Dublin San Ramon Services District
Water, wastewater, recycled water

Policy

Policy No.: P100-26-2	**Type of Policy:** Board Business
Policy Title: Guidelines for Conducting District Business	
Policy Description: Methods, means, customs and practices the Board employs in exercising its authority complying with various legal requirements, working with the public and District staff and otherwise conducting the District's business	

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The purpose of this policy of the Board of Directors of Dublin San Ramon Services District is to establish guidelines for conducting the public's business in accordance with the authority granted and legal requirements set by law, including these sections of the California Government Code (CGC): Community Services District Law (CGC Section 61000 et seq.), the Ralph M. Brown Act (hereafter referred to as the "Brown Act") (CGC Section 54950 et seq.), and the California Public Records Act (CGC Section 7922.000 et seq.).

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The Board is the legislative body that governs the District, sets the District's policies, hires its General Manager, appoints District officers, and is ultimately responsible and accountable to the people of the District. It exercises these powers pursuant to the Community Services District Law.

No individual member of the Board has any individual authority, since only the Board as a whole can exercise authority. Using authority provided in the Community Services District Law or delegated by the Board, the General Manager is responsible for running the day-to-day business of the District and is accountable to the Board.

This policy provides guidelines on the roles, responsibilities, duties, practices and procedures, and authority of the Board and individual Directors.

1. Directors Roles and Duties—As a Body and Individuals

a. **Board of Directors.** The Board of Directors is the legislative body that holds governing authority for the District and its roles and responsibilities are as follows:
- Determine the mission of the District.
- Appoint and evaluate the General Manager, General—Counsel, Treasurer, and District Secretary (appointments and evaluations of the latter two positions are limited to the statutory duties prescribed by law for those offices).
- Select and appoint the District's independent auditor.
- Approve and ensure the implementation of the District's Strategic Plan and Vision.
- Establish policies, procedures, and regulations (the District Code) for District operations.
- Establish and oversee the District's finances and its budgets, programs, and performance.
- Provide the resources needed by management and staff to carry out District policy.

b. **Individual Directors.** Apart from a Director's normal function as a part of the Board of Directors, each individual Director's roles and responsibilities are as follows:
- Function only as one member of the Board.
- Have no individual authority (other than ceremonial duties of the President and Vice President of the Board as described elsewhere).
- May not commit, nor represent that a Director can commit, the District to any policy, act, or expenditure.

c. **Traits of Effective Directors.** Directors most effectively represent the District when they do the following:
- Represent all constituents of the District, considering the viewpoints of everyone as they conduct the District's business.
- Attend all Board meetings and meetings of Committees to which they are appointed; if a Director cannot attend, the Director should notify the Board President, General Manager, and District Secretary as soon as possible.
- Read Board and Committee agenda packets and prepare for all meetings.
- Consider and set short-term and long-term policy.

- Adhere to the law and policies governing Board conduct.
- Ask the General Manager routine or clarifying questions ahead of the Board or Committee meeting to allow time for staff to prepare helpful answers.
- Ask the General Manager for supplemental information in advance of a Board or Committee meeting to avoid potential Brown Act conflicts.
- Remain policy-oriented and avoid focusing overly on operational details.
- Let staff administer and manage the District, provided that such actions are consistent with the policies set by the Board.
- Present a positive public face of the District.
- Be inquisitive.
- Clearly communicate their positions and reasoning and do not leave colleagues and staff guessing.
- Manage conflict carefully and use civil discourse.
- Stay focused and efficient, using words carefully and concisely.
- Are creative about solving problems.
- Express optimism and open-mindedness.
- Offer respect and consideration to each other, staff, guests from other agencies, and the public.
- Work as a team.
- Be timely with attendance, communications, and reporting.

2. President and Vice President Selection and Rotation, Officer Roles and Duties

a. **Selection and Rotation.** The Board of Directors selects officers each December per the following criteria and guidelines:

i. **Timing of Selection.** The selection of Board officers (President and Vice President) shall take place annually, with the President elected first and the Vice President second, each by separate motion:
- In an election year, at the first Board meeting after elected Boardmembers are sworn in at a ceremony generally held on the same evening immediately before the meeting.
- In a non-election year, at the first Board meeting in December.

ii. **Eligibility.** The President and Vice President must have been elected to the Board of Directors rather than appointed. Eligibility for the offices of President and Vice President occur after twelve (12) months of continuous services following first election to the Board of Directors.

iii. **Rotation for Presidency.** Elected members who meet the requirements specified in Subsection ii above can rotate for Presidency:
- The Vice President is the President-elect under normal rotation.

- The elected member who has served the longest on the Board (in continuous service) without ever serving as President shall rotate to the Presidency.
- If all elected members of the Board have been President, the elected member who has served the longest on the Board (in continuous service) since last being President shall rotate to the Presidency.

iv. **Rotation for Vice Presidency.** Elected members who meet the requirements specified in Subsection ii above can rotate for Vice Presidency:

- The elected member of the Board who has served longest on the Board (in continuous service) without ever serving as President shall rotate to the Vice Presidency.
- If all elected members of the Board have been President, the elected member who has served the longest on the Board (in continuous service) since last being President shall rotate to the Vice Presidency.

v. **Tie Breaker.** If no member meets the rotation criteria in Subsection iii or iv above, or if there are members whose eligibility criteria are the same, then succession shall be determined by which member has served longest on the Board (in continuous service). If a tie still exists, the seated President shall call for a motion to nominate one of the tied members, unless one of the members opts to cede the leadership rotation to the other. If a tie persists after multiple motions, the seated President may request the District Secretary to draw lots to determine which member will serve as the next President or Vice President.

b. **Officer Roles and Duties.**

i. **Board President.** The President has no additional authority beyond those of any other Director. The following are the roles and responsibilities of the President:

- Serve as presiding officer at Board meetings that the President attends. If the President's attendance at an in-person Board meeting is via teleconference, logistically it is better to allow the Vice President to preside because that Director is physically present at the meeting.
- Maintain proper conduct of Board meetings:
  - Facilitate effective and efficient meetings, including but not limited to ensuring appropriate opportunities for public participation and managing the time.
  - Keep the Board focused on the discussion at hand and true to its proper role and responsibility.
  - Avoid diversions from the agenda or disruptions in the conduct of District business.
  - Maintain proper and appropriate parliamentary procedure and agenda management (e.g., ensure that actions are taken with proper motions and

seconds).
    - Acknowledge and diplomatically facilitate appropriate public participation in the activities of the Board.
- When necessary and appropriate, call a special Board meeting through the District Secretary.
- Vote, discuss, and make motions the same as other members of the Board. However, as the Board meeting facilitator, the President will typically refrain from making motions and seconding motions.
- As the meeting facilitator, typically, allow other Directors to complete their comments on an item before offering the President's.
- Keep the meeting discussions focused on properly noticed agenda items and steadfastly move the Board toward making decisions.
- Sign various Board-approved documents on behalf of the Board.
- Propose for Board approval, standing and ad-hoc Committees considering the policy and business needs of the District (see subsection iii below).
- Propose the membership of each Committee, including two regular members and one alternate for each Committee, subject to approval by the Board.
- Act as official head of the District for ceremonial purposes.

ii. **Vice President.** The Vice President performs all duties of the President in the event of the President's absence.

iii. **Guidelines for Establishing Committees.** If so desired, the President will propose a set of standing Board Committees at the start of the term, as well as propose which Directors are to serve on each Committee, per this traditional process:
- At the meeting at which the President is elected, the President asks the Directors to provide input on which Committees they might be interested in serving.
- At the following meeting, the President proposes a set of standing Committees and membership of two representatives and one alternate for each Committee.
- The Board considers the President's proposal by motion.
- The Committee term traditionally begins January 1, or shortly thereafter, as feasible.

3. Appointees of the Board of Directors

The Board appoints five District positions: General Manager, General Counsel, Independent Auditor, District Secretary, and Treasurer.

a. **The Role of General Manager.**

i. **Legal Requirements.** The Community Services District Law defines the General Manager as the highest-level management appointee who is directly responsible to

the Board for the implementation of the policies established by the Board (see CGC Sections 61002(f), 61040, and 61050 et seq.). The General Manager serves at the pleasure of the Board, and the Board sets the compensation of the General Manager (CGC 61050(d) and (e)). The General Manager serves as the District's chief executive officer and is responsible for the day-to-day operations and functions of the District. The responsibilities and duties of the General Manager specified by the law are as follows:

- Implement the policies established by the Board for the operation of the District (CGC 61051).
- Appoint, supervise, discipline, and dismiss District employees, consistent with the employee relations system established by the Board (CGC 61051).
- Supervise the District's facilities and services (CGC 61051).
- Supervise the District's finances (CGC 61051).
- If authorized by the Board, transfer funds between budget categories, other than transfers from the designated reserve for capital outlay (CGC 61111(b)).
- Co-sign promissory notes with the Board President (CGC 61131(c)).
- Prepare and file various reports.
- Serve as the District Treasurer (CGC 61050(c)), though traditionally, the Board has appointed a District Treasurer different than the General Manager.

ii. **Contractual Requirements.** The terms and conditions of the General Manager's employment are expressed in a contract with the District. That contract provides that the incumbent shall perform all duties and assume all obligations of the office of General Manager described in the job classification for the position of General Manager and shall be subject to all pertinent provisions of the ordinances, resolutions, rules, regulations, and all other lawful orders and directives of the District or the Board. The contract requires that all duties and obligations be performed in an efficient and professional manner and in conformance with the standard generally prevailing for the performance of the duties and obligations pertaining to the office of similar managerial positions of public or private entities, including but not limited to community services districts.

iii. **Job Classification.** The job classification for the position of General Manager is approved by the Board and specifies the required minimum qualifications (experience and training), knowledge, skills, and abilities as well as the duties of the position. Typically, the Board approves an updated job description by resolution.

iv. **Practices Based on Good Governance.** The role of the General Manager is also defined by the relationship between the position and the Board. In its simplest form, the relationship is defined as the Board setting policies for the District or providing policy-level guidance to the General Manager, and the General Manager being responsible for implementing those policies. The General Manager is responsible for the performance of the District within policy criteria established by the Board and is

accountable to the Board for all aspects of District operation. As such, the Board views all organizational successes and/or failures as those of the General Manager.

