



# POLICY MANUAL

The Napa County Fair Association (the Board) governs the organization according to its mission. The mission guides the work of the Board and is reviewed and updated on a regular basis.

This Policy Manual is the result of the Board of Directors' efforts to establish a consistent means of serving the citizens of Napa County.

It reflects the goals of the Association, brings consistency to its operation, provides fair treatment for all concerned, increases staff efficiency, and relieves the Board of Directors and management of the burden of repetitive decision-making.

If any policy is found to be in conflict with the Bylaws of the Napa County Fair Association, the Bylaws supersede all policies.

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## **MISSION**

To serve the citizens of Napa County with cultural, social, and economic benefits in times of celebration as well as need.

## **VISION**

To strive for excellence in all we do, recognized with pride by our Napa County community.

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**Adopted October 10, 2013**  
*Modifications notated in footnotes*

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## **POLICY MANUAL MODIFICATION<sup>1</sup>**

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When a modification to the policy manual is identified, whether new or revisions to existing policy, whether by the Board, staff, or a committee of the Board, the modification is identified to the Board via public comment, committee report, or the chairperson.

If the Board chooses to act on the identified policy manual modification, the matter is referred to the Governance Committee for further research and discussion.

The Governance Committee reviews and evaluates the policy manual modification for either

- Development of new policy, or
- Change to existing policy, or
- No recommended action.

The Governance Committee then reviews any new or changes to existing policy manual modifications for

- Compliance with bylaws,
- Compliance with non-profit law, and
- Best practices.

The Governance Committee makes their recommendation to the Board for approval.

The Board has final approval on all policy matters.

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<sup>1</sup> Adopted April 9, 2015

## **PUBLIC MEETING FORMAT - AGENDA**

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### **Availability of Information:**

Board agendas are available on the Association's website at [www.NapaCountyFairgrounds.org](http://www.NapaCountyFairgrounds.org) under the Association heading. All materials relating to an agenda item for an open session of a regular meeting of the Board of Directors which are provided to a majority or all of the members of the Board by Board members, staff or the public within 72 hours of but prior to the meeting will be available for public inspection, on and after the time of such distribution, in the office of the Board of Directors (Fair Office), 1435 North Oak Street, Calistoga, CA; between the hours of 9:00 a.m. and 4:00 p.m. except for holidays. *As a courtesy*, materials relating to an agenda item may also be made available online at [www.NapaCountyFairgrounds.org](http://www.NapaCountyFairgrounds.org) under the Association heading. Materials distributed to a majority or all of the members of the Board at the meeting will be available for public inspection at the public meeting if prepared by the members of the Board or staff and after the public meeting if prepared by some other person. Availability of materials related to agenda items for public inspection does not include materials which are exempt from public disclosure.

### **Submission of Information:**

The Board encourages submission of written comments relevant to Board agenda items at least three days before the meeting where the item will be discussed. The submission of written comments allows the Board more time to consider the matter and, in situations of significant public interest, may enable the Board to consider a greater amount of input than if comments are presented orally at the meeting. Written comments submitted after Agenda materials have been distributed to the Board and at least one day prior to a meeting will be delivered to each Director before the meeting and will be made available for the public at the Association Office.

### **Public Comment (Items Not Listed on the Agenda):**

Pursuant to Government Code Section 54954.3 (the Brown Act), this is the time allotted for the public to address the Board on subjects relevant to the Association that are not on the agenda. Please be aware that the Board cannot take action on items that are not on the agenda. The Chair may, however, at its discretion, briefly respond to statements made or questions posed by the public, ask for clarification from staff, refer the matter to staff, request staff to report back on the matter, or request staff to place the matter on a future agenda.

### **Public Comment (Items Listed on the Agenda):**

Pursuant to Government Code Section 54954.3, the public may address the Board on each agenda item during the Board's consideration of that item. Each speaker may state his or her name for the record before speaking. Depending on the number of speakers or the interest in the item, the Chair may, at its discretion, limit the period of comment for each speaker. The Chair may also restrict, at its discretion, the time allotted for each speaker if the speaker's public comments become irrelevant to the agenda item or if the comments become repetitious.

### **Consent Calendar Items:**

Consent Calendar items are to be considered routine in nature and the associated staff recommendation for each item is approval by a single motion. Any interested party or member of the Board may request removal of an item from the Consent Calendar for purposes of considering alternative action, extended discussion, or public comment. Consent Calendar items removed from the agenda are considered next in the order of the agenda.

### **Administrative Items:**

Administrative items include significant policy and administrative actions and are classified by strategic goals and/or program areas.

### **Closed Session:**

The Board will convene in Open Session at the stated time, but will adjourn to any Closed Sessions listed on the agenda at the stated time. The Board will reconvene in Open Session following any Closed Session.

### **Special Assistance for the Disabled:**

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Association Office at (707) 942-5111 or [info@NapaCountyFair.org](mailto:info@NapaCountyFair.org). Notification at least 24 hours before the meeting will enable the Board to make reasonable arrangements to ensure accessibility to this meeting. [CFR 35.102-35.104 ADA Title II].

## PUBLIC MEETING FORMAT – CODE OF CONDUCT

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It is the Board's policy that, above all else, its meetings be conducted:

- With fairness for all concerned
- With sufficient attention to detail as to be responsible for the direction of the Association;
- In as expeditious a manner as possible;
- With the best interests of the Association always considered of foremost importance;
- With attention paid to the discussion and determination of matters of policy only, leaving the day-to-day operation of the Association in the hands of the Chief Executive Officer.

The following order shall be applied to all items listed on the Agenda. The Chair shall preserve order and decorum, and shall decide questions of order and procedure not otherwise provided for in the Association policies and rules. In the absence of the Chair, the Vice-Chair shall perform all duties assigned to the Chair by these policies and the Association's Bylaws.

The Chair will:

- Introduce each agenda item and, where appropriate, ask for the staff report;
- Open for Public Comment and following such, close Public Comment;
- Open for Board discussion;
- Where appropriate, call for a motion and then vote.

**Any member of the audience desiring to address the board** on a matter on the agenda must proceed to the rostrum at the given time and, after receiving recognition from the Chair, give your name and your comments or questions. In order that all interested parties have an opportunity to speak, please be brief and limit your comments to the specific subject under discussion. Time limitations on individual speakers or on groups of speakers on a particular topic shall be at the discretion of the Chair, to allow for the orderly and efficient conduct of the meeting.

Disorderly conduct during meetings will not be tolerated including, but not limited to the use of threatening, profane, or abusive language. Any person engaging in such conduct shall be issued a single warning by the Chair and, if the conduct persists, asked to leave the meeting. If that person refuses to leave, the meeting may be adjourned. Pursuant to Government Code Section 54957.9, if a group willfully interrupts a meeting and order cannot be restored, the room may be cleared.

# CODE OF ETHICS<sup>2</sup>

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## Mission

To serve the citizens of Napa County with cultural, social, and economic benefits in times of celebration as well as need.

## Value Statement

The Napa County Fair Association values:

- Enriching our community with recreation, education, entertainment, tourism, civic involvement, and emergency response support;
- Excellence and innovation;
- Fun;
- Listening;
- Stewardship of our history;
- Dignity, integrity, honesty, respect;
- Prudent and fiscally responsible management;
- Inclusivity; and
- Accessibility.

## Code of Ethics

Professional ethics and integrity are at the core of our mission; we have a responsibility to serve our community and each other with the highest level of integrity and professionalism. As such, the Napa County Fair Association has adopted a code of ethics to guide its board members, committee members, employees, volunteers, and association members in their conduct when acting on behalf of the Association. The Code contains broad principles reflecting the types of behavior the Association expects of itself and its board, employees, volunteers, donors, and the public.

This policy is not intended as a stand-alone policy. It does not embody the totality of the Napa County Fair Association ethical standards, nor does it answer every ethical question or issue that may arise. Rather, it is one element of a broader effort to create and maintain a quality organization that gives ethical conduct the highest priority. This Code will be reviewed annually.

Board members, committee members, staff, volunteers, and association members shall:

- Listen to our stakeholders and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission, and to strive for excellence and innovation and demonstrate professional respect and responsiveness to our constituents, donors, and others.
- Make an effort to understand, respect, and support our constituents from other cultures, exemplified by the contributions of our staff and executive leadership, and to contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership.
- Respect the confidentiality of sensitive information about the Napa County Fair Association, its members, constituents, donors, board, and employees.
- Comply with applicable federal, state, and local laws, regulations and fiduciary responsibilities in an effort to create transparency in all of our operations.
- For the board of directors, provide credible and effective oversight to the organization's work without personal bias.
- Not accept commissions, gifts, payments, loans, promises of future benefits or other items of value from anyone who has or may seek some benefit from the Napa County Fair Association in return, other than occasional gifts of nominal value that are in keeping with good business ethics.
- Abide by the governing documents and policies of the Napa County Fair Association.

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<sup>2</sup> Adopted August 11, 2016

- Be accountable for adhering to this Code of Ethics.
- Implement and follow a Conflict of Interest Policy.
- Implement and follow a Whistleblower Protection Policy.
- Act at all times in accordance with the highest ethical standards and in the best interest of the Napa County Fair Association, its members, constituents, donors, and reputation.
- Openly and honestly tell the truth.
- Honor our commitments and promises to the best of our abilities.
- Appropriately acknowledge contributions from other individuals and organizations who help facilitate our goals.
- Not be deceptive in our fundraising activities or in prospecting for new members to join the Napa County Fair Association.

### **Compliance, Monitoring, and Reporting**

The Napa County Fair Association management is responsible for communicating this Code of Ethics to all members of the board of directors, standing committee members, as well as staff, volunteers, and Association members. The Leadership Development Committee is responsible for ensuring its adherence at all times.

