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## SDAERC GOVERNANCE BYLAWS

### I. SECTION– MEMBERSHIP

San Diego Adult Education Regional Consortium (“SDAERC”) is comprised of two member agencies (“Member Agency”) located within the boundaries of the local Adult Education region: San Diego Community College District’s Continuing Education and San Diego Unified School District’s Adult Education.

### II. SECTION – PURPOSE

The SDAERC is designated by state legislation (AB104) as the decision-making body that approves the regional Adult Education Block Grant (“AEBG”) Plan (“Adult Education Plan”).

The SDAERC oversees the development and implementation of Adult Education Plans to address adult education needs of the region. The SDAERC also is charged with: evaluation of Member Agency effectiveness, improvement of service integration, improvement in student transitions to post –secondary education and workforce, alignment of adult education services in the region amongst adult education providers and the Workforce Innovation Opportunity Act (“WIOA”) programs, and engagement of providers and stakeholders in the development in the Adult Education Plan.

### III. SECTION – ADMINISTRATIVE OVERSIGHT

The SDAERC shall engage in the evaluation of effectiveness at least annually. The SDAERC shall determine criteria for evaluating effectiveness, for Member Agencies and the Consortium as a whole, including the ability to meet AEBG requirements. Per state guidance this should include, at a minimum, a review of the following: administrative oversight comparing the Adult Education Plan submitted to the state with each Member Agency’s student data reports, demonstrated ability to address program effectiveness in order to meet community needs, current levels and types of services, cost effectiveness, and other overall effectiveness measures as determined by the SDAERC.

Each Member Agency shall be required to review, acknowledge and agree to adhere to the state issued General Assurances as well as approval of any changes to SDAERC Governance as set forth herein.

### IV. SECTION- FISCAL OVERSIGHT & ALLOCATIONS

**Fiscal Oversight:** The SDAERC is responsible for reviewing and approving AEBG funding disbursement and the allocation methodology for each Member Agency. SDAERC Member Agencies are direct funded meaning the state disperses funding directly to each agency rather than through a designated consortium fiscal agent.

Both the disbursement and allocation methodology shall be outlined and agreed to by the SDAERC per state guidance through the Consortium Fiscal Administrative Declaration (CFAD).



The SDAERC may change the funding allocation methodology per AB104 guidelines, including reductions in distribution if it is found that a Member Agency:

- No longer wishes to provide services consistent with the most recent approved annual SDAERC Adult Education Plan and/or SDAERC Strategic Plan; &/or
- Cannot provide services that address the needs identified in the AB86 Adult Education Regional Comprehensive Plan (March 1, 2015); &/or
- Has been consistently ineffective in carrying out the services in the above referenced plans after reasonable interventions have not resulted in improvements.

**Allocations:** The SDAERC allocation formula methodology is determined based on size of program and funding levels needed to sustain programming. The AEBG funding allocation breakout for each Member Agency is currently and historically: 75% San Diego Community College District and 25% San Diego Unified School District. The SDAERC is able to amend allocations throughout the year based on an action to approve changes and after completing an AEBG Allocation Amendment process with the state.

## V. SECTION – FISCAL REPORTING

Each Member Agency is required to report member level budgets and expenditure reports pertaining to the Adult Education Plan submitted [per state guidelines](#). The SDAERC has fiscal oversight responsibilities for these budget plans and expenditure levels, including review and approval.

Each Member Agency shall be required to review and adhere to the state issued [Allowable Uses](#) for AEBG Funds.

## VI. SECTION – DATA OVERSIGHT AND REPORTING

**Data Oversight:** The SDAERC has responsibility for reviewing and analyzing student level data and using the information to determine the effectiveness of Member Agencies and the SDAERC as a whole in meeting the intent of AEBG including the effectiveness in meeting the adult education needs in the region.

