

## DRAFT

### BOARD MEETINGS

#### POLICY 4100: Board Actions and Decisions

4100.1 Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors represent a quorum for the conduct of business.

4100.1.1 A member abstaining in a vote is considered as absent for that vote. A member abstaining due to a conflict of interest does not count towards a quorum.

4100.1.1.1 Example. If three of five Directors are present at a meeting, a quorum exists, and business can be conducted unless the abstention is due to a conflict of interest. However, if one Director abstains on a particular action and the other two cast "aye" votes, no action is taken because a "majority of the Board" did not vote in favor of the action.

4100.1.1.2 Example. If an action is proposed requiring a two-thirds vote and two Directors abstain, the proposed action cannot be approved because four of the five Directors would have to vote in favor of the action.

4100.1.1.3 Example. If a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy, three Directors must vote in favor of the appointment for it to be approved. If two of the four Directors present abstain, the appointment is not approved

4100.2 The Board may give directions that are not formal actions and do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager.

4100.2.1 The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested.

4100.2.2 A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager for review and recommendation, etc.).

4100.2.3 Informal action by the Board is still Board action and shall only occur regarding matters that appear on the agenda for the Board meeting during which said informal action is taken.

4100.2.4 Nothing in this policy prevents the Board from providing direction to the General Manager in response to public comments or under Board member or General Manager comments, as allowed under the Brown Act. No vote or action shall be taken.

#### POLICY 4110: Board Meeting Agenda - General

4110.1 Agenda preparation. The General Manager, in coordination with the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors in accordance with the Brown Act. Any Director may contact the General Manager and request an

item to be placed on the agenda 2 weeks prior to the closing of the agenda for the next meeting date, providing a staff report by said date. Items submitted after the deadline shall be evaluated and considered by the Board President and General Manager.

4110.2 Agenda items. If the General Manager decides an item is not germane to the current work of the Board, two collaborating Directors may place an item on the next regular meeting agenda by written request. However, the General Manager shall have the discretion to allocate District resources to said item as practicable given the Board's then-current priorities.

4110.3 Agenda descriptions. All Board agendas shall include an unambiguous description of each item on the agenda to be discussed, including closed session items, discussion items and action items. The General Manager shall ensure that the description gives notice to the public of the essential nature of business to be considered.

4110.4 Agenda posting. Agendas for regular meetings shall be posted 72 hours in advance of the meeting and agendas for special meetings shall be posted 24 hours in advance of the meeting. The posting must occur in a place that is freely accessible to the public and on the District's website. On or before January 1, 2019, the internet posting shall occur on the District's primary website homepage through a prominent, direct link to the current agenda. The agenda shall also be accessible in an open format by that date.

4110.5 Agenda packages. When distributing agenda packages and other materials to members of the Board of Directors, those materials should be provided to all members at the same time. Agenda packages, except for closed session materials, should also be made available to the public once distributed to the Board.

4110.5.1 The agenda package is not a public forum. District staff should include in the package only materials relevant to items on the Board agenda.

4110.6.1 At each regular meeting the Board shall provide the public with an opportunity for up to twenty (20) minutes to address any item within the subject matter jurisdiction of the District not on the agenda and before each the agenda. Each person shall have up to three (3) minutes and no person may speak more than once during a public comment period. Every regular meeting agenda shall include this opportunity as part of the meeting.

4110.6.2 For special meetings, the Board shall provide the public with an opportunity of up to twenty (20) minutes to address any item on the agenda. Each person shall have up to three (3) minutes.

4110.7 Closed sessions. The Brown Act allows the Board to conduct a closed session during a noticed meeting for certain matters. Major reasons for permissible closed sessions, as authorized by the Brown Act, include real property transactions, labor negotiations, and pending litigation. The Board shall allow public comment on any closed session item before going into closed session.

4110.8 Items not on the agenda. The Board shall not discuss or take action on any item that does not appear on the posted agenda except in cases of permitted by the Brown Act, including,

without limitation, in case of emergency or urgent need for action. The Board may also briefly respond to public comments, direct staff to follow-up on matters that arise during public comments and make announcements.