NAPA COUNTY FAIR ASSOCIATION  
CODE OF ETHICS – DISCLOSURE FORM

This form must be completed by all members of the Board of Directors, committee members, as well as employees, volunteers, and Association members upon their joining of the organization.

The undersigned, by their affixed signature, accepts and agrees to abide by the Napa County Fair Association Code of Ethics.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Position within organization (*i.e. board member, committee member, employee, volunteer, association member, etc.*)

# RECORDS DISCLOSURE

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## **Section 1. Intent.**

It is the intent of the Napa County Fair Association (the “Association”) to provide the public with reasonable access to records of the Association in accordance with this Records Disclosure Policy (“Policy”). It is also the intent of the Association to comply with the provisions of the California Corporations Code regarding access to records governed by that Code.

## **Section 2. Examination of Records**

(a) Records that are not confidential, privileged, protected by privacy interests, or otherwise protected or limited from disclosure by law, shall be available for inspection by any person during regular office hours at the principal office of the Association. Any person requesting disclosure of a record is requested to complete the “Request for Disclosure of Record” form, attached hereto as Exhibit A.

If the request is for voluminous records or potentially protected records, the records may not be available for immediate inspection. The Chief Executive Officer, or her/his designee, shall serve as the Association’s Records Officer and will respond to all requests as soon as reasonably practicable.

(b) The examination of the records shall be carried out in the manner the Records Officer deems appropriate while safeguarding the records and maintaining the efficient conduct of the Association’s business. Any reasonably segregable portion of a record may be provided to any person requesting such record after deletion of the portions which are deemed confidential, privileged, protected by privacy interests or otherwise protected or limited by law, as determined in the reasonable sole discretion of the Association or its’ Records Officer.

(c) Requests for Association membership information will be processed under the provisions of Corporations Code Section 6330, *et seq.* and the Association’s separate policy on Inspection of Membership Lists.

## **Section 3. Refusal to Disclose**

The Records Officer may determine that any document should not be disclosed to a person requesting it on the basis of confidentiality, privilege, privacy, or any other reason based in law or within the Records Officer’s reasonable sole discretion, and the Records Officer shall so inform the person requesting disclosure.

## **Section 4. Cost for Copies of Records**

(a) A charge in the amount of the actual cost of copying and any actual costs of mailing shall be made for a copy of any record requested. The Association reserves the right to charge a reasonable fee for locating or handling documents and requests.

(b) The Records Officer shall determine the cost of the copies and postage where applicable, and advise the requesting party of the cost.

(c) The requesting party shall present payment of the cost to the Records Officer who shall certify the amount paid, provide a receipt to the requesting party, and provide the requesting party with the documents requested.

**Section 5.     Records in Electronic Format**

(a)     If the Association determines that a record should be provided under this Policy and the person seeking disclosure requests that the Association make the record available in electronic format, the Association shall make the information available in the electronic format in which it holds the information. The cost of duplication shall be limited to the direct cost of producing a copy of a record in an electronic format.

(b)     The Association shall not reconstruct a record in an electronic format if the record is no longer available in an electronic format, nor shall the Association release an electronic record in the electronic form in which it is held if the release of the electronic record will jeopardize or compromise the security or integrity of the original record or of any proprietary software in which the record is maintained.

**Section 6.     No Cost for Certain Material**

Notwithstanding the provisions of Section 4 above, no charge shall be made to any person requesting copies of the following documents:

- Fact sheets and informational bulletins
- Board agendas, minutes or resolutions

The Association may, however, from time to time, establish a reasonable annual fee based on the estimated cost of providing the service for any member of the public requesting regular notice of all Board meetings.

**Appendix A - REQUEST FOR DISCLOSURE OF RECORDS**

(To be completed by the person seeking disclosure of records)

**Contact Information:**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Mailing address

\_\_\_\_\_  
City, State, and zip code

\_\_\_\_\_  
Phone number

\_\_\_\_\_  
Email address

**Documents Requested (please be specific):**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Note: THE ACTUAL COST OF COPYING AND ANY POSTAGE FOR MAILING WILL BE CHARGED FOR A COPY OF ANY DOCUMENT PROVIDED.

Indicate preference for receiving documents (mark the box):

- Pick-up at Main Office (charge for copies only)
- Mail to me at the above address (charge for copies + postage)
- Email to me at \_\_\_\_\_ (no charge for documents)

Return Request to:

**Carlene Moore**  
Records Officer

Napa County Fair Association  
1435 N Oak Street  
Calistoga, CA 94515

## INSPECTION OF MEMBERSHIP LISTS

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Pursuant to California Corporations Code Section 6330 *et seq*, the Association shall make its membership list available to Association members as follows:

(1) Allow the member to inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or

(2) Allow the member to obtain from the secretary of the Association, upon written demand and tender of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(3) The rights set forth in Sections (1) and (2) above may be exercised by any member, for a purpose reasonably related to such person's interest as a member. Where the Association reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to Section (4) below, the Association may deny the member access to the list.

(4) The Association may respond to a member demand under Sections (1) or (2) above with a written offer of an alternative method of achieving the proposed identified in the demand. The Association's offer of alternative method shall comply with the provisions of Corporations Code Section 6330(c).

## WHISTLEBLOWER PROTECTION<sup>3</sup>

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Napa County Fair Association (NCFA) requires directors, officers, volunteers, and employees (Representatives) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Napa County Fair Association, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable NCFA representatives and others to raise serious concerns internally so that Association can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees, and volunteers to report concerns about violations of Association's code of ethics or suspected violations of law or regulations that govern Association's operations.

### No Retaliation

It is contrary to the values of Association for anyone to retaliate against any board member, officer employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Association. A Representative who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

### Reporting Procedure

This Association has an open door policy and suggests that Representatives share their questions, concerns, suggestions, or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Chief Executive Officer or Compliance Officer. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Association's Compliance Officer who has the responsibility to investigate all reported complaints. Representatives with concerns or complaints may also submit their concerns in writing directly to their supervisor or the Chief Executive Officer or the Compliance Officer.

### Compliance Officer

The Napa County Fair Association's Compliance Officer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Chief Executive Officer and/or Board of Directors of all complaints and their resolution and will report at least annually to the Treasurer and Audit Committee on compliance activity relating to accounting or alleged financial improprieties. The Compliance Officer shall be the Chairperson of the Board of Directors.

### Accounting and Auditing Matters

The Compliance Officer shall immediately notify the Audit Committee of any concerns or complaint regarding corporate accounting practices, internal controls, or auditing and work with the committee until the matter is resolved.

### Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### Confidentiality

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<sup>3</sup> Adopted April 14, 2016

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### Handling of Reported Violations

The Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

## AUDIT<sup>4</sup>

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Association shall provide County a biennial audit conducted by a qualified, independent auditor, commencing in 2015. In alternating years, provided it follows a clean audit, a financial review will be performed according to the Generally Accepted Accounting Principles standards as spelled out by the American Institute of Certified Public Accountants or as may be required by State law. A Request for Proposal (RFP) for financial audit services shall be issued and properly notified to eligible firms every four (4) years. The auditor shall file the annual federal and state returns.

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<sup>4</sup> Adopted April 14, 2016

## BOARD OF DIRECTORS – ROLES & RESPONSIBILITIES

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The Board's job is to lead and govern the Association on behalf of the citizens of Napa County and to define and ensure appropriate organizational performance based on the strategic plan while serving as the conduit representing the community and connecting its interests in promotion of the Association mission:

**To serve the citizens of Napa County with cultural, social, and economic benefits  
in times of celebration as well as need**

### LEGAL DUTIES, ROLES & RESPONSIBILITIES

Governing boards must meet certain legal obligations, referred to as "duties," as failure to fulfill them may result in liability. The Board of Directors occupies a position of trust. The highest fiduciary standards apply to their conduct.

**The Duty of Care:** *Be reasonably informed about activities, participate in making good decisions with the care of a "prudent person"*

- Actively participate in meetings. The Board holds regular meetings on the second Thursday of every month at 7:00 pm, unless otherwise noticed. Attendance is mandatory. For the purpose of ensuring a quorum, Board members should advise the Chief Executive Officer in advance if unable to attend a meeting;
- Attend all special activities of the Board, including fundraising events and such Board events, trainings, or retreats as may be planned;
- Stay well informed by carefully reviewing the agendas and minutes of Board meetings and committee meetings; financial statements; and other materials provided. Be aware of and notice community activities and legal/political developments which may impact the Association or our programs and bring them to the attention of the Board and Chief Executive Officer.

**The Duty of Obedience:** *Comply with all applicable federal, state, and local laws and adhere to Bylaws and policies set by the organization and remain a faithful guardian of the mission*

- Upon election or appointment, complete the FPPC Ethics training prior to the February board meeting. Additionally, all board members are required to participate in The Brown Act training provided.
- Approve and monitor compliance with all significant policies and procedures;
- Review significant new policies or material amendments to existing policies;
- Direct management to ensure the Association operates at all times within applicable laws and regulations and to the highest ethical and moral standards.

**The Duty of Loyalty:** *Act in the best interests of the organization, putting aside personal, professional or other interests*

- Provide leadership and vision. Function as a goodwill ambassador representing the membership and citizens of Napa County without regard for personal interests; support the resolutions and actions of the Board.
- Participate with management in the development of, and ultimately approve, the Association's mission, vision, and goals, taking into consideration the needs of the membership and community;

**The Duty of Oversight:** *Attempt in good faith to assure that the information and reporting systems adequately exist*

- Select and evaluate the Chief Executive Officer, provide advice and counsel in the execution of duties;
- Approve the annual budget that supports the Association's goals;
- With management, establish clear performance benchmarks against which the goals can be measured;
- Take reasonable steps to ensure the integrity of the Association's internal control systems;
- Monitor operational and financial results against benchmarks;
- Approve annual financial statements and recommend the appointment of external auditors.

