

Scotia



Community Services District

BOARD POLICIES MANUAL

OF

SCOTIA COMMUNITY SERVICES DISTRICT

ADOPTED

July 7, 2015

AMENDED

September 16, 2021

SECTION 1.0 PURPOSE OF BOARD POLICIES

1.1 Intent

1.1.1 It is the intent of the Board of Directors of the Scotia Community Services District to maintain a Board Policies Manual. Contained therein shall be a comprehensive listing of the Board's current policies, being the rules and regulations enacted by the Board from time to time. The Board Policies Manual will serve as a resource for Directors, staff and members of the public in determining the manner in which matters of District business are to be conducted.

1.1.2 The Board prefers a *flexible and informal* meeting and business process, rather than one conducted solely under parliamentary procedure and in strict adherence with formal codes, such as Rosenberg's Rules of Order. The policies and procedures in this manual are intended to provide guidance, however, and Directors should strive to substantially comply with these Policies.

1.2 Authority

1.2.1 If any policy or portion of a policy contained within the Board Policies Manual is in conflict with State or Federal law, rules or regulations having authority over the Scotia Community Services District, said State or Federal law, rules or regulations shall prevail.

SECTION 2.0 BASIS OF AUTHORITY

2.1 Basis of Authority

2.1.1 The Board of Directors is the unit of authority for establishing policy within the District. Apart from their normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

2.1.2 Directors do not represent any fractional segment of the community within which the District is located, but are, rather, a part of the body, which represents and acts for the community as a whole.

2.2 Attendance at Meetings

2.2.1 Members of the Board of Directors shall make every effort to attend all regular and special meetings of the Board unless there is good cause for absence.

2.2.2 A vacancy shall occur if any member ceases to discharge the duty of his/her office for the period of three (3) consecutive months except as authorized by the Board of Directors and except as otherwise provided by California law.

2.3 Board President

2.3.1 The President of the Board of Directors shall serve as Presiding Officer at all Board meetings. He/she shall have the same rights as the other members of the Board with voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions.

2.3.2 In the absence of the President, the Vice President of the Board of Directors shall serve as Presiding Officer over all meetings of the Board. If the President and Vice President of the Board are both absent, the remaining members present shall select one of themselves to act as the presiding officer for that particular meeting.

2.4 Members of the Board of Directors

2.4.1 Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings, except as may otherwise be limited or prohibited by California law including, but not limited to, the requirements of the Ralph M. Brown Act/Open Meeting law.

2.4.2 Information that is exchanged before meetings shall be distributed through

the General Manager or their designee, and all Directors will receive all information being distributed. Distribution of information may be limited by time and notice restrictions under the Ralph M. Brown Act/Open Meeting law.

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

2.4.4 Directors shall defer to the President for conduct of meetings of the Board, but shall be free to question and discuss items on the agenda. All public comments should be limited to time expressed in the agenda.

2.4.5 Directors shall abstain from participating in consideration on any item involving a conflict of interest as set forth in the applicable provisions of California law. Unless such a conflict of interest exists, however, Directors should not abstain from the Board's decision-making responsibilities.

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

2.5 Election of Board Officers

In December of each year, the Board shall hold elections of President and Vice President of the Board.

2.6 Oath of Office

Directors who are elected at a regular election (i.e., to serve on a pre-existing District Board) shall take office at noon on the first Friday in December following their regular election upon administering of the oath of office. Directors not elected at a regular election shall be administered the oath of office in accordance with the provisions of the law. Generally, the oath of office will be administered at the next regular Board meeting.

2.7 Membership in Associations

The Board of Directors are encouraged to ordinarily hold membership in and attend meetings of such national, state, and local associations as may exist which have applicability to the functions of the District, and shall look upon such memberships as an opportunity for in-service training.

SECTION 3.0 BOARD MEETING POLICIES BOARD COMMITTEE, WORKSHOP AND REGULAR MEETINGS, MEETING AGENDAS AND MINUTES

3.1 Board Meeting Place

3.1.1 All Board meetings will be held at the Board Meeting Room located at 400 Church Street, Scotia, California, unless otherwise noticed.