**Data Reporting:** Each Member Agency is required to report and submit student data on a quarterly basis per [state guidelines](#). At a minimum student data reporting includes a variety of aggregated student demographic, program enrollment, services and outcomes information including specific metrics related to: total adults served, demonstration of improved literacy skills, completion of high school diplomas and equivalencies, completion of post-secondary certificates, degrees and/or training, placement into jobs and improved wages.

The SDAERC may set additional performance and/or accountability metrics and reporting measures that are not part of state requirements.

## VII. SECTION – DESIGNATED REPRESENTATIVES, QUALIFICATIONS, & TERM OF SERVICE



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**Designated Representatives:** Each Member Agency will be represented by an individual designated (“Designated Representative”) via the approval of the respective District Governing Board as evidenced by agenda items and minutes. There will be equal representation from each Member Agency that shall include at least: two (2) Administrators, and one (1) Faculty/Instructor for a minimum required number of six (6) Designated Representatives with voting responsibilities.

**Qualifications:** While each Member Agency’s District Governing Board shall be responsible for determining who represents their institution on the SDAERC, as guidance it is recommended that nominees be able to effectively participate in the necessary decisions made by the SDAERC. Therefore it is recommended that Designated Representatives be individuals with the following qualifications: able to represent the broad interests of the Adult Education Programs for their institution, knowledgeable about their respective institutional efforts, knowledgeable about the needs of students from a student services and/or instructional context, and given the authority by executive administrative leadership to make decisions pertaining to SDAERC efforts.

The Designated Representatives are responsible for reporting and informing their respective Member Agency and district leadership with information and updates pertaining to the SDAERC.

**Term of Service:** Designated Representatives shall not have limits on the length of term in which they serve unless a replacement is determined by the District’s Governing Board and/or on the recommendation of a Member Agency’s executive administrator.

**VIII. SECTION – ATTENDANCE, PROXY & INTERIM APPOINTMENTS**

**Attendance:** Designated Representatives are asked to attend all SDAERC meetings. Regular attendance by representatives is crucial to the effectiveness of the SDAERC. Should a Designated Representative fail to attend the majority (less than half) of SDAERC meetings on an annual basis, the SDAERC may, via a 50% plus one vote, recommend to the Member Agency the removal of the Designated Representative. There shall be no distinction between excused and non-excused absences.

**Proxy:** Designated Representatives are allowed to assign a “Proxy” in a limited number of occurrences on an annual basis. A Proxy must be designated on a per meeting basis only when a Designated Representative is unable to attend a meeting requiring a vote. A Proxy designee allows for voting on an action item whereby a Designated Representative delegates his/her voting power to another individual to enable a vote in his/her absence. The Proxy designee must be an employee of the Member Agency with knowledge of SDAERC intent and must be named in writing by the Designated Representative as a Proxy for that particular meeting.

**Interim Appointments:** Interim Appointments are allowed should a short term vacancy on the SDAERC exist for any reason. Member Agencies, through the highest ranking executive administrator, will be allowed to temporarily appoint an interim Designated Representative who can vote and serve for a maximum of 3 months without District Governing Board approval.

**IX. SECTION–REPRESENTATIVE RESIGNATIONS & REMOVAL**



**Resignations:** A Designated Representative is allowed to resign from the SDAERC. In doing so, they are asked to provide minimum of a 60-day-notice in writing to the SDAERC in order to allow for a new Designated Representative to be nominated for District Governing Board review and approval.

**Removal:** A Member Agency’s executive leadership and/or District Governing Board may remove a Designated Representative immediately, however minimum of a 60-day written notice to the SDAERC is recommended.

Should a Designated Representative no longer hold employment with a Member Agency’s organization or should they change jobs in which they are no longer working in an adult education capacity, they shall automatically be removed as a Designated Representative on the SDAERC and the Member Agency shall appoint a new representative.

