

LAFCO

Santa Barbara Local Agency Formation Commission
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June 4, 2009 (Agenda)

Local Agency Formation Commission
105 East Anapamu Street, Room 403
Santa Barbara CA 93101

Procedures for Selecting the CALAFCO Board of Directors

Dear Members of the Commission:

RECOMMENDATION

The Commission receive the enclosed report and comments from Commissioner Schlottmann regarding the procedures to select the CALAFCO Board of Directors in the future and provide direction as appropriate.

DISCUSSION

Some Southern California LAFCOs have expressed concern by regarding representation on the CALAFCO Board of Directors and the manner in which Commissioners are selected to serve.

An ad hoc committee was formed to research options for better geographic representation on the Board. A report to the CALAFCO Board is enclosed. Consideration is being given to presenting a proposal at the Annual Conference for changing the manner in which members of the Board of Directors are selected.

This matter is placed on the agenda for review and discussion by the Commission.

Very truly yours,



BOB BRAITMAN
Executive Officer

Commissioners: Bob Orach, Chair ♦ Joe Centeno ♦ Dick DeWees ♦ Martin Mariscal ♦ Bob Orach ♦ Cathy Schlottmann
Larry Wilson ♦ Janet Wolf ♦ Joe Armendariz ♦ Doreen Farr ♦ John Fox ♦ Bob Short ♦ **Executive Officer:** Bob Braitman

AGENDA ITEM NO. 13

**Board of Directors Meeting
15 May 2009**

**Agenda Item No. 3.5
MEMORANDUM**

To: CALAFCO Board of Directors
From: William Chiat, Executive Director
Date: 15 May 2009
RE: Board of Directors Structural Change Committee Report

RECOMMENDATION

1. Consider report and recommendation prepared by Committee.

DISCUSSION

At the February meeting and retreat your Board had extensive conversations regarding balanced representation on the Board of Directors. The Southern California LAFcos identified issues regarding representation on the Board of LAFcos with differing needs and perspectives. In consideration of same, the Board voted to direct the current Recruitment Committee to look at recruiting candidates to reflect a more geographically balanced Board.

The Board further voted to establish an ad hoc committee to research and suggest options for the Board's consideration designed to establish better geographic balance of representation on the Board. Jerry Gladbach (special district), Cheryl Brothers (city), Simón Salinas (county) and Susan Wilson (public) were appointed to the committee to look at options for the Board structure including but not limited to regional representation. Executive Director Chiat and Legal Counsel Alsop were also appointed to the committee. The committee's task was to report at the May meeting with options and any potential bylaw and policy changes associated with the recommended option(s).

Since February the committee has met twice (in San Jose and Los Angeles) and circulated a draft report to the Board members. Based on the discussions of the Board at the retreat and meeting in February, problem identification and research done by committee members, and extensive discussions amongst the committee, a report and recommendation were prepared. Attached is a summary of the committee's work and recommendation prepared by Susan Wilson. Also attached for your Board's consideration are the proposed bylaw amendments and policy changes required to implement this recommendation.

As an overview, the recommendation consists of four elements:

1. **Definition of the Problem.** *Primary Problem:* There is the potential under the current structure for the Board of Directors to have an unbalanced representation geographically and among rural, suburban and urban LAFcos. *Secondary Problem:* There is a perception that this does or has occurred in the past. Snapshots of individual years may show that it has existed at times, although looking at 10 or 20 year summaries of the geographic distribution of board members may indicate this problem does not exist.
2. **Creation of Four Regions.** The proposal would create four regions as identified on the attached maps. The committee used a number of models to create the regional lines.

3. **Board Members Elected by Region.** Each region would be responsible for the election of *four Board members from their region*. Each region would have a county, city, special district and public commissioner serving on the board. To accommodate this the Board of Directors would be increase by one member to 16 elected members. The two-year terms would be staggered so each region would elect two board members each year. The recommendation proposes a two-year phase in beginning with the 2010 election. Nominations and elections would be managed by the Recruitment Committee with elections held in each region by a mail ballot. Only LAFCos within each region may nominate and vote for the candidates from their region.
4. **At Large Elections at Annual Meeting.** Should a region fail to nominate or elect a board member through the regional process, that seat would be open to statewide nomination and election at the annual meeting subject to the category requirements.

Implementation of this recommendation requires changes to both the Association Bylaws and the Association Policies. The attached proposed revisions highlight the specifics of the committee's recommendations. Association policies may be changed by the Board of Directors. Association Bylaw changes requires a vote of the membership. The next opportunity for a Bylaw change would be at the upcoming Annual Meeting on 29 October at Yosemite.

