



Midpeninsula Regional  
Open Space District

R-21-05  
Meeting No. 21-01  
January 13, 2021

## AGENDA ITEM 7

### AGENDA ITEM

Revisions to Board Compensation Policy 6.06

### GENERAL MANAGER'S RECOMMENDATIONS *den*

1. Adopt a Resolution making annual findings that up to six compensable Board meetings per month are necessary for the effective operation of the Midpeninsula Regional Open Space District.
2. Consider the recommendation of the Legislative, Funding, and Public Affairs Committee to revise the list of compensable meetings in *Board Policy 6.06--Meeting Compensation, Reimbursement of Authorized Necessary Expenses for Performance of Official Duties, and Adoption of Ethics Training Requirements Pursuant to Government Code Section 53232 et seq. (AB1234)*.

### SUMMARY

In January 2019, the Board of Directors (Board) increased the total number of compensable meetings in a month from five to six pursuant to new legislation (AB 2329). This legislation enables the board of directors of various special districts, including regional park and open-space districts, to increase the number of compensable meetings provided that the board annually adopts written findings that up to six meetings per month are necessary for the effective operation of the agency.

In January 2020, the Board made similar annual findings. At that time, certain other options for changes to the Board compensation policy were introduced, and the Board referred the matter to the Legislative, Funding, and Public Affairs Committee (LFPAC). LFPAC considered revisions to the Board Compensation Policy in April 2020 and unanimously voted to forward the recommendations provided in this report to the full Board (Attachment 2).

The proposed maximum of six compensable Board meetings per month is included in the Board-approved Fiscal Year 2020-21 budget.

### DISCUSSION

#### *Findings Supporting up to Six Compensable Meetings per Month*

Due to the increase in projects requiring Board committee consideration, including review of Vision Plan/Measure AA projects and policy updates, the number of meetings requiring Board member attendance increased approximately 40% from 2017 to 2018. During 2019 and 2020,

Board members typically attended between five and nine compensable meetings per month, with numerous months posting six or more meetings for individual Board members. Moreover, the demands on the Board in overseeing the needs of the District and the community it serves have been greater than ever since the March 2020 onset of the COVID-19 pandemic emergency, when state and local authorities have deemed outdoor recreation to be an essential activity that is safe when practiced responsibly. District staff and the Board are doing everything in their power to keep preserves open amidst large increases in visitorship, while safely continuing District operations. Additional findings supporting up to six compensable meetings per month are included in Attachment 1, which explains the substantial growth in District operations and Board activities as of 1984 when the number of compensable Board meetings was previously set at no more than five pursuant to Public Resources Code section 5536.

### **Revised definition of compensable meetings**

Pursuant to California Government Code section 53232, a local agency such as the District may pay compensation to members of its legislative body for attendance at the following: a meeting of the legislative body, a meeting of an advisory body, and a conference or organized educational activity conducted pursuant to state law, such as ethics training. An agency may also compensate Board members for attendance at occurrences other than those listed above if the governing body has adopted, in a public meeting, a written policy specifying the types of occurrences that constitute the performance of official duties for which payment may be received.

In November 2017, the Board amended *Board Policy 6.06 -- Meeting Compensation, Reimbursement of Authorized Necessary Expenses for Performance of Official Duties, and Adoption of Ethics Training Requirements Pursuant to Government Code Section 53232 et seq. (AB1234)* to expand the definition of compensable meetings to include Board field trips to District project locations, trainings required by state law, and celebratory ribbon cuttings for projects on District lands. The Board also determined that briefings with staff on District projects, and Board member attendance at meetings of outside agencies where the Board member is an appointed representative, would be considered compensable.

As the District continues to implement Measure AA projects and become increasingly active in the region, Board members attend a large variety of meetings in their role as elected officials. Specifying these meetings will aid the Board and staff in applying the Board compensation policy.

In order to better reflect the types of activities undertaken by directors in service to its District, East Bay Regional Park District's Board recently considered including a similar list of activities to their Board compensation policy:

- One-on-one meetings with the General Manager involving operations of the District (such as Board meeting agenda preparation meetings attended by the Board President in advance of each regular Board meeting).
- New Board member orientation meetings with the General Manager and his/her designees.

