



BAY AREA  
AIR QUALITY  
MANAGEMENT  
DISTRICT

BOARD OF DIRECTORS  
NOMINATING COMMITTEE

COMMITTEE MEMBERS

NATE MILEY - CHAIRPERSON  
SCOTT HAGGERTY  
BRAD WAGENKNECHT

JOHN GIOIA  
ASH KALRA

**MONDAY**  
**NOVEMBER 17, 2014**  
**9:30 A.M.**

**ROOM 716**  
**939 ELLIS STREET**  
**SAN FRANCISCO, CA 94109**

**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 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. **MINUTES OF THE NOMINATING COMMITTEE MEETING OF DECEMBER 18, 2013**

**Clerk of the Boards/ 5073**

*The Committee will consider approving the attached draft minutes of the Nominating Committee meeting of December 18, 2013.*

4. **CONSIDERATION AND NOMINATION OF BOARD OFFICERS FOR THE TERM OF OFFICE COMMENCING 2015**

**J. Broadbent/5052**

**[jbroadbent@baaqmd.gov](mailto: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 CLERK OF THE BOARDS  
939 ELLIS STREET, SAN FRANCISCO, CA 94109  
SGALLAGHER@BAAQMD.GOV**

**(415) 749-5073  
FAX: (415) 928-8560  
BAAQMD homepage:  
[www.baaqmd.gov](http://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 three 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**

**NOVEMBER 2014**

<b><u>TYPE OF MEETING</u></b>	<b><u>DAY</u></b>	<b><u>DATE</u></b>	<b><u>TIME</u></b>	<b><u>ROOM</u></b>
<b>Advisory Council Regular Meeting</b> <i>(Meets on the 2<sup>nd</sup> Wednesday of each Month)</i>	Wednesday	12	9:00 a.m.	Board Room
<b>Board of Directors Mobile Source Committee</b> <i>(Meets on the 4<sup>th</sup> Thursday of each Month)</i>	Thursday	13	9:30 a.m.	Board Room
<b>Board of Directors Executive Committee</b> <i>(Meets on the 3<sup>rd</sup> Monday of each Month)</i> - CANCELLED	Monday	17	9:30 a.m.	4 <sup>th</sup> Floor Conf. Room
<b>Board of Directors Climate Protection Committee</b> – <i>(Meets 3<sup>rd</sup> Thursday every other Month)</i> - CANCELLED AND RESCHEDULED TO MONDAY, DECEMBER 1, 2014	Monday	17	9:30 a.m.	Board Room
<b>Board of Directors Nominating Committee</b> <i>(At the Call of the Chair)</i>	Monday	17	9:30 a.m.	Room 716
<b>Board of Directors Regular Meeting</b> <i>(Meets on the 1<sup>st</sup> &amp; 3<sup>rd</sup> Wednesday of each Month)</i>	Monday	17	9:45 a.m.	Board Room
<b>Board of Directors Mobile Source Committee</b> <i>(Meets on the 4<sup>th</sup> Thursday of each Month)</i> - CANCELLED	Monday	24	9:30 a.m.	Board Room
<b>Board of Directors Stationary Source Committee</b> <i>(Meets Quarterly at the call of the Chair)</i>	Monday	24	9:30 a.m.	Board Room
<b>Board of Directors Budget &amp; Finance Committee</b> <i>(Meets on the 4<sup>th</sup> Wednesday of each Month)</i>	Wednesday	26	9:30 a.m.	4 <sup>th</sup> Floor Conf. Room

**DECEMBER 2014**

<b><u>TYPE OF MEETING</u></b>	<b><u>DAY</u></b>	<b><u>DATE</u></b>	<b><u>TIME</u></b>	<b><u>ROOM</u></b>
<b>Board of Directors Climate Protection Committee</b> – <i>(Meets 3<sup>rd</sup> Thursday every other Month)</i>	Monday	1	9:30 a.m.	Board Room
<b>Board of Directors Regular Meeting</b> <i>(Meets on the 1<sup>st</sup> &amp; 3<sup>rd</sup> Wednesday of each Month)</i>	Wednesday	3	9:45 a.m.	Board Room
<b>Board of Directors Executive Committee</b> <i>(Meets on the 3<sup>rd</sup> Monday of each Month)</i>	Monday	15	9:30 a.m.	4 <sup>th</sup> Floor Conf. Room

