



BAY AREA
AIR QUALITY
MANAGEMENT
DISTRICT

BOARD OF DIRECTORS
NOMINATING COMMITTEE

COMMITTEE MEMBERS

JOHN J. BAUTERS – CHAIR
TYRONE JUE
KATIE RICE

ERIN HANNIGAN
KAREN MITCHOFF

THIS MEETING WILL BE CONDUCTED UNDER PROCEDURES AUTHORIZED BY ASSEMBLY BILL 361 (RIVAS 2021) ALLOWING REMOTE MEETINGS. THIS MEETING WILL BE ACCESSIBLE VIA WEBCAST, TELECONFERENCE, AND ZOOM. A ZOOM PANELIST LINK WILL BE SENT SEPARATELY TO COMMITTEE OR BOARD MEMBERS

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NOMINATING COMMITTEE MEETING AGENDA

WEDNESDAY, NOVEMBER 2, 2022

8:30 AM

1. **Call to Order - Roll Call**
2. **Pledge of Allegiance**
3. **Public Meeting Procedure**

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

This meeting will be webcast. To see the webcast, please visit www.baaqmd.gov/bodagendas at the time of the meeting. Closed captioning may contain errors and omissions and are not certified for their content or form.

***Public Comment on Agenda Items:** The public may comment on each item on the agenda as the item is taken up. Members of the public who wish to speak on matters on the agenda for the meeting, will have two minutes each to address the Committee. No speaker who has already spoken on that item will be entitled to speak to that item again.*

CONSENT CALENDAR (Item 4)

4. Approval of the Minutes of May 18, 2022

The Committee will consider approving the draft minutes of the Nominating Committee meeting of May 18, 2022.

DISCUSSION

5. Consideration and Nomination of Board Officers for the Term of Office Commencing 2023

In accordance with the Air District's Administrative Code, the Committee will consider nominations for Chairperson, Vice Chairperson, and Secretary of the Board of Directors for the upcoming term of office for Calendar Year 2023.

OTHER BUSINESS

6. Public Comment on Non-Agenda Matters

Pursuant to Government Code Section 54954.3

Members of the public who wish to speak on matters not on the agenda for the meeting, will have two minutes each to address the Committee.

7. Committee Member 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)

8. Time and Place of Next Meeting

At the Call of the Chair.

9. Adjournment

The Committee meeting shall be adjourned by the Chair.

CONTACT:

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

(415) 749-4941
FAX: (415) 928-8560
BAAQMD homepage:
www.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 Air 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.

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, Suma Peesapati, at (415) 749-4967 or by email at speesapati@baaqmd.gov.

BAY AREA AIR QUALITY MANAGEMENT DISTRICT

375 BEALE STREET, SAN FRANCISCO, CA 94105

FOR QUESTIONS PLEASE CALL (415) 749-4941

EXECUTIVE OFFICE:

MONTHLY CALENDAR OF AIR DISTRICT MEETINGS

NOVEMBER 2022

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Nominating Committee	Wednesday	2	8:30 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Meeting	Wednesday	2	9:00 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Administration Committee	Wednesday	2	2:00 p.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Community Equity, Health and Justice Committee	Thursday	3	9:30 a.m.	Webcast only pursuant to Assembly Bill 361
Advisory Council Meeting – CANCELLED AND RESCHEDULED TO DECEMBER 5, 2022 AT 8:30 A.M.	Monday	14	8:30 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Legislative Committee	Monday	14	1:00 p.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Meeting - CANCELLED	Wednesday	16	9:00 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Administration Committee - CANCELLED	Wednesday	16	11:00 a.m.	Webcast only pursuant to Assembly Bill 361
Community Advisory Council Meeting	Thursday	17	6:00 p.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Stationary Source and Climate Impacts Committee	Monday	21	9:00 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Budget and Finance Committee	Wednesday	23	9:30 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Mobile Source and Climate Impacts Committee– CANCELLED AND RESCHEDULED TO NOVEMBER 28, 2022 AT 9:30 A.M.	Thursday	24	9:30 a.m.	Webcast only pursuant to Assembly Bill 361
Board of Directors Mobile Source and Climate Impacts Committee	Monday	28	9:30 a.m.	Webcast only pursuant to Assembly Bill 361
Path to Clean Air Community Emissions Reduction Plan Steering Committee	Monday	28	5:30 p.m.	Webcast only pursuant to Assembly Bill 361

BAY AREA AIR QUALITY MANAGEMENT DISTRICT
Memorandum

To: Chairperson John J. Bauters and Members
of the Nominating Committee

From: Sharon L. Landers
Interim Executive Officer/APCO

Date: November 2, 2022

Re: Approval of the Minutes of May 18, 2022

RECOMMENDED ACTION

Approve the draft minutes of the Nominating Committee meeting of May 18, 2022.

BACKGROUND

None.

DISCUSSION

Attached for your review and approval are the draft minutes of the Nominating Committee meeting of May 18, 2022.

BUDGET CONSIDERATION/FINANCIAL IMPACT

None.