3.2 Regular Board Meetings

3.2.1 Regular Board meetings will be held on the third Thursday of each calendar month, with open session beginning at 5:30 p.m. If a closed session is to be held at the meeting, it may be held at the end or the beginning of the regular meeting, as noticed pursuant to the Ralph M. Brown Act.

3.2.2 Regular Board meetings will be held to conduct regular Board business. Items requiring Board action will be considered at these meetings. The General Manager and Division Heads may present monthly reports as needed and/or as requested by the Board of Directors.

3.3 Non-Emergency Special Board Meetings

3.3.1 Non-emergency Special Board meetings may be called by the Board President or by a majority of the Board in accordance with the Ralph M. Brown Act.

3.3.2 All Directors, the General Manager, District Counsel, pertinent Department Heads and the Board Secretary will be notified of the Special Board Meeting and the purpose for which it is called. Notification shall be in writing, at least twenty-four (24) hours prior to the meeting and shall be noticed and conducted in accordance with the Ralph M. Brown Act.

3.3.3 Newspapers of general circulation in the District, organizations, and property owners who have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall receive written notice in accordance with the Ralph M. Brown Act. The Board Secretary will attempt to provide electronic notification to entities requesting such notification but such notification is not guaranteed nor will it replace written notification.

3.3.4 An agenda shall be prepared as specified for regular Board meetings in Section 3.10 herein, and shall be delivered with the notice of the special meeting to those specified above.

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

3.4 Emergency Special Meetings

3.4.1 In the event of an emergency 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 twenty-four (24) hour notice required in Section 3.5.2, above. An emergency means a crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the Board or work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board.

3.4.2 Newspapers of general circulation in the District, radio stations and television stations which have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall be notified by at least one (1) hour prior to the emergency special meeting. In the event that telephone services are not functioning, the notice requirement of one hour is waived, but the General Manager, or his/her designee, shall notify such newspapers, radio stations, or television stations of the fact of the holding of the emergency special meeting, and of any action taken by the Board, as soon after the meeting as possible.

3.4.3 No closed session may be held during an emergency special meeting, and all other rules governing special meetings shall be observed with the exception of the twenty-four (24) hour notice. The minutes of the emergency special meeting, a list of persons the General Manager or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions taken at such meeting shall be posted for a minimum of ten (10) days in a public place at the District office as soon after the meeting as possible.

3.5 Board Workshops

3.5.1 Board workshops will be held on an as needed basis.

3.6 Board Committees

3.6.1 Standing committees may be created by the Board for a specifically defined purpose. Agenda topics for Committee consideration are to be established by the Board, and additional topics are to be authorized by the

Board before being considered.

Standing Committees: To Be Determined

- 3.6.2** Committees consider matters before the Board does and may formulate recommendations, but only in the capacity as Directors on a Committee.
- 3.6.3** No formal action may be taken by a Committee.
- 3.6.4** Committees may report to the Board at each regular Board meeting.
- 3.6.5** Ad-hoc Committees must have a focused agenda and limited life span.
- 3.6.6** Standing Committees must conduct business in open session, post agendas, take minutes and otherwise comply with the Ralph M. Brown Act.

3.7 Adjourned Meetings

- 3.7.1** A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment and fewer than a quorum may so adjourn from time to time, except that if no Directors are present at any regular or adjourned regular meeting, the General Manager may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be given to those specified in Section 3.5.3 above.

3.8 Public Notification of Meetings

- 3.8.1** Agendas for upcoming Board Meetings shall be posted in accordance with the provisions of Section 3.10.4, 3.10.5, and 3.10.6 below and in accordance with the Ralph M. Brown Act.
- 3.8.2** Notice of upcoming meetings may appear in such other places as the local paper, in newsletters sent out with bills and in other places available to the District.

3.9 Annual Board Meeting Schedule

- 3.9.1** In December of each year, a Board Meeting schedule for the next year will be adopted. The annual Board Meeting schedule will identify dates for the regular Board Meetings for the year, which will usually be the third Thursday of the month for regular Board Meetings, but may vary due to conflicts, holidays, conferences or other meetings.

