

22nd District Agricultural Association
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Policy 2.01: Institutional Values

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to outline the institutional values of the 22nd DAA. These values are the ethical foundation for all activity conducted in connection with the 22nd DAA, including interactions among 22nd DAA Personnel and interactions by 22nd DAA Personnel with External Stakeholders.

Policy

It is the Policy of the 22nd DAA that all 22nd DAA Personnel know and act in accordance with the following institutional values.

Institutional Values

- **Fun!:** We believe in celebrating the ordinary and the extraordinary in unique ways.
- **A+ Quality:** We believe in creating exceptional and memorable experiences.
- **Integrity:** We believe in being responsible to our community, the environment and to one another.
- **Respect:** We believe in providing an inclusive and interactive place where all people can connect.
- **Service:** We believe in purposeful and inspiring engagement.

It is the responsibility of all 22nd DAA Personnel to apply these values in their activities for the 22nd DAA, whether in the workplace or any other setting in which they are representing the 22nd DAA. In turn, the 22nd DAA Leadership Team will strive to create

an environment that supports every individual's ability to uphold and work by our shared ethical principles.

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Policy 2.02: Code of Ethics

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this policy contradict any provision of California law, California law shall control.

Purpose

All 22nd DAA Personnel are responsible for adhering to the highest standards of ethical conduct and behavior. This Code of Ethics is designed to help 22nd DAA Personnel make ethical decisions in their work for the 22nd DAA. This Code of Ethics applies to all 22nd DAA Personnel and independent contractors contracted by the 22nd DAA.

Policy

It is the Policy of the Board that all 22nd DAA Personnel act in accordance with this Code of Ethics. While the Code of Ethics cannot address every issue, it provides basic principles to guide activities and decisions. Minimum compliance with legal requirements does not necessarily meet the standards set forth in this Code of Ethics. All 22nd DAA Personnel are encouraged to consult with their supervisor, the CEO, or the Board Chair or Board Vice Chair regarding questions about whether a particular course of conduct meets the requirements of the Code of Ethics. All 22nd DAA Personnel are required to report any suspected wrongdoing in accordance with the reporting procedures set forth in Board Policy 2.05: Reporting Wrongdoing. Any directives or communications, whether formal or informal, that have the effect of discouraging such reporting are strictly prohibited.

1. Uphold the Law and Ethical Principles

All 22nd DAA Personnel are expected to follow the law and applicable regulations, both in letter and spirit. While ethical principles and legal requirements may overlap, in many respects they may differ. Ethical decision-making and practices should be considered

along with legal requirements and appropriately fill any gaps in legal interpretation and application. It is the policy of the Board that all 22nd DAA Personnel exhibit the highest fidelity to ethical conduct and avoid even the appearance of impropriety.

2. Professional Integrity and Responsibility

All 22nd DAA Personnel are expected to add value to the 22nd DAA, contribute to its ethical success, and accept professional responsibility for individual decisions and actions. All 22nd DAA Personnel are expected to serve as advocates for the 22nd DAA by engaging in activities that enhance its credibility and value.

General Guidelines

1. Adhere to the highest standards of ethical and professional behavior, including honesty, transparency, and fairness.
2. Take actions that are grounded in furthering the mission of the 22nd DAA.
3. Take actions that are consistent with the institutional values of the 22nd DAA (see Policy 2.01: Institutional Values).
4. Strive to achieve the highest levels of service for the community served by the 22nd DAA.
5. Advocate for the appropriate treatment, appreciation, and care of all 22nd DAA Personnel and External Stakeholders as valuable individuals.
6. Do not harass, mistreat, belittle, harm, or take unfair advantage of anyone.
7. Do not tolerate lying, deliberate misrepresentation, theft, fraud, unlawful discrimination, or ill use of other individuals — whether such persons be guests, peers, superiors, subordinates, contractors, Board Members, members of the public, or other stakeholders.
8. Do not misappropriate the 22nd DAA's resources or resources belonging to others which are entrusted in the care of the 22nd DAA.

3. Ethical Leadership

All 22nd DAA Personnel are expected to exhibit individual leadership as role models for exemplifying ethical conduct. All 22nd DAA Personnel should strive to earn individual respect and increase the organization's credibility with the people and community we serve.

General Guidelines

1. Act ethically in every professional interaction. Several key questions can help identify actions or situations that may be unethical:
 - a. Do my actions comply with the law and the 22nd DAA's mission, values, and policies?
 - b. Have I been asked to misrepresent information or deviate from normal procedures?
 - c. Would I feel comfortable describing my decision or action in a public meeting?
 - d. Could I cause harm to the 22nd DAA, the 22nd DAA's reputation, 22nd DAA Personnel, or External Stakeholders?
2. Question (in a professional and appropriate way) pending individual and group actions or decisions when necessary to ensure that they are ethical and are implemented in an ethical, inclusive manner.
3. Seek expert guidance if in doubt about the ethical propriety of a situation.
4. When appropriate, champion the development of others as ethical leaders in the profession and the 22nd DAA through coaching and mentoring.

4. Diversity, Equity, and Inclusion

All 22nd DAA Personnel are ethically responsible for promoting and fostering diversity, equity, and inclusion for all 22nd DAA Personnel and External Stakeholders. In addition, the 22nd DAA has a policy of promoting diversity, equity, and inclusion among its Board and staff and to the community at large in order to strengthen its programmatic effectiveness.

General Guidelines

1. Respect the uniqueness and intrinsic worth of every individual.
2. Treat people with dignity, respect and compassion to foster a trusting work and service environment free of harassment, intimidation, and unlawful discrimination.
3. Advocate for and take actions to ensure the organization's work and service environment promotes diversity and inclusion.
4. Develop, administer, and advocate policies and procedures that foster fair, consistent, and equitable treatment for all.
5. When involved in the HR process, promote diversity and inclusion in employee recruitment, hiring, promotion, and retention.

5. Professional Competency

All 22nd DAA Personnel must strive to meet the highest standards of professional competency and commit to strengthening their competencies on a continuous basis.

General Guidelines

1. Ensure an adequate level of personal competency to perform assigned responsibilities and duties proficiently.
2. Be honest about individual level of competency and commit to continuous learning, skills development, and application of new knowledge related to the work of the 22nd DAA.
3. Contribute to the organizational knowledge and growth of other 22nd DAA Personnel by openly sharing information and engaging in collaborative learning.

6. Conflicts of Interest

See Policy 2.03: Conflicts of Interest.

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Policy 2.03: Conflicts of Interest

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

It is in the best interest of the 22nd DAA to be aware of and properly manage all real, potential, and perceived conflicts of interest. This Policy is designed to help 22nd DAA Personnel identify situations that present potential conflicts of interest and to provide guidelines for handling perceived, potential, or actual conflicts of interest in accordance with the 22nd DAA's institutional values and legal requirements.

Section 2.03.01 sets forth the reporting procedure applicable to 22nd DAA employees other than the CEO and CEO Direct Reports.

Section 2.03.02 sets forth the reporting procedure applicable to Board Members, the CEO, and CEO Direct Reports.

Note: This Policy supplements but does not replace any disclosure or recusal requirements set forth in the Conflict of Interest Code of the California Department of Food and Agriculture ("COI Code") or any other applicable state law or regulation, including but not limited to, California common law, California Government Code, section 1090, California Public Contracts Code, section 10410, and the Political Reform Act of 1974 (including any regulation promulgated by the Fair Political Practices Commission to enforce the Political Reform Act of 1974, [collectively, "California Law"]).

If any provision contained in this Policy conflicts with any provision set forth in the COI Code and/or California Law, the provision contained in the COI Code and/or California Law shall govern and control. This Policy does not replace, modify, or alter any reporting requirements under California law, including but

not limited to, the reporting of economic interests through the completion and submission of the annual Statement of Economic Interests (Form 700).

Definitions

For the purpose of this Policy, the following definitions apply:

- **Family Member:** any member of an employee's or Board Member's family (spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or registered domestic partner)
- **Interest:** any interest, financial or otherwise, whether direct or indirect, including, but not limited to: being employed by, consulting with, holding office in (including serving on a fiduciary or advisory board of), representing, or deriving income from a Third Party
- **Third Party:** any individual or entity, whether organized for profit or not-for-profit, other than the 22nd DAA
- **Transaction:** any transaction between a Third Party and the 22nd DAA in which the Third Party would receive something of value (whether financial or not) from the 22nd DAA

Policy

All 22nd DAA Personnel are expected and required to avoid any relationship or activity that might impair, or appear to impair, their ability to ethically carry out their responsibilities, without disclosing that information and obtaining the appropriate approval in accordance with this Policy.

In general, a conflict of interest may occur if an outside Interest or activity influences, appears to influence, or has the potential to influence the ability of an individual to exercise objectivity in the performance of their duties at the 22nd DAA or to perform their duties in the best interests of the 22nd DAA. Specific examples of potential conflicts of interest include, but are not limited to, situations where an employee or Board Member:

- Participates in decision-making related to, or otherwise seeks to influence, a potential Transaction between the 22nd DAA and a Third Party in which they have an Interest or their Family Member has an Interest.
- Receives compensation, gifts, favors, entertainment, personal advancement, or other benefits of more than a nominal value (\$500 accumulated annually from the

same source) from a Third Party, which has engaged in, or seeks to engage in, a Transaction with the 22nd DAA.

- Discloses or uses confidential, privileged, special, or inside information about the 22nd DAA or its employees or Board Members for personal gain or advantage.
- Has an opportunity to influence the 22nd DAA's business, administrative, or other material decisions in a manner that leads to personal gain or advantage.
- Uses their position at the 22nd DAA to obtain employment at the 22nd DAA for their Family Members or other Third Parties in which they have an Interest.

The above list of examples is not exhaustive. All 22nd DAA Personnel are expected to exercise careful judgment in determining whether or not to disclose a potential conflict of interest in accordance with this Policy. In the case of uncertainty about whether a situation constitutes a potential conflict of interest, 22nd DAA Personnel are encouraged to err on the side of disclosure.

2.03.01: Disclosure Requirement and Approval Procedure for Employees Other Than the CEO and CEO Direct Reports

Any time an employee other than the CEO or CEO Direct Report is aware or becomes aware of facts or circumstances that could give rise to a potential conflict of interest or, in a reasonable person's judgment, could present the appearance of impropriety, such employee shall promptly report that information to their direct supervisor.

Any employee who is or becomes aware that the 22nd DAA is considering entering into a Transaction with a Third Party in which the employee (or their Family Member) has an Interest shall ensure that the CEO is made aware of the potential conflict of interest *prior to* the Transaction being entered into by the 22nd DAA.