ATTACHMENT

- a. Committee meeting summary
- b. Proposed regional map
- c. Proposed bylaw changes
- d. Proposed policy changes

April 6, 2009

TO: Jerry Gladbach, Cheryl Brothers, Simon Salinas

CC: Bill Chiat, Clark Alsop

FROM: Susan Wilson

RE: REVIEW OF CALAFCO BOARD COMPOSITION

In summarizing our recent meeting in Southern California, the Subcommittee considered and reviewed the following:

1. A draft of revised by-laws incorporating the proposed structure (4 regions/16 members/regional elections) prepared by CALAFCO counsel. (CALAFCO counsel is preparing a revised redlined draft based on our comments and changes from our meeting)
2. Possible revisions to CALAFCO Policies and Procedures to be consistent with the proposed structure and election procedures. (CALAFCO Executive Director is preparing a draft of revisions to CALAFCO Policies and Procedures consistent with the Subcommittee direction and the proposed board structure and election procedure.)
3. Comments received from the following Board members: Roger Andersen, Kay Hossner, Gay Jone, Sepi Richardson, and Cathy Schlottman.
4. Comments received from LAFCO staff present at meeting.

In addressing the comments received from Board members and LAFCO staff, the Subcommittee had the following responses:

The Subcommittee unanimously reiterated that the purpose and justification for promoting this structural change was to assure balance and commonality in representation in CALAFCO.

The designation of the four regions as set forth on the revised map (prepared by Pat McCormick, EO of Santa Cruz LAFCO) were drawn to assure the following:

1. Continued credibility with the Legislature - the Legislature looks to and relies on CALAFCO as a statewide organization that has diversity (city, county, special district and public representation) allowing a consensus of various interests, geographic locations, and perspectives on legislation.
2. Consistency with MPOs within region, grouping together
3. Consistency of COGs within region; grouping together
4. Consideration of active and interested LAFCOs within regions
5. Keeping the size of the board manageable (adds only one additional director)
6. Commonality of regional issues and perspectives

The basis for election by region and within the region incorporated the long term goal of CALAFCO to promote regionalization. It has been our goal to build and create a forum at a regional level for LAFCOs to meet and network. The structure proposed would promote local LAFCOs to have regional dialogue and coalition building about issues unique to their respective region. LAFCOs within a region would also have more knowledge of candidates within their regions; and, candidates can build relationship with regional LAFCOs due to geographic proximity. If elected statewide, the regional synergy is not created; thus not accomplishing our goal of regionalism. The structure promotes LAFCOs within a region to actively participation and become involved. An added benefit would be a more efficient election process.

The actual regional membership on the board of a city, county, special district, and public member allows for a balance between the regions and representation on the board. It also preserves our continued credibility with the legislature as set forth above. It avoids a cumbersome and confusing election rotation for a public member and promotes special district representation on local LAFCOs and the Board.

With regards to possible term limits, the Subcommittee determined that such an issue could be addressed at the regional level, and that CALAFCO need not address same. CALAFCO has always promoted local LAFCOs to adopt their own individual policies, likewise, CALAFCO would promote regions to adopt their own policy on term limits, if any. Please note that our current by-laws provide for unlimited terms.

3.5b – Proposed Bylaw Changes

BYLAWS OF

CALIFORNIA ASSOCIATION OF LOCAL AGENCY FORMATION COMMISSIONS

ARTICLE IV

DIRECTORS

4.1 Number.

4.1.1 The authorized number of Directors of the Corporation shall be nineteen (19) of which fifteen (15) sixteen (16) shall be voting members and elected from among the Commission Members as follows:

- (1) Four (4) Directors shall be city members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meeting;
- (2) Four (4) Directors shall be county members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meeting;
- (3) Four (4) Three (3) Directors shall be public members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meetings held in odd-numbered years and one (1) Director shall be elected at annual meetings held in even-numbered years;
- (4) Four (4) Directors shall be special district members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meeting;

4.1.2 Three (3) nonvoting Directors shall be appointed as follows:

- (1)(5) One Director, appointed by the voting members of the Board, shall be an Executive Officer or a person functioning as executive officer of a Member LAFCO;
- (2)(6) One Director, appointed by the voting members of the Board, shall be the Executive Director of the Corporation;
and

(3)(7) One Director, appointed by the voting members of the Board, shall be a legal counsel or deputy legal counsel of a Member LAFCO.

Collectively, the Directors shall be known as the Board of Directors ("Board").

