



BAY AREA
AIR QUALITY
MANAGEMENT
DISTRICT

BOARD OF DIRECTORS
NOMINATING COMMITTEE

COMMITTEE MEMBERS

ERIC MAR – CHAIRPERSON
CAROLE GROOM
BRAD WAGENKNECHT

JOHN GIOIA
MARK ROSS

WEDNESDAY
NOVEMBER 16, 2016
9:00 A.M.

1ST FLOOR CLAREMONT ROOM
375 BEALE STREET
SAN FRANCISCO, CA 94105

AGENDA

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

The Committee Chair shall call the meeting to order and the Clerk of the Boards shall take roll of the Committee members.

2. **PUBLIC COMMENT ON NON-AGENDA MATTERS**

(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 Air District headquarters, 375 Beale 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 THE MINUTES OF OCTOBER 21, 2015**

Clerk of the Boards/ 5073

The Committee will consider approving the attached draft minutes of the Nominating Committee meeting of October 21, 2015.

4. **CONSIDERATION AND NOMINATION OF BOARD OFFICERS FOR THE TERM OF OFFICE COMMENCING 2017**

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 MEMBER COMMENTS**

Any member of the Board, 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. **TIME AND PLACE OF NEXT MEETING**

At the call of the Chair.

7. **ADJOURNMENT**

The Committee meeting shall be adjourned by the Committee Chair.

CONTACT:

MANAGER, EXECUTIVE OPERATIONS
375 BEALE STREET, SAN FRANCISCO, CA 94105
mmartinez@baaqmd.gov

(415) 749-5016
FAX: (415) 928-8560
BAAQMD homepage:
www.baaqmd.gov

- To submit written comments on an agenda item in advance of the meeting. Please note that all correspondence must be addressed to the “Members of the Nominating Committee” and received at least 24 hours prior, excluding weekends and holidays, in order to be presented at that Board meeting. Any correspondence received after that time will be presented to the Board at the following meeting.
- To request, in advance of the meeting, to be placed on the list to testify on an agenda item.

Accessibility and Non-Discrimination Policy

The Bay Area Air Quality Management District (Air District) does not discriminate on the basis of race, national origin, ethnic group identification, ancestry, religion, age, sex, sexual orientation, gender identity, gender expression, color, genetic information, medical condition, or mental or physical disability, or any other attribute or belief protected by law.

It is the Air District’s policy to provide fair and equal access to the benefits of a program or activity administered by Air District. The Air District will not tolerate discrimination against any person(s) seeking to participate in, or receive the benefits of, any program or activity offered or conducted by the Air District. Members of the public who believe they or others were unlawfully denied full and equal access to an Air District program or activity may file a discrimination complaint under this policy. This non-discrimination policy also applies to other people or entities affiliated with Air District, including contractors or grantees that the Air District utilizes to provide benefits and services to members of the public.

Auxiliary aids and services including, for example, qualified interpreters and/or listening devices, to individuals who are deaf or hard of hearing, and to other individuals as necessary to ensure effective communication or an equal opportunity to participate fully in the benefits, activities, programs and services will be provided by the Air District in a timely manner and in such a way as to protect the privacy and independence of the individual. Please contact the Non-Discrimination Coordinator identified below at least three days in advance of a meeting so that arrangements can be made accordingly.

If you believe discrimination has occurred with respect to an Air District program or activity, you may contact the Non-Discrimination Coordinator identified below or visit our website at www.baaqmd.gov/accessibility to learn how and where to file a complaint of discrimination.

Questions regarding this Policy should be directed to the Air District’s Non-Discrimination Coordinator, Rex Sanders, at (415) 749-4951 or by email at rsanders@baaqmd.gov.

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 375 Beale Street, Suite 600, San Francisco, CA 94105, 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
375 BEALE STREET, SAN FRANCISCO, CALIFORNIA 94105
FOR QUESTIONS PLEASE CALL (415) 749-5016 or (415) 749-4941

EXECUTIVE OFFICE:
MONTHLY CALENDAR OF AIR DISTRICT MEETINGS

NOVEMBER 2016

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Nominating Committee <i>(At the Call of the Chair)</i>	Wednesday	16	9:00 a.m.	1 st Floor Board Room
Board of Directors Ad Hoc Building Oversight Committee <i>(At the Call of the Chair)</i>	Wednesday	16	9:30 a.m.	1 st Floor Board Room
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i>	Wednesday	16	9:45 a.m.	1 st Floor Board Room
Board of Directors Climate Protection Committee <i>(Meets on the 3rd Thursday of every other Month)</i>	Thursday	17	9:30 a.m.	1 st Floor Board Room
Board of Directors Executive Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	21	9:30 a.m.	1 st Floor Board Room
Board of Directors Stationary Source Committee <i>(Meets on the 3rd Monday of each Month)</i> - CANCELLED	Monday	21	10:30 a.m.	1 st Floor Board Room
Board of Directors Budget & Finance Committee <i>(Meets on the 4th Wednesday of each Month)</i> - CANCELLED	Wednesday	23	9:30 a.m.	1 st Floor Board Room
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i> - CANCELLED	Thursday	24	9:30 a.m.	1 st Floor Board Room