All disclosed information will be treated on a confidential basis, except to the extent necessary for the protection of the interests of the 22nd DAA or as otherwise required under California law. The CEO may implement additional procedures to address these disclosures.

Reporting and Violations of the Policy

An employee who discovers or suspects a violation of this Policy should follow the procedures outlined in Policy 2.05: Reporting Wrongdoing.

Violations of this Policy will be treated as serious misconduct. The Board delegates the responsibility to establish appropriate investigation and disciplinary procedures relating to violations of this section to the CEO.

2.03.02: Disclosure Requirement and Approval Procedure for Board Members, CEO, and CEO Direct Reports

Any time the CEO, a CEO Direct Report, or a Board Member is aware or becomes aware of facts or circumstances that could give rise to a potential conflict of interest or, in a reasonable person's judgment, could present the appearance of impropriety, such individual shall promptly report that information to the Board Chair, prior to its next regularly scheduled meeting.

Any time the CEO, a CEO Direct Report, or a Board Member is aware, or becomes aware, that the 22nd DAA is considering entering into a Transaction with a Third Party in which the CEO, a CEO Direct Report, a Board Member, or one of the foregoing's Family Members may have an Interest, such individual shall disclose the existence of the potential conflict of interest and all material facts to the Board *in advance* of the Transaction being entered into by the 22nd DAA. Such report shall be made first to the Board Chair and Board Vice Chair and subsequently reviewed by the full Board in a duly noticed public meeting. The CEO shall not knowingly permit such a Transaction to proceed without first obtaining the Board's express approval following full disclosure to the Board, during a regularly scheduled meeting, of all material facts. This applies to Transactions above and below the amount of any delegation of signature authority made by the Board to the CEO.

Recusal

When the CEO, a CEO Direct Report, or a Board Member has an Interest in a proposed Transaction, that individual will provide information as requested and then will abstain from any deliberation on the merits of the proposal or the vote.

Reporting Violations of the Policy

Any individual who discovers or suspects a conflict of interest should follow the procedures outlined in Policy 2.05: Reporting Wrongdoing.

Documentation

The minutes of any Board meeting at which any actual, potential, or perceived conflict of interest is disclosed or discovered involving the CEO, a CEO Direct Report, or a Board Member will contain:

- The name of the person who disclosed, or otherwise was found to have, an actual, potential, or perceived conflict of interest; the nature of the interest; any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest or duality of interest in fact existed.
- The name of each person present for discussions, the vote of each Board Member relating to the Transaction, a summary of the discussion, including adopted alternatives to the proposed Transaction, and a record of any votes taken in connection with the discussion.

22nd District Agricultural Association **Policies**

Policy 2.04: Discrimination and Harassment Prevention

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to ensure that all 22nd DAA Personnel are committed to providing a work, service and business environment that are free from unlawful harassment, discrimination, and retaliation.

This policy applies to all persons involved in 22nd DAA activities, including, but not limited to, staff; Board Members; contracted, temporary and voluntary employees; unpaid interns; members of the public; applicants for employment; or visitors on 22nd DAA property who may come into contact with 22nd DAA employees. This policy also applies to any incidents involving inappropriate behavior made either to or by 22nd DAA guests and business partners.

Note: This Policy supplements but does not replace any discrimination and harassment prevention protections provided for California law or Federal law, including but not limited to, the California Fair Employment and Housing Act.

If any provision contained in this Policy conflicts with any provision of California law, the provision of California law shall govern and control.

Policy

The 22nd DAA is committed to a work and service environment in which all individuals are treated with respect and dignity. The 22nd DAA expressly prohibits discrimination, harassment, and bullying by or against any 22nd DAA Personnel or External

Stakeholders, and will take all reasonable steps to prevent the occurrence of discrimination, harassment, and bullying from occurring.

The 22nd DAA exercises a zero tolerance policy on discrimination, harassment, and bullying for causes including, but not limited to: age, ancestry, color, disability (mental and physical), exercising the right to family care leave, gender, gender expression, gender identity, genetic information, marital status, medical condition, military or veteran status, national origin, political affiliation, race, religion, sex (includes pregnancy, childbirth, breastfeeding, and related medical conditions), sexual orientation, citizenship status, or any other protected status in accordance with all applicable Federal, State, and local laws. The 22nd DAA, in compliance with all applicable federal, state, and local anti-discrimination and harassment laws and regulations, will enforce this policy in accordance with the following definitions and guidelines:

Discrimination

The 22nd DAA prohibits discrimination of any kind. For the purposes of this Policy, discrimination may include, but is not limited to: hostile or demeaning behavior toward people because of their protected class; allowing the protected class of an employee, applicant, or other person involved in 22nd DAA business to be a factor in hiring, promoting, compensating or other employment related decisions unless permitted by applicable law; or providing unwarranted assistance or withholding work-related assistance, cooperation, and/or information to employees, applicants, or other persons involved in 22nd DAA business because of their protected class. Such conduct may violate this policy, even if it is not unlawful.

Harassment

The 22nd DAA prohibits harassment of any kind, including sexual harassment. For purposes of this Policy, harassment is unwelcome, disrespectful, or unprofessional conduct, including conduct based on any of the protected classes. Harassment includes, but is not limited to, verbal (jokes, slurs, epithets, teasing), visual (posting of offensive graphic material, symbols, computer displays), or physical conduct in an unwanted manner. The following examples of harassment are intended to be guidelines and are not exclusive when determining whether there has been a violation of this policy:

- Verbal harassment includes comments that are offensive or unwelcome regarding a person's national origin, race, color, religion, gender, sexual

orientation, age, body, disability or appearance, including epithets, slurs, and negative stereotyping.

- Nonverbal harassment includes distribution, display, or discussion of any written or graphic material that ridicules, denigrates, insults, belittles or shows hostility, aversion or disrespect toward an individual or group because of national origin, race, color, religion, age, gender, sexual orientation, pregnancy, appearance, disability, sexual identity, marital status or other protected status.
- Physical harassment includes any threatening, intimidating, violent, or hostile physical acts.

All harassing conduct is unacceptable in the workplace and in any work-related setting, such as business trips and business-related social functions, regardless of who is engaging in the conduct. Even if it is not unlawful, such conduct, even if a single incident, may violate this policy.

Sexual Harassment

Sexual harassment constitutes discrimination and is illegal under federal, state, and local laws. For the purposes of this policy, sexual harassment is defined as harassment based on sex (including pregnancy, childbirth, breastfeeding or related medical conditions), gender, gender identity, or gender expression. Sexually harassing conduct does not need to be motivated by sexual desire.

Sexual harassment is categorized into two types:

Quid Pro Quo:

- The demand of sexual favors in exchange for a job benefit or continued employment.
- Submission to or rejection of the demand is used as the basis for an employment decision affecting the victim.
- Typically committed by a supervisor, management or someone with authority over the victim.

Hostile Work Environment:

- Conduct of a sexual nature that unreasonably interferes with an employee's work performance and/or creates an intimidating, hostile, or otherwise offensive working environment. Examples include, but are not limited to:
 - Unwelcome sexual advances, flirtation, teasing of a sexual nature.
 - Sexually aggressive or obscene letters, invitations, notes, emails, voicemails, or gifts.
 - Sex, gender, or sexual orientation-related comments, slurs, jokes, remarks, or epithets.
 - Leering, obscene or vulgar gestures, or sexual gestures.

- Displaying or distributing sexually suggestive or derogatory objects, pictures, cartoons, posters, or other such items.
- Impeding or blocking movement, unwelcome touching or assaulting others.
- Reprisals and threats after a negative response to a sexual advance.
- Conduct or comments consistently targeted at one gender, even if the conduct is not sexual.

All sexually harassing conduct is unacceptable in the workplace and in any work-related settings, such as business trips and business-related social functions, or when interacting with External Stakeholders regardless of who is engaging in the conduct. Such conduct, even if a single incident, may violate this policy even if it is not unlawful.

Intent vs. Impact for Harassment Cases

In cases of alleged harassment, the intent of the harasser is irrelevant. It is the impact of the behavior and how it is perceived by the recipient that determines if the conduct is harassment. In addition, a witness to the conduct has the right to submit a complaint.

Retaliation

For the purpose of this Policy, retaliation is an adverse employment action against an individual for engaging in a protected activity. To prove retaliation, there must be a causal link between the adverse employment action and the protected activity.

No hardship, loss, benefit, or penalty may be imposed on a Board Member or employee in response to opposing discriminatory practices, filing a complaint, or testifying, assisting or participating in any manner in an investigation, proceeding or hearing. These prohibitions apply to all 22nd DAA Personnel, not only managers and supervisors or others against whom complaints are filed.

Lodging a bona fide complaint will in no way be used against the individual or have an adverse impact on the individual's employment status. However, filing groundless or malicious complaints is an abuse of this policy and will be treated as a violation.

Procedures

Internal Complaint Process

The 22nd DAA's discrimination and harassment complaint process provides the employee, applicant, or other person involved in the 22nd DAA's business, the opportunity, including External Stakeholders, to raise allegations and to seek resolution of their complaint. Complaints will be resolved at the lowest organizational level possible

while assuring that the process provides for timely, thorough, and impartial review of the discrimination or harassment complaint without fear of reprisal or retaliation.

Reporting Violations of the Policy involving an Employee other than the CEO

Employee violations of this policy will be treated as serious misconduct. The Board delegates the responsibility to develop appropriate discrimination and harassment investigation and disciplinary procedures for employees to the CEO. However, these procedures must include a provision that the Board be notified promptly about any complaints against a member of the organization's Senior Management Team.

If the issue is about something other than discrimination or harassment, an employee who discovers or suspects a conflict of interest should follow the procedures outlined in the 2.05 Reporting Wrongdoing policy.

Reporting Violations of the Policy involving a Board Member and/or CEO

Violations of this policy will be treated as serious misconduct.

Employee:

- It is encouraged, though not required, to tell the individual engaging in inappropriate conduct to stop.
- If the individual engaging in inappropriate conduct is the CEO, report conduct to the Board Chair or Human Resources Department if the Board Chair is unavailable to resolve the complaint.
- If the individual engaging in inappropriate conduct is a Board Member, report conduct to the CEO or Board Chair.

Supervisors:

- Anyone in a supervisory position is considered an obligated reporter for the purpose of this Board Policy. Supervisors must report any and all potential violations of this policy to the Human Resources Department immediately. Failure to do so may result in disciplinary action against the Supervisor.
- Maintain confidentiality to the extent possible.

