



MWPA CITIZENS' OVERSIGHT COMMITTEE

Tuesday, January 26, 2021

5:30 pm

<https://zoom.us/j/93455535718>

Or Telephone:

669-900-6833

Meeting ID: 934 5553 5718

For those joining by phone use: *9 to "raise your hand" and *6 to mute/unmute

ATTENTION: This will be a virtual meeting of the Citizens' Oversight Committee of the Marin Wildfire Prevention Authority pursuant to Executive Order N-29-20 issued by the Governor of the State of California. There will not be a public location for participating in this meeting, but any interested member of the public can participate telephonically by utilizing the dial-in information printed on this agenda. If any member of the public has a request for a reasonable modification or accommodation for accessing this meeting due to a disability, she/he/they should contact Mark Brown at mbrown@marinwildfire.org

1. Call to order.

2. Roll Call.

Kingston Cole
Larry Minikes
Stephen Keese
Lucy Dilworth
Rebecca Suggs

Pat Randolph
Larry Chu
Max Perrey
Carolyn Longstreth

AGENDAS & STAFF REPORTS ON-LINE www.marinwildfire.org

3. Agenda Adjustments.

4. Open time for public expression. *The public is welcome to address the Citizen's Oversight Committee at this time on matters not on the agenda that are within the jurisdiction of the Board. Please be advised that pursuant to Government Code Section 54954.2, the Committee is not permitted to discuss or take action on any matter not on the agenda. Comments may be no longer than three minutes and should be respectful to the community. **Please silence your cell phones during the meeting / mute your microphone when not reporting out.***

5. Executive Officer's Report – Verbal Report.

Information Only, such as information about Board of Directors, Executive, Finance, Operations and Advisory/Technical Committee Updates.

6. Approval of Minutes.

Recommend approval of minutes from the 12/1/2020, 12/29/2020 and 1/13/2020 Citizens' Oversight Committee meetings.

7. Policies and Procedures/Code of Conduct.

Recommendation: create an Ad Hoc Subcommittee to create rules and procedures and a code of conduct.

8. Monitoring Assignments for Partner Agencies and Entities.

Recommendation: discuss the need for the Citizens' Oversight Committee to monitor meetings of partner agencies and entities.

9. Proposed Citizens' Oversight Committee Bylaws Review.

Recommendation: the COC Bylaws Ad Hoc Subcommittee will discuss the draft bylaws and receive input from the COC members.

10. Information Items.

11. COC Members Request Future Agenda Items.

12. Adjourn.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the MWPA at 415-539-MWPA (6972). Notification at least 48 hours prior to the meeting will enable the Agency to make reasonable accommodation to help insure accessibility to this meeting.

Any writings or documents provided to a majority of the Citizens' Oversight Committee regarding any item on this agenda after the distribution of the original packet will be made available for public inspection at 28 Liberty

Ship Way, Suite 2800, Sausalito CA 94965. *Note as of 4/30/20 offices are closed to the public. Therefore, documents will be made available upon request and will be available online at www.marinwildfire.org

Notice is hereby given that the Citizens' Oversight Committee may discuss and/or take action on any or all of the items listed on this agenda. If any of these matters above are challenged in Court, you may be limited to raising only those issues you or someone else raised at any public hearing described on this agenda, or in written correspondence delivered at, or prior to, this meeting. Judicial review of an administrative decision of the Board of Directors must be filed with the Court not later than the 90th day following the date of the Board meeting decision (Code of Civil Procedure Section 1094.6)

I certify that this agenda was posted on the Public Notice Bulletin Board on or before Saturday, January 23, 2021 at 5:30 pm.

A handwritten signature in black ink, appearing to read 'Mark Brown', written over a horizontal line.

