



# **BYLAWS**

**Upstream Investments Policy Committee**

**August 12, 2015**

**Amended May 17, 2019**

For more information visit [www.UpstreamInvestments.org](http://www.UpstreamInvestments.org), e-mail [Upstream@schsd.org](mailto:Upstream@schsd.org), or call 707.565.8797.

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EXHIBIT A: Portfolio Review Committee Bylaws

## I. PURPOSE AND FUNCTIONS

### A. AUTHORIZATION

1. The Sonoma County Upstream Investments Policy Committee (hereinafter referred to as the Policy Committee) is established by the Sonoma County Board of Supervisors to direct the Upstream Investments Policy initiative and complies with the requirements of the Ralph M. Brown Act and the Maddy Act.
2. The Human Services Department recruits members for the Policy Committee to fill positions recommended by the Steering Committee and approved by the Policy Committee Members.

### B. FUNCTION

The Upstream Investments Policy Committee is chartered by the Sonoma County Board of Supervisors. The Committee works in partnership with the Health Action Council to advance evidence-informed, prevention-focused approaches with the highest potential to improve education, health and economic wellness for all Sonoma county residents. In addition, the Committee monitors movement on shared community-level outcomes and the Portfolio of Model Upstream Programs.

The members serve as a conduit between the committee and the community (community-based organizations, local philanthropy, County agencies, and others) to increase the implementation and funding of evidence-informed and prevention focused approaches to improve the well-being of all. The Policy Committee makes reports and recommendations to the Board of Supervisors and implements recommendations as directed by the Board.

## II. MEMBERSHIP

### A. MEMBERSHIP

The Policy Committee is comprised of up to 25 members that fill positions who are selected by the Human Services Department and approved by the Policy Committee. To ensure that the Committee can effectively fulfill its duties, the member representing each organization will hold a senior level position in their organization.

The 25 members represent philanthropy, community-based organizations, County agencies, Board of Supervisors, business community, school districts and others. The members are stewards of the “invest early, invest wisely and invest together” strategy. The

Committee aims for diverse leaders who implement or fund evidence-informed, prevention-focused approaches and represent multiple sectors. Member organizations actively participate on the committee, ad hoc workgroups and learning communities.

#### C. TERMS OF APPOINTMENT

1. Policy Committee members serve two-year terms with the option to renew at the end of each term.
2. There is no compensation for members on the Policy Committee.

#### D. REMOVAL AND RESIGNATION OF MEMBERS

1. Resignation of Policy Committee members shall be effected by a written letter of resignation submitted to the Human Services Department one month prior to the resignation date.
2. Members of the Policy Committee may be removed by the Human Services Department if they are unable or unwilling to fulfill their duties.
3. Policy Committee members who are removed or resign shall be replaced by the Human Services Department with a new member representing the same or similar position.

### III. DUTIES OF MEMBERS

#### A. ATTENDANCE

Members are expected to attend Upstream Policy Committee meetings. Consistent attendance is important and needed to advance the goals of the committee. Members who aren't attending consistently can be considered for removal.

#### B. NOTIFICATION OF ABSENCE

Members shall notify the Human Services Department of any absence for a meeting at least one week before the meeting to allow time for the Department to cancel the meeting if it appears that there will not be a quorum. Proxy attendance for members who can't attend the meeting will not be counted towards quorum.

### C. CHAMPION UPSTREAM INVESTMENTS POLICY

Members agree to champion the Upstream Investments Policy within their sphere of influence. This may include, but is not limited to, the following:

1. Promote and support the implementation of evidence-informed and prevention focused approaches
2. Promote and adopt upstream policies within their institution or sector
3. Build awareness of the value of these effective approaches
4. Serve as a thought partner to advance the implementation of evidence-informed and prevention focused approaches
5. Shift investments towards evidence-informed and prevention focused approaches
6. Provide feedback to community partners about the effectiveness of funding and implementing evidence-informed and prevention focused approaches
7. Host, promote and/or arrange Upstream presentations and trainings
8. Promote use of the Portfolio of Model Upstream Programs

### D. SERVICE ON COMMITTEES

Policy Committee members are available to serve on committees when necessary and/or to delegate appropriate staff for committees. The following committees support the work of the Policy Committee

1. Steering Committee
2. Portfolio Review Committee
3. Ad hoc committees, as necessary

### E. POLICY COMMITTEE CHAIR

One member of the Policy Committee will serve as chair. The Chair will be nominated by the Steering Committee and approved by the Policy Committee by majority vote. The Chair will serve a one year term.