4.1.3 The State shall be divided into four (4) regions as follows:

Northern:

Butte
Colusa
Del Norte
El Dorado
Glenn
Humboldt
Lake
Lassen
Mendocino
Modoc
Nevada
Placer
Plumas
Sacramento
Shasta
Sierra
Siskiyou
Sutter
Tehama
Trinity
Yolo
Yuba

Coastal:

Alameda
Contra Costa
Marin
Monterey
Napa
San Benito
San Luis Obispo
San Mateo
Santa Barbara
Santa Clara
Santa Cruz
Solano
Sonoma

Central:

Alpine
Amador
Calaveras
Fresno
Inyo
Kern
Kings
Madera
Mariposa
Merced
Mono
San Joaquin
Tulare
Tuolumne

Southern:

Imperial
Los Angeles
Orange
Riverside
San Bernardino
San Diego
Ventura

These regions are depicted on the map attached hereto and incorporated herein by reference. Each region shall elect four (4) Directors comprised of one city member, one county member, one public member and one special district member.

4.2 Nomination; Election; and Term.

4.2.1 Prior to the annual meeting, the Board shall appoint a recruitment committee consisting of one member from each Region Commissioner representing cities, one Commissioner representing counties, one Commissioner representing the general public, and one Commissioner representing special districts, in accordance with election procedures adopted by the Board. The committee shall solicit ~~submit~~ nominations and conduct regional elections for all positions on the Board, the terms of which will expire with the annual that meeting. Nominations may also be made from the floor at the annual meeting. ~~The Board shall make such rules as are necessary to carry out the provisions of this section.~~

4.2.2 In the event that: (a) less than fifty (50) percent of the regions' Member LAFCOs vote, or (b) no nominations are received for open director position in the region, or (c) ballots from the region are not returned to the recruitment committee prior to the annual meeting in accordance with Board-adopted election procedures, then the open director position becomes at-large and shall be elected at the annual meeting.

4.2.3 Nominations shall be made from the floor at the annual meeting for any at-large position described in Section 4.2.2. The nominations shall be from the same category as the open director position.

4.2.4 ~~2~~ Only Commissioners of Member LAFCOs in good standing and whose membership dues and assessments are fully paid may be nominated to be a Director by the method of nomination authorized by the Board or by any other method authorized by law.

4.2.5 ~~3-~~ Directors shall be elected at a regular or special meeting or by written ballot as authorized by Section 3.8 of these Bylaws. Directors shall be eligible for reelection without limitation on the number of terms they may serve.

4.2.6 ~~4-~~ Directors are elected for a term of two (2) years.

4.2.7 ~~5~~ A vacancy occurring in the office of Director may be filled by the Board for the balance of the unexpired term and until a successor has been elected and qualified by the Board in accordance with Board-adopted election procedures.

4.2.8 ~~6~~ Each elected Director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

4.2.9 The Board shall make such rules as are necessary to carry out the provisions of Section 4.2.

5.5 Board Nomination and Election Procedures

The procedures for nominations and election of the CALAFCO Board of Directors [Board] are designed to assure full, fair, balanced and open consideration of all candidates, provide confidential balloting for contested positions and avoid excessive demands on the time of those participating in the CALAFCO Annual Conference.

The Board nomination and election procedures shall be:

1. APPOINTMENT OF A NOMINATIONS RECRUITMENT COMMITTEE (~~identified as "Recruitment Committee in the By Laws"~~):
 - a. ~~At its first meeting following the Annual Membership Meeting the Board no later than four months prior to the Annual Conference shall appoint a Nominations Recruitment Committee of four members of the Board. The Nominations Recruitment Committee shall consist of one member from each region city member, one county member, one public member and one special district member whose term of office on the Board is are not ending.~~
 - b. The Board shall appoint one of the members of the Nominations Recruitment Committee to serve as Chairman. The CALAFCO Executive Officer of the Nominations Committee Chairman's LAFCo shall appoint a LAFCo staff member to serve as staff for the Nominations Recruitment Committee in cooperation with the CALAFCO Executive Director.
 - c. Each region shall designate a regional representative to serve as staff liaison to the Recruitment Committee.
 - d. A goal of the Committee is to encourage and solicit candidates by region who represent member LAFCOs across the spectrum of geography, size, and urban-suburban-rural population.
2. ANNOUNCEMENT TO ALL MEMBER LAFCOs:
 - a. No later than ~~three~~ four months prior to the Annual Membership Meeting Conference, the Nominations Recruitment Committee Chairman shall send an announcement to each LAFCo for distribution to each commissioner member and alternate. The announcement shall include the following:
 - i. A statement clearly indicating which offices are subject to the election.
 - ii. A regional map including LAFCOs listed by region and contact information for all Recruitment Committee regional representatives.
 - iii. The dates by which all nominations and ballots must be received by the Nominations Recruitment Committee. The deadline shall be no later than 30 days prior to the opening of the Annual Conference. Nominations shall be open for at least 30 days. The deadline for nominations shall be no later than 90 days prior to the Annual Membership Meeting. Ballots shall be distributed at least 75 days prior to the Annual Membership Meeting. Voted ballots shall be returned at least 30 days prior to the Annual Membership Meeting. Nominations and ballots received after the closing dates shall be returned to the proposing LAFCo marked "Received too late for Nominations Recruitment Committee action."
 - iv. The names of the Nominations Recruitment Committee members with the

