



Western Riverside Council of Governments Executive Committee

Staff Report

Subject: Updates to WRCOG JPA and Bylaws
Contact: Dr. Kurt Wilson, Executive Director, kwilson@wrcog.us, (951) 405-6701
Date: November 1, 2021

Requested Action(s):

1. Direct staff to forward the JPA Amendment to WRCOG member agencies for their approval.
2. Adopt Resolution Number 25-21; A Resolution of the Executive Committee of the Western Riverside Council of Governments amending its Bylaws.

Purpose:

The purpose of this item is to present an updated version of the WRCOG Joint Powers Agreement and Bylaws. These updates were made based on direction from a subcommittee tasked with reviewing both documents.

Background:

The practices, role, and needs of WRCOG have evolved over the past three decades. The processes outlined in the formation document (Joint Powers Agreement) and the operational document (Bylaws) should be updated from time to time in order to capture changes in the needs, intent, and focus of the Executive Committee. This agenda item proposes updates to both documents.

Earlier this summer, a subcommittee comprised of Vice-Chair Crystal Ruiz, Committee member Brian Tisdale, Committee member Ben Benoit, and immediate Past Chair Kevin Bash met to evaluate and propose changes to WRCOG's Bylaws. The group met over a series of months and identified several substantive changes along with several formatting and/or stylistic changes.

Upon completion of their work on the Bylaws, Chair Spiegel tasked the group with performing a similar task with the Joint Powers Agreement – the parent document to the Bylaws. The group convened and has completed its work.

Both documents are attached as proposed (clean) version and redline version.

A partial list of key changes to the JPA is listed below. For the full scope of changes, please see the attached red line document (Attachment 1) (list of substantive changes). The changes are intended to:

1. Remove references to the membership of the Morongo Band of Mission Indians.
2. Modernize language and processes, including removal of references to use of member agency employees to perform day-to-day WRCOG Agency business.

3. Completely revise indemnity language to better articulate WRCOG responsibility to indemnify member agencies.
4. Remove outdated arbitration provision.

A partial list of key changes to the Bylaws is listed below. For the full scope of changes, please see the attached red line document (Attachment 3) (list of substantive changes). The changes are intended to:

1. Clarify the role of the Chairperson to include, without limitation, the power to execute documents or take other actions as directed by the Executive Committee, make appointments to the Administration & Finance Committee, create and appoint to ad hoc committees, and call special meetings.
2. Clarify which official will preside over the meeting when the Chair is absent. Designates the Past Chair to preside over the meeting if the Chair, Vice-Chair, and Second Vice-Chair are absent.
3. Clarify the duties of the Executive Director and General Counsel and the Executive Committee's ultimate oversight authority over the Executive Director and General Counsel. Duties of the Executive Director include:
 - a. Administration of personnel system
 - b. Administration of contracts
 - c. Preparation of audit by outside auditor
 - d. Enforcement of policies, rules and regulations, motions, or resolutions
 - e. Preparation and implementation of budget
4. Establish the selection, oversight, and termination process of the Executive Director and General Counsel.
5. Update gender references.
6. Make various non-substantive language changes for clarity.

Prior Action(s):

October 13, 2021: The Administration & Finance Committee recommended that the Executive Committee 1) direct staff to forward the JPA Amendment to WRCOG member agencies for their approval; and 2) adopt Resolution Number 25-21; A Resolution of the Executive Committee of the Western Riverside Council of Governments amending its Bylaws.

Fiscal Impact:

This item is for informational purposes only; therefore, there is no fiscal impact.

Attachment(s):

Attachment 1 - JPA - red lined

Attachment 2 - JPA - clean

Attachment 3 - Bylaws - red lined

Attachment 4 - Resolution Number 25-21 Amending the Bylaws