



September 12, 2025

TO: Capitol Area Development Authority (CADA) Board of Directors

SUBJECT: September 19, 2025 Board Meeting
AGENDA ITEM 9
PROCESS FOR APPOINTMENT OF FIFTH BOARD MEMBER

CONTACT PERSON: Danielle Foster, Executive Director

RECOMMENDATION:

Item for review and discussion.

BACKGROUND

The Authority is administered by a five-member Board, serving in their appointed capacities and taking official organizational action by majority vote. This structure balances representation and ensures nimbleness and independence in decision-making from CADA's founding government bodies. The composition and appointment structure for the Board was defined in the original Joint Exercise of Powers Agreement for CADA, dated July 1, 1978.

Board Composition:

The Board's membership is comprised of two State, two City, and one independent appointee:

- Two (2) members are appointed by the Director of the Department of General Services of the State.
- Two (2) members are appointed following the procedures established in the City Charter for appointing members to City boards.
- One (1) member is appointed by the affirmative vote of at least three (3) of the other four (4) Board members.

Importantly, the fifth (5th) member must not be an officer or employee of either the City or the State.

The Board appoints the fifth (5th) member to serve four-year terms. The current term of the Fifth Board Member, Board Member Lagomarsino expired on August 27th, but Board Member Lagomarsino will hold this seat until Board action is taken. The Board decided at the August meeting to put together a guidance document for the Fifth Member appointment process, utilizing a subcommittee of Chair Bailey and Board Member Avdis to work with staff and counsel to draft the document. Attached is the draft Fifth Member Appointment Guidance Document (Attachment 1) and the Board Member Job Description (Attachment 2) proposed to be used in carrying out the Fifth Member appointment process.

As reference, here is the text directly from the Joint Exercise of Powers Agreement:
Section 7. Governing Board

The Authority shall be administered by the Board, which shall consist of five (5) members, each serving in his individual capacity as a member of the Board. Two (2) members of the Board shall be appointed by the Director of the Department of General Services of the State, and two (2) members of the Board shall be appointed in the manner provided by the Charter of the City for the appointment of members of City boards, commissions and agencies. The fifth (5th) member of the

Board shall be appointed by the affirmative vote of at least three (3) of the other four (4) members and shall not be an officer or employee of the City or State. The term of office of such appointed members shall be four (4) years, subject to the provisions herein as to initial terms, and they shall remain members of the Board until the appointment of their successors. One of the initial appointments made by each of the parties, respectively, shall be for a term of four (4) years. One of the initial appointments made by each of the parties, respectively, shall be for a term of two (2) years. The term of the initial fifth (5th) member shall be three (3) years. All appointments made after the initial appointments shall be for a term of four (4) years. The members appointed by the City and the Director of General Services of the State shall serve at the pleasure of the party appointing them and such appointing party may terminate the term of any member appointed by it at any time. The member appointed by the Board may only be removed by the Board for cause or by an affirmative vote of all four (4) of the other Board members.

POLICY

There is no specific process for appointment of the fifth Board member in the Board's governing documents and it is at the discretion of the Board. At Board direction, a subcommittee of the Board has drafted the attached Appointment Guidance Document that the subcommittee is recommending be used in carrying out the appointment process. Appointment of this Board Member must be made by a majority vote of the Board.

FINANCIAL IMPACT

No additional financial impacts from this item are foreseen. There is existing budgeted staff time for Board activities.

ENVIRONMENTAL ISSUES

Not applicable. This is an administrative action and is not a project subject to the guidelines of the California Environmental Quality Act (CEQA).

CADA STRATEGIC PLAN

This item addresses the following 2024-2029 CADA Strategic Plan goal:

- Ensure Fiscal Strength & Operational Excellence

ATTACHMENTS

1. Fifth Board Member Appointment Guidance Document
2. Board Member Job Description – September 2025

Fifth Board Member Appointment Guidance Document (September 2025)

1. Appointment Process:

a. Solicitation of Interest.

- i. A notice of vacancy will be posted on the CADA website. The notice shall include:
 1. A general description of the position, expected duties, term of appointment, and desirable qualifications
 2. Application requirements: a resume, a cover letter or personal statement, and contact information for two references.
 - a. Applicants will be informed that all submitted materials will be considered public records.
 - b. There are no minimum qualifications for consideration.
- ii. In addition to the public posting, outreach efforts will be conducted by:
 1. Current CADA Board members
 2. CADA's Executive Director

b. Application Review

- i. The Ad Hoc Subcommittee will review all submitted applications. The Subcommittee will evaluate applicants and narrow the field to up to three finalists for consideration by the full Board.

c. Board Interviews and Selection

- i. All interviews and deliberations must be conducted in an open session in compliance with applicable Brown Act laws.
- ii. Selection Criteria: Appointment requires at least three affirmative votes from the four City and State appointees on the Board.

2. Appointment Considerations:

a. Legal and Organizational Qualifications

- i. In accordance with the Joint Powers Authority (JPA), applicants must not be a current officer or employee of either the City or the State.
- ii. Appointees are expected to regularly attend scheduled and special Board meetings.
 1. This position is unpaid and does not include benefits.
 2. As a public official, the appointee will be required to file a Form 700 – Statement of Economic Interests.

Capitol Area Development Authority Board Member Job Description

The Board of the Capitol Area Development Authority consists of five members.

Two (2) members shall be appointed by the Director of the State Department of General Services (one of whom will serve as chair)

Two (2) members shall be appointed in the manner provided by the Charter of the City of Sacramento for the appointment of members of City boards, commission and agencies

The fifth (5th) member shall be appointed by the affirmative vote of at least three of the other four members and shall not be an officer or employee of the City or the State.

The term of office of such appointed members shall be four (4) years, and they shall remain members of the Board until the appointment of their successors.

Responsibilities of the Board

The Capitol Area Development Authority governing board is responsible for: (1) Property management of residential and neighborhood commercial facilities; (2) Development of new housing, including affordable housing, and support of commercial and State facilities in the Capitol Area and R Street Corridor; (3) Development of infrastructure, streetscape, new housing and retail within the Capitol Area and R Street project areas; and (4) Development, programs and partnerships that develop housing stock and further revitalization projects that support the project areas and/or further State and City objectives.

Responsibilities of Individual Board Members

Each individual board member is expected to:

- know the organization's mission, policies, programs, and needs as well as understand its collective purpose;
- faithfully read and understand the organization's financial statements and board materials in advance of meetings;
- serve as active advocates and ambassadors for the organization;
- leverage connections, networks, and resources to develop collective action to achieve the organization's mission;
- prepare for, attend, and conscientiously participate in board meetings;
- engage in learning opportunities to better understand the community we serve;
- respect the experiences of all who bring their voices into the boardroom and the organization;
- follow the organization's bylaws, policies, and board resolutions;
- sign an annual conflict-of-interest disclosure (Form 700) and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings on items that come before the Board for consideration; and
- maintain confidentiality about all internal matters of the organization.