



**REGULAR MEETING
of the Executive Committee (EC)**

Tuesday, January 15, 2019

2:30 pm

**Monterey Bay Community Power (MBCP)
70 Garden Court, Suite 300
Monterey, CA 93940**

Meetings are accessible to people with disabilities. Individuals who need special assistance or a disability-related modification or accommodation to participate in this meeting, or who have a disability and wish to request an alternative format for the meeting materials, should contact Bren Lehr, EC Clerk, at 831-641-7203 or blehr@mbcommunitypower.org. Requests should be made as soon as possible but at least 72 hours prior to the scheduled meeting.

If you have anything that you wish to be distributed to the EC please provide 15 copies and hand them to a member of MBCP staff or Bren Lehr, EC Clerk, who will distribute the information to the EC members and other staff.

The public may comment on a specific item listed on this agenda when the EC considers that item. In addition, the members of the public may request and receive copies without undue delay of any documents that are distributed to the EC, unless there is a specific exemption under the Public Records Act that prevents the disclosure of the record. (Cal. Gov't Code Section 54957.5)

In compliance with Government Code Section 54957.5, non-exempt writings that are distributed to a majority or all of the EC in advance of a meeting and that relate to an agenda item will be made available at MBCP's offices located at 70 Garden Court, Suite 300, Monterey, CA 93940 during normal business hours and are also available on the [MBCP website](http://www.mbcommunitypower.org/about/meetings/) located at: <http://www.mbcommunitypower.org/about/meetings/>.

AGENDA

1. Welcome & Roll Call

2. Public Comment on Matters Not Listed on the Agenda

The public may provide comments on any item within the EC's jurisdiction but not on the Agenda. The EC may not take action at this meeting on any item not listed on the Agenda other than to refer the matter to staff or set it for a future meeting. Speakers are limited to 3 minutes each.

3. Corrections and Additions

The EC Clerk will announce agenda corrections and proposed additions of emergency, urgency, or continued items, which will be acted on by the EC as provided in Sections 54954.2 of the California Government Code.

REGULAR AGENDA

4. Appoint No More Than Two (2) Directors from the Executive Committee to Negotiate the CEO Contract Amendment and Recommend to the Policy Board During its March 2019 Meeting (Action Item)

5. Appoint No More Than Two (2) Directors from the Executive Committee to Nominate the 2019 Officers for the Policy Board of Directors and the Operations Board of Directors for the 2019-2020 Calendar Years (Action Item)

6. Selection Process for Board Members (Discussion Item)

INFORMATION ITEMS

7. EC Member Reports & Comments (Information Only)

EC members will have the opportunity to provide brief announcements and reports on their own activities that are not within the purview of the EC.

8. Adjournment



Staff Report Item 4

TO: MBCP Executive Committee

FROM: Bruce McPherson, Policy Board of Directors Chair

SUBJECT: Appoint an Ad Hoc Committee of No More than Two (2) Directors to Negotiate Amendment to MBCP CEO Contract

DATE: January 15, 2019

RECOMMENDATION:

This recommends that the Executive Committee appoint no more than two of its members to negotiate an amendment to the MBCP CEO contract. The amendment will be discussed by the full committee and submitted to the Policy Board for consideration during their meeting in March 2019.

BACKGROUND:

In July of 2017, the Policy Board hired the MBCP chief executive officer on an interim basis and offered him a contract that was to expire in June of 2018.

In March 2018, the Policy Board approved a new permanent, open ended contract for the CEO and has engaged in an extensive performance review of the CEO during 2018.

In September 2018, the Policy Board approved the formation of an Executive Committee and tasked that committee, among others, with reviewing the CEO performance and, when appropriate, negotiating the terms of his/her contract.

The Policy Board Chair has suggested that the Executive Committee appoint negotiator(s) to review and work with the CEO on an appropriate amendment to his current contract and to be submitted for approval to the full Board during their March 2019 meeting.

