Policy Number: 16
Board Adoption: January 25, 2018
Revised: January 24, 2019
Revised: March 25, 2021
Revised: June 27, 2024
Revised: September 26, 2024
Last Revision: December 18, 2025

Policies and Procedures for Board of Directors and Committees

Overview and Purpose

The purpose of these policies and procedures is to provide clear guidelines for how the Peninsula Clean Energy (PCE) Board of Directors and Committees conduct their business in a fair, equitable and effective manner. These rules are intended to enhance public participation and ensure effective meetings so that the best possible decisions can be made for PCE

This policy governs the Board of Directors, Executive Committee, Audit and Finance Committee, Ad Hoc Committees, and Staff Committees.

If a provision of these policies or procedures conflicts or is inconsistent with State or Federal law, the State or Federal law shall govern. State law establishes a variety of mandatory meeting rules that the Board must follow in order to ensure open government and fair process, regardless of unusual situations and consequences. (See Cal. Govt Code section 54950.)

1. General Procedures for Board of Directors Meetings

a. Chair and Vice Chair

In December, the Chair will seek volunteers to serve on an ad hoc nominating committee. The committee will consist of three to five primary Board members who have confirmed they do not intend to seek the positions of Chair or Vice Chair. At the January Board meeting, the Chair will formally appoint the ad hoc nominating committee and invite any Board members interested to serve as either Chair or Vice Chair to notify the committee.

Before the February Board meeting, the ad hoc nominating committee will confer and prepare a recommendation for Chair and Vice Chair for that year. At the February Board meeting, that recommendation will be submitted to the Board and the Board shall take action thereon.

The Chair and Vice Chair each serve one-year terms and may serve up to two consecutive terms in their respective roles. Under extraordinary circumstances, the incumbent(s) may be elected to an additional one-year term, subject to approval by a majority of the Board.

After a one-year break in service, a member may again serve as Chair or Vice Chair.

A member may serve consecutive terms as Vice Chair and then subsequently serve as Chair. While the Board generally expects that Vice Chair to become Chair, the Board retains full discretion in all appointments.

b. Meeting Schedules, Agendas and Supporting Materials

The Board of Directors generally conducts two different kinds of meetings: regular meetings and special meetings. The PCE Joint Exercise of Powers Authority (the JPA Agreement) provides that the PCE Board of Directors holds at least six regular meetings per year, but the Board may provide for the holding of regular meetings at more frequent intervals. The date, time and place of each regular meeting shall be fixed by resolution or ordinance of the Board.

The Board also schedules periodic special meetings, which are meetings on any day or time other than the regular meeting time. The Board may call a special meeting on a minimum of 24 hours' notice. The Board makes every effort to provide notice well in advance of 24 hours.

c. Posting of Agendas

Under the Brown Act, meeting agendas must be posted no later than 72 hours prior to regular meetings and 24 hours prior to special meetings. Agendas are posted at meeting locations and on the PCE website.

d. Supporting Reports and Materials

It is Board policy to make every effort to provide supporting reports and materials at the time the agenda is posted. Materials that are not available at the time of agenda posting will be distributed as soon as feasible before the meeting. Materials that are distributed to a majority of the Board will be made available to the public at the same time, as required by law. Some materials, such as presentation materials or "supplemental memoranda" may be distributed to Board members and the public at the meeting.

e. Attendance Procedures

The PCE Board expects its Member Jurisdictions to maintain consistent participation in Board meetings and Standing Committee meetings. Participation requirements may be satisfied by either the primary Board Member or the designated Alternate.

Each Member Jurisdiction is expected to achieve at least 75% participation in all scheduled Board meetings, measured on a rolling 12-month basis. Standing Committee members are likewise expected to achieve at least 75% participation in the meetings of the committee to which they are appointed. Alternates may attend Standing Committee meetings in place of the appointed committee member and will count toward the Member Jurisdiction's participation.

