

access

BOARD OPERATIONS COMMITTEE

Monday, February 28, 2022

11:00 a.m. - 12:00 p.m.

Webinar

Committee Members: M. Gombert, Chair
T. DeVera, Vice Chair
L. Burner, Treasurer
D. Barnes, Secretary

DISPOSITION

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| 1. CALL TO ORDER | ACTION |
| 2. GENERAL PUBLIC COMMENT | INFORMATION |
| 3. MARCH/APRIL 2022 BOARD AGENDA REVIEW (page 4) | PRESENTATION |
| 4. CONSIDERATION TO APPROVE COMMITTEE ASSIGNMENTS (page 5) | ACTION |
| [Staff Recommendation: Approve the following committee assignments - 1. The Audit Committee's duties and responsibilities shall be handled by the Board Planning and Development Committee. 2. The Compensation Committee's duties and responsibilities shall be handled by the Board Operations Committee.] | |
| 5. ADJOURNMENT | ACTION |

Access Services does not discriminate on the basis of disability. Accordingly, Access Services seeks to ensure that individuals with disabilities will have an equal opportunity to participate in the range of Access Services events and programs by providing appropriate auxiliary aids and services for communications. Primary consideration is given to the request of individuals with disabilities. However, the final decision belongs to Access Services. To help ensure the availability of any auxiliary aids and services you require, please make every effort to notify Access Services of your request at least three (3) business days (72 hours) prior to the meeting in which you wish to utilize those aids or services. You may do so by contacting (213) 270-6000.

Note: Access Services Board committee meetings are held pursuant to the Ralph M. Brown Act [Cal. Gov. Code §54950] and are open to the public. The public may view and obtain all written information supporting this agenda provided to the Board committee both initially and supplementally prior to the meeting at the agency's offices located at 3449 Santa Anita Avenue, El Monte, California and on its website at <http://accessla.org>. Documents, including Power Point handouts distributed to the Board committee members by staff or Board committee members at the meeting, will simultaneously be made available to the public. Three opportunities are available for the public to address the Board committee during a Board committee meeting: (1) before closed session regarding matters to be discussed in closed session, (2) before a specific agenda item is debated and voted upon regarding that item and (3) general public comment. The exercise of the right to address the Board committee is subject to restriction as to time and appropriate decorum. All persons wishing to make public comment must fill out a goldenrod Public Comment Form and submit it to the Secretary of the Board. Public comment is generally limited to three (3) minutes per speaker and the total time available for public comment may be limited at the discretion of the Chairperson. Persons whose speech is impaired such that they are unable to address the Board at a normal rate of speed may request an accommodation of a limited amount of additional time from the Chair but only by checking the appropriate box on the Public Comment Form. Granting such an accommodation is at the discretion of the Chair. The Board committee will not and cannot respond during the meeting to matters raised under general public comment. Pursuant to provisions of the Brown Act governing these proceedings, no discussion or action may be taken on these matters unless they are listed on the agenda, or unless certain emergency or special circumstances exist. However, the Board committee may direct staff to investigate and/or schedule certain matters for consideration at a future Board committee meeting and the staff may respond to all public comments in writing prior to the next Board committee meeting.

Alternative accessible formats are available upon request.

***NOTE**

NOTICE OF ALTERNATIVE PUBLIC COMMENT PROCEDURES

Pursuant to temporary revised Brown Act requirements, Board committee members will be participating via webinar. The public may submit written comments on any item on the agenda - 1) through email by addressing it to - board@accessla.org or 2) via US Postal mail by addressing it to - Access Services Board Comments, PO Box 5728, El Monte CA 91734. Please include your name, item number and comments in the correspondence. Comments must be submitted/received no later than 9:00 am on Monday, February 28, 2022 so they can be read into the record as appropriate.

