



Midpeninsula Regional
Open Space District

R-13-20
Meeting 13-05
February 13, 2013

AGENDA ITEM 4

AGENDA ITEM

Review and Approval of Amendments to the Board of Director's Rules of Procedures

GENERAL MANAGER'S RECOMMENDATION

A handwritten signature in black ink, appearing to be "G.M.", written over the printed name of the General Manager.

Review and approve the proposed amendments to the Board of Director's Rules of Procedures.

SUMMARY

At its December 19, 2012 special meeting, the Board of Directors (Board) approved changes to Board Committee structure and charges (see Report R-12-124). As part of this Agenda Item, the Board is asked to review and approve the proposed amendments to the Board of Director's Rules of Procedures to reflect the newly approved changes in Committee structure and charges. [All other additional changes shown- in the Rules of Procedure have been inserted to ensure consistency with current State law.](#)

DISCUSSION

At its December 19, 2012 special meeting, the Board held a Study Session to discuss proposed changes to Committee structure and charges. Staff provided a proposed Committee meeting structure that consolidated the three Ad Hoc Committees (Facilities, Cooley Landing and Sierra Azul/Bear Creek Redwoods) into the Planning and Natural Resources Committee (formerly Use and Management Committee) and changing the Board Appointee Evaluation Committee into a Standing Committee. Along with the proposed changes to the Committee structure, the Board approved amendments to the Committee charges based on discussions staff held with Committees (see Attachment 1). Due to these changes, it is necessary to update the Board of Director's Rules of Procedures (see Attachment 2). Below is a detailed outline of the changes to the Committee charges that were approved by the Board on December 19, 2012:

Real Property Committee

- A. Add language that provides guidelines for site tours of potential real property purchases and associated preliminary use and management recommendations. The guidelines for site tours of real property purchases include:
 - Properties of regional significance
 - Coastal properties
 - Conservation partnership projects

- Grant funded projects
 - Properties with known strong public interest
 - Large properties
 - Properties with significant habitable structures
 - Properties with significant or unique use and management issues
- B. Add language that provides guidelines for not holding site tours. Those guidelines include:
- Remote properties with poor roadway access
 - Properties with existing hazardous or unsafe conditions
 - Property owners not willing to have a public tour on their property
 - Small, minor or inholding properties
- C. Adding language to specify that “long term leases” are lease terms that are in excess of one year.
- D. Add language to specify that the Real Property Committee reviews the preliminary use and management recommendations associated with proposed new land purchases, which typically address issues such as: site safety; the need for additional property surveys, studies or assessments after purchase; patrol routes; public access; site cleanup and demolition of structures; existing rentals or leases of structures; and assigned and assumed grazing, agricultural and other leased uses.
- E. Add language that states that the Real Property Committee will review structures identified for disposition that are associated with new land purchases, and that property management structures considered for disposition will be considered by the Planning and Natural Resources Committee.

Legislative, Funding, and Public Affairs Committee (LFPAC)

- A. Add language to clarify the Committee charge of reviewing:
- Issues pertaining to legislative actions (Board policies, state, federal, or other agency actions concerning District business)
 - Study of funding sources pertaining to District finances
 - Public Affairs’ plans for public interactions (polls, events, recognitions on District lands, signs and sign locations)

Planning and Natural Resources Committee

- A. Add language to include the Committee charge of reviewing:
- Resource Management Policies, Plans and Amendments
 - Agriculture (including Grazing) Management Plans and Leases

Board Appointee Evaluation

- A. Add language to state that the charge of the Board Appointee Evaluation Committee is to conduct Board Appointee evaluations.
- B. Add language to state that two of the three members of the Committee must be the President and Vice President.

Along with the edits noted above, additional language was included to the Rules of Procedure to bring the District into compliance with state and federal law.

FISCAL IMPACT

There are no unbudgeted fiscal impacts with this agenda item.

BOARD COMMITTEE REVIEW

Although the charge of reviewing the Board of Director's Rules of Procedures falls onto LFPAC, the Board requested that these amendments be brought directly to the full Board. In the future, amendments to the Rules of Procedures will be sent to LFPAC for initial review.

PUBLIC NOTICE

Notice was provided pursuant to the Brown Act. No additional notice is necessary.

CEQA COMPLIANCE

This agenda item is not a project under the California Environmental Quality Act (CEQA).

