operator with proprietary business transactions. Much of the associated work in this area is properly designated by the Brown Act as subject to confidential closed sessions of the Board, rather than open sessions of a standing committee. In addition, the District has no staff and therefore no responsibility for human resources policies, compensation or benefits actions. Should a staffing project be authorized by the Board at some future time, the general project planning and oversight language that exists is adequate to engage this committee if needed.

Given the District’s current mission, it is advisable to amend the bylaws to limit Standing Committee membership to two board members, and to remove defunct activity from the Planning Committee. These changes would support timely and productive public meetings, with appropriate community input on agenda items. As the District embraces its new mission, this adjustment to align the Bylaws with current roles and goals will focus and facilitate the work of the standing committees.

FISCAL IMPACT

None anticipated at this time.

majority vote to serve on the committee. Every Standing committee shall keep action minutes of each of its meetings, and every committee shall report to the Board periodically concerning its activities.

The Board may, by majority vote, appoint a temporary Committee Member to serve during the absence of a regular committee member.

Any member of a committee may be removed at any time by the Chair, subject to the consent of the Board.

Section 2. Standing Committees.

Planning

A Standing Committee on Planning, composed of two Board members, ~~and up to Six community members~~, will be chaired by the Vice Chair and shall meet at least quarterly and report to the Board thereafter. The purpose of the Planning Committee includes but is not limited to

- Developing a plan and performing oversight for projects authorized by the Board;
- Developing a plan and performing oversight for ongoing facilities maintenance and a five-year facilities improvement plan;
- ~~Recommending and overseeing Human Resource policies, compensation and benefits; and;~~
- ~~Recommending community members as appropriate for Board appointment to the Planning Committee.~~

Finance

A Standing Finance Committee composed of two board members ~~and up to Six community members~~, will be chaired by the Treasurer, and shall meet at least quarterly and report to the Board thereafter. The purpose of the Finance Committee includes but is not limited to:

- Ensuring an annual independent audit is performed;
- Providing a budget recommendation to the Board in May of each year for adoption in June;
- Recommending and overseeing fiscal policies and investments, and accounting and budgeting practices;
- Reviewing Board financial statements and reports; and
- ~~Reviewing Measure C Committee recommendations;~~

Section 3. Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the Chair for defined tasks of a limited duration. The Chair shall notify the Board that an *ad hoc* committee has been established, and the purpose thereof. An *ad hoc* committee shall only perform those duties assigned by the Chair, and upon their completion be discharged. The Chair shall determine the members of the committee. The Chair shall be notified in advance