The Board's sole connection to the operational aspects of the District is through the General Manager. Decisions or instructions of individual Directors or Committees are not binding on the General Manager, who can only take direction from the Board. The Board can only give direction to the General Manager and not to other District managers or staff. The General Manager is available to all Directors to discuss District issues and strategies. The General Manager is the clearinghouse for all informational requests originating from Directors.

v. **Performance Evaluation for the General Manager.** The Board of Directors shall complete a performance evaluation at least once each calendar year for the General Manager. The performance evaluation shall be conducted in closed session. The District's General Counsel (or Special Counsel when directed by the Board) will facilitate the preparation of a formal written performance evaluation, as directed by the Board of Directors. At a minimum, the performance evaluation shall assess the General Manager's performance in the following areas:

- Goals established by the Board for the most recent 12-month review period
- Strategic planning
- Board facilitation and communication
- Interagency partnerships
- Representing the District outside the organization
- Financial management
- Operations management
- Organizational leadership or change
- Staff development and continuity planning
- Employee relations
- Other areas as the Board deems appropriate

b. **The Roles of General Counsel and Special Counsel.** The primary obligation of both General Counsel and Special Counsel (hereafter may be referred to as Legal Counsel) is to provide all the legal options available, including advantages and disadvantages of each, and to advise of legal risks. The public official receiving that advice has the right to make policy decisions, based on the legal options provided and legal risk entailed.

i. **General Counsel.** The Community Services District Law provides that a District may engage professional services, including legal counsel (CGC Section 61060(g)). The Board appoints the General Counsel. The General Counsel serves as the primary legal advisor, is responsible for day-to-day legal questions and provides ongoing legal advice and opinions regarding the long-term interests of the District. The General Counsel is expected to provide high-quality, trustworthy, and responsive legal counsel in a professional manner to assist in accomplishing the District's goals and

objectives. When necessary, the General Counsel may represent the District in litigation matters and before administrative agencies, and in some instances manage Special Counsel appointed for a particular matter. The General Counsel should seek to practice preventative law in an effort to help the District recognize and manage risks in a timely and effective manner. Preventative law can limit the expenditure of District resources to defend legal actions, reduce the frequency and severity of disputes, and help the District maintain a positive image in the community.

ii. **Special Counsel.** The District may, at the District's sole discretion and without approval or consultation with General Counsel, hire outside Special Counsel. However, the District may, but is not required to, seek General Counsel's assistance in determining whether to utilize outside Special Counsel or in the selection process. The retention of Special Counsel may be necessary based on any number of factors, including the need for highly specialized knowledge, the provision of a defense by an insurer, or should a conflict of interest arise with the General Counsel on a particular matter. Unless prevented by a conflict of interest, General Counsel should facilitate and cooperate in the retention of Special Counsel services to ensure the District receives accurate and cost-efficient legal advice and services.

iii. **The District as the Client.** While the general practice of the District is for the Board to delegate day-to-day management authority to the General Manager, it is important to remember that Legal Counsel to the District represents the entity rather than any natural person (i.e., legal counsel is not the attorney for any individual director, District employee, or officer). The client in such a representation is the entity itself acting through its duly authorized directors, officers, employees or other constituents overseeing the particular engagement. (California Rules of Professional Conduct, Rule 1.13(a)). In the case of the District, the highest authorized authority is generally the Board of Directors. The Board may delegate this authority to the General Manager by action of the Board duly taken. The most common points of contact for Legal Counsel are the General Manager, the District's senior management, and to a lesser extent other District employees and individual Directors.

iv. **Hiring and Termination.** General Counsel and Special Counsel are hired by and may only be terminated by the Board unless those actions have been delegated to the General Manager by duly taken action of the Board.

v. **Performance Evaluation for the District General Counsel.** The Board of Directors will complete a formal performance evaluation at least once every 24 months, typically near the end of an even-numbered fiscal year. The General Manager may facilitate the drafting of a written performance evaluation, as directed by the Board of Directors.

c. **The Role of Independent Auditor.** The Board selects and appoints an independent auditor to support the Board and District by performing certain duties and responsibilities such as conducting an annual audit of the District's financial statements in accordance with Governmental Accounting Standards and to provide comments or recommendations resulting from the auditor's review of systems of internal controls in connection with the financial audit.

d. **The Roles of District Secretary and Treasurer.** The Board appoints a District Secretary and a Treasurer to support the Board and District by performing certain duties and responsibilities established by law for said positions.

i. **Performance Evaluations for the District Secretary and Treasurer.** Historically, the Board of Directors has appointed regular full-time employees of the District to serve as the District Secretary and Treasurer. When these offices are held by full-time employees of the District, the Board of Directors delegates to the General Manager or designee the responsibility for completing an annual performance evaluation for the individuals, as part of the individuals' regular performance evaluation in the individuals' regular full-time positions with the District. If these offices are held by individuals who are not regular full-time employees of the District, the Board of Directors will complete formal performance evaluations and may be assisted.

4. Working with District Staff

The following guidelines will enable a Director to quickly and efficiently get needed information without disrupting District business operations:

- Always start with the General Manager to obtain an answer or get the right person involved in the discussion, as needed.
- If the General Manager is unreachable, contact the Assistant General Manager.
- If neither the General Manager nor the Assistant General Manager is available, contact one of the senior managers (department heads).
- The District Secretary can help at any time with administrative matters (e.g., meeting scheduling, timesheets and expense reports, trainings, requirements such as Fair Political Practices Commission forms, and certain travel arrangements).
- The District's human resources staff can help at any time with issues dealing with a Director's personnel benefits or issues of a similar personal nature.
- Contact the General Counsel with legal concerns regarding Brown Act compliance, conflicts of interest, or should any non-performance related complaints regarding the General Manager be raised by an employee or member of the public.

Given the work environment and the General Manager's expectation that each senior manager (and employee) is responsible to complete assigned work, it is important that management has the ability to adjust staff's priorities.

When discussing a matter with staff, please keep in mind the following principles:

- Do not make assignments. It is quite easy for staff to interpret a simple question or comment from a Director as direction to drop current assignments and undertake some project, research, or investigation, creating the risk that important priorities and assignments are not completed on time or that the District does not fulfill commitments made to others.
- Take any information as work in progress and be cautious with the use of information. What is heard from a staff member may not be what the General Manager ultimately recommends. Very often, there are differences of opinion among staff as an issue is vetted prior to being presented to the Board. In addition, the General Manager's opinion given at an early point in a project may change as more information becomes known and before the matter is formally presented to the Board. Finally, keep in mind that it is hard for some staff members to say, "I don't know," when talking to a Director.
- Request information judiciously. The District is a public agency and therefore very little information, other than personal data about employees or customers, cannot be disclosed to Directors. However, take care not to overwhelm the General Manager and staff with requests for information.
- Let the General Manager know if disappointed by any response. Since the Board evaluates the General Manager on the performance of the whole staff, inform the General Manager when expectations are not met.

5. Board and Committee Meetings General Procedures

a. **Ralph M. Brown Act.** The District's Board and Committee meetings are open to the public and, with limited exceptions, are subject to the provisions of state law called the Ralph M. Brown Act (hereafter referred to as the "Brown Act"), also known as the Open Meeting Law (CGC Section 54950 et seq.). The Brown Act guarantees the public's right of access and participation in meetings of legislative bodies. Its provisions establish requirements for conducting public meetings, public noticing, public documents, communications, public participation, allowable discussions, meeting recordings, closed sessions, emergencies, exceptions, and other procedures. With limited exceptions, all Board meetings must be publicly noticed in advance of the meeting to inform the public about the business of the District and to provide an opportunity for public participation. Typically, printed agendas must be posted at least 72 hours before regular meetings. The Board is prohibited from discussing or taking action on matters not on the official agenda.

The Brown Act prohibits Directors from discussing District business with other Directors outside Board or Committee meetings. The normal definition of a meeting is the congregation of a majority of the members of a legislative body at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the legislative body. However, it is possible to hear, discuss, deliberate, or develop a consensus among a majority of the Board without a majority of members being physically present at the same time and place. Effective in 2009, the Legislature amended the Brown Act to state that "a majority of the members of a legislative body shall not, outside a meeting authorized by this chapter, use a series of communications of any kind, direct or through

intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter jurisdiction of the legislative body" (CGC Section 54952.2(b)(1)).

