

## **Section 4000 BOARD**

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**POLICY TITLE: Attendance at Meetings**  
**POLICY NUMBER: 4100**

4100.1 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.

Good cause for absence, including 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.

A Board Member who will be absent for good cause may notify the President by electronic transmission (email), telephone communication, or letter. The President shall notify the District 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, except as otherwise provided for by law or as authorized by the Board.



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**POLICY TITLE: Duties of the Board President**  
**POLICY NUMBER: 4110**

**4110.1 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 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:

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

**4110.3 Responsibilities:**

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

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



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- h) Be the spokesperson for the Board; and
  - i) 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.



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**POLICY TITLE: Ethics Training**  
**POLICY NUMBER: 4115**

4115.1 All Directors, designated staff, and members of all commissions, committees and other bodies 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.

4115.1.1 All ethics training shall be provided by providers whose curricula have been approved by the California Attorney General and the Fair Political Practices Commission.

4115.1.2 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.

4115.1.3 Attendees shall obtain proof of participation after completing the ethics training. Applicable costs for attending the training shall be reimbursed by the District.

4115.1.3.1 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.

4115.1.4 District staff shall provide the prospective attendees with information on available training that meets the requirements of this policy at least once every year.

4115.1.5 A single training course may be used to satisfy the obligation to receive training for multiple agencies or positions.



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**POLICY TITLE: Members of the Board of Directors**  
**POLICY NUMBER: 4120**

**4120.1 Meeting Preparation:**

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Directors may request information from staff before meetings.

4120.1.1 Requests by individual Directors for substantive information and/or research from District staff will be channeled through the District Manager.

4120.1.2 The District Manager shall be responsible for providing the requested information and shall make all information equally available to all Directors.

4120.1.3 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 Meeting Decorum:**

4120.2.1 Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.

4120.2.2 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.

4120.2.3 Directors may request for inclusion into the meeting minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a position on abstention or dissenting vote).

**4120.3 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.



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**POLICY TITLE:** Board Actions and Decisions  
**POLICY NUMBER:** 4200

4200.1 Actions by the Board of Directors include but are not limited to the following:

4200.1.1 Adoption or rejection of regulations or policies;

4200.1.2 Adoption or rejection of a resolution;

4200.1.3 Adoption or rejection of an ordinance;

4200.1.4 Approval or rejection of any contract or expenditure;

4200.1.5 Approval or rejection of any proposal which commits District funds or facilities, including employment and dismissal of personnel; and,

4200.1.6 Approval or disapproval of matters that require or may require the District or its employees to take action and/or provide services.

4200.2 Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors, with a five-member Board, represent a quorum for the conduct of business.

4200.2.1 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.

4200.2.1.1 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.

4200.2.1.2 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.

4200.2.1.3 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.



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4200.3 The Board may give directions that are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the District Manager.

4200.3.1 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.

4200.3.2 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 District Manager for review and recommendation, etc.).

4200.3.3 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.

4200.3.4 Nothing in this policy prevents the Board from providing direction to the District Manager in response to public comments or under Board member or District Manager comments, as allowed under the Brown Act. No vote or action shall be taken.





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**POLICY TITLE:** Board Meeting Agenda  
**POLICY NUMBER:** 4205

4205.1 Agenda preparation. The District Manager, in cooperation 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 District Manager and request an item to be placed on the agenda no later than 5:00 P.M. on the day that is 48 hours prior to the closing of the agenda for the next meeting date.

4205.2 Public requests. Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

4205.2.1 The request must be in writing and be submitted to the District Manager [or other responsible managing employee] together with supporting documents and information, if any, at least seven business days prior to the date of the meeting.

4205.2.2 The District Manager shall be the sole judge of whether the public request is or is not a "matter directly related to District business."

4205.2.3 The District Manager shall determine the timing of when the item will be placed on the agenda.

4205.2.4 The public member requesting the agenda item may appeal the District Manager's decision at the next regular meeting of the Board of Directors. Any Director may request that the item be placed on the agenda of the Board's next regular meeting.

4205.2.5 No matter which is legally a proper subject for consideration by the Board in closed session will be accepted under this policy.

4205.2.6 The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting, and may limit the time allowed for any one person to speak on the issue at the meeting.

4205.3 Agenda descriptions. All Board agendas shall include an unambiguous description of each item on the agenda to be discussed, including closed session items. The District Manager shall ensure that the description gives notice to the public of the essential nature of business to be considered.



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4205.4 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. A touch screen electronic kiosk may take the place of the paper posting. 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.

4205.5 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.

4205.6 Public comment.

4205.6.1 For regular meetings the Board shall provide the public with an opportunity to address not only any item on the agenda but any item within the subject matter jurisdiction of the District.

4205.6.2 For special meetings, the Board shall provide the public with an opportunity to address any item on the agenda.

4205.6.3 The Board may not prohibit public criticism, but shall control the order of the proceedings, including placing reasonable time limits on public comment.

4205.6.4 The Board may not require members of the public to give names or sign a register as a condition of attendance or speaking.

4205.7 Closed sessions. The Board may conduct a closed session during a noticed meeting for certain matters, as identified on the agenda, where it is necessary to conduct business in private. 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.

4205.8 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 that the Board may act on items not on the agenda to address emergency situations, subsequent need items, and hold-over items from a continued previous meeting held within the prior five days. The Board may also respond to public comments and make announcements.



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**POLICY TITLE:** Board Meeting Conduct  
**POLICY NUMBER:** 4210

4210.1 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.