4110.9 The Board President and General Manager (or designee) shall ensure that physical facilities and related equipment for said meetings are functional and appropriate.

4110.10 The Board President shall determine the order in which agenda items shall be considered for discussion and/or action by the Board.

#### POLICY 4120: Board Meeting Conduct

4120.1 Rules of order. Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. Policy No. 4160, "Rules of Order for Board and Committee Meetings," shall be used as a general guideline for meeting protocol.

4120.2 Agenda timing. All Board meetings shall commence at the time stated on the agenda and shall be guided by same.

4120.3 Conduct of meetings. The following concepts shall be applied to Board meetings:

4120.3.1 The meetings shall be conducted in an open and fair manner.

4120.3.2 The public shall be given ample opportunity to participate in the meetings, as set forth in section 4120.4 of this Policy.

4120.3.3 Due process principles shall apply to quasi-judicial proceedings, or as otherwise required by law.

4120.3.4 The meetings shall proceed in a manner that enables the Board to consider problems to be solved and make wise decisions intended to solve the problems.

4120.3.5 The Board may receive, consider and take any needed action with respect to reports of District operations.

4120.3.6 Noticed public hearings shall be conducted in an orderly fashion, with the Board President establishing the order of the proceedings.

4120.3.7 The Board may weigh and determine the credibility of evidence and public comment.

4120.4 Public comment. Public comment on items on the agenda, and general public comment at a regular Board meeting for matters within the jurisdiction of the Board of Directors, shall be as followed:

4120.4.1 Each member of the public present at a meeting shall be allowed to speak once in connection with each item on the agenda for that meeting. Speakers are not allowed to give or allot their time to another speaker. Time reading statements from others, will be considered towards the speaker's three-minute allotment.

4120.4.2 Members of the public should address the Board. Speakers should refrain from beginning their remarks until they are at the podium, able to use any provided amplification and are recognized by the Board President.

4120.4.3 Each speaker shall be allotted a maximum of three (3) minutes per item and may speak only once on during a public comment session. Each subject matter shall be allotted a maximum of twenty (20) minutes for comment. These are general guidelines. The Board President may shorten the time for each speaker to accommodate an unusual number of persons wishing to speak and/or may extent the allotted time per subject where the subject matter requires.

4120.4.4 The Board President cannot refuse to recognize members of the Board, or the public, whose behavior is within the standards of conduct and when time allows.

4120.5 Disruption of meetings. Willful disruption of any of the meetings of the Board of Directors shall not be permitted. If the President finds that there is willful disruption of any meeting of the Board, he/she may do the following:

4120.5.1 Notify the disrupting parties to immediately stop the conduct and that they will be asked to leave the meeting if the behavior continues.

4120.5.2 If the behavior continues after notice, order the disrupting parties out of the room and conduct the Board's business without them present.

4120.5.3 In cases of extreme disruption, the Board President may clear the room of all members of the public and conduct the Board's business without them present.

4120.5.4 Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be permitted to remain in the meeting.

#### POLICY 4130: Brown Act Compliance – Open Meeting Requirements

4130.1 The Brown Act. The Legislature adopted the Brown Act, commonly referred to as California's "Open Meetings Laws" in 1964. The Brown Act is contained in Government Code section 54950 et seq. The Brown Act is broadly construed, and compliance is constitutionally mandated. This Policy 4130 is intended to facilitate compliance with the Brown Act. It is not a complete listing of Brown Act requirements. In the event of a conflict between this Policy and the Brown Act, the latter shall prevail. In the event of an amendment or addition to the Brown Act that conflicts with this Policy, this Policy shall be deemed amended to conform with said amended or addition.

4130.2 All meetings of the Board of Directors shall comply with the Brown Act. The Brown Act mandates advance notice of meetings on a published agenda (see Policy 4110), opportunities for public comment (see Policy 4120.4) and preparation of minutes memorializing the meeting (see Policy 4140). There is no obligation of the District to apply the Brown Act to meetings not covered by this Act. There is also no obligation of the District to exceed any requirements of the Brown Act.