#### IV. MEETINGS AND ACTIONS

##### A. SCHEDULE OF MEETINGS

The Upstream Committee will meet quarterly. Additional meetings will be scheduled if necessary and approved by the Steering Committee.

##### B. NOTICE OF MEETINGS

Notice of Policy Committee meetings, specifying time, date, location and agenda, shall be provided electronically to Policy Committee members in a manner that conforms with the requirements of the Brown Act (no less than three work days before the meeting). At the same time, the same information will be made available to the public as required by law.

##### C. QUORUM

For purposes of conducting a meeting of the full Upstream Committee, a quorum of the Policy Committee shall be the whole number more than fifty percent (50%) of the total number of members who have been duly appointed to the Upstream Committee.

##### D. PUBLIC MEETINGS

All meetings of the Policy Committee shall be open, public and noticed in conformance with the Ralph M. Brown Act, California Government Code 54960, *et. seq.*, as amended.

##### E. MEETING MINUTES

The Human Services Department shall record in the minutes: the time and place of the meeting, members who are present, official acts of Policy Committee, and the number of votes of members (ayes, noes, and abstentions), except when the action is unanimous. When requested by a member, his or her dissent or approval, and reasons, shall be recorded. When a member abstains due to a conflict of interest, his or her abstention and the reasons shall be recorded.

##### F. APPROVAL OF MINUTES

The minutes shall be presented for approval to Policy Committee members by the Human Services Department via e-mail and approved at the next meeting of the Policy Committee. Approved minutes will be publicly posted as required by the Ralph M. Brown Act, California Government Code 54960, *et. seq.*, as amended.

## G. MAJORITY RULE

Decisions and acts made by majority vote of the members at any duly-constituted meeting shall be regarded as acts of the Policy Committee except as otherwise provided by these Bylaws.

## H. RULES OF ORDER

The current version of Robert's Rules of Order shall guide the Policy Committee in all proceedings, except as otherwise provided for in these Bylaws.

## V. STEERING COMMITTEE

Because the Policy Committee meets only quarterly, the Steering Committee meets to make decisions between quarterly meetings. The Steering Committee complies with the requirements of the Ralph M. Brown Act and the Maddy Act.

- A. The Steering Committee shall be comprised of nine members of the Policy Committee representing each of the following categories: philanthropy, community-based organizations, County agencies, Board of Supervisors, business community, school districts and others.
- B. The full Policy Committee will nominate and elect members of the Steering Committee with a majority vote.
- C. The Steering Committee will meet quarterly in the months prior to the Policy Committee meetings and will meet for 90 minutes.
- D. A majority vote of the Steering Committee shall be required to take action on behalf of the Policy Committee.
- E. The Chair of the Steering Committee will report decisions and action at the following Policy Committee meeting.

## VI. CONFLICT OF INTEREST

### A. VOTING

- 1. No member of the Policy Committee shall cast a vote or attempt to influence the Policy Committee on any matter which would financially benefit such member or any organization with which such member is affiliated.

2. A Policy Committee member may voluntarily recuse himself or herself from any discussion or vote to avoid the appearance of impropriety.
3. For purposes of this Article, “any matter that has direct bearing” shall include policy and funding decisions that affect any organization in direct competition for funding with an organization such member represents or that would provide direct financial benefit to such member or the immediate family members of such member.
4. For purposes of this Article, “represents” shall include the following types of affiliation: director, board member, advisor, paid consultant or employee.
5. Policy Committee members shall make every attempt to avoid personal conflict of interest in the fulfillment of their Policy Committee duties.

**B. DISCLOSURE**

In order to avoid conflict of interest or the appearance of such conflict, each member shall comply with any conflict of interest code adopted by the Board of Supervisors.

**C. RECORD OF ABSTENTION**

Minutes of meetings shall record the abstentions of members who are prohibited from voting due to conflict of interest or who have voluntarily recused.

**VII. STAFF SUPPORT**

The Human Services Department will staff Policy Committee and shall:

- A. Recruit members with final appointment by the Policy Committee.
- B. Orient and train new Policy Committee members.
- C. Prepare and distribute agendas and other materials, submit recommendations for Policy Committee consideration.
- D. Facilitate the Policy Committee meetings in partnership with the chair.
- E. Prepare administrative reports required by the Board of Supervisors.
- F. Take minutes, and prepare and maintain records of all proceedings.
- G. The Department will consult with County Counsel as necessary.

