

South Bay Cities Council of Governments

December 8, 2014

TO: SBCCOG Steering Committee

FROM: Jacki Bacharach, Executive Director

RE: Roles and Responsibilities of the Steering Committee

Adherence to Strategic Plan:

Goal D: Organizational Stability. Be a high performing organization with a clear path to long-term financial health, staffing continuity and sustained board commitment.

Background

Strategy # 5 of the Strategic Plan for Goal D is: Review the roles and responsibilities of the Steering Committee as outlined in the bylaws and clarify with Steering Committee members, if necessary, so the Committee can be most effective in providing leadership and assisting the Board in carrying out its roles. Consider changing the name to Executive Steering Committee.

The bylaws section on the Steering Committee is as follows:

- B. Steering Committee. A Steering Committee is hereby established as a Standing Committee of the Governing Board.
 1. The Steering Committee shall be composed of the Chair, 1st Vice-Chair, 2nd Vice-Chair, the Immediate Past Chair of the governing board, the Chair of each standing committee or a designee appointed by the committee chair, and such employees/contractors of the council and staff members of member agencies as are designated by the governing board, provided that non-elected employees/contractors of the council and staff members of member cities or the county shall serve ex-officio and shall not have a vote. Any board member or alternate who attends a steering committee meeting shall be able to vote at the meeting which they attend as long as there is no more than one vote cast per member city or two votes from the county (one each from District 2 and 4). Representatives from suspended or inactive agencies as defined in Section 21 of the Agreement shall not serve on the Steering Committee and if in attendance at a Steering Committee meeting shall not be entitled to vote.
 2. The Steering Committee shall have the authority and duty to:
 - a. Formulate the agendas for the meetings of the Governing Board;
 - b. Oversee the day-to-day business of the Council, monitor the progress of ongoing contracts and provide direction to the staff of the Council;
 - c. Approve payment of bills for receipt of goods and services within the approved annual budget;
 - d. Make recommendations to the Governing Board regarding the work program, budget, positions to be taken on issues, contracts and all other matters within or the jurisdiction of the Council;
 - e. Evaluate Council staff;
 - f. Monitor the function of all Council committees; and
 - g. Receive regular reports from outside agencies.

3. A quorum of the Steering Committee shall be a minimum of four elected officials from those names in paragraph B1.
4. Regular meetings of the Steering Committee shall be held monthly. Special meetings of the Steering Committee may be called by the chair. All meetings shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act (Government Code Sections 54950 et seq.), as it now exists or may hereafter be amended. The official agenda for each meeting shall be posted by the city clerk of the city in whose jurisdiction the meeting is scheduled to take place.

Steering Committee Composition

For several years, the SBCCOG had trouble achieving a quorum on any of its committees including the Steering Committee. The biggest concern was the Steering Committee. Other committees generally could be and were disbanded. This has left the organization presently with only a Steering Committee and Board meeting and no committees.

In June 2011, the Board adopted a practice of electing 4 at large members to the Steering Committee since there are only 4 designated voting members (the officers) in the bylaws besides committee chairs and without committee chairs, that leaves no room for anyone to be absent to achieve a quorum at the Steering Committee. Also, increasing the size of the membership was felt to be in the interest of preparing members to serve as future SBCCOG officers.

Since the four additional appointments have been made, there has not been a problem with the quorum and often delegates or alternates not on the Steering Committee have decided to attend on their own which we have strongly encouraged.

In the next bylaws revision, the Steering Committee might want to consider modifying the definition of the Steering Committee membership to conform to Board policy adopted June 2011 to add 4 at large members. Staff would recommend that the bylaws provision be retained allowing any active delegate or alternate to participate at meetings and, any active delegate or alternate who is not assigned to the Steering Committee but attends a meeting to also vote as long as there is no designated Steering Committee member in attendance from their jurisdiction.

Officers

As noted in the bylaws, the Immediate Past Chair is one of the officers of the SBCCOG. In the recent past, we have not had the participation of the Immediate Past Chair. The Steering Committee might want to ask the Nominating Committee to remind the incoming officers that serving on the Steering Committee after their year as chair is part of their duties as defined in the bylaws. It should be noted that if the Immediate Past Chair no longer holds public office, that seat is vacant.

Steering Committee Duties and Responsibilities

The definition in the bylaws is fairly generic and inclusive. The Steering Committee should discuss whether they see the need for any changes.

Quorum

The quorum requirement of four allows for various points of view to be represented. It is the Nominating Committee's role to make sure that the officers and the 4 at large appointments come from Member jurisdictions throughout the region and reflect the diversity of the South Bay cities. Anything less could jeopardize the buy-in of the members on important decisions.

Name

During the Strategic Plan process, there were several comments about changing the name of the Steering Committee to Executive Committee. Should this change be recommended, it would necessitate a bylaws change.

Should the Steering Committee be interested in changing the bylaws, the amendment provision is as follows:

Amendments to these Bylaws may be proposed by a Governing Board Representative. The Amendment shall be submitted to the Governing Board at a meeting at least one month prior to the meeting at which the Amendment is voted upon. A vote of two-thirds (2/3) of the total voting membership of the Governing Board is required to adopt an Amendment.

RECOMMENDATION

The Steering Committee should discuss this item and provide direction to staff on any follow-up. Any recommendations for bylaws changes should be included as part of any future comprehensive review of the bylaws.