- Meetings of other governmental entities, associations, or duly recognized committees on which the District is officially represented, including Regional Parks Foundation, Park Advisory Committee, joint agency, and liaison committee meetings.
- Attendance at community or public outreach events held by, supported by, or sponsored by the District.
- Attendance at meetings located in the State of California of the following agencies and organizations and their committees on topics related to parks, open-space, recreation, natural and cultural resources, or other issues that could impact the District: [California Park and Recreation Society, California Special Districts Association, and San Mateo County Farm Bureau meetings]
- Attendance at meetings, events, or functions including meetings of civic, business, and non-profit organizations as well as meetings of local, regional, statewide, or federal public officials, public agencies, or regulatory bodies by the Board President as may be required by his or her role as a Board officer, or by a Board member who may be designated in writing by the Board President to attend such a meeting on his or her behalf, on topics related to parks, open-space, recreation, natural and cultural resources, or other issues that could impact the District (excluding purely social occasions).

These same items are incorporated into a proposed draft *Board Policy 6.06* (Attachment 2). The LFPAC Committee recommended that the General Manager and General Counsel bring these proposed revisions to the Board for consideration.

### **FISCAL IMPACT**

The adopted FY20-21 Budget provides up to \$42,000 for Board meeting compensation. This amount is contingent upon the number of compensable meetings held per month. If it is later determined that additional funds are required, a budget adjustment may be requested.

### **COMMITTEE REVIEW**

As mentioned above, in April 2020, LFPAC considered the proposed revisions to the Board compensation policy. The Committee suggested clarifying changes to the revised policy to ensure that compensation is made for purposes of carrying out District business or policy related meetings, but not for purely social events. These changes have been incorporated into the proposed policy revisions shown in Attachment 2.

### **PUBLIC NOTICE**

Public notice was provided as required by the Brown Act.

### **CEQA COMPLIANCE**

This item is not a project subject to the California Environmental Quality Act.

### **NEXT STEPS**

Board compensation is addressed by the Board annually to allow the Board to make the findings required by law in order to receive compensation for up to six meetings per month. State law

also allows the Board to consider increasing the per-meeting compensation up to 5% for each calendar year following the operative date of the last adjustment, by ordinance. The Board adopted an ordinance on December 9, 2020 to increase the per meeting compensation by 5% which has an operative date of February 8, 2021.

**Attachments:**

1. Resolution making annual findings for up to six compensable meetings per month
2. Proposed revisions to Board Policy 6.06 with tracked changes

**Responsible Department Head:**  
Ana Ruiz, General Manager

**Prepared by:**  
Hilary Stevenson, General Counsel

**RESOLUTION NO. 21-\_\_****RESOLUTION OF THE BOARD OF DIRECTORS OF THE MIDPENINSULA REGIONAL OPEN SPACE DISTRICT MAKING FINDINGS REGARDING THE NEED FOR UP TO SIX COMPENSABLE MEETINGS PER MONTH FOR THE EFFECTIVE OPERATION OF THE DISTRICT**


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**WHEREAS**, California Public Resources Code section 5536 provides that Board members may be compensated for up to six meetings in a calendar month, provided that the Board makes annual written findings that more than five meetings per month are necessary for the effective operation of the District; and

**WHEREAS**, the Board of Directors (Board) wishes to increase the number of compensable meetings from five to six meetings per calendar month.

**WHEREAS**, the Board wishes to incorporate changes to Board compensation as part of the District's Classification and Compensation Policy.

**NOW THEREFORE**, the Board of Directors of the Midpeninsula Regional Open Space District does resolve as follows:

**SECTION ONE. FINDINGS:**

1. The number of compensable Board meetings established pursuant to Public Resources Code section 5536 has been five (5) since 1984. Although the monthly limit of five compensable meetings did not change between 1984 and 2019, the scope of Board member responsibilities and the complexity of policy oversight substantially increased.
2. Since 1984, the District's budget grew from \$13.9 million to \$81 million.
3. Since 1984, District land holdings have grown from 18,300 acres to 65,000 acres.
4. In 1984, the District operated in two counties and the District boundary was limited to the southern bayside area of San Mateo County. Now, the District operates in three counties, including an additional 144,000 acres of the San Mateo County Coast that was annexed into District boundaries in 2004.
5. Since 1984, the District's constituent population has grown from 570,000 to 770,000.
6. The District secured a substantial funding source for capital projects with the passage of a \$300 million general obligation bond approved by voters in 2014.
7. There are currently at least two Regular Meetings of the Board every calendar month.
8. Currently, there is an average of at least one standing committee meeting held every calendar month in order to effectively advise the Board in the following areas: Real Property acquisitions, Planning and Natural Resources issues, the Legislative and Public Affairs program, the annual Action Plan and Budget, and performance evaluations of Board appointees.
9. Currently, the Board typically holds numerous other special meetings during the course of the year, which may include but are not limited to: community workshops, study sessions, site visits, committees established by other organizations, and other similar meetings.

