

NCCC
GOVERNING BOARD

APPROVED
MINUTES

Colusa Indian Community Council Events Facility
3730 Highway 45, Colusa, CA
Wednesday, September 15, 2010
2:00 p.m.

1. **CALL TO ORDER**

2. **ROLL CALL**

Governing Board Members Present

Roger Abe Tom Indrieri Larry Munger Tracey Quarne

Governing Board Members Absent

None

3. **PUBLIC COMMENT**

There were no comments from the public.

4. **APPROVAL OF MINUTES**

July 29, 2010 Meeting: On a motion by Roger Abe and seconded by Tracey Quarne, the Governing Board approved the minutes of the July 29, 2010 meeting as submitted.
Motion Carried.

5. **REVIEW, DISCUSS AND APPROVE NEW JPA LANGUAGE TO GO TO EACH OF THE FOUR MEMBER COUNTIES FOR FINAL ADOPTION**

NCCC's Legal Counsel Andrew Compoginis addressed the proposed language changes to the JPA that had been discussed and reviewed by the Board at prior meetings. Mr. Compoginis stated the new language reflects the change in membership from 5 member counties down to 4 member counties in the Consortium, and the other modification is that each member of the Governing Board must be a member of the Board of Supervisors of the county they represent.

Tracey Quarne referred to page 1, paragraph 1 that reads, "On July 1, 2010, Lake County withdrew from the Consortium reducing the number of member counties to four." Mr. Quarne said he recalled Lake County requested to withdraw from the Governing Board; requesting to withdraw from the Consortium may have been part of that. However, this action the Board is taking today is more directly related to withdrawing from the Governing

Board as opposed to the Consortium. Mr. Quarne suggested the language be changed to read, *“On July 1, 2010, Lake County withdrew from the Governing Board of the NCCC reducing the number of represented counties to four. The four remaining counties with representation, which comprise the NCCC Governing Board continues to be obligated to develop...”*

Denise Rushing, District 3 Supervisor for Lake County, spoke on the issue being discussed. Ms. Rushing said if the Board changes the JPA for the joint powers, then all the parties who put their powers into the joint powers must approve them, which includes Lake County. Mr. Quarne mentioned Lake County requested to be off the Governing Board and the Board is honoring their request. Ms. Rushing agreed and said Lake County has also requested to be out of the Consortium as well, which has not been honored yet. Mr. Quarne noted that the Governing Board does not have the authority to honor that request. Ms. Rushing understood and stated the issue is changing the JPA, which are still approved by all parties of the joint powers.

Francene Kennedy asked Denise Rushing for clarification. Ms. Kennedy asked if Lake County withdraws from governing, does Lake County believe they still have authority because Lake County is entered into as a county of the JPA. Ms. Rushing replied that the JPA is approved by the Boards of Supervisors not by this Board. Ms. Kennedy stated however that the current JPA includes a process for if a county wishes to withdraw, which Lake County did. Ms. Rushing said Lake County withdrew from the Consortium. Ms. Kennedy explained Lake County withdrew from the Governing Board. Ms. Rushing said the Governing Board does not have its own bylaws; the JPA has its bylaws.

Andrew Compoginis stated the joint exercise of powers agreement includes the five counties. Mr. Compoginis said the Governing Board did not have bylaws prior to the ones that are on today’s agenda for consideration. Denise Rushing elaborated on how she believes joint powers agencies work. She said she thinks the counties grant powers to a consortium, who form a board together to run the organization and all the parties approve the way it has been structured. If the structure is going to be changed, then approval from all participating counties is necessary. Lake County may decide to no longer be on the Governing Board but believe they must still approve the JPA. The Governing Board cannot amend the JPA until Lake County is out.

Tracey Quarne suggested that lacking the ability to change this JPA the Governing Board would not have the authority to deny Lake County representation on this board. Therefore, he said, the Governing Board also would not have authority to require all counties to be represented by an elected instead of an appointed. The joint powers partnership has that authority, which are the five counties. And to change the JPA requires unanimity. NCCC’s legal counsel noted that NCCC did not have provisions or bylaws for the JPA for how matters are to be conducted. Francene Kennedy mentioned that there is language in the JPA that allows for withdrawal from the Governing Board, which is the process Carol Huchingson initiated.