**Acting in Good Faith:** *Perform duties in good faith, in a manner believed to be in the best interest of the organization and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.*

- Ensure management identifies the principal financial and non-financial risks to the Association and implements appropriate systems and programs to manage these risks.

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## COMMITTEE CHARTERS<sup>5</sup>

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Pursuant to Bylaws Article 9.1, Committees of Directors, committees shall consist of two (2) or more Directors, but shall not include a quorum of the Board.

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### EXECUTIVE COMMITTEE

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#### **I. Purpose and Scope of Responsibilities**

The Executive Committee is a standing committee chartered to exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board, per Article 9.3 of the Bylaws. The primary purpose of the Committee is to have a group of Directors authorized and able to act for the Board between regular meetings and in situations where an assembly of a quorum of the Board would be impracticable or impossible. Thus, the Executive Committee exists essentially for emergencies, and its powers are specifically limited under Section 9.1(a) of the Bylaws. The Committee also provides consultation, support and guidance to the Chief Executive Officer on time-sensitive matters.

Any action taken by the Committee involving exercise of the powers of the Board shall be reported promptly to the Board, and ratified by the Board at the next meeting of the Board following such action.

#### **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee is led by the Committee Chair who is also a member and Past-Chairperson of the Board.
- Committee provides written reports about its meetings, recommendations, and actions promptly to the entire Board.
- Committee is inclusive of the incumbent officers and the Past-Chairperson.
- The Chief Executive Officer shall serve as staff to the Committee.

#### **III. Goals**

1. To meet as necessary and appropriate at the call of the Chairperson of the Committee or, in the case of emergency or event when the Chairperson is unavailable, the Chief Executive Officer.
2. To provide written reports of its action(s) promptly to the Board.

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### GOVERNANCE COMMITTEE

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#### **I. Purpose and Scope of Responsibilities**

The Governance Committee is a standing committee chartered to be responsible for issues of administrative policy and procedure.

#### **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the Board.
- Final approval of any recommendation is made by the Board.

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<sup>5</sup> Adopted February 12, 2015; Revised February 11, 2016

- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.
- Committee provides written reports about its meetings and recommendations to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Membership of the Committee is selected on an annual basis.
- The Chief Executive Officer shall serve as staff to the Committee.

### **III. Goals**

1. Review bylaws for compliance in conjunction with the County contract renewal or in the event of changes in non-profit law, and recommend any suggested revisions to full Board.
2. Review and evaluate any suggested policy changes (new or old), identified policy issues, or necessary policy clarifications for a) development of new policy, b) change to existing policy, c) compliance with bylaws, d) compliance with non-profit law, and e) best practices before presenting to the full Board for approval, per the Policy Manual Development process as prescribed in the Policy Manual.

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## **FINANCE COMMITTEE**

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### **I. Purpose & Scope of Responsibilities**

The Board Finance Committee is a standing committee chartered to guide, oversee, and support the financial and tax practices of the Napa County Fair Association, including approval and conformity regarding up-to-date fiscal policies and procedures; ensuring accurate tracking and analysis of financial highlights, trends, and issues; and ensuring conformity to relevant financial and tax rules and regulations.

### **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for Board's review and approval.
- Committee is led by the Committee Chair who is also a member and Treasurer of the Board.
- Committee provides written reports about its meetings, recommendations and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members.
- Membership of the Committee is selected on an annual basis.
- The Chief Executive Officer shall serve as staff to the Committee.

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## **FINANCIAL AUDIT COMMITTEE**

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### **I. Purpose and Scope of Responsibilities**

The Audit Committee is a standing committee chartered per Article 9.4 of the Bylaws to make recommendations to the Board regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

Based on any reported deficiencies in the auditor’s management letter, the committee is responsible for:

1. Financial statements and other financial reporting, including recommending to the Board approval of the audited financial statements;
2. Oversight of the independent auditor’s qualifications, independence and performance, including:
  - a. Recommending the independent auditor for appointment or replacement to the board of directors
  - b. Recommending compensation of the independent auditor to the board of directors
  - c. Review of all audit and non-audit services performed by the independent auditor
  - d. Receiving all reporting from the independent auditor, including the preliminary audit report, representation letter, governance letter, and if necessary, internal control letter (SAS 115)
  - e. Confirming the independent auditor’s independence, including reviewing the Association’s hiring policies for employees or former employees of the independent auditor.

## **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair, but is not the Finance Committee Chair.
- Committee provides written reports about its meetings and recommendations to the entire Board on a regular basis as determined by the Committee.
- The independent auditor is provided noticed of every meeting and is entitled to attend and participate in each meeting.
- Committee includes at least two Board members who are financially literate, but less than a quorum of the Board, appointed by the Board Chair.
- Membership of the Committee is selected on an annual basis.
- The Chief Executive Officer shall serve as staff to the Committee.

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## **LEADERSHIP DEVELOPMENT COMMITTEE**

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### **I. Purpose and Scope of Responsibilities**

The Board Leadership Development Committee is a standing committee chartered to develop the Board by overseeing implementation of policies and procedures regarding Board size, leadership, composition, and conflicts of interest; determining qualifications and characteristics needed by directors through development of a board matrix; identifying, screening, cultivating, and reviewing individuals who are qualified to serve as directors and making recommendations to the Board for nomination and appointment to the Board, and its committees; assisting in orientation programs for newly appointed directors; and evaluating the effectiveness of current directors; and identifying on-going development programs for directors.

### **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.

- Committee provides written reports about its meetings, recommendations, and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Membership of the Committee is selected on an annual basis.
- The Chief Executive Officer shall serve as staff to the Committee.

### **III. Goals**

1. Recruit, retain, and enhance an effective and engaged Board of Directors.

### **IV. Scope of Work**

- Review current Board Policies for any potential revisions, identify gaps in our current existing policies and oversee the preparation of draft policies for Board consideration as they pertain to development of directors.
- Develop a recommendation to the board for a policy regarding the size of the board and the composition of elected/appointed directors aimed at achieving the optimum stakeholder representation and geographic diversification.
- Develop a matrix of current board member characteristics and an ideal board matrix in order to identify areas of need.
- Recommend placement of individual board members for committee appointments to the Chairperson that promote their strengths.
- Seek out potential individuals who may be interested in serving on the Napa County Fair Association Board of Directors and would enhance the capacity of the Board.
- Review the board self-assessment questionnaire and the assessment process and make recommendations for changes if needed.
- Review and recommend board training sessions on such topics as leadership development, financial statement reviews, etc.
- Review the new director orientation program and make recommendations for changes, if needed.

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## **FUNDRAISING COMMITTEE**

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### **I. Purpose and Scope of Responsibilities**

The Board Fundraising Committee is a standing committee chartered to develop fundraising capacity of the Napa County Fair Association. The objective is to raise funds from the board, association members, the community, and private and public grantor sources to support the objectives of the Napa County Fair Association.

### **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.

- Committee provides written reports about its meetings, recommendations, and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Membership of the Committee is selected on an annual basis.
- The Chief Executive Officer shall serve as staff to the Committee.

### **III. Goals**

1. Develop a strategy to improve the association's fundraising capacity in support of association objectives.
2. Establish an annual fundraising goal and strategies to achieve that goal.

### **IV. Objectives**

- Review and modify as necessary the committee charter and make a recommendation for approval to the board.
- Develop a matrix of criteria for committee membership listing experience and capabilities beneficial to meeting committee objectives.
- Recruit additional committee members with a goal of at least five committee members.
- Develop a summary case for support that will inform the public and association members about the history, mission, funding sources, and goals of the NCFA.
- Develop a program to disseminate that case for support to the public and association members.
- Develop a database of current and potential donors and grantors to NCFA.
- Review the past history of donations from the public, board, association members, and grantors, and summarize that history.
- Recommend to the board that a policy be established that all board members contribute annually to NCFA an amount that is meaningful to them, but is within their means.
- Conduct board training to improve fundraising capacity of individual board members.
- Establish a fundraising goal for 2016 of \$100,000 of unrestricted revenues, which may be used for the following purposes:
  - Repayment of the loan from Napa County for Valley Fire revenue losses.
  - Development of a re-granting program to provide subsidies for non-profit rental of association facilities.
  - Additional studies that may be required for master planning.
  - Additional revenues for facility repairs and upgrades.
- Establish a strategy for developing social media sources for fundraising.
- Imbed donation capability on association website.
- Develop an awareness of NCFA charitable status by including information in all promotional materials.

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## STRATEGIC PLAN AD-HOC COMMITTEE

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### **I. Purpose and Scope of Responsibilities**

The Strategic Plan Committee is an ad-hoc committee chartered to create a master plan of the facilities and programs that strategically develops our business enterprises, taking into consideration the mission, vision, and strategic goals of the Association.

The Committee shall conform the master plan to the Long Range Plan elements previously adopted by the Board, which are generally expressed by our strategic goals.

An important element to be considered is the Board's evaluation and ranking of each enterprise. As a result of this evaluation, the Board determined that the Fair will always be our highest ranking priority, as it is the reason for our existence. Other enterprises must provide the financial contributions needed for sustainability and provide additional benefits to the citizens of Napa County.

## **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.
- Committee provides written reports about its meetings, recommendations, and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Committee is chartered for the exclusive purpose listed above and will sunset upon submission and approval of the strategic plan.
- The Chief Executive Officer shall serve as staff to the Committee.

## **III. Goals**

1. Follow through on preparation of the master site plan.
2. Execute the scope of work as approved by the Board.

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## **GOLF COURSE AD-HOC COMMITTEE<sup>6</sup>**

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### **I. Purpose and Scope of Responsibilities**

The Golf Course Committee is an ad-hoc committee chartered to research master plan strategic alternatives and current course capital improvement alternatives as they relate to the Mount St. Helena Golf Course and the current master plan development.

