

RESOLUTION NUMBER R- 305743  
DATE OF FINAL PASSAGE APR 13 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO ACTING AS THE SOLE MEMBER OF SAN DIEGO DATA PROCESSING CORPORATION, INC. [SDDPC] APPROVING THE SIXTH AMENDED AND RESTATED BYLAWS OF SDDPC AND APPROVING SDDPC POLICIES REGARDING EXECUTIVE DIRECTOR, SELECTION, COMPENSATION, PERFORMANCE AND SEPARATION, BUDGET, AND TRAINING RELATED TO BOARD GOVERNANCE.

WHEREAS, the San Diego Data Processing Corporation, Inc. [SDDPC] was created by the City of San Diego [City] in 1979 to provide Information Technology [IT] services to the City and to other public agencies as deemed appropriate by the SDDPC Board of Directors; and

WHEREAS, in April 2009, the City and SDDPC formed a joint team to review the documents governing the provision of IT services to the City through SDDPC; and

WHEREAS, between July and September 2009, the joint team met with representatives from the City Council, the Mayor's Office, the IT Business Leadership Group, the City's Chief Operating Officer, the City's Chief Financial Officer, the SDDPC Board of Directors, the SDDPC management team, the City Attorney's Office, the City Auditor and the Independent Budget Analyst's Office to gather input on provisions that should be addressed and held an initial briefing before the Rules Committee on September 2, 2009; and

WHEREAS, from September through December 2009, the team worked to incorporate the combined input into an updated set of documents that include the Sixth Amended and Restated Bylaws of SDDPC and new or amended SDDPC policies; and

WHEREAS, the Sixth Amended and Restated SDDPC Bylaws provide that the SDDPC Board of Directors shall adopt and maintain comprehensive member approved written policies in the areas of: (a) Executive Director selection, compensation, performance and separation, (b) Fiscal Year Budget, and (c) Training related to Board governance [Member Approved Policies]; and

WHEREAS, such Member Approved Policies are attached to the Bylaws as Exhibits and are to be approved by the members; and

WHEREAS, the Fifth Amended and Restated SDDPC Bylaws which are currently in effect provide that the City, acting by and through the City Council, is the sole member of SDDPC; and

WHEREAS, the Sixth Amended and Restated SDDPC Bylaws and the Member Approved Policies were presented to the Rules Committee on January 13, 2010, with a Committee recommendation that a final set of documents be sent to the full City Council; NOW, THEREFORE,


BE IT RESOLVED, by the Council of the City of San Diego, that, with the following amendments, it approves the Sixth Amended and Restated Bylaws for SDDPC, SDDPC's Executive Director Selection, Compensation, Performance, and Separation Policy, SDDPC's Budget and Fiscal Policy, and SDDPC's Board Governance Program-Training Policy and Guidelines:

- 1) The Bylaws shall be modified to provide that five members of the City Council will need to be present at a duly called and noticed meeting of the Member to constitute a quorum of the Member.
- 2) The Bylaws shall be modified to provide that a majority vote of the Member will mean the affirmative vote of five City Council members.

- 3) Article VI, Section 14 of the Bylaws shall be modified to provide that four Directors will need to be present at a meeting of the SDDPC Board to constitute a quorum.
- 4) The Bylaws shall be modified to provide that if the Mayor does not appoint and submit to the City Council a nominee for the SDDPC Board of Directors within ninety (90) days of a vacancy on the Board, then the City Council may elect a director to fill the vacancy.
- 5) Article V, Section 4 of the Bylaws shall be modified to add a requirement that the Annual Report will include presentation of SDDPC's Strategic Plan not only for past and present Fiscal Years, but also for future Fiscal Years.
- 6) The third sentence of Article VI, Section 3(a) of the Bylaws shall be modified to add the word "Information" before the word "Technology."
- 7) Article VI, Section 7(b) of the Bylaws shall be modified to provide that any partial term for an Officer of the SDDPC Board of Directors will expire on January 1.
- 8) The second sentence of Article VII, Section 6(a) of the Bylaws shall be modified to add the words "by the Secretary" after the word "retained."
- 9) Article VIII, Section 2(d) of the Bylaws shall be modified to provide that the conflict of Interest Policy will not conflict with the Board Governance Program and Training Policy.
- 10) A new Article XIV shall be added to the Bylaws and the third paragraph of Article XIII shall be moved to the new Article XIV.
- 11) The Bylaws and the Executive Director Selection, Compensation, Performance and Separation Policy shall be modified to incorporate Recommendation 15.a. from the City Auditor's report dated April 1, 2010 and titled "SDDPC Governance Recommendations Follow-up." Recommendation 15.a. provides that: "The Mayor and City Council shall approve the hiring of the CEO and the CEO's contract terms."

APPROVED: JAN I. GOLDSMITH, City Attorney

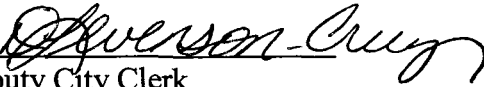
By

  
Steven R. Lastomirsky  
Deputy City Attorney

SL:sc:sb  
04/08/10 Rev.  
03/24/10  
Or.Dept:IT  
R-2010-683

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of APR 6 2010

ELIZABETH S. MALAND  
City Clerk

By   
Deputy City Clerk

Approved: 4.13.10  
(date)

  
JERRY SANDERS, Mayor

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
JERRY SANDERS, Mayor