Human Resources Department:

- Determine if the complaint filed meets jurisdictional and procedural requirements and assign an investigator. The objective of the investigation is to determine if there is sufficient evidence to show a violation of the 22nd DAA Discrimination and Harassment Prevention Policy.
- If necessary, advise the Board Chair or CEO and the Complainant that a complaint has been received, the intent to investigate the allegations, and inform them of the policy against retaliation.

- Conduct the investigation. When the investigation is complete, the Board Chair and/or CEO, the Complainant, and the Respondent will be informed of the findings. The investigation will be conducted with discretion and the information gathered during an investigation will be kept confidential to the extent possible.

Nothing in this policy may prevent the complainant or the respondent from pursuing formal legal remedies or resolution through local, state, or federal agencies or the judicial system.

The following additional options are available to resolve a complaint:

Complaints Filed Outside of the 22nd DAA

No one is required to file a complaint internally. Anyone may file a complaint with the following agencies:

Equal Employment Opportunity Office
San Diego Local Office
555 West Beech Street, Suite 504
San Diego, CA 92101
(619) 900-1616

California Department of Fair Employment and Housing
320 West 4th Street, 10th Floor
Los Angeles, CA 90013
Phone: (213) 439-6799

U.S. Equal Employment Opportunity Commission
Los Angeles District Office
Roybal Federal Building
255 East Temple St., 4th Floor
Los Angeles, CA 90012
(213) 785-3090

Liability for Unlawful Discrimination and Harassment

22nd DAA:

- Responsible for the actions of their employees and as a result can be held financially liable for the employees' acts if the supervisor or staff director knew or should have known of the existence of discrimination or harassment and failed to take appropriate action.

Supervisors:

- Because supervisors are responsible for ensuring a work environment free of discrimination, harassment and retaliation, they must take immediate action if they learn of any alleged incident of discrimination, harassment, or retaliation.

Actions always include notifying the Human Resources Department immediately. Failure to act can expose the supervisors personally to financial liability for damages, as well as disciplinary action.

- Supervisors who engage in Quid Pro Quo Harassment can be subject to disciplinary action and held financially liable for their conduct.

Individual Harasser:

- An employee found guilty of unlawful discrimination or harassment may be sued separately from his/her employer and if found guilty, will be held financially liable for his/her actions. Insurance generally does not indemnify for intentional conduct, and the employer may have no legal obligation to pay the cost of defense or judgment for an employee determined to have sexually harassed another. The employee may be responsible for paying part or all monetary damages if any are awarded. Monetary damages may include substantial compensatory and punitive damages and attorney fees.

Training

All 22nd DAA employees, including newly appointed supervisors and staff directors, Board Members and the CEO are required to complete a harassment prevention training class within six months after appointment or promotion, and **every two years thereafter**. Newly hired employees shall be provided with a copy of the 22nd DAA's Discrimination and Harassment Prevention Policy as part of the hiring package.

All temporary and seasonal employees must complete a harassment prevention training class within two weeks of being hired.

All Supervisors are required to discuss and review the 22nd DAA's Discrimination and Harassment Prevention Policy with subordinate **employees annually**.

Exclusion

These policies should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions. In other words, no one should make the mistake of engaging in discrimination or exclusion to avoid allegations of harassment.

Policies

Policy 2.05: Reporting Wrongdoing

Date Adopted/Last Revised: August 8, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The 22nd DAA Code of Ethics (*Policy 2.02*) requires all 22nd DAA Personnel to meet the highest standards of ethical conduct and behavior. This Policy is designed to provide clear guidance to 22nd DAA Personnel about their responsibility to report any unethical behavior or wrongdoing related to the 22nd DAA.

Note: This Policy supplements but does not replace any whistleblower protections provided for under California law or Federal law, including but not limited to, the California Whistleblower Protection Act.

Policy

All 22nd DAA Personnel are required to immediately file a report when they observe or otherwise become aware of any illegal and/or unethical behavior, including any violations of law, Policies, or California State rules or regulations, including with respect to fraud, waste, and abuse (collectively, “Wrongdoing”). Any use of these reporting procedures in bad faith or in a false or frivolous manner is a serious violation of the 22nd DAA’s commitment to ethical behavior.

The 22nd DAA maintains an anonymous ethics hotline (“Ethics Hotline”) for employees, Board Members, and community members to anonymously report allegations of Wrongdoing. The Ethics Hotline is administered by an independent third party and is overseen by the Board.

Retaliation and Whistleblower Protections

A whistleblower as defined by this policy is an employee of the 22nd DAA who reports an activity that the employee considers in good faith to be Wrongdoing. Whistleblower protections are provided in two important areas—confidentiality and retaliation.

Confidentiality

Consistent with California law, the 22nd DAA will make every effort to protect the reporter's identity. Information provided in a hotline report may be the basis of an internal or external investigation by the 22nd DAA into the issue. It is possible that as a result of the information provided, a reporter's identity may become known during the course of the investigation.

Retaliation

The 22nd DAA will not retaliate, or permit any retaliation, against a whistleblower who makes a report in good faith. This includes, but is not limited to, protection from retaliation in the form of any adverse employment action such as termination, compensation decreases, demotion, poor work assignments, threats of physical or reputational harm, bullying, harassment, interfering with job responsibilities, and/or any other form of retaliation. 22nd DAA Personnel are strictly prohibited from engaging in unlawful retaliation. Violations of this prohibition will be treated as serious misconduct. Any whistleblower who believes they are being retaliated against should immediately report that information in accordance with the reporting procedures below. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and found to have occurred.

Procedure

Reporting Wrongdoing

22nd DAA employees may report allegations of Wrongdoing by other employees to their direct supervisor, to the CEO, to the Director of Human Resources, or to the Ethics Hotline at (858) 792-2299. 22nd DAA employees may report allegations concerning potential Wrongdoing by the CEO, CEO Direct Reports, or a Board Member to the Board Chair (or, if the allegation involves the Board Chair, to the Board Vice Chair) or to the Ethics Hotline. Individuals reporting to the Ethics Hotline have the option to remain

anonymous. If possible, reporters should provide evidence or documentation in their report to provide supporting information critical to a potential investigation.

Board Members should report allegations of Wrongdoing to the Board Chair (or, if the allegation involves the Board Chair, to the Board Vice Chair).

Employees or Board Members may file a complaint with the California State Auditor's Office under the California Whistleblower Protection Act. The State Auditor is authorized to accept complaints from state employees and members of the public who wish to report an improper governmental activity and protects every state employee who files a complaint from suffering any retaliation by his or her state employer for having made the complaint.

A complaint may be filed by contacting the Whistleblower Hotline at (800) 952-5665, faxed to (916) 322-2603, or sent by mail to:

Investigations
California State Auditor
P.O. Box 1019
Sacramento, CA 95812

An electronic complaint form and online submission form are available at the State Auditor's website: <https://www.auditor.ca.gov>

Response Procedures

Responses to whistleblower reports will depend on the nature of the issue.

Allegations Against Employees Other than the CEO or a CEO Direct Report

All whistleblower reports involving allegations of Wrongdoing by employees other than the CEO or a CEO Direct Report shall be referred directly to the CEO. The CEO will perform an initial review and consult with applicable entities or legal counsel, and determine appropriate follow-up actions. The CEO may consult with and delegate responsibility for follow-up action to other Executives and/or the Director of Human Resources. The CEO shall, in his/her reasonable judgment, inform the Board Chair and Board Vice Chair of any significant allegations of Wrongdoing or of allegations that, in his/her reasonable judgment, suggest a pattern of Wrongdoing or systemic issues.

Allegations Against Board Members, the CEO, or a CEO Direct Report

All whistleblower reports involving allegations of Wrongdoing by the CEO, a CEO Direct Report, or a Board Member shall be referred directly to the Board Chair and Board Vice Chair(s). If the allegation involves the Board Chair, the report shall be referred directly to a Board Vice Chair and a member of the Audit & Governance Committee. If the allegation involves a Board Vice Chair, the report shall be referred to the Board Chair and a member of the Audit & Governance Committee. The Board Chair and Board Vice Chair (or Audit & Governance Committee, if applicable) will perform an initial review, consult with the Office of the Attorney General and/or other applicable entities, and determine appropriate follow-up actions.

22nd District Agricultural Association

Policies

Policy 3.01: Board Composition and Officers

Date Adopted/Last Revised: March 21, 2023/April 9, 2024/May 14, 2024

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this policy is to outline the Board's organizational structure—including its composition and officers.

Policy

Board Composition

The Board is comprised of nine members, appointed by the Governor of California to serve staggered four-year terms. Board Members may serve more than one term and are reappointed at the discretion of the Governor.

Board Officers

Annually, the Board will elect up to three of its members to fill the officer positions as outlined in Article III of the 22nd DAA Bylaws. Per this Policy, elected Board Officers are authorized to conduct bank transactions on behalf of the 22nd DAA.

In addition, and in accordance with California law, the Board shall select a secretary, a manager, and a treasurer from among individuals that are not members of the Board. One person may be the secretary, manager, and treasurer and the Board may elect to delegate responsibilities vested in the Board to its officers or employees, including to the secretary, manager, and treasurer.

Board Chair Responsibilities

The role of the Board Chair is to ensure the integrity of the Board's processes. In addition to the specific duties outlined in other areas of the Policies, the Board Chair has the following general responsibilities:

- a) The Board Chair is the manager of the Board's activities, ensuring that the Board of Directors and its members follow Board of Directors rules and policies as well as the provisions of the Bagley-Keene Open Meeting Act. Since the Board conducts business during public Board meetings, the Board Chair is responsible for ensuring that the Board's work is conducted efficiently and effectively. To that end:
 - Meeting discussion content will include only those issues that clearly (according to Policy) belong to the Board to decide, consider, or to monitor.
 - Information that is not for monitoring performance, educating the Board or aiding in the Board's decision-making processes will be avoided or minimized and always noted as such.
 - Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
- b) The Board Chair will set the agenda for Board meetings with input from the other members of the Board and with the assistance of the CEO. The Board Chair will ensure that Board meetings are focused on matters of Board responsibility.
- c) The Board Chair is responsible for promoting the development of a Board work plan, complementary to the strategic plan and objectives of the organization.
- d) The Board Chair—without undermining the CEO's accountability to the full Board of Directors—will be the Board's primary liaison with the CEO, who is responsible for the execution of Board policies and directives, and for determining the means, organizational structure and management processes necessary to achieve the strategic objectives.
- e) The Board Chair is responsible for ensuring that conflict of interest issues and other conflicts or disputes are addressed sensitively and resolved constructively.
- f) The Board Chair, with the support and cooperation of the Board, is responsible for ensuring adequate communications and accountability to External Stakeholders.
- g) The Board Chair may sign, in conjunction with the CEO or any other officer of the 22nd DAA authorized by the Board, any deed, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed with the exception of cases where the signing and execution thereof shall be expressly delegated by the Board or by the Bylaws or by statute to some other officer or agent of the 22nd DAA.