The public may also participate via the Zoom webinar link, or by teleconference. Please review the procedures to do so as follows -

How to Provide Public Comment in a Board Meeting via Zoom

Online

1. Click the Zoom link for the meeting you wish to join. Meeting information can be found at: https://accessla.org/news_and_events/agendas.html. Make sure to use a current, up-to-date browser: Chrome 30+, Firefox 27+, Microsoft Edge 12+, or Safari 7+. Certain functionality may be disabled in older browsers including Internet Explorer. You may also use this direct link - <https://us06web.zoom.us/j/82231253816>
2. Enter an email address and your name. Your name will be visible online while you are speaking.
3. When the Committee Chair calls for the item on which you wish to speak, click on "raise hand." Speakers will be notified shortly before they are called to speak. Mute all other audio before speaking. Using multiple devices can cause an audio feedback.
4. Please note that the "Chat" feature is not enabled during the meeting for general public attendees. If you cannot use the "raise hand" feature, then please submit a written comment as outlined above.
5. When called, please limit your remarks to three minutes. An audio signal will sound at the three-minute mark and the Chair will have the discretion to mute you at any point after that. After the comment has been given, the microphone for the speaker's Zoom profile will be muted.

Note: Members of the public will not be shown on video.

By phone

1. Call the Zoom phone number and enter the webinar ID for the meeting you wish to join. Meeting information can be found at: https://accessla.org/news_and_events/agendas.html
2. You can also call in using the following information -
3. Dial (for higher quality, dial a number based on your current location):
US: +1 669 900 6833 or +1 346 248 7799 or +1 253 215 8782 or +1 929 205 6099 or +1 301 715 8592 or +1 312 626 6799 or 888 788 0099 (Toll Free) or 833 548 0276 (Toll Free) or 833 548 0282 (Toll Free) or 877 853 5247 (Toll Free)
Webinar ID: 822 3125 3816
4. When the Committee Chair calls for the item on which you wish to speak, press *9 to raise a hand. Speakers will be notified shortly before they are called to speak. Speakers will be called by the last four digits of their phone number. Please note that phone numbers in their entirety will be visible online while speakers are speaking.
5. If you cannot use the "raise hand" feature, the please submit a written comment as outlined above.
6. When called, please state your name and limit your remarks to three minutes. An audio signal will sound at the three-minute mark and the Chair will have the discretion to mute you at any point after that. After the comment has been given, the microphone for the speaker's Zoom profile will be muted.

FEBRUARY 22, 2022

TO: BOARD OPERATIONS COMMITTEE

FROM: F SCOTT JEWELL, DIRECTOR OF ADMINISTRATION

RE: MARCH/APRIL 2022 BOARD AGENDA REVIEW

ISSUE:

Staff requests that the Board Operations Committee provide feedback on the proposed Board of Directors meeting agenda for the March/April Board cycle. Staff liaisons, in consultation with Committee Chairs, will finalize their respective agendas prior to issuance.

BACKGROUND:

The following items are planned to be reviewed by the committees in March.

Performance Monitoring Committee:

- Language Interpretation Services Contract Extension
- On-Board Vehicle Camera Recording System Contract Extension
- Information Technology Update
- Fleet Update
- Performance Update

Planning and Development Committee:

- Employee Health and Benefit Contract Renewals
- Self-Insured Retention Automobile Liability Program Renewal
- Commercial Business Package Insurance Renewal
- CalOES Resolution
- Allocation of COVID-19/FEMA Funds
- Budget Update

External/Stakeholder Relations Committee:

- Title VI Plan
- Community Advisory Committee Member Appointments
- Federal, State and Local Legislative Updates

FEBRUARY 22, 2022

TO: BOARD OPERATIONS COMMITTEE

FROM: F SCOTT JEWELL, DIRECTOR OF ADMINISTRATION

RE: CONSIDERATION TO APPROVE COMMITTEE ASSIGNMENTS

ISSUE:

Prior to the Board/Board Committee reorganization in 2019, the Board had two standing committees, Audit and Compensation, that were filled by appointees approved by the Board annually. As these committees were established by resolution in 2005, it would be appropriate to assign these responsibilities under the new Board Committee structure.