#### **X. SECTION - CODE OF CONDUCT, CONFLICT OF INTEREST, & DESIGNATED REPRESENTATIVE EFFECTIVENESS**

**Code of Conduct:** SDAERC Designated Representatives are asked to commit to professional conduct befitting of a public education institution and taking into consideration the responsibilities for the oversight of public funding and the adult education public education services in the region.

**Conflict of Interest:** Designated Representatives shall not have a personal conflict of interest in any matters in which they influence and/or take action on an SDAERC decision. Should a conflict of interest arise, the Designated Representative is required to disclose all material facts of a potential or actual conflict in order to discuss potential solutions, recuse themselves from decision making, and/or develop a plan of action to alleviate the potential conflict. No Designated Representative shall have a personal financial interest in any contract or action taken by the SDAERC.

**Representative Effectiveness:** Should questions arise related to a particular Designated Representative’s effectiveness the following steps will be taken:

- a) Communicate concerns to highest ranking Member Agency Designated Representative; and/or
- b) Communicate concerns in writing to the full SDAERC; and/or
- c) Communicate concerns to the Member Agency’s highest level executive administrator.

Should one or more of the above actions be taken without resolution, it is upon the SDAERC, by vote, and/or individual Designated Representatives, to request a meeting with the highest ranking executive administrator of the Member Agency for which the Designated Representative works to request to negotiate a solution/resolution. If there is still no resolution, written communication and/or an appeal requesting a resolution, signed by at least three (3) Designated Representatives, shall be submitted to highest level executive administrator and the District Governing Board for a reconsideration of the Designated Representative’s appointment.

#### **XI. SECTION – MEETINGS**



**Public Meeting Requirements:** As a local body created by state statute and [per state guidance](#), the SDAERC falls under the purview of two public meeting requirements: 1) [Ralph M. Brown Act](#) and 2) the public meeting sections of California Education Code, which require that SDAERC actions and deliberations be conducted openly.

**Posting of Meeting Agendas:** SDAERC meeting notices shall be posted in accordance with the [Ralph M. Brown Act](#) that requires a meeting agenda be posted at least 72 hours in advance of a meeting. The agenda shall contain a brief general description of each agenda item including items to be discussed in closed session. The agenda shall specify the time and location of the meeting and shall be posted in a location that is freely accessible to members of the public as well as posting on the Member Agency's website. In addition, Agendas shall be sent via email to each Designated Representative.

**Accessibility of Meetings:** If requested, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by the Americans with Disabilities Act of 1990.

**Regular Meetings:** The SDAERC shall meet a minimum of four times per year for Regular Meetings. As a best practice the SDAERC may choose to meet on a bi-monthly basis (every other month) at a regularly designated day, time and place.

**Annual Meeting Calendar:** It is recommended as a best practice that the SDAERC be presented with and adopt an annual meeting calendar of Regular Meetings. Regular Meetings can be rescheduled or cancelled based on the purview of the SDAERC.

**Special Meetings:** The SDAERC may request for Special Meetings to be scheduled for a variety of reasons. Most commonly these may be to accomplish time sensitive tasks and/or meet state deadlines that are announced after the adoption of the Annual Meeting calendar.

**Emergency Meetings:** Emergency meetings, as defined by the [Ralph M. Brown Act](#), may only be called on a limited basis and only when agreed to by a 2/3 majority vote of the SDAERC and with a 24-hour public notice and posting of the agenda.

**Teleconference Meetings:** SDAERC may wish to utilize teleconference and/or webinar technologies for meetings in order to increase accessibility for members of the public and/or Designated Representatives. This is permitted as per public meeting guidance from the [Ralph M. Brown Act](#) and California Education Code. SDAERC meetings that utilize teleconference and/or webinar technologies shall comply with public meeting notice requirements.

**Informal/Serial Meetings:** Formal, informal or serial meetings which constitute a quorum of the SDAERC and where SDAERC actions and/or decision making is occurring or being deliberated upon, are not permitted without public notification of a meeting per the public meeting laws of the [Ralph M. Brown Act](#) and California Education Code.