## VIII. BYLAWS

### A. ADOPTION

An affirmative vote of two-thirds (2/3) of the Policy Committee, a quorum being present, shall be required to adopt or amend these Bylaws.

### B. AMENDMENTS

Any member of the Policy Committee or the Human Services Department may propose amendments to the Bylaws.

1. Proposed amendments shall be submitted in writing and made available to each member of the Policy Committee no less than five (5) days prior to consideration before a vote can be taken.
2. An affirmative vote of two-thirds (2/3) of those voting, a quorum being present, shall be required to amend these Bylaws.

### C. REVIEW

As needed, the Policy Committee shall review the Bylaws for appropriateness of language, content and possible amendments.

### D. STANDING OF BYLAWS

Nothing in these Bylaws may, nor shall they be construed to, take precedence over Federal, State, County, or other local laws or regulations.

**EXHIBIT A: Portfolio Review Committee Bylaws**



Portfolio of Model Upstream Programs

# Portfolio Review Committee

# BYLAWS

**Adopted April 18<sup>th</sup>, 2012**  
**Amended June 20<sup>th</sup>, 2012**  
**Amended July 16, 2014**  
**Amended December 16, 2015**  
**Amended January 16, 2019**

For more information visit [www.UpstreamInvestments.org](http://www.UpstreamInvestments.org), e-mail [Upstream@schsd.org](mailto:Upstream@schsd.org), or call 707.565.8797.

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## **I. PURPOSE AND FUNCTIONS**

### **A. AUTHORIZATION**

1. The Sonoma County Portfolio of Model Upstream Programs Review Committee, (hereinafter referred to as the Portfolio Review Committee) is established by the Sonoma County Board of Supervisors as part of the Upstream Investments Policy and complies with the requirements of the Ralph M. Brown Act and the Maddy Act.
2. The Human Services Department recommends and the Board of Supervisors appoints members to the Portfolio Review Committee.

### **B. FUNCTIONS**

1. The purpose of the Portfolio Review Committee is to review submissions to the Portfolio of Model Upstream Programs in accordance with the Portfolio Review and Decision Process and to determine Tier Placement for each submission.
2. The Portfolio Review Committee is also responsible for ensuring that the Portfolio Submission Criteria and the Portfolio Review and Decision Process continue to meet County policy and accepted industry practices related to evidence-based practice.
3. The Portfolio of Model Upstream Programs Logic Model guides the work of the Portfolio Review Committee (Appendices: Exhibit A)

## **II. MEMBERSHIP**

### **A. MEMBERSHIP AND APPOINTMENT**

1. Membership of the Portfolio Review Committee is established to be composed of a minimum of 7 and a maximum of 15 members. Members will represent the following sectors, however all sectors may not be represented on the committee at all times:
  - a) County Administrator's Office.
  - b) Sonoma County Department of Health Services
  - c) Sonoma County Department of Human Services
  - d) Law Enforcement and Criminal Justice Agencies
  - e) Early Childhood Development Agencies
  - f) K - 12 Education Agencies
  - g) Local or Bay Area Universities or Colleges
  - h) Local Funding Organizations (non-County)

- i) Local Service Agencies
  - j) The Community at Large
2. The following criteria will be used for all Portfolio Review Committee membership appointments:
- a) Demonstrated experience with evidence-based practice in program design, implementation, and evaluation.
  - b) Willingness to review one Portfolio application each month within thirty (30) calendar days of receipt. Each review requires approximately two (2) to six (6) hours.
  - c) Willingness to attend quarterly meetings which are two to four (2-4) hours in duration.
  - d) Willingness to attend one half day (4 hour) orientation.
  - e) Availability to serve a two-year term.
3. All potential Portfolio Review Committee members will submit a membership application for review by the Human Services Department staff who will submit recommendations for membership to the Board of Supervisors. A newly-appointed member will be introduced at the next full meeting of the Portfolio Review Committee.

#### B. TERMS OF APPOINTMENT

- 1. Portfolio Review Committee members shall be appointed to a term of two (2) years. All re-appointments shall be for a term of two years.
- 2. Half of the Portfolio Review Committee members selected in the first round of recruitment will be seated for one (1) year to establish a staggered replacement of members.
- 3. Portfolio Review Committee members may re-apply for repeat terms. There are no term limits.
- 4. There is no compensation for members to serve on the Portfolio Review Committee.