The Brown Act does not impose an absolute prohibition on all discussion outside meetings that may involve a majority of Directors. This additional clarification took effect in 2009: "Paragraph (1) shall not be construed as preventing an employee or official of a local agency from engaging in separate conversations or communications outside of a meeting authorized by this chapter with members of a legislative body in order to answer questions or provide information regarding a matter that is within the subject matter jurisdiction of the local agency, if that person does not communicate to members of the legislative body the comments or position of any other member or members of the legislative body" (CGC Section 54952.2(b)(2)).

Effective January 1, 2026, and pursuant to CGC Section 54953(c), a Director with a disability may participate in a Board meeting remotely (e.g. teleconferencing) as a reasonable accommodation under any applicable law. A Director may also participate remotely in a Board meeting under certain circumstances, including for "just cause" under CGC Section 54953.8.3. Directors should contact District staff as soon as practicable to make such accommodations.

b. **Rosenberg's Rules.** The District's Board and Committee meetings are conducted following the general guidelines of Rosenberg's Rules of Order: Simple Rules of Parliamentary Procedures for the 21st Century (see Appendix A, League of California Cities, 2011). These guidelines can be especially helpful when the Board is discussing controversial issues.

6. Types of Board Meetings

There are four types of Board meetings: regular, special, adjourned, and emergency.

a. **Regular Board Meetings.** Most District business is conducted at regular Board meetings. The dates, times, and locations of regular Board meetings are established by resolution of the Board. The agenda for a regular Board meeting must be posted in a public place at least 72 hours prior to the meeting. Regular Board meetings held in the District's Boardroom are video recorded and the recordings are posted to the District's website. Every effort is made to provide a recording of each regular Board meeting, though technical issues or disruptions can occur.

b. **Special Board Meetings.** Occasionally, special Board meetings are held for the purpose of discussing a special topic, for a workshop, or if it is necessary to hold a meeting at a time or date other than the regular Board meeting. Special Board meetings may be called at any time by the Board President, a majority of the Board, or the General Manager. They may be held at a time and place desired by the Board but generally must be convened within the District's service area. Written notice must be given to Directors, the media, and the public 24 hours in

advance of a special Board meeting. The agenda for a special Board meeting must be posted in a public place at least 24 hours prior to the meeting.

c. **Adjourned Board Meetings.** After any regular or special Board meeting has been called to order, it may be adjourned by the Board to another date, time, and place if the business of that meeting has not been completed or if the Board's deliberations would benefit from continuing the meeting at another time or in another location. Also, if less than a quorum is present, the Directors who are present (or, if none are present, the District Secretary) can adjourn the meeting to another date, time, and place.

d. **Emergency Board Meetings.** The Board may hold an emergency Board meeting when prompt action is necessary due to the disruption or threatened disruption of public facilities. There are two levels of emergency. An emergency is a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the Board. A meeting to deal with such a situation may be called on one hour's notice to the newspapers and media outlets that have requested notice of meetings. A dire emergency is a crippling disaster, mass destruction, terrorist act, or threatened terrorist act that poses peril so immediate and significant that advance notice to media is not required; notice may be at or near the time Directors are notified.

e. **Board Meetings Outside District Service Area.** Regular or special meetings of the Board may be held at a District-owned facility outside the District's service area provided that the topics of the meeting are limited to items directly related to that facility. There are other limited times when a Board meeting may be held outside the District's boundaries (examples include but are not limited to multi-agency meetings, meetings with Legal Counsel, or meetings to inspect real property). General Counsel should be consulted for the particular requirements related to these and other limited exceptions.

7. Types of Committee Meetings and Committee Communication

The District has two types of Board Committees, deliberative and liaison. Both are subject to the Brown Act. Although composed of only two members (less than a quorum), the Committees are subject to the notice and open meeting provisions of the Brown Act, as they have a continuing subject matter jurisdiction. Committee assignments are typically recommended by an incoming Board President each year and confirmed by the Board.

a. **Deliberative Committees.** A deliberative Committee is one with a particular subject matter jurisdiction. The Board establishes the Committee's mission or scope of responsibility. The Committee makes recommendations to the Board upon matters within its scope. A deliberative Committee may deliberate and recommend changes in District policy or direction but may not create or change policy or direction.

b. **Liaison Committees.** Liaison Committees enable the Board to receive information from other agencies and to convey the Board's policy positions to those agencies. Unless specifically charged by the Board with doing so, Liaison Committees do not deliberate or recommend changes to District policy.

c. **Communications from Committees.** To reduce the risk of communications that could result in impermissible deliberation or consensus building, there are ground rules for communicating between different Committees (or their respective members) through either the Board or the General Manager. Committee meetings will have pre-published agendas and formal procedures such as full Board meetings.

8. Board and Committee Meeting Discussions—Open Session Versus Closed Session

Board and Committee meetings can have open session as well as closed session topics for discussion.

a. **Open Session Discussions.** The Board and its committees transact the vast majority of the public's business in open session. Open sessions are those portions of the Board or Committee meetings that are open to the public and at which the public can address the Board or Committee and comment on any item of business being considered or on any matter within the District's mission.

b. **Closed Session Discussions.** In general, the Brown Act directs the District to conduct all of its business in public. However, the Board and its Committees may also meet in closed session under a series of carefully defined exceptions to the Brown Act. Closed sessions are used when the public's interest could be adversely affected if the Board's or Committee's discussion took place in public.

Matters discussed in closed session are strictly confidential. Disclosure of information from a closed session may prejudicially impact District interests and can result in the possible censure by the Board of a Director who breaches the confidentiality requirement. Willful violations are classified as misdemeanors under the law and can be prosecuted by the District Attorney or result in the issuance of an injunction against such conduct by a court. To protect the confidentiality of information presented in closed session, staff will collect all written material distributed during the session at the end of the session. Closed sessions are used to give direction to District negotiators for:

- Labor contracts with District employees
- Acquisition or disposal of real property
- Conferring with Legal Counsel regarding claims, threats of litigation, initiation of litigation, or discussing actual litigation in which the District is involved
- Evaluating the performance of a public employee
- Dealing with the hiring, dismissal, or discipline of a public employee
- Dealing with certain security matters

9. Joint Exercise of Powers Authorities

A Joint Exercise of Powers Authority (JPA) is an independent decision-making governmental agency.

a. **Communicating at JPA Meetings.**

- At meetings of a JPA Board, a District Director serves as a JPA Director, a role that is different from the role at a Liaison Committee meeting.
- When serving on a JPA Board, the California Attorney General has opined, and the Joint Powers Act suggests, that a Director has independent discretion apart from the agency Board to which the Director was elected. In other words, a JPA Director owes primary duty to the JPA when acting in that capacity. However, since a District Director serves on a JPA Board at the pleasure of the District Board, the District Board can terminate the Director's appointment to the JPA at its sole discretion and without a showing of cause for the termination of that appointment.
- Subject to the points above, if the District Board has discussed a matter and arrived at a decision, the JPA representatives should advocate and vote as decided by the District Board, unless the JPA representative voting on the matter believes this to create a conflict between the respective duties to the JPA and the District.
- Should there be such a conflict around a specific issue, either between the best interest of the JPA versus the best interest of the District or between the majority District position and the representative's individual view, prior consultation with the General Manager and/or General Counsel is advised.
- The Board President considers the individual views of a Director when suggesting appointments to JPA positions to avoid potentially awkward situations. If the representative Director knows there is a serious personal conflict, the Director can ask to be replaced by the alternate for those meetings dealing with the issues of concern.
- Matters discussed in a closed session of the JPA are subject to the same confidentiality obligations as a District closed session. However, there are certain exceptions and exemptions to this general rule. Specific concerns over what may be discussed with the District Board and under what circumstances should be addressed with the General Counsel.

b. **JPA Board Officers Rotation.** The DSRSD Board of Directors establishes rotational criteria and guidelines for the nomination of a District Director, who is serving on the JPA Board as a District representative, to become a JPA's Board officer Chair or Vice Chair, as follows:

- District Directors shall nominate, accept nomination, make motion or second, and vote in a manner that causes the result specified in this policy.
- Except as provided herein, the District representatives appointed to the Board of a JPA shall rotate between themselves the opportunity to hold the office of JPA Chair.
- When two District Directors are concurrently appointed to a JPA Board, the District Director with greater tenure on the District Board shall first serve, when the opportunity arises, as Chair or in a position which leads to Chair of the JPA Board. When tenure is

equal on the District Board, the President shall call for a motion to nominate one of the tied members to serve first, when the opportunity arises, as Chair or in a position which leads to Chair of the JPA Board, unless one of the tied members opts to cede the leadership rotation to the other. If a tie persists after multiple motions, the seated President may request the District Secretary to draw lots to determine which member will serve first.

