


# AGENDA

## SPECIAL JOINT MEETING OF THE BOARD OF COMMISSIONERS AND THE BUDGET & FINANCE AND EXECUTIVE COMMITTEES

Budget & Finance Committee Chair: Robert Byrd

Wednesday, November 2, 2022  
12:00 PM

Meeting Location:  
VIRTUAL

- 
1. **ACTION**  
Call to Order/Roll Call
  2. **INFORMATION**  
Public Comment (for items not on the agenda)
  3. **INFORMATION** 2  
Review Meeting Minutes from Executive Committee Meeting on October 14, 2022
  4. **INFORMATION** 4  
Proposed Amendments to Bylaws and Governance Guidelines
- Presenters: Peter Barth, Chief of Staff and Serita Young, Legal Counsel**
5. **ACTION**  
Adjournment

### COMMISSIONERS

Los Angeles County Supervisor	Judy Abdo	Summer McBride
Holly J. Mitchell	Robert Byrd, Psy.D	Maricela Ramirez
<i>Chair</i>	Astrid Heger, M.D.	Carol Sigala
Brandon Nichols	Yvette Martinez	
<i>Vice Chair</i>		

### EX OFFICIO MEMBERS

Barbara Ferrer, Ph.D.,  
M.P.H., M.Ed.  
Jacquelyn McCroskey, DSW  
Deanne Tilton

### EXECUTIVE DIRECTOR

Karla Pleitéz Howell

### EXECUTIVE VICE PRESIDENT

John A. Wagner

### A PUBLIC ENTITY

**SUMMARY MEETING NOTES**

**FIRST 5 LA  
SUMMARY MEETING NOTES  
Special Meeting of the Executive Committee  
(Open and Closed Sessions)  
October 14, 2022  
1:00 pm – 3:00 pm**

**COMMITTEE MEMBERS PRESENT:**

Judy Abdo (Chair)  
Astrid Heger  
Yvette Martinez  
Frank Ramos

**STAFF PRESENT:**

Antoinette Andrews Bush, Chief Transformation Officer  
Peter Barth, Chief of Staff  
Gala Collins, Director, Human Resources and Talent Management  
Kim Belshé, Executive Director  
Linda Vo, Board Relations Manager  
John Wagner, Executive Vice President

**LEGAL COUNSEL:**

Craig Steele

**OPEN SESSION**

**1. Call to Order/Roll Call**

The Special Meeting of the Executive Committee was called to order by Committee Chair Abdo at 1:00 pm. Roll call completed.

**2. Public Comment (for items on the agenda)**

No public comments.

**3. Review Meeting Minutes from Executive Committee on October 3, 2022**

Notes were received and filed without any deletions, additions, or changes.

**4. 2022 Compensation Study Update**

Antoinette A. and Gala C. informed the Committee that First 5 LA had been working with Mercer for the past two months to analyze First 5 LA's job descriptions, salaries, and salary structure to better align First 5 LA with the job market. Mercer is anticipated to complete its analysis of First 5 LA's market positions and provide recommendations for compensation philosophy, salaries, pay grades and structure, benefits, and job titles. Staff plan to bring these recommendations and findings before the Board at its November Board meeting.

There is no further discussion on this item.

**5. CLOSED SESSION**

Executive Committee members resumed the meeting in closed session.

**SUMMARY MEETING NOTES**

There were no reportable actions or public comments.

Summary minutes were recorded by Linda Vo, Board Relations Manager.



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# First 5 LA Governance Guidelines

(Approved 2014)

## Statement of Purpose

- The First 5 LA Board of Commissioners will make its decisions guided by the principles of transparency, financial responsibility and accountability, and adherence to the Commission's Strategic Plan.

## Objectives

- Update and conform First 5 LA decision-making guidelines to reflect current organizational practice and best practices.
- Promote transparency and consistency in decision-making.
- Promote coordination, coherence and integration of First 5 LA investments.
- Ensure accountability for First 5 LA's declining revenues.
- Establish Commission expectations for contractors and grantees that they not expect First 5 LA to be a permanent source of funding for programs and services.
- Maintain Commission flexibility to respond to significantly changed circumstances or emergencies by authorizing exceptions to the Governance Guidelines via a vote of 7 of 9 of the voting members of the Commission.

## Governance categories

### Process

1. Sequencing of action items. Agenda items requiring Commission action will first be introduced as information at a full Commission meeting prior to action at a subsequent meeting. Staff presentations will be provided and public comment received in one meeting, with referral to appropriate Committee(s) for further discussion. Non-substantive issues will return to the full Commission on the Consent calendar; substantive issues will be agendaized for further Commission discussion pre action. Public comment will be incorporated for both Consent and non-Consent action items.
2. Staff presentations. Staff presentations on Commission agenda items will precede public comment.

## Fiscal Accountability

3. Long-term financial projection. At least annually, the Board will review and adopt the next ~~long term~~five-year financial projection that represents at a minimum estimated 5-year trends of First 5 LA expenditures and revenues.
4. "Paygo". Board decisions that have a fiscal impact will require identification of the funding source: e.g., "assigned" funding (per the current Strategic Plan), "committed" (per previous Board-approved allocations) or "unassigned" funds (operations and Reserve). Staff will present to the Board a ~~5-year~~ spending projection for all service-related investments with a fiscal impact, prior to Board action.
5. Sustainability\*. It is the Commission's expectation that successful applicants for First 5 LA support will be able to sustain project efforts beyond the contract period and First 5 LA funds. As ~~applicable to the work, a condition of funding~~, applicants ~~may be required to~~ust provide a Sustainability Plan, including sustainability goals, other (anticipated) sources of funding, and action steps. ~~If a Plan is required, To inform Plan development,~~ First 5 LA will provide specific program outcomes and objectives expected to be sustained and examples that reflect a continuum of possible approaches and recognize the diversity of potential applicants (i.e., size of investment, type of program, capacity of applicant). Sustainability provisions will be included in First 5 LA solicitations, scoring tool, and performance evaluation, as applicable.
6. Leveraging\*. It is the Commission's expectation that successful applicants for First 5 LA support will identify opportunities to leverage First 5 LA funding to support the scope, quality and sustainability of program activity. As a condition of funding, First 5 LA may require applicants ~~to~~will report other financial resources they have secured for use in the project other than the First 5 LA funds requested. In addition, for multi-year funding, applicants ~~may be required to~~will provide a detailed description demonstrating incremental increases in leveraging consistent with First 5 LA determined benchmarks. Applicants not able to secure leveraged resources at the time of submission will provide a plan to acquire these funds during the project term. First 5 LA reserves the right to establish milestone-based funding based upon progress in meeting financial and/or programmatic benchmarks. Leveraging provisions will be included in First 5 LA solicitations, scoring tool, and performance evaluation, as applicable.
7. Expiration of contracts/grants. Each First 5 LA contract/grant will have an expiration date. Multi-year First 5 LA services-related investments will end pursuant to the time stated in the original allocation or grant award. The Commission is under no obligation to continue funding beyond the initial contract term. Should future requests be forthcoming after the contract term is over, these requests will be evaluated based on the ~~current 2015-20~~ Strategic Plan criteria (see below). ~~Staff will provide~~