Board members should contact their Alternates when they are unable to attend a meeting and should notify the Board Chair and the Board Clerk of any absences with as much notice as possible. If a Member Jurisdiction's participation falls below the 75% threshold in attendance of Board meetings or Standing Committee meetings, the Board Clerk will review the attendance record and inform the Board Chair who will contact the designated Board Member to discuss expectations.

If participation does not improve following this outreach, the Board Chair will request that the appointing jurisdiction evaluate whether to designate a replacement representative.

f. Employment and Contracting Restrictions for Former Board Members

Board members understand that they shall not be current PCE employees nor seek and/or gain employment with PCE during their term(s) as a Board member. A former Board member shall not seek or gain employment at PCE within the twelve (12) months following the end of their Board service as marked by the Board member's final PCE Board meeting as a Board member.

In the event that PCE desires to contract with a former Board member within twelve (12) months of the end of their term as a Board member such agreement, regardless of not to exceed amount, shall be approved by the majority of the Board.

g. Remote Attendance of Board Members at Board and Standing Committee Meetings

Board members are strongly encouraged to attend meetings in person. State law allows Board members to attend meetings remotely by following the procedures outlined in Government Code Section 54953(b) ("Standard Remote Attendance"). For convenience, these procedures are summarized below and are current as of the date of this Policy revision. If state law is subsequently amended, the amended terms of State law will apply.

Board members are encouraged to consult in advance with the Board Clerk and General Counsel to ensure compliance with all required procedures.

i. Number of Remote Appearances

Standard remote attendance shall be permitted not more than five times a year per legislative body (for example, a member may be remote three times from a Board meeting and twice for a Board committee, totaling five in one year).

ii. General Procedures for Appearing Remotely

Board members must follow mandatory procedures set forth in State law. At any meeting where a Board member is attending remotely, the following requirements must be met:

1. At least a quorum of the Board must participate from a singular physical location within the jurisdiction.
2. The agenda must identify and include an opportunity for the public to attend and directly address the Board member through a call-in option, an internet-based service option, and in-person at the location of the meeting.
3. The Board may not take action if there is an unresolved disruption to the meeting broadcast or to the ability to take call-in or internet-based public comment.

   If the above threshold requirements are met, the Board member attending remotely must ensure they follow the procedures associated with Standard Remote Attendance.

iii. Standard Remote Attendance Procedures

A Board member attending remotely using these procedures must ensure that:

1. The meeting agenda identifies the remote attendance location and is posted at that location in an area that is accessible and visible 24 hours a day for at least 72 hours prior to a regular meeting and 24 hours prior to a special meeting.
2. The remote attendance location is open and fully accessible to the public, and fully accessible under the Americans with Disabilities Act, throughout the entire meeting. These requirements apply to private residences, hotel rooms, and similar facilities, all of which must remain fully open and accessible throughout the meeting, without requiring identification or registration.
3. The remote attendance technology used is open and fully accessible to all members of the public, including those with disabilities.
4. Members of the public who attend the meeting at the remote attendance location have the same opportunity to address the Board from the remote location that they would if they were present at the quorum location.
5. The remote attendance location must not require an admission fee or any payment for attendance.
6. If the meeting includes a closed session, the Board Member must ensure that there is a private location available for that portion of the meeting. A private location means a closed room such that no other person can hear any portion of the closed session.
7. A Board member attending remotely must participate through audio and visual technology.

If the Board Member intends to follow the procedures of Standard Remote Attendance but determines that any or all of these requirements cannot be met, he or she shall not participate in the meeting remotely using Standard Remote Attendance procedures.

iv. Standard Remote Attendance Guidelines

1. Five days written notice in advance of the publication of the agenda must be given by the Board member to the Board Clerk about their intent to participate remotely; the notice must include the address at which the remote attendance will occur, and the address the Board packet should be mailed to, if a hard copy is requested.
2. The Board member is responsible for posting the Board agenda in the remote location, or having the agenda posted by somebody at the location and confirming that posting has occurred. The Board Clerk will assist, if necessary, by emailing, faxing or mailing the agenda to whatever address or fax number the Board member requests; however, it is the Board member's responsibility to ensure that the agenda arrives and is posted. If the Board Member needs the assistance of the Board Clerk in delivery of the agenda, the fax number or address must be included in the five-day advance written notice above.
3. The Board Member must ensure that the location will be publicly accessible while the meeting is in progress.
4. The Board Member must state at the beginning of the Board meeting that the posting requirement was met at the location and that the location is publicly accessible and must describe the location.