3.10 Board Meeting Agendas

- 3.10.1** The General Manager and Board Clerk, in cooperation with the Board President, shall prepare an agenda for each regular meeting of the Board of Directors. Any Director may call the General Manager and request any item to be placed on the regular meeting agenda at a regular Board meeting or workshop.
- 3.10.2** If a member of the public requests that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, the request shall be subject to the following conditions:
- 3.10.2.1** The request must be in writing and be submitted to the General Manager together with supporting documents and information;
 - 3.10.2.2** The General Manager shall bring the request to the Board President, who shall consider the request, and may schedule the matter for a future regular meeting, or refer the matter to the whole Board for consideration as to whether to include the matter on the agenda for a future meeting of the Board;
 - 3.10.2.3** 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.
- 3.10.3** This policy does not prevent the Board from taking testimony at regular and special meetings of the Board, during the public comment portion of the Board meeting, on matters that are not on the agenda, which a member of the public may wish to bring before the Board. However, the Board shall not discuss or take action on such matters at that meeting. However, Directors may briefly respond to statements made or questions posed during public comment portions of a meeting. In addition, on their own initiative, or in response to questions raised by the public, Directors may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Directors may also provide a reference to District staff or other resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.
- 3.10.4** At least (5) five days prior to the time of all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted on the District

Website Homepage, in accordance with applicable laws, and conspicuously for public review at the District office and at the Board Meeting room.

- 3.10.5** The agenda for a special meeting shall be posted at least twenty-four (24) hours before the meeting in the same locations noted in Section 3.10.4.
- 3.10.6** Board meeting agendas and agenda packets will be provided upon request to any person who has filed a written request for such materials per the Ralph M. Brown Act. Electronic copies are available at no charge. Printed copies requested in addition to the public copy made available at each meeting will be made available at the current rates within the SCSD Public Records Policy. Per CA Government Code Section 54957.5(c), charges shall not be imposed on persons with disabilities.

3.11 Board Meeting Minutes

- 3.11.1** Board Meeting Minutes must be recorded for all Standing Board Committee meetings, Workshops and Board meetings. Such minutes should be concise, identifying the items considered, and any action taken.
- 3.11.2** If a written report is submitted for the item, then reference should be made to the written report rather than restating the report contents. General reference should be made to discussion of an item, rather than a detailed description. Action taken should be clearly identified in terms of motions made, who made the motion and second, and the results of the voting.
- 3.11.3** Copies of minutes shall be made for distribution to and for approval by Directors with the agenda at regular Board meetings.
- 3.11.4** The official minutes of the regular and special meetings of the Board shall be kept in a fireproof vault or in a fire-resistant, locked cabinet.
- 3.11.5** An audio recording of regular and workshop meetings of the Board of Directors may generally be made and maintained for one (1) year.
- 3.11.6** Motions, resolutions or ordinances shall be recorded as having passed or failed and individual votes will be recorded in the minutes.
- 3.11.7** All resolutions adopted by the Board shall be numbered consecutively starting new at the beginning of each chronological year.
- 3.11.8** The minutes of Board meetings shall be maintained as hereinafter outlined:
- 3.11.9** Procedure:

- Date, place and type of each meeting;
- Roll Call- Directors present and absent by name;
- Call to order;
- Arrival of tardy Directors by name;
- Pre-adjournment departure of Directors by name, or if absence takes place when any agenda items are acted upon;
- Adjournment of the meeting;
- Record of written notice of special meetings; and,
- Record of items to be considered at special meetings.

3.11.10 Board Actions:

- Approval or amended approval of the minutes of preceding meetings;
- Complete information as to each subject of the Board's deliberation;
- Complete information as to each subject including the roll call record of the vote;
- The complete title of all Board resolutions and ordinances, numbered serially for each chronological year;
- A record of all contracts entered into;
- A record of all bid procedures, including calls for bids authorized, bids received, and other action taken;
- Adoption of the annual budget;
- A record of the General Manager's report to the Board;
- Approval of all policies and Board-adopted regulations; and, a record of all visitors and delegations appearing before the Board. However, in accordance with the Ralph M. Brown Act, a member of the public shall not be required, as a condition to attendance, to register his or her name or to provide any other information.