4130.2.1 Meetings occur whenever the majority of the Board of Directors meets to discuss District business.

4130.2.2 Members of the Board include newly elected and appointed officials prior to assuming office.

4130.2.3 All Board meetings shall be open and freely accessible to the public, including those with disabilities.

4130.2.4 Meetings through the use of intermediaries, serial communications, or emails are prohibited.

4130.2.5 The Board shall only take action during a properly noticed meeting.

4130.3 Committees. Standing committees created by formal action of the Board shall comply with the Brown Act

#### POLICY 4140: Minutes of Board Meetings

4140.1 Duty to keep minutes. The General Manager (or his or her designee) shall keep minutes of all regular and special meetings of the Board.

4140.2 The General Manager shall ensure that accurate Minutes of each Board meeting are prepared, maintained and stored in accordance with state law.

4140.3 The minutes, presented in action format, shall include sufficient detail to record all direction and actions of the Board of Directors. See 4140.1.5

4140.1.1 Copies of a meeting's minutes shall be distributed to Directors as part of an information packet for a regular meeting of the Board, at which time the Board will consider approving the minutes as presented or with modifications. Once approved by the Board, the official minutes shall be properly saved and protected, and posted on the District's webpage.

4140.1.2 An audio tape recording of regular and special meetings of the Board of Directors will be made. The device upon which the recording is stored shall be kept in a locked cabinet for a minimum of ninety (90) days or until the minutes are approved by the Board. Members of the public may inspect recordings of Board meetings without charge on a playback machine that will be made available by the District.

4140.1.3 In addition to the written minutes, whenever possible, an audio recording and/or video recording will be made of each special or regular meeting and posted to the District website for a period of no less than sixty (60) months.

4140.1.3 Motions, resolutions or ordinances shall be recorded in the minutes as having passed or failed. The motion makers, and individual votes will be recorded. A unanimous vote shall be recorded as a vote in favor by each member.

4140.1.4 All resolutions and ordinances adopted by the Board shall be numbered consecutively, starting new at the beginning of each year.

4140.1.5 In addition to other information that the Board may deem to be of importance, the following information (if relevant) shall be included in each meeting's minutes:

- \* Date, place and type of each meeting;
- \* Directors present and absent by name;
- \* Administrative staff present by name;
- \* Call to order;
- \* Time and name of late arriving Directors;
- \* Time and name of early departing Directors;
- \* Names of Directors absent during any agenda item upon which action was taken;
- \* Summary record of Any staff reports;
- \* Summary record of public comment regarding matters not on the agenda, including names of commentators if provided;
- \* Approval of the minutes or modified minutes of preceding meetings;
- \* Approval of financial reports
- \* Information as to each subject of the Board's deliberation;
- \* Record of the vote of each Director on every action item for which the vote was not unanimous;
- \* Summary record of Board member comments on resolutions, ordinances, and contracts.
- \* Resolutions and ordinances described as to their substantive content and sequential numbering;
- \* Record of all contracts and agreements, and their amendment, approved by the Board;
- \* Approval of the annual budget;
- \* Approval of all polices, rules and/or regulations;
- \* Approval of all dispositions of District assets;
- \* Approval of all purchases of District assets; and,
- \* Time of meeting's adjournment.

#### POLICY 4150: Review of Administrative Board Decisions

4150.1 Code of Civil Procedure § 1094.6. The provisions of California Code of Civil Procedure §1094.6 shall be applicable to judicial review of all administrative decisions of the Board of Directors pursuant to the provisions of §1094.5 of said code. The provisions of §1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the District, affecting the subject matter of an appeal.

4150.1.1 In accordance with §1094.6, the time to seek judicial relief shall be 90 days following the date in which the Board's decision becomes final.

4150.1.2 No person aggrieved by a Board decision shall be allowed to seek judicial relief unless they shall have first raised that issue before the Board and provided the Board with an opportunity to address the issue.

