

KENSINGTON POLICE PROTECTION AND COMMUNITY SERVICES DISTRICT

Dear Fellow Board Members, General Manager, & Public,

Attached is my overview of Draft Section 4000, based on annotating the manual section PDF (uploaded to the website on 4/25). Annotations follow as such:

- **Yellow Highlighting** – Regions of the proposed KPPCSD manual that, to best of my ability, I identified were directly copied from the CSDA template
 - **As a matter of best practice and transparency, such attribution annotation should be adopted for readings of all other manual sections so that citizens (and other Directors) are able to better consider proposed policies.**
- **Magenta Text** – Original CSDA policy number, for cross referencing against the original CSDA manual (available at the District Offices)
- **Green Text** – Government code notes, mostly language “concordance” suggestions
- **Blue Text** – Procedural note
- **Red Text** – Deletions that seem out of place given either the CSDA recommendations or long-standing governance traditions of Kensington
- **Gray Text** – Other note or comment (including tracking verbal edits from 4/25)

That said, I wish to indicate the following key concerns among my annotations:

- Legal Language Concordance:
 - **4170.3** – As stated in GOV Section 54956.5(a), “*An emergency, which shall be defined as a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body.*”
- Procedural:
 - **4110 Generally** – Rights of the citizens to request/add an agenda item is not addressed.‡
 - **4110.1** – The 2 week-prior agenda soft-deadline is impractical when the District is planning to run a meeting every 2 weeks (2nd and 4th Thursday).
 - **4160.3.2.1** – Is in violation of Rosenberg’s rules (requiring a 2/3rds vote: which effectively translates to 4 out of 5, and different from a majority)§ – also, repetition with **4160.4.5**

Finally, I respectfully record the following personal concerns:

- **4020 Generally** – The lack of any clear mechanism for citizen addition to other committees beyond the Finance Committee. Kensington has always benefited from citizen involvement, and there is no good reason to remove that part of the old P&P manual.
- **4110.2** – Language essentially gives the General Manager authority to veto an agenda item over the Board President, who is by definition a Director.
- **4170.3.5** – (A meeting type *not* templated by CSDA) I repeat that the concept of a meeting without minutes is effectively a meeting with no historical accountability that is ripe for abuse. Further, what constitutes a discussion of “priorities” may become an exercise in subjectivity – e.g., discussing information can lead to implicit re-prioritization.

Attached Documents: Annotated Draft-4000 from 4/25 agenda packet

SUBMITTED BY: Director Cyrus Modavi

‡ At odds with 4/25/19 Staff Report 7c, item 2d on pg. 4: Section 4110.2 (or the Agenda Section) contains no mention of the public.

§ Robert’s Rule (the core Rosenberg distills) indicates a 2/3 vote means *at least* 2/3 (5*2/3 = 3.33). Round up in terms of people.

DRAFT

BOARD OF DIRECTORS

POLICY 4000: Board Responsibility <Technical Note: Legally enforced by GOV 61040(c)>

4000.1 Each Board member is elected by and responsible to the electorate of the entire District. Directors do not represent any fractional segment of the community.

4100 POLICY 4010: Attendance at Meetings

4010.1 Members of the Board of Directors are expected to and shall attend all regular and special meetings of the Board unless there is good cause for absence.

To be counted as present for any meeting, Board Members must be present for the duration of the meeting. If a Board Member participates in a meeting by telephone or electronic device, their attendance by these methods will be noted in the minutes and they shall be counted as present for the duration of their participation. <Is clunky that teleconference people get partial "present" credit and others do not, especially if late arrival / early departures has been added as allowed>

Good cause for excusable absence, include late arrivals or early departures, includes temporary illness or other unavoidable circumstances of which the President of the Board is notified prior to the meeting. Good cause also includes Board authorized meeting absences such as attendance at a conference directly related to the functions and interests of the District or at the meeting of another public agency in order to participate in an official capacity. The minutes of the meeting shall note that the Board Member is excused from the meeting under the circumstances noted in this section. <This addition is redundant relative to the last sentence in the paragraph below>

A Board Member who will be absent for good cause may notify the President by electronic transmission (email), telephone, or letter. The President shall notify the General Manager and the Board of all absences that are excused for good cause. The minutes shall indicate whether an absence was excused.

A vacancy shall occur if a Board Member is absent from three (3) consecutive regular meetings without good cause, or six (6) in a twelve-month period, except as otherwise provided for by law or as authorized by the Board.