3.12 Board Meeting Conduct

3.12.1 Meetings of the Board of Directors shall be conducted by the President (or Vice President in the President's absence, or in the absence of the Vice President, by the Director selected to be the presiding officer by the remaining Directors) in a manner consistent with the policies set forth herein.

3.12.2 In accordance with the Ralph M. Brown Act, all Board meetings should commence at the time stated on the agenda and should be guided by the same. The purpose of Board meetings is to enable the Board to conduct the business of the District. As such, the following guidelines should be substantially followed, to the extent practicable, depending on the circumstances surrounding each meeting:

- 3.12.2.1 After the "Call to Order, Pledge of Allegiance, Roll Call, and Approval of Agenda" , the Board will act on the "Consent Agenda"; approving these items with one motion unless any are requested to be pulled from Consent by a Director. In this case, each item pulled will be discussed and voted upon separately.
- 3.12.2.2 Each regular agenda item shall then be taken in agenda order unless the order is altered by the Board President. A brief report from the General Manager or other designated staff will be given.
- 3.12.2.3 After hearing the staff report, the Board may ask questions of staff, discuss the issues involved, and comment on the issues. These deliberations shall be guided by the President.
- 3.12.2.4 After Board deliberations are concluded or prior to Board deliberations, the President shall ask the audience for public comment prior to calling for a vote.
- 3.12.2.5 After public comment, the Board shall vote on the matter before them and proceed to the next agenda item.
- 3.12.3 The conduct of meetings shall, to the fullest possible extent, enable Directors to:
 - 3.12.3.1 Consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems; and,
 - 3.12.3.2 Receive, consider and take any needed action with respect to reports of accomplishment of District operations.
- 3.12.4 Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting, or to otherwise address the Board on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:
 - 3.12.4.1 A "public comment" period will be designated for the public to discuss matters of interest, whether on the agenda or not. Speakers are requested to give their name. The Board may take no action on any item brought up at a public comment time except to refer the matter to staff and/or place it on a future agenda. This "public comment" period applies to Regular Meetings only. During Special Meetings the public comments are limited to only the issues before the Board.

- 3.12.4.2** Three (3) minutes may be allotted to each speaker to each subject matter;
- 3.12.4.3** No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous or disruptive conduct shall be grounds for summary termination, by the President, of that person's privilege of address to the Board and the President may take such action in accordance with the Ralph M. Brown Act.
- 3.12.5** The District is required to follow certain legal requirements in connection with disclosure of information regarding District employees and personnel matters. Therefore, the Board will conduct any discussion of personnel matters in compliance with such laws. As a result, it will be the policy of the Board that no oral presentation shall include charges or complaints against any District employee, regardless of whether or not the employee is identified in the presentation by name or by another reference, which tends to identify. All charges or complaints against employees shall be submitted to the General Manager for investigation
- 3.12.6** Willful disruption of any of the meetings of the Board of Directors shall not be permitted. In accordance with the Ralph M. Brown Act, if the Board of Directors finds that there is in fact willful disruption of any meeting of the Board, they may order the room cleared and subsequently conduct the Board's business without the audience present.
- 3.12.7** In such an event, only matters appearing on the agenda may be considered in such a session.
- 3.12.8** After clearing the room, the Board of Directors may permit those persons who were not responsible for the willful disruption to reenter the meeting room.
- 3.12.9** Duly accredited representatives of the news media, whom the Board of Directors finds not to have participated in the disruption, shall be allowed to attend the remainder of the meeting.

