

## **AREA 4 AGENCY ON AGING GOVERNING BOARD RULES OF PROCEDURE**

Area 4 Agency on Aging (d.b.a. Agency on Aging \ Area 4) is a Joint Powers Authority authorized to carry out the functions and responsibilities of the area agency. These Rules of Procedure are adopted by the Area 4 Agency on Aging (A4AA) Governing Board for the governance of the said agency, a Joint Powers Authority (JPA) established by the Counties of Nevada, Placer, Sacramento, Sierra, Sutter, Yolo and Yuba, of the State of California. These Rules of Procedure are governed by and are supplemental to the Agreement for Joint Exercise of Powers among said counties, dated March 1, 1983, and as amended from time to time. Matters set forth in the JPA document may be, but are not necessarily, duplicated in these Rules of Procedure. In the event of any conflict between the terms of the JPA and these Rules of Procedures, the terms of the JPA shall govern.

### **SECTION 1. NAME/PURPOSE**

- 1.1 The official name of this body, created by a mandate of the Federal Older Americans Act of 1965 (OAA), shall be Area 4 Agency on Aging (A4AA) Governing Board.
  
- 1.2 The OAA requires that Area Agencies on Aging prepare an annual update of the Area Plan, or "blueprint" for action, that provides information about the agency, including its Planning and Service Area (PSA), governance, program funding, budget, goals and program development, and coordination objectives.  
In accordance with provisions of Title III of the OAA, as amended, the A4AA Governing Board serves the following purposes:
  - 1.2.1 Responsibilities:
    - 1.2.1.1 Establish all policy(s);
    - 1.2.1.2 Establish procedural rules for expenditures and obligation and conditions on the use of funds;
    - 1.2.1.3 Enter into and administer contracts and subgrants for the purpose of the OAA and all other pertinent programs;
    - 1.2.1.4 Adopt the Area Plan and annual budget; and,
    - 1.2.1.5 Perform all its responsibilities in accordance with the OAA and all other pertinent laws, regulations and rules.

### **SECTION 2. MEMBERSHIP**

- 2.1 Membership on the A4AA Governing Board shall be in conformance with requirements of Title III of the OAA, as amended; the State of California; the Joint Powers Authority Agreement among the seven counties; and, the Area Plan.
  - 2.1.1 The Governing Board of the A4AA shall consist of 17 members: two appointed by each of the Board Supervisors of the Counties of Nevada, Placer, Sierra, Sutter, Yolo and Yuba; and five appointed by the County of Sacramento. In each of the Counties of Nevada, Placer, Sierra, Sutter, Yolo and Yuba, one of the appointees shall be a member of the Board of Supervisors (for whom the Board may also designate an alternate). Appointments must be in accordance with Federal and State regulations.

- 2.1.2 In the County of Sacramento, each supervisor may appoint one member or may instead appoint himself or herself (the administrative assistant of a supervisor may be designated as an alternate to the supervisor if the supervisor is appointed). At least one of the Sacramento County appointments shall be a member of the County Board of Supervisors.
- 2.1.3 Alternates shall have the full powers of a member of the Governing Board, but only in the absence of the member for whom designated.
- 2.1.4 The appointments should include representation of low income, minority, seniors with disabilities and persons of color. Appointments shall not discriminate against any person regardless of age, race, religion and/or sexual orientation.
- 2.1.5 In the event a vacancy occurs on the Governing Board, A4AA shall notify the appropriate appointing authority of such vacancy as soon as possible. The appointing authority shall be apprised of the requirements for membership and requested to appoint a replacement as expeditiously as possible. To avoid conflict of interest, employees of programs receiving funds under the OAA shall not be appointed.

## 2.2. TERM OF MEMBERSHIP

- 2.2.1 Members shall serve a two-year term, ending on December 31, unless sooner removed by the appointing body.
- 2.2.2 Attendance records shall be reviewed periodically by the Executive Committee, who shall make recommendations to the Governing Board for action. Any member who is absent from four (4) consecutive Governing Board meetings per calendar year, without notification to A4AA, and who is not in the meantime rendering committee or other service to A4AA, shall be regarded as having resigned from the Board.
- 2.2.3 A request for a Leave of Absence shall be reviewed by the Executive Committee, and action will be taken at their discretion.

## **SECTION 3. FISCAL YEAR**

The fiscal year of the Governing Board shall be consistent with the State Fiscal Year, July 1 - June 30.

## **SECTION 4. MEETINGS**

- 4.1 The Governing Board shall meet regularly at 10:00 a.m. on the second Friday of each month, except that any regular meeting may be dispensed with if, in the opinion of the chair and after consultation with the members of the Executive Committee, there is not sufficient business of a significant nature to warrant a meeting.