~~an annual Board update each spring on expiring grants and contracts.~~

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Strategic Planning (2015-20)

8. Decision-making document. The Strategic Plan will represent a decision-making document that focuses First 5 LA's strategic direction, aligns the organization's efforts and activities, and clarifies its intended impact.
9. Alignment of "legacy" investments (from previous Strategic Plans) with current 2015-20 Strategic Plan. Prior Strategic Plan initiatives must expire pursuant to their terms or be clearly aligned with current the 2015-20 Strategic Plan criteria (see below).
10. Criteria for new initiatives/programs. To be included in the new Strategic Plan, initiatives/programs must include the following criteria:
  - Clearly defined and ~~measureable~~measurable outcomes and performance metrics.
  - Alignment with Strategic Plan outcomes, objectives, and strategy.
  - A budget and fiscal impact analysis, including a multi-year 5-year spending projection.
  - Realistic implementation timeline.
  - Evidence of or potential for effectiveness.
  - Evidence of or potential for sustainability of results.

The appropriate Board Committee will review such requests, make findings and provide a recommendation to the full Commission.

<sup>A</sup> \* Definitions:

Guideline #4: "Pay Go"

- Assigned: Funds available for use within the parameters set by the current Strategic Plan. ~~For example, under the 2009-15 Strategic Plan, funds would be available for use within the guidelines of 30-45% for Countywide Activities, 45-60% for Place-Based Activities, 5% for Research and Evaluation, and 5% for Administration.~~
- Committed: Funds have been set aside by the Commission for a specific purpose via Resolution. This can include either annual appropriations or multi-year allocations approved by the Board. ~~For example, in FY 2010-11 the Board approved a \$7.5 million multi-year investment in the Healthy Food Access initiative. These funds remain in Committed unless the Commission takes action to redirect the funds for other purposes via Resolution. In contrast, for a zero-based investment, such as Public Education, only the annual FY 2013-14 appropriation approved by the Commission of \$2.3 million is shown as Committed because this investment does not have an approved multi-year allocation; any spending in future fiscal years would come from Assigned assuming sufficient funds were available.~~
- Unassigned: Funds have been designated for First 5 LA operations (via the annually approved fiscal year Operating Budget) and the Fund Balance Reserve,

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which is determined by the Board's Fund Balance Reserve policy.

- which is calculated annually as 25% of the total fiscal year budget approved by the

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Board in June.

Guideline #5: Sustainability

- The ability to maintain programming and its impact on the well-being of children and families after the expiration of First 5 LA funds.

Guideline #6: Leveraging

- Additional funding that is awarded and/or accessed as a result of First 5 LA funding (distinct from existing funding).

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**LOS ANGELES COUNTY CHILDREN AND FAMILIES FIRST-  
PROPOSITION 10 COMMISSION  
(FIRST 5 LA)**

**(Amended as of  
~~11/10/21~~11/10/22) BYLAWS**

**ARTICLE I  
Authority**

The Los Angeles County Children and Families First - Proposition 10 Commission ("Commission") was established pursuant to California Health and Safety Code Section 130110 et seq. ("Children and Families Act") and Chapter 3.72 of the Los Angeles County Code ("Ordinance"). The Commission is also known as "First 5 LA." These Bylaws are adopted as the Operating Procedures of the Commission as required by Los Angeles County Code Section 3.72.070.

**ARTICLE II  
Purpose and Intent**

**Section I. Purpose**

The Los Angeles County Children and Families First - Proposition 10 Commission was established to promote, support and improve the early development of children from the prenatal stage to five years of age. These purposes shall be accomplished through the establishment, institution, coordination and funding of appropriate standards, resources, and integrated, comprehensive, and family-friendly programs emphasizing community awareness, parental involvement, education, nurturing, mental health, child development, child care, social services, health care, health protection, health promotion, disease prevention, prevention of child neglect and abuse, and research.

**Section II. Intent**

The Commission intends to facilitate the creation and implementation of an integrated, comprehensive, and collaborative system of information and services to enhance optimal early childhood health and development for all children prenatal-5 and their families. This system should function as a network that promotes accessibility to information and effective services. The Commission further intends to emphasize public inclusion and participation and to integrate services in the areas of child safety, childcare, medical, mental health and dental care, including prenatal and preconception, education, early intervention programs and parenting education. The Commission further intends that its activities and services will make clear and measurable contributions to outcomes and goals specified in the Commission's Strategic Plan ("Plan"), as amended and refreshed from time to time. The Commission's compliance with these Bylaws will:

- a. Promote transparency and consistency in Commission decision-making;
- b. Promote coordination, coherence and integration of First 5 LA investments;

- c. Ensure accountability for First 5 LA's revenues, and
- d. Maintain Commission flexibility to respond to significantly changed circumstances and emergencies by authorizing limited exceptions to specified governance guidelines by the affirmative vote of seven (7) of the nine (9) voting members of the Commission, or emergency procurement approvals as specified in the Commission's approved Procurement Policy.