4150.1.3 No person aggrieved by a Board decision shall be allowed to seek judicial relief unless they shall have first exhausted all available administrative remedies made available by the District.

4150.2 Applicability. This policy affects those administrative decisions rendered by the Board of Directors following a proceeding at which notice and an opportunity to be heard has been provided.

4150.3 Purpose. The purpose of this policy is to ensure efficient administration of the District, and the expeditious review of decisions rendered by the Board of Directors.

4150.4 Claims. Nothing in this policy shall be deemed to waive the claims filing requirements of the District when damages are being sought.

#### POLICY 4160: Rules of Order for Conduct of Board and Committee Meetings

##### 4160.1 General:

4160.1.1 The Board and Board Committees will consider action items by motion in accordance with this Policy, which the Board President and Committee Chair should apply with flexibility. In the event that a Board or committee member raises a point of order that is not addressed by that this Policy or elsewhere in this Manual, the Board President or Committee Chair should consult with the General Counsel and Rosenberg's Rules of Order for guidance, a copy of which is in Appendix ---.

4160.1.1.1 If a Director believes order is not being maintained or procedures are not adequate, then he/she should raise a point of order - not requiring a second - to the President. If the ruling of the President is not satisfactory to the Director, then it may be appealed to the Board. A majority of the Board will govern and determine the point of order.

##### 4160.2 Obtaining the Floor:

4160.2.1 Any Director desiring to speak should address the President and, upon recognition by the President, may address the subject under discussion.

##### 4160.3 Motions:

4160.3.1 Any Director, including the President, may make or second a motion. A motion shall be brought and considered as follows:

4160.3.1.1 A Director makes a motion; another Director seconds the motion; and the President states the motion.

4160.3.2 Once the motion has been stated by the President, it is open to discussion and debate. After the matter has been fully debated, and after the public in attendance has had an opportunity to comment, the President will call for the vote.

4160.3.2.1 If the public in attendance has had an opportunity to comment on the proposed action, any Director may move to immediately bring the question being debated to a vote, suspending any further debate. The motion must be made, seconded, and approved by a majority vote of the Board.

4160.4 Secondary Motions. Ordinarily, only one motion can be considered at a time and a motion must be disposed of before any other motions or business are considered. There are a few exceptions to this general rule, though, where a secondary motion concerning the main motion may be made and considered before voting on the main motion.

4160.4.1 Motion to Amend. A main motion may be amended before it is voted on, either by the consent of the Directors who moved and seconded, or by a new motion and second.

4160.4.2 Motion to Table. A main motion may be indefinitely tabled before it is voted on by motion made to table, which is then seconded and approved by a majority vote of the Board.

4160.4.3 Motion to Postpone. A main motion may be postponed to a certain time by a motion to postpone, which is then seconded and approved by a majority vote of the Board.

4160.4.4 Motion to Refer to Committee. A main motion may be referred to a Board committee for further study and recommendation by a motion to refer to committee, which is then seconded and approved by a majority vote of the Board.

4160.4.5 Motion to Close Debate and Vote Immediately. As provided above, any Director may move to close debate and immediately vote on a main motion.

4160.4.6 Motion to Adjourn. A meeting may be adjourned by motion made, seconded, and approved by a majority vote of the Board before voting on a main motion.

4160.5 Decorum:

4160.5.1 The President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings.

4160.5.2 The President may also declare a short recess during any meeting.

4160.6 Time Limit for Board Meetings:

4160.6.1 All meetings of the Board of Directors must be adjourned by 10:00 pm. Meetings can be extended by a four-fifths vote of the Board, or if less than four-fifths of the Directors is present, a unanimous vote of those Directors that are present.

4160.6.2 If the meeting is still in session at 9:45 pm, the Board President (or whoever is chairing the meeting) shall stop the progress of the meeting and suggest which of the remaining items on the agenda will be addressed in the remaining fifteen minutes of said meeting. As an alternative,



the Board President will entertain a motion to consider whether to extend the meeting as described in Policy 4160.6.1.

