



Midpeninsula Regional
Open Space District

R-21-106
Meeting 21-23
August 11, 2021

AGENDA ITEM 3

AGENDA ITEM

Updates to Various Board Policies

GENERAL MANAGER'S RECOMMENDATION

Review and approve revisions to the following Board Policies, with any other amendments requested by the Board of Directors:

- *Board Correspondence*
- *Measure AA Bond Oversight Committee Bylaws*
- *Board Appointee Performance Evaluation Process*

SUMMARY

At the Board of Directors' (Board) self-evaluation retreat held on February 8, 2021, the Board directed staff and the Board President and Vice-President to review Board policies to determine if any required updates. Staff worked with the Board President and Vice-President to revise the *Board Correspondence*, *Measure AA Bond Oversight Committee Bylaws* and *Board Appointee Evaluation Process* policies to conform the policies to current District practices and procedures and increase efficiency where possible.

DISCUSSION

At the February 8, 2021 Board retreat, the Board discussed various areas where the District and Board can increase efficiency and suggested some Board policies may require updates to support high-level policy decisions by the Board and to conform the policies to current practice. District staff identified updates to three policies and worked with the Board President and Vice-President to revise the policies.

Board Policy 1.05 – Board Correspondence

To promote timely and responsive replies to communications from the public, staff recommends revisions to the *Board Correspondence* policy. Communications to the public are often transactional in nature, such as requests for information, informing the District of concerns in the preserves, etc. This type of correspondence can often be quickly and efficiently responded to by staff who can provide the requested information or address a particular public concern. The staff response will be based on established Board policy and previous Board direction. Staff sends a copy of the original correspondence and the staff response to the Board member who is specifically contacted or to the entire Board, as necessary, to keep Directors informed of the public's interest in a topic and the response.

The proposed revisions to this policy would refer to the current correspondence process that is done by staff for which the Board is carbon copied (cc:). The proposed revisions would also add a means by which a majority of the Board can request that a separate Board response be drafted by staff and provided to the Board for review and approval. This response would be subsequently sent directly to the recipient by either the Board President or the contacted Board Director. If the Board seeks to consider a change to previous Board direction, it can direct staff to place an item on a future agenda and include the information in the Board response to the public. This approach ensures that members of the public receive a timely staff response to their inquiry while maintaining the option for the Board to send its own response that is approved with a longer lead time as part of a public meeting agenda.

Board Policy 1.10 – Measure AA Bond Oversight Committee Bylaws

Upon voter approval of Measure AA in 2014 and in accordance with the Measure AA authorizing ordinance, the District created a bond oversight committee, which is charged with reviewing bond expenditures to verify conformity with the adopted expenditure plan. The Board adopted bylaws for the committee in August 2015, which outlines the committee's charges, formation process, terms of office, etc. Since that time, staff and the committee have further refined the processes they use to fulfill their oversight role. The proposed revisions to the policy would ensure that the bylaws reflect current committee procedures and clarify terms of office.

Board Policy 2.02 – Board Appointee Performance Evaluation Process

This policy has only been revised once since its adoption in 2014 to conform to the District's change to the fiscal year schedule. The proposed revisions seek to clarify the roles of staff in the evaluation process, increase efficiencies and remove redundancies by combining the evaluation process with the District's annual list of accomplishments, and codify various other aspects of the process.

FISCAL IMPACT

There is no fiscal impact associated with the proposed policy revisions.

BOARD AND COMMITTEE REVIEW

[February 8, 2021 Board Meeting](#) – The Board discussed the need to review its policies periodically and directed staff to work with the Board President and Vice-President to review and update Board policies.

PUBLIC NOTICE

Public notice was provided as required by the Brown Act.

CEQA COMPLIANCE

This item is not a project subject to the California Environmental Quality Act.

NEXT STEPS

The District Clerk will include the Board-adopted policy updates in the Board Policy Manual, and these policies will take effect as of the date of approval.