**Meetings Adjourned to Another Time:** Any regular or special meeting may be adjourned, or action items tabled to a later date provided a specific future meeting is set in accordance with the [Ralph M. Brown Act](#).



When no quorum appears for a regular or special meeting or a specific agenda item, the SDAERC may choose to reschedule the meeting in order for the SDAERC to deliberate or take action.

**Closed Session:** Closed sessions, as defined by the [Ralph M. Brown Act](#), shall only be allowed, when agenda item and only for certain legal, liability and/or personnel performance, discipline or dismissal issues. Results of closed session actions shall be reported in accordance with the [Ralph M. Brown Act](#).

## **XII. SECTION COMMITTEES AND WORKGROUPS**

**Committees & Workgroups:** The SDAERC may choose to form committees and workgroups either as ongoing and/or ad hoc groups based on a need to accomplish a particular objective or task. All committees and workgroups are advisory to the SDAERC only and shall have reporting authority to the SDAERC. Committees and workgroups are not able to make decisions or take action on behalf of the SDAERC.

The SDAERC shall review and approve membership on committees and workgroups, including chairs. Committees and workgroups shall, preferably, be co-chaired by members of both Member Agencies as a best practice. Committees and workgroups shall outline goals, deliverables and progress measures and shall be reviewed by the SDAERC. This information will be used by the SDAERC to evaluate the effectiveness for committees and/or workgroups, to assess resource and time allocation, determine level of effort required and/or needed supports, and evaluate progress being made towards SDAERC objectives.

**Alternates for Committees & Workgroups:** Designated Representatives and committee members shall allow for Alternates to attend Workgroups or Committees on their behalf for the purposes of providing input.

Committees and Workgroups shall inform the SDAERC of the meeting schedule and keep minutes of meetings, including action items and report those actions to the SDAERC.

## **XIII. DELINEATION OF FUNCTION AGREEMENT & JOINT EXECUTIVE COORDINATING COUNCIL**

In 1979 Member Agencies entered into an agreement that outlined the cooperative working relationship established for adult education and training for the local region. This agreement provided guidance for program coordination, articulation arrangements, and collaborative oversight for adult students. Additionally, the agreement provided for the formation of the Joint Executive Coordination Committee (JECC). The SDAERC will explore options for coordination and information sharing with the JECC for functional areas that may overlap.

## **XIV. SECTION-DECISION-MAKING PROCESSES, QUORUM & VOTING**

**Decision Making:** The SDAERC shall continue to operate on a decision making model utilizing consensus. The SDAERC shall engage in discussion of topics, including those requiring action, to assist in developing a decision that is acceptable for all Member Agency Designated Representatives and in the best interest of the SDAERC's intent.



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If for any reason consensus cannot be reached through discussion then the SDAERC can choose one of two actions: 1) move an action for vote, which will then require a majority vote of 50% plus one to approve an item, or 2) make a motion to assign a subgroup to explore options for a solution and present these for consideration and action by the full SDAERC.

**Quorum:** A quorum of Designated Representatives is based on the number present at a meeting, not those that can vote. A quorum of the SDAERC includes a majority of Designated Representatives, e.g. 50% plus one. A quorum is required in order for SDAERC to take action or deliberate on a decision.

**Voting:** All actions taken by the SDAERC shall be properly agendaized as such, either as part of a consent calendar and/or action items for discussion. Only Designated Representatives, or their Proxy, shall be voting members. Each Designated Representative shall be allotted one vote e.g. “one vote: one representative”.

In order for the SDAERC to take action on any item both Member Agencies must be represented at a meeting in which the action has been agendaized with a majority of members being physically or virtually present via teleconference and/or webinar.