### **II. Committee Organization and Reporting Structure**

- Committee reports to the Board [chair].
- Committee makes recommendations to the full Board for review and approval.
- Committee is led by the Committee Chair who is also a member of the Board and is designated by the Board Chair.

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<sup>6</sup> Adopted June 9, 2016

- Committee provides written reports about its meetings, recommendations, and actions to the entire Board on a regular basis determined by the Committee.
- Committee includes at least two Board members, but less than a quorum of the Board, appointed by the Board Chair.
- Committee is chartered for the exclusive purpose listed above and will sunset upon submission of the master plan strategic alternatives and the capital improvements alternatives report to the Board.
- The Chief Executive Officer shall serve as staff to the Committee.

### **III. Goals**

1. To meet with the three identified golf groups to obtain their input on the master plan and ideas they have for the Board to consider investing in the existing course to improve quality and quantity of play.

### **IV. Objectives**

- Gather opinions and facts for master plan strategic alternatives which relate to possible alternative types of course, course length, shared uses, use of reclaimed water, and a destination golf course to report back to the Board and forward on to the master plan consultants.
- Develop recommendations for capital improvement alternatives with estimated costs for the Board to consider in the next Capital Budget (Fall 2016).

### **V. Immediate Strategies**

- Meet with the three golf groups.
- Research capital improvement costs.

## ANNUAL SELF-ASSESSMENT OF THE BOARD<sup>7</sup>

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Effective boards proactively set standards for organizational performance and ensure they are met. This includes not only for staff, but also for officers, committees, and individual board members.

The Board of Directors participates in an annual self-assessment review and goal setting process for itself that coincides with the Chief Executive Officer Annual Evaluation. The self-assessment is an opportunity for the board to measure how well it is operating and to explore best practices. The Board engages in an ongoing process of leadership development by participating in both the CEO evaluation process and board self-assessment.

The Board Self-Assessment is a three step process:

- 1) Individual responses
- 2) Group review and discussion
- 3) Define future work of board for education, development and training, both for the entire board or individual directors

Since the Chief Executive Officer works for the entire board, this annual review process is the time and place for the board to speak with one voice in assessing its own performance, understanding its performance in relation to the CEO's performance, and setting goals for the future. As such, the timeline for the Board Annual Self-Assessment synchronizes with the Chief Executive Officer Annual Evaluation schedule:

- 1) Following the September regular board meeting, the Leadership Development Committee Chair, or designee, distributes the self-assessment form as developed/reviewed by the Committee.
- 2) The Board of Directors returns the forms to the Committee Chair, or designee, who compiles the assessment forms.
- 3) In open session at either the October regular board meeting or Long Range Planning Session, the results are shared with the Board of Directors.
- 4) The Committee Chair compiles the board comments into a single document.
- 5) In closed session at the special board meeting in October for the CEO Performance Review, the results are discussed as they relate directly to the performance of the CEO.
- 6) Prior to the November regular board meeting, the Leadership Development Committee discusses and drafts goals, based upon the updated strategic goals and CEO goals, for presentation to the board for approval.

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<sup>7</sup> Adopted December 10, 2015

## BOARD TRAINING & DEVELOPMENT<sup>8</sup>

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In recent years, expectations of Boards of Directors, whether of private nonprofits or quasigovernmental fairs/agencies, have elevated substantially. While the fiduciary duties have not changed, case law and public perceptions have, due in part to increasing media attention being paid to boards and their shortcomings. Understanding the role of the Board as well as that of individual board members and staff, and being versed in regulatory requirements, are essential to ensure effective organizational performance.

As such, it is the policy of this Board that all directors participate in certain required trainings and that opportunities for further development be offered.

As long as funding for training is provided by CDFA, the board is annually committed to providing for up to three (3) directors to attend an optional training each year, paying the registration fee and hotel at the discounted convention rate, for up to a total of \$450 per director. All travel and meals must be paid by the individual director(s).

Priority shall be given to 1) new directors attending the Strategic Leadership Workshop at the WFA Convention in January each year, 2) directors that have never attended a particular training before.

In the event that the funds remain available, preference shall then be given to directors wishing to repeat a training or attend a convention based on participation 1) on committees and 2) in the board self-assessment process.

Required trainings for all directors upon election or appointment to the Board:

- The Brown Act (typically conducted at the February board meeting)
- FPPC Ethics training (online, complete by second board meeting)
- New Director Orientation (prior to participating in their first meeting as a director)

The orientation shall include an overview with the CEO and Board Chairperson, including:

CEO reviews:

- Contact Information Form
- Governance – CDFA, F&E, County
- Industry – WFA, CFA, IAFE, JPAs = CFSA, CFFA
- Director Handbook

Chairperson reviews:

- Fiduciary Duties of Boards – all boards have certain legal obligations
- Director roles, responsibilities and liabilities including CEO relationship and evaluation and the Board self-assessment process
- CEO evaluation results (most recent)
- Board self-assessment results (most recent)
- Committee Structure
- Training requirements and opportunities

Optional development opportunities may include:

- Fair industry trainings specific to board leadership and development, i.e. WFA Strategic Leadership Workshop at WFA Convention; IAFE Convention
- Other opportunities for nonprofit board leadership and development, i.e. CompassPoint

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<sup>8</sup> Adopted December 10, 2015

## **BOARD VACANCY<sup>9</sup>**

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The Board has a duty and obligation within the Bylaws to collectively represent a diversity of relevant backgrounds, skills, and geographic areas of Napa County (Article 7.7, Diversity). And while the board is not self-perpetuating and, therefore, does not control the manner in which new members join, in the event of a vacancy on the board, the Board has an opportunity to fulfill that obligation.

When a vacancy occurs, no matter the manner in which the vacancy occurred, the Leadership Development Committee shall present candidate(s) to the Board for appointment that have been actively recruited, vetted, and that complement the Board matrix.

For purposes of appointing a replacement to fill a vacancy, the appointment is made only until the next annual election, at which time the position will be filled by the manner in which the director who left the vacancy was selected (Article 7.10, Filling Vacancies)

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<sup>9</sup> Adopted April 9, 2015

## **BOARD OF DIRECTORS CANDIDATE RECRUITMENT<sup>10</sup>**

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Elections are open to all as prescribed in the Association Bylaws.

Appointments are open to all as prescribed in the Association Bylaws.

### Purpose

The purpose of this policy is to proactively recruit candidates to fulfill the Association's diversity goals as prescribed in Section 7.7 of the Bylaws and further detailed in the matrix policy.

### Process

The Leadership Development Committee shall follow this process when recruiting candidates to the Board of Directors.

- 1) Candidate name is submitted to the Leadership Development Committee Chairperson, along with any relevant background. Committee chairperson or designee will reach out to explore their interest.
- 2) Chairperson presents potential candidates to the Committee. Committee member meets with potential candidate to share current Association information. Another board member may be invited to attend.
- 3) Committee member reports back to the committee on the meeting with potential candidate.
- 4) Committee Chairperson shares options with each individual candidate, including:
  - a. Meeting with Chief Executive Officer
  - b. Appointment to a committee
  - c. Providing additional resources
  - d. Elections vs. appointments procedures and timelines
  - e. Invitation to attend a Board meeting.

In addition, Leadership Development will keep a running list of potential candidates, including where they are in the process, who is working with them, and ongoing recruitment efforts.

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<sup>10</sup> Adopted August 11, 2016

## ELECTION OF DIRECTORS<sup>112</sup>

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Election of Directors will be pursuant to the Bylaws of the Association. Applications to run for an elected position on the Board must be submitted to the Association Office no later than close of business on the first business day of November.

Application packets shall be made available in the Association Office by the first business day of October. The Chief Executive Officer shall provide Association members with notice of all positions available and the process to be followed.

Packets shall include:

- Nomination form (See attached Appendix B)
- Candidate's Statement
- Roles and responsibilities
- Goals of the Association
- Calendar of specific dates relative to current year's elections

Application procedure:

- Nomination form must be submitted to the Association Office by close of business on the first business day of November. See attached Appendix B.
- The Chief Executive Officer is responsible for verifying the applicants' and voting members' signatures and membership qualifications and for preparing the ballot. All candidates who successfully complete the nomination form and meet the requirements set forth in the Bylaws shall be placed on the official ballot.

Ballot procedure:

- At their regularly scheduled November board meeting, the Board shall appoint two Association members in good standing to serve as the official results committee and to count returned ballots. The counting process may be observed by up to three Association members in good standing, filled on a first come first served basis at the location and time scheduled for counting. Observers may only oversee the process and may not participate in any way in the actual counting.
- Ballots will be available no later than close of business on November 15<sup>th</sup> or the business day immediately preceding in the event November 15<sup>th</sup> falls on a weekend or holiday.
- Ballots will be distributed to every Association member entitled to vote and shall be consistent with the requirements of California Corporations Code Section 5511(b) or 7511(b) including indicating the number of responses needed to meet the quorum requirement, the time within which the ballot must be received in order to be counted, and the number of candidates to be elected. The ballot shall provide an opportunity to approve or abstain from voting.
- Ballot will list "Incumbent" after names of Directors seeking reelection. Ballot shall include candidate statements, where provided.
- Only one ballot per voting member.
- Ballots must be returned by close of business on November 30<sup>th</sup>. Late ballots will not be accepted. Once returned, ballots may not be revoked.
- Ballots shall be retained for one hundred eighty (180) days from the date of count in a sealed envelope and shall remain in the custody of the Chief Executive Officer.

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<sup>11</sup> Revised September 12, 2015

<sup>12</sup> Revised November 13, 2014

While we are not legally obligated to provide secret ballot voting to our members (Corporations Code 5513(a) or 7513(a)), the following outlines our intent to ensure confidence from our members that to the best of our abilities we will keep their votes confidential.

