

**BYLAWS COMMITTEE MEETING**

**Date:** March 21, 2024

**Time:** 5:30 PM

**Location:** 1920 Mariposa Street, Suite 310 Fresno, CA 93721

This meeting will also be made available to the public via Zoom using the following link:  
[https://fresnoeoc.zoom.us/meeting/register/tZYoduuqrzggGNSXOQ7WC0dH-IsQchgYU\\_\\_R](https://fresnoeoc.zoom.us/meeting/register/tZYoduuqrzggGNSXOQ7WC0dH-IsQchgYU__R)

**AGENDA**

ITEM	SUBJECT	PRESENTER	ACTION
1.	<b>CALL TO ORDER</b>	Mitchell, Chair	
2. Page 2	<b>ROLL CALL</b> A. Monthly Attendance Record		
3. Page 3	<b>MINUTES FROM NOVEMBER 29, 2023 COMMITTEE MEETING</b>	Mitchell, Chair	Approve
4. Page 6	<b>ELECTION MATERIALS</b> A. Chronology of Board Election 2024 Dates B. Community Sector Public Notice C. Target Area Public Notice	Mitchell, Chair	Approve
5. Page 10	<b>2024 EXPIRING TERMS</b>	Mitchell, Chair	Information
6. Page 12	<b>COMMISSIONERS ATTENDANCE RECORDS</b>	Mitchell, Chair	Information
7. Page 14	<b>BOARD SELF-ASSESSMENT</b> A. Board Self-Assessment Questionnaire	Mitchell, Chair	Approve
8. Page 20	<b>JOB DESCRIPTIONS</b> A. Board Chair B. Committee Chair C. Board Commissioners	Mitchell, Chair	Approve
9.	<b>PUBLIC COMMENTS</b> <i>(This is an opportunity for the members of the public to address the Board on any matter related to the Commission that is not listed on the agenda. Limit two minutes per speaker.)</i>		
10.	<b>COMMISSIONERS' COMMENT</b>	Mitchell, Chair	
11.	<b>ADJOURNMENT</b>	Mitchell, Chair	
<b>Note:</b>	<b>NEXT MEETING:</b> Thursday, September 19, 2024, in the Board Room.		



Bylaws Committee Meeting  
Monthly Attendance Record  
2024

Lisa Mitchell  
Linda Hayes  
David Ruiz  
Luis Martinez  
Zina Brown-Jenkins

	Jan.	Feb	Mar. 21	April	May	June	July	Aug.	Sep. 19	Oct	Nov. 21	Dec	Attended
Lisa Mitchell													
Linda Hayes													
David Ruiz													
Luis Martinez													
Zina Brown-Jenkins													

O-Present X-Absent T-Teleconference

**BYLAWS COMMITTEE**  
1920 Mariposa Street, Suite 310  
Wednesday, November 29, 2023 at 3:00 PM

**MINUTES**

1. **CALL TO ORDER**

Jimi Rodgers, Chair, called the meeting to order at 3:11 PM.

2. **ROLL CALL**

Roll was called and a quorum was established.

**Committee Members:**

Jimi Rodgers  
Lisa Mitchell  
Oliver Baines  
Bruce McAlister  
Lupe Jaime-Mileham

**Staff:**

Karina Perez  
Elionora Vivanco

**Teleconference:**

Linda Hayes

**Absent:**

N/A

3. **APPROVAL OF NOVEMBER 6, 2023 MEETING MINUTE**

A. November 6, 2023 By-Laws Committee Meeting Minutes

Public Comment: None heard.

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

**Ayes:** All in favor.

**Nays:** None heard

4. **BYLAWS REVISIONS MISTAKE**

Kenneth Price, Legal Counsel, provided an overview of the redline Bylaws revisions with the recommended feedback received by the Bylaws Committee Members. Upon further review, the Committee decided to make the following additional change.

➤ **Article VIII. Commissioners**

• **Section 7. Revolving Door Prohibition**

No person who was a Commissioner, as an individual, may contract with the Agency for a period of one-year after the term or period of services as a Commissioner has terminated, unless provided by law. However, any individual falling below the California or federal poverty guideline shall be exempt from the

above "waiting period" requirement, so long as that individual resigns from the Commission at the time of acceptance of employment and such employment does not violate California or federal conflicts of interest law.