4210.2 Agenda timing. All Board meetings shall commence at the time stated on the agenda and shall be guided by same. The placement of an item on the agenda shall not be deemed a requirement that the items proceed in any particular order. The Board President, with concurrence of a majority of the Board, may alter the order in which agenda items shall be considered for discussion and/or action by the Board.

4210.3 Conduct of meetings. The following concepts shall be applied to Board meetings:

4210.3.1 The meetings shall be conducted in an open and fair manner.

4210.3.2 The public shall be given ample opportunity to participate in the meetings.

4210.3.3 Due process principles shall apply to quasi-judicial proceedings, or as otherwise required by law.

4210.3.4 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.

4210.3.5 The Board may receive, consider and take any needed action with respect to reports of accomplishment of District operations.

4210.3.6 Noticed public hearings shall be conducted in an orderly fashion, with the Board President establishing the order of the proceedings.

4210.3.7 The Board may weigh and determine the credibility of evidence and public comment.

4210.4 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 follows:

4210.4.1 Five minutes may be allotted to each speaker and a maximum of 20 minutes to each subject matter.

4210.4.2 The Board president may allow additional per speaker and per subject comment time when



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necessary for a full and fair proceeding.

4210.4.3 No disruptive conduct shall be permitted at any Board meeting. Persistence in disruptive conduct shall be grounds for summary termination, by the Board President, of that person's privilege of address.

4210.5 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:

4210.5.1 Notify the disrupting parties to immediately stop the conduct and that they will be asked to leave the meeting if the behavior continues.

4210.5.2 If the behavior continues after notice, order the disrupting parties out of the room and conduct the Board's business without them present.

4210.5.3 In cases of extreme disruption, clear the room of all members of the public, and conduct the Board's business without them present.

4210.5.4 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.



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**POLICY TITLE:** Brown Act Compliance – Open Meeting Requirements  
**POLICY NUMBER:** 4215

4215.1 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.

4215.2 Compliance with Brown Act. All meetings of the Board of Directors shall comply with the Brown Act.

4215.2.1 Meetings occur whenever the majority of the Board of Directors meets to discuss District business.

4215.2.2 Member of the Board includes newly elected and appointed officials prior to assuming office.

4215.2.3 All Board meetings shall be open and freely accessible to the public, including those with disabilities.

4215.2.4 Meetings through the use of intermediaries, serial communications, or emails are prohibited.

4215.2.5 The Board shall only take action during a properly noticed meeting.

4215.3 Committees. Committees created by formal action of the Board shall comply with the Brown Act



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**POLICY TITLE:** Minutes of Board Meetings  
**POLICY NUMBER:** 4220

4220.1 Duty to keep minutes. The Secretary or Deputy Secretary of the Board of Directors shall keep minutes of all regular and special meetings of the Board.

4220.1.1 Copies of a meeting's minutes shall be distributed to Directors as part of the information packet for the next 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 kept in a fireproof vault or in a fire-resistant, locked cabinet.

4220.1.2 Unless directed otherwise, 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 fireproof vault or in fire-resistant, locked cabinet for a minimum of 60 days. Members of the public may inspect recordings of Board meetings without charge on a playback machine that will be made available by the District.

4220.1.3 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.

4220.1.4 All resolutions and ordinances adopted by the Board shall be numbered consecutively, starting new at the beginning of each year.

4220.1.5 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;
- Summary record of public comment regarding matters not on the agenda, including names of commentators;
- Approval of the minutes or modified minutes of preceding meetings;
- Approval of financial reports;



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- Record by number (a sequential range is acceptable) of all warrants approved for payment;
  - Complete 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;
  - 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.



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**POLICY TITLE:**            **Review of Administrative Decisions**  
**POLICY NUMBER:**        **4225**

4225.1        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.

4225.1.1        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.

4225.1.2        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.

4225.1.3        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.

4225.2        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.

4225.3        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.

4225.4        Claims. Nothing in this policy shall be deemed to waive the claims filing requirements of the District when damages are being sought.





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**POLICY TITLE:** Rules of Order for Conduct of Board and Committee Meetings  
**POLICY NUMBER:** 4230

4230.1 General:

4230.1.1 Action items shall be brought before and considered by the Board by motion in accordance with this policy. These rules of order are intended to be informal and applied flexibly. The Board prefers a flexible form of meeting and, therefore, does not conduct its meetings under formalized rules - Robert's Rules of Order.

4230.1.1.1 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.

4230.2 Obtaining the Floor:

4230.2.1 Any Director desiring to speak should address the President and, upon recognition by the President, may address the subject under discussion.

4230.3 Motions:

4230.3.1 Any Director, including the President, may make or second a motion. A motion shall be brought and considered as follows:

4230.3.1.1 A Director makes a motion; another Director seconds the motion; and the President states the motion.

4230.3.2 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.

4230.3.2.1 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.

4230.4 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



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rule, though, where a secondary motion concerning the main motion may be made and considered before voting on the main motion.

4230.4.1 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.

4230.4.2 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.

4230.4.3 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.

4230.4.4 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.

4230.4.5 Motion to Close Debate and Vote Immediately: As provided above, any Director may move to close debate and immediately vote on a main motion.

4230.4.6 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.

4230.5 Decorum:

4230.5.1 The President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The President may eject any person or persons making personal, impertinent or slanderous remarks, refusing to abide by a request from the President, or otherwise disrupting the meeting or hearing.

4230.5.2 The President may also declare a short recess during any meeting.

4230.6 Amendment of Rules of Order:

4230.6.1 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.