



**Board Policy No. 101**  
**Board of Directors Rules of Procedure**

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**SUBSECTION:** ADMINISTRATION

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**ARTICLE 1. THE AGENCY**

- Section 1.1 Agency
- Section 1.2 Name
- Section 1.3 Offices

**Section 1.1 Agency**

The agency operates as a public transit district, politically created pursuant to Transit District Law (Division 10 of the Public Utilities Code of the State of California) by the electorate on November 6, 1956 and certified to the Secretary of State on December 14, 1956. (Ref: PUC Sec. 24681)

**Section 1.2 Name**

The official name of the agency shall be the "Alameda-Contra Costa Transit District."

**Section 1.3 Offices**

The headquarters of the District shall be 1600 Franklin Street, Oakland, California 94612.

**ARTICLE 2. BOARD OF DIRECTORS**

Section 2.1	Board of Directors
Section 2.2	Wards and Election of Directors
Section 2.3	Oath of Office
Section 2.4	Terms of Office
Section 2.5	Vacancies
Section 2.6	Powers and Duties
Section 2.7	Conflict of Interest
Section 2.8	President of the Board
Section 2.9	Vice President of the Board
Section 2.10	President as Presiding Officer
Section 2.11	Selection of President/Vice President
Section 2.12	Use of District Letterhead

**Section 2.1 Board of Directors**

The Board of Directors shall consist of seven members: one from each of five wards and two at large. The Directors elected by wards shall be residents and voters of the respective wards from which they are nominated and elected. The Directors elected at large shall be residents and voters of the District.

**Section 2.2 Wards and Election of Directors**

Procedures for establishing wards and electing Directors shall be in compliance with Transit District Law, Uniform District Election Law, and any other applicable State and local laws. (Ref: PUC Sec. 24501, 24823, 24824, 24826; GC Sec. 1780; Elections Code)

**Section 2.3 Oath of Office**

The oath of office of Directors shall be taken, subscribed, and filed with the District Secretary following certification of the election results by the Registrar of Voters and prior to assuming office.

**Section 2.4 Terms of Office**

The term of office for Directors shall be for four years commencing at noon on the first Friday in December following their election. Directors shall serve until their successor is elected and qualified. (Ref. Elections Code Section 10554)

**Section 2.5 Vacancies**

Vacancies that occur on the Board, for whatever reason arising, shall be filled in accordance with Government Code Section 1780 or other applicable state laws.

**Section 2.6 Powers and Duties**

The Board shall exercise the powers, perform duties, conduct meetings, and be responsive to the public in the manner prescribed by law.

(a) Powers and duties of the Board of Directors, as established in Transit District Law, shall include but are not limited to:

- (1) Determining all matters of policy and providing for all matters and things necessary for the proper administration of the affairs of the district which are not otherwise provided for in Transit District Law (Ref: PUC Sec. 24884).
- (2) Supervising and regulating every transit facility owned and operated by the District, including fixing of rates, rentals, charges, and classifications, and the making and enforcement of rules, regulations, contracts, practices and schedules, for or in connection with any transit facility owned or controlled by the District (Ref: PUC Sec. 24885). In implementing this duty, reference is made to Section 3.3 of these Rules pertaining to the duties of the General Manager which are subject to the control of the Board.
- (3) Determining and creating, by resolution, such number and character of positions as are necessary to properly carry on the functions of the District and establish an appropriate salary, salary range, or wage for each position so created (Ref: PUC Sec. 24886).
- (4) Providing for an annual audit made of all books and accounts of the District by a certified public accountant or public accountant (Ref: PUC Sec. 24888).
- (5) Establishing rules for its proceedings.
- (6) Appointing and fixing the compensation of a general manager (Ref: PUC Sec. 24926).
- (7) Bargaining in good faith with recognized labor organizations (Ref: PUC Sec. 25051(a)).
- (8) Having the power to exercise the right of eminent domain (Ref: PUC Sec. 25703).

(b) In addition to the above, powers and duties of the Board of Directors, as established in Transit District Law, may include but are not limited to:

- (1) Adopting a personnel system for the purpose of recruiting and maintaining an effective work force with good morale, and abolishing, by resolution, any position established in the personnel system (Ref: PUC Sec. 24886).
- (2) Contracting for or employing any professional service required by the District or for the performance of work or services which cannot satisfactorily be performed by regular employees of the District (Ref: PUC Sec. 24887).
- (3) Providing, by resolution, under such terms and conditions as it sees fit, for the payment of demands against the District without prior specific approval thereof by the Board if the demand is for a purpose for which an expenditure has been previously approved by the Board and in an amount no greater than the amount so authorized, and if the demand is approved by the General Manager (Ref: PUC Sec. 24889).
- (4) Providing for the creation and administration of funds as the needs of the District may require (24890).

- (5) Providing, by ordinance, compensation for each Boardmember for each attendance at the meetings of the Board, and for each day any Member is engaged in authorized District business other than attendance at meetings of the Board, as provided by Transit District Law (Ref: PUC Sec. 24908).
- (6) Appointing a District Secretary and General Counsel for the District and establishing compensation for said officers. (Ref: PUC Sec. 24931/24886)
- (7) Establishing an amount for bonds of appointive officers (Ref: PUC Sec. 24935).
- (8) Providing for the payment of insurance premiums for officers or employees of the District as specified in Transit District Law (Ref: PUC Sec. 25057, 99157, 99158).
- (9) Establishing a retirement system, retirement board, and associated authorities therewith as established in Chapter 5 of the Transit District Law, including but not limited to appointing members of the retirement board, prescribing the terms and conditions of retirement benefits, determining contribution levels to support the fund, and causing an actuarial valuation of the retirement fund at least once every four years (Ref: PUC Sec. 25301-25392).
- (10) Authorizing, by resolution, the sale, destruction or other disposition of any record, map, book or paper in the possession of the District or of any officer or employee thereof if the Board determines that such item is of no further value to the District (Ref: PUC Sec. 25772). Such authorization shall be in accordance with the public records requirements of the Government Code.
- (11) Submitting bond issues to the voters of the District (Ref: PUC Sec. 26202, 27451).

### **Section 2.7 Conflict of Interest**

Pursuant to the Political Reform Act of the Government Code, Directors shall not make, participate in making, or in any way attempt to use his or her official position in any way to influence a Board decision in which he or she knows or has reason to know that he or she has a financial interest (GC Section 87100). Other state law generally prohibits a Director from having a financial interest in any contract which is awarded or to be awarded by the Board (PUC Section 25722) unless the interest is remote and the Director discloses the remote interest to the Board, the interest is noted in the District's official records, and thereafter the District authorizes, approves or ratifies the contract in good faith without counting the votes of those with a remote interest (GC Sections 1090-1091). State law also prohibits Directors from engaging for compensation in any activity which is inconsistent, incompatible, or in conflict with or inimical to his or her duties or with the duties, functions, or responsibilities of the District (GC Sections 1125-1127). Violators of such law(s) may be held accountable in the manner prescribed in the law.

### **Section 2.8 President of the Board**

At its first meeting in January of each year the Board of Directors shall select from its membership a President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Appoint from the Board the members of all Limited Purpose and Liaison Committees. If necessary, the Board may convene a Board Retreat on the Wednesday immediately following the

- selection of the Board President, or as soon as practical thereafter, to discuss the interests of the Directors in serving on various committees. The appointments may be announced at the conclusion of the retreat or at the next Board meeting;
- (c) Serves as the official spokesperson for the Board of Directors at District and public events. The Board President may delegate this responsibility to the Vice President or another Director if deemed appropriate. All requests for the Board President's (or designee's) participation shall be coordinated through the District Secretary;
  - (d) Have all the powers and perform all of the duties as conferred by law; and
  - (e) Perform such other duties as may be required from time to time by the Board.

### **Section 2.9 Vice President of the Board**

The Board of Directors shall select from its membership a Vice President who, in the absence or disability of the President, shall have all of the powers and shall perform all of the duties of the President. The Vice President shall have all of the powers and shall perform the duties conferred on this office by law and shall perform such other duties from time to time as may be prescribed by the Board of Directors.