- In the event that one new representative of the District is appointed to a JPA Board and in the further event that the remaining District representative to that JPA Board has previously served as Chair of that JPA Board during that representative's current uninterrupted tenure on the District's Board, the new District representative shall first serve, when the opportunity arises, as Chair or in a position which leads to Chair of the JPA Board. This shall apply provided that the new representative has served on the JPA Board for a period of at least one year at some time in the past when the opportunity arises.
- In the event that one new representative of the District is appointed to a JPA Board and in the further event that the remaining District representative to that JPA Board has never served as Chair of that JPA Board, the remaining District representative shall first serve, when the opportunity arises, as Chair or in a position which leads to Chair of the JPA Board.
- On a JPA Board where the Vice Chair, or any other officer, ascends to Chair automatically or by policy or practice of that JPA Board, this policy shall apply to the selection of Vice Chair, or any other officer, of that JPA Board.
- The District Director in line for the Chair or Vice Chair in accordance with this policy section may decline that office. In that case, the terms of this policy section shall apply as to the second Director.
- To the extent this policy section does not result in the intended result due to the votes of other members of the JPA Board, the District representatives to the JPA shall report that outcome to the DSRSD Board.

10. Board Agenda Items

a. **Items Originating from the General Manager.** Many items on the agenda originate with the General Manager and District staff. The following types of items are typical:

- Matters on which policy direction from the Board is required.
- Items with overarching policy implications (e.g., labor negotiations, budgeting, strategic planning).
- Actions required by law (e.g., consolidation of District elections, amendment of the Conflict of Interest Code).
- Intermediate actions in the overall implementation of a Board-approved project or program (e.g., awarding construction contracts, considering an environmental review document).

- Discretionary decisions for which authority has not been delegated to the General Manager.
- Informational items to keep the Board current on a matter or to allow the Board to discuss the implications of continuing on a previously agreed course of action.
- Items with critical timing.
- Proclamations honoring special events or individuals.

b. **Items Originating from or of Interest to a Director.** A Director may ask that a new item be placed on a future Board or Committee agenda during the Boardmember items portion of a Board meeting. The item will be placed on a future agenda with the consent of the Board, or a formal majority vote, if appropriate under the circumstances. In such cases, the advance notice requirements of the Brown Act only allow the Board to decide to place such a matter on a future agenda for action or discussion; the matter cannot be discussed at the meeting at which it was first mentioned.

c. **Items Originating from the Public.** During the public comment portion of a Board or Committee meeting, members of the public may ask to have an item placed on a future Board or Committee agenda. If the Board or Committee desires to have the item placed on a future agenda, it will direct the General Manager to do so through a properly seconded and approved motion. The Board or Committee may not discuss the matter brought up by the public at the same meeting at which it is first mentioned.

11. Board Meeting Agenda Outline and Meeting Procedures

The Board meeting agenda is an informational, decision-making, and management tool. It presents the issues under consideration and provides a brief general description of actions the Board will consider taking. The agenda is accompanied by a packet of supporting materials designed to aid decision-making by presenting, in sufficient factual detail, the issues and options which are to be used in the decision-making process. Typically, each item presented to the Board includes recommendations for specific actions. The agenda of each Board meeting generally includes the elements described below.

a. **Call to Order.** The President of the Board shall strike the gavel and begin the Board meeting. In the absence of the President, the Vice President shall call the meeting to order. In the absence of both the President and Vice President, but with the presence of a quorum, the District Secretary shall call the meeting to order and as the first item of business facilitate the Board to decide by motion which Director will chair the meeting. If the motion is made, seconded, and passed (requires a 3-0 vote) the Director so named presides over the meeting. If no such motion is passed, the District Secretary will administratively facilitate the meeting by calling for agenda items; the District Secretary shall not make motions or seconds, vote on any item, nor participate in any policy-level deliberations or discussions at the meeting.

b. **Pledge to the Flag.** The person calling the meeting to order shall lead the Directors, staff, and public in the pledge of allegiance to the flag of the United States of America.

c. **Roll Call, Determining and Maintaining a Quorum.** The District Secretary calls the roll of the Directors and records the names of those present and those absent in the minutes of the meeting. If a Director enters the meeting late or departs early, these times also are recorded in the minutes. If a quorum of the Board (three Directors) is not present, no further proceedings or discussions may occur and the District Secretary announces that the meeting is adjourned for lack of a quorum.

The Board must maintain a quorum throughout the meeting in order to conduct business. However, the meeting may be adjourned with less than a quorum by those Directors who are present; if no Directors are present, the District Secretary shall adjourn the meeting.

d. **Special Announcements and Activities.** During this section of the meeting, the General Manager or staff members designated by the General Manager address the Board with matters such as introducing a new District employee, acknowledging or giving a special award, or recognizing an event, local students, or dignitaries.

e. **Public Comment.** At every Board meeting, members of the public are allowed to address the Board on any item of interest within the subject matter jurisdiction of the Board that is not already included on the posted agenda. The Board President asks anyone desiring to make public comments to fill out a speaker card with their name and address so that the minutes accurately reflect the speaker's identity and affiliation, and so that the District can contact the speaker if necessary. Members of the public may decline to provide a speaker card and shall be allowed to address the Board. The President calls speakers to the lectern to address the Board. Public comments are limited, as noted on the agenda, to five minutes per speaker, or as otherwise determined by the presiding officer of the meeting. Directors may ask clarifying questions but cannot take any action on, discuss, or debate the matters presented during the public comment period. As noted previously, members of the public also may make a request to have an item placed on a future agenda.

f. **Agenda Management.** At this point in the meeting, a Director or the General Manager has an opportunity to propose rearranging the order of items on the agenda. The Board President will rearrange agenda items if the need should arise. For example, a closed session may be moved to an earlier time in a meeting, or a Board business item may be moved ahead of another item due to some unusual circumstance or if audience members are present for a particular agenda item.

g. **Consent Calendar.** Matters listed under the consent calendar are considered routine and generally are acted upon by a single, consolidated motion. Directors normally do not discuss consent calendar matters. If the Board has simple clarifying questions about one or more items, these may be asked and answered by staff before approval of the consent calendar. However, it may be appropriate to remove an item and discuss that item separately. This typically happens in the following situations:

- If a Director has a concern about an item and wishes to discuss it at length. Any such request by a Director is automatically granted. When a Director wishes to remove an item for discussion, it is helpful if the Director contacts the General Manager before the Board meeting to explain the concern. This enables staff to provide information that might be needed to further the Board's discussion.
- If the General Manager requests that the President remove an item from the consent calendar so staff can clarify for the record inaccuracies in the written material provided to the Board, to present new information that came to staff's attention subsequent to the preparation of the agenda, or for other similar administrative reasons. Any such request by the General Manager is granted unless a majority of the Board objects.

Once any item is removed from the consent calendar, the remaining items are considered and approved by a single, consolidated motion. The removed items are then discussed and considered individually. If there are any speakers from the public who wish to speak on one or more items from the consent calendar, these comments shall be heard by the Board prior to approval of the consent calendar.

h. **Approval of Minutes.** At each regular Board meeting, the Board receives draft summary minutes of recent regular and special Board meetings. The Board considers and approves each set of minutes by motion. Typically, the minutes are considered on the consent calendar, however, the Directors may suggest revisions. The Board then considers and may approve the proposed revision(s) as part of the motion to approve the consent calendar, or they may take a separate action if the change being requested is complex or contentious. Directors may, but are not required to, vote on minutes of meetings they have not attended, based on their reading and consideration of the written minutes as drafted. Nevertheless, it is common practice for a Director to abstain from voting on minutes from a meeting that they did not attend.

The laws under which the District operates require the District to retain minutes taken of the proceedings of the Board and Committees that qualify as "legislative bodies" under the Brown Act (CGC Sections 54952(b), 54953(c)(2), and 60201(d)(3)). In addition, minutes and other written reports are required to be made in certain circumstances specified in various statutes (CGC Sections 53232.3(d), 54956.5(e), 61047(c) and 61047(e)(2)-(5)). The format of the written record is not a legal matter; rather, the Board may choose a preferred style to reflect its decisions, actions, and policies. The Board has the sole discretion to approve the contents and format of the minutes.

In accordance with the District's Records Retention Policy, as required by CGC Section 60201(d)(3), Board meeting minutes are a "permanent record," and as such, will be kept permanently. Minutes are stored in the District's trusted electronic content management system and current minutes are posted to the District's website. In addition, regular Board meetings held in the District's Boardroom are video recorded and the recordings are posted

to the District's website. Exceptions may occur when technological issues or disruptions arise.

The meeting minutes shall be prepared in brief summary format documenting:

- Action items, motions, seconds, and votes;
- Summarized comments made by members of the public;
- "For the record" statements made by Directors; and
- Policy reasons for decisions made

i. **Board Business.** Board business is the section of the agenda where the Board considers and decides the more complex or significant matters of the District's business or conducts formal public hearings when required to do so by an applicable law or regulation. Some items require an action by the Board; others are informational. In some cases, the Board will discuss a matter without making a decision and refer the matter back to staff for further development.

j. **Reports and Boardmember Items.** During this section of the meeting, Directors are invited to comment on their District-related activities, including JPA and Committee meetings attended. Summaries of recent JPA meetings and Committee meetings are provided to the Directors via verbal updates at Board meetings. A Director not representing the JPA or Committee may ask clarifying questions about matters discussed but must be cautious about discussing the matter until or unless it is a properly noticed Board agenda item. The JPA and Committee minutes are approved at the next JPA Board or Committee meeting. The minutes are posted on the District's website upon finalization or approval.

