



Los Angeles Regional Collaborative
for Climate Action and Sustainability

GOVERNANCE POLICY

Updated Policy Approved by LARC Membership

August 5, 2014

PREAMBLE

The Los Angeles Regional Collaborative for Climate Action and Sustainability ("LARC" or "the Collaborative") was established in September 2007 to share information, foster partnerships, and develop system-wide strategies to address climate change through sustainable communities in Los Angeles County.

This Governance Policy ensures that the Collaborative and its members put the necessary authority in place to promote decision making in support of the purpose and objectives set forth in LARC's Charter. The Governance Policy provides guidelines for how the Collaborative members can best work together and manage the strategic direction of the Collaborative, specifically to focus on regional work that supports local governments and members to succeed in meeting sustainability goals and does not directly compete with or duplicate members' efforts. It covers the areas of membership terms, parliamentary procedure, committees, staffing, and additional functional elements. This Governance Policy shall be approved by a majority vote of the LARC Membership. The guidelines are subject to future refinement or changes as LARC members may find necessary or advisable. Any changes to the Governance Policy require a majority vote of approval by the full LARC Membership.

RELATIONSHIP WITH UCLA IOES

LARC is housed at the University of California Los Angeles (UCLA) Institute of the Environment and Sustainability (IoES). As such, the Regents of the University of California are the Collaborative's legal and fiscal sponsor. The IoES shall serve as the Regents' liaison on a day-to-day basis. As a legal

entity of the University of California, LARC must follow all rules, regulations, and legal obligations emanating from this status. Therefore, the University of California shall sign all contracts on behalf of the LARC.

LARC MEMBERSHIP

Any legal entity representing a regional interest in climate mitigation and adaptation action may apply for membership in LARC.

Members shall have an opportunity to provide input and recommendations into the LARC Strategic Plan and updates.

All members are eligible for the LARC Governing Board.

MEMBERSHIP PROCESS

Admittance to LARC may take place throughout the year. Dues shall be pro-rated. The Managing Director shall track membership.

In order to become and remain a member in good standing:

- LARC staff provides annual invoice (pro-rated, if applicable) to applicant entity
- Applicant entity submits the following to LARC at address provided on invoice:
 - If remitting monetary dues, includes a check
 - If remitting in-kind dues, includes a description of in-kind assistance
 - Member contact information, including entity designee and alternate
 - Corporate responsibility statement, if for-profit entity or investor-owned utility
- If a concern is raised about admitting a particular entity, the Governing Board shall review the application form and documentation and approve or disapprove admittance.

MEMBERSHIP DUES

There shall be one billing cycle per year. The LARC fiscal year shall be July through June. The Managing Director shall invoice each Member in the preceding May for annual dues collected in July. Annual dues shall be pro-rated for the first annual cycle based on the date of joining. These annual dues shall be good for the remainder of the fiscal year. The annual dues rate for each Member is indicated on that Member's LARC application form.

GOVERNMENT, NON-GOVERNMENTAL ORGANIZATIONS, FOR-PROFIT ENTITIES

- General membership is open to governmental organizations, non-governmental organizations, and for-profit entities within Los Angeles County.
- Dues start at \$1,000.
- For-profit entities with revenues totaling between \$250,000 and \$1 million annual are eligible for this level of annual dues.

LARGE REGIONAL GOVERNMENTAL AGENCIES, UTILITIES, AND FOR-PROFIT ENTITIES

- Large regional governmental agencies and utilities include:
 - The Southern California Association of Governments (SCAG)
 - The Los Angeles County Metropolitan Transportation Authority (LACMTA or Metro)
 - The Southern California Air Quality Management District (SCAQMD)
 - Los Angeles International Airport (LAX)
 - Long Beach Airport
 - Burbank Airport
 - Port of Long Beach
 - Port of Los Angeles
 - The Metropolitan Water District (MWD)
 - The Los Angeles Department of Water and Power (LADWP)
 - Burbank Water and Power (BWP)
 - Pasadena Water and Power (PWP)
 - Glendale Water and Power (GWP)
 - The Gas Company (SoCal Gas)
 - Southern California Edison (SCE)
- Large For-Profit Entities are businesses with annual revenues of \$1 million or greater.
- Dues start at \$10,000.