### **Section 2.10 President as Presiding Officer**

- (a) As provided for in Article 5 of these Rules for Procedure, the President shall review and approve all agendas of the Board of Directors prior to distribution of the agenda.
- (b) The President may move, second and debate from the Chair, subject only to such limitations of debate as are imposed on all Directors. He/she shall not be deprived of any rights and privileges of any Director by reason of his/her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of Board of Directors meetings.
- (c) When appropriate for clarification purposes or requested by a Boardmember, the President shall restate each motion immediately following its introduction. In situations where extensive discussion or debate occurs following introduction of a motion, or when an amendment(s) has been made to a motion, the President shall restate each motion immediately prior to calling for the vote. Following the vote, the President shall announce if the vote was unanimous or any dissenting votes or abstentions of each member present for the action and whether the motion carried or was defeated. In cases where the action of the Board may be unclear for those in the audience, the President shall summarize the action of the Board before proceeding to the next item of business.
- (d) Subject to additional Board direction, the President shall sign all ordinances and resolutions approved by the Board and shall sign all agreements and contracts as directed by the Board. In the event of the President's absence from a meeting where such documents are adopted and approved, the Vice President shall sign said documents on behalf of the District.
- (e) The President shall be responsible for the maintenance of order and decorum of Board meetings. No person shall be allowed to speak who has not first been recognized by the President. All questions and remarks should be addressed to the President.
- (f) The President shall determine all Points of Order subject to the right of any Director to appeal the determination to the entire Board. In the event of an appeal, General Counsel advice may



be obtained. The majority decision of the Board shall govern and conclusively determine any question of order.

### **Section 2.11 Selection of President/Vice President**

- (a) Term. During the first Board of Directors meeting in January of each year, the Board shall elect one of its members as President and one of its members as Vice President. The regular term of office for the President and Vice President shall be one year; however, the President and Vice President shall serve at the pleasure of the Board of Directors.
- (b) Absences of President/Vice President. If the President is absent or temporarily unable to serve, the Vice President shall assume the duties of the President. Except for the purposes of electing a President and Vice President, if the President and Vice President are both absent from any meeting and/or are unable to act, the meeting shall be called to order by the District Secretary, whereupon the District Secretary shall immediately call for the selection of a Temporary Presiding Officer.
- (c) Permanent Vacancies. Upon a permanent vacancy in either the President or Vice President position, the Board shall elect one of its members to fill the vacant position.
- (d) Limit. A member of the Board may be elected and serve in the position of President for no more than two consecutive years or the position of Vice President for more than two consecutive years, excluding the time served during a mid-term appointment. Thereafter, another Board member shall be selected as President or Vice President, respectively, for at least one year.
- (e) Failure to Elect. If the Board fails to elect a President or Vice President, the existing President or Vice President shall continue in said office until the Board elects a successor, unless the President or Vice President is removed by at least four affirmative votes of the Board.
- (f) Nominating Committee. The Board President may appoint a committee to nominate candidates for the offices of either the Board President or Vice President or both offices, as provided by Section 8.11 of these rules.

### **Section 2.12 Use of Board Letterhead**

- (a) Official Board letterhead means stationary which has the AC Transit logo at the top and a listing of the Board of Directors and Board Officers on the left side and the address, telephone number, facsimile number, and web address at the bottom of the page. Board letterhead is for exclusive use by the Board and Board Officers, subject to the limitations provided in this section.
- (b) No Director or Board Officer shall use the official letterhead stationary of the District to communicate, inform, represent, assert or otherwise imply that the letter sets forth a position, whether positive, negative or neutral, taken directly or indirectly by the District Board of Directors unless prior authorization for such communication has been approved in advance by the Board of Directors.
- (c) The limitations provided in Section 2.12(b) shall not apply to the following:
  - 1. Letters communicating the Board of Directors position on issues previously considered, including, but not limited to, legislation, regulations, initiatives, propositions, measures and similar matters where such letters are crafted by staff.

2. Letters of a ceremonial nature, thank you letters and similar non-policy communications.
- (d) Letters from individual Directors communicating his or her position on a matter of interest to that Director shall be made on personal stationary that clearly indicates that the communication is from that Director and does not represent that he or she is speaking on behalf of the Board of Directors.

**ARTICLE 3. BOARD-APPOINTED OFFICERS**

Section 3.1	General
Section 3.2	Oath of Office
Section 3.3	General Manager
Section 3.4	General Manager Report of District Activities
Section 3.5	District Secretary
Section 3.6	General Counsel
Section 3.7	Board / Staff Relations

**Section 3.1 General**

The Officers of the District, as appointed by the Board of Directors, shall be the General Manager, District Secretary, and General Counsel. All officers shall serve at the pleasure of the Board of Directors for an indefinite term and may be removed by the Board only upon the adoption of a motion by at least four affirmative votes of the Board. Removal of the General Manager by the Board shall also be in conformance with procedures established in PUC Section 24929. (Ref: PUC Sec. 24956, 24931, 24929)

**Section 3.2 Oath of Office**

All appointed officers of the District shall take and subscribe to an oath of office at any time after the officer has notice of his/her appointment but not later than 15 days after the commencement of his/her term of office. Said oath shall be filed with the District Secretary. (Ref: PUC Sec. 24934)

**Section 3.3 General Manager**

The General Manager of the District shall be directly responsible to the Board of Directors. Subject to the control of the Board, the powers and duties of the General Manager are to:

- (a) Have full charge of the acquisition, construction, maintenance, and operation of the facilities of the District;
- (b) Have full charge of the administration of the business affairs of the District;
- (c) See that all ordinances of the District are enforced;
- (d) Administer the personnel system adopted by the Board and, except for officers appointed by the Board, to appoint, discipline or remove all employees subject to the rules and regulations adopted by the Board and the labor provisions of all applicable laws;
- (e) Attend all meetings of the Board, unless excused, and submit a general report of the activities of the District as specified in Section 3.4;
- (f) Keep the Board advised as to the needs of the District;
- (g) Prepare or cause to be prepared all plans and specifications for the construction of the works of the District;
- (h) Devote his/her entire time to the business of the District;
- (i) Publish a financial report within 90 days after the end of the fiscal year showing the result of operations for the preceding fiscal year and the financial status of the District;

- (j) Install and maintain an auditing and accounting system;
- (k) Provide for the custody of the funds of the District and keeping of accounts of all receipts and disbursements;
- (l) Perform such other duties as from time to time may be prescribed by the Board of Directors. (Ref: PUC Sec. 24936, 24937, 24939, 24940)

### **Section 3.4 General Manager Report of District Activities**

Reports describing the general activities of the District, submitted to the Board of Directors, shall include, but not be limited to:

- (a) Bi-Monthly Budget Performance
- (b) Minutes of Monthly Accessibility Advisory Committee Meetings
- (c) Quarterly Contracts and Purchasing Activities
- (d) Quarterly Surplus and Obsolete Materials Report
- (e) Annual Financial Statements
- (f) Quarterly Goals/Objectives Status (Strategic Plan)
- (g) Quarterly Operations Performance Report
- (h) Semi-Annual Update on Disadvantaged Business Enterprise Goals

### **Section 3.5 District Secretary**

The District Secretary shall provide administrative support to the Board of Directors and shall be directly responsible to the Board of Directors and subject to such direct responsibility shall:

- (a) Be the custodian of the District seal and of all books, records and papers of proceedings of the Board of Directors and Committees of the Board;
- (b) Attend all meetings of the Board of Directors and Standing Committees, unless excused;
- (c) Prepare and distribute agendas, minutes and other required documents and papers as necessary for Board business;
- (d) Keep record of all ordinances, resolutions, and minutes of the Board and shall, as required, certify and furnish copies of such documents in compliance with the law;
- (e) Maintain records of and annually review these Rules for Procedure and all Board-adopted policies and, subject to General Counsel's review, make recommendations to the Board as appropriate;
- (f) Serve as the Filing Official under the District's Conflict of Interest Code and serve as District Election Officer to oversee District election procedures with the Counties of Alameda and Contra Costa;
- (g) Prepare Quarterly Travel/Expense Report for Directors/Officers; and
- (h) Perform any other duties as from time to time may be prescribed by the Board of Directors.