Ballot-by-mail procedure:

- For those voting members who do not have an email address on file or who submit a request to receive a Ballot by mail, ballots will be sent by U.S. mail. Mailed ballots shall include two (2) envelopes for return of ballot marked “Ballot Envelope” and “Return Envelope” and will include instructions for members to complete the ballot and place it in the Ballot Envelope and then place that envelope in the Return Envelope. The Return Envelope shall require the name and signature of member. The Ballot Envelope shall be unmarked.
- Ballot is void if Return Envelope is unsigned. When signed Return Envelopes are received by the Association, they shall be placed in the official ballot box and remain unopened until just prior to the official results being counted.

Electronic ballot procedure:

- To participate in electronic voting, voting members must have a valid email address on file with the Association. Voting members are responsible for notifying the Association of that address and of any changes to that address.
- Should the Association be notified that a voting member did not receive an electronic ballot, the obligation of the Association is simply to ensure that an electronic ballot was sent to the address on file. Association staff is not obligated to track or to research the routing of member emails.
- Voting members will be provided with formal notice of a pending electronic vote in accordance with the general notice requirements for such election procedures as set out in the Bylaws.
- Voting members shall receive the following information regarding any electronic ballot:
  - Notification of the Voting Period during which they will be able to cast their vote.
  - Specific election procedures and electronic voting instructions.
  - Contact information for any questions or issues that may arise during the electronic voting process.
  - Reminders may be sent to members during the Voting Period, at the discretion of the Chief Executive Officer.
- Association staff will ensure that the electronic system selected to process and manage the electronic voting will possess appropriate levels of security to ensure that voting members are only able to cast a single vote and without identification of the specific vote associated with any particular member.
- The Chief Executive Officer shall have access to aggregate ballot count information (without identification of the specific vote associated with any particular member) for the sole purposes of monitoring the effectiveness of electronic voting and for implementing communications to Association members to maximize the participation of voting members during the voting period. Under no circumstances will the aggregate ballot count information be used to influence the outcome of any vote.
- In the event that the electronic system fails to operate properly:
  - If the failure is limited or temporary with the result that a voting member was unable to cast his or her vote electronically, the Chief Executive Officer is authorized to review such claim and to accept a vote from such voting member in such alternative manner as is determined appropriate by the Chief Executive Officer. The Chief Executive Officer shall be at liberty to require logs of any electronic voting activity from the technology provider to evidence the foregoing.

- If the failure is not rectifiable, the Board may decide to terminate electronic voting during the applicable voting period and institute another form of voting to decide the matter, notwithstanding anything else in this policy.
- In the event that a voting member is unable or unwilling to vote electronically, and instead requests to vote by hard copy ballot, the Chief Executive Officer is authorized to accept a vote by hard copy ballot from such voting member, in accordance with the procedure above for the submittal of mailed ballots.

Ballot count and results procedure:

- The Chief Executive Officer shall make arrangements with the official results committee to count the ballots per the attached Appendix C, Election Results Procedure, prior to the annual Association meeting.
- All candidates will be notified of the election results by phone within 24 hours of the ballot count.

**Appendix B - BOARD OF DIRECTORS APPLICATION**

**NOMINATION FORM**

The following Napa County Fair Association voting member is nominated to serve on the Napa County Fair Association Board of Directors for a three (3) year term:

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**NAME OF MEMBER SEEKING NOMINATION**

By the following five (5) voting members of the Napa County Fair Association:

*Incumbent – Per Bylaws, Association Member signatures are NOT required.*

<b>NAME (please print)</b>	<b>Signature</b>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____
5) _____	_____

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As the nominee, I agree to serve on the Association Board of Directors if elected.

\_\_\_\_\_  
Nominee Signature

\_\_\_\_\_  
Date

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**CANDIDATE STATEMENT (optional)**

**Provide qualifications, background, experience, etc. to describe to voting members why you want to serve on the Napa County Fair Association Board of Directors.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Appendix C - BOARD OF DIRECTORS ELECTION RESULTS PROCEDURE

Administration Procedure (to be completed in presence of counters and observers (if any)):

- Present electronic voting results to counters.
- Remove Return Envelopes from official ballot box, verify member name, signature, and eligibility to vote, and remove Ballot Envelope. Return Envelopes received from members who voted electronically shall not be opened.
- Place Return Envelope in file.
- At conclusion of all Returned Envelopes being verified and opened, give Ballot Envelopes to counters.
- Counters will remove ballots from Ballot Envelopes.

First Counter Procedure:

- Record by tally mark next to the appropriate candidate’s name
- Initial ballot and pass to the second counter

Second Counter Procedure:

- Record by tally mark next to the appropriate candidate’s name
- Initial ballot and place in stack under appropriate candidate’s name

Repeat process until all ballots have been counted.

For each candidate, add the number of electronic votes to the number of hard copy ballot votes for a total number of votes.

At the conclusion of the counting process, each counter announces the total number of votes they have recorded for each candidate. Place the ballots in the envelope designated “Counted Ballots.”

**Sign below, have all observers sign, and return completed form along with counted ballots to administration.**

*If there is a discrepancy between recorded tallies, ballots in each candidate’s stack must be counted aloud ([name of candidate] [vote #]) by First Counter and recorded on a new [year] Election Results form by Second Counter. Both counters must initial the total for each candidate and sign the form. Any observers must also sign the ‘recount’ form.*

<b>[Candidate Name]</b>	
<b>[Candidate Name]</b>	

**COUNTER:** By my signature below, I certify that all ballots have been counted and recorded on this form.

Name	Signature	Date
------	-----------	------

**OBSERVERS:** By my signature below, I certify that I observed the ballot counting process:

Name	Signature	Date
------	-----------	------

Name	Signature	Date
------	-----------	------

Name	Signature	Date
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## BOARD GIVING<sup>13</sup>

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To demonstrate commitment to our mission and to reach our fundraising goal, board members of the Napa County Fair Association agree that they must first make a gift themselves. This policy is intended to ensure that every board member supports the Napa County Fair Association with an annual donation. Board giving is distinct and is in addition to attending special events, buying tickets, or otherwise participating in Association activities.

An annual board giving goal will be set as part of the annual budget approval process. Monthly financial reports will include an update on the board giving goal. All prospective board members will be given a copy of this policy. It will be reviewed by the Leadership Development Committee for compliance on an annual basis.

It is the policy of the Napa County Fair Association that each member of the board shall make an annual cash donation to the organization. Board members are expected to give to the best of their means, at a level they would consider generous.

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<sup>13</sup> Adopted April 14, 2016

## OATH OF OFFICE<sup>14</sup>

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At the start of each new term, whether upon election or appointment to the Board of Directors, each board member shall pledge their allegiance to Napa County Fair Association by reciting the Oath of Office as follows:

As a member of the Board of Directors for the Napa County Fair Association, I resolve that I will:

- Act with dignity, integrity, and honesty;
- Represent with unconflicted loyalty, the interests of the Association; and
- Act responsibly toward the communities in which we work and serve.

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<sup>14</sup> Adopted April 14, 2016

# CONFLICT OF INTEREST

## Basic Rules and Disclosure Statement

It is the policy of the Napa County Fair Association (“Fair”) to protect the Fair’s interests in connection with any proposed transaction or contract that affects the financial interests of a director, officer or employee of the Fair. Under its contract with Napa County, the Fair is required to comply with the restrictions of Government Code Section 1090 (“Section 1090”). In general, Section 1090 prohibits Fair directors, officers or employees from having a financial interest in any contract entered into by the Fair. Under Section 1090, there are some financial interests that are considered “remote” or “non-interests” that are permissible if certain requirements are met.

Attached is a “Section 1090 Basic Rules and Checklist” document that will be distributed to all Fair directors, officers, and employees. The Section 1090 Basic Rules and Checklist is incorporated into this Conflict of Interest Policy.

In addition, all employees and directors must complete and file the attached Conflict of Interest Disclosure Statement, listing any affiliation they may have with an organization or business that could do business with the Fair, or a financial interest that could cause a conflict. Please note that the filing of the Disclosure Statement does not protect you against any violation of Section 1090. Please carefully review the “Section 1090 Basic Rules and Checklist,” and contact the CEO with any questions.

**Who Must File a Conflict of Interest Disclosure Statement:**

Directors, Officer, and Employees. Even “acting,” “interim” and “alternate” employees or directors must file.

**Where to File:**

File with the Fair Association. The Fair Association will keep these statements on file.

**When to File:**

Within 10 days of appointment or hire or elected/appointment date. Within 30 days of an amended or adopted conflict of interest code. Then, annually by April 1st.

**How to Use Form:**

Enter name, mailing address & daytime phone number. Since this is an internal document, you may list your business address instead of your home address.

Enter the name of office or position title held in the Association. If you have multiple positions, please list all.

Conflict of Interest Disclosure Statements cover the dates of directorship or employment, unless amended by a new Disclosure Statement or rescinded.

**Verification:**

When you sign your statement, you are stating, under penalty of perjury, that it is true and correct. An unsigned statement is not considered filed and you may be subject to late filing penalties.

**Gift Prohibition:**

Gifts received by officials and employees are subject to a limit. The current limit is \$440 for a calendar year from a single source.

(Rate may change per Govt. Code 87105, [www.fppc.ca.gov](http://www.fppc.ca.gov)).

**Conflict of Interest Disclosure Statement**

Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_ Business Email: \_\_\_\_\_

Position with Napa County Fair Association: \_\_\_\_\_

Period of Coverage: \_\_\_\_\_

Business, Organization<sup>15</sup>, or Financial Interest<sup>16</sup> that may cause conflict:

\_\_\_\_\_

\_\_\_\_\_

Address of Business or Organization:

\_\_\_\_\_

Position held at Business/Organization:

\_\_\_\_\_

<sup>15</sup> "Organizations" includes governmental agencies and non-profit organizations.

<sup>16</sup> See attached "Section 1090 Basic Rules and Checklist" for listings of potential Financial Interests.

