



Board of Directors Agenda Report

MEETING DATE: NOVEMBER 19, 2020 **ITEM NUMBER:**10G

SUBJECT: Consideration of and Vote on Amending Board Policy 1.01: Policy Framework and Definitions, to Align Terms with California Department of Food and Agriculture (CDFA) Code Language

DATE: November 13, 2020

FROM: Michele Richards, CEO

PRESENTATION BY: Michele Richards, CEO

RECOMMENDATION

At the Board of Directors' discretion.

BACKGROUND

Several of the newly adopted Board governance policies refer to other policies and documents in California Food and Agriculture Code. Some of these documents refer to the Board Chair position as the "President" and to the CEO as the "Manager" or "Fair Manager."

To clarify that the 32nd DAA title of Board Chair is aligned with the CDFA title of President, and the 32nd DAA title of CEO is aligned with the CDFA title of Manager, it is recommended that Policy 1.01 be amended to include those references in the "Definitions" section.

Policy 1.01 with recommended changes is attached.

32nd District Agricultural Association
Board Policies

Board Policy 1.01: Policy Framework and Definitions

Date Adopted/Last Revised: February 27, 2020

Should any provision in this policy contradict any provision of California law, California law shall control.

Purpose

In order to promote consistency and clarity of information, this policy establishes a framework for all 32nd DAA policies. This policy applies to all 32nd DAA policies, regardless of their date of adoption.

Policy

To be an official 32nd DAA policy, a policy must either be approved by the Board or issued by the CEO or other Executives as delegated by the CEO. The 32nd DAA is responsible for ensuring that policies are up to date, so policies may change at any time. In the event of a conflict between a Bylaw and a Board Policy, the Bylaw will supersede. In the event of a conflict between a Board Policy and any other organizational policy, the Board Policy will supersede. Board Policies are to be understood in conjunction with, and incorporate, all applicable laws, regulations, and policies. All 32nd DAA Personnel are expected and required to know and act in accordance with all Board Policies.

The 32nd DAA's policies and related documents can be categorized as follows:

- **Board Bylaws:** The 32nd DAA's Bylaws outline the organizational framework of the 32nd DAA and set forth rules for how the 32nd DAA's Board governs the 32nd DAA. The Board is responsible for amending the Bylaws, as necessary (see Bylaws for relevant procedural details).
- **Board Policies:** The 32nd DAA's Board Policies set forth requirements that the Board has adopted regarding to how the Board, the CEO, and other 32nd DAA employees carry out their individual and shared responsibilities as they work together to serve the

community. The Board is responsible for periodically evaluating and updating these policies. These policies must be adhered to by all 32nd DAA Personnel.

- **Management Policies:** The Board has delegated responsibility to the CEO to establish, approve, and maintain policies with respect to operational matters that are not addressed in Board Policies. These are referred to as Management Policies. At their core, all Management Policies arise from the authority of the Board and therefore must align with the framework and strategies approved by the Board and be consistent with all Board Policies. The CEO is responsible for periodically evaluating the Management Policies and should develop a schedule for policy review to ensure they remain current. All Management Policies must be adhered to by all 32nd DAA employees.
- **Procedures:** Procedures provide step-by-step instructions for carrying out policies. The Board is responsible for establishing, approving, and maintaining any procedures for Board-related activities or the implementation of Board Policies. The Board may ask the CEO for assistance in developing procedures related to the implementation of Board Policies. The CEO—along with Executives, the Human Resources Director, and process owners—is responsible for establishing, approving, and maintaining related procedure documentation for Management Policies and for any management action items needed to follow or assist the Board in following Board Policies.

Definitions of Capitalized Terms Used in Board Policies

The definitions of capitalized terms used throughout the Board Policies are set forth below. Each individual Board Policy may have additional defined terms.

- **32nd DAA:** 32nd District Agricultural Association, doing business as OC Fair & Event Center
- **32nd DAA Personnel:** all Board Members and all employees of the 32nd DAA
- **Attorney General:** the Attorney General of the State of California, or his/her authorized designee
- **Board:** the Board of Directors of the 32nd DAA
- **Board Chair:** the Board Member elected by the Board to serve as President of the 32nd DAA and as chair of the Board (sometimes referred to in California Food and Agriculture Code as “President.”)
- **Board Member:** an individual appointed by the Governor of California to serve as a member of the Board
- **Board Policy:** a policy adopted by the Board

- **Board Vice Chair:** the Board Member elected by the Board to serve as vice chair of the Board; serves as the Board Chair in his/her absence
- **Cdfa:** California Department of Food & Agriculture
- **CEO:** an individual appointed by and responsible to the Board to hold all of the following offices: chief executive officer, general manager, secretary, and treasurer; the highest ranking employee of the 32nd DAA (sometimes referred to in California Food and Agriculture Code as “Manager” or “Fair Manager”)
- **Code:** California Food and Agricultural Code
- **CEO Direct Report:** any employee who reports directly to the CEO (as of the date this Introduction was adopted, the following positions reported directly to the CEO: Vice President for Business Development, Vice President for Finance and Administration, Vice President for Operations, Human Resources Director, and Executive Assistant to the CEO)
- **Executives:** the CEO, Vice President for Business Development, Vice President for Finance and Administration, and Vice President for Operations
- **External Stakeholders:** customers, guests, neighbors, tenants, contractors, other government agencies, the public at large, and all other stakeholders of the 32nd DAA who are not 32nd DAA Personnel