### **Section 3.6 General Counsel**

The Attorney for the District shall serve as General Counsel of the District and shall be directly responsible to the Board of Directors and subject to such direct responsibility shall:

- (a) Give advice or opinion orally or in writing whenever required by or necessary to the Board;
  - (b) Be the legal advisor of the General Manager and other District officers;
  - (c) Coordinate, direct, and supervise all legal matters affecting the District;
  - (d) Attend all meetings of the Board of Directors and Standing Committees, unless excused;
  - (e) Prepare or approve all forms and content of ordinances, resolutions, contracts, bonds and other legal documents connected with the business of the District to be consistent with the law and District policies;
  - (f) Take charge of all suits and other legal matters to which the District is a party;
  - (g) Perform all of the duties conferred or imposed upon Counsel by law; and
  - (h) Perform such other duties as from time to time may be prescribed by the Board of Directors.
- (Ref: PUC Section 24938)

### **Section 3.7 Board/Staff Relations**

Except for inquiry purposes, the Board of Directors shall deal with District employees solely through the Board Officer (General Manager, General Counsel or District Secretary) having supervisory responsibilities over individual employees. The Board shall not give orders to any District employee under the jurisdiction of an Officer, nor attempt to coerce or influence an Officer in matters relating to any contract, purchase, or any other administrative action, nor in any manner direct or request the appointment of any individual to, or removal from, his/her position by the General Manager. Additionally, no individual Boardmember shall be involved in the recruitment or selection process for any District employee other than Board Officers. (Ref: Board Policy 702)

**ARTICLE 4. MEETINGS, GENERAL**

Section 4.1	General
Section 4.2	Meeting Place
Section 4.3	Regular Meetings
Section 4.4	Notice of Regular Meetings
Section 4.5	Special Meetings
Section 4.6	Notice of Special Meetings
Section 4.7	Emergency Meetings
Section 4.8	Notice of Emergency Meetings
Section 4.9	Teleconferenced Meetings
Section 4.10	Attending Meetings by Videoconference
Section 4.11	Meeting Cancellations
Section 4.12	Adjournment

**Section 4.1 General**

Meetings of the Board of Directors are legislative sessions. All meetings shall be open to the public, except the Board may hold closed sessions for purposes authorized by State law and hereinafter referenced in Section 6.14.

**Section 4.2 Meeting Place**

All meetings of the Board of Directors shall be held within the District's boundaries, except as authorized by Government Code Section 54954. Regular and special meetings shall be held in the Board of Directors' Chambers or the 10th Floor Conference Room of the District Offices located at 1600 Franklin Street in Oakland, California. Notwithstanding Section 4.3, if the Board wishes to hold a regular meeting elsewhere within the District, then at least one month in advance it shall by motion designate the location of the meeting. Special meetings may be held at other locations within the District as so designated by the Board. The agenda for each meeting shall specify the location of the meeting.

In the event of a change of meeting place, appropriate and timely public notices shall be given in accordance with requirements of State law. (Ref: GC Sec. 54954)

**Section 4.3 Regular Meetings**

Regular meetings of the Board of Directors shall be held on the second and fourth Wednesday of each month or on the Wednesday determined by motion of the Board at a Board meeting held at least one month prior. The times of the Regular meeting in these months shall occur as provided for other Regular meetings in this section. Regular meetings shall begin at 5:00 p.m. A closed session scheduled for a Regular Meeting shall occur at 4:00 p.m. or at another time before or after the Board meeting as determined by the Board President in consultation with the General Counsel and/or General Manager.

The Board shall attempt to finish its business within three hours of the beginning of each meeting (not including Closed Sessions).

The Board of Directors shall hold at least two Board Retreats annually, occurring in the first half and second half of the calendar year. Retreats shall be regular meetings when the meeting date and time is approved by the Board at least 30 days in advance. Retreats shall begin at 9:00 a.m.

Public hearings on significant matters (fare increases, major service changes, environmental documents) whenever possible shall be held on the date of and, if possible, in conjunction with one of the regularly scheduled meetings. The time of the public hearings shall be determined by the Board at the time of setting the public hearing.

If at any time a regular meeting falls on a holiday, such regular meeting shall be held on the next business day or such day as the Board shall determine is appropriate, including canceling the meeting.

No later than the first Board meeting of each calendar year, the District Secretary shall provide a report of all the regular Board meeting dates for the coming year, including proposed dates for the Board Retreats and those meetings which occur in months when there is generally one meeting (August, November and December). In addition to the District's holiday schedule, any Director may request at this meeting additional Board dates that he/she would like to have considered as holidays and the justification for said request. The Board will determine at this meeting the list of "holidays" for the calendar year that coincide with Board meeting dates. The Board is not obligated to determine a new meeting date at the time it adopts the list but may consider the issue closer to the affected meeting date.

In addition to regular meetings, the Board may meet at other times as provided in Section 4.5 through 4.9 below. (Ref: GC Sec. 54954)

#### **Section 4.4 Notice of Regular Meetings**

Agendas for regular and adjourned regular meetings shall be posted 72 hours in advance of the time for the meeting. The agenda shall contain a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that freely accessible to the public and on the District's web site.

#### **Section 4.5 Special Meetings**

A Special Meeting may be called at any time by the Board President, or by a majority of Boardmembers. (Ref: GC Sec. 54956)

#### **Section 4.6 Notice of Special Meetings**

Written notice shall be required of all special meetings by personal delivery or by any other means. Notice shall be received at least 24 hours before the time of the meeting and shall be given to each

member of the Board and to each local newspaper of general circulation, and radio or television station requesting notice in writing and posting a notice on the District's web site. The call and notice shall specify the time and place of the special meeting and the business to be transacted. The written notice may be dispensed with as to any Boardmember who, prior to the meeting, files a written waiver of the notice (including a telegram) with the District Secretary or who is actually present at the meeting at the time it convenes. (Ref: GC Sec. 54956)

#### **Section 4.7 Emergency Meetings**

In the case of an Emergency Situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities an Emergency Meeting may be called by the Board President or by a majority of the Boardmembers without complying with the 24-hour notice or posting requirement or both. The meeting shall be conducted under the same rules as a Special Meeting. The Board may meet in closed session pursuant to Government Code section 54957 during an Emergency Meeting if agreed to by two-thirds vote of the Boardmembers present, or, if less than two-thirds of the Boardmembers are present, then by a unanimous vote of the Boardmembers present at the meeting.

An Emergency Situation includes an emergency (a work stoppage, crippling activity, or other activity which severely impairs public health or safety, or both, as determined by a majority of the Board) and a dire emergency (a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the Board). (Ref: GC Sec. 54956.5)

#### **Section 4.8 Notice of Emergency Meetings**

The 24-hour posting and notice requirements established for Special Meetings do not need to be complied with for an Emergency Meeting. Given the complex severity of situations which may necessitate the calling of an Emergency Meeting, every possible effort shall be made by the Board President to have all members of the Board of Directors notified of the calling of an Emergency Meeting in sufficient time to permit attendance by all Directors.

If telephone services are functioning, the Board President, or his/her designee, shall telephone each local newspaper of general circulation or radio or television station which has requested notice of special meetings at least one hour prior to the Emergency Meeting. However, in case of a dire emergency the notice shall be provided at or near the time that the President, or his/her designee, notifies the members of the Board of Directors of the Emergency Meeting. (Ref: GC Sec. 54956.5)

#### **Section 4.9 Teleconferenced Meetings**

Regular or Special meetings of the Board of Directors may be teleconferenced, i.e. a meeting of individuals in different locations, connected by electronic means, through either audio or video, or both. Any teleconferenced meeting shall meet the requirements of the Ralph M. Brown Act (Govt. Code sections 54950, et seq.) and the provisions of this Policy, to wit:



- (a) The meeting agenda(s) shall be posted at all teleconference locations and include a listing of each teleconference location. For example, a Director teleconferencing from a hotel must see that the agenda is posted in the public area of the hotel (such as where notices of events occurring at the hotel are listed) and on the door of Director's room.
- (b) Any notices of the meeting shall list each teleconference location. The District Secretary shall be notified by a Director desiring to teleconference of the Director's location in sufficient detail and sufficiently in advance of the meeting date to meet the requirements for providing the appropriate notice.
- (c) Each teleconference location shall be accessible to the public. For example, if a Director is teleconferencing from his/her hotel room then the door to the room must be ajar or unlocked to permit members of the public to enter during the course of the teleconferenced meeting.
- (d) A speaker phone must be used at the location of the teleconferencing site to permit members of the public who attend the meeting to be able to hear the meeting and, as appropriate, participate in the meeting.
- (e) A quorum of the Board must participate from locations within the boundaries of the District.
- (f) The failure to comply with any of the requirements in (a) through (e) will prohibit a Director from participating in a meeting by teleconference.
- (g) All votes taken during a teleconferenced meeting shall be by roll call. (Ref. GC 54953(b)).