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**ARTICLE III**  
**Commission Composition**

**Section I. Members**

The Commission shall consist of nine voting members appointed by the Board of Supervisors and shall be composed as follows:

- A. The Chair of the Board of Supervisors or a member of the Board of Supervisors designated by the Chair;
- B. Three voting members and one non-voting representative from among the superintendent of schools for the Los Angeles County Office of Education, the Director of the Los Angeles County Department of Public Health, the Director of the Los Angeles County Department of Mental Health, and the Director of the Los Angeles County Department of Children and Family Services or, in case of absence, their designated Alternates. These members shall have voting rights on a rotating schedule, whereby three members shall serve as voting members at any given time, while the other shall serve as a non-voting representative. The rotation schedule shall be as set forth in Los Angeles County Code Section 3.72.040(B) or any successor ordinance;
- C. Five members, one nominated by each member of the Board of Supervisors, from the following categories: recipients of project services included in the County Strategic Plan; representatives of local child care resource or referral agencies or local child care coordinating groups; representatives of local organizations for prevention of adverse consequences to children prenatal-to 5 and their families or early intervention for families at risk; representatives of county-wide or community-based education, service, or policy-oriented organizations that have the goal of promoting nurturing and early childhood health and development; representatives of local school districts; and representatives of local medical, pediatric, or obstetric associations or societies.
- D. Each member of the Board of Supervisors may nominate one alternate member to serve in the absence of his/her respective Commission appointee, and to perform the duties and responsibilities of such absent member. Any such alternate shall be from one of the categories described in Section IC.

**Section II. Ex-Officio Representatives**

The Commission shall request that the Commission for Children and Families, the Inter-Agency Council on Child Abuse and Neglect, and one non-voting representative from among the superintendent

of schools for the Los Angeles County Office of Education, the Director of the Los Angeles County Department of Public Health, the Director of the Los Angeles County Department of Mental Health, or the Director of the Los Angeles County Department of Children and Family Services or, in case of absence, their designated Alternates. While the ex-officio representatives will not have voting or other membership rights, they will have the ability to contribute their experience and expertise to the matters considered by the Commission and participate in the work of the Commission in an advisory capacity.

### **Section III. Terms of Service**

Members of the Commission shall serve at the pleasure of the Board of Supervisors. Terms of office for voting Members shall be as provided in the then-applicable provisions of the Los Angeles County Code.

## **ARTICLE IV Operating Procedures**

### **Section I. Principal Office**

The Commission's principal office is 750 North Alameda Street, Suite 300, Los Angeles, California, 90012, but may be moved to another location if deemed necessary by the Commission.

### **Section II. Quorum**

For the purpose of taking action or conducting business, a quorum of the Commission shall consist of a majority of the appointed voting members (50 percent +1).

### **Section III. Voting**

- A. Each voting member of the Commission shall be entitled to one vote.
- B. All votes are to be recorded and reported in the minutes.
- C. Members may not vote by proxy; alternate members may vote in the absence of their principal.
- D. Ex-officio members may not vote at the Commission meetings. However, ex-officio members may vote on procedural issues, such as referrals to staff, scheduling matters or requests for reports, and as part of Committee assignments.
- E. Approval of a routine action requires an affirmative vote by a majority of Commission members present at a business meeting of the Commission, unless these Bylaws specify otherwise, provided there is a quorum present.

- F. Approval of more significant items, otherwise in compliance with the Commission's Governance Guidelines and the Commission's Procurement Policy, shall require an affirmative vote of an absolute majority of the entire voting membership of the Commission at a meeting of the Commission. The items requiring this absolute majority vote for approval include:
- Contracts in excess of \$150,000, when Commission approval is required by the Commission's Procurement Policy;
  - Final adoption or amendment of the Strategic Plan, and
  - Election or removal of Commission officers.
- G. Notwithstanding the foregoing, the waiver or amendment of any element of the Commission's Governance Guidelines adopted March 13, 2014, as the same may be amended from time to time, where necessary to respond to significantly changed circumstances or emergencies shall require the affirmative vote of seven (7) of the nine (9) voting members of the Commission.

#### **Section IV. Compensation and Expenses**

Members of the Commission, other than the member of the Board of Supervisors and the Superintendent and Directors of the County Departments and their alternates, shall receive as compensation for each Commission, committee or work group meeting attended, the sum of \$150, not to exceed \$7,200 in any 12-month period. Each member's or ex-officio representative's actual and necessary expenses shall be reimbursed for approved travel in the performance of their duties as Commissioners or representatives including transportation, meals and lodging, not to exceed the amounts authorized by Chapter 5.40 of the County Code. In order to be eligible to receive reimbursement, the expenses must have been incurred when representing the Commission at the request of or with prior approval from the Chair or Commission. Requests for reimbursement must be submitted to the Executive Director within 30 days following the incurring of the expense.

### **ARTICLE V Commission Officers and Election**

#### **Section I. Officers**

The officers of the Commission shall be a Chair, Vice-Chair, and such other officers as the Commission may designate. The Chair and Vice-Chair shall perform the duties of their respective offices indicated in these by-laws, and such other duties as the Commission may direct from time to time. The Executive Director or her/his designee shall serve as Secretary to the Commission.

#### **Section II. Election**

Officers of the Commission shall be chosen annually by an election to be held not later than February, unless an earlier election is necessary because of a vacancy.

**Section III. Terms**

The term of office for officers of the Commission is one year from the date of election or until removal or resignation, if earlier.

The Commission may remove an officer prior to the expiration of his or her term, as deemed necessary.

**ARTICLE VI  
Duties of the Commission**

The Commission shall be responsible for the following primary duties:

- A. **Statutory Compliance**
  - a. Implement the goals and objectives of the Children and Families Act and other applicable laws;
  - b. Submit its adopted County Strategic Plan, and any subsequent revisions, to the State Children and Families Commission ("State Commission");
  - c. Measure the outcomes of County funded programs through the use of applicable, reliable indicators and review that information on a periodic basis as part of the public review of the Strategic Plan;
  - d. Conduct at least one public hearing on each annual report of the State Commission, and
  - e. Comply with all applicable requirements of Health and Safety Code Section 130140, or any applicable successor statute; as such statutes may be amended from time to time.
  
- B. **Strategic Planning**
  - a. Prepare and adopt an adequate and complete County Strategic Plan in accordance with Section 3.72.080 of the County Code. The Strategic Plan shall be a decision-making document that focuses First 5 LA's strategic direction, aligns the organization's efforts and activities, and clarifies its intended impact. To be included in the new Strategic Plan, proposals for initiatives/programs must include an analysis of each of the following criteria:
    - Clearly defined and measurable outcomes and performance metrics.
    - Alignment with Strategic Plan outcomes, objectives, and strategy.
    - A budget and fiscal impact analysis, including a spending projection for at least 5 years.
    - Realistic implementation timeline.
    - Evidence of or potential for effectiveness.

- Evidence of or potential for sustainability of results.
- Evidence of or potential for scalability, if scalability is an intended outcome.