Item 13 a) of the JPA which addresses withdrawal states, *“Any party to this agreement may withdraw by providing written notice of withdrawal to all remaining parties not less than one hundred and eighty (180) days prior to the end of the fiscal year. Withdrawal shall be effective at the end of the fiscal year in which notice is given.”* NCCC’s legal counsel

explained the Governing Board is the governing body of this consortium. With the withdrawal of Lake County's representation on this board there are four voting members left. There needs to be some mechanism by which to qualify the JPA or modify/create bylaws so the Governing Board can operate. Denise Rushing commented that if the Board waits until after the 180 days, Lake County would be gone and the remaining four member counties can vote on changing the JPA, and then forward to the four Boards of Supervisors for approval. It was noted that as changes to the JPA could not be adopted during the 180 transition period, the new language to the JPA is being brought forward at this time. Denise Rushing stated then that the JPA are the bylaws for the consortium which now consists of four counties. Board members clarified the JPA is a governing document of the Governing Board of the consortium, which effective July 1, 2010 governs the five counties including Lake. WIA services will still be provided to all five counties until the state approves a redesignation of Lake County's services. Denise Rushing disagreed. If the JPA is to be modified it must be approved by the Boards of Supervisors of the counties in the consortium. She said Lake County is either in or they're out.

Tracey Quarne asked Denise Rushing as the elected Supervisor of Lake County, when Lake County requested to be removed from the Governing Board how does she rectify that with insistence on the JPA on this date. Mr. Quarne said they are opposing positions; 1) requesting to be removed from the Governing Board and 2) on this date, stating randomly, to be on the Governing Board. Ms. Rushing replied that the Governing Board does not ultimately pass the JPA; they approve it to be distributed to each Board of Supervisors of the five member counties. Tom Indrieri asked with Lake County's withdrawal, why would the JPA go back to Lake County's Board of Supervisors for ratification? Tracey Quarne said what Lake County is attempting is that if the Governing Board approves this JPA their withdrawal from the consortium in its entirety is final. Ms. Rushing replied she didn't know if that was entirely true, but there are some legal issues involved and the Board must do what it is legally allowed to do. Tracey Quarne said Lake County made a request that they are now challenging. Ms. Rushing said she is not challenging the request she is challenging the change in the JPA.

Francene Kennedy asked Denise Rushing when Lake County made the request to leave was her board possibly less informed about the process, thinking that the request would also give the Lake County board Lake County WIA services as well. Ms. Kennedy pointed out that there is a clause in the JPA for withdrawal and it is important to decide what that means – Lake County chose to withdraw, they submitted the request, they commented on the process, NCCC asked Lake County not to withdraw yet they made the choice to withdraw. Ms. Kennedy felt that at this point of withdrawal there may still have been limited information in communication to where the Board of Supervisors thought the withdrawal from the JPA had to do with redesignation of local workforce area services. The two processes are completely different and separate. Leaving the Governing Board does not change the delivery of services until the Governor redesignates.

Tom Indrieri commented that contrary to what some might think that NCCC is not cooperating, the Governing Board has cooperated and complied at every request through this entire process. Mr. Indrieri suggested this issue be continued to the November 18th meeting until NCCC attorneys can work with representatives from the state and with Lake County's attorneys to attempt to resolve this issue.

Francene Kennedy asked Denise Rushing what was the intent of Lake's withdrawal. Ms. Rushing replied the Lake County Board of Supervisors' intention was to withdraw from the joint powers and to manage the program from Lake County with potentially joining another organization or on their own. NCCC counsel Andrew Compoginis restated for clarification that the intent of Lake County was to remove themselves from the consortium never to return to NCCC. Ms. Rushing said she felt uncomfortable answering the questions without legal counsel present but replied the ultimate goal is Lake County wants to be out of this consortium and onto either another consortia or on their own. If the state did not approve a redesignation, they would have to make some other choices.

Andrew Compoginis commented that assuming there must be consensus from all five Boards of Supervisors on any changes to JPA language, which the Lake County Board has already denied, what is the motivation for again denying a change to the JPA language from this point on. Denise Rushing said it goes back to joint powers law. Powers are granted to this body based on each county agreeing to grant those powers and collectively having more power than there was separately. Ultimately it is money and services where it flows. Lake County's goal is to have governance over those functions either in another organization or in the county. They are taking the steps they need to take to get there. Ms. Rushing personally did not have a problem with the proposed language; the issue is how the JPA gets approved. Ms. Rushing noted the JPA change may be premature and should wait until a decision has been made by the state. It was noted, however, that NCCC's current governance must be reflected in some type of document.