- h) The Board Chair is the only Board Member authorized to speak for the 22nd DAA, unless this is specifically delegated by the Board Chair to another Board Member. The Board Chair will act as public and media spokesperson for the Board of Directors and 22nd DAA as required.

Board Vice Chair Responsibilities

The Board Vice Chair will act on the Board Chair's behalf in the absence of the Board Chair or in the event of the Board Chair's inability or refusal to act. When acting in this capacity, the Board Vice Chair will have all the powers and responsibilities of the Board Chair. The Board Vice Chair will also take minutes at all closed session meetings when the CEO is not in attendance.

CEO Responsibilities

The CEO will attend all meetings of the Board of Directors, unless excused by the Board. See Policy 5.03 (Delegation of Executive Authority) for additional details about the CEO's responsibilities.

Secretary Responsibilities

The CEO will serve as the Secretary of the 22nd DAA in accordance with Article III, Section 6 of the Bylaws.

Treasurer Responsibilities

The CEO will serve as the Treasurer of the 22nd DAA in accordance with Article III, Section 7 of the Bylaws.

22nd District Agricultural Association

Policies

Policy 3.02: Board Committees

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

In accordance with Bylaw Article IV, Section 6, the 22nd DAA recognizes that either the Board Chair or the Board of Directors can establish committees to assist in the work of the Board. The purpose of this policy is to outline the authority of the Board Chair to establish committees.

Policy

Within this structure, Board Committees have one essential role—to strengthen and support the work of the Board as a whole.

The Board of Directors must comply with all requirements of the Bagley-Keene Open Meeting Act in creating standing committees. The Board Chair may form standing committees to address long-term or continuing needs of the organization upon his or her discretion during a duly noticed meeting of the Board of Directors. A standing committee with more than two Board Members must comply with the requirements of the Bagley-Keene Open Meeting Act.

The Board Chair may also create time-limited ad hoc committees to oversee specific projects, tasks or initiatives. Each ad hoc committee may have between two and four members. Ad hoc committees with more than two members must comply with the requirements of the Bagley-Keene Opening Meeting Act. When the task of an ad hoc committee is completed or no longer relevant, the Board Chair should dissolve that committee through formal action at a properly noticed public meeting.

Procedure

Committee Member Selection

The Board Chair is responsible for selecting committee members. When selecting members, the Board Chair will consider the Board Member's knowledge and expertise, competencies and skills and personal interest in serving on the committee. In the interest of having committee members represent the community served by the committee, the Board Chair may also consider the diversity of each Board Member's personal experiences and backgrounds. Unless otherwise specified, the CEO or his/her staff designee will serve as a non-voting member of each committee.

Committee Member Resignation

Committee members may resign from their committee positions or recommend replacement at any time by giving written notice of resignation to the Board Chair. The resignation is effective when notice is received, unless the notice specifies a later effective date. The acceptance of the resignation is not necessary to make it effective.

Committee Member Removal

The Board Chair can remove and/or reassign committee members when, in the Board Chair's sole judgment, it would be in the best interest of the 22nd DAA.

22nd District Agricultural Association **Policies**

Policy 3.03: Board Member Code of Conduct

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this policy contradict any provision of California law, California law shall control.

Purpose

Board Members are expected to conduct themselves in a manner that cultivates a spirit of cooperative decision-making, shared goals and collective ownership of decisions of the Board of Directors. In addition to the guidelines provided in the Organizational Values, Code of Ethics, and Conflicts of Interest policies, this policy outlines a specific Code of Conduct that applies to all Board Members.

Policy

The Board commits itself and each Board Member to professional and respectful conduct, including proper use of authority and appropriate decorum when acting as Board Members. Accordingly, Board Members are expected to embrace and support the following principles:

1. **Group Responsibility:** The Board of Directors will cultivate a sense of group responsibility. The Board may use the expertise of individual Board Members to enhance the Board's understanding of issues, but will not substitute such expertise for the collective judgment of the Board.
2. **Preparation and Participation:** Board Members are accountable for discharging their duties honestly and in good faith. Board Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would use in similar circumstances.

- a. *Preparation*: Board Members will review agenda materials in advance of public Board meetings and committee meetings, and will participate productively in discussions.
 - b. *Ethics Training*: All Board Members are required to participate in training regarding the Bagley-Keene Open Meeting Act, ethics, conflict of interest, public records requests and Board Policies. In addition, all Board Members must complete all trainings required by the State and California Department of Food & Agriculture in a timely manner. Training should take place as part of the initial onboarding process for new Board Members. In addition, all Board Members should review relevant material on an ongoing basis.
3. **Respect for Roles**: Board Members will not attempt to exercise individual authority over the 22nd DAA.
- a. *Interaction with CEO/Staff*: Board Members' interaction with the CEO or with staff should respect the appropriate reporting lines and recognize the lack of authority vested in individuals except when explicitly Board authorized (see Policy 5.02 CEO and Staff Accountability).
 - b. *Interaction with Public*: Board Members' interaction with public, media or other entities must recognize this limitation and Board Members should not speak for the CEO, or speak for the Board except to communicate explicitly stated Board decisions (see Policy 4.09 Community Relations and Advocacy).
 - c. *Board and CEO Relationship*: The CEO is accountable to the Board as a whole, and not to individual Board Members. Therefore, the relationship between the CEO and individual Board Members, including the Board Chair, is collegial, not hierarchical (see Policy 5.02 CEO and Staff Accountability).
 - d. *Volunteering*: As the CEO is responsible for operational activities and results, individual Board Members who volunteer in operational capacities are subject to the direct supervision of the CEO or responsible staff person.
 - e. *CEO/Employee Performance*: Except for participation in confidential Board deliberation related to the employment of the CEO (including but not limited to CEO performance evaluation (see Policy 5.05 CEO Performance Evaluation)), Board Members will not publicly express individual judgments of performance of employees or the CEO.
 - f. *Board Assessment*: Board Members shall annually participate in an individual self-assessment and evaluation of overall board performance.

4. **Commitment to Board Decisions:** Board Members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the Board Member's personal position on the issue.

5. **Event Attendance and Support:** In addition to attendance at Board meetings, Board Members are encouraged to attend the following 22nd DAA events and functions:
 - a. Opening Day of the annual San Diego County Fair
 - b. Awards presentations
 - c. Other special events as determined by the Board or requested by the CEO

Board will govern itself in a manner consistent with standards of excellence. Board Members that fail to meet the standards of the code of conduct may be subject to reporting to the Governor's Appointment Secretary.

22nd District Agricultural Association **Policies**

Policy 3.04: Board Member Conflict Resolution

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this policy contradict any provision of California law, California law shall control.

Purpose

Board Members are commonly appointed to bring diverse views on issues to the decision-making process. Constructive disagreements among Board Members are encouraged. However, in the heat of debate, disagreements sometimes degenerate into serious conflict on issues or between or among personalities. The purpose of this policy is to outline how conflict between Board Members should be resolved.

Policy

If disputes among Board Members begin to interfere with the ability of the Board to effectively carry out its business, the Board Chair is responsible for managing and resolving those conflicts. If the Board Chair is party to a conflict, the Board Vice Chair will take on this responsibility. If the Board Vice Chair is party to the conflict, a neutral Board Member will be selected to fulfill this role by the Board of Directors during a public meeting in accordance with the Bagley-Keene Open Meeting Act.

The Board Chair will review any disputes and provide an opportunity for the Board Members concerned to represent their respective positions during a duly noticed public meeting. Every attempt should be made to resolve such matters fairly. Any recommendations regarding resolution of such matters shall be brought to the Board for consideration and approval, and any recommendation of the Board shall be made during a public meeting and shall be considered the official position of the Board. Should any Board Member refuse to abide by the recommendation of the Board, during a duly noticed public meeting, the Board may consider and vote on whether to refer the

matter to the Governor's Appointment Secretary to determine whether to remove the Board Member(s) from the Board.

22nd District Agricultural Association

Policies

Policy 3.05: Board Meetings and Agendas

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this policy is to outline meeting and agenda-setting requirements, including compliance with all applicable California laws.

Policy

To support transparent communication, and in alignment with the Bagley-Keene Open Meeting Act, it is the policy of the 22nd DAA that its work will be conducted openly so that the public may remain informed and involved in the decision-making process. As such, the actions of the Board are conducted in compliance with all pertinent statutes, including – but not limited to – the Bagley-Keene Open Meeting Act.

Notices of Meetings

All meetings will be noticed in accordance with the Bagley-Keene Open Meeting Act.

Regular Meetings

In accordance with Article II, Section 2 regular meetings of the Board of Directors will be held monthly on the second Tuesday or at the discretion of the Board Chair, for no less than eight months per year. Since the 22nd DAA hosts the annual San Diego County Fair in the months of June and July, there will not be a June or July Board meeting unless specifically requested and approved by the Board.

Via a resolution, the Board may select the time and place within San Diego County, California, to hold its regular meetings.

Except when the Board convenes to closed session, in accordance with the Bagley-Keene Open Meeting Act, Board meetings are open to the public. Board meetings will follow Robert's Rules of Order unless the Board Bylaws explicitly substitutes an alternative procedure. Committee meetings are not open to the public unless required by law or otherwise requested by Board committee members.

Special Meetings

"Special Meetings" of the Board of Directors may be called at any time in accordance with Government Code section 11125.4, the provisions of the Bagley-Keene Open Meeting Act that governs special meetings.

Emergency Meetings

"Emergency Meetings" of the Board of Directors may be called at any time in accordance with Government Code section 11125.5, the provisions of the Bagley-Keene Open Meeting Act that governs emergency meetings.

Closed Sessions

Closed sessions of the Board shall be noticed in accordance with the requirements of the Bagley-Keene Open Meeting Act.

Recessed and Adjourned Meetings

Any meeting may be recessed or adjourned until a stated later date and hour. In the absence of a quorum, a majority of the Board Members present at the meeting may adjourn any meeting.

Decision-Making Process

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (50% plus one) is present. A quorum is required for the transaction of any business of the 22nd DAA. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is

intended to encourage full discussion and development of a decision that all, or at least the largest possible majority of, board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval. Board Members have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere.

Agenda

As stated in Policy 3.01 (Board Composition and Officers), the Board Chair will set the agendas for Board meetings, with input from Board Members and assistance of the CEO. The Board Chair will ensure that discussions at Board meetings are confined to those issues properly agendaized and that clearly fall within the Board's authority according to its policies. Deliberation on issues during Board meetings will be timely, fair, orderly, thorough, and efficient.