2. **Standing Committees**

It is the policy of the Board to use standing committees in open and public meetings to conduct PCE business in greater depth than what is possible in the time allotted for Board meetings. The standing committees of PCE are the Executive Committee and the Audit and Finance Committee. All standing committees are subject to the Brown Act and are conducted in publicly noticed in-person meetings. PCE standing committees are described below and shall be subject to the following procedural rules:

Executive Committee:

As a Standing Board Committee, the role of the PCE Executive Committee is to consider and make recommendations on matters relating to significant policy or procedural matters that may require additional study or feedback before moving to the full Board, and any matters referred to it by the Board.

The Executive Committee will consist of up to nine members, two of whom will be the Chair and Vice Chair and up to seven of whom will be separately elected by the Board to serve one-year terms. The Chair and Vice Chair of the Board shall also serve as the Chair and Vice Chair of the Executive Committee. Members of the Executive Committee will not be subject to term limits.

The Chair elected in February, after consulting with the Vice Chair, will present a recommend slate of up to seven Executive Committee members at the March Board meeting. The Board will vote

to approve or reject the entire slate. In the event the Board does not approve the entire slate, Board members will nominate and vote on individual appointments to the Executive Committee at the same meeting. If there is an interim vacancy on the Executive Committee, the Board Chair and Vice Chair are authorized to fill that interim term.

Audit and Finance Committee:

As a Standing Board Committee, the role of the Board Audit and Finance Committee is to consider and make recommendations on matters referred to it by the Board relating to PCE finance, budget, financial audits, and debt.

The Audit and Finance Committee will consist of up to five members elected by the Board to serve one-year terms. Members of the Audit and Finance Committee will not be subject to term limits.

The Chair elected in February, after consulting with the Vice Chair, will present a recommend slate of up to five Audit and Finance Committee members at the March Board meeting. The Board will vote to approve or reject the entire slate. In the event the Board does not approve the entire slate, Board members will nominate and vote on individual appointments to the Audit and Finance Committee at the same meeting. Annually, the Audit and Finance Committee will elect a Chair and Vice Chair at their first meeting following the election of the slate. If there is an interim vacancy on the Audit and Finance Committee, the Board Chair and Vice Chair are authorized to fill that interim term.

General Standing Committee Requirements:

a. <u>General purpose and function of Committees</u>

The purpose and intent of standing committee meetings is to expedite Board action by providing more thorough and detailed discussion and study of prospective or current Board agenda items with a full and complete airing of all sentiments and expressions of opinion by both the committee and the public. Actions of the standing committee shall be advisory recommendations only, except as to matters expressly delegated to a committee by the Board. If a matter is taken forward to the full Board for approval after receiving a unanimous vote of approval at the committee level, the item may be placed on the Board's Consent Calendar, unless otherwise recommended by the Committee, Chair, General Counsel or Chief Executive Officer.

b. <u>Quorum</u>

A majority of the committee membership shall constitute a meeting quorum.

c. <u>Attendance by Nonmembers</u>

As required by the Brown Act, Board members who are not on a committee may attend the committee meeting but only as an observer; they may not speak in an official capacity or otherwise participate in the committee meeting. If the Board wishes to allow Board members who are not

serving on the committee to speak, the meeting should be noticed as a meeting of the full Board, and all Board meeting procedural requirements will apply.

d. Minutes and Report of Committees

PCE staff, generally the Board Clerk, shall be responsible for the preparation and distribution to the Board of the minutes of the Executive and Audit and Finance committee meetings. In addition, a video recording of each meeting shall be posted on the PCE website.

e. Committee Agenda

The Chair of each standing committee shall work with staff to prepare the agenda for committee meetings. Items should be scheduled as they are ready, taking into account the time required for staff research and analysis to support committee discussions, the time-sensitivity of particular items, and other factors as determined by staff and the committee chair.

f. Public Participation at Committees

Please see the policy attachment for complete details on public participation at Board and Committee meetings.

