

Marin Emergency Radio Authority (MERA) Board Presentation on the Work Group Proposal for a New MERA Governance Structure

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MERA Governance Work Group Members

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Scott McMorrow	Inverness Public Utility District
Matthew Odetto	City of San Rafael
Richard Pearce	Marin County Fire Chiefs Association/Tiburon Fire Protection District
Michael Rock	Ross Valley Agencies
George Rodericks	City of Belvedere
Maureen Cassingham	MERA Executive Officer
Tom Robinson	CBG Communications, Inc.
Dick Nielsen	CBG Communications, Inc.

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Governance Review

- Work Group charge from Strategic Plan:

- ☐ “Governance Work Group to look at changes to governance, potentially developing a new governance structure for recommendation to the Board approximately 18 months after adoption of the Strategic Plan” (adopted 12/8/2010)

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Governance Review

- Current structure

- ☐ 25 member agencies
- ☐ Each member agency has a representative on the Board
- ☐ Each member has an equal vote

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Key Governance-Related Points From Strategic Plan

■ Issues and Concerns

- ☐ Can Board members advocate effectively for the agency they represent?
- ☐ Are Board members able to provide differing types of needed expertise to help facilitate effective decision-making and action?
- ☐ Are Board members able to effectively balance the needs of their member agency and the group-oriented needs of MERA?

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Key Governance-Related Points From Strategic Plan

■ Issues and Concerns

- ☐ Five (5) agencies represent 80% of the use of the system
 - How is this factored into governance and operations?
- ☐ A large governing structure makes things complex
- ☐ There are a lot of players related to each issue, which requires receiving input, determining positions and getting additional input before decisions can be made.

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Key Governance-Related Points From Strategic Plan

■ Future Structure must:

- ☐ Leverage Strengths
- ☐ Overcome Weaknesses
- ☐ Address new Challenges
- ☐ Allow Opportunities to be pursued

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Key Governance-Related Points From Strategic Plan

■ Future Governance Considerations

- ☐ Board size
 - Would a smaller Board be more efficient and effective?
 - Should agencies with higher financial commitments have a larger voice/vote?
 - Since all agencies have significant financial commitments related to their size, should all have an equal voice/vote?

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Key Governance-Related Points From Strategic Plan

■ Future Governance Considerations

□ Board size (cont.)

- Potentially have combined representation for functionally or geographically similar entities, such as some current Executive Committee members

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Key Governance-Related Points From Strategic Plan

■ Future Governance Considerations

□ Potential Board Composition

- Elected officials
- City managers
- District heads
- Subject matter experts

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Governance Issues From Self Assessment Survey Results

- One half of respondents disagree that the Board has a consensus on a Vision concerning where MERA will be headed over the next 3-5 years
- Responses to the Fiscal Management issues indicate a need to look at how the MERA governance structure could positively impact fiscal management, funding development and fiscal planning

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Best Governance Practices of Other Governmental Authorities

- The Work Group reviewed the governance practices of the following entities related to their structure, principles and other pertinent characteristics:
 - ☐ Alaska Land Mobile Radio Communications System
 - ☐ RiverCom
 - ☐ Clark Regional Emergency Services Agency (CRESA)
 - ☐ Interagency Communications Interoperability System (ICIS)
 - ☐ Orange County

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NERA's Mission Statement

- NERA is a collection of public agencies formed in partnership to provide and operate a public safety radio system. As such, NERA provides a crucial communications delivery system that is interoperable between public agencies in order to efficiently and effectively facilitate critical (emergency) communications.

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Proposed NERA Vision Statement

- Describes what the organization should look like as it successfully implements its strategies and achieves its full potential

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Proposed MERA Vision Statement

- MERA provides essential communications between and among local and regional public entities that serve all facets of public safety, including Fire, Police, Public Works, Special Districts, Transportation and other Emergency Responders, to facilitate the protection of lives and property and enhance the safety of citizens, workers and visitors.

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MERA Core Values

- Also known as a code of behavior by which the organization adheres
- What service, operational and other attributes does or should MERA (and by association its individual members) hold in the highest regard?
- How does or should MERA conduct its functions in the most effective manner?

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AMERA Core Values

- How does or should MERA treat its members and internal stakeholders?
- How does or should MERA treat its external stakeholders?