DECEMBER 2016

<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	7	9:45 a.m.	1 st Floor Board Room
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i>	Thursday	15	9:30 a.m.	1 st Floor Board Room
Board of Directors Executive Committee <i>(Meets on the 3rd Monday of each Month)</i> - CANCELLED	Monday	19	9:30 a.m.	1 st Floor Board Room
Board of Directors Stationary Source Committee <i>(Meets on the 3rd Monday of each Month)</i> - CANCELLED	Monday	19	10:30 a.m.	1 st Floor Board Room
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i> - CANCELLED	Wednesday	21	9:45 a.m.	1 st Floor Board Room

DECEMBER 2016

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i> - CANCELLED	Thursday	22	9:30 a.m.	1 st Floor Board Room
Board of Directors Budget & Finance Committee <i>(Meets on the 4th Wednesday of each Month)</i>	Wednesday	28	9:30 a.m.	1 st Floor Board Room

JANUARY 2017

<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	4	9:45 a.m.	1 st Floor Board Room
Board of Directors Executive Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	16	9:30 a.m.	1 st Floor Board Room
Board of Directors Stationary Source Committee <i>(Meets on the 3rd Monday of each Month)</i>	Monday	16	10:30 a.m.	1 st Floor Board Room
Board of Directors Regular Meeting <i>(Meets on the 1st & 3rd Wednesday of each Month)</i>	Wednesday	18	9:45 a.m.	1 st Floor Board Room
Board of Directors Climate Protection Committee <i>(Meets 3rd Thursday of Every Other Month)</i>	Thursday	19	9:30 a.m.	1 st Floor Board Room
Board of Directors Budget & Finance Committee <i>(Meets on the 4th Wednesday of each Month)</i>	Wednesday	25	9:30 a.m.	1 st Floor Board Room
Board of Directors Mobile Source Committee <i>(Meets on the 4th Thursday of each Month)</i>	Thursday	26	9:30 a.m.	1 st Floor Board Room

HL – 11/2/16 (7:30 a.m.)

G/Board/Executive Office/Moncal

BAY AREA AIR QUALITY MANAGEMENT DISTRICT
Memorandum

To: Chairperson Eric Mar and Members
of the Nominating Committee

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

Date: November 2, 2016

Re: Minutes of the Nominating Committee Meeting of October 21, 2015

RECOMMENDED ACTION

Approve attached draft minutes of the Nominating Committee (Committee) meeting of October 21, 2015.

DISCUSSION

Attached for your review and approval are the Committee meeting draft minutes of October 21, 2015.

Respectfully submitted,

Jack P. Broadbent
Executive Officer/APCO

Prepared by: Sean Gallagher
Reviewed by: Maricela Martinez

Attachment 3A: Draft Minutes of the Committee Meeting of October 21, 2015

AGENDA 3A – ATTACHMENT

Draft Minutes – Nominating Committee Meeting of October 21, 2015

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, October 21, 2015

1. CALL TO ORDER – ROLL CALL

Chairperson Carole Groom called the meeting to order at 9:35 a.m.

Present: Chairperson Carole Groom; and Directors Liz Kniss, Mark Ross and Jim Spering.

Absent: Director Nate Miley.

Also Present: None.

2. PUBLIC COMMENT PERIOD: No requests received.

3. MINUTES OF THE NOMINATING COMMITTEE (COMMITTEE) MEETING OF NOVEMBER 17, 2014

Committee Comments: None.

Public Comments: No requests received.

Committee Action:

Director Ross made a motion, seconded by Director Kniss, to approve the minutes of November 17, 2014; and the motion carried by the following vote of the Committee:

AYES: Groom, Kniss, Ross and Spering.

NOES: None.

ABSTAIN: None.

ABSENT: Miley.

4. CONSIDERATION AND NOMINATION OF BOARD OF DIRECTORS (BOARD) OFFICERS FOR THE TERM OF OFFICE COMMENCING 2016

Committee Comments:

The Committee discussed potential nominations of Board officers for the term of office commencing 2016.

Public Comments: No requests received.

Committee Action:

Director Spering made a motion, seconded by Director Ross, to recommend the Board appoint Director Mar as Chairperson, Director Kniss as Vice-Chairperson and Director Hudson as Secretary; and the motion carried by the following vote of the Committee:

AYES: Groom, Kniss, Ross and Spering.

NOES: None.

ABSTAIN: None.

ABSENT: Miley.

5. **COMMITTEE MEMBER COMMENTS:** None.
6. **TIME AND PLACE OF NEXT MEETING:** At the call of the Chairperson.
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 Eric Mar and Members
of the Nominating Committee

From: Jack P. Broadbent
Executive Officer/APCO

Date: November 2, 2016

Re: Consideration and Nomination of Board Officers for the Term of Office
Commencing 2017

RECOMMENDED ACTION

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

- Chairperson;
- Vice Chairperson; and
- Secretary

DISCUSSION

Air District Counsel, Brian Bunger has provided a memorandum addressed to Chairperson Eric Mar 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: Maricela Martinez

Attachment 1: Criteria for Recommendation of Officers of the Board of Directors
Attachment 2: Administrative Code – Selected Provisions Section 2 Board of Directors,
Officers - Duties

BAY AREA AIR QUALITY MANAGEMENT DISTRICT

OFFICE OF DISTRICT COUNSEL

MEMORANDUM

DATE: November 2, 2016

TO: Eric Mar, 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.

AGENDA 4 – ATTACHMENT 1

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.