

**SUMMARY MEETING NOTES**

**FIRST 5 LA**

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Executive Committee Meeting  
July 8, 2013**

**COMMITTEE MEMBERS PRESENT:**

Neal Kaufman (Chair)  
Duane Dennis (Vice-Chair)  
Sandra Figueroa-Villa  
Supervisor Mark Ridley-Thomas

**STAFF PRESENT:**

Kim Belshé, Executive Director  
John Wagner, Chief Operating Officer

**LEGAL COUNSEL:**

Craig Steel

**RECORDING SECRETARY:**

Linda Vo, Executive Assistant

1. Call to Order

The meeting was called to order by Commissioner Kaufman.

Commissioner Kaufman welcomed everyone in attendance.

2. Open Session: Role of Executive Committee

The goal of this meeting would be to determine what the roles of the Executive Committee should be and then to bring back what the Committee discusses today before the full Commission at a future date for consideration and approval.

Kaufman states that the way he interprets the Bylaws is that all committees, including the Executive Committee, do not make final decisions and only make recommendations to the Board. He also says that there has been no formal delegation of authority to the Executive Committee to make final decisions, except for when specific ones are sent to them by the full Commission. For example, Commissioner Kaufman states that in the closed session today, the Executive Committee will orchestrate/moderate the evaluation of the Executive Director, but that the full evaluation and any action taken in regards to it, will be brought forth to the full Board for consideration and approval. Legal Counsel Craig Steel agrees that this definition of how Commissioner Kaufman describes the Executive Committee meeting is accurate, according to the most recent version of the Bylaws, revised as of November, 2012.

Legal Counsel Craig Steel explains how there are exceptions when the Executive Committee will be tasked with making a final decision on a particular item. i.e. The Vicky Bass lawsuit. The full Commission delegated the Executive Committee to negotiate the settlement. The Executive Committee only makes final decision on a task-by-task basis.

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Commissioner Kaufman asks what the difference is between some of the tasks that are delegated to the Budget and Finance Committee in the Bylaws versus those that are delegated to the Executive Committee. Some appear to be overlapping. More specifically, he would like to know what the difference is between the Budget and Finance Committee and the Executive Committee in regards to the review of the draft annual operating budget. Per Craig Steele, the distinction is that the Budget and Finance Committee reviews the fiscal aspect of the operating budget and the Executive Committee reviews the operational/management aspect of it, and not the program budget side of it.

Executive Director Kim Belshé recognizes that all duties currently assigned in the Bylaws to each of the Committees are not necessarily clearly separated and are not necessarily black and white. She indicates that there is some overlap between the committees in regards to its responsibilities. However, Executive Director Kim Belshé clearly states that the following items are strictly meant for the Executive Committee to discuss/consider for action since these items are meant for a higher authority:

1. Personnel Issues
2. Compensation
3. Quality Assurance
4. Contracts

Legal Counsel Craig Steel makes a point that there may not be a clear distinction between the roles of all the Committees because the some of the current language used in the Bylaws is leftover from before and that the Budget and Finance Committee, for example, was just created in the last year.

Commissioner Figueroa-Villa states that she always understood the Executive Committee to only make recommendations and that the full Commission would clarify and make the final vote. Commissioner Kaufman concurred.

Commissioner Ridley-Thomas stated that he would like the Bylaws to be entirely reviewed in order to clearly define what the roles of all the respective committees are. He would like the Board to adopt a new set of Bylaws pursuant to what the Executive Committee is able to finalize as the roles of all the committees after the aerial review of it is completed. Although the last revision of the Bylaws was back in November 2012, Commissioner Ridley-Thomas still feels that the Bylaws may be dated and not completely applicable for today's First 5 LA. He feels that there needs to be a conversation about redefining the purpose of each of the Committees since there have been quite a few new Board members recently added and as a result, it would be important to get their input of what their perspective is on the current Bylaws as it relates to the roles of all the committees.

Executive Director Kim Belshé states that the most current revision was just done back in November 2012 so that there may not be a need for a big revision, except for maybe a few updates and/or amendments. Nonetheless, Commissioner Ridley-Thomas recommends that an ad hoc committee be created in order to review the current Bylaws and possibly add other things into the Bylaws that are not currently in there, such as some procedural policies related to the Executive Director. ie. Contracting authority of ED- ED can only sign contract documents up to \$24,999. All current contracts \$25,000 and above are required to go before the full board.

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Executive Director Kim Belshé agreed that the internal staff would narrow down their laundry list of items that should be reviewed by the ad hoc committee before it went before the Executive Committee for discussion and then presented to the full Board for consideration.

### **Recommendation of Next Steps:**

Within 60 days, the ad hoc committee will begin the initial review of the current by-laws and present their recommended findings/revisions of the Bylaws to the Executive Committee. What the Executive Committee discusses will then be brought forth to the full Board at the September, 2013 meeting and set to be voted on at the October, 2013 Board meeting.

Note: The ad hoc committee can include no more than 4 Commissioners (Brown Act).

### **ADJOURNMENT:**

The Open session was adjourned at 2:47 pm.

### **NEXT MEETING:**

The next regularly scheduled meeting will be taking place as follows.

August 5, 2013  
2:00 pm – 4:00 pm

First 5 LA  
Conference Room B  
750 N. Alameda Street  
Los Angeles, CA 90012

Meeting minutes were recorded by Linda Vo, Secretary to the Board of Commissioners.