RECOMMENDATION:

Approve the following committee assignments -

1. The Audit Committee's duties and responsibilities shall be handled by the Board Planning and Development Committee.
2. The Compensation Committee's duties and responsibilities shall be handled by the Board Operations Committee.

IMPACT ON BUDGET:

None.

ALTERNATIVES CONSIDERED:

The Board may opt to appoint members of these committees separately on an annual basis.

BACKGROUND:

The Audit and Compensation committees have met specific Board directed duties since 2005. Due to the reorganization of the Board/Board Committees and disruptions due to the pandemic, these duties have been handled by either the Planning and Development Committee and/or the full Board. Staff feels that it would be a good governance practice to clearly assign these duties to specific committees.

The following are the two Board actions that established these committees in 2005.

FROM JULY 25, 2005

TO: BOARD OF DIRECTORS
FROM: JAMES G. JONES, GENERAL COUNSEL
RE: APPOINTMENT OF AUDIT COMMITTEE

ISSUE:

Should ASI appoint an audit committee?

RECOMMENDATION:

It is recommended that the ASI Board appoint an audit committee of its Board by adopting the following preambles and resolutions:

WHEREAS, California law (Gov. Code §12586(e)(2)) requires that the Board of Directors establish an audit committee, and the Bylaws of the corporation do not limit the Board's authority to do so;

WHEREAS, regardless of state law, the Board of Directors notes that the adoption of an audit committee will, among other things, strengthen the independence of this Agency's independent auditors and, if applicable, this Agency's internal auditors thereby helping to assure the objectivity of agency financial statements and the maintenance of appropriate accounting practices and internal accounting controls; and

WHEREAS, this Board of Directors has determined that it is in the best interests of this corporation and of its members that an audit committee be appointed, with powers as set forth in these resolutions;

NOW, THEREFORE, BE IT RESOLVED, that an audit committee (the "Audit Committee") consisting of ___ persons is hereby created, and the following persons are appointed thereto, none of whom are staff members or the chairman of the finance committee or have any material financial interest in any entity doing business with this Agency: _____, _____ and _____ with the Director of Finance and Administration being an ex-officio member of the committee.

FURTHER RESOLVED, that to the full extent permitted by applicable law, the Audit Committee shall exercise the following powers and duties:

- (a) To meet with the independent auditors of this corporation at least annually to discuss and review the scope of the annual audit, any open questions as to the choice of acceptable accounting principles to be applied, any matters of difference of opinion or dispute between the independent auditors and the officers or employees of this corporation, and all other matters relating to the auditors' relationship with the corporation;

- (b) If applicable, to meet with internal auditors of this corporation, at intervals selected by the Audit Committee as sufficient to carry out its duties under these resolutions, to raise with, and received from, such auditors questions relating to: internal controls and other matters respecting the corporation, the internal auditors' duties and their relationship to other officers and employees of the corporation, and other matters germane to effective performance by the internal auditors of their duties;
- (c) To advise and assist the Board of Directors in evaluating the auditors; independent performance, including the scope and adequacy of the auditors' review;
- (d) To nominate, for approval of the Board of Directors, the firm of independent auditors to be submitted to the members of the Agency for ratification at the annual meeting thereof if such submission is deemed desirable by the Board and to the extent permitted by law, negotiate the compensation of such auditors and to recommend to the Board of Directors the termination of the auditors;
- (e) To review the audit and the Agency's annual financial statements, including the footnotes, and discuss such statements with the independent auditors prior to release of the corporation's annual reports to members;
- (f) To determine whether to accept the audit;
- (g) To receive and consider the independent auditors' comments and suggestions as to internal audit and control procedures, adequacy of staff, and other matters, and based upon such comments and suggestions, to make such recommendations to the Board as the Audit Committee shall deem necessary and appropriate;'
- (h) To periodically consult with the independent auditors as to the result of any internal reviews of this Agency's financial statements performed by them and to review with such independent auditors and the corporation's management from time to time the extent to which changes or improvements in financial and accounting practices recommended by such independent auditors or management personnel, have been implemented; and
- (i) To meet with and request and obtain reports and information from the Agency's officers, employees and others as the Audit Committee, in consultation with the Executive Director and/or Director of Finance and Administration, shall determine to be necessary in carrying out their duties as set forth above.
- (j) To approve the performance of any non-auditing services by the audit firm and to preserve the independence of the auditors.

