

Via Electronic Mail

Date: December 9, 2025

To: MCE Board Chair Scales-Preston & Vice Chair Quinto

Copy:

- Dawn Weisz, MCE CEO
- Catalina Murphy, MCE Chief Legal Counsel
- Jessica Brooks, MCE Board Clerk

From:

- Stephanie Andre, MCE Director, City of Larkspur
- Jill Hoffman, MCE Director, City of Sausalito
- Kevin Jacobs, MCE Director, City of Novato
- Tarrell Kullaway, MCE Director, City of San Anselmo
- Eduardo Martinez, MCE Alternate, City of Richmond
- Beth Painter, MCE Director, City of Napa
- Charles Palmeras, MCE Director, City of Vallejo
- Sally Wilkinson, MCE Director, City of Belvedere

Subject: MCE Governance Review, and Roll Call and Voting Procedures and Methodology

Dear MCE Board Chair Scales-Preston & Vice Chair Quinto:

We are writing to follow up on two matters raised at the November 20, 2025 MCE Board meeting and request that these items be placed on the agenda at an upcoming Board meeting for discussion.

1. Governance Review

Chair Scales-Preston noted at the November Board meeting that preparations for a governance review have been initiated by staff. While it appears that Board members are generally receptive to a governance review, this topic has not been agendaized at any Board or committee meeting and should be discussed by the full Board before any significant steps are taken.

We reiterate comments made at the meeting that any governance review should be directed and led by the Board. The Board should determine the scope, priorities, goals, and deliverables of the review, and select any external advisory firm it wishes to engage.

We request that no formal steps be taken by staff or by the Board Chair or Vice Chair until the full Board has had the opportunity to discuss the matter and provide direction.

2. Roll Call and Voting Procedures and Methodology

At the November meeting, the order of roll call, the voting order, and the voting methodology applied to certain items differed from longstanding practice. Questions about why these changes were made and who made these decisions were not addressed. Any change to how the Board conducts its business should be discussed and approved by the Board, not staff or a subset of Board members.

We seek clarification regarding the use of voting shares on general administrative matters, such as creating a standing Finance Committee. If there is ambiguity in our governing documents regarding when voting shares or one-member/one-vote should apply, the Board should discuss and clarify the rules under which it chooses to operate.

Accordingly, we request that the roll call order, voting order, and the use of voting shares be placed on the January 15, 2026 Board meeting agenda for discussion.

We wish to thank the Board Chair for her remarks at the November meeting emphasizing the importance of a collegial working environment. At the same time, part of our responsibility as Board members is to thoughtfully evaluate significant issues and to ask questions when necessary. Exercising oversight in this manner supports both the communities we represent and the organization's long-term health, while still fostering a respectful and collaborative Board culture.

We'd be grateful if this letter could be placed in the public record and distributed to the full Board to help ensure openness and transparency.

Sincerely,

Stephanie Andre
Jill Hoffman
Kevin Jacobs
Tarrell Kullaway
Eduardo Martinez
Beth Painter
Charles Palmeras
Sally Wilkinson