Additionally, Directors may request future agenda items for Board discussion. At the direction of the President, and with the concurrence of at least two other Directors, any new item that requires Board consideration will be calendared on a future Board agenda for further discussion by the Board. The Board may only discuss a new item for the following purposes: to allow understanding of what is being proposed or to enable District staff to understand the issue being raised.

k. **Staff Reports.** The General Manager, General Counsel, or, at the General Manager's direction, District staff verbally report on upcoming events and meetings of interest or importance to the Board, recent occurrences, urgent Board correspondence, and informational matters that may have significance to the District.

Any urgent Board correspondence (addressed to or copied to the Board or an individual Director), not already announced during a particular agenda item, is verbally reported to inform the public what has been received and transmitted to the Board. Directors are encouraged to make a similar report if they have received urgent correspondence that has not been sent to staff. Correspondence reported under this item (as well as all material first

made available on any agenda item at the Board meeting) is maintained by the District in accordance with the Brown Act.

l. **Closed Sessions.** Closed sessions are typically scheduled at the end of the meeting and legally allow the Board to discuss certain confidential or sensitive District-related matters.

m. **Reports from Closed Sessions.** Upon returning to open session, the Board President will, as required by law, announce any reportable action taken in closed session as recommended by Legal Counsel.

n. **Adjournment.** The Board President will adjourn the meeting and announce the time of adjournment for the record. The meeting may be adjourned if there is less than a quorum present by action of those Directors who remain in attendance; if no Directors are present, the District Secretary may adjourn the meeting. Occasionally, meetings are adjourned in memory of a staff member or Boardmember of the District.

12. Practices for Transacting Board Business Agenda Items

a. **Introducing an Item.** The Board President announces each agenda item, referencing the item number and the recommended Board action.

b. **Staff Presentation.** The General Manager, or assigned staff member, summarizes the item being considered, including background, pertinent facts and details, analyses conducted by staff, and presents options available for the Board's consideration. On occasion, a consultant may assist staff in presenting an agenda item. The staff recommendation is included as part of the presentation.

c. **Public Comment.** The Board President then opens the agenda item to the public for comment. The public must have an opportunity to comment on every agenda item. Sometimes this is done very formally through a public hearing. Other times, the President simply asks the audience if there are any comments. The President will ask speakers to fill out a speaker card, however, it is optional. If it is obvious that no potential speakers are present, there is no need to formally call for public comment. In the event the District has received written correspondence from the public on the matter after the publication of the agenda, that written correspondence will be presented to the Board at this time.

d. **Discussion.** Directors ask questions of the presenter and discuss the subject matter after the staff presentation. Questions and comments are to clarify the matter and the recommendation. A formal motion should not be made until after all Directors have asked their questions and made any comments, and until after any public comments have been heard.

e. **Motion and Second.** After public comment, a Director may make a motion regarding the action to be taken on the item. The motion must be seconded before additional discussion, debate, or deliberation on the matter is permitted. A motion fails if it does not receive a second.

f. **Further Discussion.** After a motion is properly made and seconded, the Board may hold additional discussion of the item in an attempt to reach a decision. During this time the Board may ask staff or the public additional questions or seek the advice of the General Manager and/or General Counsel. As deliberation by the Board ensues, the motion may be amended or withdrawn, or a substitute motion offered. These actions must follow the procedures adopted by the Board as noted in Rosenberg's Rules of Order in Appendix A.

g. **Decision.** When the Board President senses that discussion has run its course, or when a motion to call the question is properly made and seconded, the President calls for a vote on the motion on the floor. After hearing the results, the President announces the vote. Voting may be by voice or roll call, at the President's option for in-person meetings. By law, a roll call vote must be taken when one or more Directors attend via teleconference.

h. **Majority Vote Required.** A majority vote of the Board is required for any action to be taken by the Board (i.e., there must be a minimum of three affirmative votes) regardless of how many Directors are present. This is a legal requirement. In certain instances, a supermajority vote (a vote that requires more than three votes for passage) of the Board is required (e.g., to adopt a resolution of necessity to condemn real property or to add an emergency item to an agenda). In those cases, the General Counsel will provide guidance.

i. **Actions Taken by the Board.** The Board of Directors approves items in the following ways:

   i. **Motion.** The Board uses a motion to submit a matter for action. A motion can be a parliamentary tool used by a Director (plus another Director who seconds the motion) to place a matter before the entire Board for its consideration. A motion also can be a legislative action used to authorize or approve action on simple matters that are routine in nature, such as providing direction to staff, communicating a District position, approving a task order, increasing a purchase order amount, or approving a proclamation. The minutes of the Board meeting prepared by the District Secretary document the Board's determination on these matters. A motion is always used to place a recommendation before the Board to approve a resolution or adopt an ordinance. If clarification on direction to staff is necessary, the General Manager may request the Board provide a formal motion.

   ii. **Resolution.** A resolution constitutes a more formal written expression of the will of the Board as the District's legislative body. Resolutions represent an official Board action and/or position taken on a particular issue that is considered to be more temporary in nature than an ordinance but for which a separate permanent record is

needed or desired. Resolutions preserve the history of the action taken in a separate official instrument in addition to documentation in the Board's minutes. Resolutions become effective immediately and remain in effect until rescinded, cancelled, expired, or superseded by the Board acting by means of a new resolution or ordinance. Resolutions typically are used to adopt or rescind policies, approve certain agreements, adopt pay schedules, approve memoranda of understanding with bargaining groups, and establish or amend job classifications. Resolutions can be used to establish or modify the rates and charges the District imposes for receiving services from the District. Resolutions related to rates and charges may require a public hearing be conducted. Given the nuances of the law in this area, the General Counsel should always be consulted to determine the proper instrument for approving rates and charges.

iii. **Ordinance.** An ordinance is the most formal form of action that can be taken by the Board. Ordinances are used to establish the local laws that are within the District's power to enact and are applicable throughout the District. Ordinances may apply only to matters not covered by federal or state law. An ordinance is also the authorizing instrument to change the District Code, which is a compilation of the rules and regulations of the District. State law requires that some ordinances be published or posted prior to or following adoption. In some cases, a public hearing is required. An ordinance generally becomes effective 30 days after adoption unless it expressly provides otherwise or is adopted as an emergency ordinance. Ordinances remain in full force and effect until repealed, modified, or superseded by the Board in another ordinance, or by action of the voters through initiative or referendum. Everyone at the District, including the Board, is bound by the requirements of an ordinance. Ordinances are the law of the District and must be enforced by staff, who have no discretion to act otherwise. Only the Board itself may waive, modify, or suspend an ordinance by the enactment of a subsequent ordinance.

13. Board Meeting Preparation and Information

District staff prepares a detailed agenda packet summarizing the business to be transacted at a Board meeting and makes it available to the Directors and the public on the District's website. Materials for the closed session portion of the agenda, if any, are not made available to the public. For regular meetings, agenda packets are published no later than Saturday of the week preceding the meeting because the Board meets on Tuesdays and the law requires 72 hours advance posting of the agenda for the public. Directors prepare for Board meetings by studying the Board agenda packet that includes various information for any given item, as described below. If a Director has questions about the information in the packet, they should contact the General Manager, or appropriate senior manager (department head), for clarification or further explanation.

a. **Staff Report.** The staff report explains an item. Each item to be considered by the Board (including matters on the consent calendar, meeting minutes being an exception, as well as those listed as Board business) will have a staff report. It includes the following information:

i. **Title of Item.** The title is a brief description of the item. The title on the agenda matches the title on the staff report, and the wording must comply with Brown Act requirements to provide a brief general description of the item. The title determines the nature of the actions the Board is allowed to take or the information that the Board may receive.

ii. **Recommendation**. The staff recommendation for action is presented at the top of the staff report. The recommendation is phrased in such a way so that a Director may read or make specific reference to the recommendation when making a motion.

iii. **Summary.** This is a short, general summary of the action being considered by the Board. Additional details are provided, if necessary, in subsequent sections or other supporting documents.

iv. **Background.** The background section provides a more detailed and thorough review of a matter's history when warranted.

v. **Discussion.** The discussion section provides a deeper understanding of the matter and often includes illustrations and detailed financial information.

vi. **Strategic Plan Alignment.** The strategic plan alignment section explains how the item supports the District's Strategic Plan goals, strategies, and/or objectives.

vii. **Fiscal Impact.** The fiscal impact section discusses the impact on the budget, any financial obligations, and total project cost (known or estimated) associated with a recommended action.

viii. **Next Steps.** The next steps section explains future follow-ups, tasks, or actions based on the recommendation.

ix. **Item Summary Box.** The item summary box located at the bottom of the first page of the staff report provides the item's originating department and staff contact(s), cost and funding source, and identifies any attachments included such as a resolution, an ordinance, or other pertinent attachments to the staff report.