Public Comment: None heard.

**Motion by:** McAlister **Second by:** Hayes

**Ayes:** All in favor.

**Nays:** None heard

## 5. EXCESSIVE ABSENCES POLICY

Price provided an overview of the redline Excessive Absences Policy with the recommended feedback received by the Bylaws Committee Members.

Public Comment: None heard.

**Motion by:** Mitchell **Second by:** Jaime-Mileham

**Ayes:** All in favor.

**Nays:** None heard

## 6. 2024 BOARD MEETING SCHEDULE

Committee Chair Rodgers provided an overview of the revised 2024 Board Meeting Schedule. Upon further review, the Committee recommended updating the June Board Training from the meeting schedule and to state the following "CAPLAW Training June 4-8, 2024".

Public Comment: None heard.

**Motion by:** Baines **Second by:** Mitchell

**Ayes:** All in favor.

**Nays:** None heard

## 7. COMMISSIONER APPLICATION

Karina Perez, Chief of Staff, provided an overview of the consolidated Commissioner Application. Upon further review, the Committee decided to make the following change to the application.

- **Remove:**  
Education and Demographics
- **Add:**  
Adding "All applications must complete this section" after each section that needs to be completed by the applicant.  
Adding a link "Do you qualify as a low-income individual under the Federal Poverty guidelines?"

Public Comment: None heard.

**Motion by:** McAlister **Second by:** Hayes

**Ayes:**. All in favor.  
**Nays:** None heard

8. **OTHER BUSINESS**

Public Comment: None heard.

No action required.

9. **PUBLIC COMMENTS**

Public Comment: None heard.

No action required.

10. **ADJOURNMENT**



### BYLAWS COMMITTEE MEETING

<b>Date:</b> March 21, 2024	<b>Program:</b> N/A
<b>Agenda Item #:</b> 4	<b>Director:</b> N/A
<b>Subject:</b> Election Materials	<b>Officer:</b> Emilia Reyes

#### Recommended Action

Staff recommends Committee approval for full Board consideration of the 2024 Election Materials.

#### Background

Attached are the updated election materials for the 2024 Board Election to be updated on the Fresno EOC’s website.

- ❖ Chronology of Board Election 2024 Dates
- ❖ Community Sector Public Notice
- ❖ Target Area Public Notice

#### Fiscal Impact

Action on this agenda item will have no fiscal impact.

#### Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the April 15, 2024, Commission Meeting.

If not approved, the Election Materials will not be updated on the Fresno EOC’s Website and cause delays in the 2024 Board Election.



### Chronology of Board Election 2024 Dates

Mon, 3/22	Updated election materials uploaded to website.
Mon, 4/22	Develop Open House Video with Board Chair, CEO and Commissioners testimony, uploaded to website for prospective candidates.
Mon, 5/13	Press Release is released.
Fri, 10/4	Last day of acceptance of nomination forms for Community Sector Representatives and Target Area Candidates. (Organization appointing Community Sector Representative must submit an original resolution with the application, signed and dated within 60 days).
October	Ballots to target area-registered voters are mailed as registrations are received and verified.
Thurs, 10/17	Screening Committee meets to review Community Sector applications. 5:00p.m.
Mon, 10/28 & Tue, 10/29	Screening Committee Interviews Community Sector candidates starting.
Fri, 11/01	Voter registration form deadline to vote in 2024 elections.
Fri, 11/22	Election Close Date. Ballots can be hand-delivered by 5:00p.m. If mailed, ballots must be postmarked by November 22, 2024.
Mon, 12/2	Ballots Opened at 4:00 PM in the Fresno EOC Board Room and Virtual Link provided for Public View.
Mon, 12/16	Present election and community sector selection results at the Board of Commissioners meeting for approval to seat as of January 1, 2025.
January 2025	New board members onboarding process start.