#### **Section 4.10 Attending Meetings by Videoconference**

When attending a meeting by videoconference, Boardmembers are encouraged to display their video in order to be visible to other meeting participants. When presiding at a meeting, the President or Committee Chair shall display their video unless it is not feasible due to technological difficulties such as a poor internet connection. This provision shall not prevent a Boardmember from attending a meeting by telephone.

#### **4.11 Meeting Cancellations**

The Board President shall be responsible for the cancellation of a Board meeting, except special meetings called by a majority of the Board pursuant to Section 4.5 of these rules.

#### **Section 4.12 Adjournment**

The Board of Directors may adjourn any meeting (excluding emergency meetings) to a time and place specified in the motion or order of adjournment. Less than a quorum of the Board may adjourn from time to time. If all members are absent from any regular or special meeting, the District Secretary may declare the meeting adjourned to a stated time and place and shall cause a written notice of adjournment to be given in the same manner as given for special meetings. The District Secretary shall also post a copy of the order or notice of adjournment near the front door to the District Offices. (Ref: GC Sec. 54955)

## ARTICLE 5. MEETINGS, AGENDAS

Section 5.1	Agenda Requirement
Section 5.2	Posting of Agenda
Section 5.3	Additions to Agendas after Posting
Section 5.4	Order of Business
Section 5.5	Placement of Items on the Agenda
Section 5.6	Agenda Preparation
Section 5.7	Review and Approval
Section 5.8	Documentation
Section 5.9	Distribution

### **Section 5.1 Agenda Requirement**

An agenda shall be prepared for each meeting of the Board. All agendas shall contain a brief general description of each item of business to be transacted or discussed at a meeting of the Board. No item shall be discussed during a meeting unless the subject is part of the posted agenda referenced in Section 5.2 or added to the agenda as referenced in Section 5.3. (Ref: GC Sec. 54954.2)

Closed Session items identified on the agenda shall contain the information specified in Government Code Section 54954.5. (Ref: GC Sec. 54954.5)

General meeting protocols shall accompany the agendas for each meeting and shall serve as notification to the public of the following:

- (a) Rules for public comment;
- (b) Rules governing the use of electronic devices at meetings (Ref. District Ordinance No. 12);
- (c) Order of agenda items;
- (d) Availability of agenda-related materials;
- (e) Availability of audio streaming via the District's website;
- (f) Information on accessible public meetings (accessible facilities, disability-related accommodations, interpreters, transit service, service animals, and the use of scented products);  
and
- (g) Contact information for the District Secretary.

### **Section 5.2 Posting of Agenda**

Agendas for regular meetings and adjourned-regular meetings, special meetings, and emergency meetings shall be posted in accordance with the posting requirements provided in Sections 4.4, 4.6, and

4.8 of this policy. All agendas shall be posted in a location freely accessible to the public and on the District's internet web site. Emergency meeting agendas are not required to be posted but shall be posted whenever possible. (Ref: GC Sec. 54954.2)

### **Section 5.3 Additions to Agenda After Posting**

No item may be added to a posted agenda for discussion or action within 72 hours of a regular meeting or within 24 hours of a special meeting unless the Board makes one of the following necessary determinations:

- (a) By a majority vote affirmatively passed by not less than four Directors it is determined that an "emergency" exists (as referenced in Section 4.6 of these rules); or
- (b) By a two-thirds vote of the Board members present (or if less than two-thirds are present, by unanimous vote), that there is the need to take immediate action on an item which came to the attention of the District subsequent to the agenda being posted; OR
- (c) The item appeared on a meeting agenda held within the previous 5 days and at the prior meeting the item was continued to the meeting at which action is being taken. (Ref: GC Sec. 54954.2)

### **Section 5.4 Order of Business**

Meetings of the Board shall generally consist of the following order of business, which are more fully described in Article 6 of these Rules.

ROLL CALL  
PRESENTATIONS  
PUBLIC HEARINGS (when scheduled)  
PUBLIC COMMENT  
MODIFICATIONS TO THE AGENDA  
CONSENT CALENDAR  
REGULAR CALENDAR  
CLOSED SESSION  
AGENDA PLANNING  
GENERAL MANAGER'S REPORT  
BOARD/STAFF COMMENTS  
ADJOURNMENT

The order of items may be changed from time to time at the discretion of the Board President or by a vote affirmatively passed by not less than four Directors under the Modifications to the Agenda portion of the agenda. Other items, such as Oath of Office for new members, selection of the President/Vice President, or ceremonial presentations may be added to the above format as appropriate.

### **Section 5.5 Placement of Items on the Agenda**

1. General. Items may be placed on an agenda at the direction of the Board of Directors or at the request of an individual Boardmember, the General Counsel, the General Manager or the District Secretary.
  
2. Requests by Directors (Agenda Planning).
  - a. Requests by Directors for the placement of an item on any future Board or Committee agenda shall be made under the "Agenda Planning" portion of the Board agenda for regular meetings or at the request of the Board President for special meetings. Each item requested shall have the concurrence of at least one (1) other Director. The initiating Director shall provide sufficient detail about the item being proposed to provide direction to staff as well as a timeframe for calendaring the item. Prior to proposing an item, the Director should discuss it with the General Manager or a member of his/her Executive Staff to whom he/she refers the proposal. Directors shall be limited to two (2) agenda planning requests per meeting.
  - b. Committee Chairs shall review the list of pending agenda items for their respective Committees or subject matter areas on a monthly basis and meet with the General Manager or designated Executive Staff as needed, but not less than annually, to prioritize and calendar items on the pending list.
  - c. Item(s) may be removed from the pending list by the Committee Chair and the Board President after consultation with the Director who initiated the item. If the initiating Director is no longer on the Board, the item may be removed by the Committee Chair and the Board President unless the item is renewed by a current Board member, in which case the placement of the item on the pending list is subject to the process outlined in subsection 2.a. above.
  
3. Requests for Reconsideration. If a Boardmember wishes to place an item on the agenda which has already been considered and acted upon by the Board within the previous six months, he/she shall provide the District Secretary with a written explanation of the reasons the Board should consider the issue again. The District Secretary shall place the written explanation in the agenda packet under "Agenda Planning" and place the following notation on the agenda with the item: "(Previously considered and acted upon by the Board on [specify date])". Following discussion, the request for reconsideration must be affirmatively passed by not less than four Directors in order for the Board to consider the item again. If passed, the item shall be scheduled on a future agenda.
  
4. Requests by Members of the Public. Members of the public, interested in placing an item on a Board agenda, may submit a written request to the Board of Directors. Copies of such requests shall be provided to all Boardmembers. The request shall be considered by the Board under "Agenda Planning", unless, in the opinion of the Board President it should be referred to the General Manager as an administrative matter.

5. Items arising subsequent to the preparation of the agenda. The Board President, a Board member or a Board Officer may request that the Board consider an item that has arisen, and which meets the requirements for the need to take action rule set forth in Section 5.3.

### **Section 5.6 Agenda Preparation**

A complete description of items to be included on agendas and all agenda ready written reports shall be submitted to the District Secretary by Boardmembers, the General Counsel or the General Manager no later than 5:00 p.m. on the Wednesday one week preceding each regular meeting. For adjourned-regular or special meetings, a description of agenda items shall be submitted to the District Secretary in a timely fashion. This time provision may be waived for extenuating circumstances by the Board President, the General Manager or the District Secretary. (Ref. Administrative Regulation 101A)

The District Secretary, in coordination with the General Manager and General Counsel, shall prepare (assemble) agenda materials for all Board and Committee meetings.

