



BAY AREA  
AIR QUALITY  
MANAGEMENT  
DISTRICT

BOARD OF DIRECTORS  
NOMINATING COMMITTEE

December 6, 2023

COMMITTEE MEMBERS

JOHN J. BAUTERS – CHAIR  
MARGARET ABE-KOGA  
JOHN GIOIA

TYRONE JUE  
KATIE RICE

**MEETING LOCATION(S) FOR IN-PERSON ATTENDANCE BY  
COMMITTEE MEMBERS AND MEMBERS OF THE PUBLIC**

Bay Area Metro Center  
1st Floor Board Room  
375 Beale Street  
San Francisco, CA 94105

City Hall, City of Mountain View  
500 Castro Street, Third Floor  
City Clerk's Office Conference Room  
Mountain View, CA 94041

**THE FOLLOWING STREAMING OPTIONS WILL ALSO BE PROVIDED**

**These streaming options are provided for convenience only. In the event that streaming connections malfunction for any reason, the Nominating Committee reserves the right to conduct the meeting without remote webcast and/or Zoom access.**

**The public may observe this meeting through the webcast by clicking the link available on the air district's agenda webpage at [www.baaqmd.gov/bodagendas](http://www.baaqmd.gov/bodagendas).**

**Members of the public may participate remotely via Zoom at <https://bayareametro.zoom.us/j/89060287168>, or may join Zoom by phone by dialing (669) 900-6833 or (408) 638-0968. The Webinar ID for this meeting is: 890 6028 7168**

**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 a matter on the agenda will have two minutes each to address the Committee on that agenda item, unless a different time limit is established by the Chair. No speaker who has already spoken on an item will be entitled to speak to that item again.**

**The Committee welcomes comments, including criticism, about the policies, procedures, programs, or services of the District, or of the acts or omissions of the Committee. Speakers shall not use threatening, profane, or abusive language which disrupts, disturbs, or otherwise impedes the orderly conduct of a Committee meeting. The District is committed to maintaining a workplace free of unlawful harassment and is mindful that District staff regularly attend Committee meetings. Discriminatory statements or conduct that would potentially violate the Fair Employment and Housing Act – i.e., statements or conduct that is hostile, intimidating, oppressive, or abusive – is *per se* disruptive to a meeting and will not be tolerated.**

# NOMINATING COMMITTEE MEETING AGENDA

**WEDNESDAY, DECEMBER 6, 2023**

**8:45 AM**

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. **Pledge of Allegiance**

**CONSENT CALENDAR (Item 3)**

3. Approval of the Draft Minutes of the Nominating Committee Meeting of November 2, 2022

*The Committee will consider approving the draft minutes of the Nominating Committee meeting of November 2, 2022.*

**ACTION ITEM(S)**

4. Consideration and Recommendation of Board Officer Candidates for the Term of Office Commencing 2024

*In accordance with the Air District's Administrative Code, the Committee will consider nominations for Chairperson and Vice-Chairperson of the Board of Directors for the upcoming term of office commencing in 2024.*

## **OTHER BUSINESS**

### 5. 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 will be given an opportunity to address the Committee. Members of the public will have two minutes each to address the Committee, unless a different time limit is established by the Chair. The Committee welcomes comments, including criticism, about the policies, procedures, programs, or services of the District, or of the acts or omissions of the Committee. Speakers shall not use threatening, profane, or abusive language which disrupts, disturbs, or otherwise impedes the orderly conduct of a Committee meeting. The District is committed to maintaining a workplace free of unlawful harassment and is mindful that District staff regularly attend Committee meetings. Discriminatory statements or conduct that would potentially violate the Fair Employment and Housing Act – i.e., statements or conduct that is hostile, intimidating, oppressive, or abusive – is per se disruptive to a meeting and will not be tolerated.*

### 6. 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)*

### 7. Time and Place of Next Meeting

*At the Call of the Chair.*

### 8. Adjournment

*The Committee meeting shall be adjourned by the Chair.*

**CONTACT:**

**MANAGER, EXECUTIVE OPERATIONS**  
**375 BEALE STREET, SAN FRANCISCO, CA 94105**  
[vjohnson@baaqmd.gov](mailto:vjohnson@baaqmd.gov)

**(415) 749-4941**  
**FAX: (415) 928-8560**  
**BAAQMD homepage:**  
[www.baaqmd.gov](http://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](http://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 [spesapati@baaqmd.gov](mailto:spesapati@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 2023**

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Community Advisory Council Meeting	Thursday	30	6:00 p.m.	1st Floor, Board Room

**DECEMBER 2023**

<u>TYPE OF MEETING</u>	<u>DAY</u>	<u>DATE</u>	<u>TIME</u>	<u>ROOM</u>
Board of Directors Nominating Committee	Wednesday	6	8:45 a.m.	1st Floor Board Room
Board of Directors Meeting	Wednesday	6	9:00 a.m.	1st Floor Board Room
Board of Directors Finance and Administration Committee	Wednesday	6	1:00 p.m.	1st Floor Board Room

Board of Directors Stationary Source and Climate Impacts Committee - CANCELLED	Wednesday	13	10:00 a.m.	1st Floor, Yerba Buena Room
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Board of Directors Mobile Source and Climate Impacts Committee - CANCELLED	Wednesday	13	1:00 p.m.	1st Floor, Yerba Buena Room
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Board of Directors Meeting	Wednesday	20	9:00 a.m.	1st Floor Board Room
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Board of Directors Finance and Administration Committee	Wednesday	20	1:00 p.m.	1st Floor Board Room
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Board of Directors Community Equity, Health and Justice Committee - CANCELLED	Wednesday	20	1:00 p.m.	1st Floor Board Room
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MV 11/30/2023 – 12:25 p.m.