Please note that PCE meetings are a limited public forum, and all public comment must relate to a matter that is on the agenda or within the subject matter jurisdiction of the Board and Agency. If comments do not relate to the agenda or subject matter jurisdiction of the Board and Agency, the Chair will stop the comment and move on to the next speaker. General Counsel will assist in identifying comments that are not related to the meeting agenda or subject matter jurisdiction of the Board and Agency.

g. Creation and Termination of New Standing Committees

A majority of the Board may vote to establish new standing committees as needed or to terminate any standing committee by placement of the issue on a Board agenda.

3. **Board Ad Hoc Committees and Staff-Led Committees**

The Board of Directors may create Ad Hoc Committees on a limited basis and subject matter when necessary to study PCE business in greater depth than what is possible in the time allotted for Board and Standing Committee meetings. The following rules are intended to clarify the distinction between Standing Committees, Ad Hoc Board Committees, and Staff-Led Subcommittees to establish operating guidelines for such committees:

a. Definition of Ad Hoc Committee

An Ad Hoc Committee of the Board is a temporary advisory committee composed of less than a quorum of Board members or any Standing Committee. The work of an Ad Hoc Committee has a limited or single purpose. An Ad Hoc committee is not intended to be perpetual but rather dissolved once its specific task is completed. By contrast, a Standing Committee has ongoing

subject matter jurisdiction over a variety of related topics.

b. Definition of a Staff-Led Committee

A PCE staff-led committee is an informal group focused on a particular PCE topic or function that includes less than a quorum of Board or other standing committee members. It is a non-Brown Act committee staffed by a member of PCE's leadership team that meets periodically and at staff's direction. Staff shall utilize group feedback and/or vet a particular department specific topic. A staff-led committee does not set Agency or Board policy or direction.

c. Creation and Appointment

The Board Chair or the full Board may create an Ad Hoc Committee and appoint less than a quorum of the Board or any Standing Committee to serve. The Chair will publicly announce any Ad Hoc Committee created, its membership, and stated purpose. In contrast, only the Board and not the Chair alone can create an ongoing Standing Committee. Staff-led subcommittees are organized and led by PCE executive and/or director-level staff.

d. Brown Act

The procedural requirements of the Brown Act apply to all committees that have either:
(a) continuing subject matter jurisdiction over a matter or group of related matters; or (b) a regular meeting schedule set by Board action. All Standing Committees are Brown Act bodies. Ad hoc committees are generally not Brown Act bodies, provided that: 1) they are temporary bodies, formed for the purpose of addressing a limited or single purpose, 2) include only members of Board, and 3) do not have a regular meeting schedule set by Board action. When the Board creates an Ad Hoc committee that is not a Brown Act body, the Board may, at its discretion, direct that the committee follow Brown Act procedures.

e. Members

Ad Hoc Committees shall consist of less than a quorum of the Board, and shall not include any other persons, including members of other legislative bodies. Staff-led subcommittees shall consist of less than a quorum of the Board and may include participation from outside the Board or organization as warranted.

f. Reporting

Ad Hoc Committees shall report their recommendations to the Board in the timeframe directed by the Board.

g. Termination of Ad Hoc Committee by Majority of the Board

A majority of the Board may vote to terminate any Ad Hoc Committee following placement of the

issue on an agenda.

h. Conclusion of Work

A public announcement shall be made any time the Ad Hoc Committee has concluded its work and/or upon dissolution.

4. **Former Board Member Volunteer List**

Staff will maintain a list of interested former Board Members or Alternates of the PCE Board of Directors, who have retired from public office and may be called upon by staff to volunteer their expertise.