Key Timeframes for Nominations Process

Days*	
120	Nomination announcement
90	Nomination deadline
75	Ballots distributed
30	Ballot deadline

*Days prior to annual membership meeting

Committee Chairman's LAFCo address and phone number, and the names and contact information for each of the regional representatives.

- v. The address to send the nominations forms.
 - vi. A form for each LAFCo to nominate a candidate and a candidate resume form of no more than one page each to be completed for each nominee.
 - b. No later than five months before the annual membership meeting, the Nominations Recruitment Committee Chairman shall send an announcement to the Executive Director for publication in the newsletter and the website newsletter editor for publication. The announcement shall include the following:
 - i. A statement clearly indicating which offices are subject to the election.
 - ii. The specific dates by which all nominations and ballots must be received by the Nominations Recruitment Committee. The deadline shall be no later than 30 days prior to the opening of the Annual Conference. Nominations and ballots received after the closing dates shall be returned to the proposing LAFCo marked "Received too late for Nominations Recruitment Committee action."
 - iii. The names of the Nominations Recruitment Committee members with the Committee Chairman's LAFCo address and phone number, and the names and contact information for each of the regional representatives.
 - ~~e. The Nominations Committee Chairman shall send an announcement to the CALAFCO "webmaster" for publication on the CALAFCO web site. The announcement shall include the following:

 - i. A statement clearly indicating which offices are subject to the election.
 - ii. The date by which all nominations must be received by the Recruitment Committee. The deadline shall be no later than 30 days prior to the opening of the Annual Conference. Nominations received after the closing date shall be returned to the proposing LAFCo marked "Received too late for Nominations Committee action."
 - iii. The names of the Nominations Committee members with the Committee Chairman's LAFCo address and phone number.~~
 - ~~d. A copy of these procedures shall be posted on the web site.~~
3. THE NOMINATIONS RECRUITMENT COMMITTEE:

- a. The Recruitment Committee and the regional representatives have the responsibility to monitor nominations and help assure that there are adequate nominations from each region for each seat up for election. No later than two weeks prior to the Annual Conference, the Nominations Committee Chair shall distribute to the members of the Nominations Committee copies of all nominations and resumes, which are received prior to the end of the nomination period.
- b. At the close of the nominations the Recruitment Committee shall prepare regional ballots for distribution to members. Each region will receive a ballot specific to that region. The ballots are to be returned to the CALAFCO office by the specified deadline. The Executive Director shall inform the Recruitment Committee and regional representatives of outstanding member ballots prior to the close of balloting. The Executive Director or assigned staff shall tally all ballots received by the deadline and provide the Recruitment Committee the names of the elected Board members

and any open seats. The vote tally shall remain confidential. In the event of a tie, the Recruitment Committee shall immediately conduct a run-off ballot of the tied candidates.