Attachments:

1. Proposed Revisions to Board Policy 1.05 – *Board Correspondence*
2. Proposed Revisions to Board Policy 1.10 – *Measure AA Bond Oversight Committee Bylaws*
3. Proposed Revisions to Board Policy 2.02 – *Board Appointee Performance Evaluation Process*

Responsible Department Head:

Ana Ruiz, General Manager

Prepared by/Contact person:

Jennifer Woodworth, District Clerk/Assistant to the General Manager

Midpeninsula Regional Open Space District

Board Policy Manual

Board Correspondence	Policy 1.05 Chapter 1 – Administration & Government
Effective Date:	Revised Date: <u>9/23/15</u> 8/11/21
Prior Versions: 11/13/13; <u>9/23/15</u>	

Purpose

So that the public may perceive that any correspondence or forms of recognition from the Board President or Board of Directors has the support of a majority of the Board of Directors, it is necessary to establish guidelines for the issuance of correspondence and forms of recognition.

Policy

The District Clerk is authorized to receive and open all mail (including ~~E-Mail~~email) addressed to the Board of Directors from members of the public. Any such written communication addressed to the Board shall be provided to all Board members and to members of the press and public who have requested supporting materials as soon as possible.

~~District staff shall draft response to the member of the public submitting the a correspondence, and the Board of Directors will be copied on the response. The General Manager, or a majority of the Board of Directors may request shall determine whether that a draft Board response to written communication will to be placed on the agenda in accordance with the procedures of this policy for consideration of an additional Board responses and Board approval prior to issuing a response that is addressed by the Board and sent directly by either the Board President or the Board Director who was directly contacted by the recipient.'s, considered in connection with an item already on the agenda, and/or referred to a committee for action, a Director or staff for simple acknowledgement, response or draft response, or shall determine that an adequate response has been made.~~

A written communication addressed to an individual Director may, at the discretion of the individual Director, be considered a personal letter, a written communication or may be relayed to the members of the Board as an informational item.

Procedures for Handling Board Correspondence

a. Board President Signing on Behalf of the Board

The Board President will sign all letters sent on behalf of the Board of Directors. Routine letters from the Board President, or designee in his/her absence, do not need to be listed as consent items on the Board agenda. Such letters shall include:

1. Thank you letters to individuals or organizations for involvement in events or activities that benefit the District
 2. Letters of recognition or appreciation in honor of distinctive service to the District, such as those sent to District volunteers or staff and letters of recognition for donations given to the District.
- b. Written Correspondence Regarding Established Policy or Request for New Policy**
The General Manager shall make the determination if a written correspondence received from a member of the public is related to Board policy or general administration of the District.
1. When a written communication involves the enforcement of previously set Board policy or established procedures of the District, the communication is directed to the appropriate department for response by staff. A copy of the response will be distributed to the Board.
 - ~~2.~~ 2. When a written communication involves a request to change Board policy ~~or, a consideration for a new proposed policy direction or future Board action, it the~~ General Manager shall discuss an appropriate response with the Board President and shall be referred to direct the appropriate department ~~for review and to prepare the response respond to the requestor. The correspondence and draft response shall be included on the Board Agenda under "Written Communications" for review and approval by the Board. Upon initial receipt of the written communication, staff shall send an acknowledgment of the communication to the author and notification that the Board will be considering a response at a future Board meeting. The Board shall be copied on the response, and a majority of the Board of Directors may request that the Board also send a separate response.~~
 - ~~2.3.~~ 2.3. When a written communication involves a future Board action, it shall be referred to the appropriate department for review and response. A copy of the comment and response will be added to the appropriate project file. The Board shall receive a copy of the comment and response, and a majority of the Board of Directors may request that the Board also send a separate response.
- c. Written Correspondence Related to Agenda Items**
Correspondence related to an item on the agenda may be distributed with the agenda and supporting materials and considered by the Board at the forthcoming meeting. Correspondence received after distribution of the agenda packet shall be provided to Board members and members of the public at the Board meeting. Acknowledgement or response is optional. Staff may respond orally, if necessary, to clarify information or District policy, but will not typically provide a written response unless requested by a majority of the Board. Written communications related to agenda items shall be maintained with the official records of the District for that Board or Committee meeting. Copies of the public comments and responses shall also be added to the appropriate project file.
- d. Written Correspondence at Board Meetings**
~~Members of the public may read Written Communications into the District's record during Oral Communications at a regular meeting and offer explanations of any such document. The presiding member of the Board may limit presentations of the~~

