



BAY AREA
AIR QUALITY
MANAGEMENT
DISTRICT

BOARD OF DIRECTORS
NOMINATING COMMITTEE MEETING

COMMITTEE MEMBERS

ASH KALRA – CHAIRPERSON
CAROLE GROOM

JOHN GIOIA – VICE CHAIR
NATE MILEY
BRAD WAGENKNECHT

WEDNESDAY
DECEMBER 18, 2013
9:30 A.M.

ROOM 716
939 ELLIS STREET
SAN FRANCISCO, CA 94109

AGENDA

1. **CALL TO ORDER - ROLL CALL**

2. **PUBLIC COMMENT PERIOD**

(Public Comment on Non-Agenda Items Pursuant to Government Code § 54954.3) Members of the public are afforded the opportunity to speak on any agenda item. All agendas for regular meetings are posted at District headquarters, 939 Ellis Street, San Francisco, CA, at least 72 hours in advance of a regular meeting. At the beginning of the regular meeting agenda, an opportunity is also provided for the public to speak on any subject within the Committee's subject matter jurisdiction. Speakers will be limited to three (3) minutes each.

3. **APPROVAL OF MINUTES OF NOVEMBER 7, 2012 AND DECEMBER 4, 2013**

4. **CONSIDERATION AND NOMINATION OF BOARD OFFICERS FOR THE TERM OF OFFICE COMMENCING 2014**

J. Broadbent/5052
jbroadbent@baaqmd.gov

In accordance with the Air District's Administrative Code, the Committee will consider nominations of Board Officers for the upcoming term of office.

5. **COMMITTEE MEMBERS' COMMENTS**

Any member of the Committee, or its staff, on his or her own initiative or in response to questions posed by the public, may; ask a question for clarification, make a brief announcement or report on his or her own activities, provide a reference to staff regarding factual information, request staff to report back at a subsequent meeting concerning any matter or take action to direct staff to place a matter of business on a future agenda. (Gov't Code § 54954.2)

6. **ADJOURNMENT**

**CONTACT CLERK OF THE BOARDS - 939 ELLIS STREET
SAN FRANCISCO, CA 94109**

**(415) 749-5073
FAX: (415) 928-8560
BAAQMD homepage:
www.baaqmd.gov**

- To submit written comments on an agenda item in advance of the meeting.
- To request, in advance of the meeting, to be placed on the list to testify on an agenda item.
- To request special accommodations for those persons with disabilities notification to the Executive Office should be given at least 3 working days prior to the date of the meeting, so that arrangements can be made accordingly.

Any writing relating to an open session item on this Agenda that is distributed to all, or a majority of all, members of the body to which this Agenda relates shall be made available at the District's offices at 939 Ellis Street, San Francisco, CA 94109, at the time such writing is made available to all, or a majority of all, members of that body.

BAY AREA AIR QUALITY MANAGEMENT DISTRICT
939 ELLIS STREET, SAN FRANCISCO, CALIFORNIA 94109
FOR QUESTIONS PLEASE CALL (415) 749-5016 or (415) 749-4941

EXECUTIVE OFFICE:
MONTHLY CALENDAR OF AIR DISTRICT MEETINGS

DECEMBER 2013

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Executive Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	16	9:30 a.m.	4 th Floor Conf. Room
Board of Directors Stationary Source Committee <i>(Meets on the 3rd Monday of each Month)</i> - CANCELLED	Monday	16	10:30 a.m.	Board Room
Board of Directors Nominating Committee <i>(At the Call of the Chair)</i>	Wednesday	18	9:30 a.m.	Room 716
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i>	Wednesday	18	9:45 a.m.	Board Room
Board of Directors Budget & Finance Committee <i>(Meets on the 4th Wednesday of each Month)</i> - CANCELLED	Wednesday	25	9:30 a.m.	4 th Floor Conf. Room <u>And via videoconference at</u> Santa Rosa Junior College Doyle Library, Room 4243 1501 Mendocino Avenue Santa Rosa, CA
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i> - CANCELLED	Thursday	26	9:30 a.m.	Board Room

JANUARY 2014

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i> - CANCELLED	Wednesday	1	9:45 a.m.	Board Room
Advisory Council Regular Meeting <i>(Meets on the 2nd Wednesday of each Month)</i>	Wednesday	8	9:00 a.m.	Board Room
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i>	Wednesday	15	9:45 a.m.	Board Room
Board of Directors Climate Protection Committee <i>(Meets 3rd Thursday of every other month)</i>	Thursday	16	9:30 a.m.	4 th Floor Conf. Room
Board of Directors Executive Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	20	9:30 a.m.	4 th Floor Conf. Room
Board of Directors Stationary Source Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	20	10:30 a.m.	Board Room