POLICY 4020: Committees of the Board of Directors <Curious deletion: all the old KPPCSD Policy Manual protocol for enabling the addition of citizens>

4105.1 4020.1 Temporary Advisory Committees:

The Board President shall appoint any such temporary advisory committees as may be deemed necessary or advisable by the President or the Board. The purpose of a temporary advisory committee and the time allowed to accomplish that purpose shall be outlined at the time of appointment. A temporary advisory committee shall be considered dissolved when its purpose has been accomplished or when the timeframe for its existence has expired, whichever occurs first.

4105.2 4020.2 Standing Committee – Finance Committee

<Essentially reducing citizen involvement in KPPCSD>

The Finance Committee shall be the only Standing Committee of the Board of Directors. The Finance Committee shall provide the Board with recommendations regarding the financial management of the District, including the preparation of a draft annual budget and reviewing major expenditures. Any recommendations from the Finance Committee committees shall be submitted to the Board via a written or oral report.

The Finance Committee shall consist of up to two (2) Board Directors with one serving as committee chair. The President shall also have discretion to appoint residents to the Committee. The Board President shall appoint and publicly announce the members of the Finance Committee for the ensuing year in January. The frequency of meeting shall be at the discretion of the ~~Board President~~. All meetings of the Finance Committee are subject to the requirements of all applicable open meeting laws, including but not limited to the Brown Act.

Chair of Committee

4020.2.1 Optional Committees

The Board shall have the authority to activate or deactivate any other committees at any time. Two Directors may ask for the activation of an Optional Committee. This request should be made in writing and its formation dependent on a majority vote by the Board of Directors.

Committees may be deactivated at any time if it is deemed to be in the best interest of the District, if there are limited objectives of the committee or there is insufficient need for the committee. There is no obligation to activate any committees.

<4/25 Add?: That President can appoint other coordinators as needed, that these are examples>

4020.3 Board Coordinators

<Omission: Position/concept of Coordinators and their power/abilities as defined in the Old manual is missing>
<4/25 add: "as appropriate and necessary">

The Board Present shall appoint and publicly announce in January Board members as Coordinators pertaining to the following areas:

<Assuming this is an outside Committee not part of the KPPCSD?>

The Solid Waste Coordinator shall be the Board member on the Coordinating Committee with the County and concerned with the implementation of the contract between the District and the solid waste services provider.

The Special District Coordinator shall be concerned with interfacing with other Special Districts operating within Kensington or having considerable effect upon the purview of the KPPCSD. These districts include the Kensington Fire Protection District, Stege Sanitary District, East Bay Regional Park District and East Bay Municipal Utility District.

The Community Relations Coordinator shall be concerned with community outreach.

The Park and Recreation Coordinator shall be concerned with the use and development of Kensington Park, Kensington Community Center, other park buildings, and recreation services.

The Emergency Services Coordinator shall be concerned with the development of the Local Hazard Mitigation Plan.

<4/25 comment: General Emergency Service planning delegated to the COP and GM — is staff function>

4110.1

POLICY 4030: Duties of the Board President

4030.1 Presiding Officer: The President of the Board of Directors shall serve as the presiding officer at all Board meetings.

In the absence or disability of the President, the Vice President of the Board of Directors shall serve as the presiding officer over all meetings of the Board. If the President and Vice President of the Board are both absent or disabled, the remaining members present shall select one of themselves to act as temporary presiding officer of the meeting.

The presiding officer shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions. The presiding officer may move, second, debate, and vote from the chair.

4110.2 4030.2 Duties Regarding Meetings: The President shall preside over and conduct all meetings of the Board of Directors, shall carry out the resolution and orders of the Board of Directors, and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe including, but not limited to, the following:

- * Call the meeting to order at the appointed time;
- * Announce the business to come before the Board in its proper order;
- * Enforce the Board's policies in relation to the order of business and the conduct of meetings;
- * Recognize persons who desire to speak, and protect the speaker who has the floor from disturbance or interference;
- * Explain what the effect of a motion would be if it is not clear to every member;
- * Restrict discussion to the question when a motion is before the Board;
- * Rule on meeting procedure;
- * Put motions to a vote, and state clearly the results of the vote; and
- * Preserve order and decorum.

4110.3 4030.3 Responsibilities: Responsibilities of the President include, but are not limited to, the following:

- * Sign all instruments, act, and carry out stated requirements and the will of the Board;
- * Sign the minutes of the Board meeting following their approval;
- * Appoint and disband all committees, subject to Board ratification
- * Call such meetings of the Board as he/she may deem necessary, giving notice as prescribed by law;
- * Coordinate the preparation of meeting agendas with the General Manager;
- * Confer with the General Manager or designee on crucial matters that may occur between Board of Directors meetings;
- * Be responsible for the orderly conduct of all Board meetings;

* Be the spokesperson for the Board; and

* Perform other duties as authorized by the Board.

