

# Midpeninsula Regional Open Space District

## Board Policy Manual

<b>Board Meetings</b>	<b>Policy 1.02</b> <b>Chapter 1 – Administration &amp; Government</b>
Effective Date:	Revised Date: 11/13/13
Prior Versions:	

**GOALS:** To have effective Board meetings; to have a clear delineation between public input and Board deliberation; to ensure effective use of time at Board meetings and to complete the District's public business in a timely manner; to foster control of the appropriate procedures for Board meetings, based on Robert's Rules of Order; to ensure public input in an orderly and consistent manner; to ensure an appropriate level of decorum during meetings; to provide for the clear recording and taking of minutes.

### Regular Meetings

Public Resources Code § 5535

Regular Meetings of the Board of Directors of the Midpeninsula Regional Open Space District shall be held on the second and fourth Wednesday of each month at the hour of 7:00 p.m. Meetings shall be held at such place or places within the District as shall be determined by the Board of Directors. A majority of the members of the Board may cancel a meeting for cause or call the regular meeting for a different date or time. At least 72 hours before a regular meeting, the agenda for the regular meeting containing the time and location for the meeting and a brief description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session, shall be posted in a location that is freely accessible to members of the public. If a regularly scheduled meeting occurs on the evening preceding Thanksgiving or Christmas Eve or on a holiday, the regular meeting shall be rescheduled or canceled.

### Special Meetings

Special meetings may be called at any time by the President or at the request of a majority of the members of the Board. Except in the case of an "emergency situation" as defined (Government Code § 54956.5), written notice of such meeting shall be posted in a location that is freely accessible to members of the public and delivered personally or by mail to each member of the Board and to each local newspaper of general circulation at least 24 hours before the time specified for the meeting in the notice, provided that, unless otherwise provided by law, the failure to give or receive notice shall not affect the validity of any action taken at the meeting. The notice shall specify the time and place of the special meeting and the business to be transacted, which shall be determined by the Board or by the General Manager in consultation with the President. No other business shall be considered at the meeting. The agenda for a special meeting at which action is proposed to be taken on an item shall provide an opportunity for members of the public to directly address the Board concerning that item prior to action in the item.

## **Closed Sessions**

The Board may hold closed sessions from which the public may be excluded for the consideration of the following subjects:

1. Appointment, employment, evaluation of performance, or dismissal of an employee or to hear complaints or charges brought against an employee
2. Labor negotiation matters
3. Proposed or pending litigation
4. Real property transactions
5. Matters embraced within the attorney-client privilege
6. Any other matters exempted by law (See Government Code § 54950 et seq., the Ralph M. Brown Act).

Items to be discussed in closed session shall be listed on the agenda for a regular or special meeting. A closed session item of an urgent nature not listed on the agenda may be added to the agenda provided that any action taken be pursuant to Section 1.30.

Prior to holding any closed session, the Board must disclose, in an open meeting, the item or items to be discussed in the closed session. The disclosure may take the form of a reference to the item or items as they are listed by number or letter on the agenda. The Board may consider only those matters covered in its statement during the closed session.

After any closed session, the Board shall reconvene into open session prior to adjournment and shall publicly report any action taken in closed session and the vote or abstention of every Board member present. These reports may be made orally or in writing.

Copies of any contracts, settlement agreements, or other documents that were finally approved or adopted in closed session shall be made available to any persons requesting such documentation. The requested documentation will be available at the end of the closed session in which the final action was taken unless substantive amendments require retyping, in which case the documents will be available when the retyping is complete.

No person who attends a closed session shall disclose any statements, discussions, documents or votes made in closed session except as specified, required by the Brown Act, or where authorized by a majority of the Board.

## **Agenda**

All reports, ordinances, resolutions and other matters intended to be considered by the Board at its regular meeting shall be delivered to the District Clerk no later than 5:00 p.m. on the preceding Wednesday for material requiring typing or other preparation, and not later than 5:00 p.m. on the preceding Thursday for material requiring reproduction only.

Any Board member or Board appointed staff member may place a matter on the agenda for Board consideration. The District Clerk shall prepare the agenda according to the order of business as determined by the General Manager. A copy of the agenda and all available supporting materials shall be mailed by 5:00 p.m. on the Friday preceding each regular Board

meeting or delivered by 7:00 p.m. on the Saturday preceding each regular Board meeting. Supplementary materials may be received by the District Clerk after that time, provided the matter refers to an already agendaed item.

Agendas will be available with no charge upon request to public officials, newspapers in the District, and members of the public at the District office by 9:00 a.m. on the Monday preceding the regular meeting. Agendas will be posted in a location that is freely accessible to members of the public at least 72 hours before a regular meeting or at least 24 hours before a special meeting.