WIB Vice Chair Don Schrader asked if Lake County has made an application to withdraw from NCCC. It was clarified that the application to the state would not be submitted by Lake County but by another local workforce area incorporating Lake County into its consortia. Denise Rushing answered that application is in process, and the application would be more complete if it included either a letter of support or non-support from NCCC, which Lake County has requested. Ms. Rushing said if the Governing Board decides it's "kicking the can down the road", which is what Lake County believes and is one of the reasons Lake County is so frustrated with this organization, in that when they have a request on the agenda it seems to end up in a debate of different opinions of how things are legally. Ms. Rushing said they have asked for a letter; she hoped the Governing Board would grant a letter of support so we can all move on. If it's a letter of non-support then that's what it is.

Tracey Quarne stated the quagmire the Board is dealing with today came to light because the Governing Board honored Lake County's request. Tom Indrieri commented that after reviewing a recording of a Lake County Board of Supervisors meeting it seems that Lake County expected to have representation on the Governing Board while applying in the RFP process. Because the Board would not allow Carol Huchingson involved in the process, the Board is getting "its backs whipped." There was a conflict; you cannot be a bidder in the RFP and sit on the Board and be a part of the decision making process. Ms. Rushing reiterated that Lake County is requesting a letter of support or non-support and is applying with another consortium regardless of the action of this Board.

Francene Kennedy suggested the Governing Board make a decision either to take some action on the JPA or move forward and allow for additional research on the issue. Ms. Kennedy agreed with Mr. Quarne's prior comments that we are at this juncture because we had someone who chose to withdraw based on the JPA and as of June 30th they no longer

want to govern. Ms. Kennedy said if you choose not to govern but yet you want to govern, and you stop the language from moving forward and stop this Board from doing business we have an issue that must be resolved. Ms. Kennedy spoke on the statement made that NCCC “keeps kicking the can down the road”; she said we kick it and Lake kicks it further. It’s to the point where this process must stop. NCCC has to continue services and govern, but the state makes the decisions. Lake County is not our only issue in this consortium. NCCC has many good things going, however it is put to the public in Lake County that NCCC is not a good organization. Ms. Kennedy said not a single Board of Supervisor member from Lake County has been in her office in the two years she has been here. She invited them to see the good work NCCC does.

Denise Rushing stated that is not the issue. Ms. Rushing explained you have one member who’s not happy with the way things are going and somewhere along the way, there’s a whole history that led to it, Lake County got frustrated. When Lake County decided it wanted to leave there were members maybe of the Board or maybe of staff who decided they didn’t want that to happen. She said when a county puts its powers into an organization the county has the right to take those powers out regardless of whether the state approves the final move. The county makes the move it has to make and Lake County made that decision. Ms. Rushing said Francene doesn’t seem like she wants it to happen. Ms. Kennedy noted Lake County does get to leave the Governing Board but the state ultimately decides the local workforce area that will provide the services. They are two very separate issues.

WIB Vice Chair Don Schrader commented that he served 10 years on the Governing Board and felt the Board has worked very hard to try to appease Lake County. Mr. Schrader didn’t think Lake County was slighted by this Board or the staff. Lake County was the only member county not represented on the Governing Board by a Supervisor. Ms. Rushing said Lake County put a representative on this Board that they trusted.

Larry Munger agreed with Tom Indrieri’s earlier comment that it was wrong to have a representative on the Board also be a bidder for program services. Mr. Munger noted that Carol Huchingson was not pleased when she was asked to leave the room when the Board discussed the RFP. Ms. Rushing asked if Carol Huchingson ever voted on her own contract. Board members replied they would not let her; the Board asked Ms. Huchingson to recuse herself from participating. Ms. Rushing said Carol Huchingson was appointed by the Lake County Board of Supervisors with the full power of the Board to be their vote. Larry Munger said he thought that’s where the Board of Supervisors was wrong because he felt a member of the Governing Board should be a Supervisor and that is why the change to the JPA is being proposed.