#### 4160.6 Amendment of Rules of Order:

4160.6.1 By motion made, seconded and approved by a majority vote, the Board may, at its discretion and at any meeting: a) temporarily suspend these rules in whole or in part; b) amend these rules in whole or in part; or, c) both.

#### POLICY 4170: Types of Board Meetings

4170.1 Regular meetings. The purpose of meetings is to conduct the business of the District requiring action by the Board of Directors. Regular meetings of the Board of Directors shall be held on the second and fourth Thursday of each calendar month (except November and December meetings occur only on the second Thursday) at 7:30 PM in the Community Center, 59 Arlington Avenue in Kensington, CA or if the Community Center is unavailable, at a temporary location within Kensington, if possible. The date, time and place of regular Board meetings may be reconsidered as the Board may determine due to a change in District needs and circumstances.

4170.1.1 The Board may choose to reschedule meetings at any time, for any time and location, with a majority vote to accommodate special circumstances that may arise between regular meetings. Any meeting can be cancelled by the General Manager in consultation with the Board President. For example, if no action, no motion, or no direction is required of the Board, there would not be a need to hold a meeting and the meeting can be cancelled. There shall be at least twelve (12) meetings per year.

4170.1.2 The General Manager may also reschedule meetings after consulting with the Board President, or if unavailable, the Vice-President to accommodate special circumstances that may arise between regular meetings.

4170.2 Special meetings (non-emergency). Special meetings of the Board of Directors may be called by the Board President or by a majority of the Board.

4170.2.1 All Directors shall be notified of the special Board meeting and the purpose or purposes for which it is called. Notice of the meeting shall be in writing, received by them at least 24 hours prior to the meeting.

4170.2.2 An agenda shall be prepared and posted at least 24 hours before the meeting, as specified in Policies [4110](#) and [4130](#) and shall be delivered with the notice of the special meeting to the Board of Directors.

4170.2.3 Notice of the meeting shall be provided to any local newspaper or any other media outlet that has requested to receive notices of meetings (consistent with the Brown Act) by serving a copy of the agenda at least 24 hours before the meeting.

4170.2.4 Only those items of business listed in the call for the special meeting shall be considered by the Board at any special meeting.

4170.3 Emergency Meetings. In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the 24-hour notice requirement. An emergency situation means a crippling disaster that severely impairs public health, safety, or both, as determined by the General Manager after consulting with the Board President, or in their absence, the Vice-President.

4170.3.1 When possible, notice shall be provided to the local newspaper, any other media outlet by telephone at least one hour before the meeting.

4170.3.2 Actions taken during an emergency meeting shall be by roll call vote.

4170.3.3 The Board may meet in closed session if agreed to by 2/3 vote of the members present, or if less than 2/3 present, by unanimous vote.

4170.3.4 Following an emergency meeting, the minutes of the meeting, a list of persons notified or attempted to be notified of the meeting, and actions taken must be posted for ten (10) days in the District office.

4170.3.5 Workshops. The Board President may schedule a workshop to discuss the status of projects and any items of general information. If no actions or direction is given by the Board of Directors at the workshop no minutes will be prepared. Minutes must be taken at any workshop where priorities are discussed, where votes are taken, or where direction is given to staff.

4170.4 Adjourned Meetings. A majority vote of the quorum of the Board of Directors may adjourn any Board meeting at any place in the agenda to a time and place specified in the order of adjournment, except that if no quorum is present or no Directors are present at any regular or adjourned regular meeting, the Board president or General Manager may declare the meeting adjourned to a stated time and place. Notice of the adjourned meeting shall be posted on or near the door of the meeting within 24 hours after the adjournment and the adjourned meeting shall be noticed in the same manner as a special meeting.

4170.5 Annual Workshop. The Board of Directors shall hold an annual organizational and goal setting workshop.

4170.6 Annual Elections. The Board will elect a President and Vice President among its members at the regular December meeting or the first meeting following certification of an election. The President and Vice President serve during the coming calendar year from January 1<sup>st</sup> to December 31<sup>st</sup>.