## **XV. SECTION – OTHER OPERATIONAL GUIDELINES**

**Officers:** There shall be two officers of the SDAERC, consisting of a Chair and Vice-chair. These shall be selected from the highest ranking Member Agency Designated Representatives on the SDAERC. Their duties are as follows: The Chair shall preside at all meetings of the SDAERC. The Vice-Chair shall act as Chair in the absence of the Chair and shall perform such other duties as may be prescribed by vote of the SDAERC.

**Compensation:** Designated Representatives shall serve without special compensation for their SDAERC participation but shall be assigned as part of their duties as determined by the rules and guidelines of their employer. Representatives shall be entitled to reimbursement for actual and necessary expenses incurred in the conduct of the Consortium’s business only as determined by rules and guidelines of their employer.

**Meeting Exhibits/Handouts:** As a best practice, exhibits or handouts to be presented at SDAERC meetings should be provided to Designated Representatives in advance of the meeting. Ideally, 72 hours prior to a meeting.

**Minutes:** SDAERC shall post meeting minutes and supporting documents when available on each respective Member Agency website as well as make minutes available to each Designated Representative. Ideally, 72 hours prior to a meeting.

**Parliamentary Authority:** SDAERC meetings shall be conducted in accordance with these Bylaws and in accordance with procedures that enable items to be efficiently presented, carefully considered, and brought for action as needed. Meetings will be guided, but not bound, by Robert’s Rules of Order and generally accepted parliamentary procedures.

**Public Comments:** All SDAERC Meetings shall be held in accordance with the [Ralph M. Brown Act](#) public meeting sections of California Education Code. During SDAERC meetings, public comment can be made on



any item of interest either in writing or in person. A maximum of 3 minutes will be allotted to each individual wishing to make public comment.

## **XVI. SECTION – PERSONNEL & PROFESSIONAL SERVICE CONSULTANTS**

**Personnel:** The SDAERC maintains no separate “consortium” employees. All Designated Representatives of the SDAERC are assigned and approved by the respective District Governing Boards as employees of a Member Agency.

**Professional Service Consultants:** The SDAERC may choose to enter into a professional service agreement with a consultant(s) for designated functions as determined by the SDAERC. To do so, an outline of tasks and deliverables shall be agreed upon in advance by the SDAERC.

Additionally, the method to select a consultant shall be determined by the SDAERC but at a minimum shall include: appointing a lead to draft tasks and deliverables, distributing the solicitation for consultant requests, collection of consultant resumes, determining the selection process, scheduling of interviews if required, creating candidate evaluation criteria if required, negotiating a contract, and notifying all consultant/bidders of the results of the selection process.

Finally, should a professional services agreement be entered into, one Member Agency shall be responsible for executing the service agreement on behalf of the SDAERC which shall outline a scope of work, expected costs, compensation rates, deliverables, oversight structure, as well as any cost sharing agreements between Member Agencies including the method of reimbursement for shared costs.

## **XVII. SECTION - CONSORTIUM LEAD**

**Consortium Lead:** The SDAERC shall designate a Consortium Lead, defined historically by the state as the “Consortium Director”. This role may be assigned to a mutually agreed upon consultant and/or an employee of either Member Agency.

The Consortium Lead shall not have voting rights on any action items related to the SDAERC but instead will act as an advisor to the Consortium.

The defined duties for the Consortium Lead shall be reviewed and approved by the SDAERC and include designated responsibilities per state guidance which include but are not limited to: facilitating and coordinating the basic operations of the local Consortium including meetings, supporting the joint Member Agency efforts and reporting for the SDAERC including submittal of local Adult Education Plans, review and approval of NOVA reports, and project management of SDAERC tasks and deliverables. The Consortium Lead job description shall be reviewed at least annually by the SDAERC along with the evaluation of the effectiveness of the person in the role.

Any cost sharing for the Consortium Lead between Member Agencies, e.g. sharing of expenses, shall be agreed upon in writing along with the methods of reimbursement by each Member Agency.