Date Reported to Board of Directors: \_\_\_\_\_

SECTION 1090 BASIC RULES AND CHECKLISTS  
PROHIBITION OF FINANCIAL INTERESTS IN FAIR CONTRACTS UNDER  
GOVERNMENT CODE SECTION 1090

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### Introduction

- a. Government Code Section 1090 (“Section 1090”) applies to the Fair under the Fair’s contract with Napa County. Section 1090 prohibits directors, officers and staff members from having a financial interest in any contract entered into by the Fair.
- b. *A key question for all Directors and Staff Members to ask in evaluating a proposed Fair contract is: “Will this contract affect my economic interests in any way?” If the answer is “yes,” speak with the CEO or legal counsel immediately.*

### Basic Rules

- a. Having Any Financial Interest in a Contract is Prohibited by Section 1090
  - i. Directors, officers and employees cannot have a financial interest in the Fair’s contracts. This means that if a Board Member has a financial interest in a contract being contemplated by the Fair, the Fair cannot enter into the contract. *Note:* Since the language of Section 1090 refers to “public officials” and the “agency,” this same language is used in the remainder of this checklist – although the Fair is a non-profit corporation, not a public or governmental agency, and the Fair’s directors and employees are not “public officials.”
  - ii. A public official may not make, participate in, or influence a governmental decision that will have a reasonably foreseeable and material financial effect on the official, the official’s immediate family, or any of the official’s economic interests.
  - iii. *Examples of Economic Interests: Real property; Sources of income; Business entities in which a public official has an investment or holds a management position; Donors of gifts.*
- b. Key Points:
  - i. *Making a Contract:* The Section 1090 prohibition extends to preliminary discussions, negotiations, planning, solicitation of bids, voting on the contract, and any other evaluation of the contract. The official cannot be involved in these aspects of making a contract.
  - ii. *Disqualification Does Not Fix a Section 1090 Problem: **If a Section 1090 issue exists, the agency cannot enter into the contract in question even if the official disqualifies himself or herself from participating in the contract.***
  - iii. *Financial Interest:* Section 1090 applies whenever a financial interest of an official or employee is involved. A “financial interest” in a contract includes a direct or indirect financial interest. A direct financial interest is present when the official is the party contracting with the agency. An indirect financial interest involves an official who has a financial relationship with the contracting party or will receive some benefit from the making of the contract with the contracting party. **It does not matter if the official’s financial interest is positively or negatively affected.** This provision covers financial relationships that go beyond the official’s immediate family.
  - iv. *Advice from Legal Counsel is Not a Defense:* Courts do not allow officials to defend charges of a Section 1090 violation by claiming reliance on their attorney’s advice.

b. Severe Consequences and Penalties:

- i. *Criminal Penalties:* A willful violation of Section 1090 is a felony and carries the potential of fines up to \$1,000, imprisonment, and disqualification from ever holding public office again.
- ii. *Effect on the Contract:* If there is a violation of Section 1090, the contract is “void.”

c. Exceptions:

- i. *Remote Interest Exception:* The law lists certain interests as being “remote”. If a remote interest exception applies and specific steps to disqualify the official are followed, then the agency can enter into the contract. Otherwise, the contract will violate Section 1090. Interests that are so “remote” as defined by law do not amount to a violation of Section 1090.
- ii. *“Non-interest” Exception:* Certain interests in a contract are so small that the law classifies them as “non-interests” in the contract. If a non-interest exception applies, the agency may make and enter a contract.
- iii. *Necessity:* Extremely limited in application. Allows the agency to acquire an essential supply or service if there is only one source for that supply or service.

**Answer the Following Questions to Determine if a “Section 1090 Issue” Exists**

*Who is the individual with the potential conflict of interest?*

- All Fair Board members, officers, and employees are subject to Section 1090.

*Are you making or participating in making the contract?*

- Any participation in the process of developing, negotiating, evaluating, or agreeing to the contract is a violation of Section 1090.
- Includes preliminary discussions, negotiations, planning, solicitation of bids, voting on the contract, and any other evaluation of the contract.
- If you have a financial interest in a contract being contemplated by the Fair, the Fair may not enter into the contract.

*Do you potentially have a financial interest in the contract?*

- Do you own bonds, stocks, mutual funds, derivatives, or any other investment in any entity that the Fair plans to contract with?
- Does your spouse/domestic partner have an employment or other economic interest in the contracting party?
- Do you borrow money from (or loan money to) a person, bank, or financial institution that the Fair plans to contract with?

- Do you hold a checking or savings account with a bank or financial institution that the Fair plans to contract with?
- Is the person who wants to contract with the Fair a customer of a financial institution where you are a director or partial owner?

## **REMOTE INTERESTS IN A CONTRACT**

- Do you have a remote interest?*

*Mandatory Disclosure and Abstention Requirements:* If a Board Member has a remote interest, the Board Member must disclose the financial interest to the Board and the Board must note the disclosure and recusal in its official records. The Board Member must completely disqualify him or herself and must not influence or attempt to influence the other Board Members. When the Board authorizes and approves the contract, it must do so without counting the vote or votes of the Board Member with the remote interest.<sup>17</sup>

*You may have a remote interest if:*

- You are an officer or employee of a nonprofit corporation or 501(c)(3) that is a proposed contracting party.
- You are an employee or agent of a proposed contracting party, and the contracting party is a local agency or is a private employer with 10 or more employees.
- You are a director or a more than 10-percent owner of a bank, bank holding company, or savings and loan association that is a proposed contracting party.
- You own less than three (3) percent of the shares of a for-profit corporation that is a proposed contracting party.
- You are an employee of a consulting, engineering, or architectural firm that is a proposed contracting party.
- You are a landlord or tenant of a proposed contracting party.
- You are an attorney, insurance agent, real estate broker or agent, or stockbroker for a proposed contracting party.
- You are a parent with an interest in the earnings of your minor child(ren) for personal services performed for a proposed contracting party.
- You are a supplier of goods or services and those goods or services been supplied to the proposed contracting party for at least five years prior to your election or appointment to office.
- You receive salary, per diem, or reimbursement for expenses from another government entity that is a proposed contracting party.
- You are a party to settlement of litigation involving the Fair.

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<sup>17</sup> Board Members that have a remote interest in a contract must fully abstain from all involvement and participation in the contract or Fair may not enter into the contract. The remote interest exception does not apply to employees or individual decision makers.

- You are a party to a proposed housing assistance payment (Section 8) contract.
- You are an officer or employee of an investor-owned utility that is regulated by the Public Utilities Commission and is a proposed contracting party.

If you believe you have a remote interest, or have any questions about remote interests, immediately consult with the Fair CEO or legal counsel.

## **NON-INTERESTS IN A CONTRACT**

*Do you have a “non-interest”?*

“Non-interests,” once disclosed, do not prevent a Board Member, officer, or employee from participating in a contract.

*You may have a non-interest if:*

- You own less than three (3) percent of the shares of a corporation for profit that is a proposed contracting party and your total annual income from all sources from the corporation is less than five (5) percent.
- You are a landlord or tenant of a government entity that is a proposed contracting party.
- You are a nonsalaried member of a nonprofit corporation that is a proposed contracting party.
- You are you a noncompensated officer of a nonprofit, tax-exempt corporation that is a proposed contracting party.
- You are an attorney, insurance agent, real estate broker or agent, or stockbroker for a proposed contracting party.
- You are being reimbursed for actual and necessary expenses incurred in the performance of official duties for a proposed contracting party.
- You receive public services from the Fair on the same terms and conditions as if you were not a member of the body or board.
- Your spouse/domestic partner is an employee or public official of any government entity that is a proposed contracting party.
- You receive salary, per diem, or reimbursement for expenses from another government entity that is a proposed contracting party.
- You are an officer, director, or employee acting on behalf of a nonprofit corporation that is a proposed contracting party.
- You are a director or less than 10-percent owner of a bank, bank holding company, or savings and loan association that is a proposed contracting party.
- A person is preparing to enter into a contract with the Fair who is a customer at a bank where you are a director and less than ten percent owner.

If you believe you have a non-interest, or have any questions about non-interests, consult with the Fair CEO or legal counsel.

## CHIEF EXECUTIVE OFFICER ANNUAL PERFORMANCE REVIEW<sup>18</sup>

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The board participates in an annual review and goal setting process with the Chief Executive Officer (CEO). Since the Chief Executive Officer works for the entire board, the annual review process is the time and place for the board to speak with one voice in assessing the CEO's performance and set goals for the future.

Successful and cohesive Boards of Directors engage in an ongoing process of leadership development by participating in the CEO evaluation process, including completion of the evaluation form, attending board discussion, and the presentation of the evaluation results to the CEO. It is a tool in assessing the performance of the CEO in accomplishing goals.

The process for the CEO evaluation is:

- 1) Following the September regular board meeting, the Board Chair, or designee, distributes the CEO evaluation form as developed by the Leadership Development Committee.
- 2) The Board of Directors returns the forms to the Board Chair, or designee, who compiles the evaluation forms.
- 3) In closed session at the October regular board meeting, the results are shared with the Board of Directors.
- 4) The Board Chair compiles the board comments into a single document for presentation to the CEO.
- 5) In closed session at a special board meeting in October, the board presents the evaluation to the CEO for discussion.
- 6) Prior to the November regular board meeting, Leadership Development Committee meets with the CEO to discuss and draft goals, based upon the updated strategic goals, for presentation to the board for approval.

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<sup>18</sup> Adopted September 12, 2015

## ALCOHOL MANAGEMENT<sup>19</sup>

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### **GOAL:**

It is the goal of the Napa County Fair Association Board of Directors to provide a safe and enjoyable visit to all of our patrons.

The responsible management of alcohol on our property is a key component in achieving this goal. It is the responsibility of every Association employee to participate in this effort. Therefore, every Association employee is required to carefully read the following alcohol policies and procedures and be prepared to enforce and uphold them.