Voters may register to vote at any time during the year. If registering to vote in this year's election your paperwork must be in by the deadline.

Dates and times subject to change.  
*Pending Bylaws Approve*



## COMMUNITY SECTOR REPRESENTATIVES PUBLIC NOTICE

Fresno Economic Opportunities Commission (Fresno EOC) is seeking qualified nominations for Board Commissioners representing the Community Sector. There are four (4) openings commencing January 2025 for a two-year term.

Fresno EOC is governed by a twenty-four-member Board of Commissioners. One-third of the board consists of public officials, or their representatives, and one-third are elected members representing low-income persons. The remaining members are Business/Community Representatives. Their participation and involvement on the Board, its committees, and collaboration with community organizations, agencies, and groups are critical to Fresno EOC's efforts. In addition, their ability to help in developing public and institutional understanding of and support for the programs – and the positive effects those programs can have on the community is very important. All board members serve on a voluntary basis.

### CANDIDATES FOR COMMUNITY SECTOR COMMISSIONERS

Community Sector Commissioners are representatives of business, industry, labor, religious, law enforcement, youth, education, social services, and/or multicultural organizations that can contribute or mobilize economic and human resources, ethnic and racial diversity and balance to the Commission as a whole, and is supportive of the mission and objectives of the Agency.

To qualify, the candidate must be 18 years or older, a resident of the target area, and neither an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC. Nominees must be individuals that are responsible, professional and capable; of good character and reputation; and have the understanding of and ability to perform board governance consistent with the agency's Articles of Incorporation and By-laws.

### NOMINATION PROCESS

Interested nominees must complete and submit the electronic [Community Sector Nomination Form](#). The form must be accompanied by a proof of age and a board-adopted resolution from the organization, agency, or group that is authorizing the nomination of the candidate. The resolution must be dated within 60 days of the due date and signed by an officer of the board other than nominee. If the organization is a public entity, a letter from an authorized official is required. The form, documentation and resolution/letter must be submitted by **FRIDAY, OCTOBER 4, 2024**.

### SELECTION

The Community Sector Screening Committee of the Fresno EOC Board of Commissioners shall review and screen all eligible nominations and forward the most qualified candidates to the Board to be ratified. The selected Business/Community Representatives will be seated at the January 2025 Board Meeting.

For further information, contact Executive Office at (559) 263-1014 or e-mail at [elections@fresnoeoc.org](mailto:elections@fresnoeoc.org)

Fresno Economic Opportunities Commission, 1920 Mariposa Street, Suite 300, Fresno, CA 93721





## TARGET AREA REPRESENTATIVES PUBLIC NOTICE

Fresno Economic Opportunities Commission (Fresno EOC) is holding elections for Board Commissioner Representatives of low-income Target Areas [B](#), [C](#), [E](#), [G](#) & [H](#), to serve for a two-year term commencing January 2025.

Fresno EOC is governed by a twenty-four-member Board of Commissioners. One-third of the board consists of public officials or their representatives, and one-third are members of business and community groups. The remainder must be democratically elected to represent low-income residents and groups. Representatives are a fundamental source of information on conditions and problems of poverty. Their participation and involvement on the Board, on its committees and at neighborhood levels are critical to Fresno EOC's efforts. Also important is their ability to help develop public and institutional understanding of, and support for, the programs – and the positive effects those programs can have on the community. All board members serve on a voluntary basis.

### CANDIDATES FOR TARGET AREA COMMISSIONERS

To qualify, candidates must be 18 years or older, a resident of the target area, and neither an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC. Qualified candidates must be individuals that are responsible, professional and capable; of good character and reputation; sympathetic to the mission and objectives of Fresno EOC; will act as a representative of the poor; and can govern the affairs of the Agency consistent with its Articles of Incorporation and Bylaws.

### NOMINATION PROCESS

Interested candidates must complete and submit an electronic [Representative Nomination Form](#) along with documentation of your age and residency. The form and documentations must be submitted by **FRIDAY, OCTOBER 4, 2024**.

