INTEROPERABILITY NETWORK OF THE SOUTH BAY
JOINT POWERS AUTHORITY

MINUTES OF THE GOVERNANCE BOARD
SPECIAL MEETING OF
MAY 19, 2026

1. CALL TO ORDER

The meeting was called to order by Acting Chair Chief Sprengel at 10:12 AM.

2. ROLL CALL

- El Segundo - Absent
- Gardena - Absent
- Hawthorne - Present
- Hermosa Beach - Present
- Manhattan Beach - Present
- Redondo Beach - Present
- Torrance – Present

3. REPORT OF POSTING

Secretary Maria Calvento confirmed that the agenda was posted by the City of Hawthorne and City of Torrance City Clerk's Offices on May 13, 2026.

4. ORAL COMMUNICATIONS
- None

5. REPORTS
- None

6. CONSENT CALENDAR
- None

7. ACTION ITEMS

a. Accept Executive Director contract termination as of December 31, 2026.

Executive Director Gallo stated that Item 7A was a follow up to the February agenda item regarding acceptance of his contract termination letter. He explained that although his current contract was scheduled to end on December 31, 2027, he was voluntarily terminating the agreement one year early, with an effective end date of December 31, 2026.

- Hawthorne asked for clarification whether future Executive Director candidates who are CalPERS annuitants might encounter contracting challenges.
    - ED Gallo explained that future annuitants might face an issue as an individual. He described that in his situation, after attending related seminars and consulting with CalPERS, he established corporate entity so as to avoid any annuitant questions.

- Legal Counsel Vasquez cautioned the Board that CalPERS has recently become stricter regarding retired annuitant arrangements and corporate contracting structures. Counsel stated that litigation involving similar arrangements has occurred and advised the Board to proceed carefully when considering future candidates.

b. Discuss Executive Director recruitment options and establish a selection sub-committee.

ED Gallo opened the discussion on potential options for filling the Executive Director position. He stated that the role has evolved significantly and that the currently responsibilities can exceed 100 hours per month. He noted that when he started, the duties required only 20-25 hours per month. He attributed the increased workload to:

- Grant management
- Technical system oversight
- Vendor coordination
- Project management responsibilities
- Budget and financial coordination
- Meeting coordination and governance support

Options for Staffing the Executive Director role:

A. Assigning duties to an existing employee from a member agency

- Cost effective
- Challenges:
  - Agencies are already dealing with staffing shortages and increasing workloads.
  - Workload too large and complex to assign as a collateral duty to an existing employee.
  - Unclear if overtime reimbursements could be processed between INSB and a member city

B. Contracted Individual or Corporate Entity

- Current set up with ED Gallo
- Challenges:
  - Complications with CalPERS annuitants.
  - Independent contractors may face ABC test compliance issues.

C. Hiring a direct employee for the JPA

- Member agencies could use their existing Human Resources recruitment process to advertise and recruit candidates.
- Before recruiting, the Board would need to clearly define the position, compensation structure, qualifications, and expectations.
- Higher cost but stable structure

D. Outsource responsibilities to a professional services firms

- Could only cover technical/project management functions.
- Unknown whether firms exist that can fulfill both technical and Executive Director roles.

E. Dividing responsibilities among multiple personnel or agencies

- ED Gallo suggested that responsibilities could potentially be divided among multiple subject matter experts, such as:
    - An Executive Director responsible for governance and Board coordination, and runs the meetings;
    - Finance personnel responsible for grant and budget administration;
    - Engineers could oversee the project management;
    - Risk management professionals handling insurance-related matters
- He noted that his approach could reduce reliance on a single individual while allowing agencies to leverage existing expertise.

  He cautioned that any future solution would likely cost more than the organization's current arrangement with him because of the responsibilities the job entails. He stressed that the grant administration alone requires substantial financial knowledge because many grants operate on a reimbursement basis, requiring agencies to initially fund expenditures and then seek reimbursements.

F. Potential partnership with ICI

- ED Gallo and the Board discussed the possibility of integrating under the ICI structure if maintaining independence becomes impractical.

  ED Gallo stated that joining ICI could:
    - Reduce administrative burdens
    - Preserve the existing communications infrastructure
    - Provide representation within a larger regional organization

  But may also:
    - Change governance representation
    - Increase coordination requirements
    - Shift operational control

<u>Subcommittee Formation Discussion</u>

ED Gallo and Board members discussed the formation of an ad hoc subcommittee to evaluate succession planning and future organizational option. The subcommittee's role is to:

- Review staffing and recruitment options
- Evaluate internal and external candidates
- Assess costs and operational impacts
- Develop recommendations for Board consideration

Board members discussed compiling a list of potential subcommittee members from their agencies based on qualifications, willingness to participate, and availability. Staff clarified that committee members did not necessary need to be Board members and could include alternates or other qualified personnel. Additionally, candidates did not need to come exclusively from police or fire agencies; individuals with project management or administrative expertise could be considered. To avoid Brown Act concerns, the subcommittee should consist of fewer than three members.

Timeline and Meeting Process

Board members expressed concern regarding the timeline, noting that a replacement solution would need to be in place within approximately six months.

Staff advised that the subcommittee could conduct its work and present recommendations during a future regular meeting or, if necessary, a special meeting could be called solely to receive the committee's report and act on its recommendations. Staff emphasized that the Board was not restricted to regular meeting scheduled and could convene special meetings as needed. To facilitate the process, staff suggested that individual Board members identify potential candidates from their respective agencies and submit names for consideration. Those names could then be discussed during a special meeting.

It was proposed that:

- Board members identify potential candidates within two to three weeks.
- A special meeting be held to review nominees.
- Candidates could attend the meeting and potentially be interviewed.
- The Board would then select up to three members for the subcommittee.
- The committee would be formally charged with its responsibilities and assigned a target completion date.
- The committee would report back either at a regular Board meeting or a special meeting, depending on timing.

Board members requested guidance regarding the qualifications and responsibilities the subcommittee should evaluate. Staff agreed to assist by preparing job specifications and outlining the various functions currently performed by the Executive Director.

Legal Counsel clarified that the formation of the subcommittee and assignment of its duties would occur in open session. Closed session discussions would become appropriate only if the Board proceeded with interviewing or considering specific Executive Director candidates or personnel matters.

8. BOARD MEMBER COMMENTS

- None

9. STAFF COMMENTS

ED Gallo emphasized the importance of understanding the political implications of joining the regional communications network. He referenced a past experience involving former Congresswoman Jane Harman, a representative from Torrance at the time, whose position on the Appropriations Committee helped secure funding for ICI. He noted that political relationships and regional representation can play a significant role in obtaining support.

It was stressed the need to communicate the proposed collaboration with Glendale and other member cities to key stakeholders, and explain the benefits of the partnership. While regional agencies generally work together, he noted that this arrangement may be viewed differently and could prompt questions regarding funding and project priorities.

10. ADJOURNMENT: The meeting was adjourned at 11:05 AM

NEXT MEETING:
June 10, 2026
Hawthorne PD Community Room
12501 Hawthorne Blvd, Hawthorne, CA 90250