By-laws and Operating Procedures
of the
City of San Diego
Managed Competition
Independent Review Board (MCIRB)

Adopted by the MCIRB June 19, 2008

ARTICLE I
Name and Purpose

Section 1. Name. The name of this board is the Managed Competition Independent Review Board (MCIRB), hereinafter referred to as the MCIRB or the Board.

Section 2. Purpose. The purpose of the Board is to advise the Mayor on whether City employees or an independent contractor may provide certain public services more economically and efficiently while maintaining service quality and protecting the public interest. (Proposition C, Charter of the City of San Diego, Section 117(c) and San Diego Municipal Code, Chapter 2, Article 2, Division 37, Section 22.3706)

Section 3. Jurisdiction. The Board has jurisdiction over the review of proposals submitted to the city through managed competition efforts. In considering proposals, the Board must consider five discrete factors, detailed in section 22.3713 (a) of the Municipal Code.

Section 4. Guiding Principles. The Board shall conduct intellectually honest, analytically rigorous and fair evaluations of managed competition proposals submitted by both incumbent employees and independent contractors. The Board shall hold open public meetings to transparently determine which proposal provides best immediate and long-term value to the City while maintaining service quality and protecting the public interest. The Board shall provide concise written reports describing findings and providing its recommendation to the Mayor.

ARTICLE II
Board Members

Section 1. Membership. The Board shall consist of seven (7) members appointed by the Mayor. Four (4) members shall be private citizens whose appointment shall be subject to City Council confirmation, and who shall serve without compensation. Three (3) members shall be City staff, including one (1) member appointed from the Mayor's staff, one (1) member appointed

from the City Council staff and one (1) member appointed from the Independent Budget Analyst staff. (Municipal Code, §22.3707)

Section 2. Qualification of Members. Each Board member shall have professional experience in one or more of the following areas: finance, law, public administration, business management of the service area under consideration by the Mayor. (Charter, Section 117(c))

Section 3. Vacancies. Any vacancy that occurs after the Board is constituted will be filled by the same procedure and using the same criteria as the appointment of the initial Board. Resignations shall be submitted to the Board Chair, who in turn shall notify the appointing authority. Any vacancy that is created by continuous absences will be dealt with in the same manner as all other vacancies (see Article V, Section 6 for a discussion of vacancies created by continuous absences).

Section 4. Conflict of Interest. Members shall be required to complete and file statements of economic interests in accordance with the conflict of interest code established by the City Council for the Managed Competition Independent Review Board. (Municipal Code, §22.3711(b)) Members of the Board shall at all times endeavor to avoid the appearance of a conflict of interest.

Each member of the Board shall comply with the following qualifications during his or her tenure on the board (Municipal Code §22.3709):

(a) No member shall make financial contributions to or publicly support a candidate for or incumbent in City office;
(b) No member is permitted to act as a lobbyist required to register with the City;
(c) Members shall not have any personal or financial interests that would create conflicts of interest;
(d) Members shall be prohibited from entering into a contract with or accepting employment from independent contractors that secure a City contract through managed competition (for the duration of the contract);
(e) Former members shall not enter into a contract or accept employment with an independent contractor that secures a City contract through managed competition (for the duration of the contract after leaving the Board).

Section 5. Removal of a Board Member. A Board member subject to City Council confirmation may be removed for cause by a vote of the majority of the members of the Council. Before the Council may remove a member of the Board, written charges shall be made against the Board member and an opportunity afforded for public hearing before the Council acts upon such charges. While charges are pending before the Council, the Council may

suspend a Board member's participation on the Board. (Municipal Code §22.3710)

The Board Chair shall automatically recommend removal of a Board member if the Board member becomes unable to perform his or her duties as a result of mental or physical incapacitation or because the member is no longer a resident of the City.

ARTICLE III
Board Officers

Section 1. Chair. The Mayor may designate one (1) member of the Board as the Chair. Should the office of Chair become vacant as a result of death, resignation, removal, disqualification or any other cause, the Board may select an acting Chair from among its non-City staff members until such time as the Mayor of the City has designated a new Chair.

