

Best Practices for Board Governance, Roles, and Responsibilities

Josh Nelson

Best, Best & Krieger LLP

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Overview

- Introduction
- Minimum Legal Requirements
- Role of the Board vs. Directors
- Role of the Board vs. Staff



Introduction

- Purpose of the training
 - Reminder of the applicable legal requirements
 - Focus on new remote meeting rules
 - Provide some (hopefully) helpful tips on Board process and interactions
 - Discuss Board vs. staff roles and responsibilities
- Opportunity for a conversation
 - PLEASE ASK QUESTIONS!



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Reminder of Legal Requirements

- Act as permitted by the Airport District Act or other law
- Ensure your meetings comply with the Brown Act
- Provide access to records under the Public Records Act
- Comply with conflict of interest rules when doing so
 - Political Reform Act & Government Code section 1090



AB 2449 Remote Meetings

- Ability to attend remotely from a private location if “just cause” or “emergency”
- 3 Directors must attend in person
- Limits on number of times by year
- Directors must attend by audio/video



Roles of Directors vs. the Board

- Decision are made by the Board as body
 - Ideally by consensus, by majority if necessary
- Individual Directors are part of the Board as a whole
- President is one of five Directors, except as noted in policy



Roles of Directors vs. the Board

- You will disagree on policy but personal attacks/mistrust should be avoided
- Avoid “voting blocks”
- Strive to find a way to work together as a collective body
- The Board sets the tone for the whole District



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Policymaker vs. Advocate

- Policymaker
 - Listen and make informed decision considering all available information
 - Represent community as a whole
 - Act collectively and collaboratively
- Advocate
 - Commitment to ideal/belief
 - Represent idea or constituent group
 - Work to convince others of their viewpoint



Roles of Directors vs. Roles of Staff

- The “What”

- The “How”



Directors' Role, the What

- Director:
 - Represent the voters
- Board as a Whole:
 - Debate and create Policy
 - Set the priorities for TTAD
 - Make rules for TTAD to live by
 - Select leaders of staff
 - Responsible for fiscal sustainability of organization
 - Create a mission statement and strategic plan



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Staff's Role – the How

- Staff Member:
 - Inform and educate the Board
 - Provide an environment that allows Directors to represent the residents and carry out Board's responsibilities
 - Facilitate policy implementation
 - Make priorities into a reality
 - Run TTAD day-to-day



Put it Into Practice

- DO NOT MISTAKE PARTISANSHIP FOR ADVOCACY. THERE IS A DIFFERENCE BETWEEN MAKING POLICY AND THE DAY TO DAY BUSINESS OF TTAD.
- Example:
 - Request from a stakeholder for a pet project not aligned for strategic plan.
 - Staff recommends against it
- Best Practice:
 - Resist the urge to take sides;
 - Sometimes the politically unpopular thing is the right thing to do from a policy and practical effects perspective.



Role of General Counsel

Mission

- Provide sound legal and ethical advice to Board and Staff
- Represent TTAD in dealings with third parties and in court
- Provide guidance to the Board and Staff to lawfully attain TTAD's goals without undue risk



Role of General Counsel

- The client is the *entity* (i.e., TTAD)
- So:
 - GC's duty is to the entity, not to any individual Director/Staff
 - Confidentiality privilege belongs to the entity, not to any individual Director/Staff
 - The Board gives the GC direction on behalf of the entity
 - BUT, on a day-to-day basis, GC works closely with staff



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Put it Into Practice

- **REMEMBER THAT YOU ARE PART OF A TEAM – DON'T ASK A STAFF MEMBER TO RESEARCH AN ISSUE FOR YOU AND THEN SPRING IT ON THE OTHER DIRECTORS.**



"Helen, you're the Team Leader, why don't you jump first?"

- Example:
 - 2 days before Board meeting, members asks staff to prepare a report on consent item
 - Doesn't share report with other members but pulls item from consent and seeks to debate.
- Best Practice:
 - Everyone should have the same information so all are prepared.
 - Don't use staff to make your colleagues look bad.



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Role of Director vs. Role of Staff Takeaways

- Directors and Staff have different roles
- Directors should let staff implement policy
- Staff must not overstep and attempt to set policy
- There must be transparency, integrity, and trust for Board and Staff to carry out their roles



Questions?



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