3.13 Closed Session

- 3.13.1** Certain circumstances allow the board to meet in closed session, they are as follows:
- To meet with its negotiator to grant authority regarding the price and terms of payment for the purchase, sale, exchange, or lease of real property;
 - to confer with, or receive advice from, its legal counsel regarding

pending litigation when discussion in open session concerning those matters would prejudice the position of the local agency in the litigation;

- to meet with the Attorney General, district attorney, agency counsel, sheriff, or chief of police, or their respective deputies, or a security consultant or a security operations manager, on matters posing a threat to the security of public buildings, a threat to the security of essential public services, or a threat to the public's right of access to public services or public facilities;
- to consider the appointment, employment, evaluation of performance, discipline, or dismissal of a public employee or to hear complaints or charges brought against the employee by another person or employee;
- to meet with the local agency's designated representatives regarding the salaries, salary schedules, or fringe benefits of its represented and unrepresented employees, and, for represented employees, any other matter within the statutorily provided scope of representation

3.13.2 Closed Session Procedures:

- Prior to closed session, the board must disclose **in open session** the items to be discussed in closed session. The announcement can either repeat all of the information already stated on the agenda, or it may simply refer to the items as they are listed on the agenda by the number or letter.
- After closed session, the board must reconvene in open session (prior to adjournment) and report any action taken in closed session, including the vote or absence of every member present. The report may be made orally or in writing
- Any documents referred to in a report of final action must be made available on the next business day following the meeting or, in the case of substantial amendments, when any necessary rewriting is complete.

3.14 Hybrid Meetings

A hybrid meeting is a meeting where a subset of attendees are located in the same place and others attend virtually via web-based meeting software or teleconference. Hybrid meetings offer the public an alternative option for public participation that does not require in person attendance. Public comment may be made in person or via web-based meeting software or teleconference.

All hybrid meetings will be required to have a quorum of in person Board Members meeting in the same place, and all requirements of the Brown Act must be met. Staff may participate remotely.

SECTION 4.0 DIRECTOR COMPENSATION AND RULES AND REGULATIONS REGARDING PAYMENT OF COMPENSATION

4.1 Purpose

4.1.1 This section is enacted pursuant to Government Code Sections 53232.1 and 61047, to establish rules and regulations regarding payment of compensation for members of the Board of Directors of the Scotia Community Services District.

4.2 Director Compensation

4.2.1 Members of the Board of Directors may receive compensation per state law for each meeting of the Board attended by him/her, or for each day's service rendered as a Director by request of the Board. A "day of service" means each meeting conducted pursuant to the Ralph M. Brown Act regardless of whether or not the meetings are held on the same day and authorized meetings as defined in the following section. The SCSD Board receives compensation in the amount of \$50.00 for a "day of service".

4.3 Authorized Meetings

4.3.1 Regular Board meetings, Workshops, and Special Board meetings which are properly noticed and at which a quorum of the Board is in attendance.

4.3.2 Standing committee meetings.

4.3.3 Attendance at meetings that have been previously approved by the Board of Directors where attendance is in the best interests of the District. Examples of such meetings include, but are not limited to:

- a) Association of California Water Agencies (ACWA)
- b) Special Districts Association (CSDA)
- c) California Special Districts Association Humboldt Area Chapter
- d) Local Agency Formation Commission (LAFCo)

Such meetings also include meetings that come to the attention of the General Manager and the District with insufficient time to seek Board approval at a regular Board meeting. At the General Manager's discretion, he/she may determine that attendance by a Director at these meetings is in the best interest of the District.

4.4 Authorization for Attendance at Meetings

The following is the procedure for obtaining approval for attendance at public meetings of other organizations, seminars, conferences, and other public meetings for which a Director may be compensated when sufficient time to request such approval exist:

4.4.1 At each Regular Board meeting there will be an agenda item entitled "Director Meetings." This agenda item will allow Directors to seek Board prior approval for attendance at public meetings of other organizations, seminars, conferences, and other public meetings not previously planned for. Retroactive approval of non-authorized meetings is not allowed under the Government Code.

4.5 Meeting Attendance Reports.

4.5.1 A Director who has attended an authorized meeting, seminar, or conference, as provided for in Section 4.3 or 4.4 of this Policy for which the Director seeks compensation shall present a verbal report, and may present a verbal report regarding the meeting, seminar, or conference at the next Regular Board meeting following such attendance.

4.6 Meeting and Conference Expense

4.6.1 Members of the Board of Directors shall be reimbursed for all actual expenses incurred in attending any meetings or in making any trips on official business of the Board when so authorized in accordance with Sections 4.3.3 and as allowed by Government Code Section 53232.2.