Mark Brown, Executive Officer

THE MARIN WILDFIRE PREVENTION AUTHORITY
CITIZENS' OVERSIGHT COMMITTEE MEETING
6:00 p.m. Tuesday, December 1, 2020
Via teleconference due to Coronavirus (COVID-19)
MINUTES

1. Call to Order- Board President Goines called the meeting to order at 6:00 p.m.
2. Roll Call
Committee members – In Attendance: Kingston Cole, Larry Minikes, Stephen Keese, Lucy Dilworth, Rebecca Suggs, Pat Randolph, Larry Chu, Max Perrey, Carolyn Longstreth
Staff in Attendance: Executive Officer Mark Brown

3. Agenda Adjustments

There were no adjustments.

4. Open Time for public expression

There were no comments.

5. Introductions

President Goines asked each COC Committee member to introduce themselves and discuss his or her background, interests, etc.

President Goines opened the meeting to public comments.

There were no comments.

President Goines closed the meeting to public comments.

6. Overview of the Marin Wildfire Prevention Authority

Executive Officer Brown welcomed the Committee members and presented a staff report regarding the three documents that created the MWPA, its mission, structure, etc.

There were no questions or comments from the committee.

President Goines opened the meeting to public comments.

There were no comments.

President Goines closed the meeting to public comments.

7. Citizens' Oversight Committee Member Roles and Responsibilities and Elect a Chair and Vice-Chair

Executive Officer Brown presented a staff report.

There were no questions from the committee.

M/s, Perrey/Dilworth, to elect Committee member Minikes as COC Chair and Committee member Chu as COC Vice-Chair.

Ayes: All

President Goines opened the meeting to public comments.

There were no comments.

President Goines closed the meeting to public comments.

President Goines turned the meeting over to Chair Minikes.

8. Develop a Process to Create COC Bylaws

President Goines presented a report and stated staff was working on some templates that will be presented to the COC for review.

Chair Minikes asked for volunteers to serve on the Bylaws Sub-Committee.

M/s Chu/Keese, to appoint Committee members Dilworth, Suggs, Perrey, and Randolph to serve on the Bylaws Sub-Committee.

Ayes: All

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

9. Assign COC Members to Monitor MWPA Committees and Board Sub-Committees

Chair Minikes asked for volunteers to monitor MWPA Committees and Board Sub-Committees.

Committee members Chu, Cole, and Keese volunteered to monitor the Finance Sub-Committee.

Committee members Randolph and Keese volunteered to monitor the Board Executive Committee and the Advisory/Technical Sub-Committee.

Committee members Dilworth, Perrey, and Suggs volunteered to monitor the Operations Committee.

Committee member Longstreth and Dilworth volunteered to monitor the MWPA Board.

It was the consensus to appoint Committee members Dilworth and Longstreth to monitor the MWPA Board; Committee members Randolph and Keese to monitor the Board Executive Committee; Committee members Chu, Cole, and Keese to monitor the Finance Sub-Committee; Committee members Dilworth, Perrey, and Suggs to monitor the Operations Sub-Committee; Committee members Keese and Randolph to monitor the Advisory/Technical Sub-Committee.

President Goines stated “all eyes, on all things, all the time” should be the rule.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

10. Meeting Schedule

Chair Minikes asked the Committee to discuss a meeting schedule preference (day of the week and time).

There were comments from Committee members.

Chair Minikes suggested tentative meeting dates of Tuesday, January 5th and Tuesday, January 26th, starting at 5:30 p.m. The fourth Tuesday of the month would be the Regular Meeting date. They should also meet one more time in December on Tuesday, December 29th to discuss the Bylaws and perhaps other issues.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

11. Review Brown Act Meeting Constraints and Requirements

Executive Officer Brown presented a staff report. He discussed the purpose of the Brown Act, Serial Meetings, how sub-committees operate, etc.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

12. Informational Items

Committee member Keese asked for information about how the ESP Partnership, FERN, and other environmental groups fit together, communicate with each other, and their relationship to the MWPA. Executive Officer Brown stated the Board will be formalizing this process.

13. COC Members Request Future Agenda Items

Chair Minikes stated he would like to schedule a presentation to the COC from FERN and perhaps the other environmental organizations.

Committee member Perrey would like a presentation about the MWPA finances (a deep dive).

Chair Minikes asked the Committee to review the CWPP Draft, in particular Section 9.