The appropriate Board Committee will review such requests, make findings and provide a recommendation to the full Commission. Prior Strategic Plan initiatives must expire pursuant to their terms or be clearly aligned with ~~the 2020--~~ 2028current Strategic Plan criteria.

- b. Periodically review the Strategic Plan on at least an annual basis, and revise the Strategic Plan as may be necessary or appropriate in accordance with Section 3.72.080 of the County Code, and

**C. Fiscal Oversight and Accountability**

- a. Prepare and adopt an annual audit and report and conduct at least one public hearing prior to adopting the annual audit and report;
- b. At least annually, review and adopt the next five-year financial plan for the Commission that at a minimum represents estimated 5-year trends of First 5 LA expenditures and revenues;
- c. Ensure that each First 5 LA contract/grant has an expiration date. Multi-year First 5 LA services-related investments will end pursuant to the time stated in the original procurement or grant award. The Commission is under no obligation to continue funding beyond the initial contract term. Should future requests be forthcoming after the contract term is over, these requests will be evaluated based on ~~the 2020-28~~ Strategic Plan criteria. ~~Staff will provide to the Commission an annual update each spring on expiring grants and contracts;~~
- d. May dDelegate contract approval authority, at Board discretion, to the Executive Director in cases of emergency pursuant to requirements set forth in a Procurement Policy adopted by the Commission;
- e. Protect First 5 LA assets and provide proper financial oversight including, without limitation, overseeing the preparation of an annual budget, monitoring fund balances, overseeing First 5 LA's investment policy, and ensuring that appropriate financial controls are in place and being followed; and
- f. Provide quarterly reports to the County Board of Supervisors on issues including: contracts, program implementation, accounting and budgeting, outcome measures and any other issues the Board of Supervisors deems appropriate.

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**D. Governance**

- a. Maintain effective governance and oversight, and provide the supports necessary in compliance with Proposition 10 and the Los Angeles County Code to promote the goals and objectives of the organization.
- b. Select the Executive Director ~~and in accordance with the provisions of an executive succession plan adopted by the Commission.~~
- c. ~~Define his or her~~ the Executive Director's responsibilities, goals, and objectives, including, without limitation, emergency authorities approved pursuant to a resolution

| adopted by the Commission;

| de. Evaluate the Executive Director's performance annually;

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- ee. Engage in Commission development, training and periodic, comprehensive self-evaluation to maintain the strength and effectiveness of the Commission;
- fe. Establish such ad hoc or standing committees or working groups as are necessary to fulfill the functions of the Commission and accomplish the purposes of the Children and Families Act;
- gf. Establish such technical advisory committees as the Commission deems necessary to provide technical and professional expertise and support for any purposes that will be beneficial in accomplishing the purposes of the Children and Families Act;
- hg. Adopt policies and procedures that are family-friendly and inclusive to encourage broad participation at Commission meetings, and
- ih. Establish, implement, and comply with effective governance structures and guidelines to further the goals of First 5 LA.

**ARTICLE VII**  
**Duties of the Chairperson (“Chair”) and Vice Chairperson (“Vice Chair”)**

**Section I. Administration**

- A. The Commission vests in the Executive Director the responsibility to supervise and direct the work of the Commission staff. The Chair and Members of the Commission shall communicate with the Executive Director or his/her designee as to the administration, work and finances of the Commission. The Executive Director shall report to the Chair and the Commission.
- B. At the direction of the Commission or upon independent decision, the Chair may request Commission members, committees of the Commission or Commission staff to review pending legislation or proposed actions of the State Commission for presentation to the Commission for consideration.
- C. In accordance with the Los Angeles County Ordinance and these Bylaws, the Chair shall approve all Commission matters, including all correspondence on behalf of the Commission, other than matters decided by the Commission as a whole.
- D. All travel on Commission business by Commission members, ex-officio representatives and any expenses for which they may seek reimbursement shall be brought to the attention of the Chair by the Executive Director, and shall be subject to approval by the Executive Director. The Chair, or his or her designee, shall review and approve all requests for reimbursement of travel expenses by the Executive Director.
- E. The Chair shall meet with individual Commission members as appropriate, concerning personal conduct which is in conflict with Commission Bylaws, policies or procedures, including excessive absences, late arrivals or early departures which disrupt meetings.

- F. The Secretary or his/her designee shall, as necessary, take minutes of meetings and closed sessions of the Commission, communicate closed session actions and direction to the public or staff, as appropriate or required by law, and review and approve the draft minutes of Commission meetings prior to their consideration by the full Commission.

**Section II. Committees**

When appropriate and necessary, on his or her own initiative or at the direction of the Commission, the Chair may appoint such ad hoc committees, technical advisory committees or working groups to assist in carrying out the business of the Commission.

**Section III. Representation**

The Chair, on behalf of the Commission, shall respond to issues from the community, private and public sectors, the Board of Supervisors and its members and the media. The Chair may designate Commission members or the Executive Director to represent the Commission in responding to these issues.

**ARTICLE VIII  
Duties and Responsibilities of Commission Members**

Commission members shall be responsible for and adhere to the following primary duties:

- A. When designated by the Chair (or in the Chair's absence, the Vice Chair), serve as a spokesperson for the Commission, representing the Commission in meetings with public officials of other jurisdictions, the community, or the media. A Commission member representing the Commission in an official capacity should state the Commission's approved policies, procedures, or positions and refrain from stating personal preferences. Expenses incurred when representing the Commission at the request of, or with prior approval from, the Chair or the Commission are reimbursable;
- B. When invited to participate in any forum as a Commission member, Commission members should try to confine their remarks to Commission positions. Other remarks a Commission member may need to make should be identified as personal in nature and not reflective of Commission policy. A participating Commission member should report on his or her participation at the next Commission meeting;
- C. Submit, in advance, all correspondence and/or communications written on behalf of the Commission and/or its committees to the Commission Chair for review and approval;
- D. Regularly attend the Commission's meetings and inform staff in advance if unable to attend a meeting. Unexcused absences from more than 25 percent of Commission or committee meetings, during a 12-month period, shall constitute a violation of duty;

- E. Serve and actively participate in the work of any ad hoc committee or working group to which the Commissioner is appointed.
- F. When serving as a committee chairperson, report to the Chair any matters, which the Commission should be aware of, and recommend action when appropriate;
- G. Inform the Chair of any requests for review or assistance or any complaints, inquiries, or notice of problems, within the purview of the Commission;
- H. Refrain from assigning work to the Commission staff unless approved by the Chair or the Executive Director;
- I. Advise the Commission staff of scheduled vacations and absences;
- J. Provide timely notice to the Chair in writing as soon as practicable if the member plans to resign from the Commission, or if his or her employment or status no longer meets the membership criteria set forth in the Ordinance; and
- K. Participate in the selection and annual evaluation of the Executive Director.