Supporting materials (reports, memoranda, resolutions, nonconfidential written communications to the Board, and other informational materials not previously published or distributed) may be obtained upon request by public agencies, newspapers in the District and members of the public at the District office by 9:00 a.m. on the Monday preceding the regular meeting, and 24 hours before a special meeting.

Written materials distributed during a public meeting by any person in connection with a matter subject to discussion or consideration shall be made available for inspection at the meeting if prepared by District staff or by a member of the Board, or immediately after the meeting if prepared by some other person.

Absent extraordinary circumstances, communications to the Board from members of the public shall be deemed nonconfidential. A memorandum from the General Manager explaining the justification for this decision "not to distribute materials to members of the public" shall accompany the written communications when sent to the Board. There will be no charge for the materials if available; otherwise the cost of reproduction will be charged.

No action or discussion shall be undertaken on any item not appearing on the posted agenda by the Board, provided that matters deemed to be of an urgent nature by a two-thirds vote of the Board, (or, if less than two-thirds of the Board members are present a unanimous vote of those members present) with an explanation stated as to the urgency, may be acted upon. (See also Government Code § 54954.2.)

### **Meetings to be Public**

Public Resources Code § 5535.

All meetings of the Board of Directors shall, as provided by law, be open and public and shall be conducted in accordance with the Ralph M. Brown Act of the State of California. (Government Code § 54950 et seq., the Ralph M. Brown Act.)

### **Quorum**

Public Resources Code § 5535.

At any meeting of the Board a majority of the Directors shall constitute a quorum for the transaction of business. When there is no quorum, the President, or Vice-President, or District Clerk or any other member of the Board of Directors, shall adjourn such meeting.

## **Smoking**

It shall be unlawful for any person to smoke at any time at the meetings of the Board of Directors.

## **Rules of Order**

Robert's Rules of Order shall be followed as interpreted by the presiding officer, subject to an appeal to the Board. In the event of a conflict between these Rules of Procedure and Robert's Rules of Order, these Rules of Procedure shall control.

The presiding officer should require individual Board and staff members to raise their hands to be recognized.

The presiding officer will recognize Board and staff members by name and will identify the makers of motions and seconds.

For each agenda item to be considered by the Board, the presiding officer shall provide a period of time for public comment prior to any vote taken. After the public comment period had closed, the public shall not interrupt the Board's deliberations, and only by vote of the presiding officer shall the Board accept additional public comments or Board questions of the public.

## **Board Action**

Public Resources Code § 5547, 5544.2 and 5540 as amended.

A majority vote of all of the members of the board shall be sufficient of the taking of Board action or the conduct of business except where action is required to be taken by "four-fifths of the members of the District Board" or a "two-thirds vote of the Board" or language of similar import.

Action of the Board of Directors shall be taken by ordinance, resolution, or a motion duly recorded in the minutes of the meeting. The ayes and noes shall be taken upon the passage of all ordinances, resolutions or motions and entered into the minutes of the Board.

An ordinance or resolution shall not be passed or become effective without the affirmative vote of at least a majority of the members of the Board.

The enacting clause of all ordinances passed by the Board shall be in these words: "Be it ordained by the Board of Directors of the Midpeninsula Regional Open Space District."

All ordinances and resolutions shall be signed by the President of the Board and countersigned by the Board Secretary, and all ordinances shall be published once within thirty (30) days after adoption in a newspaper of general circulation printed, published and circulated in the District.

## **Minutes**

Minutes of Board meetings shall be kept by the District Clerk. The District Clerk or his/her designee shall make a record together with sense minutes of such business as was actually passed upon by a vote of the Directors. A record shall be made of the names and addresses of persons addressing the Board, the subject matter to which their remarks related and whether they spoke in support or opposition to such matter. The District Clerk shall be responsible for

preparing and causing a copy of the minutes to be considered for approval to be forwarded to each Board member in the next regular mailing or as soon thereafter as possible.

Minutes of meetings to be considered for approval shall be available without charge upon request to public officials, newspapers within the District, and members of the public at the District office as soon as available following the meeting.

The official Board-approved minutes of a meeting shall consist of at least two separate documents: 1) the copy of the proposed minutes forwarded to the Board for their consideration and approval, and 2) any additions or corrections to the proposed minutes made by the Board during the approval or amendment process and recorded in the approved minutes of the subsequent Board meeting.

### **Recording of Meetings**

Tape recordings of a Board meeting shall be made by District staff solely for the purpose of facilitating the preparation of the minutes of the meeting (see Government Code § 6252). Each tape recording of a Board meeting may be erased six weeks after the approval of the minutes of a Board meeting.

Any person attending an open and public meeting shall have the right to record the proceedings with an audio or video tape recorder or a still or motion picture camera in the absence of a reasonable finding of the Board that such recording cannot continue without noise, illumination, or obstruction of view that constitutes, or would constitute, a persistent disruption of the proceeding (Government Code § 54953.5).