22nd District Agricultural Association

Policies

Policy 3.06: Board Member Orientation and Training

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The 22nd DAA works to actively develop and maintain a high quality, engaged, and effective Board. This policy outlines the responsibility of the Board to orient and train its members.

Policy

New Board Member Orientation

The 22nd DAA will provide a welcoming and comprehensive orientation process to encourage new Board Members to become informed and engaged. Within 30 days of appointment, each new Board Member will receive a thorough orientation to their position by the CEO and Board Chair. Orientation should include, but not be limited to:

- The history, purpose, mission, vision, and values of the 22nd DAA
- The Board Bylaws and all Policies
- An organizational chart
- An overview of funding sources
- Calendar of meetings and events
- A tour of facilities and introduction to key staff
- The requirements of the Bagley-Keene Open Meeting Act

Continuing Education

To build an informed and engaged Board of Directors, the 22nd DAA provides ongoing education, including:

- State-mandated training courses including, but not limited to:
 - Maintaining a Respectful Work Environment-EEO Compliance
 - Protecting Privacy in State Government
 - SANS Security Awareness
 - Ethics Orientation for State Officials
- Bagley-Keene Open Meeting Act training

Whenever possible, the Board should consider participating in the above required training as a group during a duly noticed public meeting to foster discussion.

Procedure

On an annual basis, the Board Chair, in collaboration with the CEO, will determine the continuing education schedule and opportunities for the year. As part of this process, the Board Chair, in collaboration with the CEO, will ensure that all Board Members have the opportunity to attend and complete all required trainings.

22nd District Agricultural Association **Policies**

Policy 3.07: Board Self-Assessment

Date Adopted/Last Revised: March 21, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to ensure that the Board functions as effectively as possible by regularly conducting self-assessments of their own performance.

Policy

Led by the Audit & Governance Committee, the Board will conduct a formal self-assessment of its own performance on an annual basis. This assessment should take place at the same time as the CEO Performance Evaluation (see Policy 5.05). The evaluation should include an assessment of:

- The Board's progress in relation to the strategic plan.
- The Board as a whole in terms of its capacity to function effectively and collaboratively.
- The Board's strength of relationship/collaboration with the CEO and other members of the Executive Team.
- Board Members' individual understanding and support of the organization's mission, values, ethics, as well as Board-specific responsibilities.

Additionally, the process should include an opportunity for the CEO to provide direct feedback to the Board.

The Board will review the results of the self-assessment. Under the guidance of the Board Chair, the Board is responsible for taking any appropriate steps suggested by the review to improve its internal operations.

22nd District Agricultural Association

Policies

Policy 3.08: Board General Responsibilities

Date Adopted/Last Revised: August 8, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this policy is to outline the general responsibilities of the 22nd DAA Board.

Policy

At the highest level, the Board has the authority to manage the affairs of and make all necessary bylaws, rules, and regulations for the governance of the 22nd DAA and is accountable for exercising good stewardship on behalf of the public, operating in an open and transparent manner. The Board is responsible for:

Providing vision and strategic guidance

- Further the organization's purpose;
- Shape and uphold the organization's mission;
- Articulate a compelling vision;
- Ensure the congruence between decisions and values, guiding the organization's strategic direction and objectives;
- Institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making.

Ensuring stability and performance

- Ensure the proper and prudent management of the organization;
- Measure advancement towards mission and evaluate performance of the organization's major programs and services;
- Link visions and plans to financial support, expertise, and networks of influence;
- Select, evaluate, and provide support to the CEO;
- Govern in constructive partnership with the CEO, recognizing that the effectiveness of the board and CEO are interdependent;
- Establish Policies.

Administering proper oversight

- Structure the Board and its committees to fulfill governance duties and to support organizational priorities;
- Provide due diligence to oversee the management of the 22nd DAA's finances through the approval of the annual operating and capital expenditures budgets, and fee schedules aligned with the organization's mission, values, and strategic initiatives;
 - Ensure the proper and adequate discharge of this duty through regular reporting by the Finance Committee to the Board
- Ensure responsible management of resources by selecting the audit firm that reports to the Board;
- Establish appropriate mechanisms to monitor compliance with laws, regulations, and policies.

Enhancing the organization's public standing

- Serve as ambassadors for the organization by building connections and relationships to generate positive impacts for the community and the organization.
- Plan for turnover through thoughtful recruitment
- Promote diversity and inclusiveness

Maintaining accountability

- Annual and periodic review on the activities and finances of the organization presented at Board meetings;

- Annual audited financial statements;
- Minutes of Board meetings;
- Ensuring that 22nd DAA Personnel and External Stakeholders have access to appropriate information regarding finances, operations, and results;
- Embracing the qualities of a continuous learning organization.

22nd District Agricultural Association

Policies

Policy 3.09: Organizational Planning

Date Adopted/Last Revised: August 8, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The Board is responsible for managing the affairs of the 22nd DAA, which includes the provision of general guidance and direction for the organization. The purpose of this Policy is to outline the Board's major planning responsibilities for the organization.

Policy

A comprehensive framework for planning, setting priorities, and reporting is essential to effective and responsible organizational stewardship. As such, the Board is responsible for developing a Master Site Plan and Strategic Plan to guide the organization's work and establish CEO performance expectations. The CEO is responsible for developing the Annual Operating Plan that supports the strategic direction established by the Board. Additionally, the Board will prepare and follow its own Annual Work Plan that focuses on fulfilling its major responsibilities.

Master Site Plan

The Board is responsible for guiding future growth and development through the creation of a Master Site Plan. A Master Site Plan is a dynamic long-term planning document that provides a conceptual layout to guide future growth and development. It is about making the connection between facilities, social settings, and their surrounding environments.

Strategic Plan

The Board establishes the organization's overall direction through the development and approval of a Strategic Plan. This plan provides a blueprint for the general direction for the next three to five years by identifying priority initiatives to focus activities, allocating resources, and establishing key performance indicators.

The development and approval of the Strategic Plan takes place in a three- to five-year cycle. The Board will initiate a new strategic plan no later than the start of the final year of a given plan's lifecycle.

The Master Site Plan and Strategic Plan should include input from a diverse range of stakeholders—including 22nd DAA Personnel and External Stakeholders—to enrich the quality of the analysis, and ultimately, the plan. The Board may also engage consultants to help design and guide the process.

Annual Operating Plan

Based on the general blueprint outlined by the Strategic Plan, the Annual Operating Plan, created by the CEO, includes budgets related to planned programs, services, and facility enhancements. This plan will contain more specific objectives than contained in the Strategic Plan, expected results for each objective, the period during which those results will be sought, and criteria for measuring the achievement of those results.

Annual Work Plan of the Board

The Board Chair is responsible for preparing and presenting to the Board an outline for the year's meetings and activities in the fourth quarter of the calendar year, that achieves continual improvement of the Board performance including election of officers, delegation of authority, check signing authorities, Board education including State-mandated training courses, and any planned review of the Policies.

Monitoring and Reporting

The Board is responsible for monitoring performance toward strategic initiatives on an annual basis. The CEO is responsible for providing periodic progress reports to the Board.

22nd District Agricultural Association **Policies**

Policy 3.10: Risk Management

Date Adopted/Last Revised: August 8, 2023

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

Risk management is the process of identifying, assessing, and mitigating financial, legal, strategic and security threats to the organization's resources. These risks stem from a variety of sources, including financial uncertainties, potential legal exposure, technology issues, strategic management issues, accidents, and natural disasters. The purpose of this Policy is to outline the responsibilities of the 22nd DAA Board and employees in relation to organizational risk management.

Policy

As part of the 22nd DAA's mission to provide an inclusive, accessible, and safe place for all visitors to its properties including customers, patrons, contractors, volunteers, and employees, risk management is integral to all organizational activities. In keeping with this philosophy, 22nd DAA Personnel are expected to carry out their work with a high degree of safety and attention to potential risks.

The CEO shall involve appropriate personnel at all levels of the organization to identify risks and create practical strategies to ensure that the risk management approach considers diverse perspectives and that employees understand their roles in protecting the mission and assets of the organization.

22nd DAA Personnel shall be guided by these general principles pertaining to risk management:

General Principles

- The 22nd DAA strives at all times to operate in compliance with all applicable local, state, and federal laws and regulations.
- The 22nd DAA bears responsibility for the health, safety, and security of all visitors to the property. This is a primary responsibility of the Board, the CEO, and all 22nd DAA employees.
- Safety and risk management activities are multi-faceted and include:
 - Creating and enforcing policies, standards, guidelines, and procedures related to safety, financial security, and risk mitigation.
 - Maintaining safe and secure facilities.
 - Maintaining clear communication channels.
 - Purchasing insurance coverage as a financial mechanism for certain risks, while still recognizing that insurance is not a substitute for vigilance in planning and implementing services, programs, and events.
 - Assessing safety risks and taking actions to minimize risk to life and property.
 - Establishing procedures to be followed in the event of an emergency.
 - Creating and maintaining a crisis communication plan to be implemented in the event of an emergency.

22nd District Agricultural Association **Policies**

Policy 4.01: Public Records Act Requests

Date Adopted/Last Revised: May 14, 2024

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to comply with the intent and requirements of the California Public Records Act (the Act or PRA). This Policy applies to all 22nd DAA Personnel.

The Act

The Act reads in part, "...access to information concerning the conduct of the people's business is a fundamental and necessary right of every person in this state." The Act defines "public records" as "any writing containing information relating to the conduct of the public's business prepared, owned, used, or retained by any state or local agency regardless of physical form or characteristics." (Government Code, § 7920.530(a).)

The Act ensures that every citizen has the right to inspect and/or obtain a copy of any public record. The requester is not required to provide a reason for requesting a public record. As a result, once a document is deemed a public record, its possible use is immaterial to its release.

Occasionally, a requester may incorrectly refer to the federal Freedom of Information Act (FOIA) as the legal basis for the request. If a request is received pursuant to FOIA, it shall be treated as a PRA request.

Policy

The Board delegates the responsibility to develop an effective Public Records Act Requests procedure to the CEO.

It is the Policy of the 22nd DAA to disclose all public records unless they are exempt from disclosure.

22nd District Agricultural Association **Policies**

Policy 4.02: Records Management Policy

Date Adopted/Last Revised: May 14, 2024

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to ensure that an efficient records management system is effectively employed for the management of all 22nd DAA records, regardless of its form (physical or electronic). This Policy applies to all 22nd DAA Personnel and is consistent with best practices and policies for public entities.