### ELECTIONS

Elections will be by mail-in or in-person ballot only. Ballots will be mailed out starting in October as [registration forms](#) are received and validated. Completed ballots must be postmarked by **Friday, November 22, 2024** or submitted in person by 5:00pm to the Fresno EOC Internal Audit office at 1920 Mariposa Street, Suite 300, Fresno, CA 93721. Emails and faxes will not be accepted. Results of the election will be posted after December 16, 2024. The newly elected Commissioners will be seated at the January 2025 Board Meeting.

### REGISTRATION TO VOTE

To qualify to vote in the Fresno EOC Target Area Representative Elections, you must be 18 years or older and a resident of the target area in which you wish to vote. To register the electronic [Voter Registration Form](#) must be submitted by **Friday, NOVEMBER 1, 2024**, or postmarked and mail to "Voter Registration", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to [elections@fresnoeoc.org](mailto:elections@fresnoeoc.org) or in person by 5:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721.

For further information, contact Executive Office at (559) 263-1014 or e-mail at [elections@fresnoeoc.org](mailto:elections@fresnoeoc.org)

Fresno EOC, 1920 Mariposa Street, Suite 300, Fresno, CA 93721

**BYLAWS COMMITTEE MEETING**

<b>Date:</b> March 21, 2024	<b>Program:</b> N/A
<b>Agenda Item #:</b> 5	<b>Director:</b> N/A
<b>Subject:</b> 2024 Expiring Terms	<b>Officer:</b> Emilia Reyes

**Recommended Action**

The information presented below is intended to keep the Board apprised on the Commissioners Expiring Terms for 2024.

**Background**

Commissioners will be notified by mail, email, phone call and text of their upcoming expiring term and receive a 90, 60 and 30 day reminders before application due date.

**Expiring Terms 2024**

<b>COMMISSIONER</b>	<b>REPRESENTS</b>
<b>Community Sector</b>	
Zina Brown-Jenkins	Head Start County-Wide Policy Council
Steven Taylor	National Association for the Advancement of Colored People
Lupe Jaime-Mileham	Fresno County Superintendent of Schools
Lauren Nikkel	Fresno Economic Development Corporation
<b>Public Sector</b>	
Amy Arambula	31st Assembly District
David Ruiz	Juvenile Court
Oliver Baines	16th Congressional District
Barigye McCoy	Board of Supervisors
<b>Target Area</b>	
Rey Leon	Target Area B
Daniel Parra	Target Area C
Alysia Bonner	Target Area F
Earl Brown	Target Area G
Linda Hayes	Target Area H

  
**Fiscal Impact**

Action on this agenda item will have no fiscal impact.

**Conclusion**

If approved by the Committee, this item will move forward for full Board consideration at the April 15, 2024, Commission Meeting.

**BYLAWS COMMITTEE MEETING**

<b>Date:</b> March 21, 2024	<b>Program:</b> N/A
<b>Agenda Item #:</b> 6	<b>Director:</b> N/A
<b>Subject:</b> Commissioners Attendance Records	<b>Officer:</b> Emilia Reyes

**Recommended Action**

The information presented below is intended to keep the Board apprised of Commissioners Attendance Record.

**Background**

As stated in our Bylaws and corresponding Policies and Procedures,

*Article VII, Section 4, Number 5 of the Bylaws provides that "A Commissioner shall be deemed to have vacated that Commissioner's Board seat after three (3) absences of regular meetings during a calendar year. A Commissioner may request the Board to restore that Commissioner's Board seat so long as the Board takes such action upon a determination, in the Board's sole discretion, that there is good cause to excuse the excessive absences."*

*Commissioners are expected to attend all Board meetings.*

*Moreover, a Commissioner is expected to notify the Board Chair and Secretary or designee regarding his/her inability to either attend a scheduled meeting. If a Commissioner misses three (3) regular Board of Commissioners during any calendar year, that Commissioner's seat is deemed vacant and will be filled pursuant to Article VII, Section 2 of the Bylaws.*

Attached for reference is the 2024 Board Meeting Monthly Attendance Record.

**Fiscal Impact**

Action on this agenda item will have no fiscal impact.

**Conclusion**

Commissioners with one absent have been notified by certified mail and email.