JANUARY 2014

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Budget & Finance Committee <i>(Meets on the 4th Wednesday of each Month)</i>	Wednesday	22	9:30 a.m.	4 th Floor Conf. Room <u>And via videoconference at Santa Rosa Junior College Doyle Library, Room 4243 1501 Mendocino Avenue Santa Rosa, CA</u>
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i>	Thursday	23	9:30 a.m.	Board Room

FEBRUARY 2014

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i>	Wednesday	5	9:45 a.m.	Board Room
Advisory Council Regular Meeting <i>(Meets on the 2nd Wednesday of each Month)</i>	Wednesday	12	9:00 a.m.	Board Room
Board of Directors Executive Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	17	9:30 a.m.	4 th Floor Conf. Room
Board of Directors Stationary Source Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	17	10:30 a.m.	Board Room
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i>	Wednesday	19	9:45 a.m.	Board Room
Board of Directors Budget & Finance Committee <i>(Meets on the 4th Wednesday of each Month)</i>	Wednesday	26	9:30 a.m.	4 th Floor Conf. Room <u>And via videoconference at Santa Rosa Junior College Doyle Library, Room 4243 1501 Mendocino Avenue Santa Rosa, CA</u>
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i>	Thursday	27	9:30 a.m.	Board Room

BAY AREA AIR QUALITY MANAGEMENT DISTRICT

Memorandum

To: Chairperson Ash Kalra and Members
of the Nominating Committee

From: Jack P. Broadbent
Executive Officer/Air Pollution Control Officer

Date: December 5, 2013

Re: Nominating Committee Draft Meeting Minutes

RECOMMENDED ACTION

Approve attached draft minutes of the Nominating Committee meeting of November 7, 2012 and December 4, 2013.

DISCUSSION

Attached for your review and approval are the Nominating Committee meeting draft minutes of November 7, 2012 and December 4, 2013.

Respectfully submitted,

Jack P. Broadbent
Executive Officer/APCO

Prepared by: Sean Gallagher
Reviewed by: Rex Sanders

Attachments

Bay Area Air Quality Management District
939 Ellis Street
San Francisco, California 94109
(415) 749-5073

DRAFT MINUTES

Summary of Board of Directors
Nominating Committee Meeting
Wednesday, November 7, 2012
Immediately Following the Board of Directors Regular Meeting

1. Call to Order – Roll Call

Chairperson John Gioia called the meeting to order at 11:54 a.m.

Present: Chairperson John Gioia; and Directors Tom Bates, Ash Kalra and Katie Rice.

Absent: Director Susan Garner.

Also Present: None.

2. Public Comment Period: None.

3. Approval of Minutes of November 2, 2011

Committee Comments: None.

Public Comments: None.

Committee Action:

Director Bates made a motion to approve the Minutes of November 2, 2011; Director Kalra seconded; and the motion carried unanimously.

4. Consideration and Nomination of Board Officers for the Term of Office Commencing 2013

Committee Comments:

The Committee discussed potential nominations of Board officers for the term of office commencing 2013.

Public Comments: None.

Committee Action:

Director Bates made a motion, seconded by Director Rice, to recommend the Board of Directors appoint Director Kalra as Chairperson and Director Nate Miley as Vice Chairperson; the motion carried unanimously.

Committee Comments (continued):

The Committee discussed potential nominations of Board Secretary for the term of office commencing 2013.

Public Comments (continued): None.

Committee Action (continued):

Director Rice made a motion, seconded by Director Kalra, to recommend the Board of Directors appoint Director Carole Groom as Secretary; the motion carried unanimously.

5. **Committee Member Comments:** None.
6. **Adjournment:** The meeting adjourned at 11:58 a.m.

Sean Gallagher
Clerk of the Boards

Bay Area Air Quality Management District
939 Ellis Street
San Francisco, California 94109
(415) 749-5073

DRAFT MINUTES

Summary of Board of Directors
Nominating Committee Meeting
Wednesday, December 4, 2013

1. Call to Order – Roll Call

Board of Directors Vice-Chairperson Nate Miley called the meeting to order at 9:42 a.m.

Present: Board of Directors Vice-Chairperson Nate Miley; Committee Vice-Chairperson John Gioia; and Directors Carole Groom and Brad Wagenknecht.

Absent: Chairperson Ash Kalra.