The duties and authorities of the Chair are as follows:

(a) The Chair shall preside at all meetings of the Board
(b) The Chair shall exercise and perform such powers and duties as are prescribed by these By-laws and Operating Procedures or are assigned to him or her by the City Council or the Board.
(c) The Chair shall report to the City Council and the Mayor, as requested, on matters pertaining to the Board.
(d) All public statements made by the Board shall be expressly the responsibility of the Chair.
(e) Any inquiries into the Board's activities shall be directed to the attention of the Chair.
(f) The Chair shall be an *ex officio* member of any standing committee created by the Board.

Section 2. Subordinate Officers. The Board may elect or authorize the appointment of such officers other than the Chair as it may deem necessary.

Section 3. Replacement of Officers. Should a vacancy occur in any office, other than the Chair, as a result of death, resignation, removal, disqualification or any other cause, the Board may delegate the powers and duties of such office to any other officers of the Board or to any member of the Board until such time as a successor for said office has been elected or appointed.

ARTICLE IV
Board Structure

Section 1. Committees. At the discretion of the Chair or the Board, the Board may establish ad hoc committees as it deems necessary to conduct its business.

Section 2. Technical Evaluation Group. The Technical Evaluation Group (TEG), an *ad hoc* advisory group, is established to support the Board in its duties to evaluate proposals' technical merit. The TEG shall be appointed by the Board and consist of Board members and, as necessary, subject matter experts of the function under consideration.

ARTICLE V
Meetings

Section 1. Meetings. The Committee shall hold both regular and special meetings.

Section 2. Meeting Conduct. The Chair shall preside at all meetings of the Board. Board members will request acknowledgement from the Chair to speak on an issue. Unless otherwise provided in these By-laws and Operating Procedures, the meetings of the Board shall be conducted in accordance with *Robert's Rules*. A quorum shall consist of a majority of the Board. Lacking a quorum, the Board meeting shall be immediately adjourned.

Section 3. Order of Business. The order of business at the regular meetings of the Board shall be determined by the Chair.

Section 4. Public Comment. Members of the public wishing to address the Board for either agenda or non-agenda public comment must submit a request to speak form prior to the meeting. Time allotted to each speaker is determined by the Chair. However, comments are limited to no more than three (3) minutes total per subject regardless of the number of those wishing to speak. These time limits may be extended by the discretion of the Chair. (California Government Code 54950)

Section 5. Public Notice of Meetings. The subject matter to be considered at regular meetings shall be announced to the public and news media through a written agenda posted in a location that is freely accessible to members of the public at least 72 hours in advance of such meetings. (California Government Code §54950)

The Board shall make every reasonable effort to afford maximum public access to its proceedings.

All meetings of the Board shall be subject to the provisions of the Ralph M. Brown Act, constituting Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code, including any notice thereof. All meetings shall also be conducted in accordance with Council Policy 000-16, where applicable.

Section 6. Meeting Attendance. Board members are expected to attend all meetings. The Chair may recommend removal from the Board if a member:

(a) Misses two or more consecutive meetings;
(b) Fails to attend more than 75 percent of meetings during any twelve month period; or
(c) Misses more than one meeting without providing prior notice unless in the case of extraordinary circumstances. It is recommended that 24 of notice be given if a Board member will not be attending a regular meeting. Notice may be given to the Chair or the Board's support staff.

Removal of a Board member follows the process detailed in Article II, Section 5 of these By-laws and Operating Procedures.

Section 7. Decisions. Every act or decision done or made shall be passed by a majority of the Board members regardless of the number of members present; provided, however, that less than a quorum may adjourn a meeting to another time and place.

ARTICLE VI
DEFINITIONS

For the purposes of these By-laws and Operating Procedures, the following definitions apply:

"City" shall mean the City of San Diego, a municipal corporation.

"Board" and "MCIRB" shall mean the Managed Competition Independent Review Board, consisting of seven (7) members.

"Chair" shall mean the Chair of the Board.

"Charter" shall mean The City of San Diego's Charter.

"Code" or Municipal Code shall mean The City of San Diego's Municipal Code.

"Robert's Rules" means the most recently published edition of *Robert's Rules of Order, Newly Revised* (Robert, Henry M., 10th Edition, Perseus Publishing, 2000).