Policy

The Board delegates to the CEO the responsibility to develop an efficient records management system. The CEO must ensure that the records management system is accompanied by procedure documentation that defines which records must be retained, the length of the retention, and the process by which records are disposed of or preserved for historical reference, referred to as the Records Retention Schedule. The Retention Period is the total time which records must be kept before final disposition. The system must account for both physical and electronic records and comply with the following requirements:

- Includes the identification of a designated Custodian of Records for each record type.
- Ensures the Custodian of Records appropriately categorizes Official Files as either “Public” or “Confidential”.
- Ensures records are kept in accordance with applicable state law governing records retention and description.
- Defines records in accordance with the Government Code 14741 definition.

- Ensures records and non-records (which may include Working Files or Emails) are appropriately retained or disposed of within specified timelines.
- Provides training to all 22nd DAA Personnel on records management processes.

Official Files

The Official File Record is any document or writing that records the functions, policies, decisions, obligations, or official business of 22nd DAA. Records can include papers, electronic data/files, email, maps, exhibits, tapes, photographs, films, punched cards, and other documents produced, received, owned, or used by 22nd DAA, regardless of physical form or characteristics. The Official File shall be arranged into a “Public” and a “Confidential” section.

Working Files

An employee’s handwritten or electronic notes meant for their own use and only their use is considered a Working File and is not subject to this Policy. These personal notes should be properly disposed of when the subject matter assignment of the notes is completed.

Record Disposition

Expired records shall be disposed of only pursuant to the approved Records Retention Schedule. 22nd DAA does not recycle hard copy documents. All printed materials shall be disposed of using a secure shredding service.

22nd District Agricultural Association

Policies

Policy 4.03: Contract and Procurement

Date Adopted/Last Revised: February 11, 2015/March 16, 2018/May 14, 2024

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of 22nd DAA Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to establish the authority of the 22nd DAA to procure Goods and Services in compliance with Food & Agricultural Code section 4051 et al and to improve economic efficacy.

The 22nd DAA shall procure Goods, Services, and Information Technology Goods and Services through a competitive procurement process specified in this Policy unless such procurement is specifically exempted or excepted in this Policy due to unique business and logistical reasons.

Definitions

- A. **Premises:** any real property owned by the 22nd DAA.
- B. **Contract:** all types of written agreements, contracts, leases, purchase orders, and memorandums of understanding.
- C. **Goods:** all types of tangible personal property, including materials, supplies, and equipment, as defined in Public Contract Code section 10290, subdivision (d).
- D. **Services:** work to be performed as part of a legally binding agreement.
- E. **Information Technology (IT) Goods and Services:** all electronic software and hardware technology systems and services, automated information handling, system design and analysis, conversion of data, computer programming, information storage and retrieval. This also includes telecommunications such as voice, video, and data communications, requisite system controls, simulation, electronic commerce, and all related interactions between people and machines.

- F. **Fair and Reasonable:** an informal quote process in which 22nd DAA can obtain Goods or Services valued at less than \$10,000 by obtaining a single quote that is considered justifiable.
- G. **Personal Services Contracts:** as set forth in California Code of Regulations, Title 2, section 547.59, which provides in pertinent part:
1. A “Personal Services Contract” is defined as any contract, requisition, purchase order, etc. (except public works contracts) under which labor or personal services is a significant, separately identifiable element. The business or person performing these contractual services must be an independent contractor who is not considered an employee of the State.
 2. A “cost-savings based Personal Services Contract” is any Personal Services Contract proposed to achieve cost savings and subject to the provisions of Government Code Section 19130(a).
- H. **Public Exigency:** an emergency situation when the health and safety of the public, property, or guests in the custody or care of the 22nd DAA are at risk if immediate measures are not taken to resolve the problem and/or emergency situation. A Public Exigency circumstance exists when Goods or Services are necessary, and it is not possible or practical to convene a Regular, Special, or Emergency Meeting of the Board as those terms are defined in the Bagley Keene Open Meeting Act. (Govt. Code, § 11120, et seq.)
- I. **Request for Proposal (RFP):** a public request for interested parties to provide technical services or a specified product, to solve a defined problem, and/or to provide very complex and or unique services where professional expertise and methods, or creative and innovative approaches are needed
- J. **Sole Source:** a procurement process in which item(s) or service(s) are acquired from, or are a product of either:
1. Emergencies, where immediate acquisition is necessary for the protection of the public health, welfare, or safety
- or
2. The proposed acquisition of Goods and/or Services are the only Goods and/or Services that meet the needs of 22nd DAA, and the vendor is the only vendor that can provide the Goods and/or Services.
- K. **Informal Procurement Process:** obtaining multiple informal telephone, written and/or internet quotes in accordance with established procedures.
- L. “Award”: the result of a Informal or Formal Competitive Procurement process. The Board must still consider whether to authorize the Chief Executive Officer to enter into a Contract unless the authority to do so has previously been delegated.

- M. **Notice of Award:** an official notice that a Contract has been awarded to a specified vendor as a result of a Formal Competitive Procurement (see below).
- N. **Notice of Intent to Award:** an official notice of the 22nd DAA's intent to enter into a Contract with a specified vendor as a result of a Formal Competitive Procurement (see below).

(Notices shall be posted in a place accessible by the public in the 22nd DAA's Administration Office and on the website as required by Public Contracting Code.)

- O. **Life-Cycle Cost Purchase:** the sum of all recurring and one-time, non-recurring, costs over the full life span or a specified period of a good, service, structure, or system. It includes purchase price, installation cost, operating costs, maintenance and upgrade costs, and remaining (residual or salvage) value at the end of ownership or its useful life.
- P. **Proposer or Bidder:** an individual, sole proprietorship, firm, partnership, corporation, or any other business venture that responds to an Invitation for Bid or Request for Proposal by submitting a bid or proposal.
- Q. **Formal Competitive Procurement:** use of one of the following methods appropriate to the type of Service or Good being sought:
- a. Invitation for Bid (IFB). A public request for bids to provide a specific Service or Goods, awarded to the qualified Bidder with the lowest responsive and responsible bid, unless all bids are rejected.
 - b. Two Tier (Primary) Requests for Proposal (RFP). R Requires submission of technical proposals (tier one) separate from sealed cost proposals (tier two). The minimum technical score required to proceed to tier two is specified in the RFP. Proposals are first evaluated by a selection panel on a technical basis using objective criteria specified in the RFP. Contract award is made to the lowest responsible Proposer from tier two.
 - c. High Score (Secondary) Requests for Proposal (RFP). Requires submission of technical proposals for evaluation by a selection panel using objective criteria specified in the RFP with cost proposals disclosed. Cost proposals must be weighted a minimum of 30% of total score (technical plus cost).
 - d. Requests for Qualification (RFQ). In accordance with GC 4525 et seq., may be issued to identify firms capable of providing professional services of private architectural, landscape architectural, engineering, environmental, land surveying, or construction project management firms. RFQs require the submission of Statements of Qualifications for evaluation by a selection panel

using objective criteria specified in the solicitation; and price is not the primary or sole selection factor.

Policy

It is the Policy of the 22nd DAA, pursuant to Food and Agriculture Code 4051 et al, to use a Formal Competitive Procurement process to procure the following:

- Goods, Services, or Information Technology Goods and Services, including subcontracts, involving an expenditure greater than \$100,000,
- Personal Services Contracts (as authorized by Government Code, section 19130) when the amount exceeds the limit established by the Department of General Services in accordance with Public Contract Code, section 10348,
- Construction projects (pursuant to Food and Agriculture Code 4051(a)(1)(C)),
- All other contracts required by law to be subject to competitive bidding.

All other procurements can be made through an Informal Procurement Process.

Subject to any Categorical Exemptions or Exceptions, described below, all purchases for Goods and Services shall:

- A. Comply with Applicable Law: All contracts and purchases must comply with all applicable local, state, and federal laws.
- B. Conform to 22nd DAA Purpose and Mission: All contracts and purchases shall operate in conformity with 22nd DAA goals, objectives, and mission and shall consider the impact of 22nd DAA events and activities on the local community.
- C. Be Written: All contracts for the purchase of Goods and Services shall be in writing, free from any type of discrimination and conflict of interest, in compliance with applicable law, and duly executed by the 22nd DAA.
- D. Require Board Approval: Excluding situations where the 22nd DAA's Board has expressly delegated limited authority to the Chief Executive Officer, all contracts must be submitted to and approved by the Board during a public meeting to be effective and legally binding on the 22nd DAA.
- E. Be Approved by CDFA and DGS where required: All contracts that require the approval of the California Department of Food & Agriculture (CDFA) and/or the Department of General Services (DGS) must be submitted to CDFA

and/or DGS pursuant to Food & Agricultural Code section 4051 *et seq.* to be reviewed and approved before implementation by 22nd DAA.

Categorical Exemptions to Formal Competitive Procurement

The following are categorically exempt from Formal Competitive Procurement. Before conducting a purchase or may be made on the basis of a Categorical Exemption, the Manager of the Contracts and Purchasing Unit must approve the applicable Categorical Exemption. Once a Categorical Exemption is approved, the 22nd DAA may forego the Formal Competitive Procurement process. Even if exempt, the 22nd DAA may elect to still enter into a Formal Competitive Procurement in some circumstances.

- A. Utility Services: The item or service to be procured is from a utility company or wholesale utility provider where service connections are allowed only in 1) geographically defined service territories; 2) a competitively limited wholesale provider market; or 3) where the work involves a utility system and only the utility company itself is allowed to perform the work.
- B. Standard Commercial Off-the-Shelf Software Packages (COTS) or Hardware Products: Software or hardware products which are ready-made, available for sale to the government and to the public, and designed to be easily integrated into existing systems without the need for extensive customization. COTS software can either be installed on 22nd DAA electronic equipment or delivered over the Internet. COTS include, but are not limited to, those items approved by 22nd DAA's Technology Office.
- C. Equipment Maintenance Services: Maintenance Services Agreements provided by the equipment manufacturer or dealers / distributors, provided no satisfactory alternative sources exist, as determined by the 22nd DAA.
- D. Software, Software Licenses and Operating System Maintenance Services: Where the 22nd DAA has procured software and operating systems for its use, procurement of the continuing maintenance and upgrades of the software and operating systems, training, and renewal of software licenses.
- E. Small Business (SB), Micro Business (MB), and Disabled Veteran Business Enterprises (DVBE): In compliance with Government Code section 14838.5, the 22nd DAA may acquire Goods and Services from a DVBE, SB or MB certified by the State of California without a Formal Competitive Procurement process provided at least two price quotations are received from two or more certified small businesses, including microbusinesses, or from two or more DVBEs.
- F. Revenue Generating: In accordance with section 3965.1 of the Food and Agricultural Code, Agreements that provide revenue for the District are exempt,

excluding those that involve hazardous activities as determined by CDFA, unless adequate insurance is provided.