~~speakers, including the reading of a written communication, to three minutes. Acknowledgement or response is optional.~~ Written communications received at a Board meeting shall be maintained with the official records of the District for that Board meeting.

e. Distribution of Written Correspondence

Written communications which are distributed to the Board at a time other than a regular mailing shall be distributed to members of the press who have requested supporting materials.

f. Written Correspondence with Large Attachments

Written communications accompanied by an extraordinary quantity of attachments may, at the discretion of the General Manager, be duplicated and distributed with some or all the attachments excluded. The General Manager shall note on the written communication or in an accompanying memorandum that the entire written communication, including attachments is available at the District office for public review. Copies of the excluded attachments will be made available on the same basis as any other public record.

Communications to the Public from Individual Directors

Any written or oral communication from a Director to the public or Board, or other agencies or organizations in any way related to the Director's capacity as an elected District official shall be distributed to the Board as a public informational item by the Director unless it is made clear in the communication that the communication is the opinion of the individual Director and not the opinion of the District or Board of Directors as a whole, unless the Board has approved the communication in advance.

Midpeninsula Regional Open Space District

Board Policy Manual

Measure AA Oversight Committee Bylaws	Policy 1.10 Chapter 1 – Administration & Government
Effective Date: 8/12/15	Revised Date: N/A
Prior Versions: N/A	
Attachments: Bond Oversight Committee Application	

Purpose: The Measure AA Bond Oversight Committee (Committee) is appointed by the Board of Directors (Board) for the Midpeninsula Regional Open Space District (District) in order to promote transparency, and ensure oversight and accountability for all funds collected and allocated under Measure AA.

Committee Responsibilities: The Committee has the following three responsibilities for each of the years the Measure AA general obligation tax is collected or revenues expended:

- Review Plan expenditures on an annual basis to verify conformity with the Expenditure Plan.
- Review the District’s Annual Audit and Annual Accountability report and present the Committee’s findings to the Board at a public meeting.
- Review any proposed amendments to the Expenditure Plan.

The Committee Chair shall report the Committee’s findings at a public meeting of the Board of Directors.

~~The Committee shall not have authority to recommend, advise, or direct any such matters that may fall under its responsibility to review.~~ The Committee is not advisory to the Board of Directors and has no power to determine how General Fund monies are spent. The Board of Directors retains its authority to make such decisions and determinations.

Committee Composition: The Committee shall consist of seven members, who are residents of the District.

- All members must be at least 18 years of age and reside within the Midpeninsula Regional Open Space District.
- Committee members may not be current District employees, District Board members, or any vendor, contractor, or consultant with active contracts or agreements with the Midpeninsula Regional Open Space District.
- If at any time during his/her term, a Committee member becomes aware of a potential conflict of interest by a potential contract for services or other possible financial interest in or with the District, the Committee member must notify both the staff contact and the District Counsel immediately for legal review of the issue.
- If at any time during his/her term, a Committee member ceases to maintain his/her principal place of residence within the District’s boundaries, then such person shall

become ineligible to continue to serve as a member of the Committee and said position shall be declared vacant by the Board of Directors.

Committee Operations:

Quorum and voting: A majority of the Committee constitutes a quorum for the transaction of business. The Committee shall make decisions only by an affirmative vote of at least a majority of all members of the Committee.

Attendance: Members will actively support Committee activities and regularly attend meetings. Accordingly, more than three absences during an 18-month period may be cause for removal from the Committee by the Board of Directors.

Record: The Committee shall maintain a record of its meetings. Minutes of all meetings consisting of actions taken and the time and place of each meeting shall be kept on file at the District's administrative office. District staff will prepare the minutes for each Committee meeting with the assistance of the Committee Chair. A member roster and record of Committee member attendance shall be maintained by the District Clerk.

Location of meetings: The Committee shall meet in the Board Room, ~~330 Distel Circle~~ at the District's administrative office in, Los Altos, CA, at a time convenient to Committee members and the public or at some other location designated by the Committee within the boundaries of the Midpeninsula Regional Open Space District, which is available to members of the public and complies with state and federal laws regarding accessibility.