Committee member Chu asked if a list of warrants (check register) was reviewed by the Board. Executive Office Brown stated the Budget Report has a list of expenditures. Committee member Chu asked that the Committee receive a copy of the list.

Committee member Perrey asked for a roster of the COC Sub-Committees.

14. Adjournment- Chair Minikes adjourned the meeting at 7:35 p.m.

Respectfully submitted,

Toni DeFrancis,
Recording Secretary

THE MARIN WILDFIRE PREVENTION AUTHORITY
CITIZENS' OVERSIGHT COMMITTEE MEETING
5:30 p.m. Tuesday, December 29, 2020
Via teleconference due to Coronavirus (COVID-19)
MINUTES

1. Call to Order- Chair Minikes called the meeting to order at 5:30 p.m.

2. Roll Call

Committee members – In Attendance: Kingston Cole, Larry Minikes, Stephen Keese, Lucy Dilworth, Rebecca Suggs, Pat Randolph, Larry Chu, Max Perrey, Carolyn Longstreth
Staff in Attendance: Executive Officer Mark Brown

3. Agenda Adjustments

There were no adjustments.

4. Open time for public expression

There were no comments.

5. Executive Officer's Report

Executive Officer Brown reported on the following: 1) The Executive Committee meeting; 2) Board Retreats (remote); 3) Follow-up questions for environmental compliance Request for Proposals (RFP); 4) The Finance Committee meeting; 5) Mid-year budget adjustments; 6) Finance Policies; 7) Board of Directors meeting; 8) Approval of Planning and Program Manager position; 9) Operations Committee meeting; 10) 2021/22 Work Plan; 11) Advisory/Technical Committee meeting.

Executive Officer Brown answered questions from the committee.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

6. Citizens' Oversight Committee Assignment Updates

Committee member Chu gave an update on the Finance Committee activities. He answered questions from the committee.

Committee members Dilworth and Longstreth gave an update on the Board of Directors activities.

Committee member Randolph gave an update on the Executive Committee activities.

Committee member Perrey gave an update on the Operations Committee activities.

Committee member Randolph gave an update on the Advisory/Technical Committee activities.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

7. Proposed Citizens' Oversight Committee Bylaws Review

Chair Minikes stated the Bylaws Committee consists of Committee members Perrey, Dilworth, Randolph, and Suggs. He stated they should be focusing on where they want to go as a committee. The Bylaws provide the framework.

Committee members Perrey and Dilworth gave a report.

The committee asked questions and provided input.

Chair Minikes opened the meeting to public comments.

Ms. Terri Thomas, representing the Fire and Environment Resilience Network (FERN), recommended consideration of including analysis and recommendations to the Purpose and Member Responsibilities Sections of the Bylaws. She discussed amendments to Article 2.

Chair Minikes closed the meeting to public comments.

Committee member Randolph gave a report regarding the term of service for committee members, Chair, and Vice-Chair positions.

The committee asked questions and provided input.

Chair Minikes suggested using the Operations Committee Bylaws as a template.

Chair Minikes opened the meeting to public comments.

There were no comments.

Chair Minikes closed the meeting to public comments.

Committee member Suggs gave a report regarding the replacement of committee members.

The committee asked questions and provided input.

Chair Minikes opened the meeting to public comments.

Ms. Belle Cole, representing ESP, had questions about the purpose and responsibilities of the committee and questioned why they were getting so involved in the other committees. She understood the oversight function but questioned the level of detail

Mr. Bruce Bartel stated people have been trying to get the Board to have its sub-committees conduct business in the public view- not necessarily full Brown Act Meetings, but at least the ability to observe. He encouraged all sub-committees to make meetings available to public view.

Chair Minikes closed the meeting to public comments.

Committee member Longstreth stated she would recuse herself from discussions about Article 2 of the Bylaws since FERN made comments and suggestions. She is a member of FERN. However, she does have her own comments about the Responsibilities Section.

8. Information Items

There were no comments.