- 10. During the COVID-19 pandemic emergency the demands on the Board of Directors have been greater than ever, requiring additional Board meetings to set policy and give direction regarding the District’s pandemic response.
- 11. The number of annual compensable meetings per month has increased consistently since 2015, to as many as 9 in one month:
  - a. In every year since 2015, Board members attended an average of 3.5 compensable meetings per month.
  - b. In 2017, Board members attended an average of 3.4 compensable meetings per month, and as many as 6 per month.
  - c. In 2018, Board members attended an average of 4.4 compensable meetings per month, and as many as 9 per month.
  - d. In 2019 and 2020, Board members attended between 5 and 9 compensable meetings per month, and in numerous months, individual Board members attended 6 or more meetings.

**SECTION TWO.** More than five compensable meetings per month are necessary for the effective operation of the District. Therefore, the Board hereby reaffirms that Board members may be compensated for up to six (6) meetings per month as reflected in Board Policy 6.06.

**SECTION THREE.** The District’s Classification and Compensation Schedule shall reflect that effective February 8, 2021, Board member compensation is \$105 per meeting for up to six (6) meetings per month, with a maximum monthly compensation of \$630.

**SECTION FOUR.** The Board hereby adopts additional revisions to Board Policy 6.06, attached hereto as Attachment 2.

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**PASSED AND ADOPTED** by the Board of Directors of the Midpeninsula Regional Open Space District on \_\_\_\_\_, 2021, at a Regular Meeting thereof, by the following vote:

**AYES:**  
**NOES:**  
**ABSTAIN:**  
**ABSENT:**

**ATTEST:**

**APPROVED:**

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Secretary  
 Board of Directors

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President  
 Board of Directors

**APPROVED AS TO FORM:**

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Hilary Stevenson, General Counsel

I, the District Clerk of the Midpeninsula Regional Open Space District, hereby certify that the above is a true and correct copy of a resolution duly adopted by the Board of Directors of the Midpeninsula Regional Open Space District by the above vote at a meeting thereof duly held and called on the above day.

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Jennifer Woodworth, District Clerk

# Midpeninsula Regional Open Space District

## Board Policy Manual

<p style="text-align: center;"><b>Meeting Compensation, Reimbursement of Authorized Necessary Expenses for Performance of Official Duties, and Adoption of Ethics Training Requirements Pursuant to Government Code Section 53232 et seq. (AB 1234)</b></p>	<p style="text-align: center;"><b>Policy 6.06 Chapter 6 – General</b></p>
<p>Effective Date: 1/30/08</p>	<p>Revised Date: 1/9/19</p>
<p>Prior Versions: 11/13/13, 8/9/17</p>	

### A. COMPENSATION OF BOARD MEMBERS

1. Meeting per diem. Pursuant to Public Resources Code Sections 5536 and 5536.5, members of the Board shall receive one hundred and five dollars (\$105.00) for each attendance at a Board meeting. This amount shall be the maximum compensation allowable to a board member on any given day. Board members may be compensated for up to six meetings in a calendar month.
2. Meetings of the Board or occurrences for which compensation is allowed are those attended for purposes of carrying out District business or policy related objectives and shall include:
  - a. Meetings of the Board of Directors including, but not limited to, regular, special, and emergency meetings
  - b. Committee meetings of the Board for standing and ad hoc committees, when attended as a member of the committee or authorized substitutes appointed by the presiding officer,
  - c. field trips to district project locations,
  - d. district public hearings,
  - e. trainings required by State law, and ribbon cuttings for projects on district lands.
  - f. One-on-one meetings with the District’s General Manager involving operations of the District.
  - g. New Board member orientation meetings with the General Manager and his/her designees.
  - h. Meetings of other governmental entities, associations, or duly recognized committees on which the District is officially represented including, but not limited to, park and open space advisory committees, and joint agency and liaison committee meetings.
  - i. Attendance at community or public outreach events held by, supported by, or sponsored by the District
  - j. Attendance at meetings, events, or functions, including meetings of civic, business, and non-profit organizations as well as meetings of local, regional, statewide, or federal public officials, public agencies, or regulatory bodies by



the Board President as may be required by his or her role as a Board officer, or by a Board member who may be designated in writing by the Board President to attend such a meeting on his or her behalf, on topics related to parks, open-space, recreation, natural and cultural resources, or other issues that could impact the District (excluding purely social occasions).