FISCAL IMPACT:

None at this time.

ATTACHMENT:

None

**Staff Report Item 5**

TO: MBCP Executive Committee

FROM: Bruce McPherson, Policy Board Chair

SUBJECT: Appointment of Ad Hoc Committee Members to Nominate the 2019 Officers for the Policy Board of Directors and the Operations Board of Directors

DATE: January 15, 2019

RECOMMENDATION:

This is to recommend that the Executive Committee form an ad-hoc committee of no more than two (2) directors to nominate the 2019 officers for the Policy Board of Directors and the Operations Board of Directors.

DISCUSSION AND ANALYSIS

Policy and Operations Board of Directors were sworn-in on May 3, 2017. Bruce McPherson and Steve McShane were appointed as Chair and Vice Chair respectively on the Policy Board; Rene Mendez and Ray Corpuz were appointed as Chair and Vice Chair respectively on the Operations Board. The MBCP Operating Rules and Regulations state that the terms for Chair and Vice Chair will be one year but there shall be no limit on the number of terms held by either the Chair or Vice Chair. This recommendation gives the Boards the opportunity to either continue with the current leadership or change it as they deem appropriate.

FISCAL IMPACT:

None at this time.

ATTACHMENT:

None

**Staff Report Item 6**

TO: MBCP Executive Committee

FROM: Tom Habashi, Chief Executive Officer

SUBJECT: Selection Process for Board Members

DATE: January 15, 2019

RECOMMENDATION:

This is to recommend that the Executive Committee discuss the process for appointing board members to the Policy Board of Directors and the Operations Board of Directors.

BACKGROUND:

MBCP Joint Powers Agreement (“JPA”) calls for two Boards: Policy Board of Directors and Operations Board of Directors and assigns one seat each to the three counties and the largest 3 cities in Santa Cruz and Monterey Counties (over 50,000 each in population). Each of the other 6 seats on each board are assigned to 2-3 cities on a rotational basis. While this approach ensures inclusivity and recognition of the member’s size, it has been difficult to administer. Staff will work with the Executive Committee to recommend changes to the JPA and the MBCP Operating Rules and Regulations to simplify the process and ease the administration burden on staff.

DISCUSSION/ANALYSIS:

On May 3, 2017 Policy and Operations Board of Directors were sworn-in and ready to serve on each of the boards. Board member terms are for 2 years and will expire on May 3, 2019. Having mid-year appointments can be problematic because many cities complete their outside appointments in January. Thus, staff is requesting that the terms for Policy Board of Directors and Operations Board of Directors follow a January to January schedule. This would mean that letters would be mailed to Mayors and City Managers for each JPA member in early December requesting appointments be made in January.

The JPA sets forth parameters for the process of selecting board members by providing that members can elect to use their City Selection Committee (“Committee”) in their respective Counties to make appointments. This process may not be well known to many of the members, often causes confusion, and is currently only utilized by the County of Santa Cruz to make appointments. Other issues that staff occasionally encounter is the lack of response by certain primary directors to confirm attendance at meetings and/or confirm an alternate will attend in his or her absence. Additionally, certain members do not have appointed alternates so if the primary is absent from a meeting then that leaves a vacancy creating not only a potential for lack of quorum but also representation from that member on business matters that require action. Moreover, some of the shared seats have appointed a primary from one city and an alternate from another. This has caused issues if the two cities are not congruent in their support or opposition to a business matter.

FISCAL IMPACT:

None at this time.

CONCLUSION:

In conclusion, staff is requesting that the Executive Committee create a selection process for appointing board members that would potentially include the following:

- 1) Requirement of board members to notify the board clerk of their attendance and/or absences from meetings.
- 2) Appointment of both a primary and alternate to ensure the best member representation and attendance at all board meetings.
- 3) Shared seats must appoint only members from same city.
- 4) Director terms to change from a May to a January, 2-year term.

ATTACHMENT:

None