- 4.2 All meetings of the Governing Board and its committees shall be public in accordance with the The Brown Act (Ca. Gov't Code section 54950 st. seq.). Notice of said meetings shall be disseminated at least one week in advance through use of appropriate mailings and whatever other means possible to include postings in accordance with the Brown Act. Any member of the public may speak on any agenda item as it is addressed. Members of the public may address matters of general concern which are not on the agenda to the Governing Board at the beginning of the meeting. The Chair may set reasonable time limits for public comment.
- 4.3 Committee meetings may be held by videoconference or teleconference following the requirements of the Brown Act and the guidelines in Section 4.2 of these Rules of Procedure. In addition, these meetings shall be conducted so that there is simultaneous communication. The chair or staff representative will call the meeting to order and ask for identification of those members present. A secretary will be appointed to record minutes, and a report will be given at the next Governing Board meeting.
- 4.4 The Governing Board shall hold at least one regular meeting in each calendar quarter of a year or at other times as deemed necessary.
- 4.5 The Governing Board chair may from time to time deem it necessary to hold special meetings. A special meeting may be called by the Governing Board chair or a majority of members and at a location the Governing Board determines appropriate. The provisions of the Brown Act and Section 4.2 of these Rules of Procedure shall be adhered to in the event that a special meeting is called.
- 4.6 Prior to adoption of the Area Plan, at least one public hearing shall be held to allow area residents the opportunity for comments and recommendations. Such public hearing(s) shall be widely advertised, and shall follow procedures established by the Governing Board that assure full opportunity for comment and recommendation by all area residents.
- 4.7 A quorum for any regular meeting of the Governing Board shall be one-half plus one of the members. A majority vote of eligible members present shall be required on all action items. A roll call vote of all members marked present shall be made on all action items dealing with funds. The voting of each member of the Governing Board will be recorded on all votes.

## **SECTION 5. OFFICERS**

- 5.1 The Governing Board shall have the following officers: chair, first vice chair, second vice chair, secretary-clerk, and treasurer-auditor. Duties of the officers are further described within this section.
  - 5.1.1 *Chair.* The chair shall preside at all meetings of the Governing Board; shall represent the Council at functions of a ceremonial nature; shall appoint members of all committees (except Nominating Committee) with the consent of a majority of those members present and voting at any regularly scheduled meeting; shall appoint the parliamentarian; shall serve as ex-officio member of all committees

(except Nominating Committee); and shall perform other tasks as authorized from time to time by the Governing Board.

5.1.2 *First Vice Chair.* The first vice chair shall perform the duties and exercise the power of the chair in the absence of the chair.

5.1.3 *Second Vice Chair.* The second vice chair shall perform the duties and exercise the power of the chair in the absence of the chair and the first vice chair.

5.1.4 *Secretary-Clerk.* The secretary-clerk shall cause to be made minutes of each meeting of the Governing Board and shall cause to be maintained all records of the Governing Board. The secretary-clerk shall record the voting of each member present on any action item.

5.1.5 *Treasurer-Auditor.* The treasurer-auditor shall serve as chair of the Finance Committee and work with A4AA staff to periodically report to the Governing Board. The treasurer-auditor may be an employee in lieu of a board member.

5.1.6 *Parliamentarian.* The parliamentarian shall be appointed by and serve at the discretion of the chair. It is the responsibility of the parliamentarian to assure that procedure for meetings comply with these Rules of Procedure and the parliamentary authority as written in Sturgis Standard Code of Parliamentary Procedure.

## 5.2 EXECUTIVE DIRECTOR

5.2.1 The Executive Director shall not be a member of the Governing Board, but shall be appointed by and serve at the pleasure of the Governing Board.

5.2.2 The Executive Director shall be in charge of and shall cause to be performed all staff functions of the A4AA.

5.2.3 The Executive Director shall report to the Governing Board at each of the Governing Board meetings.

5.2.4 The Executive Director shall be deputy treasurer-auditor and shall execute warrants on behalf of the A4AA.

5.2.5 Within limitations of the budget, the Executive Director shall have authority to employ and discharge such personnel and consultants as from time to time may be deemed necessary.

5.2.6 The Executive Director shall be an ex-officio member, without vote, on all committees of the A4AA except the nominating committee.

5.2.7 All powers and duties of the Executive Director shall be executed under direction of the Governing Board.

### 5.3 OFFICERS TERMS OF OFFICE

5.3.1 All officers shall serve a term of one twelve (12) month period, coinciding with the calendar year. The officers of the Governing Board shall be elected annually at the November or December meeting.

5.3.2 No officer shall serve more than two (2) consecutive terms in the same office.

5.3.3 If more than six (6) months remains for any office, that term will be counted as one of the two consecutive terms if a replacement is required.