4.6.2 Reimbursement for the cost of the use of a personal vehicle shall be on the basis of total miles driven and at the rate specified in the Internal Revenue Service Guidelines in effect at the time of the vehicle usage.

4.6.3 Reimbursements and costs incurred by directors including meeting stipends shall be reported publicly as required by law.

SECTION 5.0 CODE OF ETHICS

5.1 General

5.1.1 The Board of Directors of Scotia Community Services District is committed to providing excellence in legislative leadership that result in the provision of the highest quality of services to its constituents. In order to assist in the government of the behavior between and among members of the Board of Directors, the following rules shall be observed.

5.2 Priorities and Commitment

5.2.1 The dignity, style, values and opinions of each Director shall be respected.

5.2.2 Responsiveness and attentive listening in communication is encouraged.

5.2.3 The needs of the District's constituents should be the priority of the Board of Directors.

5.2.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters and the day-to-day management and operation of the District are within the purview of the professional staff members of the District.

5.2.5 Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.

5.2.6 Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocs based on personalities rather than issues should be avoided.

5.2.7 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Directors should commit to supporting said action and not to create barriers to the implementation of said action.

5.3 Procedures

5.3.1 Directors should practice the following procedures:

5.3.1.1 In seeking clarification on informational items, Directors may directly approach professional staff members to obtain

information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making.

- 5.3.1.2** In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.
- 5.3.1.3** The appropriate handling of issues related to safety, concerns for safety or observed hazards is to report them to the General Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.
- 5.3.1.4** In presenting items for discussion at Board meetings, see Section 3.10.
- 5.3.1.5** In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the General Manager.

5.4 Board and Staff Relationships

- 5.4.1** When approached by District personnel concerning specific District policy, Directors should refer inquiries to the General Manager. The chain of command should be followed.
- 5.4.2** The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.
- 5.4.3** When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.
- 5.4.4** Directors should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.
- 5.4.5** Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.
- 5.4.6** Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

SECTION 6.0 BOARD ACTIONS AND DECISIONS

6.1 Possible Actions

- 6.1.1** Actions by the Board of Directors may include but are not limited to the following:
- 6.1.1.1** Adoption, rejection, revision or amendment of an ordinance;
 - 6.1.1.2** Adoption, rejection, revision or amendment of regulations or policies;
 - 6.1.1.3** Adoption, rejection, revision or amendment of a resolution;
 - 6.1.1.4** Approval, rejection, revision or amendment of any contract or expenditure above the General Manager's threshold;
 - 6.1.1.5** Approval, rejection, revision or amendment of any proposal which commits District funds or facilities; and,
 - 6.1.1.6** Approval, disapproval or alteration of matters, which require or may require the District or its employees to take action and/or provide services.
- 6.1.2** 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. Actions taken at a meeting where only a quorum is present, therefore, require all three (3) votes to be effective (unless a 4/5 vote is required by policy or other law).

6.2 Methods for Taking Action

- 6.2.1** If a Director abstains from voting on a matter, the abstention cannot be counted as an affirmative vote.
- 6.2.1.1** **Example.** If three (3) of five (5) Directors are present at a meeting, a quorum exists and business can be conducted. However, if one (1) Director abstains on a particular action and the other two (2) cast "aye" votes, no action is taken because a "majority of the Board" did not vote in favor of the action.
 - 6.2.1.2** **Example.** If an action is proposed requiring a two-thirds vote and two (2) Directors abstain, the proposed action cannot be approved because four (4) of the five (5) Directors would have to vote in favor of the action.

6.2.1.3 Example. If a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy, three (3) Directors must vote in favor of the appointment for it to be approved. If two (2) of the four (4) Directors present abstain, the appointment is not approved.

6.2.1.4 Example. If a vacancy exists on the Board and a *vote* is taken to appoint an individual to fill said vacancy, three (3) Directors must vote in *favor* of the appointment for it to be approved. If two (2) of the four (4) Directors present abstain, the appointment is not approved.

6.3 Informal Action

6.3.1 The Board may give directions, which are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager or their designee.

6.3.2 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* and a physical vote may be requested.

6.3.3 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.).