- k. Attendance at meetings located in the State of California of the following agencies and organizations and their committees on topics related to parks, open-space, recreation, natural and cultural resources, or other issues that could impact the District .

- California Special Districts Association
- California Park and Recreation Society
- Santa Clara County and San Mateo County Special Districts Association
- Santa Clara Valley Water District Water Commission
- Santa Clara County Board of Supervisors and Commission/Committee/Advisory Council Meetings
- San Mateo County Board of Supervisors and Commission/Committee/Advisory Council Meetings
- Local City and Town Council and Commission/Committee Meetings
- San Mateo County Farm Bureau Meetings

3. Pursuant to Public Resources Code section 5536, the Board may adopt an ordinance to increase the amount of compensation received for attendance at a Board meeting. The increase may not exceed an amount equal to five percent for each calendar year following the operative date of the last adjustment of the compensation which is received when the ordinance is adopted. Adoption of such an ordinance must comply with the procedure set forth in California Water Code section 20200 *et seq.*

## **B. TRAVEL AND INCIDENTAL EXPENSES INCURRED WHILE PERFORMING AUTHORIZED DISTRICT BUSINESS**

1. Types of Occurrences and Meetings that Qualify for Expense Reimbursement. Board Members are eligible for reimbursement for actual and necessary expenses incurred in the performance of their authorized official duties as provided in Public Resources Code Sections 5536 and 5536.5 and AB 1234 as follows:

- a. Attendance at conferences in accordance with the Board's "Budget Guidelines for Conference Attendance", or if the Board, on a case-by-case basis, approves other conference attendance in advance, due to specific business needs of the District.
- b. Board authorized or General Manager requested, attendance at meetings with nonprofit organizations, joint powers agencies, other government agencies such as grant-funding agencies, District legislators or their staff, local, state or federal representatives, and similar meetings, when such attendance is necessary in order to effectively represent the District's position on a matter of District concern.

2. Government and Group Rates. Airlines, hotels, rental car companies, and other businesses often make special rates available to government agencies or groups. These rates are presumed to be the most economical and reasonable rates for the purposes of this Policy and shall be obtained whenever available.
3. Transportation. Generally, travel to Board-authorized conferences or other authorized travel between points within 150 miles of the District's Administrative Office by the Board Member's private vehicle shall be at the current rate established by the Internal Revenue Service. Travel exceeding 150 miles shall be at rates not exceeding the most economical rates of a public carrier. Specific types of transportation expenses shall be reimbursed as follows:
  - a. Air Travel. Board Members may be reimbursed for the cost of a roundtrip economy-class ticket, provided the amount of reimbursement does not exceed the least expensive airfare that is consistent with the Board Member's reasonable scheduling constraints.
  - b. Personal Vehicle Travel. Board Members may be reimbursed for expenses incurred in traveling by personal vehicle at the current Internal Revenue Service mileage rate.
  - c. Car Rental Reimbursement. Where necessary when attending a conference or other authorized travel, Board Members may be reimbursed for the expense of a rental car, provided the amount of reimbursement does not exceed the most economical and reasonable rates available. When more than one Board Member attends the event, Board Members shall share the rental car where feasible.

Conference and Travel Meals. Board Members may be reimbursed for meal expenses on a per diem basis for meals consumed in conjunction with conference attendance or authorized travel. The per diem rate for breakfast, lunch, and dinner shall be the daily per diem rate established by the Federal Government General Services Administration (GSA) ([www.gsa.gov/perdiem](http://www.gsa.gov/perdiem)) for the region where the conference/training is located. Where the conference/training site or hotel includes meals in the cost of the registration, such meals shall not be included in the per diem allowance unless dietary restrictions require obtaining meals from other sources. A breakdown of allowable rates for breakfast, lunch, and dinner may be found on the GSA web page ([www.gsa.gov/mie](http://www.gsa.gov/mie)).

The above limitations do not apply to meals at conferences or authorized travel at which a fixed price meal is served as part of or during the event. In such a case, the actual cost of the meal will be reimbursed.

If a meal is provided by a conference or included in the payment of the registration fee, Board Members may not be reimbursed for meals purchased in lieu of or in addition to the provided meal, unless it is infeasible for the Board Member to attend the meal due to the need to conduct other District business.