NEXT STEPS

If approved, staff will update the Rules of Procedures and distribute revised copies to the Board and appropriate staff members.

Attachment:

1. Board-Approved Changes to Board Committees Structure and Charges
2. Amended Rules of Procedures

Responsible Department Head:

Ana Ruiz, Interim Assistant General Manager

Prepared by:

Michelle Radcliffe, District Clerk

Contact person:

Steve Abbors, General Manager

Ana Ruiz, Interim Assistant General Manager

Michelle Radcliffe, District Clerk

RULES OF PROCEDURE

Section

1.10 **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 [and posted on the District's website](#). 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.

1.12 **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, [posted on the District's website](#), 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.

1.14 **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.)

1.16 **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.

1.18 **Smoking**

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

1.20 **Legislative Body**

Public Resources Code § 5537.

The Board of Directors is the legislative body of the District and shall determine all questions of policy.

1.22 **Board of Directors: Election of Officers**

Public Resources Code § 5535.

At the first regular meeting in January of each year, the Board of Directors shall choose one of its members, President, and another Vice-President, who shall act for the President in his/her absence or disability. The Board shall choose one of its members to serve as Board Treasurer and another to serve as Secretary.

Each officer shall be voted on separately. Elections shall be by signed ballot and counted by the District Clerk. The candidate receiving a majority of the vote of the members of the Board shall be elected. After the election, the ballots shall be available for public inspection.

1.24 **Duties of the Presiding Officer**

Public Resources Code § 5548.

The President, or in his/her absence, the Vice-President, shall be the presiding officer of the Board and shall assume his/her place and duties as such immediately following his/her election. The presiding officer shall preserve order at all meetings of the Board, announce its decisions on all subjects, and decide all questions of order, subject to an appeal to the board. S/he shall participate in debate, make motions, and vote on all questions as other members of the Board.

The President shall sign all ordinances, resolutions, contracts and conveyances on behalf of the District after they have been approved by the Board, shall sign financial instruments as appropriate, and s/he shall perform such other duties as may be imposed upon him/her by the Board.

In the absence of the President, or in the event of his/her inability to act, the Vice-President shall perform all the powers and duties of the President. If both the President and Vice-President are absent or unable to act, the Board may select a president pro tempore who shall perform all the powers and duties of the President.

1.26 **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.

1.27 **Board Treasurer**

The Treasurer shall be a member of the Budget Committee and shall sign financial instruments as appropriate.

1.28 **Board Secretary**

Public Resources Code § 5551 and 5552.

Unless otherwise directed by the Board, the Board Secretary shall countersign all ordinances and resolutions and the District Clerk shall countersign all contracts and conveyances approved by the Board. In the absence of a Secretary, or in the event of his/her inability to act, the Board may select a secretary pro tempore who shall perform all the duties of Secretary.

1.30 **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 agendized 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 [and posted on the District's website](#) 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.)

1.31 **Board Member Requests to Place Matters on the Agenda for Reconsideration**

If the Board has previously voted on a matter, a Board member may place a request for reconsideration of the prior Board action on the agenda if that member voted on the prevailing side. A motion to reconsider may be made at the same meeting such action was taken, the next Regular Board meeting, or any intervening Board meeting. If the motion to reconsider is made and approved at the same meeting the action was taken, the matter may be reconsidered at that meeting, at the next Regular Meeting, or any intervening Board meeting, at the discretion of the Board of Directors. After a motion to reconsider has been made and approved by a majority of the Board, unless the matter is reconsidered at the same meeting Board action was taken, the District Clerk shall place the prior Board action on the Board agenda for reconsideration at the next Regular Meeting, an intervening Board meeting, or at the earliest feasible Board meeting if it is infeasible to agendize the matter at the next Regular Meeting, unless otherwise directed by the Board. The reconsideration rules contained in this Section shall not limit the Board's inherent legislative authority to rescind, amend, repeal, or otherwise nullify a prior Board action at a subsequent Board meeting. The reconsideration rules in this Section are not applicable to Board-appointed employees or their designees who may agendize matters for reconsideration, amendment, rescission, or repeal if deemed necessary to efficiently conduct District business or accomplish the District's mission.