**ARTICLE IX**  
**Meetings of the Commission**

**Section I. Regular Meetings**

Regular meetings of the Commission shall be held on the second Thursday of each month at 1:30 p.m. at the Commission's principal office, excluding January, April, August, and December. The Commission may meet by teleconference as permitted by applicable law. The Commission may adjourn a regular meeting to a time and date certain, and the Chair may cancel or continue a meeting in the case of a lack of quorum or a lack of business to be transacted. Either the Chair or a majority of the Commission may call a special meeting of the Commission in the manner provided for under the Brown Act.

**Section II. Order of Meetings**

- A. The regular meeting agenda shall include: Call to Order; Approval of Minutes; Report of the Chair; Report from the Executive Director; Consent Calendar; Committee Reports; Commission Business; Statements for the Record by Commission Members, Public Comment. The Commission may meet in Closed Session if necessary and permitted by law.
- B. Agenda items requiring Commission action will first be introduced as information items at a full Commission meeting prior to action at a subsequent meeting. Staff presentations will be provided first and then public comment received thereafter in the first meeting, with referral to appropriate Committee(s) for further discussion if necessary. Non-substantive issues will return thereafter to the full Commission on the Consent calendar; substantive issues will be placed separately on an agenda for further Commission discussion prior to action. Public comment will be incorporated for both Consent and non-Consent action items as requested.

- C. Matters which do not appear on the posted agenda may be acted upon by the Commission at a meeting if by a two-thirds (2/3) vote of the members or, if less than two thirds (2/3) of the members are present, a unanimous vote of those present, the Commission determines that there is a need for immediate action that cannot reasonably wait until the next scheduled meeting and that the need for action came to the attention of the Commission after the agenda was posted. If a specific matter proposed to be added to an agenda under this subsection has not previously been presented to the Commission as an information item, the Commission must also first vote to waive the presentation requirement by the affirmative vote of 7 of the 9 voting members.
- D. Minutes of the previous meeting and agenda of the upcoming meeting should be sent to Commission members no later than three (3) business days before the upcoming meeting. Whenever possible, an explanation of agenda items shall accompany the notification. Commission members who are absent shall receive all material distributed at missed meetings.
- E. All meetings shall be open and public.
  - 1. Any person may request to be heard on an agenda item before it is acted upon.
  - 2. No person shall address the Commission until he or she has first been recognized by the Chair. All persons addressing the Commission shall be asked to give their names and affiliations for the record.
  - 3. Notwithstanding any other provision, members of the public shall have the right to address the Commission on items of interest within the subject matter jurisdiction of the Commission. Prior to the public comment, the Chair may, at his or her discretion, announce the total amount of time available for comment and, where appropriate, may set limits on the time to be spent on particular issues and on the amount of time available to each speaker.
  - 4. The Chair is responsible for meeting agendas. The Commission members may request the Chair place an item on the agenda and the Executive Director may place items on the agenda in consultation with the Chair. The Commission may formally act to place an item on the agenda.
  - 5. Audio recordings of all the Commissions' Regular Meetings are for the purpose of preparing minutes and may be disposed of thereafter. At the direction of the Commission or the Chair, specific recordings may be retained for a longer period.

**ARTICLE X  
Committees**

**Section I. Formation of Committees**

The Commission may establish one or more standing committee(s), and the Chair may appoint one or more ad hoc committee(s), working groups and/or technical advisory committee(s) to provide technical and professional expertise and support for any purposes that will be beneficial in accomplishing the purposes of the Act. [In the event of a temporary absence of a committee member or](#)

ex-officio representative, the Chair may appoint another member or ex-officio representative, as applicable, to serve on the committee solely for the period of the committee member's temporary absence. The Commission may define and limit the scope and authority of standing committee(s), and establish rules of operation for the committee(s). The Chair may define and limit the scope and authority of ad hoc committee(s) and working groups, and establish rules of operation for these committee(s) and working groups. Each committee shall meet and shall make recommendations and reports as deemed necessary or appropriate by the Commission. Except as otherwise provided for in this Article X, in the absence of the committee chairperson, the committee Vice Chair shall conduct routine business matters and meetings of the committee.

## **Section II. Committee Structure/Authority**

### **A. Executive Committee**

The Executive Committee shall be a standing Committee of the Commission. Membership of the Executive Committee shall be comprised of the Chair of the Program & Planning Committee, ~~two-three~~ other voting members of the Commission appointed each year by the Chair, and the Vice Chair of the Commission. The Vice Chair shall serve as the Chair of the Executive Committee. In the absence of the Committee Chair, the Vice Chair of the Committee shall conduct the routine business matters and meetings of the Committee. The Executive Committee shall meet in open and public sessions in compliance with the Brown Act except where a closed session is warranted and called according to applicable law. The duties of the Executive Committee shall include the review of the draft annual operating budget, supervising and providing oversight of the annual audit of the Commission, review of the draft annual report to the State Commission, advice and feedback to the Executive Director regarding operational issues including, but not limited to:

- contract compliance
- quality assurance
- evaluation
- policy advocacy
- personnel and compensation issues

In addition, the Executive Committee shall draft the annual evaluation of the Executive Director for consideration and action by the full Commission, supervise any Commission self-assessment process initiated by the full-Commission and perform any other function delegated to it by the full Commission or the Chair, including, without limitation, implementing provisions and responsibilities set forth in a Commission-adopted executive succession plan and delegated to the Committee. The term of office on the Executive Committee shall be for one (1) calendar year. ~~No person shall serve as Chair of the Executive Committee for more than four (4) consecutive terms, although this limit shall apply only to consecutive terms on the Committee, and shall not limit subsequent, non-consecutive terms.~~

The Executive Committee shall not make binding decisions that are decisions of the Commission under applicable law and shall periodically report its activities to the full Commission. Minutes of Executive Committee meetings shall be kept and distributed to all members of the Commission.