Adherence to the laws of the State of California, Department of Alcoholic Beverage Control (ABC), will occur.

### Training & Personnel:

1. All Association employees and volunteer servers are required to complete the Responsible Beverage Server Training approved by ABC, and refresher courses as necessary and/or required.
2. Association employees will read and sign an Employee Responsibility Statement, as required by law.
3. Association employees will be trained in handling emergencies.
4. Non-profit organizations selling alcoholic beverages will be provided with a copy of this Alcohol Management Policy and their agreement will stipulate their compliance with this policy.
5. Representatives of non-profit organizations selling or serving alcoholic beverages, as well as all Association representatives who may come in contact with someone who has been drinking, are required to attend a professional training session approved by ABC about alcohol awareness and identifying minors and obviously intoxicated patrons.
6. All servers will sign the Server Responsibility Statement.
7. Servers must be at least 21 years of age to sell or serve alcohol.
8. Consumption of alcohol or drugs before, during, or after a shift while in uniform, is prohibited.

### Service:

1. No alcoholic beverages shall be sold to any obviously intoxicated person or to any person under the age of 21.
2. We will request proof of age (ID) from any patron who appears 30 years of age or younger. Association shall post the following signs at all alcohol ticket and vending locations:
  - a. "NOTICE: If you look under 30 years of age, be prepared to show your ID. Thank you for your cooperation."

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<sup>19</sup> Adopted May 8, 2014

3. All patrons must show a bona fide, legally acceptable ID. An ID is acceptable if it:
  - a. Is issued by a governmental agency (such as federal, state, county or city)
  - b. Contains the name of the person
  - c. Contains the date of birth of the person
  - d. Contains a description of the person
  - e. Contains a photograph of the person
  - f. Is currently valid (in other words, not expired)
4. If a patron shows a false ID, security will be immediately contacted. A false ID is any altered, borrowed, stolen, counterfeit, or forged ID. The patron will be informed that security is being contacted and his/her ID will be temporarily held until security arrives. If a patron chooses to leave without their ID before security arrives, the ID has become abandoned property (and NOT confiscated personal property). If a patron remains until security arrives, security will make a determination on whether the ID is acceptable. If it is determined that the ID is false, and the patron will be detained.
5. We have the right to, and will, refuse service to any customer who does not have proper ID.
6. We will use an age chart as a quick way to figure age. The age chart says, "To Buy or Consume Alcohol, You Must Have Been Born on or Before [date]."
7. No alcohol consumption will be allowed in the public parking lots.
8. No alcohol may be taken off the fairgrounds.

#### Community Relations:

1. Management will meet often and as necessary with law enforcement or ABC officials to stay current on ABC laws and enforcement problems.
2. We will allow free access to all law enforcement officers. This includes ABC investigators, police officers, and sheriff deputies, all of whom may be wearing uniforms or plainclothes.
3. We will not tolerate problem customers. If needed, we will call law enforcement for help. We will permanently refuse to admit any chronic problem customer.
4. We will record any serious problem (such as obnoxious behavior, fights, injuries, or vandalism) in our Incident Log for future reference and report to management.
5. We will maintain a close working relationship with law enforcement. We will maintain emergency numbers (police, fire, management, etc.) posted near all ticketing and alcohol vending locations.
6. Management will support employee's decisions to refuse service to any customer.
7. Patrons who are either impaired or obviously intoxicated will not be served alcoholic beverages. Law enforcement will be contacted directly or through security to handle patrons who are too intoxicated to reasonably be expected to care for themselves or are creating problems for other patrons.
8. Association management and law enforcement reserves the right to stop or restrict alcohol sales at any time.

#### Enforcement/Intervention:

1. Patrons must be at least 21 years old to be served alcohol. Any person under 21 years of age found in possession of an alcoholic beverage shall be detained and reported to law enforcement.
2. Any adult caught furnishing alcoholic beverages to persons less than 21 years of age will be arrested and prosecuted.
3. Association management will coordinate and communicate with security and law enforcement to ensure that policies and procedures will be carried out.
4. Documentation by security, servers, medical personnel, etc., will be completed and submitted to Association management for any incidents.
5. Persons in possession of unlawful items (e.g. weapons, drugs, false ID's) will be dealt with by security and/or law enforcement.

#### Signage:

1. We will maintain posted signage as required by State and local laws.
2. Signage will be in both English and Spanish.

Safe Rides:

1. If a patron is intoxicated we will ask the person if they are driving and help them get a safe ride. If the patron refuses, the employee should call 1-800-TELL-CHP to report the drunk driver.
2. Information will be provided to attendees regarding taxi cabs or other alternatives to driving while intoxicated.

Drug-Free Workplace:

1. Association will not sell, nor allow to be sold, any product knowing it will be used for drug purposes.
2. Association will not tolerate illicit drug use or sales by patrons or employees.
3. It is a violation of Association policy to possess, sell, trade, or offer illegal drugs or alcohol at any time while on or using Association property, conducting Association business, or otherwise representing the Association.
4. Violations of this policy are subject to letter of reprimand, suspension from work without pay, cancellation of agreement, and/or dismissal of person and/or organization.

## SERVER RESPONSIBILITY STATEMENT

### Server: Read and Sign

I understand that the Napa County Fair Association is dedicated to the safe and responsible sale and service of alcohol.

I will not knowingly serve alcohol to a minor or obviously intoxicated person. I will report any signs of illegal drug activity to management.

I have read and understand our policies. I understand that if I follow these policies, management will fully support my decisions.

I also recognize that my failure to follow these policies may result in ejection from the fairgrounds, fines, and loss of pouring rights for my organization.

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Server Name

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Organization

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Server Signature

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Date

## EMPLOYEE RESPONSIBILITY STATEMENT

**Employee:    Read and Sign**

I understand that the Napa County Fair Association is dedicated to the safe and responsible sale and service of alcohol.

I will not knowingly serve alcohol to a minor or obviously intoxicated person. I will report any signs of illegal drug activity to management.

I have read and understand our policies. I understand that if I follow these policies, management will fully support my decisions.

I also recognize that my failure to follow these policies may result in job probation, suspension, loss of hours, or termination from this employment.

\_\_\_\_\_

Employee Name (printed)

\_\_\_\_\_

Employee Signature

\_\_\_\_\_

Date

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## ASSOCIATION EVENTS

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The following conditions are applicable to all Association events, including fair and speedway related activities, and are in addition to the above stated Alcohol Management Policy.

### Admissions:

1. Patrons will not be allowed to bring alcoholic beverages onto the fairgrounds.
2. Obviously intoxicated persons on the fairgrounds will be ejected.
3. Patrons ejected will not receive a refund.

### Sales:

1. A limit of 2 servings per person per transaction will be allowed.
2. Ticket sales for alcoholic beverages will cease 45 minutes before closing; service of alcoholic beverages will cease 30 minutes before closing.
3. Cup size is limited to a maximum of 16 ounces.
4. Cups in which alcohol is served will be a different design and color than cups for non-alcoholic beverages. Recyclable plastic containers may not be filled or refilled with an alcoholic beverage.

### Access:

1. Sales of alcoholic beverages are limited to the designated concession stands; hawking of alcoholic beverages is prohibited.
2. Snack type foods will be made available for purchase near the pouring sites.

### Public Awareness:

1. Signage informing the public of the enforcement policy will be prominently displayed, including the following will be posted at all alcohol stands:
  - a. You must be 21 to purchase alcohol
  - b. ID is required
  - c. Limit of 2 alcoholic beverages per person per purchase (serving)
  - d. Ticket sales will cease 45 minutes prior to close
  - e. Serving of alcohol will cease 30 minutes prior to close
  - f. Intoxicated patrons will not be served
  - g. Prices and ticket refund policy
  - h. We reserve the right to refuse service
  - i. If you look under 30, be prepared to show your ID
2. "Don't Drink and Drive" signage and public address announcements will be utilized during events.

### Security:

1. Security requirements shall be set by the CEO on a per event basis.

### Sales Privilege:

1. The privilege of selling alcoholic beverages shall be granted at the discretion of the CEO.

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## SPECIAL EVENTS

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The following conditions are applicable to all Special Events (interim) and are in addition to the above stated Alcohol Management Policy.

\_\_\_\_\_ General:

(Initial)

1. Adherence to this policy is mandatory. Failure to abide by these conditions may result in the immediate closure of the involved alcohol service booth and/or forfeiture of eligibility to serve alcohol at future special events. Ineligibility may apply to the individual or the organization.
2. Licensee must provide liquor liability insurance if a) alcohol service is being provided as part of purchased event ticket, or b) alcohol is being sold.
3. If alcohol is being provided as part of purchased event ticket or if alcohol is being sold, Licensee must provide Association with copy of ABC approved liquor license. License must be on display at point of sale for entire event.
4. Association recommends that Licensee adopt their own alcohol management policies for their event, in addition to compliance with these Association policies.
5. Association staff member is required to be on duty during event hours.
6. Security requirements shall be set at the discretion of the CEO on a per event basis.
7. Consumption of alcoholic beverages shall be allowed only within the designated area of the event venue.

\_\_\_\_\_ Sales:

(Initial)

1. A limit of 2 servings per person will be allowed.
2. Ticket sales for alcoholic beverages will cease 45 minutes before closing; service of alcoholic beverages will cease 30 minutes before closing.
3. Cup size is limited to a maximum of 16 ounces.
4. Cups in which alcohol is served will be a different design and color than cups for non-alcoholic beverages. Recyclable plastic containers may not be filled or refilled with an alcoholic beverage.

