



Bylaws Committee Meeting

May 4, 2022 at 5:00 p.m.

Zoom link: <https://fresnoeoc.zoom.us/j/82274362760>

Meeting ID: 822 7436 2760

1-669-900-6833



BYLAWS COMMITTEE MEETING AGENDA

MAY 4, 2022 AT 5:00 PM

1. CALL TO ORDER

2. ROLL CALL

3. APPROVAL OF FEBRUARY 23, 2022, MEETING MINUTES

A. February 23, 2022, By-Laws Committee Meeting Minutes

Approve

3

4. BOARD SELF-ASSESSMENT

A. Board Self-Assessment

Approve

5

5. OTHER BUSINESS

The next meeting is scheduled on Wednesday, August 3, 2022 at 5:00 p.m.

6. PUBLIC COMMENTS

(This portion of the meeting is reserved for persons wishing to address the Committee on items within jurisdiction but not on the agenda. Comments are limited to three minutes).

7. ADJOURNMENT

BYLAWS COMMITTEE
Virtual – Board Effects – Zoom
Wednesday, February 23, 2022 at 5:00 PM

MINUTES

1. **CALL TO ORDER**

Linda Hayes called the meeting to order at 5:10 PM.

2. **ROLL CALL**

Present: Linda Hayes, Jimi Rodgers, Bruce McAlister, Lisa Mitchell and Lupe Jaime-Mileham

Absent: Oliver Baines

3. **APPROVAL OF NOVEMBER 10, 2021 MEETING MINUTES**

November 10, 2021 By-Laws Committee Meeting Minutes

Public Comment: None heard.

Motion by: McAlister **Second by:** Rodgers

Ayes: Jimi Rodgers, Bruce McAlister, Lisa Mitchell and Lupe Jaime-Mileham

Nays: None heard.

4. **TARGET AREA A SPECIAL ELECTION CANDIDATE**

Karina Perez, Chief of Staff, provided a brief overview of the Target Area A Special Election candidate, Alena Pacheco, for the committee's review and acceptance.

Public Comment: None heard.

Motion by: McAlister **Second by:** Mitchell

Ayes: Jimi Rodgers, Bruce McAlister, Lisa Mitchell and Lupe Jaime-Mileham

Nays: None heard.

5. **2022 EXPIRING TERMS**

Karina Perez, Chief of Staff, provided a brief overview of the Commissioners 2022 expiring terms.

Commissioner Mitchell recommended for the submitter to receive a confirmation email upon submitting their nomination form online.

Public Comment: None heard.

No action required.

6. **ELECTION MATERIALS**

Perez provided an overview of the election materials for 2022.

Public Comment: None heard.

Motion by: McAlister **Second by:** Mitchell

Ayes: Jimi Rodgers, Bruce McAlister, Lisa Mitchell and Lupe Jaime-Mileham

Nayes: None heard.

7. **POLICIES AND PROCEDURES REVISIONS**

The agency's Legal Counsel, Kenneth Price, provided an overview of the revised Policies and Procedures.

Public Comment: None heard.

Motion by: Hayes **Second by:** Mitchell

Ayes: Linda Hayes, Jimi Rodgers, Bruce McAlister, Lisa Mitchell and Lupe Jaime-Mileham

Nayes: None heard.

8. **PUBLIC COMMENTS**

None Heard.

No action required.

9. **ADJOURNMENT**

BYLAWS COMMITTEE MEETING

Date: May 4, 2022	Program: N/A
Agenda Item #: 4	Director: N/A
Subject: Board Self-Assessment	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee review and approval for full Board consideration of the Board Self-Assessment.

Background


On a consistent basis, a Board Self-Assessment is conducted to aid Fresno EOC's Board of Commissioners to:

1. Identify gaps between the standards for effective, nonprofit boards
2. Engage the commissioners in discussions about their effectiveness as a board
3. Ascertain our commissioners' perceptions of knowledge, skills, and processes as they carry out their board roles
4. As applicable, pinpoint areas in which the Board is excelling as well as those requiring improvement.

A timeline of the Board Self-Assessment Timeline is outlined below:

SELF-ASSESSMENT TIMELINE

MAY 4 TH – Bylaws Committee Meeting	Bylaws Committee Review And Approval Of The Assessment Questions.
MAY 25 TH – Board Meeting	Board approves assessment questions
JUNE / JULY	Questionnaire is sent for commissioners to complete
AUGUST 3 RD – Bylaws Committee Meeting	Draft report is generated and presented to Bylaws committee. Bylaws Committee input is incorporated into report
AUGUST 24 TH – Board Meeting	Final report is presented to the Board



After analyzing the data the Bylaws Committee will prepare a presentation to be given to the board on the results of their collective responses and engage in a discussion on next steps.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the May 25, 2022 Commission Meeting.



