



## **Governance Committee**

### **AGENDA**

**Wednesday, August 20, 2025 at 1:00 PM**

**CLSD Headquarters, 38901 Ocean Drive, Gualala, CA**

Meeting Link: <https://us06web.zoom.us/j/86710713810?pwd=YQwbpiUOfCGBXTCiteFbCDy0Z177tl.1>

1-408-638-0968 Meeting code: 867 1071 3810, password: 144919

1. Call to Order Schwartz
2. Agenda Approval Schwartz
3. Privilege of the floor Schwartz
4. New Business:
  - No new business at this time.
5. Old Business:
  - Governance Committee Charter Schwartz
  - Governance Committee Goals Schwartz
6. Shout out Open to all
7. Next Governance Committee Meetings – 1:00 PM
  - September 17, 2025
8. Adjournment

# **AST LIFE SUPPORT DISTRICT**

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## **Governance Committee**

### **Meeting Minutes**

**Wednesday, July 16, 2025 at 1:00 PM**

**CLSD Headquarters, 38901 Ocean Drive, Gualala, CA**

Meeting Link:

<https://us06web.zoom.us/j/86710713810?pwd=YQwbpiUOfCGBXTCIteFbCDy0Z177tl.1>

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**BOD Present:** Secretary Naomi Schwartz, Director Julie Bower, Director Susan Sandoval

**Staff Present:** Bronwyn Golly, EMS Chief, Cobre Hernandez, Executive Administrator

**Minutes by:** Cobre Hernandez, EA

Meeting called to order at 1pm by Secretary Schwartz.

**After review, the Meeting Agenda was unanimously approved.**

1. Privilege of the Floor  
No floor business at this time.

#### 2. New Business:

##### **Governance Committee Charter**

Changes were made to the sample charter distributed in the meeting packet to remove responsibilities that are not applicable to the CLSD Governance Committee. A draft with these changes will be reviewed at the next meeting.

##### **Governance Committee Goals**

There was a general discussion of the purpose of the Governance Committee and where the members would like to see the Committee fill in gaps around governance and state/federal compliance.

**Standardization** - One of the goals is to standardized documents, such as policies and resolutions. The Committee decided on a new numbering system for Board resolutions. The resolution numbers will reflect the year and the sequential order that the resolutions were created. For example: the first resolution proposed to the Board for 2025 would be Resolution No. 2025-A, and the second resolution would be Resolution No. 2025-B.

**Bylaws** – The CLSD Bylaws were last updated in July 2024. The final versions with the changes adopted by the Board are missing. The Committee decided to re-introduce the Bylaws with changes made from Secretary Schwartz’s notes. Chief Golly will ask President Beaty to add it to the next Board Meeting agenda.

**Administrative Calendar** – There was a discussion of starting an administrative calendar in order to keep the Board on track with important deadlines. EA Hernandez mentioned the administrative calendar they have been creating since February. They will include it in the next meeting packet for the Committee to review and add to.

**3. NEXT GC MEETINGS: Wednesdays, 1pm**

August 20, 2025

September 17, 2025

**4. Adjournment**

**The meeting was adjourned at 2:15pm.**

## Governance Committee Charter

### PURPOSE

The Governance Committee ("Committee") will assist the Board of Directors of Coast Life Support District to fulfill its responsibilities regarding matters that relate to governing the organization.

Deleted: the (insert name of organization)

Deleted: and in identifying and making recommendations to the board candidates to be Board Directors

### KEY RESPONSIBILITIES

The Governance Committee shall perform all duties as requested or required by the Board of Directors. The Governance Committee will specifically be responsible for the following duties and responsibilities:

- Advise the Board about operational strategies including relevant amendments to the organization's bylaws to strengthen the organization and empower the Board in meeting its obligations related to good governance principles and abide by the organization's mission.
- Advise the Board about strategies that strive to increase individual Board Director effectiveness and their abilities to work collaboratively with their peers.
- Devise and make recommendations for policies on issues related to Board Director service.
- Devise and make recommendations for policies that reflect best practices for overall good governance.
- Devise and make recommendations for the bi-annual review of the Board's Conflict-of-Interest policy.