ARTICLE VII
GENERAL PROVISIONS

Section 1. Amendment of By-laws and Operating Procedures. These By-laws and Operating Procedures may be amended at any time by a majority of the Board.

Section 2. Conflicts. If there is a conflict between these By-laws and Operating Procedures and any Ordinance, San Diego City Council resolution, San Diego Charter section, San Diego Municipal Code section, San Diego City Council Policy, or statute, the applicable ordinance, resolution, San Diego Charter section, San Diego Municipal Code section, Can Diego City Council Policy, or statute shall prevail.

Section 3. Effective Date of By-laws and Operating Procedures. These By-laws and Operating Procedures shall become effective upon a majority vote of the members of the Board.

Section 4. Offices. The principal office of the Board for the transaction of business shall be the City Administration Building, 202 "C" Street, MS 8A, San Diego, California, 92101. The Board may, however, fix and change from time to time the principal office from one location to another, within the City of San Diego, by noting the change of address in the minutes of the meeting of the Board at which the address was fixed or changed. The fixing or changing of such address shall not be deemed an amendment to these By-laws and Operating Procedures.

These By-laws and Operating Procedures of the MCIRB were adopted at a meeting of the City of San Diego's Managed Competition Independent Review Board on June 19, 2008.

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Faye Wilson
Chair

SAN DIEGO CITY COUNCIL POLICY 000-16

CITY OF SAN DIEGO, CALIFORNIA

COUNCIL POLICY

CP-000-16

SUBJECT: OPEN MEETINGS
POLICY NO.: 000-16
EFFECTIVE DATE: June 20, 1994

BACKGROUND:
The Ralph M. Brown Act regulates the conduct of the Legislative body of a local agency, in addition to its commissions, boards, and committees. It is the intent of the law that actions be taken and deliberations conducted openly.

The provisions of the Brown Act are incorporated into Municipal Code Section 22.0101, Permanent Rules of the Council, which governs the actions of the City Council. However, a policy is needed for the various City boards, commissions, and committees.

PURPOSE:
It is the purpose of this policy to reaffirm that the provisions of the Ralph M. Brown Act are to be followed by the various City boards, commissions, and committees. This policy applies to standing committees of the City Council, whether or not the committees are made up of a quorum of Councilmembers, if the committees have standing subject matter jurisdiction or a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Council. This policy is not intended to apply to an ad hoc committee made up of less than a quorum of Councilmembers, if the ad hoc committee does not have standing subject matter jurisdiction or does not have a meeting schedule fixed by charter, ordinance, resolution or formal action of the City Council.

POLICY:

1. It is the policy of the City Council that all business conducted by City-appointed boards, commissions and corporations, or by committees thereof, be in full view of the public and news media, except for matters dealing with personnel, litigation, or threats to security of public buildings or to access to public services or facilities.

2. It is the policy of the Council that all City-appointed boards, commissions or corporations, and committees thereof, closely adhere to the requirements of the Brown Act and conduct regular meetings only at times previously established by formal action or special meetings upon 24 hours notice to the news media and members.

3. Per requirements of the Brown Act, the subject matter to be considered at regular meetings shall be announced to the public and news media through a written docket

posted in a location that is freely accessible to members of the public at least 72 hours prior to such meetings.

Special meetings shall be announced through a written notice and docket posted at least 24 hours prior to such meetings.

Matters not included on the docket may be discussed upon determination by a majority vote that an emergency situation, as defined in the Brown Act, exists; upon determination by a two-thirds vote, or unanimous vote if less than two-thirds of the members are present, that the need to take action arose subsequent to the docket being posted; or if the item appeared on a properly posted docket for a meeting occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

In the case of an emergency, an emergency meeting may be held without complying with either the 24-hour notice requirement or the 24-posting requirement. As defined in the Ralph M. Brown Act, “emergency situation” means any of the following: (a) work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body, or (b) crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body.

HISTORY:
Adopted by Resolution R-213801 07/16/1975
Amended by Resolution R-268827 07/13/1987
Amended by Resolution R-275480 04/16/1990
Amended by Resolution R-284064 06/20/199