Termination: A member's term shall terminate on the occurrence of any of the following:

- The member voluntarily resigns by written notice to the Committee Chair or District staff.
- The member fails to continue to meet the qualifications for membership, including attendance and residency requirements.

Committee Lifespan: The Committee shall sunset (cease to exist) once it has reviewed and reported on all audit reports covering the 30 years of Measure AA revenue collection. No Board action is required to terminate the Committee.

Committee Member Terms of Office: The seven seats on the Committee will have the following staggered terms of office:

Member Seats	First Term		Second Term	
	Appointment	Expiration	Appointment	Expiration
1, 3, 5, 7	July 2016	December-June 2020	January-July 2020	December-June 2024
2, 4, 6	July 2016	December-June 2018	January-July 2018	December-June 2022

Each of the seats will be for four year terms, with the exception of seats 2, 4 and 6 during the first term only. The first term for seats 1, 3, 5, and 7 will serve from July 2016 to ~~December~~ June 2020, and seats 2, 4, and 6 will serve from July 2016 to ~~December-June~~ 2018. All subsequent terms will be for four years running from ~~January-July~~ through ~~December~~June.

Committee Meeting Schedule: The Committee shall meet at least once annually. The District's fiscal year currently ends on June 30 of each year with the Annual Financial Audit Report typically being provided in October each year. Consequently, the Committee shall meet each fall to review the Annual Financial Audit Report to verify that District expenditures conform to the Expenditure Plan. The exact meeting schedule will be dependent on the budget preparation schedule and available meeting dates for Committee members, which may vary from year to year. In addition to review of the Annual Financial Report, the Committee may also hold onsite tours of projects being funded by Measure AA.

When necessary the Committee shall meet to discuss any proposed amendments to the Expenditure Plan. These meetings may occur without regard to the budget cycle. All meetings of the Committee will be public and noticed in accordance with the Ralph M. Brown Act.

Committee Organization and use of Existing District Practices: The Committee shall follow all relevant existing District practices in terms of organization and conduct. Specifically, that the Committee:

- Shall choose a Chair and Vice-Chair at the first regular meeting of each year
- Shall operate in accordance with the Ralph M. Brown Act
- Shall comply with all state and local mandated conflict of interest/economic interest disclosure requirements
- Shall receive no compensation for his/her service on the Committee
- Shall comply with all applicable District policies and procedures

In the event of any conflict between these bylaws and the Expenditure Plan or other provisions of law, the Expenditure Plan or law shall prevail.

Recruitment: The General Manager's Office shall make efforts to fill Committee vacancies as soon as practical. Upon notification of a vacancy, whether planned or unplanned, staff shall inform the Board of the status of recruitment efforts to fill the vacancy. The vacancy may be filled by selecting an applicant from the most recent recruitment list, or the Board may direct staff to hold another recruitment.

Appointments: Appointments of Committee members shall be placed on the agenda at a Board of Directors meeting.

**MIDPENINSULA REGIONAL OPEN SPACE DISTRICT
APPLICATION FOR MEASURE AA BOND OVERSIGHT COMMITTEE**

Please print or type

Name: _____

Home Address: _____

Home Phone: _____ **Work Phone:** _____

Email Address: _____ **Cell Phone:** _____

Why do you want to serve on the Measure AA Bond Oversight Committee?

Do you have any training, expertise or experience that you would like the Board to consider as they review your application for the Bond Oversight Committee?

If you have served on other oversight committees or advisory boards/commissions, please list and briefly describe your role:

Please provide two references including name, address, phone number, and relationship:

Please submit your application by email or mail to:

Bond Oversight Committee
c/o ~~Jennifer Woodworth~~, District Clerk
330 Distel Circle
Los Altos, CA 94022

~~jwoodworth@openspace.org~~
~~clerk@openspace.org~~

Applicant Requirements:

- I am 18 years of age or older.
- I am a resident living within the boundaries of the Midpeninsula Regional Open Space District.
- I am not an elected official or a public employee of any agency that oversees or benefits from the proceeds of the Measure AA parcel tax or have any economic interest in any Measure AA-funded projects or programs.
- I have no economic interest (no contracts, no payments, etc.) in the District.