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Proposed MERA Core Values

- **Leadership** – To set by example the standards we expect others to follow
- **Integrity** – To maintain the highest ethical principles and act in a completely transparent manner that merits respect and confidence
- **Diversity** – To respect the individual differences that provide a source of strength and enable a persistent team approach to identify and overcome obstacles
- **Empowerment** – To encourage responsible decision-making at all levels
- **Continuous Quality Improvement** – To continually strive to deliver the highest quality, responsive, timely, constantly improving, public service to both internal and external clients
- **Fiscal Responsibility** – To promote sound, fiscally-minded decision-making at all levels, without compromising service

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Principles of Governance

- What is our fundamental approach to governance?
 - ☐ Administration
 - ☐ Direction
 - ☐ Supervision
 - ☐ Service
 - ☐ Representation
 - ☐ Exercise of authority
- Governance that achieves the objectives and attains the goals that MERA has set and best meets the needs of MERA's members and those they represent

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Principles of Existing Governance

- Board
 - ☐ Sets the long term goals of the Authority
 - ☐ Supervises and sets the plan for the Executive Committee
 - ☐ Monitors the Executive Committee's performance and progress in achieving its goals
- Executive Committee
 - ☐ Reports to the Board on its oversight of day-to-day administration of the Authority
 - ☐ Delegates administrative and operational responsibility to the Executive Officer and Operations Officer respectively

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Principles of Existing Governance

■ Officers

- The Executive Officer:
 - Reports to the Executive Committee and the Board
 - Performs administrative duties
- The Operations Officer:
 - Oversees MERA's technical aspects and operations
 - Reports to the Executive Committee and the Board

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Proposed New Governance Structure

■ Board Size

- Options Considered
 - Current size, representing all 25 MERA member organizations
 - Reduced size, similar to the current MERA Executive Committee of 11 members (8 voting and 3 non-voting)
 - Reduced size of 7 to 9 members (historically an optimum Board size for many types of Boards of commercial, public and non-profit organizations)

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Proposed New Governance Structure

■ Board Size

- Ultimately, after significant discussion, the Work Group determined the following concerning Board size:
 - MERA's full Board should stay intact in order to consider and vote on the annual budget and any indebtedness

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Proposed New Governance Structure

■ Board Size, cont'd

- A nine (9) member Executive Board should be created that
- It would have the charge and responsibility to develop policy, provide direction and monitor the performance and progress of MERA in meeting its mission, and attaining its vision and long-term goals, within the budgetary structure approved by the full Board

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Proposed New Governance Structure

■ Board Composition

- The Work Group analyzed a variety of considerations related to composition of a new proposed Board Structure. These included:
 - Governors and Users
 - Basic qualifications for Executive Board Membership
 - Elected Official participation on the Board

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Proposed New Governance Structure

■ Board Composition, cont'd

- The Work Group, after input from the Finance Committee and Outreach Subcommittee, determined the following:
 - Not to propose a distinction between Governors and Users
 - Not to set specific requirements for the personnel qualifications of individual Executive Board Members. Rather, **NERA should provide information to member organizations on what Board members are expected to do and what they need to know, even for the full Board.**

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Proposed New Governance Structure

■ Board Composition, cont'd

- Not to recommend that Elected Officials participation on the Board be mandated, but rather to recommend that **at least some of the Board members, or members of an Election or Oversight Committee should be Elected Officials**

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Proposed New Governance Structure

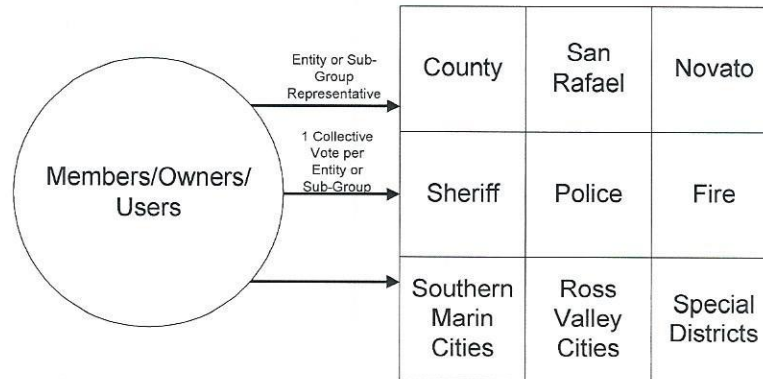
■ Board Composition, cont'd

- After review of all inputs and suggestions, including those from members of the Finance Committee and Outreach Subcommittee, the consensus nine member Executive Board proposed by the Work Group is depicted in the figure on the next slide.