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Lead and facilitate periodic board self-assessments to ensure superior board performance and overall trust in effectiveness.¶  
identify the current and future needs of the organization to ensure that the Board has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue their duties in planning and oversight.¶  
the end of each of their board terms as part of the re-election process to ensure that they continue to have the appropriate skills and engagement level to continue serving on the Board.¶  
the criteria and qualifications that they deem appropriate for election as Board Directors.¶  
interview candidates for potential Board Directors that meet the identified criteria for election to the Board.¶  
nominations to the Board for qualified individuals as Board Directors.¶  
Directors to serve as Committee Chair and Committee Members.¶  
newly appointed Board Directors and provide ongoing board training and development.¶

### GOVERNANCE COMMITTEE COMPOSITION AND TERM LIMITS

The Governance Committee shall be composed of three Board Directors. They will be recommended by the Board President and approved by the Governance Committee. The Board President will designate a Committee Member to serve as Committee Chair. This is a standing committee with no term limits. Committee Members may be dismissed at the discretion of the Board Chair. (Should we schedule all committee makeups to be reviewed/renewed at the first January Board Meeting?)

Deleted: BOARD OF DIRECTOR

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Deleted: Chair

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Deleted: , and appointed by a majority vote of the Board of Directors in the current office in accordance with the bylaws.

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### MEETINGS

The Governance Committee will meet at least quarterly and hold additional meetings as needed to fulfill its responsibilities as described in this Committee Charter and as called by the Governance Committee Chair.

### AUTHORIZATION AND LIMITATIONS OF POWER

The Governance Committee has no power or authority to act on behalf of the full Board of Directors. The Governance Committee will abide by the provisions in the Bylaws that pertain to the meetings and actions of the Board.

## **Governance Committee**

### **FY25/26 Goals**

#### **Policy Review**

##### **Revision**

Conflict-of-Interest

Financial (**defer to the Finance Committee**)

Billing & Collections (**defer to the Finance Committee**)

DA(EMS Chief) Evaluation

Employee Handbook

##### **New Policies**

Records Retention

Employee Recognition

Platt Training Center Reservations

#### **Bylaws Update**

Submit final version for full Board approval

#### **Document Standardization**

- Agendas
- Minutes
- Resolutions
- Policies

#### **Administrative Calendar**

Calendarization of (and distribution to full BOD)

- Audit
- Budget
- BOD requirements: Form 700, filing for elections, various classes that are required
- BOD member dates of service on Board
- EMS Chief review
- EMS Appreciation Week
- Staff pay scale review
- Dates need to file to be on the ballot for any subsequent election.
- Review of UC agreement
- Annual Goal Setting for BOD with quarterly inclusion of agenda for BOD discussion & review

## CLSD Administrative Calendar – Board of Directors

(every year populate with the BOD general meeting and committee meeting schedule)

To schedule: bi-annual conflict of interest code review and certification, audit deadlines, LAFCO annual payment, CMS data reporting, annual IT policies and contract review, assign annual vector solutions trainings for staff

### January

#### **Census of Government Survey of Public Employment & Payroll E-3: Special Districts**

- Update Current Employee List with Emergency Contact Information (also does the BOD roster need updated, does it get updated with the state? Couple these together in the calendar)
  - Review CSDA New Laws Series and Annual Legislative Report to determine any new laws that may apply to your special district – **Governance Committee**
  - Board Committee Selection/Renewal – **Executive Committee**
  - Remind Form 700 filers at the agency that April 1 is deadline to file form. For specified officials, must also be sent to clerk of the Board of Supervisors
- 3** IGT – Certification #1 Due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA – second payment due for 25/26 payment plan
- 17** IGT – Invoice #1 payment due (PP-GEMT)
- 30** State Controller's Office Transaction Report
- 31** No later than January 31, ensure that all W-2s for employees, 1099s for non-employees, contractors, and consultants have been issued.