Also Present: None.

2. Public Comment Period: None.

3. Approval of Minutes of November 7, 2012:

Approval of the minutes was postponed until the next meeting of the Committee.

4. Consideration and Nomination of Board Officers for the Term of Office Commencing 2014

Committee Comments:

The Committee discussed potential nominations of Board officers for the term of office commencing 2013 and agreed to discuss the matter further at the next meeting of the Committee after making a call for nominations by the Board of Directors at its next meeting.

Public Comments: None.

Committee Action: None.

5. Committee Member Comments: None.

6. Time and Place of Next Committee Meeting:

Wednesday, December 18, 2013, Bay Area Air Quality Management District Headquarters, 939 Ellis Street, San Francisco, CA 94109 at 9:30 a.m.

- 7. Adjournment:** The meeting adjourned at 9:43 a.m.

Sean Gallagher
Clerk of the Boards

BAY AREA AIR QUALITY MANAGEMENT DISTRICT

Memorandum

To: Chairperson Ash Kalra and Members
of the Nominating Committee

From: Jack P. Broadbent
Executive Officer/APCO

Date: December 5, 2013

Re: Consideration and Nomination of Board Officers for the 2014 Term of Office

RECOMMENDED ACTION:

Consider recommending Board of Directors' approval of Board Officers for:

- Chairperson
- Vice Chairperson
- Secretary

DISCUSSION

Air District Counsel, Brian Bunger has provided a memorandum addressed to Chairperson Kalra that is attached for discussion. The memorandum includes pertinent provisions from the Air District's Administrative Code and the Board of Directors' Operating Policies and Procedures. The memorandum also discusses the role of the Nominating Committee.

Respectfully submitted,

Jack P. Broadbent
Executive Officer/APCO

Prepared by: Vanessa Johnson
Reviewed by: Rex Sanders

Attachment(s)

BAY AREA AIR QUALITY MANAGEMENT DISTRICT

OFFICE OF DISTRICT COUNSEL

MEMORANDUM

DATE: December 5, 2013

TO: Ash Kalra, Chairperson and
Members of the Nominating Committee of the Board of Directors

FROM: Brian C. Bunger
District Counsel

SUBJECT: Criteria for Recommendation of Officers of the Board of Directors

The function of the Nominating Committee is “to recommend to the Board the officers for each calendar year.” Bay Area Air Quality Management District Administrative Code (“Admin. Code”), Division I, Section 6.8. In order to assist with this function, this Memorandum discusses the criteria to be applied by the Nominating Committee in making its recommendations for officers to the Board.

The Administrative Code contains certain criteria that the Nominating Committee must follow in making its recommendation for officers of the Board.

First, “the Committee shall not be bound by a recommendation of a previous Nominating Committee.” Admin. Code, Div. I, § 6.8.

Second, “[t]he Committee need not follow a strict rule of rotation between supervisor and city members but may take into account their proportionate membership on the Board of Directors.” Admin Code, Div. I, § 6.8.

Third, Section 6.8 further requires that “the Committee shall take into account the provisions of Section I-2.7.” Admin. Code, Div. I, § 6.8.

Section 2.7 of Division I of the Administrative Code sets forth a policy of the Board to rotate the positions of the Chairperson, Vice Chairperson and Board Secretary among the members of the Board “in a manner to assure participation in the affairs of the District from a wide representation of the membership.” Admin. Code, Div. I § 2.7. In this regard, Section 2.7 provides that “[I]n making its recommendations, the Nominating Committee shall take into account such factors as representation by those members appointed by Boards of Supervisors, those members appointed by City selection committees, those members from large counties, and those from small counties.” Admin. Code, Div. I § 2.7.

Thus, the Board has expressed a policy of rotating officer positions in order to ensure broad participation by all Board members in the affairs of the District. However, the Nominating Committee is not required to follow a strict rule of rotation between supervisor and city members. Nor is the Committee to be bound by the actions of any prior Nominating Committee. Finally, the Nominating Committee must take into account such factors as representation of supervisor and city members on the Board and the representation of members from large and small counties.

For your convenience, attached are copies of the pertinent sections of the District's Administrative Code.

