

	ISSUE	RT RESPONSE	CASCC AD HOC ACCEPT or REJECT	CASCC AD HOC COMMENTS
GOVERNANCE		<p>Generic Statement: The RT Adhoc believes many of these questions have been addressed by the “Principles” document that the RT Adhoc has previously presented to CASCC. It would be helpful to get feedback on the document we have presented.</p> <p>To facilitate the CASCC Adhoc requested process, we have provided the responses to the specific questions presented here. The RT Adhoc believes there are more items to be documented and clarified than just the questions asked here.</p> <p>As we discussed, this version should be considered a Draft. If something is not clear in any response or does not meet your objectives, please let the RT Adhoc know – so, that we can have an opportunity to continue to address your concerns.</p> <p>CASCC has communicated that the RT no longer has Legal Counsel representation. This means we are not able to have any meetings until this is addressed. The RT cannot work on “Time Sensitive” business, will it be possible to address the Legal Counsel question quickly, so that RT meetings can resume?</p>	ACCEPT w/notes	<p>“Principles” document to be reviewed and incorporated with updates to bylaws and/or MOU as required.</p> <p>This has been addressed</p>
Roundtable and Cities Association	RT has declined to engage with Cities Association Staff (Executive Director, Legal Counsel) for past committee meetings. Members do not respond to	The RT believes creating the Roles and Responsibilities as well as Rules of Engagement, will eliminate the type of concerns that have	ACCEPT w/notes	

<p>Rules of Engagement</p>	<p>emails from CASCC staff/legal counsel when meetings are required to include legal counsel. As a result, on 01/26/21, Cities Association Legal Counsel withdrew representation from the SCSC Roundtable</p> <p>Identify and establish CASCC and SCSC direct lines of communication and authority. Establish Rules of Engagement ensuring adherence to Code of Conduct, timely communication and adherence to requirements.</p> <p>How will Members ensure this is different moving forward (including in the event of new staff hires) and the Code of Conduct is followed?</p>	<p>happened in the past and prevent future issues. These documents also need to define the process for how we deal with the infrequent situation, where the correct process is not followed.</p> <p>The best way to ensure that Legal Counsel or anyone else who is required to attend a RT meeting is invited and present – would be to ensure the Program Coordinator knows they are required <u>to formally invite the appropriate people and to officially advise the RT members of that requirement.</u> NOTE: Such clarifications should be incorporated in the Rules of Engagement as the CASCC and RT proceed. Once documented, these types of direction should result in less confusion and less involvement on the part of CASCC Staff.</p> <p>Going-forward, we believe the Program Coordinator will schedule all meetings. Just like all the other Roles and Responsibilities – this requirement will be clearly documented and followed.</p> <p>In this matrix, we see that at least the following documents or concepts need to be created:</p> <ul style="list-style-type: none"> A) Roles and Responsibilities B) Code of Conduct C) Rules of Engagement D) Define how to document and resolve issues E) CASCC Services Schedule <p>As for new RT or CASCC members and compliance – we are in the process of creating new documents and probably contracts between the RT and CASCC. These will be voted on by the</p>		<p>Program Coordinator/Administrator recommended</p> <p>Draft documents to be agreed upon in consultation w/CASCC and RT Counsels</p>
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		<p>different parties. The RT will insure that all new members will need to read and abide by this material as they come on-board.</p>		
<p>Brown Act</p>	<ol style="list-style-type: none"> 1. Brown Act Issues during meetings 2. Serial Meetings 3. When issues arise, which will happen, the RT needs to defer to legal counsel/staff, and the assessment and accept the direction of CASCC (as legal/staff represent and provide advice based on CASCC). 	<ol style="list-style-type: none"> 1) As we create the Rules of Engagement, one of the things that will be clearly defined is how to deal with any issues, including Brown Act issues. It is our belief: The Legal Counsel would operate similar to our City Attorneys. If any issue is identified during a meeting (or outside a meeting), the Legal Counsel would address the issue immediately or as soon as possible. And that person would have the authority of the Parliamentarian and their judgement would rule. Addressing the issue, includes proper documentation and written communication. 2) The same as Number 1, the Legal Counsel would address any concerns about Serial meetings. 		<p>This has been addressed via new legal counsel for RT</p>