**BYLAWS COMMITTEE MEETING**

<b>Date:</b> March 21, 2024	<b>Program:</b> N/A
<b>Agenda Item #:</b> 7	<b>Director:</b> N/A
<b>Subject:</b> Board Self-Assessment	<b>Officer:</b> Emilia Reyes

**Recommended Action**

Staff recommends Committee 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**

<b>MARCH 21<sup>ST</sup></b> – Bylaws Committee Meeting	Bylaws Committee Review And Approval Of The Assessment Questions.
<b>APRIL 15<sup>TH</sup></b> – Board Meeting	Board approves assessment questions
<b>JUNE / JULY</b>	Questionnaire is sent for commissioners to complete
<b>SEPTEMBER 19<sup>TH</sup></b> – Bylaws Committee Meeting	Draft report is generated and presented to Bylaws committee. Bylaws Committee input is incorporated into report
<b>OCTOBER 21<sup>ST</sup></b> – 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**

Action on this agenda item will have no fiscal impact.

### **Conclusion**

If approved by the Committee, this item will move forward for full Board consideration at the April 15, 2024, Commission Meeting.

If not approved by the Committee, the Board Self-Assessment questionnaire will not be sent to the full Board to obtain the Commissioners feedback.



## **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.

## **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.

**BYLAWS COMMITTEE MEETING**

<b>Date:</b> March 21, 2024	<b>Program:</b> N/A
<b>Agenda Item #:</b> 8	<b>Director:</b> N/A
<b>Subject:</b> Job Descriptions	<b>Officer:</b> Emilia Reyes

**Recommended Action**

Staff recommends Committee approval for full Board consideration of the Job Descriptions.

**CSBG Organizational Standard**

The organization has written job descriptions for all positions, which have been updated within the past 5 years. Category 7, Standard 7.3.

**Background**

Attached are the updated job descriptions.

- ❖ Board Chair Job Description
- ❖ Committee Chair Job Description
- ❖ Commissioners Job Description

**Fiscal Impact**

Action on this agenda item will have no fiscal impact.

**Conclusion**

If approved by the Committee, this item will move forward for full Board consideration at the April 15, 2024, Commission Meeting.

If not approved by the Committee, the Job descriptions will remain the same and will be outdated on the Commissioners Handbook.



## BOARD CHAIR JOB DESCRIPTION

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<b>Job Title:</b>	Board Chair
<b>Responsible To:</b>	Board
<b>Compensation:</b>	Volunteer Service
<b>Staff Responsible:</b>	Chief Executive Officer
<b>Length of Service:</b>	One Year Term
<b>Time Involvement:</b>	40 to 70 hours per year including servicing on committees, task force and working groups.

Revised: ~~January~~

~~2017~~March 2024

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The Board Chair is a member of the Board of Commissioners who is elected to the position from amongst his or her peers at the Annual Meeting. They provide leadership, guide and direct the Board while working closely with the CEO. The Board Chair-CEO relationship is a partnership, and the appropriate involvement of the Board Chair is both critical and expected. The Board Chair will support the efforts of the agency by focusing the work of the board on the mission, vision and direction of Fresno EOC.

The responsibilities and qualifications listed below are in addition to those required for Commissioners and is to be representative of the duties the Board Chair will fulfill. This is not intended to be an exhaustive list.

### RESPONSIBILITIES OF THE BOARD CHAIR

- A. **Leadership.** Leads the Board in a direction that is aligned with the mission and vision of the agency while keeping the agency's financial health at the forefront of decision-making. Ensures commissioners effectively fulfill their duties and are provided with the tools they require to do so. Engages commissioners to secure collective ownership of board decisions and that these are taken with the best, long-term interests of Fresno EOC in mind.
- B. **Meeting management.** Presides over the Board and Executive Committee meetings utilizing the principles of Roberts Rules of Order. Conducts meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making. The Board Chair shall vote to either make or break a tie. In collaboration with staff, the Board Chair will ensure the Board meets quorum requirements.
- C. **Committees.** Appoints committee chairs and members in consultation with commissioners and subject to board approval. Serves on the Executive Committee and as an ex-officio member of all committees.
- D. **CEO relationship.** Develops a positive, collaborative relationship with the CEO, including acting as a sounding board for the CEO on rising issues and alternative courses of action. Provides and ensures the CEO has the appropriate level of support while respecting the boundaries between the two roles and the staff-CEO-Board relationship. Adheres to the policy for Board/Staff communications.