Seeing no resolution to this issue, Tracey Quarne made a motion for a continuance of agenda items 5, 6, 7 and 8 to be discussed amongst NCCC legal representation, Lake County’s legal representation and the appropriate agencies and offices within the State of California to resolve this issue: a) Did the Governing Board have the authority to honor Lake County’s request to not be represented on this Board; and b) If so, do the remaining four members of the Governing Board have the authority to amend the JPA.

Andrew Compoginis stated there is no reason why the Board could not go forward with action on item 6 because it’s essential for this Board to have bylaws in place to do business; this does not affect the JPA in any way. Roger Abe commented that when Lake County’s

withdrawal from the Governing Board became effective June 30, 2010, they no longer were a member of the Governing Board therefore he felt their approval or non-approval is not required. The four remaining members of the Board could then vote on changing the JPA. Mr. Compoginis said that may be but it is certainly the truth relative to the bylaws that controls the governance of this Board because now there are truly four members on the Governing Board. Tracey Quarne felt that if the Board did this Lake County may actually argue they are now an orphan; they are a county of our WIB, they have not been accepted by another WIB, and therefore they have to become its own WIB and self govern. Mr. Abe disagreed; Lake is not an orphan because they're still part of this consortium and being served by it. Mr. Abe said Lake County made a well informed choice not to be a member of the Governing Board; any one of the member counties can make that choice. The consequences of making that choice are what we see before the Board today. Lake County no longer has a say on the decisions made by the Governing Board because they chose to withdraw and decided not to be a part of this body. Denise Rushing stated the Governing Board has the ability to change their bylaws with or without Lake County; the issue is if it affects the joint powers then it has to go back to the Boards of Supervisors of the member counties, which Lake County is still one of. Roger Abe disagreed.

Board Action: Tracey Quarne modified his motion to continue agenda item 5 to be discussed amongst NCCC legal representation, Lake County's legal representation and the appropriate agencies and offices within the State of California to resolve this issue: a) Did the Governing Board have the authority to honor Lake County's request to not be represented on this Board; and b) If so, do the remaining four members of the Governing Board have the authority to amend the JPA. Tom Indrieri second. *Motion Carried.* Roger Abe opposed.

6. REVIEW, DISCUSS AND APPROVE NEW GOVERNING BOARD BYLAWS

The Governing Board reviewed the proposed new Governing Board Bylaws. Tracey Quarne said assuming the Governing Board has the authority to accept the resignation of Lake County from the Governing Board, then the Board has the authority to act on this. Tracey Quarne asked for the minutes to reflect that the Supervisor from Lake County agreed that this four member board has the authority to adopt these bylaws for this Governing Board. Denise Rushing, not being an attorney, did not know if the bylaws had to go back to the member counties for approval; however, she added the Governing Board probably does have the authority to take this action.

Board Action: On a motion by Tom Indrieri and seconded by Tracey Quarne, the Governing Board adopted the Governing Board Bylaws as presented. *Motion Carried.*

7. DISCUSS AND TAKE ACTION REGARDING LAKE COUNTY BOARD OF SUPERVISORS REQUEST FOR SUPPORT OF NAPA'S MODIFICATION APPLICATION FOR A LOCAL WORKFORCE INVESTMENT AREA REDESIGNATION

Francene Kennedy spoke about the Modification Application for Local Workforce Investment Area Redesignation and the EDD Directive that describes how local areas are designated and what parties initiate the process. Ms. Kennedy stated Lake County has requested a letter of support from NCCC. That letter could be in support of Napa to apply for Lake County and redesignation, or it could take another connotation of support; the Board

must decide what the letter of support or non-support will be. Francene Kennedy has spoken to the Director from Napa as well as the state, and the state has not yet received a modification application for redesignation. Ms. Kennedy discussed the approximate timeline for the application process, which involves an opportunity for public comment and conversations that need to take place between NCCC and the state. Ms. Kennedy said this is not about “Francene not wanting to give up Lake.” She said it is up to the Board to decide whether or not to support this application. Ms. Kennedy mentioned that it has not yet been confirmed if Napa will be forming a JPA or consortium, but they are moving forward with the application process.