		<p>3) As stated above, the Legal Counsel is the Parliamentarian and has the authority and responsibility to address issues. (If required, as part of the Roles and Responsibility, it will need to define a mechanism to address RT Members, if they do not follow Legal Counsel direction).</p> <p>Note: The RT Adhoc believes the Legal Counsel should be the main “Point of Interface” to the RT, for operational or “day-to-day” type items. This is driven by the consistent message from the CASCC Exec Board, that they wish to reduce the amount of time that CASCC staff is directly involved with the RT. Clearly, the CASCC staff is involved for managing contracts, finances and overall compliance to rules/contracts. Not day-to-day management or involvement of the RT objectives or meetings.</p> <p>But, the exact definition of this should be defined in the “CASCC Services Schedule” and will need to be agreed to by all the parties. (This will take some collaboration by the parties to define this. The RT Adhoc does not believe we are the <u>only ones</u> involved in working this out. This topic needs to have the input of CASCC staff).</p>		<p>Legal Counsel and/or Program Coordinator should serve as points of contact as needed</p>
<p>FISCAL RESPONSIBILITY & OPERATIONS</p>				
<p>Roundtable Operations and Management</p>	<p>As fiscal agent, CASCC must retain oversight of operations and budget management. There are costs associated with running an organization: Staff, payroll, banking, insurance, software, staff oversight, internet, office supplies, computer, software, mail.</p>	<p>1) How will costs be paid? Our assumption is that the CASCC Adhoc and RT Adhoc are going to define an appropriate schedule to charge for “CASCC services”. This schedule will define what services are to be provided and at what rate they will be paid for by the RT. The monies to pay for this will</p>	<p>ACCEPT w/notes</p>	<p>Develop clear parameters re: rates, responsibilities</p> <p>Create new Ad Hoc Committee</p>

	<ol style="list-style-type: none"> 1. How will these costs continue to be paid? 2. If CASCC Executive Director handles payment, who will monitor budget to ensure costs do not become excessive? 3. Who will report to CASCC what costs have been expended? 	<p>come out of the fees collected from the member Cities to the RT. (via CASCC acting as the Fiscal Agent). The RT has no issue with paying for agreed upon services from the CASCC.</p> <p>2) This question is a little vague. * If the questions is; how do we monitor the over-all RT budget, then it is making sure we are following the approved over-all budget. (Need to define the process for this. We are sure the CASCC Staff already has best practices and procedures on how to do this). * If the question is; how do we monitor that CASCC Staff is not spending too much time working on the RT? This can/should be handled by clearly defining the services (CASCC Services Schedule) to be provided to the RT, and an estimate of how much time can/should be budgeted/spent on these activities. If CASCC Staff finds they are spending more time than has been budgeted/allocated to RT activities – This should be brought to the attention of the RT Chair, Legal Counsel and the CASCC Exec Board. The obvious solution will be to reduce the time required by CASCC Staff or increase the budget allocation to pay for these services. (This would be a collaborative discussion. And update the appropriate documentation for services to be rendered).</p> <p>3) We believe this question is: The CASCC staff is acting as the Fiscal agent. This means CASCC staff will be creating the appropriate monthly, quarterly and annual reports related to the RT budget and actuals. This</p>		<p>to determine costs/rates</p>
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<p>Fiscal Recovery</p>	<p>Per the audit, The SCSC Roundtable is consuming a third of the Executive Director’s time, which is time not spent on CASCC Board priorities. The fiscal impact to the CASCC is approximately \$35,000 - \$40,000 per year.</p> <ol style="list-style-type: none"> 1. Will the SCSC RT reimburse CASCC for costs dating back to previous years? 2. If so, how will prior recovery/backpay costs be calculated? 3. Will SCSC RT reimburse CASCC moving forward or pay an amount upfront for continued management as is standard in a fiscal agency relationship? 4. If so, how will future/ongoing costs or payments be calculated? 	<ol style="list-style-type: none"> 1) The RT Adhoc does not believe it has the direct ability to answer this question. This really needs to be answered by the RT Fiscal Agent. If the RT Fiscal Agent believes there is a documented written agreement that the RT will pay CASCC for prior services, then the Fiscal Agent would make the appropriate decision. Also, assuming the RT has the appropriate budget of money to make this payment. The RT Adhoc has not heard it is a hard requirement from the CASCC Board that it requires prior payment. 2) If the RT Fiscal Agent and CASCC Adhoc determines prior payments are required – the RT Adhoc is happy to participate in the collaborative discussions to determine the appropriate amount to be paid. 3) Yes. The RT Adhoc has been very clear that we agree, going forward from Jan 1, 2021 – 	<p>ACCEPT w/notes</p>	<p>Make sure costs/rates are captured moving forward</p> <p>Board voted not to request reimbursements for previous years (prior to January 1, 2021)</p>