### **Section 5.7 Review and Approval**

The Board President, General Manager, General Counsel and the District Secretary shall review the Draft Agenda and the Board President shall approve the Final Agenda and the order of items.

### **Section 5.8 Documentation**

Except for reports designated on the agenda as verbal reports, each agenda item submitted by Board Officers or their staff shall be supported by a written staff report and other supplemental documentation that may be necessary to enable the Board to make an informed decision on matters. If there is written documentation to support a verbal report, whenever possible, it should be submitted in advance of the meeting, otherwise it shall be provided at the meeting. Written reports shall be posted and maintained in perpetuity on the District's website unless, due to technological difficulties, the website is not available. In those instances, written reports and any supporting documents provided to the Board are to be posted to the website as soon as technologically feasible.

Staff Reports shall include the following elements:

- (a) **Subject:** A brief yet specific statement that describes what the report is about.
- (b) **Recommended Action(s):** The action(s) that staff is asking the Board to consider.
- (c) **Background/Rationale:** Provides sufficient background, history and information to assist the Board in making a decision and, when applicable, clarification of what would be accomplished, a description of potentially controversial aspects and legally required disclosures. This portion of the report should conclude with a restatement of the specific motion, resolution, or ordinance recommended to be adopted by the Board.
- (d) **Budgetary/Fiscal Impact:** A statement that provides the following information:
  - The amount of funds that are required for a particular proposal;

- Whether the proposal will increase/decrease costs or revenue;
  - The source of the funding if not already budgeted;
  - Immediate and long-term budgetary impacts;
  - Any budgetary savings associated with a particular proposal;
  - If applicable, details on total unit costs, prior costs, and what other agencies are paying for similar items/services;
  - Disclosure of any necessary matching funds if matching funds are a required component for the utilization of grant funding; and
  - Any ongoing multi-year operational costs resulting from the approval of a proposal.
- (e) Advantages/Disadvantages: Provides a concise account of the advantages of the proposal as well as the impact any disadvantages may have on the District.
- (f) Alternatives Analysis: Provides a list of possible alternatives to the action recommended by staff and short reasons why each is not recommended.
- (g) Strategic Importance: A brief statement of how the action, proposal, or idea under consideration ties into the District's Strategic Plan and advances the goals, objectives, or initiatives identified in the Plan.
- (h) Prior Relevant Board Actions or Policies: Lists the dates and report numbers for related actions taken by the Board and any applicable Board Policies.

### **Section 5.9 Distribution**

Final Staff Reports and associated agenda materials shall be supplied to the District Secretary as early as possible, but no later than 5:00 p.m. on the Wednesday preceding each meeting. For adjourned-regular and special meetings, reports and documentation shall be submitted in a timely fashion. (Ref: Administrative Regulation 101A)

Upon receipt of agenda materials, the District Secretary shall coordinate the compilation of all agenda report packages for delivery and/or mailing or electronic distribution the Friday preceding each regular meeting to Boardmembers, the General Counsel and the General Manager and their designated staffs.

The District Secretary will send a copy of the agenda, or a copy of all the documents constituting the agenda packet, for any regular or special meetings to citizens and members of the press who have filed an annual request for such notices or documents within ninety (90) days of January 1 of each calendar year. The agenda and the documents in it shall be made available in appropriate alternative formats to persons with a disability. The District Secretary may charge a fee for mailing the agenda or agenda packet which shall not exceed the cost of providing the service. (Ref: GC 54954.1)

Upon request, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990, and the federal rules and regulations adopted in implementation thereof. The agenda shall include information advising a person with a disability who requires a modification or accommodation in order to participate in the public meeting to contact the District Secretary, and shall provide the District Secretary's phone number and a notice that a request must be submitted three business days in advance of a Board meeting of the

need for a disability-related modification or accommodation, including auxiliary aids or services. (Ref: GC 54954.2)

Pursuant to the District's Public Participation Plan and Language Assistance Plan and subject to availability, interpreters will be provided upon request with 72 hours' notice to the District Secretary.

**ARTICLE 6. MEETINGS, CONDUCT OF BUSINESS**

Section 6.1	Quorum
Section 6.2	Action of the Board
Section 6.3	Voting - Roll Call
Section 6.4	Voting - Voice Vote
Section 6.5	Voting - Abstentions
Section 6.6	Protocols for Commonly Used Motions
Section 6.7	Resolutions
Section 6.8	Ordinances
Section 6.9	Public Hearings
Section 6.10	Public Comments
Section 6.11	Consent Calendar
Section 6.12	Regular Calendar
Section 6.13	Agenda Planning
Section 6.14	Board/Staff Comments/Announcements
Section 6.15	Closed Sessions
Section 6.16	Notice of Closed Sessions
Section 6.17	Confidentiality of Closed Sessions
Section 6.18	Announcement of Closed Session Action
Section 6.19	Minutes
Section 6.20	Audio Recordings
Section 6.21	Verbatim Transcriptions
Section 6.22	Retention of Official Board Legislative Records
Section 6.23	Destruction of Records
Section 6.24	Broadcasting Meetings
Section 6.25	Parliamentary Procedure

**Section 6.1 Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The names of Directors present and the names of Directors absent shall be entered in the minutes. (Ref: PUC Sec. 24907)

**Section 6.2 Action of the Board**

Even though the Board of Directors may sit as a committee of the whole for the purposes of Article 8, ultimately, all actions of the Board shall be through the adoption of motions, resolutions, or ordinances. To be considered adopted and valid, all actions of the Board must be affirmatively passed by four Directors.

The Board can only take action on items listed on the agenda or placed on the agenda in accordance with Section 5.3.



### **Section 6.3 Voting - Roll Call**

In considering approval of ordinances and resolutions and during teleconferenced meetings held pursuant to Section 4.9, the President shall cause the District Secretary to call the roll of all Directors present and voting and record said roll call vote in the minutes of the meeting. Additionally, the names of any Director present and not voting (abstaining) and the names of members absent shall be entered in the minutes.

### **Section 6.4 Voting - Voice Vote**

Notwithstanding Section 6.3, motions may be adopted by either roll call method, voice vote or general consensus. The determination of the type of vote shall be at the discretion of the President. Except, a roll call vote shall be used when so requested by an individual Director. The Board President shall announce if the vote was unanimous or any dissenting votes or abstentions of each member present for the action and whether motion passed or was defeated.

In the event a voice vote is used to consider a motion, the President (or Committee Chair) shall request those Directors in favor of the motion to answer in the affirmative, followed by those Directors opposed to the motion to answer in the negative. The results of a voice vote shall be entered into the minutes of the meeting.

In the event a general consensus vote is used to consider the motion, the President (or Committee Chair) shall question whether any members are opposed and thereafter announce that the motion carried either "with no objections" or with a specific indication of the Director(s) opposed to the motion.

### **Section 6.5 Voting - Abstentions**

Every Director is encouraged to vote on all items unless disqualified for a personal or financial conflict of interest.

### **Section 6.6. Protocols for Commonly Used Motions**

To ensure clarity for all meeting participants, Boardmembers shall observe the following protocols when offering motions during a meeting:

A **"Main Motion"** is used to introduce business for the Board to take action on. It requires a second, is debatable, is amendable, and requires at least four affirmative votes to pass.

A **"Motion to Amend"** modifies a Main Motion and can take one of the following forms/purposes:

1. To insert or add words or paragraphs;
2. To strike out words or paragraphs; or

3. To strike out and insert words, or substitute a paragraph or the entire text of a main motion and insert another in its place.

Board members must be clear in offering amendments and shall state the purpose of the amendment from the list above. An Amended Motion requires a second, is debatable, is amendable, and requires at least four affirmative votes to pass. Action on a Motion to Amend shall be taken before action on the main motion.

A **“Motion to Amend and Amendment”** follows the same protocol as a Motion to Amend, except that it is not amendable. Action on a Motion to Amend an Amendment takes precedence and shall be acted on first.

**NOTE:** If an amendment is defeated, another amendment may be proposed. After passing (or rejecting) an amendment, the President (or Chair) shall state the pending main motion as amended (or not) and put it to a vote.