- c. Following the regional elections, in the event that there are open seats insufficient nominations for any all offices subject to the election, the Nominations Recruitment Committee Chairman shall call a meeting of the Nominations Recruitment Committee (which may be held by phone) to:
 - i. Determine the number and category of nominations needed to fill those seats all offices;
 - ii. Divide responsibilities among its members to seek candidates to fill those vacancies, giving consideration to regions, geographical diversity as well as category diversity between urban, suburban and rural LAFCos.
 - d. Once sufficient commitments have been identified for floor nominations are received to fill those all offices seats subject to the election, the Recruitment Committee shall meet again, no later than 36 hours prior to the Annual Membership Meeting Business Session of the Annual Conference. The meeting may be held by telephone.
 - e. At the conclusion of its meeting, the Recruitment Committee shall prepare a report to the membership, which includes:
 - i. The time and date of the Nominations Recruitment Committee meeting.
 - ii. The number of commitments to nominate from the floor nominations received for each open seat subject to this election in each category.
 - iii. The names and resumes of all individuals who will be nominated from the floor in each category.
 - f. Make available sufficient copies of the Nominations Recruitment Committee Report for each LAFCo in attendance Conference participant by the beginning of the Annual Membership Meeting Conference Business Session.
 - g. Make available, along with the Nominations Recruitment Committee Report, blank copies of the nomination forms and resume forms to accommodate nominations from the floor.
 - h. Advise the Annual Conference Planning Committee to provide "NEW BOARD MEMBER" ribbons for the members elected by their regions and "CANDIDATE" ribbons to all candidates attending the Annual Conference.
 - i. Post the candidate statements/resumes on a bulletin board near the registration desk.
 - j. At a time approved by the Board, the Nominations Recruitment Committee shall hold a "Candidates Forum". Each candidate shall be given time to make a brief statement for their candidacy.
4. AT THE TIME FOR ELECTIONS DURING THE ANNUAL MEMBERSHIP ~~BUSINESS~~ MEETING:
- a. The Nominations Recruitment Committee Chairman or another member of the Nominations Recruitment Committee (hereafter called the Presiding Officer) shall:
 - i. Review the election procedure with the membership.

- ii. ~~Present Nominations~~ Recruitment Committee Report (previously distributed).
- iii. Call for ~~additional~~ nominations from the floor by category for those seats subject to this election:
 1. For city member.
 2. For county member.
 3. For public member.
 4. For special district member.
- b. To make a nomination from the floor, a LAFCo, which is in good standing, shall identify itself and then name the category of vacancy and individual being nominated. The nominator may make a presentation not to exceed two minutes in support of the nomination.
- c. When there are no further nominations for a category, the Presiding Officer shall close the nominations for that category.
- d. When nominations in all categories have been closed, the Presiding Officer shall conduct the election:
 - i. For categories where there are the same number of candidates as vacancies, the Presiding Officer shall:
 1. Name the nominees and offices for which they are nominated.
 2. Call for a voice vote on all nominees and thereafter declare those unopposed candidates duly elected.
 - ii. For categories where there are more candidates than vacancies each contested category, the Presiding Officer shall:
 1. Poll the LAFCos in good standing by written ballot.
 2. Each LAFCo in good standing may cast its vote for as many nominees as there are vacancies to be filled. The vote shall be recorded on a tally sheet.
 3. With assistance from CALAFCO staff, tally the votes and announce the results.
 - iii. Election to the Board shall occur as follows:
 1. For one vacancy, the nominee receiving the highest number of votes is elected.
 2. For two vacancies, the two nominees receiving the two highest numbers of votes are elected.
 3. In case of tie votes:
 - a. For one vacancy, drop all nominees except the two who tied with the highest number of votes and repeat the election process.
 - b. If there are two vacancies and there is a two-way tie for second place,

the person with the most votes is declared elected.

- c. Remove from consideration all nominees with fewer votes than those tied for second and repeat the election process between the two tied to fill the remaining vacancy.
- d. If three or more are tied, drop the nominees with fewer votes and conduct the runoff election among those tied.

5. ADDITIONAL PROCEDURES

- a. For categories where there are more candidates than vacancies in all contested elections, names will be listed in the order nominated.
- b. As required by the Bylaws, the members of the Board shall meet as soon as possible after election of new board members for the purpose of electing officers, determining meeting places and times for the coming year, and conducting any other necessary business.
- c. Examples of process for determining who is elected:

Number of Vacancies	Candidate	Votes	Result
One vacancy	A	18	Runoff Election between A & B.
	B	18	
	C	14	
	D	10	
Two vacancies	A	18	A is elected. Runoff election between B & C.
	B	15	
	C	15	
	D	9	
Two vacancies	A	18	A & B are both elected.
	B	18	
	C	10	
	D	10	
Two vacancies	A	18	A is elected. Runoff election among B, C, and D for 2nd vacancy.
	B	10	
	C	10	
	D	10	
Two vacancies	A	15	Runoff election among A, B, & C for two vacancies. D is dropped from consideration
	B	15	
	C	15	
	D	10	

- d. Following the election for open seats, all Board members elected by their regions will be invited to provide a brief presentation to the membership.

6. LOSS OF ELECTION IN HOME LAFCo

Board Members and candidates who lose elections in their home office shall notify the Executive Director PRIOR to the Annual Conference within 15 days of the certification of the election.