

**CALIFORNIA HOUSING WORKERS' COMPENSATION AUTHORITY
EXECUTIVE COMMITTEE MEETING**

November 15, 2018

Agenda Item 9.A.

JPA ADMINISTRATION

SUBJECT: Review of the CHWCA JPA Agreement – Ric Burwell, Executive Director

ISSUE:

At its August 2018 meeting, the Executive Committee approved updated Underwriting Guidelines. While this action was initiated largely to meet a requirement for triennial *Accreditation with Excellence* by California Association of Joint Powers Authorities (CAJPA), the Committee agreed with staff's suggested undertaking of a more comprehensive review of the JPA's governing documents. Accordingly, staff and counsel reviewed CHWCA's Joint Powers Agreement, Bylaws, Financial Stability Plan and Underwriting Guidelines and jointly bring forward proposed updates at this time.

Since the governing body's approval process varies throughout the documents, they are being brought forward as separate action items in this agenda.

EXECUTIVE DIRECTOR'S COMMENTS AND OBSERVATIONS:

A thorough review of an agency's governing documents is not a glamorous job, but I strongly believe in its importance. Documents can become stale and sometimes even noncompliant with current laws and regulations. More commonly, amendments or updates to one document do not automatically get replicated in its companions.

Occasionally, the tone and temperament of the agency itself can change over time. Its governing documents, while seeking to preserve its core values, should also reflect the evolution of those values.

With that in mind, below are the objectives staff sought to achieve in this review:

The documents should define, shape and uphold over time the core values and strategic goals of the organization. Simultaneously, they should allow for institutional changes to come about in a reasonable and intentional manner.

The documents should allow and encourage effective, timely and responsive operations of the organization's business, in CHWCA's case, by clear and broad delegation to its Executive Committee.

The documents should be kept congruent with one another.

Language should be clear, concise and direct. Language should be contemporary, inclusive and gender-neutral. As much as possible, language should be unburdened by jargon or overly bureaucratic usage.

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In particular, language should reflect that CHWCA is not an insurer, but rather a shared-risk pooling of resources and efforts. CHWCA's member agencies are just that: members. They are not just customers; they are also owners and are jointly responsible and accountable to one another. In that sense, the member agencies do not pay *premiums* to a for-profit company; they make *contributions* to their own mutual protection and welfare. This specific distinction in usage – which generated many of the proposed edits – is practical as well as philosophical or symbolic. Many risk-sharing pools seek to remove terminology that closely mirrors insurance, favoring instead language based on the JPA's legal status as a government agency. Under many circumstances, it is more favorable to the JPA that its Memoranda of Coverage and other key documents be interpreted as contracts among equals, not as insurance policies.

I am pleased to report back to the EC that I found CHWCA's governing documents to be robust, well-crafted and closely aligned to the objectives outlined above.

BACKGROUND AND HISTORY:

CHWCA's Joint Powers Agreement was most recently updated in 2005.

The proposed changes to the Agreement are shown in redline format. One proposed change is a revision of the requirement to maintain a quorum throughout the course of a meeting. The other substantive change is to update replace "premium(s)" with "contributions(s)" throughout the document.

Amendment of the JPA Agreement requires a two-thirds approval by the member agencies, acting through their governing bodies.

STAFF RECOMMENDATION:

Staff recommends the Executive Committee recommend to the Board approval of attached updates to the Joint Powers Authority Agreement.

REFERENCE MATERIALS ATTACHED:

A. Draft JPA Agreement Draft (In redline)