A **“Motion to Postpone (or Continue)”** defers action until a specified time. It requires a second, is debatable, is amendable, and requires at least four affirmative votes to pass.

A **“Motion to Bifurcate”** is to divide a motion and to consider its parts separately. It requires a second, is amendable, is not debatable, and requires at least four affirmative votes to pass.

### **Section 6.7 Resolutions**

Resolutions shall be prepared in advance and submitted to the Board as part of the agenda packet. Unless otherwise requested by a Director, it shall not be necessary for the District Secretary to read aloud the title or any portion of a written resolution submitted to the Board for action.

In unusual or extenuating circumstances, resolutions which are not prepared and distributed in advance of a meeting should only be adopted following the reading aloud of the full resolution by the District Secretary or other individual as named by the Board President, unless waived by a majority of the Board. Such practice of late distribution shall be avoided except when absolutely necessary.

Following action adopting a resolution, the resolutions shall be signed by the Board President. Each resolution shall include a certification by the General Counsel approving the document as to form and content and a certification by the District Secretary specifying the date of adoption and roll call vote adopting the resolution.

### **Section 6.8 Ordinances**

Unless otherwise requested by a Director, it shall be unnecessary for the District Secretary to read aloud more than the title of a written ordinance submitted to the Board for action. No ordinance shall be passed by the Board on the day of its introduction nor within three (3) days thereafter, nor at any time other than at a regular or adjourned-regular meeting.

Following action adopting an ordinance, the ordinances shall be signed by the Board President. Each ordinance shall include a certification by the General Counsel approving the document as to form and content and a certification by the District Secretary specifying the date of adoption and roll call vote adopting the ordinance.

All ordinances shall be published after passage once a week for two consecutive weeks. Ordinances shall become effective thirty (30) days from the date of final passage except those ordinances (a) relating to elections, (b) specifically required by law to take immediate effect, (c) relating to taxation or (d) those adopted for the immediate preservation of public peace, health, or safety. Passage of an ordinance shall be deemed to include authorization of the necessary expenses of publication. (Ref: PUC Sec. 24533, 24909, 24910, 24912, 24938; GC Sec. 6066; Election Code Sec. 5200)

### **Section 6.9 Public Hearings**

Public hearings shall be conducted by the Board of Directors (or by staff at the Board's direction) upon request or as conferred or imposed by law pursuant to Board Policy 110 – Public Hearing Process for the Board of Directors.

### **Section 6.10 Public Comments**

The Board of Directors shall accept public comments and testimony on specific agenda items as well as on matters not specifically appearing on the agenda. The agenda for regular meetings shall request that members of the public complete a speaker's form in order to expedite recognizing speakers at the appropriate time during the meeting. The completion of a speaker's form is not a prerequisite for addressing the Board of Directors. However, if a form is not filled out, the individual shall be requested to provide his/her name for the record. Individuals addressing the Board under the public comment portion of the agenda shall abide by the same rules as speakers at a public hearing, as set forth in Board Policy 110.

For items appearing on the Board agenda, prior to initiation of discussion by the Board, the Board President will acknowledge that a request to speak has been received and invite the speaker to address the Board immediately prior to or during discussion of the item by the Board. No member of the public will be precluded from addressing an item on the Board agenda, even though the item may have been discussed at a Board Committee meeting.

A time for receipt of public comments not relating to specific agenda items will be designated on each regular meeting agenda. No action shall be taken in response to any item raised unless action is otherwise authorized as referenced in Section 5.3 of these Rules. However, Boardmembers may briefly respond to statements or questions from the public, ask questions for clarification, refer the matter to staff, request staff to report back at a subsequent meeting, or direct staff to place the matter on a future agenda.

Public comments shall be limited to two (2) minutes for individuals, organizations, and anyone using simultaneous translation equipment unless, at the discretion of the Board President, or by determination of a majority of the Board, said time limit is extended or reduced. Speakers using a translator will receive twice the allotted time. (Ref: GC 54954.2; 54954.3(b)(2)&(3))

### **Section 6.11 Consent Calendar**

Each agenda may include a Consent Calendar which shall include those items which (1) the Board President and the affected Board Officer deem to be routine in nature or where no debate or inquiry is anticipated; or (2) a recommendation of action and placement of the item on the Consent Calendar has been received from a Board Standing or Limited-Purpose Committee. All items designated under the Consent Calendar portion of the agenda may be enacted by one motion unless a member of the Board of Directors, Board Officer, or the public requests separate action or discussion of an item.

### **Section 6.12 Regular Calendar**

Each agenda shall include a Regular Calendar for those items not considered under the Consent Calendar or during a Public Hearing. This calendar is for the consideration of items that require action or require significant discussion by the Board prior to taking action.

### **Section 6.13 Agenda Planning**

Each agenda shall include Agenda Planning to determine if agenda items requested by a Boardmember or the public should be placed on a future Board or Committee agenda for further consideration as provided in Section 5.5

### **Section 6.14 Board/Staff Comments/Announcements**

Each regular meeting agenda shall include a time for brief announcements by Boardmembers or Board Officers and brief reports on a Boardmember's or Board Officer's own activities. The Board shall not entertain discussion nor take action in response to any item raised unless discussion or action is otherwise authorized as referenced in Section 5.3 of these Rules. The Board may, however, refer the matter to staff for investigation or a report or placement of the matter on a future agenda. (Ref: GC 54954.2)

### **Section 6.15 Closed Sessions**

The Board may, as part of any Regular, Adjourned-Regular, or Special Meeting, hold closed sessions to discuss certain types of items. Closed session agendas shall be developed following the procedures established for setting agendas. (See Section 5.5) A request for a closed session may be made by any Board Officer or Boardmember either before or during a meeting.

Whether to hold a closed session shall be determined as follows:

The General Counsel shall be advised of the request and the justification for the closed session. The General Counsel shall determine if a closed session is appropriate, based upon his/her interpretation. The General Counsel shall provide the Board with his/her opinion. The Board will determine if the closed session is appropriate after considering the advice of the General Counsel. The Board's subsequent determination shall favor open and public meetings. Discussion within closed sessions shall be limited to only those instances where the reasons for the need for a Closed Session outweigh the public's need to be present.

Types of discussions and actions which may be considered in closed session include but are not limited to:

- (a) Labor Negotiations: To confer with and instruct the District's labor negotiator with respect to labor negotiations. (Ref: GC Sec. 54957.6)
- (b) Personnel Matters: To discuss the employment, appointment, evaluation or dismissal of Board-appointed officers. (Ref: GC Sec. 54957)
- (c) Litigation: To discuss potential or pending litigation. (Ref: GC Sec. 54956.9)
- (d) Real Estate Negotiations: To discuss real estate transactions with the Board's negotiator. (Ref: GC Sec. 54956.8)
- (e) Security Matters: To discuss matters posing a threat to the security of a public building or public access to public services/facilities with the Attorney General, District Attorney, or Sheriff or Police Chief or their deputies. (Ref: GC Sec. 54957)
- (f) Grand Jury Meetings: To permit a majority of Boardmembers to testify before a grand jury. (Ref: GC Sec. 54953.1)

#### **Section 6.16 Notice of Closed Sessions**

Prior to holding any closed session, the Board President or General Counsel or, if necessary, the District Secretary shall state, in open session, the item or items to be discussed in the closed session. The Board President or General Counsel shall refer to the closed session item(s) as listed on the agenda, by number or letter, is sufficient notice.

#### **Section 6.17 Confidentiality of Closed Sessions**

Except as otherwise provided in Government Code section 54963, no person in attendance at a closed session shall disclose confidential information that has been acquired during the closed session to a person not entitled to receive that information, unless the Board of Directors authorizes the disclosure.

#### **Section 6.18 Announcement of Closed Session Action**

The decisions of the Board of Directors taken in closed session shall be reported in open session at the same meeting at which the closed session occurred, if the Board's action is the final action on the item, or at a subsequent meeting, if the decision requires action by a third party. In this latter case, the closed session decision shall be reported out as soon as required by Government Code Section 54957.1, or

within a reasonable period of time after the decision becomes final in those situations where disclosure is not required except in response to public inquiry.