(Report R-08-130)

1.40 **Order of Business**

The order of business shall be determined by the General Manager for the purpose of preparing meeting agendas, using the following format, unless in the General Manager's opinion, a different order would be more appropriate:

1. Roll Call
2. Pledge of Allegiance (see Section 1.42)
3. Oral Communications
4. Special Orders of the Day
5. Adoption of Agenda
6. Adoption of Consent Calendar
7. Approval of Minutes (Consent Item)
8. Written Communications (Consent Item)
9. Unfinished Business
10. Public Hearings
11. Board Business
12. Informational Reports—Directors and Staff
13. Revised Claims (Consent Item)
14. Closed Session
15. Adjournment

The order of business as set forth in the meeting agenda shall not be departed from except by consent of the majority of the Board.

1.41 **Roll Call**

Before proceeding with the business of the Board, the District Clerk or minute taker shall call the roll of the Board of Directors, and the names of those present shall be entered into the minutes.

1.42 **Pledge of Allegiance**

The Pledge of Allegiance shall be recited at the first meeting of July, and a special presentation shall be made at that time.

1.43 **Oral Communications—Public**

Members of the public may address the Board under the category Oral Communications during meetings on any matter not on the agenda concerning the affairs of the District. The presiding member of the Board may limit presentations of speakers under this section to three minutes. If the Oral Communications category exceeds fifteen minutes, the President, with the approval of the Board, may delay additional oral communications to a designated time later in the meeting. Members of the public may address the Board on any agenda item when that item is considered by the Board.

Absent extraordinary circumstances, the Board will not discuss oral communication items unless the communication relates to an item appearing on the agenda for that meeting. The Board may briefly respond, ask questions for clarification, provide information resource references, request staff to report back at a future meeting, or place the item on the agenda of a future meeting.

A member of the public may request under oral communications that an item be removed from the consent calendar.

1.44 **Special Orders of the Day**

Any Board member or Board appointed staff member may schedule special presentations, introductions or other activities deemed appropriate to this category, which shall be placed on the agenda by the District Clerk.

1.45 **Adoption of Agenda**

The Board shall determine the order of business to be considered at regular meetings, including placement of items removed from the consent calendar, and shall adopt the agenda, with additions or deletions. Only items of an urgent nature may be added to the agenda at this time, provided that any action be taken pursuant to Section 1.30.

1.46 **Adoption of Consent Calendar**

The following items shall normally be included on the consent calendar: 1) approval of minutes; 2) written communications; 3) agenda items that the General Manager deems do not require Board discussion; and 4) revised claims. All items on the consent calendar shall be approved by one motion unless a request is made by a Board member to remove an item from the consent calendar for separate discussion. A member of the public may request under oral communications that the Board remove an item from the consent calendar for separate discussion.

1.47 **Approval of Minutes (Consent Item)**

Unless removed from the consent calendar by a member of the Board or the public, the minutes of the previous Board meeting(s) shall be approved without reading during the adoption of the consent calendar, provided that the District Clerk has previously furnished each member of the Board with a copy.

1.48 **Written Communications (Consent Item)**

The District Clerk is authorized to receive and open all mail addressed to the Board of Directors from members of the public. Any such written communication addressed to the Board shall be reproduced and distributed in the next regular mailing to the Board members and to members of the press who have requested supporting materials (see Section 1.30).

All written communications, unless they relate to an item on the agenda, must be received no later than 5:00 p.m. on the Tuesday the week preceding a Board meeting in order to be distributed with the agenda and supporting materials and considered by the Board at the forthcoming meeting. If, in the opinion of the General Manager, a written communication should not be distributed with the agenda and supporting materials without a draft response, which has yet to be prepared, the written communication may be distributed later, but no later than at the forthcoming Board meeting. Written communications not directly related to an item on the agenda received after the 5:00 p.m. Tuesday deadline may be distributed with the agenda and supporting materials and considered by the Board at the forthcoming meeting if, in the opinion of the General Manager, time is of the essence for consideration of the written communication by the Board. Written communications directly related to an item on the agenda will be accepted for distribution up to 3:00 p.m. on the day of the meeting. Written communications directly related to an item on the agenda but received after 3:00 p.m. on the day of a meeting must be accompanied by thirty copies for distribution in order to be considered by the Board as written communication at the meeting.

Draft replies to written communications which have not been considered by the Board may be submitted with the written communication, provided such draft replies are labeled as follows: "Draft Response prepared by Staff." Any member of the Board may request that such written communication be placed on the agenda as an emergency item in accordance with Section 1.30 for consideration by the Board.