SMALL BUSINESSES

- Small business with an annual revenue of less than \$250,000 shall be eligible to remit their annual dues as a combination of monetary support and in-kind support, totaling at minimum \$1,000.
- The monetary support shall not be less than \$500 annually.
- The in-kind support for small businesses includes but is not limited to full time equivalent staff time, approved projects with specified deliverables, technical assistance, research, data, use of facilities for meeting space and other events, other resources,

and the successful recruitment of additional monetary dues paying members.

- In-kind support is monetized by the small business member on each annual invoice
- The Governing Board approves each entity's monetized in-kind support

ACADEMIA, NON-GOVERNMENTAL ORGANIZATIONS

- These entities may offer in-kind support.
- In-kind support includes, but is not limited to: full time equivalent staff time, approved projects with specified deliverables, technical assistance, research, data, use of facilities for meeting space and other events, and other resources
- Programmatic funds used by entities for LARC activities are not considered in-kind dues
- In-kind support is monetized by the member on each annual invoice
- The Governing Board approves each entity's monetized in-kind support
- LARC shall require a minimum number of FTE hours and/or projects equaling \$1,000 annually

MEMBERSHIP MEETINGS

The LARC Membership meetings are intended to afford LARC members an opportunity to network and learn from one-another about projects and initiatives taking place throughout the region. LARC members shall also receive an update on LARC's programmatic work.

The Membership meetings shall take place every other month, on a set schedule. The Membership meetings shall be led by the Managing Director. The Managing Director shall set an agenda, with the input of LARC members. Agendas shall be posted on the LARC website by the Managing Director at least one week prior to the meeting date. The Managing Director shall give an update on LARC activities and related business, as well as upcoming events.

Meeting minutes shall be taken by LARC staff and made available to the LARC members and the general public on the LARC website in a timely manner.

GOVERNING BOARD

There shall be a standing governance committee called the LARC Governing Board. The Governing Board may create additional committees based on the management needs of the organization.

The LARC Governing Board provides strategic direction and general oversight for the Collaborative.

The Governing Board shall be no larger than 7 members.

Functions of the Governing Board

The Governing Board is responsible for general governance of the Collaborative; ensures the financial health of the LARC; oversees the work activities of the LARC, including, but not limited to, regular communication with the Managing Director and/or staff of the LARC; and, examines and reviews the LARC's performance, according to the metrics in the Strategic Plan.

The Governing Board members shall carry out any or all of the following functions in order to further the LARC's mission and goals:

- Attend each Governing Board meeting
- Consider and pass resolutions
- Approve LARC participation in grant proposals
- Solicit funds
- Develop LARC's Strategic Plan, in partnership with the Managing Director
- Promote the work of LARC to government officials, climate change practitioners, and the general public
- Elect Officers of the Governing Board
- Establish LARC committees as needed
- Conduct hiring process for the Managing Director
- Assess the job performance of the Managing Director in collaboration with the UCLA Institute of the Environment and Sustainability, on an annual basis. Job performance assessments shall be passed to the IoES, for appropriate action, if necessary and recommended by the Governing Board

Terms

Each member of the Governing Board holds his or her seat for the term of two years, with the option for re-election. Elections to the Governing Board

shall take place every year, with three (3) members of the Governing Board members up for election in odd years and four (4) members of the Governing Board up for election in even years.

Election Process

To be a Governing Board Member, an entity shall be a Member of LARC; nominated by a LARC Member; and, confirmed by a majority vote of the full LARC membership. Elections shall take place on an annual basis. Nominations shall be made by LARC members at the May Membership Meeting. The election shall be set up in an electronic format by the Managing Director. The electronic election shall open within one (1) week of the May Membership Meeting and shall remain open until May 31st. The Managing Director shall close the electronic election on May 31st at 5PM and shall tally the votes. The Managing Director shall inform the LARC Membership of the results during the first week in June. The new Governing Board members shall take office at the July Governing Board meeting.