ADMINISTRATIVE CODE – SELECTED PROVISIONS**SECTION 2 BOARD OF DIRECTORS, OFFICERS - DUTIES****2.1 OFFICERS OF THE BOARD. (Revised 1/21/04)**

The presiding officer of the Board is the Chairperson of the Board of Directors. The Chairperson, Vice Chairperson and Secretary shall, no later than the first meeting in December of each year, be elected by the Board of Directors and assume office January 1, (effective January 1, 2005). The Chairperson shall preserve order and decorum at regular and special meetings of the Board. The Chairperson shall state each question, shall announce the decision, shall decide all questions of order subject to an appeal to the Board. The Chairperson shall vote on all questions, last in order of the roll, and shall sign all ordinances and resolutions adopted by the District Board while the Chairperson presides. (see Section II-4.3)

In the event that the Chairperson is unable, for whatever reason, to fulfill his or her one-year term of office, the Vice-Chairperson shall succeed the Chairperson and the Secretary shall succeed the Vice-Chairperson. Section 2.3 below shall determine the filling of the Secretary vacancy. In any event, no Board Officer shall serve more than three (3) years in any one Board office (Chairperson, Vice-Chairperson, or Secretary).

2.2 CHAIRPERSON. (Revised 1/14/09)

The Chairperson shall take the chair at the hour appointed for the meeting and call the District Board to order. In the absence of the Chairperson, the Vice-Chairperson shall call the Board to order and serve as temporary Chairperson. Upon arrival of the Chairperson, the Vice-Chairperson shall relinquish the chair upon the conclusion of the business then pending before the Board. In the absence, or self-determined inability to act, of the Chairperson, or the Vice-Chairperson when the Chairperson is absent, the Board Secretary shall call the Board to order and serve as temporary Chairperson. Upon arrival of the Chairperson or Vice-Chairperson, the Secretary shall relinquish the Chair upon the conclusion of the business then pending before the Board. In the absence, or self-determined inability to act, of the Chairperson, Vice Chairperson or Secretary, members of the Board of Directors shall, by an order on the Minutes, select one of their members to act as temporary Chairperson. Upon the arrival or resumption of ability to act, the Chairperson or Vice-Chairperson shall resume the Chair, upon the conclusion of the business then pending before the Board. It shall be the duty of the Chairperson to attend all meetings of the Bay Area Air Quality Management District Advisory Council.

2.3 VICE CHAIRPERSON.

If, for any reason, the Chairperson ceases to be a member of the Board, the Vice-Chairperson shall automatically assume the office of Chairperson and the Board Secretary shall automatically assume the office of Vice-Chairperson. If, for any reason, the Vice-Chairperson ceases to be a member of the Board, the Board Secretary shall automatically assume the office of Vice-Chairperson. In either eventuality, the Board Nominating Committee shall, upon the request of the Chairperson, make a recommendation at the Board meeting following such request to fill the office of Board Secretary. An election will then immediately be held for that purpose.

2.4 BOARD SECRETARY.

The Board Secretary shall be official custodian of the Seal of the District and of the official records of the District and shall perform such secretarial duties as may require execution by the Board of Directors. The Board Secretary may delegate any of these duties to the APCO, or to the Clerk of the Boards.

2.5 MEETING ROLL CALL.

Before proceeding with the business of the Board, the Clerk of the Boards shall call the roll of the members, and the names of those present shall be entered in the Minutes. The names of members who arrive after the initial roll call shall be noted in the Minutes at that stage of the Minutes.

2.6 QUORUM.

A majority of the members of the Board constitutes a quorum for the transaction of business, and may act for the Board.

2.7 OFFICER ROTATION.

It is intended that the positions of Chairperson, Vice Chairperson, and Board Secretary be rotated among the members in a manner to assure participation in the affairs of the District from a wide representation of the membership. In making its recommendations, the Nominating Committee shall take into account such factors as representation by those members appointed by Boards of Supervisors, those members appointed by City selection committees, those members from large counties, and those from small counties.

SECTION 6 BOARD OF DIRECTORS, COMMITTEES

6.8 NOMINATING COMMITTEE. (Revised 10/4/95)

The Nominating Committee will consist of the Chairperson of the Board, the past Chairperson of the Board and three (3) appointees of the Chairperson of the Board, or in the event the past Chairperson of the Board is no longer serving on the Board, four (4) appointees of the Chairperson of the Board. The Nominating Committee shall be appointed no later than the second Board Meeting in November of each year and shall serve until the appointment of a new Committee. It is the function of the Nominating Committee to recommend to the Board the officers for each calendar year. In making its recommendation, the Committee shall not be bound by a recommendation of a previous Nominating Committee. The Committee need not follow a strict rule of rotation between supervisor and city members but may take into account their proportionate membership on the Board of Directors. Additionally, the Committee shall take into account the provisions of Section I-2.7.