G/Board/Executive Office/Moncal

**BAY AREA AIR QUALITY MANAGEMENT DISTRICT**  
Memorandum

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

From: Philip M. Fine  
Executive Officer/APCO

Date: December 6, 2023

Re: Approval of the Draft Minutes of the Nominating Committee Meeting of November  
2, 2022

RECOMMENDED ACTION

Approve the draft minutes of the Nominating Committee meeting of November 2, 2022.

BACKGROUND

None.

DISCUSSION

Attached for your review and approval are the draft minutes of the Nominating Committee meeting of November 2, 2022.

BUDGET CONSIDERATION/FINANCIAL IMPACT

None.

Respectfully submitted,

Philip M. Fine  
Executive Officer/APCO

Prepared by: Marcy Hiratzka  
Reviewed by: Vanessa Johnson

ATTACHMENTS:

1. Draft Minutes of the Nominating Committee Meeting of November 2, 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, November 2, 2022

**This meeting was conducted under procedures authorized by Assembly Bill 361 (Rivas 2021).  
Members of the Committee participated by teleconference.**

**1. CALL TO ORDER – ROLL CALL**

Nominating Committee Chairperson John J. Bauters, called the meeting to order at 8:31 a.m.

Present: Committee Chair John J. Bauters; and Directors Erin Hannigan, Tyrone Jue, Karen Mitchoff, and Katie Rice.

Absent: None.

**2. PLEDGE OF ALLEGIANCE**

**3. PUBLIC MEETING PROCEDURE**

**4. APPROVAL OF THE MINTUES OF MAY 18, 2022**

Public Comments

No requests received.

Committee Comments

None.

Committee Action

Director Mitchoff made a motion, seconded by Director Hannigan, to **approve** the Minutes of May 18, 2022; and the motion **carried** by the following vote of the Board:

AYES: Bauters, Hannigan, Jue, Mitchoff, Rice.  
NOES: None.  
ABSTAIN: None.  
ABSENT: None.

**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 considered nominations of the three Board Officer positions (Chairperson, Vice Chairperson, and Secretary) for the upcoming term (Calendar Year of 2023) of office.

Public Comments

No requests received.

Committee Comments

The Committee and staff discussed nominations submitted for each of the three positions; the importance of balancing the geographic (Bay Area) representation of the nominees, as well as the rotation between county supervisors and city councilmembers; the desire to select Board members who represent Assembly Bill 617 communities within their jurisdictions; the desire to select Board members who represent communities that have experience with wildfire mitigation, recovery, and resiliency; and desires for specific Board members being considered for Board Officer positions in future years.

Committee Action

Director Rice made a motion, seconded by Director Hannigan, to recommend the Board appoint John J. Bauters as Chairperson, Davina Hurt as Vice Chairperson, and Lynda Hopkins as Secretary, commencing 2023; and the motion **carried** by the following vote of the Committee:

AYES: Bauters, Hannigan, Jue, Mitchoff, 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**

At the end of the meeting, the next meeting was to be held at the Call of the Chair, but after the meeting adjourned, the next meeting was scheduled for Wednesday, December 6, 2023 at 8:45 a.m. at 375 Beale Street, San Francisco, CA 94105. The meeting will be in-person for the Board members and members of the public will be able to either join in-person or via webcast.



**9. ADJOURNMENT**

The meeting adjourned at 8:49 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: Philip M. Fine  
Executive Officer/APCO

Date: December 6, 2023

Re: Consideration and Recommendation of Board Officer Candidates for the Term of  
Office Commencing 2024

RECOMMENDED ACTION

Consider recommending candidates for election by the Board of Directors for the following Board Officer positions:

- o Chairperson; and
- o Vice Chairperson

BACKGROUND

None.

DISCUSSION

Air District Counsel Alexander Crockett has provided the attached memorandum regarding the role of the Nominating Committee in recommending Board Officer candidates for consideration by the Board of Directors. The memorandum includes pertinent provisions from the Air District's Administrative Code.

BUDGET CONSIDERATION/FINANCIAL IMPACT

None.

Respectfully submitted,

Philip M. Fine  
Executive Officer/APCO

Prepared by: Aloha de Guzman

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:** November 16, 2023

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

**FROM:** Alexander G. Crockett, Esq.  
District Counsel

**SUBJECT:** Criteria for Recommendation of Candidates for Chairperson and Vice-Chairperson of the Board of Directors

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The function of the Nominating Committee is to recommend candidates to the Board of Directors for the Board officer positions. 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 to the Board of Directors for Chairperson and Vice-Chairperson.

Please note that on November 15, 2023, the Board of Directors adopted a new Administrative Code that will take effect on January 1, 2024. Under the new Code, there will be only two Board officers, a Chairperson and a Vice-Chairperson. The Board of Directors will therefore be electing officers only for these two positions, and the Nominating Committee should make recommendations only for these two positions. The nomination and election process for these officer positions will be governed by the provisions of the current Administrative Code, however, because the current Code remains in effect until the start of the new year. Section 2.7(b) of the new Administrative Code explicitly provides that the Board members elected as Chairperson and Vice-Chairperson under the Code in effect in 2023 shall serve in those roles under the new Code when it takes effect in 2024.

The Administrative Code provisions currently in effect contain 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 Board officer positions 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 required 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 current 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.