

AGENDA

MEETING OF THE BOARD OF COMMISSIONERS

Chair: Sheila Kuehl

Thursday, November 4, 2021

10:30 AM Click [HERE](#) for Public Zoom, YouTube, and Dial-in Info

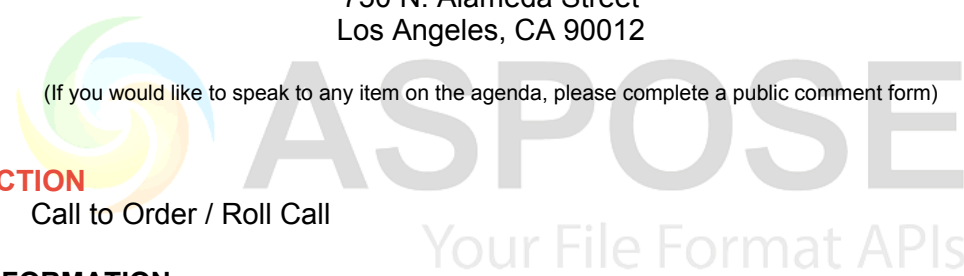
Meeting Location:

First 5 LA

750 N. Alameda Street

Los Angeles, CA 90012

(If you would like to speak to any item on the agenda, please complete a public comment form)

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- ACTION**
Call to Order / Roll Call
 - INFORMATION** 2
Review Meeting Minutes from Executive Committee on September 30, 2021
 - INFORMATION** 4
2022 First 5 LA Calendar

Presenters: Peter Barth, Chief of Staff
Linda Vo, Board Relations Manager
 - INFORMATION**
Public Comment (for items not on the agenda)
 - ACTION**
Adjournment

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COMMISSIONERS

Los Angeles County Supervisor	Jane Boeckmann	Yvette Martinez
Sheila Kuehl	Bobby Cagle	Romalis J. Taylor
<i>Chair</i>	Barbara Ferrer, Ph.D., M.P.H., M.Ed.	Keesha Woods
Judy Abdo		Marlene Zepeda, Ph.D.
<i>Vice Chair</i>		

EX OFFICIO MEMBERS

Karla Pleitez Howell
Jonathan E. Sherin, M.D., Ph.D.
Wendy Smith, Ph.D., LCSW
Deanne Tilton

EXECUTIVE DIRECTOR

Kim Belshé

EXECUTIVE VICE PRESIDENT

John A. Wagner

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SUMMARY MEETING NOTES

**FIRST 5 LA
SUMMARY MEETING NOTES
Special Meeting of the Executive Committee
(Open and Closed Sessions)
September 30, 2021
3:30 pm – 4:30 pm**

COMMITTEE MEMBERS PRESENT:

Judy Abdo
Frank Ramos (Alternate)
Yvette Martinez
Marlene Zepeda

STAFF PRESENT:

Peter Barth, Chief of Staff
Kim Belshé, Executive Director
Linda Vo, Board Relations Manager
John Wagner, Executive Vice President

EXECUTIVE COMMITTEE MEMBERS

ABSENT:

Jonathan Sherin [Excused]

LEGAL COUNSEL:

Craig Steele

1. Call to Order/Roll Call

The Special Meeting of the Executive Committee was called to order by Committee Chair Abdo at 3:31 pm. Roll call completed.

2. Review Meeting Minutes from Executive Committee on May 17, 2021

Meeting minutes were received and filed with no additions or deletions.

3. 2022 First 5 LA Calendar

Linda V. discussed the possibility of reducing touchpoints for First 5 LA's 2022 Board calendar. This is part of First 5 LA's ongoing commitment to streamlining our Board-related work while ensuring Commissioners have the information needed to fulfill their strategic governance responsibilities. Two examples of what First 5 LA has already done around this are 1) the Procurement Policy project that First 5 LA started in 2019, and its recent approval in September and 2) the introduction of a new ED report format in May 2020.

Linda also spoke to the 2021 Board survey findings where we heard from Commissioners that meeting materials are too voluminous, engagement with commissioners could be more strategic and Board and Committee meetings are too frequent, especially for those Commissioners who have another job. Given the positive feedback from Commissioners that reduced meeting times of 3 hours to 2 is sufficient to accomplish the Board's work, our Board Relations team began analyzing and comparing Board meeting practices with other large First 5s, including First 5 CA.

Based on this comparison, there seems to be an opportunity to reduce Board touchpoints while still maintaining strategic engagement with Commissioners, accomplishing our work and meeting all statutory compliance.

Some Commissioner feedback received on this topic was that First 5 LA is very unique with a fairly larger budget as compared to other First 5s. Given this, it is understandable that First 5 LA has more

SUMMARY MEETING NOTES

Board meetings.

Executive Committee members did agree that:

- Board books are voluminous
- The time for Commissioners is a lot, and we're the largest Commission
- How we use the time matters – meetings tend to be the right pace, substantive; do have a hard time keeping up
- One meeting per month feels like a good cadence

They also wanted to know

- Are there substitute activities to help Commissioners know about programs beyond PPC mtgs?