6.3.4 "Informal" action by the Board is still Board action and shall only occur regarding matters which appear on the agenda for the Board meeting during which said informal action is taken and for which more formal action is not required.

SECTION 7.0 RULES OF ORDER FOR BOARD AND COMMITTEE MEETINGS

7.1 General

7.1.1 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* – like Rosenberg's Rules of Order. While these Rules are instinctive, the intent of this Policies and Procedures Manual is to provide *guidance* for the conduct of meetings, and the Board should strive to substantially comply with these rules of order.

7.1.2 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.

7.2 Obtaining the Floor

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

7.3 Motions

7.3.1 Any Director, including the President, may make or second a motion after presentation of the item and public comment. A motion shall be brought and considered as follows:

7.3.1.1 The President shall state the agenda item.

7.3.1.2 The President shall request a presentation of a staff report, if any.

7.3.1.3 The President shall open the item for public comment.

7.3.1.4 A Director shall make a motion; another Director shall second the motion.

7.3.1.5 The motion is open for discussion and debate by the Board.

7.3.1.6 At the close of discussion, the President will call for the vote.

7.3.1.7 Any director may move to immediately bring the question being

debated to a vote, suspending any further debate. The motion to suspend debate and move to a vote must itself be made, seconded, and approved by a majority vote of the Board.

7.3.2 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 is 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. Secondary motions include the following:

7.3.2.1 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.

7.3.2.2 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.

7.3.2.3 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.

7.3.2.4 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.

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

7.3.2.6 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.

7.4 Decorum

7.4.1 In accordance with the Ralph M. Brown Act, the President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The Board 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.

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

7.5 Amendment of Rules of Order

7.5.1 By motion made, seconded and approved by a majority vote, the Board may, at its discretion, at any meeting, and in accordance with California law:

- a) Temporarily suspend these rules in whole or in part;
- b) Amend these rules in whole or in part; or,
- c) Both.

SECTION 8.0 TRAINING, EDUCATION, AND CONFERENCES

8.1 General

8.1.1 Members of the Board of Directors are encouraged to attend educational conferences and professional meetings when the purposes of such activities are to improve District operation. Therefore, there is no limit to the number of Directors attending a particular conference or seminar when it is apparent that their attendance is beneficial to the District. Directors should be aware that requirements of the Ralph M. Brown Act may apply depending on the circumstances of any such meeting.

8.1.2 "Junkets" (a tour or journey for pleasure at public expense), will not be permitted.

8.2 Policy

8.2.1 It is the policy of the District to encourage Board development and excellence of performance by reimbursing expenses incurred for tuition, travel, lodging and meals. Directors will be reimbursed for their expenses as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District.

8.2.2 The General Manager or his designate is responsible for making arrangements for Directors for conference and registration expenses. When appropriate, the District shall also reimburse a Director for meal expenses, lodging, and travel. All expenses for which reimbursement is requested by Directors, or which are billed to the District by Directors, shall be submitted to the General Manager or his designate, together with validated receipts.

8.3 Approval

8.3.1 Attendance by Directors at seminars, workshops, courses, professional organization meetings, and conferences shall be approved by the Board of Directors, in accordance with District policy, prior to incurring any reimbursable costs.

8.4 Reimbursement

8.4.1 Expenses to the District for Board of Directors' training, education and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations put forth by the General Manager and by:

8.4.1.1 Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.

8.4.1.2 Directors traveling together whenever feasible and economically beneficial.

8.4.1.3 Requesting reservations sufficiently in advance, when possible, to obtain discounted airfares and hotel rates.

8.4.2 A Director shall not attend a conference or training event for which there is an expense to the District if it occurs after they have announced their pending resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board. A Director shall not attend a conference or training event when it is apparent that there is no significant benefit to the District.

8.5 Reporting

8.5.1 Upon returning from seminars, workshops, conferences, etc., where expenses are reimbursed by the District, Directors are required to prepare a written report for distribution to the Board, and make a verbal report during the next regular meeting of the Board. Said report should detail what was learned at the session(s) that will be of benefit to the District. Materials from the session(s) may be delivered to the District office to be included in the District minutes book for the future use of other Directors and staff.