When selecting new Governing Board members, care will be paid to maintain geographic representativeness from Members throughout the greater Los Angeles Region and to include at least one representative from the each of the following sectors:

- UCLA
- Municipality
- County of Los Angeles
- Regional Agency
- Non-Profit Organization
- Utility
- At-Large

Each organizational member of the Collaborative who has been elected to membership on the Governing Board shall appoint a representative and alternate representative to serve on the Governing Board.

Revocation of Governing Board Membership

Membership on the Governing Board shall be revoked if dues are not paid for six months after invoicing.

Attendance at less than seventy-five percent (75%) of Board meetings by the primary or alternate representative in a one-year period may be grounds for removal from the Governing Board, pending a majority vote of the Governing Board.

Officers

The officers of LARC shall be elected by a majority vote of the Governing Board. There shall be, at minimum, a Chair, Vice Chair, and Immediate Past Chair.

- Chair
 - The Chair of the Governing Board shall set the agenda, convene and lead meetings of the Governing Board. The Chair may also appoint the Managing Director as a Chair Pro Tempore for purposes of convening meetings of the Governing Board.
- Vice-Chair
 - The Vice-Chair shall serve in lieu of the Chair when the Chair is unable to perform her/his duties.
- Immediate Past Chair

Quorum

A quorum for purposes of a Governing Board Meeting shall be at least four (4) members. Unless otherwise stated, a majority vote of the Governing Board members in attendance shall govern decisions and actions taken by the Governing Board.

Governing Board Meetings

The Governing Board shall meet Quarterly on a set schedule. Governing Board Meetings shall be led by the Governing Board Chair. The Chair shall set an agenda, with the assistance of Governing Board members and the Managing Director. Agendas shall be posted on the LARC website by the Managing Director at least one week prior to the meeting date. The Managing Director shall give an update on LARC activities and related business.

Meeting minutes shall be taken by LARC staff and made available to the LARC members and the general public on the LARC website in a timely manner, after review by the Governing Board. Distribution of the Board meeting minutes is part of a clear and transparent process to keep members informed related to LARC's decision-making, work program, funders, budget-setting, and strategic plan processes.

LARC STAFF

All LARC staff members are University of California employees with the rights and responsibilities outlined in the university's personnel policies.

Staff include:

- Managing Director

Additional staff positions shall be created and filled as needed, in accordance with funding availability.

HIRING PROCESS FOR MANAGING DIRECTOR

The Governing Board shall advertise for open Managing Director position, review applications, and conduct interviews. The Governing Board shall then choose a candidate to recommend for the position. A majority vote of the Governing Board shall affirm the candidate for the position. The Governing Board shall ensure that the candidate meets appropriate hiring policies of the University of California. The UCLA Institute of the Environment and Sustainability shall hire the candidate chosen by the LARC Governing Board. If there are any concerns raised or disputes that arise between IoES and LARC, the Governing Board shall ensure a resolution that meets the Collaborative's intentions but respects all appropriate laws and regulations borne by the fiscal sponsor (IoES).

LARC shall have full jurisdiction over matters of hiring. The fiscal sponsor shall have legal and fiduciary responsibilities and liabilities associated with employee supervision and cannot be compelled to make decisions that are counter to its interests, rights, and responsibilities.

RESPONSIBILITIES OF MANAGING DIRECTOR

The Managing Director reports to the Governing Board, and is responsible for the LARC's achievement of its mission and financial objectives. The Managing Director is the "voice" of the LARC, and unless decided otherwise by the Governing Board, represents the LARC at meetings, hearings, panels, and other public events.