### **B. Program and Planning Committee**

The Program and Planning Committee shall be a standing Committee of the Commission to serve as the forum for Commissioners, staff and the public to engage and consider program, policy, evaluation and fiscal recommendations for future initiative development and implementation in a study session

format. The Planning Committee shall meet in open and public sessions in compliance with the Brown Act except where a closed session is warranted and called according to applicable law. Recommendations and feedback from Planning Committee meetings shall be used to inform design and evaluation of programs and initiatives and contribute towards the strategic plan development of First 5 LA. In addition, new ideas and concepts for future funding and projects may be introduced at the Planning Committee. The Commission Chair shall appoint a member or an ex-officio representative in January of each year to serve as the Committee Chair, and four other members of the Commission to serve as members of ~~the~~ Committee, ~~although~~ any Commissioner, ~~whether~~ voting ~~or~~ ~~ex-officio~~, may ~~attend~~ and participate in meetings of the Planning Committee. Membership on the Committee is open to all Members of the Commission and ex-officio representatives. If the Commission Chair appoints an ex-officio representative as the Committee Chair, the Commission Chair shall appoint five members of the Commission to serve as members of the Committee. In the absence of the Committee Chair, another member of the Committee Vice Chair designated by the Chair shall serve as Committee Chair conduct the routine business matters and meetings of the Committee. In the absence of both the Committee Chair and Committee Vice Chair, the Committee Chair's alternate member shall conduct the routine business matters and meetings of the Committee and, in the absence of the Committee Chair's alternate member, the Committee Vice Chair's alternate member shall conduct the routine and meetings of the Committee.

The jurisdiction of the Planning Committee shall be limited to providing original ideas as well as feedback and recommendations to staff and/or the Commission regarding future actions of the Commission. No binding action of the Commission shall be taken at any Committee meeting. In-person Attendance by three (3) members of the Committee at a noticed meeting shall constitute a quorum for the transaction of Committee business.

Regular meetings of the Planning Committee shall be held each month at least four (4) times per calendar year, unless cancelled or postponed by the Committee Chair or the Executive Director for lack of a quorum or lack of business to be transacted. Special meetings of the full Commission may be held jointly with the Program and Planning Committee at the discretion of the Chair or the Executive Director.

### **C. Budget and Finance Committee**

The Budget and Finance Committee shall be a standing Committee of the Commission. The Commission Chair shall appoint a member each year to serve as the Committee Chair, and three other voting members of the Commission to serve as members of the Committee. In the absence of the Committee Chair, the Committee Vice Chair shall conduct the routine business matters and meetings of the Committee. The Budget and Finance Committee shall oversee the effectiveness of the annual audit process and assist in maintaining the integrity of internal control and financial reporting. The Budget and Finance Committee shall provide feedback and advice to the Executive Director regarding the following budget and fiscal tasks:

- Review draft annual business plan and proposed budgets.
- Review proposed fiscal policies and procedures.
- Review proposed scopes of work for annual audits.
- Ensure that required annual audits occur and review audit reports.
- Review audited financial statements.
- Other tasks delegated to the Committee by the full Commission, the Executive Committee, or as requested by the Executive Director.

The term of office on the Budget and Finance Committee shall be for one (1) calendar year. The Budget and Finance Committee shall meet in open and public sessions in compliance with the Brown Act except where a closed session is warranted and called according to applicable law. The Budget and Finance Committee shall not make binding decisions that are decisions of the Commission under applicable law and shall periodically report its activities to the full Commission. Minutes of the Budget and Finance Committee meetings shall be kept and distributed to all members of the Commission.

**Section III. Committee Purpose and Scope of Authority**

The status (standing or *ad hoc*), purpose and authority of committees shall be determined by the Commission at the time they are formed. However, the Commission may modify a committee's status, purpose or authority at any time.

A committee may act within the delegated authority without further approval by the Commission. However, as provided for under Article VIII, no committee or committee members shall make or issue policy statements, recommendations, or media releases without prior approval of the Commission. Further, any committee activity which implies action by the Commission or is outside the committee's delegated authority is not permitted without specific Commission approval.

Following the Commission's action establishing a committee, the Executive Director shall provide the committee with a copy of its status, purpose and authority from the Commission minutes, and shall be responsible for providing staff support to the committee.

**ARTICLE XI  
Amendments**

Notice of a proposed amendment to these Bylaws shall be given to each member of the Commission at least 21 days prior to the meeting at which it will be considered. Approval of amendments requires an affirmative vote of seven (7) of the nine (9) voting members of the Commission.

# Updating First 5 LA's Bylaws and Governance Guidelines

Peter Barth, Chief of Staff

Serita Young, Chief Counsel

March 8, 2022



# Context: Board Governance

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1. **County Motion** established the First 5 LA Commission and membership
2. **Bylaws** established by the First 5 LA Commission to comply with government code and provide rules for First 5 LA operations <sup>24</sup>
3. **Governance Guidelines** established by the First 5 LA Commission for the first time in 2014 to support governance standards and alignment with the 2015-2020 strategic plan

# Context: Board membership

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- **Nine voting members** appointed by County supervisors (5), representing county departments (3 – rotating among DCFS, DPH, DMH, and LACOE) and representing the Board of Supervisors (1)
- **Four non-voting, ex officio members** representing the Interagency Council on Child Abuse and Neglect, the Childcare Policy Roundtable, the Commission for Children and Families, and the non-voting county department based on rotation

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# Context: Bylaw requirements

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- Board must elect a Chair at the start of every year
- Chair appoints Vice Chair and Committee Chairs/Vice Chairs
- Board and Committee leadership positions must currently be filled by voting members

26

# Intentions for updating Bylaws and Guidelines

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- Current bylaws and guidelines are outdated and refer to past strategic plans and past practices no longer used to advance First 5 LA's work
- We want to support a new Board Chair and Executive Director in having current governance documents as they start their terms in office
- A future Board Chair and Executive Director may seek to further update and refine bylaws and guidelines in consultation with the Board
- At a minimum, staff wants to ensure First 5 LA's governance documents are current and accurate

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# Categories of Proposed Changes, pg. 1

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1. Updating dates and references to old strategic plans
2. Removing references to outdated practices less rigorous than ones adopted by the Board today
3. Aligning with Board approved policies (succession plan, emergency authorities)

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# Categories of Proposed Changes, pg. 2

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4. Clarify succession plans for Board operations in the event of absences
5. Update the minimum expected meeting cadence to reflect the current meeting schedule
6. Provide flexibility for the Chair to appoint ex officio members to serve in leadership roles on the Program and Planning Committee

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# Key Questions for Today

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- What outstanding questions or clarifications do you have?
- Does the Executive Committee support staff bringing forward the recommended amendments for Board action on November 10?
- If so, does the Executive Committee support bringing forward all proposed amendments as presented?