In the absence or disability of the President, the alternate presiding officer may temporarily carry out these responsibilities until such time as the President is able to resume his or her responsibilities.

In the absence or disability of the President, the Vice President of the Board of Directors shall serve as the presiding officer over all meetings of the Board. If the President and Vice President of the Board are both absent or disabled, the remaining members present shall select one of themselves to act as temporary presiding officer of the meeting.

4115 POLICY 4040: Ethics Training

4040.1 All Directors, General Manager, Chief of Police, and members of all committees that are subject to the Brown Act shall receive two hours of training in general ethics principles and ethics laws relevant to public service within one year of election or appointment to the board of directors and at least once every two years thereafter, pursuant to Government Code Sections 53234 et seq. as may be amended from time to time.

4040.1.1 All ethics training shall be provided by providers whose curricula have been approved by the California Attorney General and the Fair Political Practices Commission.

4040.1.2 Ethics training may consist of either a training course or a set of self-study materials with tests, and may be taken at home, in person, or online.

4040.1.3 Attendees shall obtain proof of participation after completing the ethics training. Applicable costs for attending the training shall be reimbursed by the District.

4040.1.3.1 District staff shall maintain records indicating both the dates that attendees completed the ethics training and the name of the provider that provided the training. These records shall be maintained for at least five years after the date of training and may be public records subject to disclosure under the California Public Records Act.

4040.1.4 District staff shall provide the prospective attendees with information on available training that meets the requirements of this policy once every year.

4120 POLICY 4050: Members of the Board of Directors

4050.1 Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. <Curious deletion: "Directors may request information from staff before meetings.">

4050.1.1 Requests by individual Directors for substantive information and/or research from District staff will be channeled through the General Manager.

4050.1.2 The General Manager shall be responsible for providing the requested information and shall make all information equally available to all Directors. Information development and distribution is subject to staff availability.

<Does this mean the *granularity* of information development may be subject to "availability", provided lead-time, and direct relatedness to contemporary subjects?
Otherwise addition to 4050.1.2 creates a tension with 4050.1>

4050.1.3 If writings are distributed to a majority of the Board in connection with an agenda item, those writings shall be made available to the public in the manner required by law.

4120.2 4050.2 Meeting Decorum:

4050.2.1 Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.

4050.2.2 Directors shall defer to the presiding officer for conduct of meetings of the Board but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board.

4120.3 4050.3 Abstentions and Failure to Vote: Directors should not abstain from the Board's decision-making responsibilities unless a personal or financial conflict of interest exists. Directors abstaining due to a disqualifying conflict of interest will not be counted as part of a quorum and will be considered absent for the purposes of determining the outcome of a vote on the matter. Directors who fail to vote in the absence of a declared conflict of interest will be counted as part of a quorum and in effect consent that a majority of the quorum will determine the outcome of a vote on the matter.

<Language concordance in 4060.2.X: GOV Section 53232.2 — such as subsection (e) — specify specific spending habits. Best to cross-reference>

4125.1 POLICY 4060: Training, Education and Conferences

4060.1 Members of the Board of Directors are encouraged to attend educational conferences, seminars, trainings, and professional meetings when the purpose of any such activity is to improve District operation. There is no limit as to the number of Directors attending a particular activity when it is apparent that attendance is beneficial to the District, as long as a majority of the members of a body do not discuss issues related to their local agency's business. Directors shall not attend conference or training event when it is apparent that there is no significant benefit to the District. Directors shall not attend or engage in any travel for pleasure at public expense (e.g. "junkets" or other such events that are not beneficial to the District).

4060.2 The General Manager (or a designated employee) may use District funds to pay tuition, registration, travel and/or lodging expenses for educational conferences, seminars, trainings, and/or professional meetings for Members of the Board of Directors. These prepaid expenses must be listed on an itemized sheet, supported with receipts and submitted to the District no later than ninety (90) days following the conclusion of training.