The Board shall consider the recommendation of the General Manager and determine whether a written communication shall be placed on the agenda in accordance with the procedures of Section 1.30, considered in connection with an item already on the agenda, and/or referred to a committee, a Director or staff for simple acknowledgement, response or draft response or shall determine that an adequate response has been made.

A written communication addressed to an individual Director may, at the discretion of the

individual Director, be considered a personal letter, a written communication or may be relayed to the members of the Board as an informational item.

Members of the public may read written communications into the District's record during oral communications at a regular meeting and offer explanations of any such document. The presiding member of the Board may limit presentations of the speakers, including the reading of a written communication, to three minutes. Written communications received at a regular Board meeting shall be reproduced and distributed to absent Board members and to members of the press who have requested supporting materials no later than the next regular mailing to the Board. Written communications which are distributed to the Board at a time other than a regular mailing shall be distributed to members of the press who have requested supporting materials within two working days of when they are sent to the Board. Written communications accompanied by an extraordinary quantity of attachments may, at the discretion of the General Manager, be duplicated and distributed with some or all the attachments excluded. The General Manager shall note on the written communication or in an accompanying memorandum that the entire written communication, including attachments is available at the District office for public review. The General Manager shall determine the most appropriate method for presenting the attachments to the Board of Directors. Copies of the excluded attachments will be made available on the same basis as any other public record.

1.49 **Unfinished Business**

When a regular meeting is adjourned before the completion of the agenda, all unfinished items shall be listed under Unfinished Business on the next regular Board meeting agenda, at the discretion of the General Manager or unless otherwise designated by a majority of the Board.

1.50 **Public Hearings**

Any matter which, in the opinion of the Board of Directors, President, or General Manager requires notice to and response by members of the public may be placed on the agenda under this category.

1.51 **Board Business**

These are business items being presented to the Board for consideration that do not fall under the category of Unfinished Business (see Section 1.49). Action in the form of an ordinance, resolution, motion or direction to staff may be required for items in this category.

1.52 **Informational Reports—Directors and Staff**

Informational, short reports by Directors and staff members on items of interest to the District may be given under this category. No action is expected but could occur at a regular meeting with a vote as required by Section 1.30.

1.53 **Revised Claims (Consent Calendar)**

Public Resources Code § 5547, 5544.22 and 5540 as amended.

No claims against the District shall be paid unless the same shall be first approved by a majority of the Board at a meeting thereof. Payment of employees' salaries and fringe benefits and other recurring claims may be authorized by the Board on an annual basis.

1.54 **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.

1.60

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.

1.70

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.

1.80

Committees of the Board

Upon passage of a motion by a majority of Board members in open session at a regular or special meeting, standing or ad hoc committees composed of less than a quorum of Board members may be established and members appointed for the study of specific matters and provide recommendations to the Board on such matters. Ad hoc committees are temporary committees established to accomplish a specified task, ~~and~~ do not have permanent subject matter jurisdiction, and must sunset within a year. Standing committees have ongoing and permanent subject matter jurisdiction. The presiding officer of the Board shall appoint the committee members with the consent of the Board. ~~The President of the Board shall not serve on any standing committee, except as a voting alternate.~~ The President may serve on standing and ad hoc committees, and as a voting alternate. ~~The presiding officer may appoint a Board member to serve as a voting alternate on any committee.~~

1.81

Standing Committees

The following shall be standing committees of the Board with subject matter jurisdiction to perform the designated duties as set out herein and as assigned by the Board:

- (a) ~~Action Plan Administration~~ and Budget Committee: Reviews the proposed budget and any required midyear budget amendments; makes budget recommendations to the Board; reviews Action Plan and Strategic Plan implementation; and receives reports from the District Controller concerning investments of District funds and current and long-term fiscal analyses.~~Each fiscal year reviews the proposed budget and any required midyear budget amendments and makes budget recommendations to the Board; receives reports from the District Controller concerning investments of District funds and current and long-term fiscal analyses.~~
- (b) Legislative, Funding and Public Affairs Committee: Reviews and makes recommendations to the Board on the proposed two-year legislative program; reviews policy matters related to the Board's Rules of Procedures and other Board policies and regulations as assigned by the Board; reviews matters concerning District funding, public affairs, and outreach; and reviews requests for naming District facilities, lands and preserves.~~Reviews and makes recommendations to the Board on the proposed two-year legislative program; reviews policy matters related to the Board's Rules of Procedure and other Board policies and regulations as assigned by the Board; reviews matters concerning District funding and public affairs; and reviews requests for naming District facilities, lands, and preserves.~~
- (c) ~~Planning and Natural Resources Use and Management~~ Committee: Reviews Use and Management Plans, Resource Management Plans, amendments, and issues (including consistency with related Board policies; conducts site tours relating to these matters as needed (includes trail use, facilities, structures, and resource management items).~~Reviews trail use policies and Use and Management Plans, and Plan Amendments; conducts site tours relating to these matters as needed.~~
- (d) Real Property Committee: Reviews leases; reviews consistency with Board rental policies concerning District real property; conducts site tours for potential real property purchases and disposition of structures at time of purchase as needed.