\_\_\_\_\_ Public Awareness:

(Initial)

1. Signage informing the public of the enforcement policy will be prominently displayed, including the following will be posted at all alcohol stands:
  - a. You must be 21 to purchase alcohol
  - b. ID is required
  - c. Limit of 2 alcoholic beverages per person per purchase (serving)
  - d. Ticket sales will cease 45 minutes prior to close
  - e. Serving of alcohol will cease 30 minutes prior to close
  - f. Intoxicated patrons will not be served
  - g. Prices and ticket refund policy
  - h. We reserve the right to refuse service
  - i. If you look under 30, be prepared to show your ID
2. "Don't Drink and Drive" signage and public address announcements will be utilized during events.

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## GOLF COURSE

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The following conditions are applicable to Mount St. Helena Golf Course operations and are in addition to the above stated Alcohol Management Policy.

### Sales:

1. All alcoholic beverages available for purchase will be kept behind the counter where only employees have access.
2. Patrons will not be allowed to bring alcoholic beverages onto the property.

### Good Neighbor Policies:

1. As required by law, we will abide by the Retail Operating Standards (Form ABC-569) and keep a copy on the premises.
2. We will keep our trash receptacles properly covered and emptied daily.
3. Burned-out light bulbs will be replaced by the facilities department.

### Interior:

1. We will keep interior lighting adequate and bulbs working.
2. Merchandise will be neatly and safely displayed and away from exits.
3. Countertops will be clear of merchandise clutter.
4. Aisles will be free of debris and litter; stock areas clean.

### Security:

1. Register areas will be kept clear of tall displays that may block the employee's view of the pro shop.
2. We will maintain fire extinguishers, properly mounted, readily accessible, and properly charged.
3. We will keep our street number visible from the road.
4. We will keep bushes/trees trimmed to not obstruct view of the pro shop.
5. We will keep our cash register area visible from the outside.
6. We will maintain our central alarm system working.

## **GRANDSTAND CONCESSION STAND<sup>20</sup>**

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The physical structure and appurtenances of the Grandstand Concession Stand (Stand) are owned by the Napa County Fair Association (Association), acting as agent of the property on behalf of the County of Napa. In addition, the walk-in cooler located within the Stand is owned by the Association. Regarding all other equipment contained within the Stand: Unless Association can show receipt for purchase or repair of equipment contained within the Stand, it is assumed that all other equipment within the Stand (other than the walk-in cooler) is owned by the Calistoga Wildcat Athletic Boosters (Boosters).

Any uses of the Grandstand Concession Stand may only be granted through mutual written agreement between Association and Boosters.

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<sup>20</sup> Adopted May 8, 2014

## INTELLECTUAL PROPERTY PROTECTION<sup>21</sup>

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Intellectual property of Napa County Fair Association are its service marks, trademarks, copyrights, patents, trade secrets and any other information related to its products, services and the Association in general that fall under intellectual property protective laws.

As new events or programs are created or established, the branding and design shall be registered with the State of California. Ongoing maintenance and renewal of such trade and/or service marks shall be maintained by the Chief Executive Officer. In the event that a design change is made, the affected trade and/or service marks shall be re-registered. In the event a service mark is placed on goods, the affected service mark shall be re-registered as a trade mark.

Napa County Fair Association Marks may not be used for any purpose except pursuant to an express written license from NCFA.

Authorized parties may use the Association Marks only as specified in their agreement with NCFA and any associated guidelines. If you are a licensee of NCFA or have received written permission to use the NCFA Marks, please follow the terms or guidelines set forth in your license agreement or permission grant.

Any use of NCFA's marks, without NCFA's prior written consent may constitute service mark and/or trademark infringement and unfair competition in violation of federal and state laws.

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<sup>21</sup> Adopted August 11, 2016

## ASSOCIATION-ISSUED CREDIT CARDS<sup>22</sup>

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The Napa County Fair Association may issue company credit cards to certain full-time employees for use in their jobs. Use of Association-issued credit cards is a privilege, which the Association may withdraw in the event of serious or repeated abuse.

- Association credit card cannot be used to obtain cash advances or personal purchases. Employees must pay for personal expenses with their own funds or personal credit cards.
- Each expense charged must be accompanied by an itemized original receipt and a brief description within 10 days from date of purchase.
- Other than the Chief Executive Officer, whose limit is set by annual delegation by the board, unless otherwise requested and approved by management, single purchase limits are set at \$1,000 and monthly purchase limits at \$2,500.
- Travel expenses (e.g. airfare, hotel rooms, conference registrations) must be submitted in advance. Travel expense must be pre-approved by the Chief Executive Officer or Treasurer.
- Lost or stolen cards must be reported immediately to the Chief Executive Officer or Treasurer.
- Misuse of the card will result in cancellation of the card and withdrawal of credit card privileges, and possible termination of employment.
- If the card is used for personal expenses, the employer reserves the right to recover these monies from the employee cardholder. Cardholders will be required to sign a declaration authorizing the company to recover, from their salary, any amount incorrectly claimed.
- Violations of the Napa County Fair Association's credit card policy shall result in disciplinary action, up to and including the possibility of termination of employment, depending upon the severity and repeat nature of the offense.

Employee Name: \_\_\_\_\_

Position: \_\_\_\_\_

I understand and agree that:

- I bear ultimate responsibility for the card.
- I will not use the Association credit card to withdraw cash.
- I will not use the Association credit card for personal expenses and will use it only for official business on behalf of the Association.
- If I misuse the card for personal expenses, I authorize the company to recover the funds through payroll deductions for any amounts incorrectly charged.
- If the Association credit card is lost or stolen, I will report it immediately to the Chief Executive Officer.
- Upon separation of employment from Association, I will return the card with a final reconciliation of all expenditures prior to departure.

Signature of Cardholder: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Supervisor: \_\_\_\_\_

Date: \_\_\_\_\_

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<sup>22</sup> Adopted August 11, 2016; Revised November 10, 2016

## **BUSINESS USE OF PERSONAL VEHICLES<sup>23</sup>**

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### **MOTOR VEHICLE POLICY**

In the interest of safety, Napa County Fair Association management strives to ensure that all employees or volunteers who drive on official business maintain reliable vehicles equipped with seat belts, have good driving records, and adequate motor vehicle insurance. In order to determine if the Association employees are exercising sound judgment in motor vehicle use, all applicants offered employment with the Association that may drive a personal vehicle on Association business, are required to submit a driving record report from the Department of Motor Vehicles.

Offers of employment are contingent upon an acceptable driving record report, proof of insurance for all vehicles used on the job, and a reliable vehicle with working seat belts. Employment is also contingent upon maintaining a reliable motor vehicle, an acceptable driving record, and motor vehicle insurance.

Employees and volunteers shall be reimbursed for their mileage while on official Association business at the then current IRS rate.

### **MINIMUM LIABILITY INSURANCE REQUIREMENTS**

All Association employees or volunteers operating their motor vehicle on the job must maintain at least the minimum amount of insurance prescribed by California law during the period of their employment. The law currently requires the following monetary limits:

- \$15,000 for injury or death of 1 person per accident
- \$30,000 for injury or death of 2 or more persons per accident
- \$5,000 for property damage per accident

Verification of such must be provided annually.

If vehicle insurance lapses, employee or volunteer must promptly notify Association management and will no longer be permitted to operate their vehicle in carrying out Association directed activities.

Additionally, Association shall maintain a non-owned and hired auto protection policy with limits of \$10 million per occurrence. This policy is in excess of any personal auto liability insurance maintained by the employee or volunteer.

### **VEHICLE USE REQUIREMENTS**

All Association employees and volunteers are required to conform to the following policies when operating a vehicle while on official Association business:

- Vehicle must be maintained to provide reliable transportation with working brakes, headlamps, tail lights, turn signals, horn and seatbelts.
- Seatbelts, specifically lap-belts at a minimum, must be used at all times while conducting Association business regardless of the ownership of the vehicle.
- Maintain an acceptable driving record and a valid drivers' license at all times. If driving privilege is suspended or revoked during the course of employment, promptly notify Association management.

### **VEHICLE INSURANCE AND VEHICLE USE POLICY ACKNOWLEDGEMENT**

All employees or volunteers who operate a vehicle while on official Association business are required to have a signed copy of the Vehicle Insurance and Vehicle Use Policy Acknowledgement form in their official personnel file.

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<sup>23</sup> Adopted November 10, 2016

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## VEHICLE INSURANCE AND VEHICLE USE POLICY ACKNOWLEDGEMENT

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### **Minimum liability insurance requirements for all Association employees:**

As an Association employee or volunteer who may drive a personal vehicle on Association business, you are required to maintain vehicle insurance at all times in compliance with California law. Currently, the law requires that drivers and vehicle owners carry the following minimum monetary limits:

- \$15,000 for injury or death of 1 person per accident
- \$30,000 for injury or death of 2 or more persons per accident
- \$5,000 for property damage per accident

Evidence of financial responsibility must be carried at all times in the vehicle you are using on official Association business. Most Californians maintain financial responsibility through insurance companies, which provide the policy holder with an identification card as evidence of coverage. The card must state the insurance company's name and address, the period of coverage, and policy number.

Verification of such must be provided annually.

### **Vehicle Use Requirements:**

As an Association employee or volunteer, you are required to conform to the following policies when operating a vehicle while on official Association business:

- Your vehicle must be maintained to provide reliable transportation with working brakes, headlamps, tail lights, turn signals, horn and seatbelts.
- Seatbelts, specifically lap-belts at a minimum, must be used at all times while conducting Association business regardless of the ownership of the vehicle.
- If your vehicle insurance lapses, you must promptly notify Association management and will no longer be permitted to operate their vehicle in carrying out Association directed activities.
- You must maintain an acceptable driving record and a valid drivers' license at all times. If driving privilege is suspended or revoked during the course of employment, promptly notify Association management and will no longer be permitted to operate their vehicle in carrying out Association directed activities.

### **Acknowledgement:**

I have read and will abide by the policies contained in this document at all times during the course of my active employment with the Association.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_