14. Use of Electronic Devices During Meetings

a. **Access to Agenda Materials.** All Board and Committee agendas are posted at the District Office, as well as on the District's website (www.dsrsd.com). Board meeting and Committee

meeting minutes are posted on the website, as are any video recordings of District Board meetings. Directors can download agenda materials for Board and Committee meetings from the website, saving the District the cost of printing and delivery. Directors should notify staff if they wish to receive paper agenda materials.

b. **Appropriate Use of Electronic Devices in Public Meetings.** The appropriate use of electronic devices by Directors can save money and increase the productivity of District staff. However, barring a personal emergency or similarly urgent situation, Directors should not use such devices for any sort of communication (emailing, texting, checking voicemails, etc.) while a public meeting is in progress. Doing so carries risks, including the following:

- The integrity of the open meeting can be questioned by anyone concerned that a Director is communicating with someone not present at the meeting, an audience member, or even a fellow Director or staff, about an agenda item in a manner that is not available to all present at the meeting.
- A violation of the Brown Act may be alleged if a Director is communicating electronically about an agenda item during a public meeting.
- If there is a Brown Act violation, the actions that the Board took related to that violation can be invalidated.

15. Best Practices for Effective Board Communications

a. **General Guidelines.**

- Make no promises for the Board or the District.
- Confer with the General Manager when in doubt – staff is always available to advise you on how best to proceed.
- Maintain neutrality when required by not discussing nor commenting upon matters that are quasi-judicial in nature – such as, but not limited to, administrative hearings on personnel matters or environmental impact reports – until the entire record is presented to the full Board, it is imperative that a Director maintain an open mind on such matters until after all information has been entered into the public record and presented to the full Board.

b. **Communicating with the Public.** A Director can always communicate with District constituents. When doing so, please keep the following in mind:

- Inform the General Manager as soon as possible about concerns you hear from your constituents. Many times the concern can be handled administratively or is already a work in progress.
- Do not make personal commitments or promises for the District because only the Board can commit the District to an action or policy.
- Understand that very often there is a fair amount of background to an issue and you may have heard only one perspective.

c. **Communication with Other Agencies.** A Director can attend meetings of other public agencies. When doing so, please keep the following in mind:
- You are encouraged to introduce yourself so everyone knows you are present.
- If you are speaking for the District at another agency's public meeting, always clearly state that what you are saying has been approved by the Board and do not deviate from the message and/or position.
- Be clear when the Board has no position on an issue.
- Be positive and cooperative in comments and attitudes about people and other agencies (particularly in public).
- Communicate in a way that builds positive relationships and goodwill.
- Remain positive in outlook, comments, and tone, particularly in public.
- Work on building and improving positive relationships.
- Learn about and understand the interests and needs of the other agencies.
- Informal interactions help build connections better than formal interactions.
- Whatever happens, model good behavior, keep communications professional and civil, and always show others the same respect you hope to receive in return.

d. **Speaking as a Private Individual.** It is acceptable to speak as an individual on issues not related to District business, but make it clear that your remarks are solely your own.
- If you speak as a private citizen at a public gathering, clearly state that you are doing so.
- Keep in mind that even when you say you are speaking as a private individual many in your audience nevertheless hear your comments in light of your position as a District Director.
- Apply common sense.
- Avoid personal statements that might be interpreted as District policy.

e. **Communicating with the Media.** If you choose to talk with the media, the following practices can help you can help you present your thoughts effectively:
- Do not use the phrase, "No comment," as this phrase has been stigmatized and may be interpreted negatively.
- Feel free to refer media inquiries to the General Manager or confer with the General Manager prior to speaking with the media to ensure that you are fully briefed on the facts associated with the topic at hand.
- Feel free to use and ask staff to prepare talking points so as to convey a consistent message about District actions.
- If you communicate with the media before you vote on a matter, you can inadvertently become a party to a serial meeting in conflict with the Brown Act if the media were to poll other Directors and share with them your predisposition on a matter.
- Assistance should be sought from the General Manager and/or Legal Counsel prior to responding to any request for comment regarding any claim or matters that are in litigation or likely to result in litigation.

f. **Communicating on Social Media Platforms.** DSRSD maintains a social media presence on multiple social media platforms with District-specific accounts. Directors are encouraged to rely on the District for social media communications regarding District matters and are responsible for managing their own personal social media accounts.

Directors may use personal social media accounts to respond to questions, share information, or gather input from constituents. When doing so, an important consideration is that communications on personal social media accounts may be subject to public records laws, could inadvertently violate the Brown Act, and may create public records that must be disclosed. If a Director chooses to use personal social media accounts to discuss District-related topics, they should adhere to the following:

- Identify as a Director when posting a comment on the District's social media accounts to ensure compliance with the Brown Act.
- Refrain from posting, commenting on, sharing, or forwarding another Director's social media content related to DSRSD issues to ensure compliance with the Brown Act. This includes "liking," "disliking," or using emojis on such posts. It is acceptable to share posts directly from the District's official accounts.
- Provide factual information and refer individuals to the official DSRSD website or District social media accounts for accurate and complete details.
- Unless the topic is completely unrelated to District matters, avoid deleting comments or blocking individuals on personal pages. If content related to District matters is removed or deleted, or a user commenting on District matters is blocked due to threatening, harassing, or discriminatory content, please forward a copy of the deleted or removed content to the District Secretary, who will save the content consistent with the District's records retention policy.

16. Formal Board Correspondence—Received and Sent

Formal Board correspondence items received by the District that are policy-related in nature addressed to the Board, a Board Committee, or an individual Boardmember shall be reviewed and processed by the District Secretary according to procedures set forth by the General Manager. Items received by the District that are of a non-policy nature, including correspondence such as meeting/event invitations, announcements, newsletters, advertising, general correspondence, or other items of a similar nature, would not be processed as formal correspondence.

Formal Board correspondence sent by the District shall be on District letterhead and must be approved by the Board at a noticed meeting and shall be signed by the Board President. Individual Directors may not initiate formal correspondence on District letterhead without prior Board authorization. If a Director desires to send formal correspondence (on District letterhead or otherwise implying the official position of the District), the correspondence shall be furnished to District staff in draft form for inclusion in the next Board agenda. The Vice President, or other Directors, may also sign in the absence of both the President and the Vice President when requested to do so by the General Manager, designee, and/or District Secretary. In an

urgent situation when no Director is available or willing to sign such correspondence, the General Manager, designee, and/or District Secretary are authorized and directed to sign the correspondence "on behalf of the Board of Directors." The General Manager will prepare correspondence for a Director's signature needed to conduct routine District business, or for non-routine business when directed by the Board.

Individual Directors may send informal correspondence in whatever form they desire (letters not on District letterhead, email, texts, postings, etc.) without approval of the Board. All communications to and from a Director related to District business should be considered to be a public record (even those originating from personal email) and subject to disclosure under the California Public Records Act (CPRA). Electronic communications are potentially discoverable if legal proceedings are involved; they are often retained by and can be retrieved from electronic devices, software programs, and/or the companies that provide such services, even if deleted from display.

Directors are strongly discouraged from using personnel email for District business. In addition to being subject to discovery per the CPRA, personal emails present various cybersecurity risks such as account compromises, phishing and malware, data leakage, and impersonations. Personal email accounts lack the necessary protections that the Directors' District email accounts provide.

When a Director receives communications related to District business, consider:

- Using the response as an opportunity to open a subsequent verbal communication with the constituent; and
- Referring the matter to the General Manager for assistance in preparing a response (with suggestions for what might be included in the response).
- Refer to and rely on District policies to address the concerns raised.
- Use care when using "Reply All" and features that automatically fill in email addresses when emailing or posting on discussion boards, social media messages, and social networking sites. Any of these can lead to inadvertent serial Board meetings that are prohibited by the Brown Act.
- Provide a copy of the correspondence to the General Manager or the District Secretary, for appropriate retention and handling procedures developed by the General Manager.

Directors are encouraged to maintain all correspondence they send or receive in conformance with the District's Records Retention Policy. Directors shall cooperate with the District in the District's efforts to comply with the requirements of the CPRA.

Correspondence in any form whatsoever between a Director and staff and/or Legal Counsel is not subject to the above policy.

17. Casting District Ballots

Directors participate in the governance of organizations in which the District is a member, through casting of ballots regarding matters of membership organizations in order to protect and further the interests of the District and its ratepayers.

Membership organizations (including but not limited to Alameda Local Agency Formation Commission [Alameda LAFCo], Association of California Water Agencies [ACWA], California Association of Sanitation Agencies [CASA], California Special Districts Association [CSDA], etc.) request the District to vote on matters such as bylaw amendments, officer elections, and membership fee increases. When these membership organizations solicit the District's vote, the General Manager shall transmit the ballot information and materials to the Board with a recommendation for voting or for Board consideration.

a. **Candidate Recommendation.** For selection of an officer(s), the General Manager will recommend a candidate(s) to the Board based on the following guiding principles:
   - Satisfactory prior service
   - Proximity to the District service area
   - From an agency with a similar mission (water/wastewater)
   - Knowledge of the District

b. **Objection of Recommendation.** If any Boardmembers object to the General Manager's recommendation, they shall inform the General Manager of their objection and their reasons for doing so within seven (7) calendar days of being informed by the General Manager. If any Boardmembers so object, an item will be scheduled for consideration at a Board meeting. If the timing of the election in any organization is such that an item cannot be scheduled at a regular or special Board meeting, the General Manager is authorized and directed to cast the District's vote in a manner which the General Manager believes is in the District's best interest. If no Boardmembers so object, the General Manager's recommendation shall be considered the position of the District on the matter.

c. **Vote Cast.** Once a decision is made in accordance with this policy, the General Manager or designee is authorized and directed to cast the District's vote in accordance with that decision unless the bylaws of that organization require a person other than the General Manager to cast the vote, in which case by this policy the person or designee so required by the organization is authorized and directed to do so.