9. COC Members Request Future Agenda Items

Committee member Dilworth asked that the following be placed on an upcoming agenda: A discussion and recommendation to the Board about the public's ability to see the operations of sub-committees.

Committee member Cole asked that the following be placed on an upcoming agenda: The creation of a sub-committee to delve into the relationship between the various environmental groups/ESP and firefighters. He was concerned about transparency.

10. Adjournment- Chair Minikes adjourned the meeting at 6:50 p.m.

Respectfully submitted,

Toni DeFrancis,
Recording Secretary

THE MARIN WILDFIRE PREVENTION AUTHORITY
CITIZENS' OVERSIGHT COMMITTEE MEETING
5:30 p.m. Wednesday, January 13, 2021
Special Bylaws Meeting
Via teleconference due to Coronavirus (COVID-19)
MINUTES

1. Call to Order- Chair Minikes called the meeting to order at 5:30 p.m.
2. Roll Call
Committee members – In Attendance: Kingston Cole, Larry Minikes, Stephen Keese, Lucy Dilworth, Rebecca Suggs, Pat Randolph, Larry Chu, Max Perrey, Carolyn Longstreth
Staff in Attendance: Executive Officer Mark Brown

3. Agenda Adjustments

There were no adjustments.

4. Open Time for public expression

Mr. Bruce Bartel thanked the COC for making their meetings available for public viewing. He sent some information to Executive Officer Brown for distribution to the COC.

5. Proposed Citizens' Oversight Committee Bylaws Review

Committee member Perrey presented a report. The subcommittee met and reviewed all correspondences. He discussed Articles 1 through 3.

The COC had questions about Articles 1 through 3.

Chair Minikes opened the meeting to public comments.

Mr. Bruce Bartel stated the Section related to Purpose of the Organization got diverted to the Responsibilities of the Members. These two need to be congruous. The previous language was fine but two items need to be reversed (change the order of #2 and #3). The purpose of the COC is to oversee the work of the MWPA. Some expansion might be in order. He referred to the Term of Office Section and felt the initial terms were very long. It appears that an individual could be on the COC for seven and one-half years.

Mr. Ron Arlas, former Mayor of Larkspur, proposed that they modify the sentence in the Purpose Section as follows: "Oversee the work of the MWPA as further explained in, but not limited to, Responsibilities stated in Article 4, below". This places the emphasis on the oversight for all the citizens of Marin County which is critical for the MWPA. He stated there was a ten year timeframe for the JPA and an individual should not serve for seven plus years.

The initial terms could be reduced by six months. He supported greater turnover since it allows for better advocacy for the JPA.

Executive Officer Brown stated he received an email from Mr. Bartel asking if timelines for public comments and responses from the governing body apply only to items that are not on the agenda. He stated committee feedback to questions from a member of the public should be limited- a back and forth dialogue is not encouraged and there is no obligation for an answer.

Mr. Bruce Bartel stated this section emphasizes that the COC has access to subcommittee meetings that are not being recorded or available for public inspection. This is essential.

Chair Minikes closed the meeting to public comments.

The COC made comments about Articles 1 through 3.

Chair Minikes stated the meeting has come to the two hour mark and he suggested the subcommittee review the comments made today. The COC will review Articles 4 through 10 at the next meeting.

M/s, Chu/Cole, to continue this item to the next COC Meeting.
Ayes: All

6. Informational Items

Executive Officer Brown stated the next MWPA Board meeting is scheduled for January 21st, which will include the Board Retreat.

Chair Minikes stated the Biomass Group, Carbon Resource Group, and MCL Parks and Open Space will be meeting tomorrow. Ecologically Sound Practices (ESP) will hold a Vegetation Management meeting on Friday.

7. Citizens' Oversight Committee Member Request Future Agenda Items

Committee member Dilworth stated she would like to start working on Policies, Procedures, and a Code of Conduct.