- E. **CEO selection and performance appraisal.** Consistent with Board policy, leads the processes for hiring a new CEO and of setting CEO objectives. In charge of coordinating the annual CEO performance evaluation and compensation review with the Executive Committee, the Board and consultants, if applicable.
- F. **Board conduct.** Leads by example, setting a high standard for board conduct by exhibiting, articulating and upholding rules of conduct set out in board bylaws and policies. Ensures the Board understands their role, responsibilities and boundaries within the organization. Intervenes when necessary in instances involving conflict-of-interest, confidentiality and other sensitive issues.
- G. **Board education and development.** Plays a central role in new commissioner orientation. Actively seeks out opportunities for commissioners to educate themselves on issues pertaining to the work of the agency. Encourages the Board to study and learn about the happenings of the agency including but not limited to the materials included in board packages.
- H. **Board Relationships.** Promotes, fosters and maintains positive productive relationships between and amongst commissioners.
- I. **External Relations.** Acts as an ambassador for Fresno EOC representing the agency at internal and external conferences, meetings and events. Includes out of town travel for specialty conferences throughout the year. Develops relationships with external stakeholders in pursuit of the agency's mission.

## QUALIFICATIONS OF THE BOARD CHAIR

- A. Knowledge and understanding of the organization, its governance, the mission and vision and the people we serve.
- B. Familiar with meeting protocols including Roberts Rules of Order.
- C. Willing and able to commit the time necessary to effectively serve as Board Chair.
- D. Loyalty to the organization and commitment to its long-term success.
- E. Ability to listen, analyze and solicit feedback to insure inclusiveness of differing viewpoints.
- F. Handles conflict with tact and diplomacy, putting the needs of the agency above the desires or individual commissioners.
- G. Sensitive to and tolerant of views and opinions different from their own.
- H. Skilled at working with others and dealing with complicated issues.
- I. Maintain the respect and cordial working relationship with other commissioners and the CEO.
- J. Willing to develop skills they need in order to be an effective Board Chair.
- K. Takes responsibility and ownership for tasks.

The Board Chair must be present in person to preside over the meeting. Should the Chair be absent or call in to the meeting, the Vice-Chair will perform the duties of the Chair for that meeting.



## COMMITTEE CHAIR JOB DESCRIPTION

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<b>Job Title:</b>	Committee Chair
<b>Responsible To:</b>	Board
<b>Compensation:</b>	Volunteer Service
<b>Staff Responsible:</b>	Chief Executive Officer
<b>Length of Service:</b>	One Year Term
<b>Time Involvement:</b>	Additional 5-10 hours per year

Revised: ~~January~~

~~2017~~ March 2024

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The Committee Chair is appointed by the Board Chair and ratified by the board at the February board meeting. They provide leadership, guidance and direction to the Committee while working closely with the CEO and assigned committee staff.

The Committee Chair ensures the committee fulfills the responsibilities entrusted upon the committee per the committee charter. These responsibilities include making sure that committee work is aligned with the mission, vision and direction of Fresno EOC.

~~The committee chairs of the Audit, Bylaws, Program and Planning, Human Resources and Pension and committees are required to serve on the Executive Committee. The duties and time commitment of the Executive Committee is in addition to those as Committee Chair.~~

The responsibilities and qualifications listed below are in addition to those required for commissioners and is representative of the duties the Committee Chair will fulfill. This is not intended to be an exhaustive list.