When a closed session decision is disclosed at a subsequent Board meeting, the District Secretary will place the item on the consent calendar and provide the following information: identification of the subject matter of the closed session; the Boardmembers who moved and seconded the motion; the vote of each Boardmember present; and a listing of any Boardmembers who abstained or were absent from the closed session. (Ref: GC 54957.1; 54957.7)

### **Section 6.19 Minutes**

Minutes are the record of proceedings of all open session meetings of the Board of Directors. Minutes shall be prepared and kept in writing by the District Secretary in the manner prescribed by the Board and shall be reviewed by the Board prior to approval at a subsequent meeting. Approved minutes, minute orders, written reports and adopted resolutions and ordinances shall constitute the official record of action taken by the Board of Directors. Minute orders shall contain the action(s) recommended by a Standing Committee in addition to the action(s) taken by the Board of Directors.

The minutes of a meeting are intended to reflect what occurred at the meeting including the identification of public speakers and a general indication of their comments. The minutes shall be prepared as “action minutes” indicating the item considered, the staff recommendation, the action taken by the Board on the item, and the vote of the individual Directors and if a Director stated a reason for his/her vote. The minutes should not be used to editorialize on or refute what was said at another meeting. The minutes shall be annotated to include specific direction given to staff, agenda planning items, and requests from the Board for follow-up reports or an indication from staff of future follow-up reports. The minutes shall not be annotated in any manner to refer to a discussion which occurred at a prior meeting, except when the District Secretary determines that such annotation is necessary to clarify action taken by the Board at one meeting which has been affected by action taken by the Board at a subsequent meeting.

### **Section 6.20 Audio Recordings**

The District Secretary shall record each meeting of the Board of Directors; except, the Board may authorize an exception for lengthy training and study workshops. The retention period for audio recordings outlined in Section 6.21 shall also apply to audio recordings streamed via the District’s website.

Audio recordings of Board meetings shall be regarded as secondary to the actual preparation of the minutes. Audio recordings shall remain a supplement to the note taking and serve as an aid, rather than the primary device or legal record.

Any member of the public may audio record, videotape, take motion pictures, or take still photographs of any open Board meeting, unless the Board determines that the noise, illumination or obstruction of view will unreasonably and persistently disrupt the meeting. (Ref: GC 54953.5)

### Section 6.21 Verbatim Transcriptions

Due to the high cost of verbatim transcriptions, verbatim transcriptions shall only be prepared by the District Secretary as required by law, as needed for District business, or at the direction of a majority of the Board of Directors. Anyone desiring a transcription may be provided a copy of the audio recording of the meeting or relevant portion of the meeting in accordance with the District policy for duplication of public records.

### Section 6.22 Retention of Official Board Legislative Records

The official legislative record of the decisions made by the Board of Directors shall include the minutes, resolutions, ordinances, and any agenda-related materials including written reports, supplemental documentation or written public comment associated with an item listed on the agenda. Retention periods for specific documents are set forth as follows:

Category	Retention Period
Minutes of the Board of Directors, Standing and Special Committees	Permanent
Ordinances	Permanent
Resolutions	Permanent
Minute Orders	Permanent
Staff reports, supporting documentation, handouts, presentations, and written comments presented to the Board of Directors in the course of any special or regular meeting	Permanent
Agendas	Minimum of 2 years
Audio Recordings	Minimum of 3 years

### Section 6.23 Destruction of Records

The Board of Directors may authorize the destruction or disposition of any record that is not required to be maintained permanently if it adopts a resolution finding that the record is of no further value to the District. (Ref: PUC Section 25772)

### Section 6.24 Broadcasting Meetings

Open meetings of the Board may be broadcast by radio and television services, subject to the broadcaster making arrangements with the District Secretary in advance of the broadcast. The Board may prohibit or restrict a broadcast if it determines that the broadcast cannot be accomplished without

noise, illumination or obstruction of view that would constitute an unreasonable, persistent disruption of the meeting. (Ref: GC 54953.6)

### **Section 6.25 Parliamentary Procedure**

Parliamentary procedure, except as provided for by statute or these Rules, shall be conducted in accordance with Robert's Rules of Order. Inadvertent failure to abide by parliamentary procedure shall not invalidate any action of the Board.



**ARTICLE 7. DETERMINATION OF THE DISTRICT'S LEGISLATIVE AGENDA**

Section 7.1	General
Section 7.2	Legislative Positions
Section 7.3	Expedited Procedures
Section 7.4	Legislative Requests from Boardmembers
Section 7.5	State and Federal Advocacy Programs

**Section 7.1 General**

The Board of Directors shall be responsible for setting the District's legislative agenda and determining the District's position on legislation, rules, regulations and/or executive orders affecting the District, including the annual State and Federal Advocacy Programs. The Board may take action on these matters at any noticed regular or special meeting, subject to the requirements of the Brown Act and Articles 4 and 5 of this policy.

**Section 7.2 Legislative Positions**

When legislation, rules, regulations, and/or executive orders may have an impact on the District, the following procedures shall apply when determining the District's legislative position unless a need exists to affect the expedited procedures set forth in Section 7.3:

- (a) The Board of Directors shall review the analysis and recommendation of the General Manager on the bill, rule, regulation or executive order.
- (b) The Board of Directors shall determine the position of the District and direct staff to communicate that position to the District's legislative advocates and/or directly to the individual and/or committee handling the matter.

**Section 7.3 Expedited Procedures**

If a bill, rule, regulation and/or executive order affecting the District is introduced, amended, or is under consideration, and the opportunity to follow the procedure outlined in Section 7.2 is not available, the following expedited procedures shall apply:

- (a) The President, the Chair of the External Affairs Committee and the General Manager shall unanimously determine the District's position and authorize that position to be communicated on behalf of the District to the District's legislative advocates and/or directly to the individual and/or committee handling the matter. If the President is unavailable then the Vice President shall act in his/her place. If the Chair of the External Affairs Committee is unavailable then another Committee Chair designated by the Board President (or Vice President if the President is unavailable) shall act in his/her place. If the General Manager, or designee, is unavailable then the General Counsel, or designee, shall act in his/her place.

- (b) A written report of any decision made under this section shall be provided to the Board as soon as possible and placed on the agenda for next regular or special Board meeting, subject to the requirements of the Brown Act and Articles 4 and 5 of this policy.
- (c) The Board shall either ratify the decision or determine a revised position to be communicated. If the Board adopts a revised position, it shall be communicated to the same recipients as the original communication.
- (d) In the case of urgent legislation or bills where the District is awaiting immediate decision by the President of the United States, Members of Congress, the Governor, Members of the State Legislature, or Federal or State agencies, staff will advocate on behalf of such legislation or bills after the aforementioned process is completed.

#### **Section 7.4 Legislative Requests From Boardmembers**

If a Boardmember desires to pursue specific legislation, he/she shall bring it to the attention of the Board for discussion. If necessary, the Board shall direct staff to research issues, provide analysis and return to the Board with a recommendation for further action. If the Board approves the action, staff will direct the District's legislative advocates to move forward with that action. Boardmembers shall attempt to bring proposals to pursue specific legislation to the Board in a timely manner such that the Board has sufficient time to review the proposal, request research and analysis, and make a decision.

#### **Section 7.5 State and Federal Advocacy Programs**

The Board shall adopt the District's annual State and Federal Advocacy Programs. In developing these programs, input shall be sought from and vetted with executive staff and the Board Officers, primarily the General Manager. Draft advocacy programs shall be distributed to transportation advocacy groups, planning and funding partners, and coordinating agencies. To ensure public participation, draft programs shall also be distributed to interested parties to solicit feedback and comments to help inform and broaden advocacy programs. Comments received shall be provided to the Board for consideration, but may not necessarily be included in the Board-approved programs.

