

**BAY AREA AIR QUALITY MANAGEMENT DISTRICT**

**RESOLUTION NO. 2023 - 24**

**A Resolution of the Board of Directors of the Bay Area Air Quality Management District  
Adopting a New Administrative Code, Board Rules of Procedure,  
Implementation Policies, and Related Documents**

RECITALS

WHEREAS, the current Administrative Code of the Bay Area Air Quality Management District (“Air District”) has become outdated and is need of an update and overhaul;

WHEREAS, the Board of Directors (“Board”) discussed the Administrative Code at its special meeting and retreat on March 1, 2023, and give direction to staff to develop a revised Administrative Code for consideration by the Board;

WHEREAS, pursuant to that Board direction, staff undertook a project to develop a proposed new Administrative Code, in conjunction with a consultant team from the Renne Public Law Group, a firm with expertise in California public agency law and governance best practices;

WHEREAS, to provide guidance and direction to staff’s development of the new Administrative Code, the Chairperson of the Board appointed an ad hoc committee composed of the Chairperson and Directors Barnacle, Jue and Melgar (the “Ad Hoc Committee”) to work with staff on this effort;

WHEREAS, the Ad Hoc Committee met regularly with the staff development team to discuss and advise on the conceptual outline of the new Administrative Code as well as specific provisions and issues to be addressed in the new code and the final draft language of the new code;

WHEREAS, with the approval of the Ad Hoc Committee, staff broke the Administrative Code update development into two phases, with Phase One consisting of an overhaul of Division I (Operating Policies and Procedures) and Division II (Fiscal Policies and Procedures) of the current code, and Phase II consisting of an overhaul of Division III (Personnel Policies and Procedures);

WHEREAS, Phase One has now been completed, with the overhaul of the Air District’s personnel policies and procedures in Phase Two anticipated in 2024;

WHEREAS, in implementing Phase One, at the direction of the Ad Hoc Committee, the staff development team adopted as their guiding principles the goals of (i) ensuring that the Air District’s Administrative Code is consistent with current law; (ii) promoting effective oversight of Air District functions by the Board of Directors; (iii) promoting transparency in all of the agency’s programs and operations; (iv) incorporating current best practices for public agency management and administration; and (v) streamlining the work of the Board of Directors so the Board can perform its functions in an efficient manner;

WHEREAS, consistent with these principles, and in consultation and coordination with the Ad Hoc Committee, staff developed a proposed new **Administrative Code** to replace Divisions I and II of the current code, a copy of which is attached hereto as Attachment 1;

WHEREAS, in developing the proposed new Administrative Code, staff were mindful that in 2021, the Board of Directors established the Air District's Community Advisory Council (CAC) to (among other things) advise the Board and the Air District on equity and environmental justice matters, but the CAC is not recognized on the same footing as the Air District's other legislative bodies in the current Administrative Code;

WHEREAS, to remedy this situation, staff included provisions in Section Five of the proposed new Administrative Code formally recognizing the CAC in the Code and incorporating the CAC's governing provisions, compensation and expense reimbursement procedures, and related matters as previously approved by the Board of Directors in Resolution No. 2023-14 on July 5, 2023, with no change to the substance of those provisions as previously approved;

WHEREAS, the new Administrative Code was developed and written with the intention of replacing Division I and II of the current Administrative Code, leaving Division III in place for the time being to govern personnel matters until a revision to Division III can be developed in Phase Two of the administrative code update project;

WHEREAS, the Finance & Administration Committee considered and discussed the proposed new Administrative Code at its meeting on October 4, 2023, and based on that discussion the Committee recommended that the Board of Directors adopt the new Administrative Code, to become effective January 1, 2024;

WHEREAS, to accompany the new Administrative Code, staff also prepared the attached proposed **Board Rules of Procedure**, a copy of which is attached hereto as Attachment 2, setting forth proposed rules to govern meetings of the Board of Directors and related matters;

WHEREAS, the Finance & Administration Committee also considered and discussed the proposed Board Rules of Procedure at its meeting on October 4, 2023, and based on that discussion recommended that the Board of Directors also adopt the Rules of Procedure, to become effective January 1, 2024;