### 5.4 NOMINATION AND ELECTION OF OFFICERS

5.4.1 The Nominating Committee shall consist of a minimum of three members who shall be elected annually by the Governing Board. Committee members shall select their Committee chair. The Committee shall submit, at the meeting held in October, nominations for each of the offices and for the subsequent Nominating Committee and will be responsible for seeking members capable of assuming responsibilities of the respective offices. The Committee will be requested to assist in the screening of nominations for awards and other activities related to nominations, as deemed appropriate by the Governing Board chair. Such nominations shall be made and transmitted to the Governing Board not later than the regular meeting immediately preceding the meeting at which officers are to be elected. Additional nominations may be made by any member of the Governing Board at the time of the meeting wherein officers are elected.

5.4.2 Elections shall be held at the regular November or December business meeting. At this meeting, nominations may be made from the floor. An individual receiving a plurality of the votes for any of the offices, cast by members present, is elected and will immediately assume the office.

## **SECTION 6. COMMITTEES**

6.1 The Governing Board shall have the standing committees described in this section. With the exception of the Executive and Nominating Committees, the chair shall make all committee appointments. With the exceptions of the Executive and Finance Committees, the committee members shall select a Committee Chair from among themselves. Standing Board Committees shall be chaired by a member of the Board. All standing Committees will comply with the requirements of the Brown Act.

6.1.1 *The Executive Committee* shall meet prior to Governing Board meetings to approve and, if necessary, amend the tentative agenda. In addition, the Executive Committee shall have authority to act on matters in emergency situations. All action by the Executive Committee shall be ratified by the Governing Board at the next regularly scheduled meeting following the action.

The Executive Committee shall consist of the elected officers and the immediate past chair. Vacancies in elected offices, other than the chair, shall be filled by the Executive Committee.

- 6.1.2 *The Finance Committee* shall be chaired by the treasurer-auditor of the Governing Board, and shall have responsibility for working with staff in keeping current on program funds and audit reports available through A4AA, and reporting same to the Governing Board.

The Committee shall meet as needed and upon the submission of the Agency's annual audit.

- 6.1.3 *The Grants Review Committee (GRC)* provides recommendations for funding programs. In addition, the Committee reviews Request for Proposals (RFP) applications and recommends funding of applicants. The Committee provides input into the RFP process. The Committee makes recommendations directly to the Governing Board.

The Grants Review Committee shall consist of an adequate number of Council members. The Committee shall also be represented by members of the Board, as much as possible, but not to exceed the number of Advisory Committee members. Alternates shall be appointed as necessary.

- 6.1.4 *The Joint Program Evaluation Committee (JPEC)* reviews A4AA service provider performance periodically with A4AA staff in order to be knowledgeable about program operations and contract issues. The committee may forward its recommendations to the Grants Review Committee for informational purposes only. JPEC makes recommendations directly to the Governing Board.

The committee shall consist of at least two to three members from the Governing Board and at least three to four members from the Advisory Council. Not more than three of the committee appointments shall be members of the Grants Review and Area Plan committees. (Alternates may be appointed from each body to ensure full attendance.) To the extent feasible, representation by the seven counties should be considered in the appointments.

- 6.1.5 *Personnel Committee.* The Personnel Committee shall be responsible to oversee personnel matters of the A4AA including development and maintenance of personnel policies and procedures, development of affirmative action plan, and other appropriate personnel matters. The Personnel Committee shall meet with the Employee Personnel Committee (EPC) annually and at the request of either party.

- 6.1.6 *The Rules of Procedure Committee* shall receive and review proposed amendments to the Rules of Procedure and may propose amendments of its own. The Committee shall make recommendations approving or disapproving each proposed amendment, giving reasons for the decision. The Committee shall also perform a comprehensive review of the Rules at least once every two years. The parliamentarian shall serve as a consultant to the Committee.

- 6.1.7 *The Nominating Committee* shall perform all the duties described in section 5.4 of these Rules of Procedure.

6.2 The Board Chair shall appoint members to the following standing committees of the Advisory Council. Council Committees shall be chaired by a member of the Council.

6.2.1 The *Area Plan Committee* shall:

- a) Be a joint committee of Board and Council members;
- b) Provide input for the development and implementation of the Area Plan and updates;
- c) Forward all recommendations to the Council; and,
- d) Consist of an adequate number of Council members to ensure that each County is represented for area planning. The Committee shall also be represented by members of the Board, as much as possible, but not to exceed the number of Advisory Committee members. Alternates will be appointed to the fullest extent possible.