Tom Indrieri stated first and foremost the Board solely cares about the citizens of Lake County who need our services. The current service provider is doing a good job in providing the best services possible. If a letter were to be written he thought it should specify the dialogue that has taken place between NCCC and Lake County. Larry Munger concurred with Tom Indrieri’s comments but would like to remain neutral on the issue and wait to see what the state decides. Tracey Quarne agreed with Mr. Munger adding that he didn’t trust Lake County and did not wish to put any type of opinion on paper. Denise Rushing spoke on the issue. Ms. Rushing said the Lake County Board of Supervisors care about the citizens of Lake County and she also has a very favorable impression of the Lake One Stop. The issue is governance and getting through this process as quickly as possible. A letter to support or not support would speed up the process. If the Board chooses not to do a letter, the process would take longer. Ms. Rushing urged the Board to take some form of action today.

Nick Summerfield, Vice Chair of Lake One Stop Inc., introduced himself and addressed the Board. Mr. Summerfield commented a letter from the Board may be premature at this time. Seeing that an application has not yet been submitted and, he also noted, the process is not sequential. A delay may benefit Lake County’s constituents because then they could decide what their best service delivery would be and the Board, if desired, could endorse their decision.

Richard Birk, President of Lake One Stop Inc., introduced himself and addressed the Board. Mr. Birk said his organization does not support departing from the consortium. He believed the effect of what Lake County governance is doing is not in the best interest of Lake’s citizens and in providing services in the proper way. Mr. Birk said there is no dialogue with Lake One Stop, Inc. from the county government on these issues. He hopes in the future these issues can be worked out. Mr. Birk noted that NCCC and the staff at the Lake One Stop work very well together and he urged the Board not to support Lake County services to leave the consortium.

Denise Rushing stated Richard Birk made some statements that are not true. There has been dialogue with the Lake One Stop; One Stop staff made a presentation to the Board of Supervisors two weeks ago that was very productive. In addition for the first time since she’s been in office the One Stop Director sat and met with her for well over an hour to discuss what services are provided and her ideas for her district. Ms. Rushing applauded the One Stop’s effort to reach out to the Board of Supervisors and have these conversations. Ms. Rushing wouldn’t say there’s been no dialogue and also that there is no willingness for a dialogue; anytime a One Stop Director would’ve wanted to be on the Board of Supervisors agenda to make a presentation, it would’ve been granted.

Francene Kennedy commented that NCCC's service providers don't act alone; they have support at the administrative level from NCCC staff. When Ms. Kennedy began as NCCC Director there were some challenges with the way in which Lake County was organized. It was difficult to move that non profit into a functioning non profit organization. Lake One Stop Inc. has made remarkable administrative growth in the last two years. The One Stop services being provided don't happen in a vacuum, they happen with support, which NCCC has provided. Lake One Stop has moved to a good place. The services continue to evolve and we need to allow that evolution to take place.

Tracey Quarne stated the issue of the rate of application is not one for this Board to consider, it is simply a matter of merit and history plays into that. Mr. Quarne noted Chairman Munger indicated that for the past 10 years the majority of the time Lake County has been represented by a non-elected. A non-elected who additionally is a bidder and whose efforts of that bid have proven unsuccessful. So now Lake County wishes to withdraw. On that basis, Mr. Quarne could not support a letter supporting their withdrawal from this consortium. It was Mr. Quarne's opinion that Lake County's withdrawal is being done with sincere intent.

Board Action: On a motion by Tracey Quarne and seconded by Tom Indrieri, the Governing Board remained neutral on Lake County Board of Supervisors request for support of Napa's modification application for local workforce investment area redesignation. *Motion Carried.*

8. DISCUSSION AND POSSIBLE ACTION REGARDING STATUS OF REQUEST FOR PROPOSAL (RFP) FOR LAKE COUNTY ONE STOP RELATING TO CHANGE IN NCCC MEMBERSHIP AND MODIFICATION APPLICATION

9. REVIEW, DISCUSS AND TAKE ACTION ON LAKE COUNTY ONE STOP INC.'S REQUEST FOR CONTRACT EXTENSION

Francene Kennedy stated that NCCC was tasked with putting forward an RFP for Lake County effective January 1, 2011. In light of the current dialogue involving Lake County and after consulting with NCCC's EDD Regional Advisor and other program consultants, Ms. Kennedy asked the Board to consider postponing the release of an RFP at this time. Ms. Kennedy didn't think the competition would be there for an RFP or if the interruption of services would be appropriate. She added this issue also tied into agenda item 9 that addressed Lake County One Stop Inc.'s request for an extension to their contract.