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Proposed MERA Executive Board

Executive Board



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Proposed New Governance Structure

■ Board Composition, cont'd

- The specific entities that would be represented include the following:

- Marin County
- City of San Rafael
- City of Novato
- County Sherriff
- Police – All Departments and Authorities
- Fire - All Departments, Fire Protection Districts and Fire Services, both large and small

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Proposed New Governance Structure

■ Board Composition, cont'd

- The specific entities that would be represented include the following:

- Southern Marin Cities – The cities and towns of Sausalito, Mill Valley, Tiburon and Belvedere
- Ross Valley Cities – The cities and towns of Corte Madera, Fairfax, Larkspur, Ross and San Anselmo
- Special Districts – The College of Marin, Inverness Public Utility District, Marin County Transit, Marin Municipal Water District, and Marinwood Community Services District

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Proposed New Governance Structure

■ Board Composition, cont'd

- Regarding individual members, for the slots representing the County, San Rafael, Novato, Southern Marin Cities and Ross Valley Cities, the Work Group recommends either the County Administrator and City Managers respectively or an elected official from the respective governing bodies (the City Manager or elected official from the Southern Marin Cities and Ross Valley Cities, would be elected perhaps on a rotating basis, from the members of each group).

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Proposed New Governance Structure

■ Board Composition, cont'd

□ Additionally:

- For Police – a rotating member from the Police Chiefs Association
- For Fire – a rotating member from the Fire Chiefs Association
- Special Districts – a rotating member, selected by vote of the special district members comprising that Executive Board member slot

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Proposed New Governance Structure

■ Board Composition, cont'd

- Regarding duties and responsibilities, the proposed nine (9) member **Executive Board would assume all the duties and responsibilities of the current Executive Committee, as well as all duties and responsibilities of the full MERA Board, except for approval of the Budget and approval and modification of MERA's indebtedness.**

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Proposed New Governance Structure

- Board Composition, cont'd
 - The full MERA Board, though, would still have **ultimate control of the Authority**. These changes are reflected in a revised set of Principles of Governance as shown next:

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Proposed New Governance Structure

- Revised Principles of Governance
 - Board
 - Approves the annual budget and any indebtedness
 - Retains ultimate governance control of the Authority

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Proposed New Governance Structure

■ Revised Principles of Governance

□ Executive Board

- Sets the policies and goals of the Authority
- Reports to the full Board at its annual meeting on its oversight of day-to-day administration of the Authority
- Supervises and sets the plan for the Executive Officer and Operations Officer
- Delegates administrative and operational responsibility to the Executive Officer and Operations Officer respectively
- Monitors the Executive Officer's and Operations Officer's performance and progress in achieving MERA's goals

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Proposed New Governance Structure

■ Revised Principles of Governance

□ Officers

- The Executive Officer:
 - Reports to the Executive Board and the full Board
 - Performs administrative duties
- The Operations Officer:
 - Oversees MERA's technical aspects and operations
 - Reports to the Executive Board and the full Board

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Proposed New Governance Structure

■ Funding and Voting Formula

- The Work Group considered two critical areas of participatory costs for MERA members, **Base Infrastructure costs** and **Operations (Utilization) cost**, and the impact on, or by, the new Governance Structure. The Work Group noted the following and passed its findings on to the Finance Committee:

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Companion Funding and Voting Formula Recommendations for Finance Committee Review

■ Funding

- Review and update Lando Formula.
- Employ a system that enables payment for exact system usage.
- Pay for the next generation system using a combination of funding mechanisms being pursued by the Finance Committee.
- If citizens are involved, elected officials should be represented in governance/oversight in some way.

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Companion Funding and Voting Formula Recommendations for Finance Committee Review

■ Voting

- Composition of 9 member Executive Board naturally lends itself to a weighted voting system.
- However, the full Board still retains ultimate control.

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Next Steps

Next Steps are as discussed at the beginning of Governance agenda item. Specifically:

- Full Board considers proposed Governance changes and approves concept in principle.
- Board members consult with the agencies/organizations they represent. A 2/3 vote of the current membership is required to change the JPA and Bylaws, and institute the new Governance structure.
- The Full Board convenes at a special meeting to approve the recommended new structure as is, with changes, or not approve.

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Thank you!

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