- G. Fair-time Vendor Rental Agreements: In accordance with Title 3, California Code of Regulations, section 7010 et seq, short term contracts (not to exceed five years) for the non-exclusive use of a portion of the Premises by vendors or independent contractors during the annual Fair.
- H. Informal Procurement Process: As defined in Definitions above.
- I. Newspapers and Publications Services: Notices and publication services used to post notices required by law or policy, and subscriptions to newspapers, journals, websites, newsletters, and other periodicals.
- J. Contract extensions during Pending Protest or Ongoing Procurement Process: Extension of existing contracts where the Goods or Services provided under the existing Contract are the subject of an ongoing competitive bid process and the results of that process have been delayed or protested in accordance with applicable Bid Protest Procedures set forth below or by court order.
- K. Non-Profit Community Services: Procurement of services acquired from not-for-profit organizations.
- L. Sponsorship Acquisitions: See Policy 4.03.1 below.
- M. Professional Development Services: Procurement of educational or specialized training services.
- N. Governmental Entities: Contracts with other governmental entities, also known as "Inter Agency Agreements." This includes, but is not limited to federal, state, and local entities, as well as Joint Power Authorities established for the benefit and/or use by the 22nd DAA.
- O. Architectural, Engineering and Related Professional Services: Professional services of private architectural, landscape architectural, engineering, environmental, land surveying, or construction project management firms.
- P. Legal Services: Subject to the applicable provisions of the Government Code, legal services, legal consultation, representation, research, and analysis to support the 22nd DAA.
- Q. Highly Specialized Consultants: The Chief Executive Officer may determine that specialized consultant services are critical to the 22nd DAA's success and may authorize, without a competitive procurement, a consulting contract, not to exceed the limit established by the Board through the annual Delegation of Authority for Contract Approval, Check Signing Authority, and Credit Card Use.

- R. Marketing and Media Services and Products: Marketing and media services and products in digital and physical form, including the design and production of print or promotional materials, photographs, videos, graphics, social media content, websites, radio and television airtime, internet advertising, streaming services advertising, outdoor advertising and other forms of media advertising.
- S. Entertainment: Note that entertainment coordinator/director and talent-buying contracts are not exempt from bidding, only entertainment itself.
- T. Matter of Law: Contracts that the 22nd DAA is required to enter into as a matter of law.

Exceptions to Formal Competitive Procurement

Competitive bidding may not apply under certain circumstances if an exception is warranted. The following are examples of circumstances that may be considered in authorizing case-by-case exceptions to this Policy:

- A. Sole Source: A situation where only one person, firm, or manufacturer exists that can provide the needed Goods or Services and no equivalent person, firm or manufacturer is available that would meet the 22nd DAA's minimum needs.
- B. Lack of Competition: Competition is precluded because of the existence of patent rights, copyrights, secret processes, controlled or limited market or distribution, restricted or limited availability of the basic raw material(s) or similar circumstances, and there is no equivalent item or service.
- C. Absolute Compatibility:
 1. The procurement is for replacement parts or components for equipment, and no information or data is available to ensure that the parts or components obtained from another supplier will perform the same function in the equipment as the part or component to be replaced;
 2. The procurement is for replacement parts or components for equipment, and the replacement parts or components would compromise the safety or reliability of the product, or would void or invalidate a manufacturer's warranty or guarantee; or
 3. The procurement is for upgrades, enhancements or additions to hardware or for enhancements or additions to software, and no information and data is available to ensure that equipment or software from different manufacturers or developers will be as compatible as equipment or software from the original manufacturer(s) or developer(s).

- D. Opportunity Purchases: Opportunity purchases from local businesses that, for similar things available through the state purchasing program, may be purchased locally at a price equivalent to or less than that available through the state purchasing program. (Food & Agr. Code, § 4051, subd. (b)(1).) Purchases made from a local vendor (physical location within San Diego County) that have rates that are equal to or less than those provided through a state purchasing program (such as Department of General Services' Leveraged Procurement Agreements) OR document in writing that the purchase is financially beneficial to the overall fair[grounds] program, regardless of price. Utilizing this method requires comparison between a local vendor and established state contract. State contracts can be found here: <https://caleprocure.ca.gov/pages/LPASearch/lpa-search.aspx>.
- E. Exigency Purchases: In cases of a Public Exigency as defined under "Definitions" above, the Chief Executive Officer may authorize contracts for Goods and Services in the best interests of the 22nd DAA.

Threshold Amounts and other Requirements for Approving **Exceptions** to Formal Competitive Procurement:

Unless otherwise allowed under this Policy, Exceptions to Formal Competitive Procurement with an estimated expenditure value may be approved as follows:

- A. If a Contract was previously approved by the Board, any Amendment to that Contract must be presented to the Board for consideration and approval during a 22nd DAA Board Meeting before the Amendment is made.
- B. Any Contract of a controversial nature or that may be of great public interest must be presented to the Board for consideration and approval during a 22nd DAA Board Meeting.
- C. Exceptions up to \$100,000 – Chief Executive Officer
- D. Exceptions over \$100,000 – Board

Requests for Exceptions:

Requests for Exceptions to this Policy must be submitted in writing or in electronic format, and include the following information:

- Description of and necessity for the procurement.
- Items and the term period.
- Benefits to the 22nd DAA.
- The factual basis for the claimed exception; identify item that applies.
- The requesting party's determination of fair and reasonable price.

In the event a request for an Exception to Formal Competitive Procurement is denied, one of the Formal Competitive Procurement processes must be utilized.

Small Business (SB), Micro Business (MB) and Disabled Veteran Business Enterprise (DVBE)

By way of this Policy, the 22nd DAA encourages SB, MB and DVBE prime contractors to participate in the competitive procurement process.

Bid Protests

With public contracts, the opportunity or option to “protest” a bid award is provided under certain limited circumstances.

The Proposer or Bidder must file the protest with the 22nd DAA and with Department of General Services.

A protest cannot be considered if:

- The protestant was not a Proposer or Bidder.
- The protestant has not alleged that it was the lowest responsible Bidder or the highest-scored Proposer.
- The protestant is not able to make a supportable assertion that it was the lowest responsible Bidder or should have been the highest-scored Proposer.
- The protest was not submitted timely.
- The grounds for the protest do not meet the permissible grounds stated in the Public Contract Code.
- The Contract is not subject to Formal Competitive Procurement.

22nd District Agricultural Association **Policies**

Policy 4.03.01: Sponsorship Acquisitions

Date Adopted/Last Revised: May 14, 2024

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

Pursuant to Food and Agriculture Code, section 4051.1, the purpose of this Policy is to establish the procedures to secure corporate sponsorships to support the activities of the 22nd DAA.

Policy

It is the Policy of the 22nd DAA that sponsorships will be used to support and further the mission of the 22nd DAA. Within this context, a sponsorship is defined as a mutually beneficial exchange whereby the sponsor receives value in consideration of money, or services or products in lieu of money, provided by that sponsor to the 22nd DAA.

Sponsorship Guidelines

- The 22nd DAA selects which sponsorships it wishes to accept and reserves the right to reject any sponsorship offer.
- The 22nd DAA does not endorse – either explicitly or implicitly – any of its sponsors, nor does it endorse those sponsors' products, services, or ideas.
- The 22nd DAA will avoid any real or perceived conflicts of interest related to sponsorship agreements (see Policy 2.03). As such, and in addition to any and all other legal requirements related to conflicts of interest, 22nd DAA Personnel shall not receive any financial benefit from any sponsor or sponsorship agreement, including but not limited to gifts or financial rewards or benefits.
- The 22nd DAA will not afford preferential treatment to a business, organization, or individual as a result of an existing sponsorship agreement. The 22nd DAA

will not favor a party to a sponsorship agreement over a competitor due to the existence of the sponsorship agreement or sponsorship status.

- The 22nd DAA retains full control of the content of its programs, projects, and services. Sponsors will not have any authority or control over the 22nd DAA's operation of the subject of the sponsorship.
- The 22nd DAA retains the right to review and approve all communications related to the sponsorship. This includes, but is not limited to, announcements, advertising and marketing materials, articles, and press releases about the sponsorship.
- The 22nd DAA will not enter into sponsorship agreements with businesses, organizations, or individuals that do not align with the 22nd DAA's purpose, mission, vision, or values. The 22nd DAA's long term reputation and credibility always take precedent over short-term monetary needs.
- The 22nd DAA will not enter into sponsorship agreements in tobacco or vaping product categories.
- While each potential sponsorship agreement will be considered on its merits, and judgement and discretion will characterize the decision making, the following questions will always be addressed:
 - Does the sponsorship align with the 22nd DAA's purpose, mission, vision, and values?
 - Does the sponsorship align with the 22nd DAA's overall strategy?
 - Will the sponsorship help the 22nd DAA realize its strategic initiatives?

Sponsorship Agreements

All sponsorship agreements will be confirmed through a written contract consistent with the size and the scope of each sponsorship. All agreements shall include a clarification of all sponsor benefits, a defined process for marketing material approval in advance of publication, and the statement that the 22nd DAA does not endorse sponsor's products or services.

In addition to the items stated above, the contract will clarify relevant aspects of:

- When the sponsor will provide payments or make promised in-kind products or services available.
- Who the main contacts will be for each party.
- Any interim or final reporting agreed upon, how the agreement will be monitored and reviewed.
- When the agreement terminates, and how early termination is handled.

- Any minimum or maximum amount, and how that will be determined, and any exclusivity commitment.
- How any failure to meet commitments will be handled (i.e. what happens if the event is cancelled).

22nd District Agricultural Association **Policies**

Policy 4.04: Financial Stewardship

Date Adopted/Last Revised: February 11, 2025

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to establish guidelines and expectations for the Board and CEO related to financial stewardship of the 22nd DAA and the ability to maintain operations, invest in Personnel, and enhance programs while simultaneously reinvesting into the design, construction, maintenance, and replacement of current capital assets and equipment to maintain the grounds and facilities in good working condition.

Policy

This Policy is designed to establish the process for developing and reviewing the organization's annual operating and capital investment budgets and monitoring performance to the financial plan. It is the Policy of the 22nd DAA that the Board is responsible for approving and overseeing the organization's financial plan to ensure that it is:

- Aligned with and supports the organization's purpose, mission, vision, values, and strategic objectives; and
- Financially sustainable, responsible, and compliant with all applicable laws and regulations.