In pursuing these goals, the Managing Director shall be responsible for:

1. Governing Board Administration and Support
 - a. Keep the Board fully informed on LARC's programs and budgets
 - b. Convene and facilitate Board and Committee meetings, if any
 - c. Set, with Chair of the Governing Board, meeting agendas
 - d. Notify members of meetings
 - e. Record meeting minutes
 - f. Disseminate meeting notes/minutes to members
2. Program and Service Delivery
 - a. Develop, in concert with the Board, a long-range strategic plan which achieves LARC's mission

- b. Develop program, organizational, and financial plans to implement the long-range strategic plan
 - c. Carry out plans and policies authorized by the Board
 - d. Establish working relationships with entities throughout the region and the state working on climate action activities
 - e. Release climate-related research and policy reports
 - f. Deliver all grant deliverables and requirements
 - g. Maintain official records and documents, and ensure compliance with federal, state and local regulations
3. Financial Management
- a. Recommend annual budget for Board approval
 - b. Manage finances with the UCLA Principal Inspector
4. Fundraising
- a. Oversee fundraising planning and implementation, including identifying resource requirements, researching funding sources, establishing strategies to approach funders, submitting proposals and administering fundraising records, documentation, and reporting.
5. Human Resource Management
- a. Manage LARC staff according to authorized personnel policies and procedures that fully conform to current laws and regulations
 - b. Perform annual performance evaluations of LARC staff
 - c. Oversee LARC volunteers and student workers
 - d. Oversee consultants and working groups performing work for and/or in conjunction with the LARC
 - e. Encourage staff and volunteer development and education, and assist program staff in relating their specialized work to the total program of the organization
6. Community and Public Relations
- a. Create and implement a media/communications plan
 - b. Communicate LARC activities, science, and programs to the public, to state and local officials, and to regional stakeholders, assuring that LARC's mission, programs, and services are presented in a positive image
 - c. Develop LARC message and talking points for LARC members to use when talking about LARC programs/projects/initiatives, and/or otherwise representing the LARC in any capacity
 - d. Manage LARC public events

CONTRACTING

As legal and fiscal agent of LARC, the Regents of the University of California (UC Regents) shall enter into contracts on behalf of LARC. Contracts shall follow all appropriate rules governing disbursement of UCLA funds, as approved by the designated IoES agent.

FINANCES AND BUDGETS

The Regents of the University of California are the Collaborative's legal and fiscal sponsor. The IoES serves as the Regents' liaison on a day-to-day basis.

There is a separate budget for each grant or other source of funds. Because LARC is an entity of the University of California, there is an overhead rate charged for each source of funds.

1. Federal funding for research performed on campus is charged a standard fifty-four percent (54%) overhead rate.
2. Federal funding for research projects not performed on campus is charged a thirty-seven percent (37%) overhead rate.
3. Foundation grants are charged the overhead rate that the Foundation allows. For example, the Haynes Foundation allows an eighteen percent (18%) overhead rate.
4. State and local funding is charged variable overhead rates. State funds are typically charged a twenty-five (25%) overhead rate.
5. Gift funding is charged a six percent (6%) overhead rate. Philanthropic gifts are included in this rate.

The Strategic Growth Council Sustainable Communities Planning Grant and Incentives Program Budget

LARC, in consultation with the Los Angeles County Metropolitan Transportation Agency (Metro), received funds through the Strategic Growth Council Sustainable Communities Planning Grant and Incentives Program to perform regional climate action work. This is a state grant. UCLA is administering this grant for LARC for a negotiated zero percent (0%) overhead rate. Therefore, UCLA receives no compensation for the Institute of the Environment and Sustainability (IoES) administrative, and other, staff time.

The LARC General Budget

The LARC General Budget includes LARC Membership dues. This budget is considered a gift account by the University of California. Therefore, funds in this account are subject to a six percent (6%) overhead rate. Funds in this account can be used for any purpose. The fiscal agent for the LARC General Budget is a UCLA Principal Investigator.

Services LARC receives from UCLA

1. Accounts management and trimesterly reporting. Assurance that if there is an audit, there is a clear, transparent and professional paper trail, backed up by UCLA
2. Website hosting, if a server is needed; and, website design assistance
3. Full employee health and pension benefits; access to UCLA services, including the library, gym, seminars and other programs
4. Office space
5. Full computing assistance and services
6. Cyber security
7. Accounting for grants in progress
8. Access to UCLA legal department for process questions and others