WHEREAS, staff have prepared a comprehensive set of **Implementation Policies** and related documents to accompany the new Administrative Code, consisting of:

- (i) A proposed Meeting Compensation and Expense Reimbursement Policy, a copy of which is attached hereto as Attachment 3;
- (ii) A proposed Records Management and Access Policy, a copy of which is attached hereto as Attachment 4;
- (iii) A proposed revision to the Air District's Records Retention Schedule, which was adopted by the Board of Directors (most recently) on July 5, 2023, to clarify that ephemeral records that do not contain information of significant or lasting value do not need to be

retained pursuant to the Records Retention Schedule, a copy of which proposed revision is attached hereto as Attachment 5a (redline version) and 5b (clean version); and

- (iv) A proposed Procurement Policy, a copy of which is attached hereto as Attachment 6;
- (v) A proposed Grants Policy, a copy of which is attached hereto as Attachment 7;
- (vi) A proposed Sponsorship Policy, a copy of which is attached hereto as Attachment 8;
- (vii) A proposed Non-Discrimination Policy, a copy of which is attached hereto as Attachment 9;
- (viii) A proposed Employer-Employee Relations Resolution to recognize the important role and rights of employees' association(s) to represent the Air District's employees, a copy of which is attached hereto as Attachment 10 and which incorporates and replaces the provisions in Division I, Section 10 of the current Administrative Code addressing these matters;

WHEREAS, the Finance & Administration Committee also considered and discussed all of these proposed implementation policies and related documents at its meeting on November 1, 2023, and based on that discussion recommended that the Board of Directors adopt them, to become effective January 1, 2024;

WHEREAS, staff also prepared a proposed **Remote Teleconferencing Meeting Policy** to provide rules and procedures for members of the Board's standing committees to participate in committee meetings using remote teleconferencing in accordance with the provisions of the Ralph M. Brown Act, a copy of which is attached hereto as Attachment 11;

WHEREAS, the Finance & Administration Committee considered and discussed the proposed Remote Teleconferencing Meeting Policy at its meetings on October 18 and November 1, 2023, and based on those discussions recommended that the Board of Directors adopt it, to become effective January 1, 2024;

WHEREAS, pursuant to Division I, Section 14 of the current administrative code, the Board of Directors was given notice of the proposed revisions to the administrative code at its regular meeting held on November 1, 2023;

WHEREAS, the Board of Directors considered and discussed the new Administrative Code, Board Rules of Procedure, Implementation Policies, and related documents at a duly-noticed regular meeting held on November 15, 2023, at which members of the public were afforded an opportunity to comment and testify on these matters; and

WHEREAS, the Board of Directors concurs in the Finance & Administration Committee's recommendations to adopt the new Administrative Code, Board Rules of Procedure, Implementation Policies and related documents, and desires to adopt them to the official business of the Bay Area Air Quality Management District, with certain revisions as discussed at the November 15, 2023, meeting;

WHEREAS, after discussion, the Board of Directors voted to approve the Administrative Code, Board Rules of Procedure, Implementation Policies and related documents, with (i) an amendment to section 2.6, subparagraph (d), of the proposed Administrative Code to amend the use of remote teleconferencing to use the language provided in Section 3.3, subparagraph (a), that allows for remote meetings under the Government Code, with the exception that remote meetings shall not be allowed for a meeting at which the Board is to adopt the budget or is to hold a public hearing for adoption of a rule or regulation, or upon special circumstances at the call of the Chair; and (ii) an amendment to the proposed Remote Teleconferencing Meeting Policy to strike all references to “standing committee” or “committee” and to strike Paragraph 8 in its entirety and to renumber paragraphs 9 through 11 as Paragraphs 8 through 10.

### RESOLUTION

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby adopts the proposed **Administrative Code** attached hereto as **Attachment 1**, with an amendment to section 2.6, subparagraph (d), of the proposed Administrative Code to amend the provision on the use of remote teleconferencing to use the language provided in Section 3.3, subparagraph (a), that allows for remote meetings under the Government Code, with the exception that remote meetings shall not be allowed for a meeting at which the Board is to adopt the budget or is to hold a public hearing for adoption of a rule or regulation, or upon special circumstances at the call of the Chair.

