

**Table 1a. Summary of Substantive Proposed Amendments to the MGA Bylaws (March)**

ARTICLE AND TOPIC	SECTION	PROPOSED CHANGE & REASON (March 18, 2021)
<b>TITLE</b>		
		No change was proposed.
<b>ARTICLE 1 - THE AGENCY</b>		
<u>Name of Agency</u>	1.1	No change was proposed.
<u>SqCWD as Parent Agency</u>	1.4	At its inaugural meeting on March 17, 2016, the MGA Board designated the SqCWD as the Parent Agency of the MGA. At that meeting, the Board determined when the MGA does not have a governing policy or procedure, it will by default adhere to those of the SqCWD. This is now been added to the Bylaws.
<b>ARTICLE 2 - BOARD OF DIRECTORS</b>		
<u>PWO Terms</u>	2.2.7	This section clarifies the terms for PWO Directors, with a term of appointment for four years, and provides additional details regarding appointment, expiration of a term, and the establishment of staggered terms.
<b>ARTICLE 4 - OFFICERS</b>		
<u>Elected Officers</u>	4.1	Consistent with amendments to the JPA, Chair, Vice Chair and Secretary are defined as Elected Officers, distinguished from the Treasurer, who is appointed. The new text clarifies this distinction.
<u>Treasurer</u>	4.7	Relocates former section 6.2 (Treasurer) to 4.7 since the Treasurer is an Officer. Adds reference to Government Code 6505.6 which includes references to the duties and roles. (further defined in Section 4.7.1)
<u>Treasurer Appointment, Removal</u>	4.7.1	Adds language regarding the appointment of the treasurer and the appointment and functions of an auditor; this auditor refers to the staff person performing the functions of an auditor or controller (this is separate from the independent auditor). Per Gov. Code Section 6505.5 an Agency appoints separate individuals from the same agency perform these roles. Per Section 6505.6, the Agency may combine the roles and both roles may be held by one officer or employee.
<b>ARTICLE 5 - BD COMMITTEES, ETC.</b>		
<u>Committees</u>	5.1	JPA and Bylaws have been aligned to provide more clarity regarding committees. JPA Article 12 now authorizes the appointment of committees to assist in carrying out the purposes of the MGA, as well as a few other basic requirements. JPA Article 5 refers to the Bylaws for specifics.
<b>ARTICLE 6 - ADMINISTRATION, MANAGEMENT, STAFFING</b>		
<u>Staffing Support for Agency Officers and Board Members</u>	6.1.1	This section now more clearly defines the terms "Executive Team" and "Executive Staff". Adds language to further define eligible membership in the Agency's collaborative management executive team.
<u>Staffing support for Implementation of the Agency work plan</u>	6.1.2	Suggested language to clarify and differentiate between in-kind contributions of Member Agency staff to the Administrative, Management and Operation of the GSA and the involvement individual or small groups of Member Agency staff in implementing or supporting implementation of programs and projects that support the organization as a whole.

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<u>In-Kind Contribution of Staff</u>	6.1.2.1	Adds language to clarify the In-Kind Contribution of Staff
<u>Reimbursable Contribution of Staff</u>	6.1.2.2	This section has been added to allow compensation to a Member Agency for an MGA activity that requires a substantial and disproportionate amount of involvement of Member Agency staff in implementing or supporting the implementation of Agency programs and projects that support the MGA for which the In-Kind Contribution of Staff (Section 6.1.2.1) is not applicable or equitable.
<u>Reimbursable Contribution of Treasurer and Finance Staff</u>	6.1.2.3	This section allows for the reimbursement of the Treasurer and finance staff for services in support of the MGA. This was previously included within the Section 6.2.1.
<u>Administrative Support Staff</u>	6.1.4	Language added to eliminate the specific reference to the Community Foundation and replace it with a more general reference providing that executive staff can identify any appropriate approaches to providing for necessary administrative support for the agency and make recommendations to the Board to authorize those actions as needed.
<u>Treasurer</u>	6.2	This section was moved Section 4.7 and slightly modified as described above.
<u>Staffing Strategy Review</u>	6.3	This section was deleted. This Staffing Strategy Review was conducted and is as part of the Board meeting 3/18/21 packet Item 5.5.
<b>ARTICLE 10 - ETHICS AND CONFLICTS OF INTEREST</b>		
<u>Records Retention</u>	9.5	This section adds specifying language regarding disclosures that would violate the privacy rights of others, would result in or be in furtherance of a conflict of interest, or would be inconsistent with information protected by the attorney-client privilege, attorney work product, or privileged information under the Public Records Act.
<b>ARTICLE 10 - ETHICS AND CONFLICTS OF INTEREST</b>		
<u>Conflict of Interest</u>	10.1	Revision bifurcates Article 10 into Sections 10.1 and 10.2. Section 10.1 was updated to reflect that the MGA adopted a Conflict of Interest Code (COI) and reviews the COI as required by law.
	10.2	Added to clarify that each Director is subject to FPPC ethics requirements for elected and local officials, to provide that a status report on Board FPPC compliance shall be submitted annually to the Board, confirm that each Member Agency Director is governed by the ethics policy of the Member Agency it represents, and that PWO Directors are governed by the ethics policy of the Parent Agency.

