

Agenda Item #8c

POLICY TITLE: Board Actions and Decisions
POLICY NUMBER: 1000

1000.1 The CGA JPA agreement provides for governance by a CGA Board of Directors, comprised of representatives and alternates appointed by its member agencies. The Board of Directors is the decision-making body of CGA, and can take action to bind CGA, but is independent of the separate member agencies.

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

1. Adoption or rejection of regulations or policies
2. Adoption or rejection of a resolution;
3. Approval or rejection of any contract or expenditure
4. Approval or rejection of any proposal which commits Authority funds or facilities, including employment and dismissal of personnel
5. Approval or disapproval of matters that require or may require the Authority or its employees to take action and/or provide services.

1000.2 Consistent with the CGA JPA Agreement, the Board of Directors takes these actions following a majority vote.

1000.3 The Board may also 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 staff that are not final actions binding the agency.

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POLICY TITLE: Meeting Materials and Agendas
POLICY NUMBER: 1010

1010.1 Agenda preparation. The Authority's Secretary, 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 CGA Administrator 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.

1010.2 Agenda descriptions. All Board agendas shall include an unambiguous description of each item on the agenda to be discussed, including closed session items. The CGA Administrator shall ensure that the description gives notice to the public of the essential nature of business to be considered.

1010.3 Circulation of Agenda & Materials. Agendas will be posted no less than 72 hours prior to regular Board meetings, and no less than 24 hours prior to special Board meetings. Supporting materials prepared by staff and consultants will generally be circulated at the same time as the agenda, but in any case will be available to members of the public at the same time that they are available to all or a majority of the Board.

1010.4 Public Submissions of Materials. Public comments submitted on an agenda item are part of the written record of each meeting. Written comments that are received more than 24 hours in advance of a meeting will be made available on the Authority's website. Written comments that are received less than 24 hours prior to the meeting will be made available for public review at the meeting, and posted online as soon thereafter as is reasonably feasible for staff.

1010.5 Public comment. 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 Authority. For special meetings, the Board shall provide the public with an opportunity to address any item on the agenda. The Board may not prohibit public criticism, but shall control the order of the proceedings, including placing reasonable time limits on public comment. The Board may not require members of the public to give names or sign a register as a condition of attendance or speaking.

1010.6 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.

1010.7 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: 1020

1020.1 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.

1020.2 Conduct of meetings. The following concepts shall be applied to Board meetings:

- a. The meetings shall be conducted in an open and fair manner.
- b. The public shall be given ample opportunity to participate in the meetings.
- c. 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.
- d. The Board may receive, consider and take any needed action with respect to reports of accomplishment of Authority operations.
- e. Noticed public hearings shall be conducted in an orderly fashion, with the Board President establishing the order of the proceedings.
- f. The Board may weigh and determine the credibility of evidence and public comment.

1020.3 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:

- a. Three minutes may be allotted to each speaker. The Board president may allow additional per speaker and per subject comment necessary for a full and fair proceeding necessary for a full and fair proceeding.
- b. 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.

1020.4 Disruption of meetings. Willful disruption of any of the meetings of the Board 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:

- a. Notify the disrupting parties to immediately stop the conduct and that they will be asked to leave the meeting if the behavior continues.
- b. If the behavior continues after notice, order the disrupting parties out of the room and conduct the Board's business without them present.

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POLICY TITLE: Brown Act Compliance – Open Meeting Requirements
POLICY NUMBER: 1030

1030.1 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.

1030.2 Compliance with Brown Act. All meetings of the Board of Directors shall comply with the Brown Act.

1030.2.1 Meetings occur whenever the majority of the Board of Directors meets to discuss Authority business.

1030.2.2 Member of the Board includes newly elected and appointed officials prior to assuming office.

1030.2.3 All Board meetings shall be open and freely accessible to the public, including those with disabilities.

1030.2.4 Meetings through the use of intermediaries, serial communications, or emails are prohibited.

1030.2.5 The Board shall only take action during a properly noticed meeting.

1030.3 Committees. Committees created by formal action of the Board shall comply with the Brown Act.

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POLICY TITLE: Rules of Order for Conduct of Board and Committee Meetings
POLICY NUMBER: 1040

1040.1 General. 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 (i.e., Robert's Rules of Order).

1040.2 Obtaining the Floor. Any Director desiring to speak should address the President and, upon recognition by the President, may address the subject under discussion.

1040.3 Motions. Any Director, including the President, may make or second a motion. Once the motion has been seconded, it shall be opened for discussion among the Board, and then for public comment.

1040.4 Calling for the Vote. 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.

1040.5 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.

1040.6 Decorum. The President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The President may remove 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. The President may also declare a short recess during any meeting.

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POLICY TITLE: Attendance at Meetings
POLICY NUMBER: 1050

1050.1 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.

1050.2 To be counted as present for any meeting, Board Members must be present for the duration of the meeting.

1050.3 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 Authority or at the meeting of another public agency in order to participate in an official capacity.

1050.4 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 CGA Administrator and the Board of all absences that are excused for good cause. The minutes shall indicate whether an absence was excused.

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POLICY TITLE: Committees of the Board of Directors
POLICY NUMBER: 1060

1060.1 Committees. The Board President shall appoint any such committees as may be deemed necessary or advisable by the Board of Directors. Committees, whether standing committees or temporary, exist to provide guidance and recommendations to the Board, but are not decision-making bodies of the agency.

1060.1.1 Meetings of standing committees, whether composed of a majority of the board or less than a quorum, will be open to the public pursuant to the Brown Act. With the exception of the Citizen's Advisory Committee, committees of the Board will, in general, be comprised of members of the Board or their designated representatives.

1060.1.2 The Board president may also establish temporary advisory committees. 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. A temporary advisory committee shall be comprised solely of members of the Board, and shall consist of less than a majority of Board Members.

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POLICY TITLE: Duties of the Board President
POLICY NUMBER: 1070

1070.1 Presiding Officer. The President of the Board of Directors shall serve as the presiding officer at all Board meetings.

1070.1.1 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.

1070.1.2 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.

1070.2 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.

1070.3 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 General Manager;
- f. Confer with the CGA Administrator or designee on crucial matters which may occur between Board of Directors meetings;
- g. Be responsible for the orderly conduct of all Board meetings;
- h. Be the spokesperson for the Board; and
- i. Perform other duties as authorized by the Board.

1070.3.1 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

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his or her responsibilities.

1070.3.2 The President of the Board of Directors shall serve as the presiding officer at all Board meetings.

1070.3.3 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.

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POLICY TITLE: Members of the Board of Directors
POLICY NUMBER: 1080

1080.1 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.

1080.1.1 Requests by individual Directors for substantive information and/or research from Authority staff will be channeled through the CGA Administrator.

1080.1.2 The CGA Administrator shall be responsible for providing the requested information and shall make all information equally available to all Directors.

1080.1.3 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.

1080.2 Meeting Decorum

1080.2.1 Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.

1080.2.2 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.

1080.2.3 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).

1080.3 Abstentions and Failure to Vote

1080.3.1 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.