



BOARD OF DIRECTORS AGENDA REPORT

MEETING DATE: **NOVEMBER 21, 2024** ITEM: **9C**

SUBJECT: **Review of Recommended Amendment to Policy 3.01 (Board Composition and Officers) and Vote on Whether or Not to Approve**

DATE: November 15, 2024

FROM: Director La Belle and Chair Kovacevich – Governance Committee

PRESENTATION BY: Director La Belle and Chair Kovacevich – Governance Committee

Action Item

BACKGROUND

At the October 2024 Board of Directors meeting the Board voted to elect Nick Kovacevich as Chair and Barbara Bagneris as Vice Chair, reappointing them to a second one-year term.

Policy 3.01 (Board Composition and Officers) states that “the Board will elect two of its members to fulfill the following officer positions for the term of one year:

- Board Chair (sometimes referred to in California Food and Agriculture Code as “President”)
- Board Vice Chair”

Director La Belle suggested that while the policy does not prohibit officers from being re-elected for consecutive terms, it should perhaps be amended to clarify that point.

RECOMMENDATION

The Governance Committee recommends that the following statement be added to Policy 3.01 to clarify:

“The Board, at its discretion, may re-elect the Board Chair and/or Vice Chair to serve additional terms.”

A copy of Policy 3.01 with the proposed changes is attached.

32nd District Agricultural Association
Board Policies

Board Policy 3.01: Board Composition and Officers

Date Adopted/Last Revised: November ~~19, 2020~~ 2021, 2024

Note: Capitalized terms not otherwise defined in this Board Policy have the meanings set forth in the Definitions section of Board Policy 1.01. Should any provision in this policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this policy is to outline the Board’s organizational structure—including its composition and officers.

Policy

Board Composition

The Board is comprised of nine members. Board Members are appointed by the Governor of California to serve a four-year term. Board Members may serve more than one term and are reappointed at the discretion of the Governor.

Board Officers

As outlined in Article IV of the Board Bylaws, the Board will elect two of its members to fulfill the following officer positions for the term of one year:

- Board Chair (sometimes referred to in California Food and Agriculture Code as “President”)
- Board Vice Chair

The Board, at its discretion, may re-elect the Board Chair and/or Vice Chair to serve additional terms.

In addition, and in accordance with California law, the Board will appoint three officer positions that are not members of the Board. The Board may elect to delegate responsibilities of Secretary and Treasurer to the CEO:

- CEO (sometimes referred to in California Food and Agriculture Code as “Manager” or “Fair Manager”)
- Secretary
- Treasurer

Board Chair Responsibilities

The role of the Board Chair is to ensure the integrity of the Board’s processes. In addition to the specific duties outlined in other areas of the Board Policies, the Board Chair has the following general responsibilities:

- a) The Board Chair is the manager of the Board’s activities, ensuring that the Board of Directors and its members follow Board of Directors rules and policies as well as the provisions of the Bagley-Keene Open Meeting Act. Since the Board conducts business during public Board meetings, the Board Chair is responsible for ensuring that the Board’s work is conducted efficiently and effectively. To that end:
 - Meeting discussion content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor.
 - Information that is not for monitoring performance, educating the Board or aiding in the Board’s decision-making processes will be avoided or minimized and always noted as such.
 - Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
- b) The Board Chair will set the agenda for Board meetings with input from the other members of the Board and with the assistance of the CEO. The Board Chair will ensure that Board meetings are focused on matters of Board responsibility.
- c) The Board Chair is responsible for promoting the development of a Board work plan, complementary to the strategic priorities and operational plan of the organization.
- d) The Board Chair—without undermining the CEO’s accountability to the full Board of Directors—will be the Board’s primary liaison with the CEO, who is responsible for the execution of Board policies and directives, and for determining the means, organizational structure and management processes necessary to achieve the corporate objectives.
- e) The Board Chair is responsible for ensuring that conflict of interest issues and other conflicts or disputes are addressed sensitively and resolved constructively.

- f) The Board Chair, with the support and cooperation of the Board, is responsible for ensuring adequate communications and accountability to the public and key stakeholders.
- g) The Board Chair may sign, in conjunction with the CEO or any other officer of the 32nd DAA authorized by the Board, any deed, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed with the exception of cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the 32nd DAA.
- h) The Board Chair is the only Board Member authorized to speak for the 32nd DAA, unless this is specifically delegated to another Board Member. The Board Chair will act as public and media spokesperson for the Board of Directors and 32nd DAA as required.

Board Vice Chair Responsibilities

The Board Vice Chair will act on the Board Chair's behalf in the absence of the Board Chair or in the event of the Board Chair's inability or refusal to act. When acting in this capacity, the Board Vice Chair will have all the powers and responsibilities of the Board Chair. The Board Vice Chair will also take minutes at all closed session meetings when the CEO is not in attendance.

CEO Responsibilities

The CEO will attend all meetings of the Board of Directors, unless excused by the Board. See Policy 5.03 (Delegation of Executive Authority) for additional details about the CEO's responsibilities.

Secretary Responsibilities

The CEO will serve as the Secretary of the 32nd DAA. The Secretary's primary role is to keep the Board of Directors' book of minutes (meeting minutes) for all Board meetings, including standing committee meetings. Article IV of the Bylaws outlines specific requirements for the content of the meeting minutes. In addition, the Secretary will:

- Ensure that the required notice is given for all annual, regular, special, and emergency meetings as required by law.
- Deliver copies of all minutes to all Board Members.
- Maintain an accurate register of the mailing address and email address of each Board Member.

Treasurer Responsibilities

The CEO will serve as the Treasurer of the 32nd DAA, and shall keep and maintain or cause to be kept and maintained in accordance with generally accepted accounting principles as they pertain to governmental agencies adequate and correct accounts or properties and business transactions of the 32nd DAA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the 32nd DAA with such depositories as may be designated by the Board and approved by the California Department of Finance. The Treasurer shall disburse the funds of the 32nd DAA as ordered by the Board and shall render to the Board Chair and Directors whenever requested, an account of all transactions as Treasurer and an account of the financial condition of the 32nd DAA.