8. Adjourn- Chair Minikes adjourned the meeting at 7:10 p.m.

Respectfully submitted,

Toni DeFrancis,
Recording Secretary

Letter to the Citizens' Oversight Committee

Thank you for giving us this opportunity to explain the concepts behind the proposed bylaws of the Citizens' Oversight Committee (COC) of the Marin Wildfire Prevention Authority (MWPA). These bylaws are somewhat unusual but they are intended to form and govern a robust oversight body. We are proposing a new model of transparency and accountability for a new agency.

As a general concept we propose organizing ourselves on the model of a civil grand jury in its watchdog role. A grand jury's most significant tool is its ability to talk to the decision makers, ask them questions, and raise issues and concerns. These bylaws provide the COC members the opportunity to be proactive and to participate, when necessary, as decisions regarding the expenditure of Measure C funds are made. This way the committee can do more than merely retroactively review the agency's past expenditures and projects. At the end of a year, it will be too late to prevent or correct errors.

We see this approach as contributing to the efficiency and transparency of the new agency. We want the agency to be a success in the very short period it has to prove itself. We believe this model of a COC to be an innovative approach to public oversight, and if approved, it will demonstrate the MWPA's commitment to accountability and transparency.

First of all, we should give you some background that will help explain why you are seeing this arrangement of this COC and how the concept came about.

As you know, the MWPA itself is a new idea. It is unique in the state and it exists through an unusual collaboration and sequence of events. Its history began before the idea of the MWPA was even formed. Some of you may know some of this, but most of you will not be aware of some of the early work -- particularly to some key events and conversations.

From 2017 onwards, a series of ever larger wildfires have been occurring in California. In particular, the terrifying northern California fires -- the Tubbs Fire, and then, the deadliest of them all, the Camp Fire, that largely obliterated the town of Paradise -- served as a wake up call to everyone. Out of concern about wildfire, the 2018-2019 Marin County Civil Grand Jury toured the ruins of Fountaingrove, Coffey Park and Paradise, and then decided to look into the state of wildfire preparedness in Marin.

After a many-months long investigation, the Grand Jury released its report, "Wildfire Preparedness: A New Approach." As detailed in this document, the jurors investigated the state of our vegetation, assessed our geography and infrastructure, considered the vulnerabilities in our alert and warning systems, evaluated our degree of citizen preparedness, and surveyed the efforts and programs that individual fire districts were offering to prevent and protect against wildfire. The Jurors indicated their dismay at their findings that owing to a convergence of factors such as climate change, aggressive fire suppression, and poor vegetation management, Marin is enormously vulnerable to wildfire.

Beyond these conditions, the Grand Jury identified a particular structural problem that was thwarting efforts to prepare for and prevent wildfire -- there were multiple individual fire districts each of which was concentrating its efforts on its own jurisdiction. Also, the Grand Jury noted that these fire districts' considerable expertise was focused largely on fighting fire, not preventing it.

At the same time, the fire chiefs were fully aware of the dangers and were working hard to prepare and present the "lessons learned" from the recent fires to local governments and to update elements of the Marin Community Wildfire Protection Plan. They outlined the problems, gathered science based data, and assessed the vulnerabilities that they saw in Marin. Everyone was clearly extremely concerned about the dangers we were facing, but no one was addressing the practical problem -- there was no agency or body that could address the wildfire danger countywide and coordinate prevention efforts on a larger scale.

In its final report the Grand Jury recommended the creation of a new countywide agency to address county wide, cross-jurisdictional wildfire prevention with a dedicated stream of funding from a new tax to pay for this work. This became the catalyst for local governments to get together to work toward the creation of the new MWPA.

After the Jury's term ended, a number of ex-jurors who had studied the problems formed a group called the Citizens for Wildfire Protection (CWP). Acting as a nonpartisan civic organization (functionally, as an early COC) this group participated in the initial discussions to make sure that the MWPA was formed to properly meet the needs of a countywide approach as identified in the Grand Jury's report.

The huge hurdle to be overcome was the passage of Measure C. Some members of the public expressed their opposition to the creation and funding of the new agency arguing that it would operate as just another bureaucracy spending public funds without accountability, and with little to show for its efforts.