MORE ABOUT THE MEASURE AA BOND OVERSIGHT COMMITTEE

The Committee is appointed by the Midpeninsula Regional Open Space District's Board of Directors pursuant to Measure AA to ensure accountability, transparency, and public oversight of all funds collected and allocated under Measure AA.

The Expenditure Plan approved as part of Measure AA defines the Committee's roles and responsibilities as follows:

- Review Plan expenditures on an annual basis to verify conformity with the Expenditure Plan.
- Review District's Annual Audit and Annual Accountability report and present the Committee's findings to the Board at a public meeting.
- Review any proposed amendments to the Expenditure Plan.

The Committee does not oversee any other District financial information, nor does it set policy or provide input or direction on projects, budgets, work plans, or financial matters pertaining to other District funds. All actions, including decision about selecting projects for funding, will be made by the Board in public meetings.

Midpeninsula Regional Open Space District

Board Policy Manual

Board Appointee Performance Evaluation Process	Policy 2.02 Chapter 2 – Personnel & Board Support
Effective Date: 5/14/14	Revised Date: 7/18/16 <u>11/21</u>
Prior Versions: 5/14/14 6 ; <u>7/18/16</u>	
Attachments: A - Evaluation Form	

Purpose

Effective and meaningful performance evaluations of appointees by the Board of Directors is an important tool for good governance in pursuing the District's mission in the public interest. A clear and consistent evaluation process is an important part of achieving effective and meaningful performance evaluations. The purpose of this policy is to establish clear and consistent procedures governing performance evaluations for Board appointees – General Manager, General Counsel, and Controller.

Policy

The Board of Directors shall follow the process described below for evaluating the performance of its appointees.

1. No later than the last month of the fiscal year¹, the Chairperson of the Board Appointee Evaluation Committee (BAE), with assistance from the District Clerk and the ~~General Manager's Office~~Human Resources Manager, shall develop a schedule of specific dates for BAE and Board meetings, based on the guidance in this policy, for the annual appointee performance evaluation process. The Committee and appointees shall schedule meetings and accomplish assigned tasks with the goal of completing the evaluation process within four months of the end of the previous fiscal year. The BAE shall may request a comparator agency appointee compensation survey from the Human Resources Manager.
2. The BAE shall communicate in writing with each appointee individually prior to the end of the fiscal year to initiate the performance review process. The communication may include topics such as:
 - a. The procedures and timeline for the evaluation process, including confirmation of whether the standard Appointee Evaluation Form should be used (Attachment 2.02a) or whether there are any suggested revisions to the standard form.

¹ Updated July 18, 2016 to reflect July 1 - June 30 fiscal year.

- b. Any particular areas of emphasis the BAE wishes to make an appointee aware of prior to the beginning of the evaluation process;
 - c. Any process issues relative to compensation, ~~such as whether Human Resources will be directed to complete a comparator agency appointee compensation survey and any details related to the process for conducting such a survey.~~
 - d. Any particular areas of discussion and potential change to the appointees' contracts not specifically related to compensation.
3. Before the end of ~~the second week of August~~ July, each Board appointee shall prepare a memorandum to the Board to include information regarding the following topics:
 - a. ~~A summary of issues and accomplishments for the past fiscal year.~~ The Board-approved Action Plan for the prior fiscal year and the List of ~~Major~~ Accomplishments compiled by District staff shall serve as a guide to Board appointees ~~in the development of~~ to develop their ~~summary of accomplishments~~ assessment of the previous year;
 - b. A list of goals for the upcoming fiscal year based on the Action Plan adopted by the Board prior to the beginning of the current fiscal year;
 - c. Any specific issues an appointee would like to discuss during the evaluation process;
 - d. Any particular areas of discussion and potential changes to the appointees' contracts not specifically related to compensation;
 - e. Optional: The appointee may also raise compensation issues in this memorandum. ~~Compensation issues may also be verbally raised during the Board Appointee closed session meetings described in Steps 4 and 5 below.~~
4. The Board shall meet in mid-August in closed session to hear presentations by the Board appointees regarding their written memoranda. Two closed sessions on different days may be necessary to allow time for all three appointees. Following the appointee's presentation and question and answer and discussion, which may include reference to goals and objectives for the next year, the appointee will be excused from the session in order for the Board members to discuss amongst themselves and provide their verbal input to BAE members to be reflected in the written evaluations. If follow-up questions are identified for appointee response, the BAE Chairperson will provide such questions in writing to the appointees as soon as possible.
5. The BAE shall hold a follow-up closed session committee meeting as soon as possible following completion of Step 4 above to begin discussion and preparation of appointee evaluations. If follow-up questions were identified for appointee response in Step 4, the BAE will hear appointees' verbal responses or will review appointees' written responses.
6. The BAE Chairperson, with assistance from the other BAE members, shall be responsible for compiling input from each Board member into a written evaluation. The Board shall meet in Closed Session to review the Board appointee evaluations drafted by the BAE and confirm that the wording of the written evaluation is consistent with the full Board's