### III. REMOVAL AND RESIGNATION OF MEMBERS

A. REMOVAL OF PORTFOLIO REVIEW COMMITTEE MEMBERS

Members may be removed for cause (such as absenteeism or for failure to complete duties in a timely manner).

1. Removal for Cause

Cause shall be defined as determination by the Portfolio Review Committee that the member is unable to effectively represent the categorical seat to which he/she is appointed due to change of employment or status that substantially alters the member's qualifications considered in making the initial appointment.

2. Removal for Absenteeism

Members may be removed from membership on the Portfolio Review Committee if the member is absent from more than two (2) consecutive regular Portfolio Review Committee meetings without notifying the Human Services Department at least two days prior to the meeting or has a substantial pattern of absences and after a good faith effort by the Human Services Department to contact the member regarding the absences.

3. Removal for Failure to Complete Duties in a Timely Manner

Members may be removed from membership due to a pattern of late reviews (more than 30 calendar days).

4. The Human Services Department shall recommend to the Portfolio Review Committee the removal of any member(s) based on cause or absence or failure to perform duty. Removal of a member shall require a majority vote of the Portfolio Review Committee, a quorum being present.

B. RESIGNATION OF PORTFOLIO REVIEW COMMITTEE MEMBERS

1. Resignation of Portfolio Review Committee members shall be effected by a written letter of resignation submitted to the Human Services Department one month prior to the resignation date.

2. Members who are removed or resign shall be replaced with a new member, appointed by the Human Services Department, who will fulfill the remainder of the term.

**IV. DUTIES OF MEMBERS**

A. ATTENDANCE

1. Members shall attend all meetings of the Portfolio Review Committee.

B. NOTIFICATION OF ABSENCE

Members shall notify the Human Services Department of any absence for a meeting at least two days before the meeting or as soon as possible so that the Department can cancel the meeting if it appears that there will not be a quorum.

C. REVIEW OF PORTFOLIO SUBMISSIONS

Members shall review all Portfolio submissions assigned to them in accordance with Portfolio Criteria and return their recommendation within thirty (30) calendar days of receipt. Each review requires approximately two (2) to six (6) hours.

D. MAINTAIN RIGOUR AND INTEGRITY OF PORTFOLIO REVIEW PROCESS

Together, the Committee will ensure that the Portfolio Criteria, Submission Process, and Review and Decision Process continue to meet County policy and accepted industry practices related to evidence-informed practice and make recommendations for changes when necessary. (Refer to EXHIBITS B and C for current processes.)

V. MEETINGS AND ACTIONS

A. SCHEDULE OF REGULAR MEETINGS

1. The Portfolio Review Committee shall, at its first meeting of each calendar year, adopt a schedule of meetings and transmit that schedule to the Portfolio Review Committee Members, the Board of Supervisors, and the public at large.
2. Regular meetings may be canceled either by the Human Services Department or a majority vote at a duly-constituted meeting.
3. Alternate dates for the regular meeting may be set either by the Human Services Department or by a majority vote at a duly-constituted meeting of the Portfolio Review Committee, with ten (10) working days' notice provided to all members and posted for members of the public with three (3) working days' notice.

B. NOTICE OF MEETINGS

1. Notice of regular meetings, specifying time, date, location and agenda, shall be provided electronically to Portfolio Review Committee members in a manner that

conforms with the requirements of the Brown Act (usually no less than three work days before the meeting).

2. At the same time, the same information will be made available to the public as required by law. Notices will be posted at the County Administrator's Office and the Upstream website at [www.upstreaminvestments.org](http://www.upstreaminvestments.org).

C. SPECIAL MEETINGS

Special meetings of the Portfolio Review Committee may be called at the request of a majority of Portfolio Review Committee members. Notice of special meetings shall be delivered to members electronically and must be received twenty-four hours in advance of time of the meeting. Said notice must state the business to be considered. Special meetings shall be called and conducted in accordance with California Government Code Section 54956 (Ralph M. Brown Act).

D. QUORUM

For purposes of conducting a meeting of the full Portfolio Review Committee, a quorum of the Portfolio Review Committee shall be the whole number more than fifty percent (50%) of the total number of members who have been duly appointed to the Portfolio Review Committee.

E. PUBLIC MEETINGS

All meetings of the Portfolio Review Committee shall be open, public, and noticed in conformance with the Ralph M. Brown Act, California Government Code 54960, et. seq., as amended.