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**FIRST 5 LA**

**SUBJECT:**

Proposed Amendments to First 5 LA’s Board Bylaws and Governance Guidelines.

**RECOMMENDATION:**

Reconsider, discuss, and recommend approval of the proposed amendments to First 5 LA’s Board Bylaws and Governance Guidelines, as attached, to the Commission.

**BACKGROUND:**

Staff recommends that the Executive Committee reconsider and discuss the attached proposed updates to First 5 LA’s Bylaws and Governance Guidelines. These updates are generally routine, respond to changed operating procedures within the organization, and include some minor clean-up amendments. The Executive Committee reviewed the proposed amendments on September 16, 2022 and approved sharing the amendments with the Board.

Staff presented the proposed amendments to the Board on October 13, 2022 as an information item. During the Board’s discussion of the proposed amendments, members of the Executive Committee recommended that the Board not take action on the proposed amendments and delay consideration until after the Board’s appointment of the next Executive Director. Following the Board’s discussion, and in light of the Executive Committee members’ revised recommendations, the Board directed that the Executive Committee reconsider the proposed amendments during a special Committee meeting to occur before the next regular Commission meeting in November and return to the Board in November with an updated recommendation concerning the proposed amendments.

Staff is presenting this item for reconsideration and additional discussion to the Executive Committee today. Subject to the Executive Committee’s concurrence, it is staff’s intent to present the proposed amendments (or a portion of the proposed amendments) to the Board for action at the Commission meeting on November 10, 2022. An affirmative vote of 7 of the 9 voting members of the Board will be required to amend the Bylaws in November.

**DISCUSSION:**

The Bylaws serve as the legally-required rules and operating procedures for the governance of First 5 LA, as required by State law and the Los Angeles County Code. The Bylaws provide the governance structure, operating procedures, and definition of duties for the Board of Commissioners.

Additionally, the Commission makes its decisions guided by the principles of transparency, financial responsibility and accountability, and adherence to the Commission’s Strategic Plan as outlined in the Governance Guidelines.

As First 5 LA has evolved and matured over time, the Commission has updated the Bylaws and Governance Guidelines periodically to reflect then-current circumstances. The proposed amendments, as depicted in the attached and summarized in the attached presentation and the charts below, are intended to align the Bylaws and Governance Guidelines documents with current operating procedures. Text to be added is underlined, and text to be deleted is shown in ~~strikethrough~~ in the attachments.

**Bylaws:**

Page	Article	Section	Proposed Amendment(s)
6	VI	B.a.	Replaced the term “2020-2028 Strategic Plan” with the term “current Strategic Plan”.

6	VI	C.b.	Deleted the term “five-year” in reference to the maximum life of the organization’s financial plan as the current Long Term Financial Plan is ten years, not five.
6	VI	C.c.	Deleted the following sentence as this is no longer a practice adopted by the organization: “Staff will provide the Commission an annual update each spring on expiring grants and contracts.”
6	VI	C.d.	Added a new sentence concerning the Executive Director’s emergency authority to approve contracts under the Board adopted Procurement Policy.
6	VI	D.b.	Included a reference to the Board adopted executive succession plan in relation to the Commission’s duty to select the Executive Director.
6	VI	D.c.	Added a clause concerning the Commission’s duty to define the Executive Director’s responsibilities, including any emergency authorities granted by the Commission.
10	IX	I	Updated the regular monthly meeting dates to exclude the months of January, April, August, and December, consistent with the Commission’s current meeting cadence.
11-12	X	I	Added a provision to allow for the temporary appointment of a Commission member to a Committee in the event of the temporary absence of a Committee member.
12	X	I, II.A.	Added language clarifying that the in the absence of a Committee Chairperson, the Committee’s Vice Chair must conduct the routine business matters and meetings of the Committee.
12	X	II.A.	Amended the composition of the Executive Committee to include three, rather than two, voting members of the Commission appointed by the Chair of the Board.  <u>Note</u> that the proposed revisions to Section II.B. of Article X (discussed below) would also allow for an ex-officio representative of the Board to serve on the Executive Committee should the Commission Chair appoint an ex-officio representative as the Chair of the Program and Planning Committee.
12	X	II.A.	Included a reference to the Board adopted executive succession plan in relation to any duties delegated to the Executive Committee by the Board under the executive succession plan.
12	X	II.A.	Deleted the following sentence, which should have been deleted during the 2021 amendments to the Bylaws which removed all other term limits: “No person shall serve as Chair of the Executive Committee for more than four (4) consecutive terms, although this limit shall apply only to consecutive terms on the Committee, and shall not limit subsequent, non-consecutive terms.”
13	X	II.B.	Amended the composition of the Program and Planning Committee to permit the Chair of the Board to appoint a voting member or an ex-officio representative as the Committee Chair. Additionally, should the Board Chair appoint an ex-officio representative as the Committee Chair, the Board Chair must then appoint five, rather than four, voting members to the Program and Planning Committee.  <u>Note</u> that per Los Angeles County Code Section 3.72.050, the composition of the Commission includes four ex-officio, non-voting representatives. The following organizations designate an ex-officio representative to serve in an advisory capacity to the Board: <ul style="list-style-type: none"> <li>• The Commission for Children &amp; Families;</li> </ul>

			<ul style="list-style-type: none"> <li>• The Inter-Agency Council on Child Abuse &amp; Neglect (ICAN);</li> <li>• The Los Angeles County Policy Roundtable for Childcare &amp; Development; and</li> <li>• The Los Angeles County Office of Education (LACOE), the Los Angeles County Department of Children and Family Services (DCFS), the Los Angeles County Department of Public Health (DPH), or the Los Angeles County Department of Mental Health (DMH) on a 4-year rotating basis.</li> </ul>
13	X	II.B.	Added language clarifying that the in the absence of a Committee Chairperson, the Committee's Vice Chair must conduct the routine business matters and meetings of the Committee. Further, in the absence of both the Committee Chairperson and Vice Chair, their respective alternates may conduct the routine business matters and meetings of the Committee.
13	X	II.B.	Updated the regular meeting cadence for the Program and Planning Committee to state that the Committee will meet at least four times per calendar year, rather than on a monthly basis, consistent with the Committee's current meeting cadence.
13	X	II.C.	Added language clarifying that the in the absence of a Committee Chairperson, the Committee's Vice Chair must conduct the routine business matters and meetings of the Committee.