### February

- Within 7 months after close of fiscal year, make sure that financial transaction report has been filed with State Controller's Office.
  - Review and update Enterprise Systems Catalog
  - SDRMA – will provide estimates for renewal for budget planning
- 12** Bureau of Labor Statistics Reporting

### March

- Ethics Training for All Board Members (Spring 2025-Spring 2027-and so on. Except for new board members in 2026 who will be on an alternate year schedule )
  - Sexual Harassment training for all Board Members (same as Ethics)
  - Should we add any other trainings to the board's training rotation. Odd years webinars like fiscal accountability?
- 12** Bureau of Labor Statistics Reporting
- 18** SDRMA – Spring Education Day, opportunity for credits
- 31** SDRMA – Credit incentive point documentation due

### April

- Budget prep for next fiscal year – **Finance Committee**

- SDRMA – Updated renewal budget estimate
- 1** Form 700 must be turned into staff and postmarked no later than April 1
- 1** SDRMA – withdrawal notice deadline
- 4** IGT - Certification #2 due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 18** IGT - Invoice #2 payment due (PP-GEMT)
- 30** GCC Report (annual compensation report due to State Controller's office)

## May

- Annual update to appropriations limit (also known as Gann Limit)
- 12** Bureau of Labor Statistics Reporting

## June

- Capital Improvement Plan review (should we add this as a regular planning doc? Gov. Comm?)
- SDRMA – renewal contribution invoices issued
- 12** Bureau of Labor Statistics Reporting

## July

- GEMT Annual Participation Survey
- 1** Beginning of new fiscal year
- 4** IGT – Certification #3 Due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA – Plan Renewals, payment due (typically for full year, split into 2 pymts in 25/26)
- 15** SDRMA – Workers' comp annual payroll reconciliation opens
- 18** IGT – Invoice #3 payment due (PP-GEMT)

## August

- SDRMA Workers Comp Renewal Questionnaire
- Special districts must conduct an annual audit, typically complete by September 1, although deadlines may vary by agency.
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA - Workers' Compensation Payroll Reconciliation deadline

## September

- Review and update agency's conflict of interest code. Must be done every two years, in even-numbered years. – **Governance Committee**
- QuickBooks year end closing
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA-Workers Comp Annual Payroll Reconciliation
- 30** ESI – EAP Contract Renewal

## October

- Review records retention policy and address any records destruction necessary – **Governance Committee**
- 1** SDRMA – Renewal Questionnaire opens
- 3** IGT – Certification #4 Due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 17** IGT – Invoice #4 payment due (PP-GEMT)

## November

### Board elections?

### Audit?

- If your district is a CALPERS agency, ensure that a publicly available pay schedule has been approved and adopted by your governing board.
- 12** Bureau of Labor Statistics Reporting
- 30** GEMT Audit (Annual Cost Report)

## December

- Within 10 days of any changes to the Board of Directors, or other facts regarding the agency, file Statement of Public Agency with county clerk and Secretary of State.
  - Approve annual meetings schedule for agency.
- 12** Bureau of Labor Statistics Reporting

## Future Dates to Schedule:

Urgent Care contract renewal – current contract ends June 30, 2028

## BOARD OF DIRECTORS

### FINANCE

### GOVERNMENT

### ADMINISTRATION (other)



## Coast Life Support District

### BYLAWS

Adopted July \_\_, 2014

Text color	Meaning
Black	Unique to bylaws
Blue	Directly from AB 4227 (original 1986 enabling legislation)
Red	Directly from AB 2672 (added 1988)  This bill would revise the territory of the district (adds Irish Beach)
Green	Directly from AB 2091 (added 2006)  This bill would authorize the district's board of supervisors to charge a fee to cover the cost of any service that the district provides or the cost of enforcing any regulation for which the fee is charged. This bill would also allow the district's board of directors to charge residents or taxpayers of the district a lower fee than it charges nonresidents or nontaxpayers, and would allow the district's board of directors to waive any fee by adoption of a resolution.

#### Article 1. **Mission Statement**

Section 1. The purpose of the Coast Life Support District is to provide and promote high quality healthcare services, facilities, emergency care and health education to all District residents and visitors.

#### Article 2. **Organization**

Section 1. The governing body of the District shall consist of a Board of seven members who are residents of the District and are registered voters. The number of Board members elected will alternate, four and three, every two years.