F. MEETING MINUTES

The Human Services Department shall record in the minutes: the time and place of the meeting, members who are present; official acts of the Portfolio Review Committee; and the number of votes of members, ayes, noes, and abstentions, except when the action is unanimous. When requested by a member, his or her dissent or approval, and reasons, shall be recorded. When a member abstains due to a conflict of interest, his or her abstention and the reasons shall be recorded.

G. APPROVAL OF MINUTES

The minutes shall be presented for approval at the succeeding regular meeting.

H. MAJORITY RULE

1. Decisions and acts made by majority vote of the members at any duly-constituted meeting shall be regarded as acts of the Portfolio Review Committee except as otherwise provided by these Bylaws.
2. Votes that result in a tie vote will be considered to not pass.
3. Because the Portfolio Review Committee is a Brown Act committee, proxy vote is not allowed.

I. RULES OF ORDER

The current version of Robert's Rules of Order shall guide the Portfolio Review Committee in all proceedings, except as otherwise provided for in these Bylaws.

VI. CONFLICT OF INTEREST

A. VOTING

1. No member of the Portfolio Review Committee shall cast a vote or attempt to influence the Portfolio Review Committee on any matter that has direct bearing on a Portfolio Placement Recommendation or other matters which would financially benefit such member or any organization with which such member is affiliated.
2. Portfolio Review Committee members will recuse themselves from any review, discussion or vote if they feel they cannot be objective or to avoid the appearance of impropriety.
3. For purposes of this Article, "any matter that has direct bearing" shall include policy and funding decisions that affect any organization in direct competition for funding with an organization such member represents or that would provide direct financial benefit to such member or the immediate family members of such member.
4. For purposes of this Article, "affiliated" shall include the following types of positions: director, board member, paid consultant or employee. Funders or advisors will recuse themselves based on their level of involvement with the program.
5. Portfolio Review Committee members shall make every attempt to avoid personal conflict of interest in the fulfillment of their Portfolio Review Committee duties and shall approach their duties with a mindset of integrity.

6. For purposes of voting, Portfolio Review Committee members who have disqualified themselves due to a conflict of interest will not affect the determination of a quorum.

B. DISCLOSURE

In order to avoid conflict of interest or the appearance of such conflict, each member shall comply with any conflict of interest code adopted by the Board of Supervisors.

C. RECORD OF ABSTENTION

Minutes of meetings shall record the abstentions of members who are prohibited from voting due to conflict of interest or who have voluntarily recused.

**VII. STAFF SUPPORT**

The Human Services Department will staff the Portfolio Review Committee and shall:

1. Recruit members. Coordinate the review of applicants and the submission of recommendations for membership to the Board of Supervisors.
2. Orient and train new Portfolio Review Committee members.
3. Prepare and distribute agendas and other materials, submit recommendations for Portfolio Review Committee consideration and, as appropriate, participate in discussions on items before the Portfolio Review Committee.
4. Distribute submissions to the Portfolio to Portfolio Review Committee members for their review and Portfolio Placement Recommendation as described in the Portfolio Review and Decision Process.
  - 4a. Pre-screen Portfolio submissions to ensure that they include all the required material before sending to Portfolio Review Committee members for consideration.
5. Track and communicate all Portfolio Review Committee Member Portfolio Placement Recommendations to the submitting organizations.
6. Prepare administrative reports required by the Board of Supervisors.
7. Attend Portfolio Review Committee meetings, take minutes, and prepare and maintain records of all proceedings.

8. The Human Services Department has the option to hold one ex-officio non-voting seat on the Portfolio Review Committee.
9. The Department will consult with County Counsel as necessary and County Counsel will attend Portfolio meetings when necessary.

## VIII. BYLAWS

### A. ADOPTION

An affirmative vote of two-thirds (2/3) of those voting, a quorum being present, shall be required to adopt or amend these Bylaws.

### B. AMENDMENTS

Any member of the Portfolio Review Committee or the Human Services Department may propose amendments to the Bylaws.

1. Proposed amendments shall be submitted in writing and made available to each member of the Portfolio Review Committee no less than five (5) days prior to consideration before a vote can be taken.
2. An affirmative vote of two-thirds (2/3) of those voting, a quorum being present, shall be required to amend these Bylaws.

### C. REVIEW

At least annually, and otherwise as needed, the Portfolio Review Committee shall review the Bylaws for appropriateness of language, content and possible amendments.

### D. STANDING OF BYLAWS

Nothing in these Bylaws may, nor shall they be construed to, take precedence over Federal, State, County, or other local laws or regulations.