FURTHER RESOLVED, that each member of the Audit Committee shall serve as such until such member's successor shall be appointed by the Board of Directors or until the existence of the Audit Committee is terminated by the Board. In the event that any member of the Audit Committee shall resign, the vacancy so caused shall be filled by the Board.

FURTHER RESOLVED, that two (2) members of the Audit Committee shall constitute a quorum for the transaction of business.

FURTHER RESOLVED, that meetings of the Audit Committee may be held in any place, and in any manner, permitted by applicable law and the Bylaws of this Agency. The Audit Committee shall adopt rules of procedure and shall meet as provided by those rules or as provided by this resolution and the Bylaws in the absence of a rule duly adopted by the Audit Committee to the contrary. Meetings shall be held when called by any member of the Audit Committee, the Board of Directors, or otherwise as permitted by the Bylaws, the call to be communicated orally or in writing to each member of the Audit Committee at least twenty-four (24) hours before the hour fixed for the meeting; the call shall be directed to each member at his or her business address (if sent for receipt during regular business hours), or residence (if not sent for receipt during regular business hours). All calls and notices and any such waivers, consents, or approvals respecting a meeting shall be made a part of the minutes of the meeting.

FURTHER RESOLVED, that each member of the Audit Committee shall not be compensated for serving on such committee but shall be reimbursed for reasonable expenses incurred in attending meetings of the committee.

BACKGROUND:

California Government Code § 12586(e)(2) requires that:

- a. Certain non-profit entities create an audit committee.
- b. That no staff member can be a member of that committee.
- c. The audit committee may include persons who are not members of the Board of Directors.
- d. Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board and shall not have a material financial interest in any entity doing business with the entity.
- e. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors.
- f. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order.
- g. The audit committee shall review and determine whether to accept the audit;
- h. The audit committee shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence; and
- i. The Audit Committee shall approve performance of non-audit services by the auditing firm.

IMPACT ON BUDGET:

Minor impacts on the budget can be expected by reason of the costs associated with Audit Committee meetings and activities.

IMPACT ON SERVICE:

There are no anticipated impacts on service to the community occasioned by this item.

BACKGROUND:

In a desire to apply the principles of Sarbanes/Oxley to non-profit institutions, in 2004 California adopted Government Code §12580, et. seq. some of the provisions of which are arguably applicable to ASI. These statutes attempt to legislate some of the minimum elements of good corporate governance and accountability and are thus worthy of consideration even if technically inapplicable to ASI's operations.

FROM JULY 25, 2005

TO: BOARD OF DIRECTORS
FROM: JAMES G. JONES, GENERAL COUNSEL
RE: APPOINTMENT OF COMPENSATION COMMITTEE

ISSUE:

Should ASI appoint a Compensation Committee?

RECOMMENDATION:

It is recommended that the ASI Board appoint a Compensation Committee to fulfill state mandated oversight of certain executives' compensation and to handle the salary surveys for other executive officer's by adopting the following preambles and resolutions:

WHEREAS, California law (Gov. Code § 12586(g)) requires that the compensation, including benefits, of the Executive Director and the Director of Finance and Administration upon hiring, renewal or extension of the term of employment or upon modification of compensation be reviewed and a determination made as to whether such compensation is just and reasonable;

WHEREAS, this Board of Directors notes that the appointment of a Compensation Committee composed of _____ to review and approve the compensation of executives promotes a forum providing independent oversight over the fairness of the compensation arrangements for such executives and greater management accountability; and

WHEREAS, this Board has determined that it is in the best interests of this Agency and of its members that such a committee be appointed, with powers as set forth in these resolutions, and that the committee be called the "Compensation Committee" of this Board;

NOW, THEREFORE, BE IT RESOLVED, that a Committee (the "Compensation Committee") consisting of ____ persons is hereby created, and the following persons are hereby appointed as its members: _____

FURTHER RESOLVED, that each member of the Compensation Committee shall serve until such member's successor shall be appointed by the Board or until the existence of the Compensation Committee is terminated by the Board of Directors. In the event that any member of the Compensation Committee shall resign or cease to be a Director of this corporation, the vacancy thus caused shall be filled by the Board.