BE IT FURTHER RESOLVED that the new Administrative Code adopted pursuant to the preceding paragraph is adopted to replace Division I and Division II of the Air District’s current Administrative Code effective January 1, 2024, and that Division I and Division II of the current Administrative Code shall be repealed effective on that date (except for the Definitions at the beginning of Division I, to the extent they are applicable to Division III).

BE IT FURTHER RESOLVED that Division III of the current Administrative Code shall remain in effect unless and until repealed or superseded as provided for under Section 12.1 of the new Administrative Code set forth in Attachment 1; that interpretation of terms used in Division III shall be governed by the Definitions set forth at the beginning of Division I of the current Administrative Code, to the extent applicable; and that in the event of any conflict between Division III and the new Administrative Code, Division III shall prevail.

BE IT FURTHER RESOLVED that the Board of Directors hereby dissolves, disbands and terminates the Technology Implementation Office Steering Committee, effective December 31, 2023, with the functions of that Committee to be handled by the new Policy, Grants & Technology Committee established pursuant to Section 3.2(d) of the new Administrative Code.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Board Rules of Procedure** attached hereto as **Attachment 2** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Meeting Compensation and Expense Reimbursement Policy** attached hereto as **Attachment 3** effective January 1, 2024, with the provisions of the Meeting Compensation and Expense Reimbursement

Policy to supersede any conflicting prior policies or administrative code provisions applicable to the Board of Directors, CAC, Advisory Council and Hearing Board.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Records Management and Access Policy** attached hereto as **Attachment 4** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Revised Records Retention Schedule** attached hereto as **Attachment 5b** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Procurement Policy** attached hereto as **Attachment 6** effective January 1, 2024;

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Grants Policy** attached hereto as **Attachment 7** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Sponsorship Policy** attached hereto as **Attachment 8** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Non-Discrimination Policy** attached hereto as **Attachment 9** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the **Employer-Employee Relations Resolution** attached hereto as **Attachment 10** effective January 1, 2024.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts the proposed **Remote Teleconferencing Meeting Policy** attached hereto as **Attachment 11** effective January 1, 2024, with an amendment (i) to strike all references to “standing committee” or “committee” and (ii) to strike Paragraph 8 in its entirety and to renumber paragraphs 9 through 11 as Paragraphs 8 through 10.

BE IT FURTHER RESOLVED that the Board of Directors hereby adopts all of the foregoing documents with instructions to staff to correct any typographical or formatting errors before final publication, and to publish the documents in an appropriate format that promotes their accessibility and ease of use by the Board of Directors, the Air District’s other legislative bodies, Air District staff, and members of the public.

The foregoing resolution was duly and regularly introduced, passed and adopted at a regular meeting of the Board of Directors of the Bay Area Air Quality Management District on the Motion of CHAIR BAUTERS, seconded by DIRECTOR MELGAR, on the 15<sup>th</sup> day of NOVEMBER, 2023 by the following vote of the Board:

AYES: JOHN J. BAUTERS, KEN CARLSON, NOELIA CORZO, JOHN GIOIA, DAVID HAUBERT, LYNDA HOPKINS, DAVID HUDSON, DAVINA HURT, TYRONE JUE, OTTO LEE, SERGIO LOPEZ, MYRNA MELGAR, RAY MUELLER, MARK ROSS, VICKI VEENKER, SHAMANN WALTON, STEVE YOUNG.

NOES: NONE.

ABSTAIN: NONE.

ABSENT: MARGARET ABE-KOGA, BRIAN BARNACLE, JOELLE GALLAGHER, JUAN GONZALEZ, ERIN HANNIGAN, NATE MILEY, KATIE RICE.

DocuSigned by:

*John Bauters*

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John J. Bauters

Chair of the Board of Directors

ATTEST:

DocuSigned by:

*Lynda Hopkins*

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Lynda Hopkins

Secretary of the Board of Directors