Section 2. In the case of a vacated position on the Board between elections, the Board will appoint a replacement to fill the vacated position. This replacement will remain on the Board for the duration of the term of the member he/she is replacing. An effort will be made to maintain geographical balance on the Board. The vacancy may occur as the result of death, incapacitating illness, removal

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from the District, resignation, or any other reason that prevents that Board member from fulfilling their obligation. Absence from three successive meetings of the Board without having made arrangement with the Board President is adequate cause for the Board to declare a vacancy in the position.

If a vacancy should occur, the Board President shall place on the agenda and appoint an ad hoc Nominating Committee, consisting of at least three Directors, at the next Board Meeting after a vacancy has been identified.

Section 3. The Nominating Committee shall be responsible for ensuring that the vacancy is posted on the CLSD website and shall utilize available local media, bulletins, and other appropriate posting sites in the local community to communicate the vacancy. The Nominating Committee shall be responsible for establishing and/or updating current selection criteria, with input from other Board Members. The Nominating Committee shall consist of members of the Board of Directors and can include other members of the community.

Notification of the vacancy shall be maintained for a minimum of fifteen days. Applications should continue to be gathered at a minimum of fifteen days after the initial posting period.

The Nominating Committee will schedule interviews with the interested parties. Interested parties should submit a letter of interest accompanied by a resume. The Nominating Committee shall present their findings to the Board together with their recommendation for the temporary appointment to fill the vacancy. If approval is not obtained, the Nominating Committee shall propose an alternate candidate for approval. If the Board fails to make an appointment within sixty days to fill the vacancy then the Mendocino County Board of Supervisors must make the appointment. (CA Government Code AB 1780)

All appointments to the Board must be confirmed through the general ballot and election process that occurs at designated times during the year.

Section 4. At the first regular meeting of the Board following an election, the Board will elect a President, a Secretary, and a Treasurer. There will be no time limit to the terms of these officers, and they may be reelected. The President, the Secretary and the Treasurer will comprise the Executive/Governance Committee.

Section 5. At the first regular meeting of the Board, newly elected members will be certified at this time. Vacant Board Officer positions will be filled by nomination and election by the Board.

Section 6. Board members shall serve without compensation. However, travel or other expenses incurred by a Board member in performance of the Board or District related duties may be reimbursed at the discretion of the Board.

Section 7. Any Board member who has any financial or property interest of any kind in any private ambulance company or any other provider of any services with which the District may be entering

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into a contractual arrangement, must disclose such potential conflict of interest. They cannot participate in discussion of nor vote on this matter.

### Article 3. **Meetings**

Section 1. The regular meeting of the Board will be held at least six (6) times a year at a date, time and place designated by the Board.

Section 2. Notice of these regular meetings shall be published in local media, bulletins, and other appropriate posting sites within the local community. Agendas of each meeting shall be posted at least 72 hours prior to the meeting.

Section 3. The public shall have the opportunity to attend all regular and special meetings, and shall have the opportunity to address any item on the agenda. However, no member of the public will be allowed more than three minutes of discussion time on any one agenda item until every other member of the public has had an opportunity to speak.

Section 4. If at any time there are insufficient matters to require a meeting, the President with the concurrence of the Secretary and the Treasurer (Executive/Governance Committee) may cancel that meeting.

Section 5. A special meeting may be called by the President of the Board or by a majority of the members of the Board. Notice of the special meeting shall be given to each Board member by telephone or by registered mail giving the reason for the special meeting. Public Notice, including the reason for the special meeting shall be given as far in advance as possible in the same manner as in Section 2. No business other than the matter for which the special meeting is called shall be discussed or acted upon at that special meeting.

Section 6. The notice and conduct of all meetings of the Board, including executive and closed sessions shall be subject to the Ralph W. Brown Act and all amendments thereto.

Section 7. Four members of the Board shall constitute a quorum. All ordinances and resolutions require a full majority of (4) votes of the entire Board by voice vote.