Respectfully submitted,

Sharon L. Landers
Interim Executive Officer/APCO

Prepared by: Marcy Hiratzaka

Reviewed by: Vanessa Johnson

ATTACHMENTS:

1. Draft Minutes of the Nominating Committee Meeting of May 18, 2022

Bay Area Air Quality Management District
375 Beale Street, Suite 600
San Francisco, California 94105
(415) 749-5073

DRAFT MINUTES

Nominating Committee Meeting
Wednesday, May 18, 2022

**This meeting was conducted under procedures in accordance with Assembly Bill 361.
Members of the Committee participated by teleconference.**

1. CALL TO ORDER – ROLL CALL

Nominating Committee (Committee) Chairperson John J. Bauters called the meeting to order at 8:47 a.m.

Roll Call:

Present: Chairperson John J. Bauters; and Directors Margaret Abe-Koga, Erin Hannigan, Myrna Melgar, and Katie Rice.

Absent: None.

2. PLEDGE OF ALLEGIANCE

3. PUBLIC MEETING PROCEDURE

4. APPROVAL OF THE MINUTES OF NOVEMBER 17, 2021

Public Comments

No requests received.

Committee Comments

None.

Committee Action

Director Hannigan made a motion, seconded by Director Rice, to **approve** the Minutes of the Meeting of November 17, 2021; and the motion carried by the following vote of the Committee:

AYES: Abe-Koga, Bauters, Hannigan, Melgar, Rice.
NOES: None.
ABSTAIN: None.
ABSENT: None.

5. CONSIDERATION AND NOMINATION OF BOARD SECRETARY FOR THE REMAINDER OF THE 2022 TERM

In May 2022, Karen Mitchoff vacated her position as Board Chairperson. Pursuant to Division I, Section 2.1, of the Air District’s Administrative Code, Board Vice Chair John Bauters became the Board Chair, and Board Secretary Davina Hurt became the Board Vice Chair. The Nominating Committee discussed nominating a Board member to recommend to the Board of Directors to fill the vacant Board Secretary position for the remainder of the calendar year.

Public Comments

No requests received.

Committee Comments

The Committee and staff discussed Board members who nominated themselves for the position of Board Secretary; which of the nominated Board members have the most seniority on the Board; and whether any of the nominated Board members have been nominated in previous years.

Committee Action

Director Rice made a motion, seconded by Director Hannigan, to recommend the Board **appoints** Teresa Barrett **as** Board Secretary for the remainder of the 2022 calendar year; and the motion carried by the following vote of the Committee:

AYES: Abe-Koga, Bauters, Hannigan, Melgar, Rice.
NOES: None.
ABSTAIN: None.
ABSENT: None.

6. PUBLIC COMMENT ON NON-AGENDA MATTERS

No requests received.

7. COMMITTEE MEMBER COMMENTS

None.

8. TIME AND PLACE OF NEXT MEETING

The agenda had said that the next meeting of the Nominating Committee was Wednesday, May 18, 2022, as the full Board was to meet directly after this meeting. However, Chair Bauters disputed that practice, as it was confusing to the public, and he stated, at the end of the meeting, that the next meeting date of the Nominating Committee would be at the call of the Chair. After the meeting adjourned, the next date of the Nominating Committee was schedule for November 2, 2022.

9. ADJOURNMENT

The meeting adjourned at 8:53 a.m.

Marcy Hiratzka
Clerk of the Boards

BAY AREA AIR QUALITY MANAGEMENT DISTRICT
Memorandum

To: Chairperson John J. Bauters and Members
of the Nominating Committee

From: Sharon L. Landers
Interim Executive Officer/APCO

Date: November 2, 2022

Re: Consideration and Nomination of Board Officers for the Term of Office
Commencing 2023

RECOMMENDED ACTION

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

- Chairperson;
- Vice Chairperson; and
- Secretary.

BACKGROUND

None.

DISCUSSION

Air District Counsel, Alexander Crockett, has provided a memorandum addressed to Chairperson John J. Bauters that is attached for discussion. The memorandum includes pertinent provisions from the Air District's Administrative Code. The memorandum also discusses the role of the Nominating Committee.

BUDGET CONSIDERATION/FINANCIAL IMPACT

None.

Respectfully submitted,

Sharon L. Landers
Interim Executive Officer/APCO

Prepared by: Marjorie Villanueva
Reviewed by: Vanessa Johnson

ATTACHMENTS:

1. Criteria for Recommendation of Officers of the Board of Directors
2. Administrative Code Selected Provisions

BAY AREA AIR QUALITY MANAGEMENT DISTRICT

OFFICE OF DISTRICT COUNSEL

MEMORANDUM

DATE: October 25, 2022

TO: John J. Bauters, Chairperson
and Members of the Nominating Committee of the Board of Directors

FROM: Alexander Crockett
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 6.7. 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, § 6.7.

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, § 6.7.

Third, Section 6.7 further requires that “the Committee shall take into account the provisions of Section I-2.7.” Admin. Code, Div. I, § 6.7.

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 Air 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 Air 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

6.7 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.