	<p>5. If no cost arrangement can be reached or is acceptable: Will all CASCC members be obligated to foot the bill for the RT if there is no cost arrangement? Will only RT members on CASCC foot the bill if there is no cost arrangement?</p>	<p>the RT can and should pay an appropriate fee for CASCC services. As has been discussed in other responses in this matrix, we believe a CASCC Services Schedule and budget should be documented and agreed to. This will define the services and expectations for all parties.</p> <p>Deciding to pay the agreed upon the fee upfront or monthly would be a detail to be addressed during the discussions of services and overall contract. The RT Adhoc does not see the payment schedule as a huge obstacle to defining a workable relationship – once we agree on the services to be provided and cost.</p> <p>4) As has been previously stated, we believe a CASCC Services Schedule and Budget will be agreed to. (Probably to be reviewed annually). Any changes to this, will need to be discussed and agreed to by all parties.</p> <p>Note: The RT Adhoc agrees to the principal that it should pay for any agreed to and documented services. We will jointly agree to a schedule and budget. If something comes up that wasn't anticipated or that needs to be addressed, CASCC, Legal, and RT will meet and work towards an amicable resolution. Then update the appropriate documentation/agreements.</p> <p>5) Without a mutually agreeable cost arrangement, then the RT Adhoc believes we will not be able to reach an overall agreement. Without an overall agreement, then doesn't everything related to the RT stop?</p>		
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<p>Personnel/Time Management</p>	<p>CASCC is the employer- CASCC contracts with employees and therefore assumes all liabilities therein.</p> <ol style="list-style-type: none"> 1. Onboarding New Program Manager (who will do this?) 2. Who advertises, interviews, creates contract, and oversees employment process? CASCC needs oversight but this will increase time ED of CASCC spends on RT. 3. RT members have shown they are unwilling to work with staff, which creates liability for the CASCC. If new staff for RT have HR or legal issues with RT, this creates liability for CASCC. 4. CASCC must continue to oversee personnel but this does not reduce the time ED of CASCC will spend on RT related issues and in fact may increase time. 5. Management/Purchase and maintenance of office items for employees: Computer, Office Supplies, Phone, Internet, Software. 6. Payroll will be managed by CASCC. There will be more personnel on payroll, and this does not reduce ED of CASCC’s time on the RT. 7. CASCC must ensure consultant contracts meet scope of work. 	<ol style="list-style-type: none"> 1. The RT Adhoc would like to hear CASCC Staff’s thoughts and suggestions on this topic. (We don’t think we should try and define this in a vacuum. We believe the question that is really trying to be asked: If CASCC needs to be involved in this activity, then CASCC needs to be compensated. If CASCC Staff is going to be involved in “onboarding”, then this should be part of the “CASCC Services Schedule”, and budget would need to be allocated to perform the task. 2. RT Adhoc believes answer #1 in this section also applies here. The RT Adhoc also believes this is an area where the RT Chair should participate, at some level. Ex: Creation of a Contract. We believe since the contract is being created to support RT activities, the RT Chair should help define the objectives or tasks to be completed. The RT Chair and Legal Counsel should help define the SOW that drives the Contract. Obviously, CASCC staff would need to make sure all their concerns and objectives are included. And they would have final say on the Contract. The RT Chair, should also be involved in some level of the interviewing. Again, this is another area where we need to hear CASCC’s input. We are not trying to define this in a vacuum. We are just trying to share the idea, that the Contract is probably 	<p>ACCEPT w/notes</p>	<p>CASCC will operate as fiscal agent (e.g. to be determined in “Roles and Responsibilities and Rules of Engagement documents” and approve/sign contract; RT will manage Program Coordinator; CASCC to initially onboard as needed.</p> <p>CASCC ED’s time directed towards RT will be reduced upon appointment of Program Coordinator</p>