**Table 2a. Summary of Substantive Proposed Amendments to the JPA (March)**

ARTICLE AND TOPIC	SECTION	PROPOSED CHANGE & REASON (March 18, 2021)	BOARD DISCUSSION AND DIRECTION (March 18, 2021)
<b>TITLE</b>			
		Title had been changed to reflect an amended JPA	The title should be changed to "First Amended Joint Powers Agreement".
<b>RECITALS</b>			
		Minor changes were made to the Recitals for clarity and consistency.	It was requested that the language of Recital D be changed to reflect the current status of the Basin, after the boundary modifications.
<b>ARTICLE 1 - DEFINITIONS</b>			
	1.3	Definitions are updated for clarity and/or for consistency to references to sections of the JPA	
<b>ARTICLE 2 - THE AGENCY</b>			
	2.1	Language amended to both accurately document prior actions and detail ongoing compliance after an amendment to the JPA.	
	2.3	The principal office of the Agency was previously stated in Article 7, Officers (7.3). Article 2 is a more appropriate location for this information. (organizational)	
<b>ARTICLE 6 - BOARD OF DIRECTORS</b>			
<u>Appointment of Directors</u>	6.3 & 6.5	Sections 6.3.1 through 6.3.4, and Section 6.5, required that appointments to the MGA Board of Directors be by a resolution of the board of each Member Agency. The proposed amendment removes the requirement that appointments be made resolution and allows a Member Agency to follow its appointment protocol.	
<u>Term of Appointment</u>	6.5.1	The JPA established that appointments to the MGA Board were for a term of four years, however the standard protocol for some Member Agencies is to make annual appointments to boards and committees, including the MGA Board. To reconcile the JPA with the Member Agency practices, the proposed amendment provides that the term of each director appointed by a Member Agency is established by that Member Agency.	A discussion was held on whether there should be a cap on the length of time served by a director. There was agreement to leave to the individual member agencies any policy on term limits.
	6.5.1	Bifurcates section 6.5 into 6.5.1 Appointments and 6.5.2 Removals for clarity.	
	6.5.2	Bifurcates section 6.5 into 6.5.1 Appointments and 6.5.2 Removals for clarity.	
	6.6	To improve clarity, this bifurcate section 6.5 into 6.6.1 Vacancies for Member Agency Directors and 6.6.2 Vacancies for Private Well Owner Directors.	
	6.6.1	Bifurcates section 6.5 into 6.6.1 Vacancies for Member Agency Directors and 6.6.2 Vacancies for Private Well Owner Directors to clarify the distinction between the processes.	
	6.6.2	Proposed change clarifies that in the event of a Private Well Owner vacancy that the Alternate Director shall fill the vacancy and serve for the remainder of the term of the departing Director.	
<b>ARTICLE 7 - OFFICERS</b>			
<u>Election and Appointment of Officers</u>		Article 7 was changed to make a distinction between the Chair, Vice Chair, and Secretary, all officers who are elected by the Board to annual terms, and the Treasurer, who is appointed pursuant to state law. Article 7 now defines the Chair, Vice Chair and Secretary as "Elected Officers".	
<b>ARTICLE 8 - BOARD OF DIRECTORS MEETINGS</b>			
<u>Initial Meeting</u>	8.1	No change had been proposed by staff.	A request was made to either change the language of 8.1 to reflect the original initial meeting or remove the section.
<u>Time and Place</u>	8.2	A change had been made to provide additional flexibility for setting the board meeting schedule.	The Board directed further changes needed so this section did not suggest that the Board might meet only semiannually.

**Table 2a. Summary of Substantive Proposed Amendments to the JPA (March)**

ARTICLE AND TOPIC	SECTION	PROPOSED CHANGE & REASON (March 18, 2021)	BOARD DISCUSSION AND DIRECTION (March 18, 2021)
<b>ARTICLE 9 - BOARD OF DIRECTORS VOTING</b>			
<u>Affirmative Decisions of the Board of Directors</u>	9.3	No change had been proposed by staff.	A question was raised as to why the requirement for unanimous member agency approval of an unanticipated expenditure estimated to cost \$100,000 was limited to only "capital" expenses. Board discussion on this included: a suggestion to strike the word capital; any checks on this "veto power" (i.e., would an objection good in perpetuity); since this would be outside the annual budget, does this provide a work-around from the unanimity requirement for the annual budget; should the annual budget require member agency unanimity (if there is no way to override one director's veto, this could stop the work of the MGA); not wanting to force any member agency to pay for services they are opposed to; the possibility of using a super-majority; the possibility of requiring both directors from a member agency vote against the unanticipated expenditure; as the MGA is not involved in capital projects, concern for capital costs is not relevant; and could this issue be addressed later. Three primary issues identified: 1) preserving consensus and unanimity among board members, 2) how to address the concern that a rogue director could hamper or cease the work of the MGA; and 3) how to proceed when an unexpected item, not in the annual budget, comes before the Board. The directed the Executive Team to consider and propose changes, as well as any related changes to Article 14.
<b>ARTICLE 13 - ACCOUNTING PRACTICES</b>			
<u>Fiscal Year</u>	13.2	Updates the JPA to be consistent with fiscal year to be July 1 - June 30 as approved by the Board and in the Bylaws; all of the Member Agencies use the same fiscal year.	
<b>ARTICLE 14 - BUDGET AND EXPENSES</b>			
<u>Agency Funding and Contributions</u>	14.2	Administrative changes were proposed for clarity.	
<u>Appointment Treasurer and Auditor</u>	Former 14.3	This provision, regarding the appointment of the Treasurer and Auditor, was moved from Article 13, Accounting Practices, to Officers, Article 7.	The Board asked the Executive Team to consider if the proportional shares for member agency contributions should be included.