18. Director Compensable Activities

Directors participate in meetings, events, activities, and occasions that constitute the performance of official duties which qualify for compensation in accordance with California Water Code Section 20200 et seq., CGC Sections 61047 and 53232.1 (b). Each Director shall exhibit good judgment in the matter of compensation for service, and shall have proper regard for the propriety and economy of conducting District business.

a. **Compensation.** Directors may receive an amount of compensation not to exceed the amount approved by the Board, upon submittal of the District's monthly Director Timesheet. The amount of compensation shall be set in accordance with California Water Code Section 20200 et seq., as amended. Compensation shall be earned for each day's service rendered as

a member of the Board, and cannot exceed a total of ten (10) days in any calendar month. By adoption of this policy, Director representation of the District at all events listed in Sections b and c of this policy section shall be deemed pre-approved by the Board as eligible for compensation unless modified by Board resolution. Except for the Board and Committee meetings described in Section b, in order to be eligible for compensation for a day of service, Directors must also deliver a written report, as detailed in Section e, to the Board regarding their attendance at a qualifying activity or event at the next Board meeting following the qualifying activity or event. If the written report is not submitted at the next Board meeting following the qualifying activity or event, the Director is no longer eligible for and shall not be paid compensation for the day(s) of service associated with the qualifying activity or event in accordance with CGC Section 61047(e)(2) through (e)(5). Compensation will be paid for only one day of service if a Director attends two or more meetings or activities on one day even if each of the meetings would otherwise be separately eligible for compensation. Travel days before or after the day or days of any activity eligible for compensation, shall not be eligible for separate compensation.

b. **Services Eligible for Compensation Not Requiring a Written Report.** Pursuant and subject to California Water Code Section 20200 et seq. and CGC Sections 61047(e) and 53232.1 (b), the following activities are eligible for compensation as a day of service:

i. Attendance in a policy maker role at District meetings conducted in accordance with the Brown Act, specifically limited to:
- Board and Standing Committee Meetings, including Liaison Committee Meetings (Regular, Special, Adjourned, or Emergency) and Ad Hoc or Advisory Committees created by the Board

ii. Attendance in a policy maker role at meetings of a Joint Powers Authority (JPA) of which the District is a member, that have been conducted in accordance with the Brown Act, and for which the JPA does not provide compensation, specifically limited to:
- JPA Board and Standing Committee Meetings, including Liaison Committee Meetings (Regular, Special, Adjourned, or Emergency) and Ad Hoc or Advisory Committees created by the JPA Board

  JPAs for which DSRSD may provide compensation include, but are not limited to, DSRSD-EBMUD Recycled Water Authority (DERWA), WateReuse Finance Authority, or California Sanitation Risk Management Authority (CSRMA).

iii. Attendance at a Boardmember policy or activity briefing with the General Manager and/or other senior and key staff, held onsite at a District facility or via teleconference which includes no more than one other Boardmember.

c. **Services Eligible for Compensation Requiring a Written Report at the Next Board Meeting.**

i. Attendance at professional, technical, and trade association meetings, conferences, activities, and organized educational activities, training sessions, facility tours, and events of or presented by, including but not limited to, the following entities, inclusive of the board and/or committee meetings of these groups for which the Director is a member of the board and/or committee:

- Association of California Water Agencies (ACWA) including the annual Washington D.C. conference
- American Water Works Association
- California Association of Sanitation Agencies (CASA) including the annual Washington D.C. conference
- California Sanitation Risk Management Authority (CSRMA)
- California Special Districts Association (CSDA) and its affiliated local chapters
- East Bay Leadership Council Water and Environment Task Force
- Recycled Water and Resource Recovery Agencies and Organizations
- Special Districts Learning Foundation (SDLF)
- Wastewater and Water Agencies and Consortiums
- Water Education Foundation (WEF)
- WateReuse Association

ii. Completion of in-person or online training, from an entity duly authorized to present such training, and submittal of a certificate of completion to comply with the requirements of the CGC:

- Ethics training (CGC 53234)
- Fiscal and financial training (CGC 53238)
- Sexual harassment prevention training (CGC 53237).

iii. As a principal speaker, panel member, or otherwise representing the District in an official capacity at a public event (i.e., an event to which the general public is invited) including but not limited to the following:

- Annual State of the City addresses by the mayors of Dublin, Livermore, Pleasanton, and San Ramon
- Annual State of the District addresses (County Board of Supervisors, Congressional Representatives) by elected officials
- Annual Tri-Valley Mayors' Summit
- Ceremonial functions of DSRSD, the JPAs of which the District is a member, and other water/wastewater/recycled water/resource recovery agencies within Alameda and Contra Costa Counties, including groundbreakings, ribbon cuttings, dedications, and anniversary celebrations
- DSRSD wastewater treatment facility neighborhood meetings (when the meetings are open to the public and held at the wastewater treatment plant)

iv. Representation of the District at a public meeting or public hearing of another public agency at which that agency has agendized business that involves the District, including but not limited to the following:

- Bay Area Air Quality Management District (BAAQMD)
- Board of Supervisors of Alameda and Contra Costa Counties
- City Council of Dublin, Pleasanton, Livermore, and San Ramon
- Dublin and San Ramon Valley Unified School Districts
- East Bay Dischargers Authority (EBDA)
- East Bay Municipal Utility District (EBMUD)
- Local Agency Formation Commission (LAFCO), unless the Director receives compensation from LAFCO for attendance as a LAFCO representative
- State Water Resource Control Board (SWRCB)
- Regional Water Quality Control Board (RWQCB)
- Zone 7 Water Agency (Zone 7)

d. **Board Pre-approval Required for Compensation.** Any meeting, event, or other activity not identified in Sections b and c above are not pre-approved by the Board and, therefore, are not eligible for compensation, unless the Board, at a Board meeting held prior to the activity, specifically approves a Director's attendance as a representative of the District. Written reports will be required for these activities, if approved for compensation.

i. For clarity, the following public meetings and public events would be eligible for compensation but only if the Board, at a Board meeting held prior to the activity, specifically approves a Director's attendance as a representative of the District:

- DSRSD booths at fairs
- Ceremonial functions of entities other than those pre-approved in Subsection c(iii) above, including groundbreakings, ribbon cuttings, dedications, and anniversary celebrations
- Monthly Chamber of Commerce lunch meetings
- Community meetings hosted by local government agencies, including mayor briefings and director briefings
- Community events such as City of Dublin St. Patrick's Day events, including the Green and White Gala and St. Patrick's Day parade
- Service club meetings and events
- Homeowners association and neighborhood group meetings
- Meetings with legislators to discuss matters of concern to the District and which have been scheduled through District staff

ii. The following activities are deemed by the Board to be ineligible for compensation and therefore the Board cannot approve attendance as being eligible for compensation:

- Attendance at meeting of a Standing, Liaison, Ad Hoc, or Advisory Committee of the Board on which the Director does not serve

- DSRSD Citizens Water Academy
- Internal DSRSD events, including Employee Recognition Events, groundbreakings, ribbon cuttings, dedications, and anniversary celebrations
- Social gatherings such as retired Director dinners and pre-conference activities and non-partisan welcoming or retirement events for staff of local agencies and organizations
- Meetings with legislators not scheduled through District staff
- Any activity for which a Director receives compensation from another agency

e. **Review and Approval.** Principal responsibility for compliance with this policy section rests with each Director. The General Manager or designee shall review Director's timesheets and written reports to determine conformance with this policy prior to approving payment. If a Director disagrees with the determination, the Director submitting the timesheet shall make a request at a Board meeting, not later than 60 days after the day for which reimbursement is requested, to schedule an agenda item to review the determination at a future regular Board meeting. The submittal of a timesheet by a Director shall be deemed an acknowledgement by that Director that the timesheet, in the exercise of his or her judgment, complies with the terms of this policy section, that any required approval of the Board was obtained at a Board meeting in advance of the activity or event, that any required written report has been submitted at the next Board meeting following the activity or event, and that the Director has considered any issues that the General Manager has identified. If the matter is referred to the Board of Directors, the Board shall approve the timesheet unless the Board believes it substantially deviates from this policy section.

f. **Contents of Written Reports.** Written reports submitted for a qualifying event shall consist of one or more of the following materials:

- A handwritten or typewritten report of the Director's activities
- Copies of notes taken by the Director
- Copies of agendas or programs
- Certificates the Director received
- Script or outline of remarks made if a Director was a speaker
- Other similar written materials

All such materials should give a member of the public a sense of the business purpose of the qualifying event as well as the Director's role at the qualifying event.

g. **Administration.** The General Manager shall administer this policy and shall institute appropriate accounting and control procedures to ensure the policy is being followed.

h. **Previous Policies Superseded**. This policy supersedes all previously adopted District policies related to Director compensation.