CWP's members actively promoted the formation of the authority. They spoke at every public meeting, wrote letters to fire districts, published op-ed pieces in the Marin Independent Journal and consulted with the negotiating parties, all to help create the agency and to overcome the public's concerns. The passage of the tax measure was a matter of great uncertainty.

As they watched how different interests were competing for influence and for limited funds they began to see that there might not be enough public support for this effort *unless* this was a clearly different joint powers authority, with a different approach to transparency and accountability. The CWP urged the negotiating parties to listen to the public's concerns.

To overcome the voters' and taxpayers' reluctance, and to promote general principles of good governance, the CWP got together with Coalition of Sensible Taxpayers (CO\$T) to ask for two elements to be added to the structure of the agency and the measure that would create its

funds. These were 1) a COC with real watchdog powers to be added to the formation agreement and 2) a ten year sunset clause to be added to the tax measure.

However, the groups were discouraged from bringing this up. They were told that it was too late to change the draft of the JPA Formation Agreement and the complexity of the approval process prevented revisiting any of the terms. Further, the agency formation organizers were relying on certain polling data that showed that the public wanted a perpetual tax. The groups were not convinced.

But it was not until the CWP and CO\$T indicated that without these two elements they could not support the formation of the agency or the tax measure that there was a response on these topics. The organizers of the effort agreed to include a ten year sunset provision on the tax measure. However, the CWP was asked to live with the language creating a COC in the JPA Formation Agreement as written. This new COC section had been recently added without consultation and it contained few of the additional features the CWP had asked for. A number of the organizers of the new agency, including the county counsel who drafted the JPA Formation Agreement, assured the CWP that “when the time came” the COC would be able to write its own bylaws and that nothing in the existing language would preclude additional oversight powers.

The COC was then presented to the public as one of the overarching restraints that would govern the spending of the agency and ensure that it performed as promised. In fact, the attached graphic, or something very similar, was used to explain the role of the COC in the organization of the agency. It was displayed at every major presentation to local governments and to the public during the approval process. This oversight, along with the ten year sunset clause in the tax, were the key guarantees that were used to convince the public that the MWPA would be a different type of public agency, and it began to show results -- people were reassured. The tax measure passed.

The COC is now writing its bylaws. In light of the history related above, there are some key provisions that are different from how other more traditional COC's are structured. This COC will:

- select its own replacements subject to board approval of the candidates;
- establish shorter terms and operate with less hierarchy to encourage public participation;
- make our reports to the board *and* to the public;
- participate in a voiced but non-voting capacity in all meetings of the agency because we believe that having a seat at the table to raise and discuss issues relating to the MWPA's expenditure and work plans is a more efficient and protective role for the COC.

Thank you for your consideration.

Lucy, Pat, Rebecca and Max
COC Bylaws Committee

MARIN WILDFIRE PREVENTION AUTHORITY
CITIZENS' OVERSIGHT COMMITTEE BYLAWS

ARTICLE I - NAME

In accordance with the Joint Exercise of Powers Agreement for the Marin Wildfire Prevention Authority (MWPA), this Committee shall be designated the Marin Wildfire Prevention Authority Citizens' Oversight Committee, referred to hereinafter as "Committee."

ARTICLE II - PURPOSE

The purpose of the Committee is to oversee the work of the MWPA.

ARTICLE III - ORGANIZATION

The Committee shall consist of nine members as follows:

1. five members each residing in one of Marin's five geographical zones - Central Marin, Novato, San Rafael, Southern Marin, and West Marin;
2. one member from a Marin County taxpayer organization;
3. one member from a Marin County fire prevention organization;
4. one member from a non-partisan Marin County civic organization; and
5. one member from a Marin County environmental organization.

Committee members shall be residents of Marin County who are neither elected officials of any government entity, nor employees of any public agency, department or organization that oversees or benefits financially from the proceeds of the Measure C parcel tax. Members of the Committee shall be required to submit a financial disclosure statement and participation shall be restricted to individuals without an economic interest in any of the projects funded by the MWPA.