Governance Guidelines:

Page	Heading	Proposed Amendment(s)
2	Long-term financial projection	Deleted the term "five-year" in reference to the maximum life of the organization's financial plan as the current Long Term Financial Plan is ten years, not five.
2	"Paygo"*	Deleted the term "5-year" in reference to spending projections as the current Long Term Financial Plan is ten years, not five.
2	Sustainability*	Added language clarifying that Sustainability Plans are not mandatory but may be required of applicants if applicable to the work.
2	Leveraging*	Added language clarifying that certain financial reporting by applicants is not mandatory but may be required of applicants if applicable to the work.
2	Expiration of contracts/grants	Replaced the term "2015-2020 Strategic Plan" with the term "current Strategic Plan".  Deleted the following sentence as this is no longer a practice adopted by the organization: "Staff will provide an annual Board update each spring on expiring grants and contracts."
3	Strategic Planning (2015-20)	Replaced the term "Strategic Plan (2015-20)" with the term "Strategic Plan".
3	Alignment of "legacy" investments (from previous Strategic Plans) with 2015-20 Strategic Plan	Replaced the term "2015-2020 Strategic Plan" with the term "current Strategic Plan".
3	Criteria for new initiatives/programs	Corrected a spelling error.

		Replaced the term “5-year” in reference to spending projections with the term “multi-year” as the current Long Term Financial Plan is ten years, not five.
3	Assigned	Deleted the example, which is no longer current.
3	Committed	Deleted the example, which is no longer current.
3	Unassigned	Updated the reference to how the Fund Balance Reserve is calculated based on the organization’s current practices.

As discussed above, the proposed updates are generally routine, respond to changed operating procedures within the organization, and include some minor clean-up amendments. In addition to the proposed routine updates, there are two proposed amendments to the Bylaws that are more substantive in nature.

Composition of Program and Planning Committee

First, staff is proposing an amendment to the Bylaws that, if approved, would amend the composition of the Program and Planning Committee to permit the Board Chair to appoint a voting member or an ex-officio representative as the Chair of the Program and Planning Committee.

The Bylaws currently state that the Board Chair must appoint (1) a voting member of the Board in January of each year to serve as the Chair of the Program and Planning Committee and (2) four other voting members of the Board to serve as members of this Committee (although all Commissioners, whether voting members or ex-officio representatives may attend and participate in Program and Planning Committee meetings). As such, per the Bylaws, the Program and Planning Committee must be composed of a total of five voting members of the Board and does not include ex-officio representatives as Committee members.

Staff is proposing an amendment to the composition of the Program and Planning Committee that staff believes will provide the Board Chair with greater flexibility in making Committee assignments at the beginning of each calendar year. The proposed amendment, if approved, would permit the Board Chair to appoint a voting member or an ex-officio representative to serve as the Chair of the Program and Planning Committee.

Per Los Angeles County Code Section 3.72.050, the composition of the Commission includes four ex-officio, non-voting representatives. The following organizations designate an ex-officio representative to serve in an advisory, non-voting, capacity to the Board:

- The Commission for Children & Families;
- The Inter-Agency Council on Child Abuse & Neglect (ICAN);
- The Los Angeles County Policy Roundtable for Childcare & Development; and
- The Los Angeles County Office of Education (LACOE).

The Commissioners who represent The Commission for Children & Families (Jacquelyn McCroskey), ICAN (Deanne Tilton), and The Los Angeles County Policy Roundtable for Childcare & Development (formerly Karla Pleitéz Howell) are always non-voting members of the Board.

However, with respect to the Commissioner who represents LACOE, in 2013, the County Board of Supervisors adopted amendments to the composition of the Commission and created a rotating system of Commissioners who would be non-voting representatives on an every four year basis, including the LACOE representative. The Commissioners who are included in this 4-year rotation system are designated by the following agencies:

- LACOE;
- The Los Angeles County Department of Children and Family Services (DCFS);
- The Los Angeles County Department of Public Health (DPH); and
- The Los Angeles County Department of Mental Health (DMH).

By way of example, for calendar year 2022, the Commissioner representing DMH (Robert Byrd) is a non-voting representative on the Board and the Commissioners representing LACOE (Maricela Ramirez), DCFS (Frank Ramos), and DPH (Barbara Ferrer) are voting members. The Commissioner representing DPH will be the non-voting representative in 2023, representing DCFS will be the non-voting representative in 2024, and representing LACOE will be the non-voting representative in 2025.

Should the Board Chair appoint an ex-officio, non-voting representative as the Chair of the Program and Planning Committee under the proposed amendments, the Board Chair would need to appoint five (rather than four) voting members to the Committee. This would result in a Committee composition of (1) one ex-officio representative (as Chair of the Committee) and (2) five voting members for a total of six Commissioners on this Committee.

If the Board Chair appoints a voting member of the Board as Chair of the Program and Planning Committee, the composition of the Committee would remain as it currently is under the Bylaws, which is a total of five voting members.

#### Composition of the Executive Committee

Under the existing Bylaws, the composition of the Executive Committee includes: (1) the Chair of the Program and Planning Committee, (2) two voting members of the Board, and (3) the Vice Chair of the Board. As such, per the Bylaws, the Executive Committee must be composed of a total of four voting members of the Board and does not include ex-officio representatives.

Staff is proposing an amendment to the composition of the Executive Committee that, if approved, would modify the composition as follows: (1) the Chair of the Program and Planning Committee, (2) three (rather than two) voting members of the Board, and (3) the Vice Chair of the Board.

Additionally, should the Board Chair appoint an ex-officio, non-voting representative as Chair of the Program and Planning Committee under staff's proposed amendments to the Bylaws, that could result in Executive Committee being composed of four voting members and one ex-officio, non-voting representative (rather than four voting members only).

#### **RECOMMENDATION:**

Staff recommends that the Executive Committee reconsider and recommend approval of the proposed amendments to First 5 LA's Board Bylaws and Governance Guidelines, as attached to this report, to the Commission.