



# SCSC Roundtable Ad-Hoc Committee Report to Board of Directors

September 9, 2021

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## ***I. Recommendation***

The Ad Hoc Committee recommends the following regarding The SCSC Airport Roundtable (RT) to ensure its successful operation.

1. Should the RT approve payment of all expenses incurred related to the RT (CASCC staff time, legal, and HR) at their September 7, 2021 Special Meeting, per the Board's recommendation of August 11, 2021, it is recommended for the Cities Association to consider continuing to support the RT as its fiscal agent.
2. Address and resolve the issues having to do with Governance/Brown Act, Fiscal Responsibility and Operations, Personnel Time Management, Legal/Human Resources, and a viable Exit Strategy through mutually agreed upon set of documents providing parameters, including but not limited to:
  - a. Fiscal Sponsorship Agreement
  - b. Schedule of Fees and Agreement of Services
  - c. New MOU
  - d. Revised Bylaws
  - e. Rules of Engagement

- f. Guiding Principles
  - g. Code of Conduct
  - h. Hiring of a Program Coordinator to support the RT
  - i. Termination Agreement
3. Direct Counsel to draft required documents accordingly for review by Board of Directors at the October 14, 2021 meeting and work with both bodies to find mutual agreement.

## **II. Background**

Members of the Ad Hoc Committees include:

- Cities Association - Chappie Jones, Larry Klein
- SCSC Roundtable (RT) - Mary-Lynne Bernald, Glenn Hendricks, Kathy Watanabe

The Ad Hoc Committee was tasked with the following per Board action on January 14, 2021:

- to work with the SCSC Roundtable (RT) that will identify ways to mitigate issues raised by Board in previous letters and report back to the Board within 3 months.
- to request reimbursement of the Cities Association's costs beginning January 1, 2021 incurred as the SCSC Roundtable's fiscal sponsor and for the ad-hoc committee to develop a payment schedule or plan between the two bodies.

Subsequently, the joint Cities Association and SCSC Roundtable Ad Hoc Committees met on the following dates\*:

- January 29, 2021
- June 11, 2021
- June 21, 2021
- July 2, 2021
- August 9, 2021

\*Note: meetings and work w/the RT Ad Hoc Committee did not occur February – June while RT business was paused to allow time for them to retain new Counsel and address other priority issues, e.g. investigation.

Upon retaining new Counsel, the RT has met two times in 2021:

- May 26 (Special Meeting)
- July 28 (Regular Meeting)
- September 7, 2021 (Scheduled Special Meeting)

Due to pause of business, Roundtable has not adopted a budget for FY 2021-22 in accordance with their Bylaws. Their Bylaws indicate that a budget is to be annually adopted and shared 60

days prior to review and adoption by the Roundtable. Roundtable is scheduled to meet on Tuesday, September 7 to review a proposed FY 2021-22 Budget.

### **III. Summary**

The AD Hoc Committees participated in five meetings and addressed issues noted by the Cities Association Board in a previous letter submitted to the Roundtable on October 21, 2020. The Cities Association Ad Hoc committee provided a matrix (Attachment 1) to use as a working document that outlined and included the primary issues noted by the Board. The RT Ad Hoc Committee was provided an opportunity to provide a response to each issue. Then together, both committees reviewed the responses and found consensus on strategies and potential resolutions to the issues.

**Governance/Brown Act Issues** – To address governance and ensure the Brown Act is being followed by the RT, Counsel has been retained to attend all RT meetings and a series of documents are recommended to ensure agreed upon Guiding Principles (Attachment 2), Roles and Responsibilities, Code of Conduct, Rules of Engagement e.g. define how to document and resolve issues, and CASCC Services.

**Fiscal Responsibility and Operations** – Determine a schedule of fees to appropriate services provided by CASCC in accordance with a fiscal sponsorship agreement. According to several Board actions, all fees related to RT incurred after January 1, 2021 shall be covered by the RT.

**Personnel Time Management** – To reduce CASCC staff time supporting the RT, a Program Coordinator is proposed to be contracted. As fiscal agent, Cities Association will manage all contracts on behalf of RT, e.g. Attorney, ESA Consultant, proposed Program Coordinator. RT to directly work with each contracted employee or consultant.

**Legal/HR Issues** – To address and provide parameters regarding conduct, a Code of Conduct shall be adopted and adhered to. Retained Counsel for the RT shall attend all meetings.

**Exit Strategy** – RT Ad Hoc Committee explored the following potential sponsors or options for another fiscal agent other than the Cities Association:

- Santa Clara County
- RT Member Jurisdiction
- Joint Venture Silicon Valley
- SFO Roundtable
- Joint Powers Agreement
- Establishing the Roundtable as a 501 C3 or 501 C6 organization

After exploring each option, the RT Ad Hoc Committee concluded that none were feasible (Attachment 2, Appendix A). A Termination Clause shall be included in the fiscal sponsorship

agreement to provide opportunity to terminate relationship between Cities Association and RT if needed.

**IV. Additional Tasks & Next Steps:**

- RT to share Draft Budget for FY 2021-22 with Member Cities per September 7, 2021 meeting and schedule approval in November 2021.
- Determine Schedule of Fees and Services between Cities Association and RT.
- Counsels of both bodies to draft, review, and propose the recommended documents and agreements that would ensure resolution and successful business of both bodies moving forward.
- Cities Association to bill RT Members FY 2021-22 Dues based on adopted budget and proposed/new agreements.

**V. Attachments**

Attachment 1: Matrix of Issues and Responses

Attachment 2: Draft Guiding Principles