

## RESOLUTION NO. 2019-21

### **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY AMENDING THE OPERATING RULES AND REGULATIONS TO DEFINE UNEXCUSED ABSENCES, INCLUDE THE CODE OF ETHICS POLICY, CLARIFY COMMITTEE MEMBERSHIP, AND CLARIFY COMMITTEE APPOINTMENT TIMING**

WHEREAS, the Silicon Valley Clean Energy Authority ("Authority") was formed on March 31, 2016 pursuant to a Joint Powers Agreement to study, promote, develop, conduct, operate, and manage energy programs in Santa Clara County; and

WHEREAS, Section 2.5.11 of the Joint Powers Agreement provides for adoption by the Board of Directors of Operating Rules and Regulations; and

WHEREAS, the Board of Directors adopted Resolution No. 2016-04 on June 8, 2016 approving the initial Operating Rules and Regulations for the Authority; and

WHEREAS, the Operating Rules and Regulations currently do not provide a definition of an unexcused absence; and

WHEREAS, the Operating Rules and Regulations currently do not address the consequences of violating SVCE's Code of Ethics Policy; and

WHEREAS, the Operating Rules and Regulations currently do not specify committee membership; and

WHEREAS, the Operating Rules and Regulations currently do not provide committee appointment timing.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. Section 5 of Article III of the Operating Rules and Regulations is hereby amended to read:

Section 5. Removal of Board Members for Cause. A Director may be removed by the Board for cause. Cause shall be defined for the purposes of this section as follows:

- a. Unexcused absences from three consecutive Board meetings. Board members shall make every effort to notify the Chair and/or Board Clerk no later than 24 hours prior to any regular meeting of his/her absence. The failure to give such notice shall be deemed an unexcused absence unless the failure to give timely notice was due to emergency circumstances.

- b. Unauthorized disclosure of confidential information or documents from a closed session or the unauthorized disclosure of information or documents provided to the Director on a confidential basis and whose public disclosure may be harmful to the interests of the Authority.
- c. Failure to comply with SVCE's Code of Ethics Policy.

Written notice shall be provided to the Director proposed for removal and the governing body that appointed such Director at least thirty days prior to the meeting at which the proposed removal will be considered by the Board. The notice shall state the grounds for removal, a brief summary of the supporting facts, and the date of the scheduled hearing on the removal. The Director proposed for removal shall be given an opportunity to be heard at the removal hearing and to submit any supporting oral or written evidence. A Director shall not be removed for cause from the Board unless two-thirds of all Directors on the Board (excluding the Director subject to removal) vote in favor of the removal.

Section 2. Section 1 of Article IV of the Operating Rules and Regulations is hereby amended to read:

Section 1. Establishment of Committees. The Executive Committee and all other Committees of the Board shall be selected as provided by Sections 4.6 and 4.7 of the Agreement. Each duly established Committee may establish any Standing or Ad Hoc Committees determined to be appropriate or necessary. The duties and authority of all Committees shall be subject to the approval and direction of the Board. The term of office for each Committee established by the Board shall be one year. The Executive Committee members shall be appointed at the annual meeting in January with all other Committee members appointed in February. There are no limits on the number of terms that a Director may serve on a Committee. If for any reason, the appointment of Committee members is not made at either the January or February meeting of the Board in any year as provided above, such Committee members shall continue to serve in their positions until an appointment is made at a meeting of the Board. An alternate Director may not attend a Committee meeting on behalf of an absent regular Director. Except for the Executive Committee, alternate Directors may be appointed by the Board to Committees. However, for each Committee, not more than one Committee member shall represent a particular member agency.

Section 3. Section 3 of Article V of the Operating Rules and Regulations is hereby amended to read:

Section 3. Annual Meeting. The Board shall hold an annual meeting in January of each year at which time it will appoint Board officers and Executive Committee members.

**ADOPTED AND APPROVED** this 11th day of December, 2019, by the following vote:

<b>JURISDICTION</b>	<b>NAME</b>	<b>AYE</b>	<b>NO</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
City of Campbell	Director Gibbons	✓			
City of Cupertino	Director Sinks	✓			
City of Gilroy	Director Tovar				✓
City of Los Altos	Alternate Director Fligor	✓			
Town of Los Altos Hills	Director Corrigan	✓			
Town of Los Gatos	Director Sayoc	✓			
City of Milpitas	Director Montano				✓
City of Monte Sereno	Director Javed Ellahie	✓			
City of Morgan Hill	Director Martinez Beltran				✓
City of Mountain View	Director Abe-Koga	✓			
County of Santa Clara	Director Ellenberg	✓			
City of Saratoga	Director Miller	✓			
City of Sunnyvale	Director Smith	✓			

  
Chair

**ATTEST:**

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Clerk