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	<p>8. CASCC and RT must ensure budgets are respected. How will this be done without creating additional work for CASCC?</p>	<p>being created to support some RT objective and as appropriate the RT Chair should be included in the creation of the Contract and Selection of the Vendor.</p> <p>3. I am not aware of what is meant that “RT members have shown they are unwilling to work with staff”. The RT Adhoc believes that any perceptions of this issue comes from the lack of documented Roles and Responsibilities and Rules of Engagement. We believe these concerns will be resolved by the documents and rules for resolution we are jointly creating.</p> <p>And obviously, if the RT is not following the defined rules, that is an issue and could have consequences that could ultimately lead to the CASCC ending its sponsoring of the RT.</p> <p>4. The RT Adhoc agrees that CASCC Staff needs to spend some amount of time related to RT tasks. Per the direction we have heard from the CASCC Exec Board, we feel we should use the CASCC Services Schedule and budget to keep the amount of CASCC Staff time to the appropriate minimum.</p> <p>RT Ad Hoc agrees that in the short-term, CASCC Staff time may increase as we finalize the documentation, understandings and contracts between RT and CASCC. Especially, considering that the RT function is not currently receiving any Legal services. The CASCC Services Schedule and budget should make an allocation to account for this short-term increased amount of CASCC Staff time.</p> <p>5. Very interested to hear CASCC’s suggestion on how to address this in the CASCC Services</p>		
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		<p>Schedule. Ex: If this should be carved out as a separate line item or it should be included in the Hourly rate. Good topic for a collaborative discussion. RT Adhoc has no issue with this topic being appropriately addressed in the CASCC Services Schedule.</p> <ol style="list-style-type: none">6. The RT Adhoc agrees that CASCC Staff needs to spend some amount of time related to RT tasks. Per the direction we have heard from the CASCC Exec Committee, we feel we should use the CASCC Services Schedule and budget to keep the amount of CASCC Staff time to the appropriate minimum.7. This is a topic, the RT Adhoc would like to have a collaborative discussion with CASCC Staff. CASCC needs to ensure the macro level of the contract is met. But, given the CASCC Exec Board direction to reduce CASCC Staff time with RT activities, we should try to minimize CASCC Staff time. Is it possible for CASCC Staff to focus on the Macro portions of the contract and RT Chair and Legal Counsel can focus on ensuring the business objectives of the contract are met? Another topic to be discussed and clearly defined in the CASCC Services Schedule.8. RT Adhoc agrees that budgets must be respected. We are hoping that the documents and procedures that have been mentioned in this Matrix will create a workable, streamlined set of procedures to ensure conformance as well as minimize time commitments. Looking forward to feedback and collaborative discussions with CASCC Staff to meet everyone's' objectives.		
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<p>Legal/HR Issues</p>	<ol style="list-style-type: none"> 1. Code of Conduct – all members need to agree to it, everyone needs to abide. 2. Everyone is a representative of the Cities Association and there should be a level of decorum. 3. Disparagement of staff during public meetings or in other fora will not be tolerated. 4. Opinions of CASCC legal counsel represent CASCC as a whole. 	<ol style="list-style-type: none"> 1. Agreed. And we need to document this. 2. Agreed 3. Agreed. And the RT Adhoc believes the documents discussed in this matrix that should be created will help insure this type issue will not occur and actions to be taken, if it does. 4. The RT Adhoc does not understand what this means. We are requesting clarification of this statement so that we can clearly and accurately respond. We are confused because right now, the CASCC Legal Counsel is not representing the RT. 	<p>ACCEPT w/notes</p>	<p>This has been addressed by hiring of RT Counsel</p>
<p><i>OTHER ISSUES</i></p>				
<p>Executive Board Request for exit strategy</p>	<p>Why didn't the RT explore 501c as an exit strategy?</p> <p>If applying, Silicon Valley Community Foundation has fiscal sponsorships available, could provide needs assessment.</p> <p>https://www.siliconvalleycf.org/consulting-management-services</p> <p>Has it been considered for one of the participating cities to take on the role of fiscal sponsorship?</p>	<p>The RT Ad Hoc believes this question has been answered in the Appendix A of the "Principles" Document we have previously submitted to the CASCC.</p> <p>The RT does not believe that becoming its own 501c is an appropriate or financially viable option.</p> <p>The RT does not believe it is appropriate for one of the participating cities to take on the role of Fiscal Agent.</p>	<p>ACCEPT w/notes</p>	<p>There is consensus for CASCC to continue as fiscal agent and to include termination agreement; other options for fiscal agent have not been identified as feasible by RT.</p>