## DECEMBER 2014

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
<b>Board of Directors Regular Meeting</b> <i>(Meets on the 1<sup>st</sup> &amp; 3<sup>rd</sup> Wednesday of each Month)</i>	Wednesday	17	9:45 a.m.	Board Room
<b>Board of Directors Mobile Source Committee</b> <i>(Meets on the 4<sup>th</sup> Thursday of each Month)</i>	Thursday	18	9:30 a.m.	Board Room
<b>Board of Directors Budget &amp; Finance Committee</b> <i>(Meets on the 4<sup>th</sup> Wednesday of each Month)</i>	Wednesday	24	9:30 a.m.	4 <sup>th</sup> Floor Conf. Room

## JANUARY 2015

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
<b>Board of Directors Regular Meeting</b> <i>(Meets on the 1<sup>st</sup> &amp; 3<sup>rd</sup> Wednesday of each Month)</i>	Wednesday	7	9:45 a.m.	Board Room
<b>Advisory Council Regular Meeting</b> <i>(Meets on the 2<sup>nd</sup> Wednesday of each Month)</i>	Wednesday	14	9:00 a.m.	Board Room
<b>Board of Directors Climate Protection Committee</b> – <i>(Meets 3<sup>rd</sup> Thursday every other Month)</i>	Thursday	15	9:30 a.m.	Board Room
<b>Board of Directors Executive Committee</b> <i>(Meets on the 3<sup>rd</sup> Monday of each Month)</i>	Monday	19	9:30 a.m.	4 <sup>th</sup> Floor Conf. Room
<b>Board of Directors Regular Meeting</b> <i>(Meets on the 1<sup>st</sup> &amp; 3<sup>rd</sup> Wednesday of each Month)</i>	Wednesday	21	9:45 a.m.	Board Room
<b>Board of Directors Mobile Source Committee</b> <i>(Meets on the 4<sup>th</sup> Thursday of each Month)</i>	Thursday	22	9:30 a.m.	Board Room
<b>Board of Directors Budget &amp; Finance Committee</b> <i>(Meets on the 4<sup>th</sup> Wednesday of each Month)</i>	Wednesday	28	9:30 a.m.	4 <sup>th</sup> Floor Conf. Room

**BAY AREA AIR QUALITY MANAGEMENT DISTRICT**

Memorandum

To: Chairperson Nate Miley and Members  
of the Nominating Committee

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

Date: November 6, 2014

Re: Minutes of the Nominating Committee Meeting of December 18, 2013

RECOMMENDED ACTION

Approve attached draft minutes of the Nominating Committee meeting of December 18, 2013.

DISCUSSION

Attached for your review and approval are the Nominating Committee meeting draft minutes of December 18, 2013.

Respectfully submitted,

Jack P. Broadbent  
Executive Officer/APCO

Prepared by: Sean Gallagher  
Reviewed by: Maricela Martinez

Attachment: Draft Minutes of the Nominating Committee Meeting of December 18, 2013

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 18, 2013

**1. Call to Order – Roll Call**

Chairperson Ash Kalra called the meeting to order at 9:31 a.m.

Present: Chairperson Ash Kalra; Vice-Chairperson John Gioia; and Directors Carole Groom, Nate Miley and Brad Wagenknecht.

Absent: None.

Also Present: None.

**2. Consideration and Nomination of Board of Directors (Board) Officers for the Term of Office Commencing 2014 (Agenda Item #4 Taken Out of Order)**

Nominating Committee (Committee) Comments:

The Committee discussed potential nominations of Board officers for the term of office commencing 2014.

NOTED PRESENT: Director Miley was noted present at 9:43 a.m.

Public Comments: No requests received.

Committee Action:

Director Wagenknecht made a motion, seconded by Director Groom, to recommend the Board of Directors appoint Director Miley as Chairperson, Director Groom as Vice-Chairperson and Director Mar as Secretary; and the motion carried unanimously.

**3. Public Comment Period (Agenda Item #2):** No requests received.

**4. Approval of Minutes of November 7, 2012 and December 4, 2013 (Agenda Item #3):**

Committee Comments: None.

Public Comments: No requests received.

Committee Action:

Director Gioia made a motion to approve the Minutes of November 7, 2012 and December 4, 2013; Director Wagenknecht seconded; and the motion carried unanimously.

5. **Committee Member Comments:** None.
6. **Time and Place of Next Committee Meeting:** At the call of the Chair.
7. **Adjournment:** The meeting adjourned at 9:48 a.m.

Sean Gallagher  
Clerk of the Boards

**BAY AREA AIR QUALITY MANAGEMENT DISTRICT**

Memorandum

To: Chairperson Nate Miley and Members  
of the Nominating Committee

From: Jack P. Broadbent  
Executive Officer/APCO

Date: November 6, 2014

Re: Consideration and Nomination of Board Officers for the Term of Office  
Commencing 2015

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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 Nate Miley 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 6, 2014

**TO:** Nate Miley, 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

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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.