FURTHER RESOLVED, that two (2) members of the Compensation Committee shall constitute a quorum for the transaction of business.

FURTHER RESOLVED, that meetings of the Compensation Committee may be held in any place, and in any manner, permitted by applicable law and the Bylaws of this corporation. The Compensation Committee shall adopt rules of procedure and shall meet as provided by those rules

or as provided by this resolution and the Bylaws in the absence of a rule duly adopted by the Compensation Committee to the contrary. Meetings shall be held when called by any member of the Compensation Committee or the Board of Directors or otherwise permitted by the Bylaws, the call to be communicated orally or in writing to each member of the Compensation Committee at least twenty-four (24) hours before the hour fixed for the meeting; the call shall be directed to each member at his or her business address (if sent for receipt during regular business hours). All calls and notices and any such waivers, consents, or approvals respecting a meeting shall be made a part of the minutes of the meeting.

FURTHER RESOLVED, that to the extent permitted by applicable law, the Compensation Committee shall exercise the following powers and duties:

- (a) Review and approve or recommend to the full Board the annual salary, bonus and other benefits, direct and indirect, of this Agency's Executive Director and Director of Finance and Administration and such other members of senior management as the Board may request;
- (b) Upon hiring, renewal or extension of the term of employment or modification of compensation for the Executive Director or Director of Finance and Administration, determine whether the compensation (including benefits) for such executives is just and reasonable and report such determination and the basis thereof to the Board.
- (c) Administer executive compensation or incentive compensation arrangements for this Agency, to the extent that the Board of Directors would otherwise be involved in the administration thereof and to review and submit to the Board of Directors' recommendations concerning new executive compensation;
- (d) Establish and periodically review this Agency's policies regarding management prerequisites;
- (e) Establish, when applicable, guidelines for incidental use by Agency personnel and their families of Agency resources that are not otherwise being utilized;
- (f) Periodically review and submit to the full Board of Directors recommendations regarding non-officer employee compensation and benefit policies;
- (g) Function, on an ad hoc basis, as the committee having delegated authority to determine whether or not indemnification should be provided to officers and directors who are also employees;
- (h) Review and submit to the full Board of Directors recommendations concerning long-range planning for executive development and succession; and
- (i) Consult with appropriate management personnel and/or outside consultants periodically concerning levels of executive compensation, emerging trends in the compensation area and other matters which would be relevant in carrying out their duties as set forth above.

FURTHER RESOLVED, that the Compensation Committee shall be subject at all times to the control of the Board, which shall have the power to revise or alter any action taken by the Compensation Committee, provided, however, that no rights of third parties that have attached or arisen shall be adversely affected thereby.

FURTHER RESOLVED, that each member of the Compensation Committee shall not be compensated for serving on such committee but shall be reimbursed for reasonable expenses incurred in attending meetings of the Compensation Committee.

BACKGROUND:

California Government Code § 12586(g) requires that the Board of Directors of a charitable corporation or an authorized committee of the Board "shall review and approve the compensation, including benefits, of the president or chief executive officer and the treasurer or chief financial officer to assure that it is just and reasonable. This review and approval shall occur initially upon the hiring of the officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends substantially to all employees."

IMPACT ON BUDGET:

Minor impacts on the budget can be expected by reason of the costs associated with Compensation Committee meetings and activities.

IMPACT ON SERVICE

There are no anticipated impacts on service to the community occasioned by this item.