### RESPONSIBILITIES OF THE COMMITTEE CHAIR

- A. **Leadership.** Leads the committee in a direction that advances the mission and vision of the agency while keeping the program and agency's financial health at the forefront of decision-making.
- B. **Organization.** Ensures committee members effectively fulfill their duties and are provided with the tools they require to do so. Engages committee members to secure collective ownership of committee decisions and that these are taken with the best, long-term interests of Fresno EOC in mind.
- C. **Meeting management.** Presides over the meeting utilizing the principles of Roberts Rules of Order. Conducts the meetings in a manner that encourages participation and information sharing while moving the committee toward timely closure and prudent decision-making. The chair shall vote to either make or break a tie. In collaboration with staff, the Committee Chair will ensure the committee meets quorum requirements.
- D. **Committee member relationships.** Promotes, fosters and maintains positive productive relationships between and amongst Committee Members.



- E. **Board Chair relationship.** Acts as the point person for committee matters for the Board Chair. Brings committee issues and opportunities to the Board Chair as appropriate.
- F. **CEO relationship.** Develops a positive, collaborative relationship with the CEO. Works with the CEO and staff on matters within the scope of the Committee. Adheres to the policy for Board/Staff communications.
- G. **Board reporting.** Serves as the liaison between the Committee and the Board. Brings committee items to the attention of the Board on an as-needed basis. Provides context and background on committee decisions and discussions. Reviews and approves draft agenda and meeting minutes for presentation to the committee.
- H. **Board conduct.** Leads by example, setting a high standard for board conduct by exhibiting, articulating and upholding rules of conduct set out in the board bylaws, policies and committee charter. Ensures the committee members understand the scope of the committee, responsibilities and boundaries within the organization. Intervenes and escalates to the Board Chair, when necessary, in instances involving conflict-of-interest, confidentiality and other sensitive issues.
- I. **Board education and development.** Encourages and facilitates learning opportunities for committee members to educate themselves on issues pertaining to the work of the committee including, but not limited to, the materials included in committee packages.
- J. **Charter review.** Presides over the annual committee charter review.
- K. **Self-evaluation.** Seeks feedback on his or her performance as chairperson and strives for improvement.

## QUALIFICATIONS OF THE COMMITTEE CHAIR

- A. Knowledge and understanding of the organization, its governance, the mission and vision and the people we serve.
- B. Working knowledge pertinent to the work of the committee.
- C. Familiar with meeting protocols including Roberts Rules of Order.
- D. Willing and able to commit the time necessary to effectively serve as Committee Chair.
- E. Loyalty to the organization and commitment to its long-term success.
- F. Ability to listen, analyze and solicit feedback to insure inclusiveness of differing viewpoints.
- G. Handles conflict with tact and diplomacy, putting the needs of the agency above the desires or individual commissioners.
- H. Sensitive to and tolerant of views and opinions different from their own.
- I. Maintain the respect and cordial working relationship with other commissioners, the CEO and committee staff.
- J. Willing to develop skills they need in order to be an effective Committee Chair.
- K. Takes responsibility and ownership for tasks.





The Committee Chair must be present in person to preside over the meeting. Should the Chair be absent or call in to the meeting, the longest-serving committee member will perform the duties of the Chair for that meeting.

DRAFT

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## BOARD COMMISSIONER JOB DESCRIPTION

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<b>Job Title:</b>	Board Commissioner
<b>Responsible To:</b>	Board Chair
<b>Compensation:</b>	Volunteer Service
<b>Staff Responsible:</b>	Chief Executive Officer
<b>Length of Service:</b>	Two Year Term
<b>Time Involvement:</b>	35 to 60 hours per year including servicing on committees, task force and working groups

Revised: ~~January~~

~~2017~~ March 2024

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Commissioners represent one of three categories: Public Sector, Target Area and Community Sector. Commissioners from each category are selected based on Article V of Fresno EOC's bylaws.

The Board will support the work of Fresno Economic Opportunities Commission and provide mission-based leadership and strategic governance. While day-to-day operations are led by the Chief Executive Officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

The responsibilities and qualifications listed below is representative of the responsibilities the Board will fulfill. This is not intended to be an exhaustive list.