Board Self-Assessment Questionnaire

Please evaluate each question based on your experience. Do not answer questions as you think they should be answered, but as you truly see it given your experience. Only select “N/A” if you feel you don’t have enough information to measure the question.

Feel free to leave comments below each section.

- 4 – Strongly Agree
- 3 – Agree
- 2 – Disagree
- 1 – Strongly Disagree
- 0 – N/A

Section 1: Board and Staff

1. The board operates under a set of policies, procedures, and guidelines with which all members are familiar.
2. Commissioners play an active role in the organization’s strategic planning.
3. Our organization’s vision and mission is clear and accepted by our board.
4. The full board collaboratively reviews and updates the organization’s strategic plan on a regular basis.
5. Staff develop and carry out annual action plans based on the board–approved strategic plan.
6. The board routinely receives updates by the staff on their annual plans developed by staff.
7. Staff support to board meetings is adequate.
8. Information provided by staff is adequate to ensure effective board governance and decision-making.

Section 2: Board Committees

9. Committees are the primary tools for communication and decision making for our board structure.
10. The board’s ad hoc and standing committees streamline our work process and increase board effectiveness.
11. My committee assignments make good use of my interests and expertise.
12. I am able to attend the majority of my committee meetings.

13. Each standing committee reviews its charter at the beginning of the year and modifies it as needed.
14. I understand the function of the different committees.
15. The committee structure provides adequate contact with administration and staff.
16. The Executive Committee meets only when necessary and reports to the board on all actions taken.
17. All committees have adequate agendas and minutes for each meeting.

Section 3: Board Meetings

18. The number of board meetings is adequate to ensure effective governance.
19. Board meetings are long enough to accomplish the necessary work.
20. The agendas of our board meetings and supporting written material are provided in advance of meetings with enough time for adequate advance review.
21. Board meetings are well attended, with near full turnout at each meeting.
22. I am aware of and follow the board meeting attendance policy.
23. Our board thoroughly examines the pros and cons of all major issues and makes fully informed decisions.
24. I am comfortable with the amount of time spent on agenda items.
25. I understand the process to get more information when there is something I don't understand on the agenda.
26. Commissioners fully participate in discussions around significant issues.
27. Our board environment encourages dealing with different points of view.
28. Once a decision is made, we stand behind it as a group.

Section 4: Board Membership & Orientation

- 29. As a Commissioner, I am aware of what is expected of me.
- 30. I am satisfied with my participation on the board.
- 31. I am aware and understand the tri-partite requirement.
- 32. Nomination and appointment of Commissioners follow clearly established procedures using known criteria that I understand.
- 33. Our board and staff inform new Commissioners about responsibilities and important organizational information through a structured new member orientation program.
- 34. The new member orientation prepared me to effectively serve as a Commissioner.
- 35. The board size is adequate to effectively govern the organization.
- 36. We annually assess the knowledge and skill needs of Commissioners and address any identified gaps in an annual board development plan.

Section 5: Board - CEO Relationship

- 37. There is a clear understanding of where the board's role ends and the Chief Executive Officer's begins.
- 38. There is good two-way communication between the board and the CEO.
- 39. Commissioners provide the necessary support that allows the CEO to carry out the role successfully.
- 40. The board has developed formal criteria and a process for evaluating the CEO.
- 41. The board, or a committee of the board, has formally evaluated the CEO within the past 12 months.
- 42. The board evaluates the CEO primarily on the accomplishment of the organization's strategic goals and priorities and adherence to policy.

Section 6: Board Chair

- 43. The board has discussed the role and responsibilities of the Chair.
- 44. The Chair is well prepared for board meetings and helps the board stick to the agenda.

45. The Chair ensures that every Commissioner has an opportunity to be heard.
46. The Chair is skilled at managing different points of view.
47. The Chair helps the board work well together.
48. The Chair demonstrates good listening skills.
49. The board supports the Chair.
50. The Chair is effective in delegating responsibility among Commissioners.

Section 7: Fiscal Management and Monitoring

51. Board members are fully aware of their legal responsibilities for the organization's fiscal management.
52. The board adequately oversees the financial performance and fiduciary accountability of the organization.
53. The board receives regular financial updates and takes necessary steps to ensure the operations of the organization are sound.
54. Our organization's fund raising needs and strategies are understood by the board.
55. Board members are knowledgeable about the organization's programs and services.
56. The board has been made aware of and understands its oversight role of the CSBG Organizational Standards.
57. The board has been made aware of and understands its oversight role of the Head Start Governance, Leadership and Oversight Capacity Screener.

Section 8: External Relations Practices

58. Our board receives regular reports about the organization's relationships with external constituents and community groups.
59. I participate in critical organizational events designed to promote the organization (annual meeting, programmatic kick-off events, openings of major new programs, etc.)
60. Board members are clear about who serves as official spokesperson for the organization.