19. Director Travel and Expenses

a. **General.** Directors may receive reimbursement for reasonable and actual travel and/or incidental expenditures of Directors incurred in the performance of official duties in accordance with CGC Sections 53232.2 and 53232.3 as specified in Section 61047, part of the Community Services District Law, and upon timely submittal of a Director Expense Sheet and supporting documentation in conformance with this policy section. Each Director shall exhibit good judgment in the matter of travel and incidental expenses and shall have proper regard for the propriety and economy of conducting District business.

At the request of a Director, the General Manager or designee may directly arrange for registration fees and lodging reservations, and pay those directly. All other arrangements and expenses are the responsibility of the Director, and will be reimbursed after the event in accordance with provisions of this policy.

b. **Services Allowed for Reimbursement.** Reimbursement of travel and related expenses shall meet the following criteria:

i. Travel to and from and attendance at conferences and meetings by Directors shall be consistent with the approved budget of the District.

ii. Travel on District business within the States of California and Nevada, as well as travel to Association of California Water Agencies and California Association of Sanitation Agencies conferences in Washington D.C., is pre-approved by adoption of this policy; travel on District business in locations other than California, Nevada, and Washington D.C. require specific Board approval.

iii. Expenses incurred in connection with monthly Chamber of Commerce lunch meetings are pre-approved by adoption of this policy. Such meetings provide opportunities to develop positive relationships with the local business community, when participation is determined by the Board to be in the best interest of the District.

iv. Expenses incurred in connection with activities and/or events that are not eligible for compensation under Section 18 may, with prior Board approval, qualify for reimbursement under this policy section. Such events include activities of civic and charitable organizations when participation is determined by the Board to be in the best interest of the District.

c. **Expenses Allowed for Reimbursement.** Expenditures of Directors for travel shall be allowed in general accordance with the following criteria:

i. Registration Fees: A registration or similar fee charged by the organizers of any conference, convention, or meeting.

ii. Lodging: Amounts equivalent to the cost of a standard single occupancy room at the facility at which the conference or meeting is held, or comparable nearby lodging. In instances where conference hotels are filled, the Director should attempt to secure comparable rates at a nearby hotel. Directors must make reasonable and prudent determinations regarding pre- and post-lodging arrangements for each approved event. Directors must take into consideration the event program schedule, location and travel mode, and other activities related to the Director's duties or purpose at the event

iii. Transportation:

- Air Travel: Amounts equivalent to the cost of coach class round-trip airfare from Oakland, San Jose, Sacramento, or San Francisco to an airport reasonably near the destination.
- Rental Cars: The cost of a midsize rental car to and from, or at the destination. In the event a rental car must be utilized, the collision waiver must be added to the rental contract to cover any damage that may occur to the rental car.
- Private Automobiles: Travel to and from the destination using a private automobile at the IRS mileage rate (travel to and from the District for the purpose of attending Board meetings is not eligible for reimbursement), limited to the cost of a pre-purchased round-trip coach class airfare plus ground transportation that would be incurred for the same trip. When more than one District official travels in the same private automobile, allowance will be made to only the owner or lessor of the vehicle used. No credit for airfare or the avoided cost of a second automobile shall be paid to the second person. If the General Manager determines that air transportation is not feasible due to work schedules, time involved, or other practical reasons, an allowance for the use of a private automobile shall be determined on the basis of the IRS mileage rate and shall not be subject to the limitation specified herein.
- Tolls and Parking: Tolls, parking, and other similar charges. Parking shall be at "non-valet" and "long-term" rates when available.
- Public Transportation / Taxis: Expenses for public transportation or private "for hire" ground transportation at the destination, to and from the destination, and to and from the departure airport.

iv. Meals: Actual and reasonable costs of meals while traveling, up to the median California city per diem rate. Notification of this rate, along with a breakdown by meal, will be forwarded to the Board each December for the upcoming calendar year. Directors shall exercise discretion in the selection of restaurants and when incurring costs for meals. No costs for any alcoholic beverages shall be eligible for reimbursement. The maximum daily reimbursement shall also be reduced by the amount associated with the meals that a Director would normally have taken on his/her personal behalf before departure or after his/her return.

v. Incidental Expenses: Reasonable incidental expenditures related to travel or the conduct of District business in amounts less than $10 per item without receipt. These include items such as parking at meters, baggage handling, phone charges, and other similar expenses.

If a receipt is lost, the Director shall so note that on his/her Director Expense Sheet along with a brief explanation and estimate of the expense. In such cases, copies of credit card statements and/or checking account charges that show the date and amount of the charge and the payee are acceptable substitutes. The General Manager or designee shall apply reasonable discretion, as supported by the evidence of the situation, and determine the actual amount to be reimbursed.

d. **Expenses Not Allowed for Reimbursement.**

i. Direct or incremental expenses of family members or guests traveling with a Director, such as the added cost of upgrading a room or a rental car to accommodate a non-District traveling companion.

ii. Expenses unrelated to approved travel or event attendance. Allowable expenses as specified herein are reimbursable only for the time while the conference, business meeting, or other District business activity is occurring, with reasonable allowance for the need to arrive in advance of or depart after a conference or business meeting.

iii. Expenses incurred in connection with partisan or nonpartisan political activities or events.

iv. Expenses not submitted for reimbursement within 45-days of being incurred.

e. **Review and Approval.** The principal responsibility for compliance with this policy section rests with each Director. The General Manager or designee shall review all expenses submitted for reimbursement to determine conformance with this policy section prior to approving payment. When necessary, reasonable discretion in approving reimbursements related to unusual circumstances may be exercised that are not in strict accordance with this policy but that were necessary and prudent and were incurred in performance of official duties while furthering the interests of the District. If a Director disagrees with the determination, the Director submitting the expenses for reimbursement shall make a request at a Board meeting, not later than 60 days after the day for which reimbursement is requested, to schedule an agenda item to review the determination at a future regular Board meeting. The submittal of a Director Expense Sheet by a Director shall be deemed a representation by that Director that the request, in the exercise of his or her judgment, complies with the terms of this policy section, that any required approval of the Board was obtained at a Board meeting in advance of the activity or event, that any required written report has been submitted at the next Board meeting following the activity or event, and

that the Director has considered any issues that the General Manager has identified. If the matter is referred to the Board of Directors, the Board shall approve the Director Expense Sheet unless the Board believes it substantially deviates from this policy section.

f. **Administration.** The General Manager or designee shall administer this policy section and shall institute appropriate accounting and control procedures to ensure the policy section is being followed.



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg

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About the Author

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

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Introduction

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:

First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the "ayes" and then asking for the "nays" normally does this. If members of the body do not vote, then they "abstain." Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body."

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member's desired approach with the words "I move … "

A typical motion might be: "I move that we give a 10-day notice in the future for all our meetings."

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion,** for example, "A motion at this time would be in order."
2. **Suggesting a motion to the members of the body,** "A motion would be in order that we give a 10-day notice in the future for all our meetings."
3. **Making the motion.** As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."

The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

"Motions to amend" and "substitute motions" are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So if a member makes what that member calls a "motion to amend," but the chair determines that it is really a "substitute motion," then the chair's designation governs.

A "friendly amendment" is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, "I want to suggest a friendly amendment to the motion." The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic "motion to have a five-member committee to plan and put on our annual fundraiser." During the discussion of this motion, a member might make a second motion to "amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser." And perhaps, during that discussion, a member makes yet a third motion as a "substitute motion that we not have an annual fundraiser this year." The proper procedure would be as follows:

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed,* the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold." The motion can contain a specific time in which the item can come back to the body. "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, "I move the previous question" or "I move the question" or "I call the question" or sometimes someone simply shouts out "question." As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a "request" rather than as a formal motion. The chair can simply inquire of the body, "any further discussion?" If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the "question" as a formal motion, and proceed to it.

When a member of the body makes such a motion ("I move the previous question"), the member is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item.* This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, "I move the previous question," or "I move the question," or "I call the question," or "I move to limit debate," it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it's pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the "no" votes and double that count to determine how many "yes" votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote "no" then the "yes" vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote "abstain" or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in

California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of "those present" then you treat abstentions one way. However, if the rules of the body say that you count the votes of those "present and voting," then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are "present and voting."

Accordingly, under the "present and voting" system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are "present"), but you treat the abstention votes on the motion as if they did not exist (they are not "voting"). On the other hand, if the rules of the body specifically say that you count votes of those "present" then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like "no" votes.

How does this work in practice?
Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass, and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are "present and voting." If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three "yes," one "no" and one "abstain" also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members "present." Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a "no" vote. Accordingly, if the votes were three "yes," one "no" and one "abstain," then the motion fails. The abstention in this case is treated like a "no" vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an "abstention" vote? Any time a member votes "abstain" or says, "I abstain," that is an abstention. However, if a member votes "present" that is also treated as an abstention (the member is essentially saying, "Count me for purposes of a quorum, but my vote on the issue is abstain.") In fact, any manifestation of intention not to vote either "yes" or "no" on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote "absent" or "count me as absent?" Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually "absent." That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is "no." There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, "point of privilege." The chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be, "point of order." Again, the chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, "return to the agenda." If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.



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