The CEO is responsible for planning, coordinating, analyzing, preparing, and reviewing the operating and capital investment budgets in consultation with the Finance Committee and for making the final recommendation of the proposed financial plan to the Board.

The 22nd DAA must have an operating budget for each fiscal year—which runs from January 1 through December 31. As such, the Board must adopt a new budget on an annual basis. It is a best management practice to also have a capital investment plan and budget. The budget is a flexible document that provides a comprehensive framework of resource allocations for implementation of the 22nd DAA’s strategic initiatives for the fiscal year.

Monitoring Financial Performance

The Finance Committee will review financial reports and analyses provided by the CEO each month showing the year-to-date revenue and expenditures and variation from budget estimates, indicating any significant deviations. An executive summary will accommodate the report to the Board detailing reasons for variations, what effect any variations will have on the budget forecasts, and recommendations for corrective action should that be required.

22nd District Agricultural Association **Policies**

Policy 4.05: Financial Reserves

Date Adopted/Last Revised: February 11, 2025

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

The purpose of this Policy is to provide guidelines for the Board and CEO to use in making financial decisions to withstand economic variations while ensuring the long-term ability of the 22nd DAA to meet its mission, maintain core operations, and the Board's vision for the future is achieved.

The 22nd DAA will maintain reserves to achieve the following objectives:

- To create the ability for matching fund programs such as private/grants for master site plan development;
- To enable the organization to sustain operations through catastrophic conditions;
- To pay for one-time, nonrecurring expenses that will build capacity or provide long-term benefits;
- To provide an internal source of funds during seasonal deficits;
- To responsibly invest in its property and infrastructure.

Policy

It is the Policy of the Board to establish minimum fund balances and reserve levels that assure the community that the 22nd DAA is maintained in sound financial condition including a Minimum Operating Fund Balance, Capital Replenishment Fund, and Reserve Fund.

Minimum Operating Fund Balance: The 22nd DAA shall maintain a Minimum Operating Fund Balance equivalent to at least double the average of total negative cash flow months in the preceding three years, excluding any amounts held in reserves or otherwise committed funds.

Capital Replenishment Fund: The 22nd DAA acknowledges that eventually, all structures and improvements will ultimately require replacement or upgrades. The useful life of each asset shall be tracked and reasonable reserves established to fund those projects when applicable.

Reserve Fund: The Reserve Fund is the savings of the 22nd DAA set aside to meet any future costs or financial obligations, especially those arising unexpectedly. The purpose of the Reserve Fund is to provide sufficient funds to keep the organization viable for up to eighteen months, during a catastrophic failure or fiscal hardship such as another global pandemic, natural disaster, year without a fair, etc. The Reserve Fund is funds set aside by action of the Board of Directors. Its ongoing operation and oversight are the responsibility of the Finance Committee.

The Reserve Fund shall be equivalent to a minimum of 25% of ongoing annual operating revenues, excluding any amounts held in reserves or otherwise committed funds. The Reserve Fund serves a dynamic role and will be reviewed and adjusted annually in response to internal and external changes. The Reserve Fund is not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the 22nd DAA for reserves to be used and replenished within one year.

Funding Reserves and Replenishment

To establish the Reserve Fund, the Board shall designate \$11,250,000 of existing accumulated liquid unrestricted net assets as the beginning balance of the Reserve Fund. The remaining amount is to be funded over the next ten (10) years through funding strategies incorporated into annual budget planning. The Reserve Fund and Capital Replenishment Fund will be funded equally from 50% (fifty percent) of the surplus unrestricted operating funds after the Minimum Operating Fund balance is reached annually. The Board may from time to time direct that a specific source of revenue be set aside for the Reserve Fund.

The balance of the Funds will be included in the regular financial reports to the Board.

Investing

The Reserve Fund will be funded and available in cash or cash equivalent funds, in accordance with the risk preferences, liquidity needs, and investment objectives of the 22nd DAA.

The Reserve Fund will be maintained in a segregated bank account or investment fund, in accordance with the organization's Investment Policy. Policies and procedures for handling deposits, reconciling statements, safeguarding access, etc. will be the same as for any of the organization's other bank accounts.

Shortfalls

Once the fund balances have been achieved, if the Reserve Fund is and has been less than 90% of the target minimum amount for two consecutive years, the Board of Directors will adopt an operational budget with a projected surplus sufficient to rebuild the Reserve Fund to its targeted minimum amount over a prescribed period of time.

Accounting for the Reserve and Replenishment Funds

The Reserve Fund and Capital Replenishment Fund will be listed separately in the unrestricted net assets section of the statement of financial position as “Board-Designated Reserve” and the status of borrowings from the Reserve Fund will be provided in financial reports to the Board.

Using Capital Replenishments

Through the annual budget and planning, the CEO shall present recommended capital projects for use of the Capital Replenishment Fund. The Capital Replenishment Fund may be allocated annually through the budget approval process of the Board.

Using Reserves

The CEO will identify reasons for accessing the Reserve Fund and confirm that the use is consistent with the purpose identified above and as part of this process, will do the following:

- Analyze the reason for the needed funds;
- Assess the availability of any other sources of funds before using the Reserve Fund; and
- Evaluate the period that the funds will be required and then replenished.

In consultation with the Finance Committee, the CEO may access the Reserve Fund for purposes as outlined above, as long as sufficient funds are available to repay such usage within six months' time. Any funds borrowed for longer than six months or amounts greater than 50% (fifty percent) requires Board approval.

The CEO will immediately inform the Board in writing if the Reserve Fund has been accessed, and such notification will include the analysis and determination for the use of funds and plans for refurbishment.

The Board may access the Reserve Fund for purposes as outlined above by a majority vote of the Board at a duly noticed public meeting.

Report and Monitor Use of Reserve Funds

The CEO is responsible for ensuring that the Reserve Fund is maintained and used only as described in this Policy and for maintaining records of the use of funds and plan for refurbishment. The CEO will provide regular reports to the Finance Committee and Board of progress to restore the fund to the target minimum amount.

22nd District Agricultural Association **Policies**

Policy 6.02: Event Ticket Purchase

Date Adopted/Last Revised: February 11, 2025

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

Online ticketing platforms require a policy to establish clear guidelines that protect both the venue and the customer. By clarifying the terms and conditions associated with the ticket purchase to customers — such as refund and exchange policies, entry requirements, the authentication of the ticket payments, and ticket limits — the venue sets clear rules and guidelines that help manage ticketing transactions and expectations. As a result, customers understand ticketing rules and agree to ticketing rules and terms at the time of purchase, which can reduce confusion, potential disputes, and questions for the venue’s customer care representatives.

Additionally, a clear ticketing policy protects the venue. By agreeing to the policy at the time of purchase, customers enter into an agreement that can help reduce issues that may occur, such as credit card disputes, refunds for cancellations, and disputes over ticket limits and validity of tickets.

The purpose of this Policy is to minimize risk, provide clarity to ticket-buyers, and protect the 22nd DAA and its customers from fraudulent consumer activities.

Policy

The purchase of a ticket grants a revocable, non-exclusive, and non-transferable license to attend the specified event at the 22nd DAA. The CEO is authorized to develop and implement a disclosure to be acknowledged by the customer prior to each purchase that further addresses the items outlined in this Policy.

The revocable, non-exclusive, and non-transferable license does not confer any rights beyond admission and is subject to all terms and conditions outlined in the disclosure.

Tickets must be presented for admission. The unique code on each ticket allows redemption of the item described.

All ticket sales are final. Lost or stolen tickets will not be replaced or refunded. The 22nd DAA does not offer refunds or exchanges except in cases where a concert or event is canceled or postponed, at which time ticket holders will be notified promptly of their options.

The 22nd DAA accepts major credit and debit cards for payment. All transactions are processed securely.

All information on orders must be valid and subject to verification.

Transactions shall be limited to a specific number of tickets for purchase per customer/household.

Tickets purchased through the 22nd DAA websites are intended for personal use only. The 22nd DAA does not endorse or support ticket purchases from third-party sellers.

The resale of tickets for profit or in violation of this Policy is strictly prohibited.

Tickets have no cash redemption value and cannot be exchanged for cash or any other items.

In the event of a pricing error, the 22nd DAA reserves the right to cancel orders placed at incorrect prices and either issue a refund or offer tickets at the correct price.

Ticketholders agree that they will not attempt to evade, avoid, or circumvent any refund prohibitions regarding the tickets purchased.

By purchasing a ticket, permission is granted to the 22nd DAA and its affiliates to use personal information for event-related communications, including ticketing, promotions, and updates.

By attending an event at the 22nd DAA, ticketholders consent to the use of their image, likeness, and voice in photographs, video recordings, or other media taken during the event.

The 22nd DAA reserves the right to refuse entry or eject any person who does not comply with 22nd DAA policies or engages in disruptive or inappropriate behavior. No refunds or exchanges will be issued in such cases.

All attendees are subject to search upon entry. Prohibited items, including weapons, and illegal substances may be confiscated. Failure to comply with security measures may result in denial of entry or ejection from the event. No refunds or exchanges will be issued in such cases.

The 22nd DAA is not responsible for any loss, injury, or damage to persons or property while attending the event. By purchasing a ticket, ticketholders agree to hold harmless and indemnify the 22nd DAA, its affiliates, and its employees from any claims arising out of their attendance.

22nd District Agricultural Association **Policies**

Policy 6.03: Cashless Fair Operations

Date Adopted/Last Revised: February 11, 2025

Note: Capitalized terms not otherwise defined in this Policy have the meanings set forth in the Definitions section of Policy 1.01. Should any provision in this Policy contradict any provision of California law, California law shall control.

Purpose

Cashless operations, or electronic payment operations, deliver transactions that are seamless, frictionless, and low-cost and address a growing expectation amongst consumers for fast digital payments.

The purpose of this policy is to establish payment methods accepted at the San Diego County Fair for the enhancement of safety, security, theft-prevention, and guest experience while still providing equitable access to services, activities, and experiences at the San Diego County Fair.

Policy

Pursuant to this Policy, all 22nd DAA operations during the San Diego County Fair, including those provided by the 22nd DAA's contracted food and beverage operators, shall accept electronic forms of payment only (cashless operation).

Additionally, any independent operation at the San Diego County Fair that pays a commission (e.g., percent of sales) to the 22nd DAA is required to accept electronic forms of payment only (cashless operation) and to display the price of each menu item as all-in pricing (excluding sales tax) consistent with the "Honest Pricing Law" (SB 478).

To maintain accessibility for all customers of the San Diego County Fair, the 22nd DAA shall provide a means for customers to exchange cash for an acceptable form of electronic payment.