### RESPONSIBILITIES OF THE BOARD

- A. **Leadership.** It is the board's responsibility to create a vision, and to review it periodically for relevance and validity. Each board member should fully understand and support it.
- B. **CEO Selection.** Hire the organization's Chief Executive Officer, then appoint, review, and (if necessary) dismiss that individual. The board must also ensure that the Chief Executive Officer, who has responsibility for the administration of the organization, receives the moral and professional support he or she needs to further the organization's goals.
- C. **Organization planning.** As steward of the agency, the board must actively participate with the staff in an overall planning process, and oversee implementing the plan's goals.
- D. **Financial oversight.** The board, in order to remain accountable to its funders and the public, and to safeguard its tax-exempt status, must review and approve financial policies and procedures, ensuring that proper financial controls are in place.
- E. **Programs and services.** The board's role in this area is to determine which programs are consistent with the agency's vision, and to monitor and strengthen their effectiveness. By constantly reviewing the organization's work, the board ensures the organization's capacity to carry out its programs.

- F. **Public trust.** The board is an integral link to the community. The board is responsible for ensuring the organization maintains the public's trust by clearly articulating the organization's vision, accomplishments, goals and financial integrity to the public, as well as garnering support from members of the community.
- G. **New Commissioners and board performance.** The board must ensure compliance with the tripartite board requirements and orient new commissioners to their responsibilities, and the organization's history, needs, and challenges. By evaluating its performance, the board can recognize its achievements and determine which areas need to be improved. As the organization grows and improves, the governing board must also evolve to meet changing needs and circumstances.
- H. **Long-term sustainability of the organization.** Ensure that actions taken by the board further the vision and mission of the organization while maintaining the strength of the organization in the long term.

### **MINIMUM QUALIFICATIONS OF COMMISSIONERS**

- A. A resident of Fresno County.
- B. Have a deep desire and interest in assisting low-income and disadvantaged individuals and families overcome poverty.
- C. Be among the mandated 1/3 of Elected Officials.
- D. Be among the mandated 1/3 Private Sector to ensure benefits from board community involvement.
- E. Be among the mandated 1/3 of a low-income population to ensure maximum feasible participation.
- F. Brings a variety of skills, experience, and diversity to the organization.
- G. Have backgrounds and contacts that differ from—but complement—those of the other directors. This diversity is vital to maintaining a “balanced” board composition.
- H. Have concern for the organization's development, and are willing to learn about the substantive program area of the organization.
- I. Are prepared to set aside any potential conflict between their personal or individual business interests or loyalties to support the well-being of the organization.
- J. Have a developed sense of values and personal integrity.
- K. Are sensitive to and tolerant of views and opinions different from their own.
- L. Work well with individuals and groups.
- M. Can listen, analyze, and think clearly and creatively.
- N. Are not hesitant to ask questions.
- O. Are willing to prepare for and attend board and committee meetings.
- P. Will take responsibility and follow through on assignments.
- Q. Can open doors in the community.
- R. Can recruit board members and other volunteers.
- S. Are willing to develop skills they need in order to be effective board members (e.g., the ability to read and understand financial statements).

### **RESPONSIBILITIES OF INDIVIDUAL COMMISSIONERS**

- A. Commissioners have no individual authority separate of the board.

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- B. Commissioners are expected to support decisions of the board, regardless of personal desires and/or opinions.
  - C. Attend all board and committee meetings and functions, adhering to the board attendance policies, and be prepared to participate.
  - D. Stay informed about board and committee matters; review and comment on board and committee packets, minutes and reports.
  - E. Stay informed about the organization's mission, services, policies, and programs.
  - F. Keep up-to-date on developments in the organization's field.
  - G. Follow developments in the community, economy, government, etc. that may affect the organization.
  - H. Serve on committees and offer to take on special assignments.
  - I. Inform others about the organization.
  - J. Get to know other members; build working relationships that contribute to consensus.
  - K. Follow conflict of interest and confidentiality policies.
  - L. Participate actively in the board's annual evaluation and planning efforts.
  - M. Attend organizational events
  - N. Address concerns and questions to the Board Chair and CEO, respecting the protocol of the organization.
  - O. Follow organization policy by referring staff to appropriate management and internal protocols when/if contacted.