The Real Property Committee set forth the following guidelines for site tours of real property purchases:

1. Properties of regional significance
2. Coastal properties
3. Conservation partnership projects
4. Grant funded projects
5. Properties with known strong public interest
6. Large properties
7. Properties with significant habitable structures
8. Properties with significant or unique use and management issues

The Real Property Committee set forth the following guidelines for not holding site tours:

1. Remote properties with poor roadway access
2. Properties with existing hazardous or unsafe conditions
3. Property owners not willing to have a public tour at their property
4. Small, minor or inholding properties

(e) Board Appointee Evaluation Committee: Reviews performance and employment contracts of Board appointed employees: General Manager, General Counsel, and District Controller.

Other matters may be referred to an appropriate Standing Committee with prior approval of the Board. Such matters shall first be placed on a Board agenda by any Board Member or the General Manager for Board approval.

The General Manager may also refer matters directly to an appropriate Standing Committee as needed to implement the District's Action Plan.

Three Board members shall be appointed to serve on each standing committee.

Appointments to the ~~Administration Action Plan~~ and Budget Committee shall normally be made at the first regular meeting in January. ~~The Treasurer shall be one of the three members of the Administration Action Plan~~ and Budget Committee.

Appointments to the Board Appointee Evaluation Committee shall include the Board President and Vice President as two of the three members of the Committee.

Appointments to other standing committees shall be made at the first regular meeting following the meeting at which officers of the Board are elected.

1.82

Standing Committee Meeting Notification

Agendas for meetings of standing committees of the Board shall be posted in a location that is freely accessible to members of the public and posted on the District's website at least 72 hours before the meeting. ~~The agenda shall include the time and location for the meeting and a brief description of each item of business to be transacted or discussed at the meeting.~~ Whenever possible, notices of standing committee meetings shall also be listed in advance on agendas for regular or special Board meetings. Agendas for standing committee meetings shall be forwarded to each person who usually receives an agenda for regular meetings and to each person who has requested notification of meetings of a particular committee.

1.83

Board Appointments to Outside Committees

With the consent of the Board, the presiding officer of the Board may appoint a member to serve as a Board appointee on a committee, commission, board or other body that is not a committee of the Board.

- 1.90 **Public Records**
All public records of the District shall be open to public inspection during District office hours Monday through Friday from 9:00 a.m. to 12:00 noon and from 1:00 p.m. to 5:00 p.m. holidays excepted. Holidays observed by the District are New Year's Day, Martin Luther King Jr. Day, Presidents Day, Memorial Day, Independence Day, Labor Day, Veterans Day, Thanksgiving Day, the day after Thanksgiving, the last four hours of last workday preceding the Christmas Day observance and Christmas Day. If a holiday falls on a Sunday, the holiday shall be observed on the following Monday.
- 1.95 **Communications from Individual Directors**
Any written communication from a Director to the public or Board in any way related to the Director's capacity as an elected District official shall be distributed to the Board as a public informational item by the Director unless it is made clear in the communication that the communication is the opinion of the Director and not a Board position.
- 2.00 **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).
- 2.10 **Candidate's Packets**
Informational packets shall be distributed at no charge prior to elections or appointment proceedings to candidates who have filed for Directors' seats.
- 2.12 **Unopposed Candidates and Candidates' Statements**
In the case where there is a single candidate qualified to appear on the ballot, such candidate shall not be permitted to have his or her name on the ballot (Public Resources Code § 5532 (e)). If such unopposed candidate requests that his or her candidate's statement be included in official election material distributed to voters, the District shall bill such candidate for the cost thereof, including costs related to any required translation.