6.2.2 The *Legislative Committee* shall:

- a) Be a joint committee of Board and Council members;
- b) Have responsibility for reviewing proposed new and amended legislation affecting primarily older individuals and making reports and recommendations to the Council;
- c) Coordinate with the California Senior Legislature (CSL) members from A4AA for discussion and collaborative efforts for recommendations affecting older adult legislative issues;
- d) Establish priorities that correspond to the Area Plan whenever possible; and,
- e) Consist of at least eight members; two members from Sacramento County and one from each of the other counties in A4AA. The Committee shall also be represented by members of the Board, as much as possible, but not to exceed the number of Advisory Committee members. Alternates shall be appointed from each county.

### 6.3 OTHER COMMITTEES

The chair may appoint other committees, or ad hoc committees for limited time purposes, as deemed necessary and with consensus of the Governing Board, or upon the request of the Executive Director. Such committees shall serve at the pleasure of the chair.

## **SECTION 7. AMENDMENTS TO RULES OF PROCEDURE**

7.1 *Notices.* Amendments to these Rules of Procedure shall be proposed at any regularly scheduled meeting of the Governing Board with thirty (30) days prior notice in writing, either mailed or given in person to each member. Proposed amendments shall be voted on at a subsequent meeting.

7.2 *Total Vote Required for Amendment.* These Rules of Procedure may be amended by a two thirds vote of the members present at a regularly scheduled meeting, or at a special meeting called for the purpose of amending these Rules.

## **SECTION 8. GENERAL PROVISIONS**

- 8.1 *Principal Office.* The principal office of the A4AA shall be located in the Sacramento metropolitan area at such location as may be determined by the Governing Board from time to time.
- 8.2 *Monies.* All monies received shall be deposited to the credit of A4AA in depositories designated by the treasurer-auditor. Monies received shall be solely for the purpose of defraying expenses of the A4AA under the direction of the Governing Board.
- 8.3 *Records, Reports and Inspection.*
- 8.3.1 The A4AA shall maintain adequate and correct accounts, books and records of all its business and properties.
- 8.3.2 The accounts, books and records of A4AA shall be kept at the principal place of business of the A4AA, and all such documents shall be open to inspection by the Governing Board, its members and members of the general public.
- 8.3.3 The Area Plan and annual report shall be available for inspection at each county clerk office and other appropriate locations and on the A4AA website.
- 8.4 *Audits.* The treasurer-auditor shall cause the accounts of the A4AA to be audited annually as required by law and the JPA. The audit reports shall be filed with the clerk of the A4AA and a copy forwarded to each county clerk.
- 8.5 *Nondiscrimination.* In the selection of officers and staff, and in the performance of its duties, the A4AA shall not discriminate against any person in any manner which is unlawful.

## **SECTION 9. CONFLICT OF INTEREST AND IMPROPER CORRESPONDENCE**

- 9.1 All possible conflicts of interest should be considered whenever the Governing Board, or one of its committees, is making a decision affecting a program within A4AA, including but not limited to, grant applications, program evaluations, area plan consideration and approval, and program money allocation.
- 9.2 A Governing Board member has a conflict of interest, or potential conflict of interest, when one or more of the following relationships exist with the program under consideration:
- A. Ownership;
  - B. Director, trustee or officer of the program;
  - C. Provider of professional services to the program;
  - D. Parent, spouse, brother, sister, or child of A, B, or C above;
  - E. Employee of the program;
  - F. Any person whose salary is paid from OAA funds; and,
  - G. Any person with a relationship described in A to F (above) in a competing program in the area.



- 9.3 Any member who has one or more of the relationships as described in Section 9.2 of these Rules of Procedure above, shall declare his/her association with the program under consideration. The member shall be considered an agent of the agency under consideration. That member may not vote and must recuse him/herself from that portion of the meeting.
- 9.4 When there is question as to the existence of a conflict of interest, the chair shall determine whether or not a conflict does in fact exist, and shall rule accordingly. If a member is deemed to have a conflict of interest, or potential conflict of interest, the member shall not vote on the program under consideration and shall recuse themselves from that portion of the meeting.
- 9.5 *Improper correspondence during the RFP process.* The review process is the same for all applications submitted under an RFP. Area 4 Agency on Aging staff, Advisory Council and Governing Board members are strictly prohibited from speaking to Applicants about the content or status of proposals outside of the review process during an active RFP. In most circumstances, the “active” RFP process begins on the date the RFP is issued and ends on the date final award decisions have been made; in the event of an appeal, all of the proposals in the affected service category remain “active” until the date of final resolution of that appeal.

#### **SECTION 10. CONFLICT WITH STATE OR FEDERAL REGULATIONS**

If any Section or Sub-section of these Rules of Procedure are found to be in violation of State or Federal regulations, only that Section or Sub-section shall be deemed invalid.

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