1. Conference and Travel Lodging. The District will reimburse lodging expenses when conference or other authorized travel reasonably requires an overnight stay, provided the amount of the reimbursement does not exceed economical and reasonable rates for lodging that meets the Board Member's reasonable scheduling and official business needs. For lodging in connection with a conference, such lodging costs shall not exceed the maximum group rate available through the conference or event sponsor, provided that the lodging at the group rate is available to the Board Member at the time of booking. If the conference rate is not available, the Board Member shall use comparable lodging and may be reimbursed at a nightly rate not to exceed the maximum group rate available through the conference.
2. Incidental Expense Reimbursement. Board Members may be reimbursed for actual and necessary incidental expenses incurred in connection with authorized conferences or travel. Such expenses may include reasonable and customary gratuities, parking fees, taxi fares, public transportation costs, tolls, telephone calls, internet, postage, facsimile charges, and similar incidental expense.
3. Conference Registration Fee Reimbursement. Board Members may be reimbursed for the expense of an authorized conference registration fee as set out in the Board's "Budget Guidelines for Board Conference Attendance" or as authorized by the Board on a case by case basis.
4. Other Expenses. All other actual and necessary expenses incurred in the performance of official duties that are not listed in this Policy shall not be reimbursed unless reimbursement is approved by the Board in advance of incurring the expense.
5. Prohibited Expense Reimbursements. Board Members shall not be reimbursed for expenses such as alcoholic beverages; spouse, domestic partner, or family member expenses; entertainment expenses such as movie, theatre, or sporting event fees; nor for fines for vehicle citations or damage to personal vehicles used in the course of District business. Exceptions can be approved by the Board when necessary to comply with the Americans with Disabilities Act or other applicable law, such as the payment for a necessary caregiver or companion to accompany a Board Member due to a qualifying disability.

### **C. CELL PHONE REIMBURSEMENT**

The District shall reimburse Board Members for the use of their personal cellular phone to conduct Board business, receive or make calls with constituents and communicate with District management. The reimbursement shall be \$32.50 per month. To be eligible for this reimbursement, the Board Member shall need to submit a completed Cell Phone Reimbursement Form to the District Clerk for processing.

Whether or not an employee's cell phone charges are reimbursed by the District, any records of District business conducted on a personal cell phone or other device (including photos,

voicemail, text, and electronic mail) must be made available to the District upon request, including but not limited to when needed to comply with a Public Records Act request.

**D. DOCUMENTATION FOR COMPENSATION AND REIMBURSEMENT**

1. Documentation Requirements. The District shall provide Board Members with expense report forms to be filed by the Member for reimbursement of actual and necessary expenses which are authorized to be reimbursed under this Policy. The form shall be used to document the expenses for which reimbursement is sought is proper under this Policy. The District shall also provide a separate form to document compensable meetings.
  - a. Time for Filing Forms. Board Members must file expense report forms by the end of the calendar month following the calendar month when the expense was incurred in order to receive reimbursement. The expense report forms shall be accompanied by itemized receipts for items documenting each expense. Compensation forms shall also be filed by the end of the following calendar month of the meeting for which compensation is sought. In the event a Board Member is unable to file such forms by the end of the following calendar month due to extenuating circumstances, such as his or her absence from home or illness, the Board Member shall file such forms as soon as feasible. In no event shall such forms be filed later than ninety (90) days from the compensable meeting or incurring of the expense. If a Board Members fails to file a timely reimbursement or compensation form, the Board Members shall be ineligible to receive the requested payment.
  - b. Offset of Amounts Due the District. If a Board Member has reimbursable expenses or compensation due from the District, and that Member owes any amounts to the District, such amounts due shall be deducted from the reimbursement or compensation otherwise due to the Board Member.
  - c. Public Records. All documents related to reimbursable expenses are considered public records subject to disclosure under the California Public Records Act.
2. Report to Board Regarding Compensable Activities. Board Members shall provide brief reports on meetings attended for which compensation is provided by this Policy at the next regular Board meeting attended by the Board Member. The report may be made orally during Board Informational Reports, or in writing. If provided in writing, the Board Member shall state at the meeting that he or she is submitting to the District Clerk a written report of compensable meetings attended.

**E. ETHICS TRAINING PURSUANT TO AB 1234**

Each Board Member shall receive at least two hours of training in general ethics principles and laws relevant to his or her public service every two years. The District shall annually provide information on training alternatives available to Board Members to meet the requirements of

AB 1234. The District shall maintain documentation of the dates that Board Members received this training and the entity that provided the training.