Each member of the Committee shall serve for a term of 3 years. However, to provide for staggered terms, the initial Committee members shall draw lots, or participate in some other random selection method, to determine whether their initial term shall be for one, two or three years. Additionally, initial Committee members may volunteer for a shorter term. Three members of the Committee shall be replaced every year. Each initial term shall commence as of

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January 1, 2022. No member shall be eligible to serve for more than two consecutive terms. The term of each member shall begin as of the first day of the calendar year unless a member is replacing a member who has resigned or been removed from membership. In the case of a replacement member the term of that member shall be for the remainder of the term of the member who has been replaced.

ARTICLE IV – MEMBERS’ RESPONSIBILITIES

Members shall:

1. attend Committee meetings;
2. serve on subcommittees of the Committee;
3. serve as a representative or alternate at meetings of the MWPA’s Board of Directors, Operations Committee, Advisory/Technical Committee, [partnership entities], and each of these bodies’ subcommittees, as assigned, and participate in a voiced but non-voting capacity to identify issues relating to expenditures and work plans;
4. review and comment on workplans;
5. review the books and records of the MWPA as submitted for the annual audit ;
6. approve the annual audit;
7. report to the public and the MWPA Board of Directors on the spending of Measure C parcel tax funds and the previous year’s work programs to evaluate consistency with the tax measure;
8. evaluate and select candidates for Committee membership or replacement membership, to be appointed subject to the approval of the MWPA’s Board of Directors;
9. Perform such other duties as may be directed by action of the Committee

No member of the Committee shall act as the official spokesperson of the Committee unless specifically authorized by the Committee.

In the event that a member of the Committee does not meet the formal standards of conduct established by the Committee, such member may be removed from office by a super majority vote of six (6) out of nine (9) members of the Committee.

ARTICLE V - MEETINGS

All proceedings of the Committee shall be conducted according to the rules contained in the most

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recent edition of *Rosenberg's Rules of Order* when these do not conflict with these Bylaws.

Regular meetings shall be held on the fourth Wednesday of each month. Special meetings shall be called as needed. All meetings of the Committee shall be in accordance with the provisions of the Brown Act and California Government Code Section 54956.

ARTICLE VI - OFFICERS

The Committee shall elect a Chair and a Vice Chair. These officers shall serve a six month term beginning January 1, or July 1. The Vice Chair shall succeed the Chair at the end of the Chair's six month term.

The duties of the Chair shall be to preside over meetings; ensure the proper recording and publication of the minutes of all regular and special meetings of the Committee; and maintain and organize all Committee documents and reports.

The duties of the Vice Chair shall be to perform the duties of the Chair in the absence of the Chair.

ARTICLE VII - SUBCOMMITTEES

Subcommittees may be created by the Committee to perform any function that the Committee determines is needed.

ARTICLE VIII - CONDUCT OF BUSINESS

A majority of the members shall constitute a quorum of the Committee. In the event of a meeting of the Committee with less than a quorum, the members present shall only have the power to dismiss a meeting. For purposes of conducting business, a majority of the quorum is authorized to act on behalf of the Committee. Actions of the Committee shall be approved by a majority vote of the members present with two exceptions: any action to amend these Bylaws requires a vote of the full Committee; and any action to remove a member from office requires a supermajority of six (6) out of nine (9) votes.

At every meeting of the Committee, the Committee members shall set the agenda for the following meeting.

ARTICLE IX – GOVERNING PROVISIONS; SEVERABILITY

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Any and all applicable laws of any governmental authority or agency having jurisdiction over the Committee are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these Bylaws, the applicable law(s) shall control and such Bylaws provision(s) shall be considered null and void; provided; however, that any and all provisions of these Bylaws not so affected shall remain in full force and effect.

ARTICLE X – EFFECTIVE DATE AND AMENDMENTS

These Bylaws shall be effective upon their approval at a meeting of the MWPA Board of Directors. These Bylaws may be amended or repealed, and new Bylaws created by the majority vote of the full Committee, subject to the approval of the MWPA Board of Directors. Any member of the Committee may propose amendments to the Bylaws.