In those wards where two or more candidates have qualified to appear on the ballot, a candidate may file a candidate's statement not exceeding 200 words. The District will pay for the cost of the statements, (and, if required by the respective county translations of candidates' statements pursuant to the Elections Code of the State of California, and no such candidate shall be billed for availing himself or herself of these services.
- 2.15 **Annual Disclosure Statements**
Annual disclosure statements required by the Fair Political Practices Commission shall be distributed to designated employees by the District Clerk and shall be returned to the District Clerk by April 1 of each calendar year.
- 2.20 **Fees Charged for Special Mailings**
Reasonable fees may be charged by the General Manager for reproducing and mailing materials on special projects.
- 2.30 **Compensation of Directors and Payment of Expenses**
Public Resources Code § 5536 and 5536.5.

Members of the Board shall receive one hundred dollars (\$100.00) for each attendance at a Board meeting. A Board meeting includes a special meeting, a continued meeting, a closed session, a public hearing, or a meeting of a standing committee of the Board. Attendance at an ad hoc committee meeting shall be compensable when determined to be so by the Board. Only Board members, who are members of the committee, or authorized substitutes appointed by the presiding officer, may be compensated for attendance at the meeting. A committee of the Board includes a committee of one and Board-appointed representatives on a committee established by other organizations. The maximum total compensation per Board member allowable under this section shall be one hundred dollars (\$100.00) per day and five hundred dollars (\$500.00) per calendar month.

2.35 **Fiscal Year**

Beginning in 1989, the District's fiscal year shall commence on April 1 and conclude on March 31.

2.40 **Financial Instrument Signatories**

A. The authorized signatories to checks, warrants, withdrawal applications and the Santa Clara County claim forms of the Midpeninsula Regional Open Space District for payroll or for amounts less than \$5,000 shall be any one of the following seven employees: (i) the General Manager, (ii) the Assistant General Manager, (iii) the Administration and Human Resources Manager, (iv) the Operations Manager, (v) the Public Affairs Manager, (vi) the Planning Manager, or (vii) the Real Property Manager.

B. The authorized signatories to checks, warrants, withdrawal applications and Santa Clara county claim forms of the Midpeninsula Regional Open Space District in amounts of \$5,000 or greater (excluding payroll) shall be two of the following employees: (i) the General Manager, (ii) the Assistant General Manager, (iii) the Administration and Human Resources Manager, (iv) the Operations Manager, (v) the Public Affairs Manager, (vi) the Planning Manager, or (vii) the Real Property Manager.

2.50 **Safe Deposit Box**

The authorized signature for entrance into the District's safe deposit box is any of the following: General Manager, Assistant General Manager, District Clerk, and Sr. Accounting Specialist.

2.60 **Certificates of Acceptance and Acquisitions of Interests in Low-Value Real Property by the General Manager**

A. In accordance with Government Code § 27281, Certificates of Acceptance for deeds or grants conveying any interest in or easement upon real estate to the District for public purposes shall be executed as follows:

Certificate of Acceptance. The President of the Board of Directors, or, in his or her absence, the Vice President of the Board of Directors, or the District's General Manager, are hereby authorized to consent to and accept on behalf of the Midpeninsula Regional Open Space District, deeds or grants conveying any interest in or easement upon real property to the District for public purposes and to execute a Certificate of Acceptance as evidence thereof as required by law.

B. Acquisitions of Interests in Low-Value Real Property by the General Manager. The General Manager is hereby authorized to approve the acquisition of an interest in or easement upon real property, or an option to acquire such an interest or easement, on behalf of the Midpeninsula Regional Open Space District provided the following conditions are met:

1. The General Manager determines that the acquisition of such interest in or easement upon real property is necessary or appropriate in order for the District to effectively acquire, plan, maintain and operate its system of open space preserves, and that such

acquisition is consistent with all applicable District regulations and policies concerning acquisition of real property; and

2. The purchase price, option price, or, in the case of a gift, the fair market value of the gift, does not exceed the General Manager's authority to expend District funds as provided in Section 5549 (b)(2) of the Public Resources Code and as authorized by the Board of the Directors; and
3. Prior to the General Manager's approval of an acquisition, the District undertakes all acts required by law prior to acquiring real property, including compliance with the California Environmental Quality Act; and
4. After acquisition, the General Manager shall notify the Board of Directors, in writing, of the acquisition or option and place upon the Board of Director's agenda at its regular meeting a Preliminary Use and Management Plan for the real property so acquired. Pursuant to the District's Public Notification Policy, the General Manager may determine that such Plan be presented to the Board for final adoption, in the event no public comments concerning the proposed plan have been received prior to Board action.