Informed by the feedback from this discussion, staff informed Committee members they would come back with further recommendations to the Board calendar for 2022.

There was no further discussion on this item.

4. Legal Services Contract Update

Peter B. provided information regarding re-procurement of Legal Services for First 5 LA. He reminded the Executive Committee that First 5 LA last issued a competitive solicitation for legal services in 2015. In accordance with the contract terms approved by the Board, First 5 LA executed the initial contract with Richards, Watson, and Gershon (RWG) in 2016, renewed the contract in 2019, and as of March 1, 2021, continues to work with RWG for legal services on a month-to-month basis.

In response to the solicitation, a total of three (3) organizations submitted proposals. The review process consisted of three levels of review.

Following the Level 2 Internal Review and Level 3 Interview, one firm was recommended for contracting: Richards, Watson, and Gershon (RWG). Staff plan to bring this item as info at the October Board meeting and then action at the November Board.

There was no further discussion on this item.

5. Public Comment (for items not on the agenda)

No public comments.

ADJOURNMENT of open session:

Meeting adjourned @ 3:25 pm.

CLOSED SESSION OF THE EXECUTIVE COMMITTEE:

Executive Committee members resumed the meeting in closed session.

There were no public comments. Summary minutes were recorded by Linda Vo, Board Relations Manager.

Memo

To: Executive Committee
 From: Peter Barth, Chief of Staff, and Linda Vo, Board Relations Manager
 Date: November 4, 2021
 Subject: Finalizing the Board Meeting Calendar for 2022

BACKGROUND:

At the end of every calendar year, First 5 LA's Board Relations staff propose a calendar for the subsequent year's full Board and Program and Planning Committee (PPC) meetings.

At the September 30 Executive Committee meeting, Board Relations staff presented the opportunity to reconsider First 5 LA's historic approach to Board and PPC meetings, informed by results from the 2021 Board Relations Survey, requirements for Board governance outlined in First 5 LA's bylaws, and aligned with Board input and staff's goal to improve strategic engagement with Commissioners.

Following the Executive Committee meeting, First 5 LA's Leadership Team assessed work planned for 2022, the Executive Director discussed meeting strategies with Board and Committee leadership and Board Relations staff consulted with legal counsel to advise on bylaw requirements and analyzed various Board meeting calendar options.

Informed by this additional work, staff are returning to the Executive Committee with a proposed calendar for 2022.

WHAT WE LEARNED:

Board survey and initial analysis: The 2021 Board of Commissioners survey highlighted opportunities for staff to improve strategic engagement with the Board, including a potential reduction in the total number of meetings as one component of improving strategic Commissioner engagement. As shared with the Executive Committee in September, Commissioners are asked to attend as many as three First 5 LA Board meetings per month, translating to an estimated 160 hours of First 5 LA-related work per year. While not a primary consideration in determining the Board meeting calendar, the current Board meeting commitment also translates to a significant workload for First 5 LA staff.

Commissioner engagement: During the September Executive Committee meeting and in follow-up Commissioner engagement, we heard that a monthly Board meeting – either full Board or Program and Planning Committee – is not an unreasonable expectation for an organization with the size and scope of responsibilities as First 5 LA. We also heard that more strategic engagement with the Board in all its meetings could help reduce the need for more frequent meetings.

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Board requirements and bylaws: In reviewing the requirements for Board engagement (see Attachment A), staff learned that most Board actions can be considered in either a regular meeting of the full Board or a special meeting of the Board, which is how all Program and Planning Committee (PPC) meetings are publicly noticed. Two exceptions to this flexibility include the Board's actions related to the Executive Director's contract, and any actions taken through a consent calendar, both of which must be taken in regular Board meetings.

Work planning for 2022: Finally, in assessing the work currently planned for 2022, the Leadership Team learned that there are opportunities to engage the Board in First 5 LA's work in more integrated, aligned, and strategic ways which could reduce the overall time required of the Board and increase the strategic level of engagement with Commissioners. For example, rather than bringing individual contracts and projects to the Board for discussion, First 5 LA staff could bring multiple contracts and projects working toward shared goals to the Board, highlighting how multiple workstreams within First 5 LA contribute to organization-wide goals.

ASSESSING ALTERNATIVES AND DEVELOPING A RECOMMENDATION:

Informed by this learning, Board relations staff developed various options which would, more often than not, result in one primary Board meeting – full Board or PPC – per month while continuing the current practice of providing August and December meeting breaks for summer and winter breaks.

Staff looked at various options, including:

1. **Maintaining the status quo** with full Board and PPC meetings per month. This results in 17 Board and PPC meetings per year – 9 full Board and 8 PPC.
2. **Alternating full Board and PPC meetings** with one full Board or PPC meeting per month. This results in 10 Board and PPC meetings per year – 5 full Board and 5 PPC meetings.
3. **A blended approach** with PPC and Board meetings scheduled in regular intervals to meet work needs. This option results in a range of total Board meetings, from 12 to 14, with some months including both full Board and PPC as necessary.