<Note: Section 4060.2.2 essentially states the budget controls the authorization to reimburse funds, so what does GM actually control?>

4060.2.1 The District shall reimburse all pre-approved travel costs including lodging, private vehicle (as noted below), taxi or similar service, shuttle, air fare. Bus and train. All other expenses, including meals and incidental expenses will be reimbursed at the per diem rate of \$90/day (partial or full day) adjusted annually with the Consumer Price Index for San Francisco-Oakland-San Jose. All reasonable effort should be made to reserve lodging at conference rates or find comparable rooms at nearby locations. It is recognized that some reservation will be made later and not qualify for conference rates. All reimbursements shall be made in accordance with applicable State and federal law, including but not limited to Internal Revenue Service Guidelines. Directors so reimbursed shall present a brief report on the meeting attended at the soonest possible regular Board meeting.

<Language concordance: GOV Section 53232.3(d) states: "Members of a legislative body shall provide brief reports on meetings attended at the expense of the local agency at the *next* regular meeting of the legislative body."

[Note: as likely makes sense relative to the event and member returning] >

4060.2.2 Costs for attendance by Directors at seminars, workshops, courses, professional organization meetings, and conferences shall be included in the operating budget prior to the District incurring any reimbursable costs.

4060.2.3.3 Requesting reservations sufficiently in advance, when possible, to obtain discounted air fares and hotel rates. Other hotels can be utilized if sponsor hotels are booked and are not available. It is recognized that scheduling may not allow early registration and it is acceptable to register and attend, even if late, in recognition of the networking opportunities, informal gatherings and educational value to the District of attending these sessions. Attendance at annual conferences and education sessions is encouraged.

<Why should the Tax payer provide for late people and "networking opportunities"? None of the items apply to the District, only the people in it.>

4060.3 A Director shall not be reimbursed for expenses incurred at any educational conference, seminar, training, or professional meeting event if such event occurs after the District has announced that Director's pending resignation, or if such event occurs after an election in which it has been determined that the Director will not retain his or her seat on the Board.

BOARD MEETINGS <Curious deletion: CSDA policy 4125.4, which lists out what the Director's report to the board will be and the suggestion that materials from educational sessions be submitted to the District records so that they are of use to other Directors and Staff>

4200

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.

4205 POLICY 4110: Board Meeting Agenda - General

<Curious deletion: Everything about public requests - even if not using the CSDA's rubric, why does the Board not have one?>

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.

<This doesn't work well given the potential 2 meetings in a month, spaced exactly 2 weeks apart.>
<GM is essentially given veto power over President on what is germane>

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.

<Is this in reference to research or implementing item (if voted on)? Not clear>

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.

<I am assuming this policy is separate from correspondence in the public packet, which is apparently now a separate Policy Section 1000>

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

<Typo>

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. Curious change from <CSDA 4210.2> where CSDA recommended a democratic "with concurrence of a majority of the Board" to a single person

4210 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. 4230, "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.

4210.4 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. <What defines "time allows"?>

<CSDA 4210.4.2 uses language "when necessary for a full and fair proceeding" (which suggests allowing all to speak, even if shortly?)>

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.

4215 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. <Is a re-stating of GOV Section 54953.7 in a manner that effectively sets expectation very low>

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

4220.1 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.

<General Manager or stand-in is responsible for *taking* minutes?>

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

<Confusion: What is "action format"? is not a conventional term that is defined>

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 <Contradiction: if meaning action minute format, how can be if 4140.1.5 includes summary data in it?>

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 ~~thirty-six (36)~~ months.

sixty (60) – typo relative to the staff report

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 staff reports,~~ <4/25 add: Removed by Director Sherris-Watt>
- * 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

4230.1 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 ---. <From the perspective of maintaining a lean manual, and the fact that Rosenberg's Rules is itself an updating document, there is no point to include>

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.

D1 = May I speak?
P = Yes
D1 = <Asks D2 a question>
D2 = May I speak?
P = Yes
D2 = <answers D1>

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. The motion to Close Debate? → see 4160.4.5

<Rosenberg's rule says "Calling the Question" vote is 2/3rds [=] 4 out of 5]>

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. Why is this repeated twice? What is different from 4160.3.2.1?

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.

4235 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. <Language concordance: While GOV code 54954(b)(4) allows for outside-jurisdiction meetings in absence of inside-jurisdiction facility, the requirement is the closest outside-jurisdiction facility>

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 Policy 4210 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.

<GOV Section 54956.5(a) states "emergency situation" as something determined by a majority of the board>

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.

<NOT CSDA>

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.

<Regarding 4170.3.5: Fundamentally is open to abuse as a "Special Meeting" that could allow the board to discuss or hear information without leaving a record of the contents of that discussion. Also, what happens if a discussion turns into something else at the very end of the meeting like action/priority?>

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 1st to December 31st.