input from the closed session described in Step 4. The BAE Chairperson shall deliver the written evaluations to appointees by the end of the ~~second~~first week of September.

7. The Board shall meet ~~by the third~~in the second week of September in closed session to: (1) review written evaluations with appointees; and (2) provide “financial parameters” to the BAE Chairperson and BAE members to guide compensation negotiations with appointees.

~~If the BAE had~~ If the BAE chooses to request ~~The compensation survey information requested~~ from Human Resources ~~a compensation survey be prepared~~ as part of Step 21 above, ~~the survey results~~the information shall be made available to the Board at this time.

8. The BAE shall meet with appointees individually as soon as possible after Step 7, but no later than the ~~second week of October~~third week of September to discuss compensation adjustments, as necessary. Typically, appointees may receive the competitive market increases provided to other unrepresented employees. The adjustment is to be implemented at the Board’s discretion. If further direction on compensation is needed from the Board, another closed session will be scheduled.
9. If additional compensation adjustments are to be implemented for individual appointees, the BAE shall instruct Human Resources to prepare Board agenda items on appointee compensation to be on the Board’s agenda ~~no later than for~~ the first regular Board meeting in ~~November~~October. Salary increases will customarily be retroactive to the beginning of the current fiscal year. However, retroactivity is not mandatory.
10. Board appointees will also be considered annually for an additional merit award ~~of up to 5% of base pay~~. Merit awards are granted for exceptional results, superior performance or achievement. Such merit awards are intended to recognize ~~exceptional~~outstanding and superior performance during any given year. This merit pay, if awarded, is a one-time lump sum payment, will not adjust the salary rate, and will not be added to the appointee’s base salary for the purpose of computing life insurance coverage or long-term disability wages.
11. ~~Within two weeks following the final closed session regarding compensation, the Board appointees will be provided a final copy of their evaluation to sign and file with Human Resources as required by CalPERS. In addition, the Board appointees will be provided a Board approved contract that includes any amendments or updates negotiated earlier in the evaluation process for their signature and filing with Human Resources. Once negotiated, contract amendments typically will be processed by Human Resources, with consultation~~ from the ~~Deputy~~Assistant General Counsel or Assistant General Manager(s) as necessary, unless third-party legal assistance is necessary.
12. Copies of the final Board appointees’ evaluations shall be confidential and maintained by the Human Resources division.

13. ~~Several months after the formal evaluations are complete, the~~The Board shall hold ~~a~~ informal quarterly informal check-in meetings ~~-, or as needed,~~ with each of the Board appointees.

This policy acknowledges that other formal and informal methods of Board-Appointee communications, ~~goal setting~~goal setting and performance evaluations exist. This policy does not preclude the use of these other methods.

Alternative Process

1. If any member of the Board would like to recommend to the full Board that an alternative process be implemented, such as utilization of a professional facilitator/consultant for that year's evaluation process, then three months before the end of the fiscal year this suggestion should be raised and discussed in a Board closed session to determine if a majority of the Board concurs.
2. If a facilitator/consultant is to be utilized, the Board shall identify funding and the BAE shall carry out a search and selection process for the facilitator, such that a facilitator is hired before the end of the fiscal year. The BAE shall work with the hired facilitator to develop a schedule with specific dates and process/steps for the upcoming performance evaluation process.