Larry Munger commented given the current situation in Lake County, he didn't believe an RFP should go out and that Lake One Stop, Inc.'s request for a contract extension should be granted for at least another year. The Lake One Stop is doing a good job providing quality services to Lake County residents. Roger Abe and Tracey Quarne agreed. Tom Indrieri also agreed but he asked if it was also necessary for the WIB to concur with this action. It was noted that this issue could be discussed with the WIB at the next board meeting but given the time constraints, the Governing Board needs to make a decision today whether or not to proceed with an RFP. NCCC's WIA consultant John Chamberlin has advised that it would not be an appropriate time to procure because of probable minimal if any competition. Additionally, NCCC and the state have discussed valid reasons for extending Lake One Stop Inc.'s contract during this time.

Board Action: On a motion by Tracey Quarne and seconded by Roger Abe, the Governing Board voted not to go out for a Request for Proposal regarding Lake County. *Motion Carried.*

Board Action: On a motion by Tracey Quarne and seconded by Tom Indrieri, the Governing Board extended Lake One Stop Inc.'s existing contract through June 30, 2012. *Motion Carried.*

10. DISCUSSION AND POSSIBLE ACTION REGARDING COMMENTS RELATING TO THE NCCC MADE DURING LAKE COUNTY BOARD OF SUPERVISORS MEETING ON JUNE 15, 2010

11. DISCUSSION AND POSSIBLE ACTION ON NCCC ADMINISTRATIVE OFFICE DIRECTOR TRANSITION

CLOSED SESSION REGARDING POTENTIAL LITIGATION (GOV. CODE §54956.9(c)) AND PERSONNEL APPOINTMENT (GOV. CODE 54957)

On a motion by Tracey Quarne and seconded by Tom Indrieri, the Governing Board recessed into closed session on agenda items 10 and 11 relating to potential litigation – 1 case (Gov. Code 54956.9(c)) and personnel appointment – Interim Director (Gov. Code 54957) *Motion Carried.*

REPORT OUT IN OPEN SESSION

Back in open session, Larry Munger announced that in closed session the Governing Board took the following action.

Agenda Item 10: The Governing took no action on agenda item 10.

Agenda Item 11: The Governing Board unanimously appointed Nancy Crooks as Interim Director of North Central Counties Consortium.

Larry Munger said as the NCCC Administrative Office is operating very well right now the Governing Board decided not to open recruitment for a new Executive Director at this time. The Interim Director will work through the first year and then the Governing Board will discuss and evaluate the position at that time.

The Governing Board discussed the salary for the Interim Director. Francene Kennedy commented that a \$1,000 a month increase in Ms. Crooks' salary had been discussed. With this salary increase, the outgoing Director's salary savings and 3 months salary savings of the Fiscal Assistant's position amounts to a total salary savings of about \$75,000 for the rest of the fiscal year.

Roger Abe made a motion to approve the salary increase as discussed for the Interim Director if the amount discussed was acceptable to Nancy Crooks. Tracey Quarne second. Nancy Crooks stated the salary increase that had been discussed with her was \$13,500 a year, which amounted to an increase of about \$1,125 per month.

Board Action: Roger Abe amended his motion to approve the salary increase for Interim Director as discussed with Nancy Crooks. Tracey Quarne amended his second. *Amended Motion Carried.*

12. OTHER BUSINESS

Larry Munger presented an award of appreciation on behalf of NCCC to Francene Kennedy for her service as Executive Director. Ms. Kennedy expressed her heartfelt gratitude to the Board and NCCC staff with who she had the pleasure of working with the past two years.

The next meeting of the Governing Board will be on November 18th at a location to be determined.

Richard Birk wished Francene Kennedy well in her new position and thanked her for her support.

Lettie Seaver noted that the Youth Council will no longer meet on the same day as the WIB and Governing Board meetings. Youth Council meetings will now be held one week prior to the full board meetings.

There were no other matters brought before the Governing Board.

13. ADJOURNMENT

There being no further business, the meeting was adjourned at 4:18 p.m.

ATTEST:

APPROVED ON:

Larry Munger, Chairperson
Governing Board