Note that, as with every year, Board calendar planning is focused only on the full Board and PPC meetings. In addition to Board and PPC, four closed sessions of the Board are held – aligned with existing full Board meetings – to discuss Executive Director performance, two Budget and Finance Committee meetings are held aligned with the budget development process, and Executive Committee meetings are scheduled as needed.

To guide the analysis of the various options, staff asked the following questions:

1. Are we meeting statutory requirements?
2. Are we able to get the work anticipated done well and on time?
3. Are we using Commissioner time more strategically?

Through this analysis, staff learned that the work planned for 2022 does not justify maintaining the status quo, nor is the status quo option responsive to Board input.

In addition, staff learned that it would be challenging to execute option 2 – alternating Board and PPC meetings monthly – given current bylaws. As outlined in Attachment A, action on a consent calendar can only be taken in full Board meetings; in assessing the volume of work approved by the Board on past consent calendars, staff are concerned that having only 6 opportunities for action on a consent calendar per year would prevent our ability for work to be done on time.

Given these constraints and considerations, staff worked to develop a recommendation reflected in the approach outlined in Option 3; this option allows the Board to meet on at least a monthly basis in a regular full Board or PPC meeting, provides sufficient space on full Board consent calendars to move work forward, and provides regular intervals between full Board and PPC meetings to support a consistent work cadence.

RECOMMENDED 2022 BOARD CALENDAR:

Based on the considerations and criteria outlined above, and our engagement with the Board since the September PPC meeting, Board Relations staff recommend the following calendar for regular Board and PPC meetings in 2022:

Proposed 2022 Board of Commissioners Meeting Calendar		
Month	Meeting Type	Date
January	Program and Planning Committee	January 27, 2022
February	Board of Commissioners	February 10, 2022
March	Board of Commissioners	March 10, 2022
April	Program and Planning Committee	April 21, 2022
May	Board of Commissioners	May 12, 2022
June	Board of Commissioners Program and Planning Committee	June 9, 2022 June 23, 2022
July	Board of Commissioners	July 14, 2022
August	No meeting – summer break	
September	Board of Commissioners Program and Planning Committee	September 8, 2022 September 22, 2022
October	Board of Commissioners	October 13, 2022
November	Board of Commissioners	November 10, 2022
December	No meeting – winter break	

The calendar provides for 8 regular meetings of the full Board and 4 meetings of the Program and Planning Committee for a total of 12 Board meetings in 2022. Each meeting will be scheduled for 3 hours, aligned with First 5 LA’s practice before the pandemic.

The proposed calendar roughly follows a cadence of one PPC meeting and two full Board meetings every quarter, with a general approach of one meeting per month. In June and September, staff propose

convening both a full Board and PPC meeting given critical work demands like contract renewals, budget development, and end of year planning.

As noted above and aligned with past practice, meetings of the Executive Committee, Budget and Finance Committee, and closed meetings of the full Board meetings will be scheduled as needed. These meetings are typically significantly shorter in duration than full Board and PPC meetings.

NEXT STEPS:

Following today's discussion, staff will work with Board and Committee leadership to finalize dates for 2022 meetings.

The annual Board meeting calendar does not require Board action, but staff will return to the full Board on November 10 to share the final meeting calendar for 2022. In addition, as a follow-up to the July Board presentation focused on Board survey findings, staff will highlight ongoing efforts to improve strategic engagement with the Board beyond meeting cadences at the November 10 Board meeting.

Throughout 2022, Board Relations staff will continue to engage with Commissioners to assess progress toward the goal of increasing strategic engagement with the Board, including feedback on the new Board meeting cadence to inform future Board meeting planning and any potential interest in adapting First 5 LA's bylaws to bring greater consistency and clarity to future Board practices.

Attachment A

Annual Board Approval Requirements

Work Requiring Board Action

According to First 5 LA's bylaws and standard practices, the following items require Board engagement and approval.

1. **Mid-year Budget Adjustments:** Requirement not outlined in bylaws; in practice, Board approval sought by March of each year.
2. **Budget and Long-term Financial Plan:** Approved by June 30th of each year per bylaws
3. **Public Hearing of Strategic Plan Review:** Approved by June 30th of each year per bylaws
4. **Public Hearing: Receipt and File of First 5 CA Annual Report:** Received and Filed by June 30th of each year per bylaws
5. **Policy Agenda:** Requirement not outlined in bylaws; in practice, Board approval sought by the beginning of each year, though moving forward we would like it approved by December of each year.
6. **Performance Evaluation of the ED:** Requirement of a performance evaluation of the Executive Director to be done annually per bylaws; in practice we have been conducting this 4 times/year, approximately quarterly with 4th meeting taking place before the end of each year.
7. **Contract Renewals and Approvals in compliance with Board-approved Procurement Policy:** No set date or timeline for approvals but this is ongoing work that must be Board approved when above a certain threshold, per our Procurement Policy and bylaws. In practice, most renewals are Board-approved May through June and most new procurements are Board-approved July through April.

Requirements for Board Action

Board action can be taken on all issues in either a regular or special meeting of the Board of Commissioners with the exception of two issues, which must take place in a regular meeting of the full Board:

1. Action on a consent calendar
2. Action on issues related to employee salary (in practice, the Executive Director)