### Article 4. **Powers of the Board**

Section 1. The Board is the governing body of the District. The powers of the Board include, but are not limited to the following:

- A. Hiring personnel and/or entering into a contract for:
  - 1. Consulting services
  - 2. Accounting services
  - 3. Billing services

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4. Administrative services
- B. Making arrangements for and subsidizing educational programs to promote:
  1. First responder and CPR classes
  2. EMT classes
  3. Any other classes or seminars that will serve to augment or improve the quality of services of the District.
- C. Purchase supplies and equipment deemed necessary for the conduct of the business of the Board and the District
- D. In general, the powers of the Board are defined in AB 4227/Chapter 375, Sections 30 through 36 (page 7 of AB 4227). As the governing body of the District, the Board will also exercise those powers outlined in AB 4227/Chapter 375, Section 50 through 65 (pages 9 through 12 of AB 4227).
- E. Hiring and overseeing the District Administrator, who reports to the CLSD Board.

## Article 5. **Powers of the Officers**

### Section 1. The President

- A. The President shall preside at meetings of the Board.
- B. They shall appoint committees of two or more members to investigate and research those areas in which the Board needs more information in order to make proper decisions. A committee so formed will present its findings to the President or the Board. A committee, unless specifically authorized to do so by the majority of the Board will not make any decisions binding upon the Board in matters pertaining to:
  1. Hiring or firing personnel
  2. Expenditure of funds
  3. Discipline of any employees or contractors of the District.
- C. They may designate a member of the Board or staff to do specific tasks such as:
  1. Contacting a regulatory body or officer to obtain needed information or to provide obligatory reports to a regulatory body or officer.
  2. Representing the Board at community, county or other meetings where such representation is mandatory or would be advantageous to the Board.
- D. The President will be the chief liaison between the Board and the people of the District, the counties of Mendocino and Sonoma and all regulatory agencies and officials.
- E. Any complaints of any nature received by any member of the Board will be related to the President of the Board who will respond to the complaints or delegate some other member of the Board to do so.

### Section 2. The Secretary

- A. In the absence of the President, the Secretary will preside at any meetings, regular or special, and will become the presiding officer of the Board.
- B. The Secretary will be responsible for a written record of every meeting of the Board.

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- C. The Secretary will be responsible for scheduling and performing the annual review of the District Administrator by the Board in July of each year.
- D. The Secretary will be responsible for scheduling the review of the CLSD By Laws every three years.
- E. The Secretary will be responsible for the distribution of Form 700 to the Board in January of each year. The Secretary will be responsible for submitting the completed forms to the County of residence of each Board member.
- F. The Secretary will be responsible for ensuring that the Board members perform their oath of office during the January meeting each year.
- G. The Secretary will be responsible for signing each resolution approved by the Board to send to Mendocino and Sonoma counties.

### Section 3. The Treasurer

- A. In the absence of the President and the Secretary, the Treasurer will preside at meetings and become the presiding officer of the Board.
- B. In conjunction with the District Administrator, the Treasurer will maintain the financial records of the District in accordance with accepted accounting procedures.
- C. The Treasurer will preside over meetings of the Finance Committee of the Board.
- D. Prior to the beginning of a new Fiscal Year (the Fiscal Year of the District begins July 1), the Treasurer, in conjunction with the District Administrator, will prepare a budget for the coming year
- E. At the end of the Fiscal Year, the Treasurer, in conjunction with the District Administrator, will prepare a financial report for examination by the Board and the public at large.
- F. The Treasurer, in conjunction with the District Administrator, will arrange for an annual audit that will conform to the requirements of all pertinent regulatory agencies.
- G. Those duties and powers listed in paragraphs C, D, E, and F, above, can, at the discretion of the Board, be contracted out to an accounting firm, but will remain under the supervision of the Treasurer, in conjunction with the District Administrator.
- H. The Treasurer will serve as a liaison to Urgent Care contractor's Finance Committee and shall serve as a non-voting member to that committee.

### Article 6. **Bylaws Changes**

Section 1. These by laws may be altered by additions, deletions or clarifications by a majority vote of the Board.

Section 2. These by laws shall be reviewed every 3 years. The scheduling of this will be the responsibility of the Secretary of the Board.

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