Last amended:

~~December XX, 2012~~

~~February XX, 2013~~

November 12, 2008

September 24, 2008

June 14, 2006

October 26, 2005

February 11, 2004

November 12, 2003

October 8, 2003

August 13, 2003

January 29, 2003

January 10, 2001

January 11, 1995

January 26, 1994

June 18, 1991

**RULES OF PROCEDURE
APPENDIX A**

Closed Session Procedures and Standard Forms

1. At least 72 hours before a regular meeting of the Board of Directors and at least 24 hours before a special meeting, the District Clerk shall post the Board's agenda containing a brief general description of each item of business to be transacted or discussed in the closed session. The description should be consistent with the form attached as "Standard Form No. 1". The closed session shall also be listed on the agenda by number as "Closed Session Agenda Item No. ____."

2. Prior to the closed session, the Board of Directors shall convene in open session.

The Board President shall announce the purpose or purposes of the closed session, state the statutory authority for the session and state the items to be discussed in the closed session.

Alternatively, the Board President can refer to the closed session as listed on the agenda: "The Board will hold a closed session for the purpose of discussing 'Closed Session Agenda Item No. ____'".

3. The Board then may adjourn to its closed session.
4. At the conclusion of the closed session, a "Closed Session Minutes and Record of Action Taken" form (Standard Form No. 2) is prepared by the District Counsel, District Clerk or District General Manager. The form shall be entered in a Minute Book, which shall be a confidential document maintained by legal counsel. The Minute Book will be available for inspection by any Board member or other authorized person.
5. Where final action has been taken on a matter in closed session, the Board shall reconvene into public session, and the President shall made any public announcements required by Section 54957.1 of the Ralph M. Brown Act.
6. Confidentiality is essential if a closed session is to serve its statutory purpose. Therefore, Board members and staff will adhere to a strict policy of confidentiality. No person may disclose any statements, discussion, documents, or votes made in a closed session except where authorized by the Board or where required by the Ralph M. Brown Act.

STANDARD FORM NO. 1

CLOSED SESSION AGENDA DESCRIPTIONS

Type of Closed Session Item:

1. Conference with Real Property Negotiator
2. Conference with Legal Counsel – Existing Litigation
3. Conference with Legal Counsel – Anticipated Litigation
4. Public Employment Item
5. Labor Negotiations
6. Other – check with District Clerk [and General Counsel](#)

1. Conference with Real Property Negotiator

Real Property or Properties: Specify street address, or if no street address, the parcel number or other unique reference _____

Negotiating Parties: Specify name of person with whom negotiator may negotiate _____

Under Negotiations: Specify whether instruction to negotiator will concern price, terms of payment, or both _____

2. Conference with Legal Counsel – Existing Litigation – Govt. Code § 54956.9(a)

A. Name of Case (Identify each case by reference to title of case, claimant's name, name of parties, or claim numbers) _____

B. If disclosing the case name of existing litigation would jeopardize service of process or jeopardize ongoing settlement negotiations:

Name of Case Unspecified: Disclosure will jeopardize service of process of ongoing settlement negotiations.

3. Conference with Legal Counsel – Anticipated Litigation – Govt. Code § 54956.9(b)

A. When you desire to hold a closed session relating to anticipated litigation that has not yet been filed, the agenda description will be:

Conference with Legal Counsel – Anticipated Litigation.

Significant exposure to litigation (specify number of potential cases)

No. of cases: _____

B. If deciding whether or not to initiate litigation, the description will be:

Conference with Legal Counsel – Anticipated Litigation.

Initiation of litigation (specify number of potential cases)

No. of cases: _____

4. Public Employment

- A. Public Employee Appointment
Title of Position to be Filled: _____
- B. Public Employee Employment, Evaluation or Dismissal
Title of Position Being Filled or Reviewed: _____
- C. Public Employee Discipline, Dismissal or Release
(No further description necessary)

5. Labor Negotiations

- A. Conference with Labor Negotiator – Represented Employees
Agency: _____
Employee Organization: _____
- B. Conference with Labor Negotiator – Unrepresented Employees
Agency Negotiator: _____
Unrepresented employee(s) or group: _____