**ARTICLE 8. COMMITTEES AND BOARD REPRESENTATIVES**

Section 8.1	Committees
Section 8.2	Authority
Section 8.3	Procedural
Section 8.4	Composition
Section 8.5	Meetings & Agendas
Section 8.6	Establishment of Standing Committees
Section 8.7	Finance and Audit Committee
Section 8.8	External Affairs Committee
Section 8.9	Operations Committee
Section 8.10	Planning Committee
Section 8.11	Nominating Committee
Section 8.12	Board Liaison Representatives
Section 8.13	Board Representatives – Informal Meetings

*As of January 27, 2016, the Board of Directors has suspended the use of Standing Committees indefinitely. However, Committee Chairs have been retained, in a modified role, to preside over the portion of the Board meeting dealing with items pertaining to the subject matter of their respective Standing Committees and to manage their respective portion of the agenda planning pending list. The procedures provided below are preserved in this policy in the event the Board reinstates the use of Standing Committees.*

**Section 8.1 Committees**

Committees (Standing and Limited Purpose), are established as advisory units to the full Board of Directors. Committee agendas shall be established as outlined in Section 8.5 below. Committees review and make recommendations to the full Board of Directors, which has the legal responsibility for making decisions and policies of the District.

**Section 8.2 Authority**

Even though committees may be composed of a majority of the Board of Directors, their recommendations are advisory to the Board.

**Section 8.3 Procedure**

The Rules for Procedure outlined in Article 6, Sections 6.18 (Minutes) and 6.19 (Audio Recordings) shall apply to all Standing Committees of the Board.

**Section 8.4 Composition**

- (a) **Standing Committees.** The Board President shall appoint the Chair of Standing Committees and shall endeavor to rotate the Committee chairs to enable all Board members, other than the

President, to have the opportunity to chair a Committee. The Board of Directors shall serve as a committee of the whole and a majority of the members of the Board shall constitute a quorum for the transaction of business for a committee of the whole. Standing Committees have continuing subject matter jurisdiction and are subject to the provisions of the Brown Act (Ref: G.C. Section 54952(b))

In the absence of the Committee Chair, the Board President, or in his/her absence the Vice President, shall be the acting chair. In the absence of the Committee Chair, President and Vice President, the meeting shall be called to order by the District Secretary, whereupon the District Secretary shall immediately call for the selection of a Temporary Chair.

- (b) **Limited-Purpose Committees.** The Board may establish Limited-Purpose Committees and the Board President shall appoint the Chair and members of Limited-Purpose Committees so established by the Board. Limited-Purpose Committees shall be composed of no more than three members of the Board of Directors and may include the Vice President and President. A Limited-Purpose Committee is a temporary advisory committee that serves a limited or single purpose, is not perpetual, and will be dissolved once its specific task is complete. This type of committee is not subject to the provisions of the Brown Act. Any request to the Board to authorize the creation of a Limited-Purpose Committee shall specify 1) the limited or single purpose of the committee and 2) the committee's sunset date. Limited-Purpose Committees shall report on their activities to the Board or the appropriate Standing Committee as appropriate.

### Section 8.5 Meetings & Agenda

- (a) **General.** All Committees subject to the Brown Act shall follow the provisions of Articles 4, 5 and 6 of these Rules, except where appropriate, the Committee Chair shall fulfill the responsibilities designated to the Board President. The Board President shall review all Committee agendas, but final approval of the agenda for each Committee shall rest with the Chair of each Committee.
- (b) **Regular Meetings.** Standing Committee meetings shall be held on the second and fourth Wednesday of each month. The Operations Committee and Planning Committee shall hold regular meetings on the second Wednesday. The External Affairs Committee and the Finance and Audit Committee shall hold regular meetings on the fourth Wednesday. Committee meetings shall be held in conjunction with the regular Board of Directors meeting at 5:00 p.m. when the Board recesses to a committee of the whole and shall conclude upon the Board reconvening as the Board of Directors
- (c) **Special Meetings.** Special Meetings of a Standing Committee may be called by the Committee Chair or a majority of the Committee members under the provisions outlined in Article 4 of these Rules. However, any meeting of a Standing Committee shall be deemed a regular meeting when an agenda is posted at least 72 hours in advance of the meeting regardless of the time and location of the meeting as long as the meeting is within the District's boundaries.

- (d) **Agendas.** The agendas of the Committees shall conform to the provisions in Section 5.4 with the following modifications:

The Consent Calendar shall consist of routine briefing/action items. These include, but are not limited to all regularly scheduled reports to the Board of Directors, in addition to information determined either by the General Manager or the Board to be of interest to the Board but no action is expected.

Briefing Items are informational in nature and require no action or may be updates on specific items requested by the Board, and if necessary, may be forwarded by a Committee to the Board recommending action. If a Committee wishes to recommend that the Board of Directors take an alternate action not listed on the agenda, the item shall be brought back to the Board of Directors at a later date for consideration after it has been properly agendized.

Action Items require discussion and/or action. All action items shall be reviewed by the appropriate Committee first and then by the Board of Directors for action.

All briefing and action items shall be presented using the current staff report format for transmittal to a Committee, and ultimately to the Board.

Items may be referred to Standing Committees for review by the Board of Directors, by members of the Committee, or as proposed by staff and approved by the Committee Chair. The Board may, from time to time, specify that certain types of agenda items be routinely reviewed by a Standing Committee on a regular basis. Copies of all Committee agendas and corresponding materials shall be distributed to all members of the Board of Directors.

Agenda items recommended by a Standing Committee to be placed on the Board's Consent Calendar Addenda shall be acted on when the Board of Directors meeting reconvenes following the Standing Committee meeting(s).

- (e) **Minutes.** The District Secretary shall keep the minutes of each Committee meeting. The minutes for any Standing Committee meeting held during a recess of a Board of Directors meeting shall be combined with the minutes of the Board of Directors meeting in which a committee of the whole met. After the combined minutes have been approved by the respective Standing Committee Chairs and the Board President, the minutes shall be submitted to the Board of Directors for approval.
- (f) **Meeting Cancellations.** The Committee chair shall be responsible for the cancellation of a committee meeting.
- (g) **Teleconferencing.** In those situations where a committee member is unable to attend a meeting in person, the Committee meeting may be teleconferenced provided the requirements for teleconferencing set forth in Section 4.9 of this Policy are met.

**Section 8.6 Establishment of Standing Committees**

Beginning with the first Wednesday in May 2003, the Standing Committees of the Board of Directors include the Finance and Audit Committee, the External Affairs Committee, Operations Committee and the Planning Committee.

**Section 8.7 Finance and Audit Committee**

The Finance and Audit Committee shall be responsible for reviewing issues involving District financial matters primarily the preparation of the operating and capital budgets, mid-year adjustments and review of the audited financial statements. In addition, the Committee shall be responsible for the oversight of the Board's fiscal policies and for the following areas of review:

- (1) Budget/financial status review (expenditures/revenue sources);
- (2) Debt services, investments, bond instruments, and related policies;
- (3) Pension actuarial considerations;
- (4) Fare change considerations;
- (5) Financial implications resulting from service reductions and/or adjustments;
- (6) Audit services contracts;
- (7) Banking services contracts;
- (8) Review of periodic reports relating to internal audits, grant status, and disposal of surplus property;
- (9) Policies relating to Directors/Officers travel and expense reimbursement;
- (10) Establishment of the appropriations limit;
- (11) Contracts for employee health and welfare benefits;
- (12) Binding of excess liability and related insurance policies;
- (13) Grants for projects or programs within the Committee's purview; and
- (14) Solicitations and contracts which are within the purview of the Committee (contract award may then be placed directly on the Board agenda and need not go through Committee).

**Section 8.8 External Affairs Committee**

The External Affairs Committee shall be responsible for reviewing all activities associated with promoting the District's interests primarily through legislation, marketing, customer services, and community outreach. In addition, the Committee shall be responsible for oversight of the Board's administrative and legal policies and for the following areas of review:

- (1) Matters dealing with legislation, legislative goals and advocacy programs;
- (2) Relations with public officials, public agencies, and private sector partners such as employers and community groups;
- (3) Marketing and advertising (including bus shelter advertising);
- (4) Appointment of non-Boardmembers to external committees;

- (5) Board of Directors Rules for Procedure and policies for public meetings, hearings and appearances;
- (6) Elections, ethics, and conflict-of-interest policies;
- (7) Customer service;
- (8) Passenger information and signage;
- (9) Use of the District's logo and service marks;
- (10) Grants for projects or programs within the Committee's purview; and
- (11) Solicitations and contracts which are within the purview of the Committee (contract award may then be placed directly on the Board agenda and need not go through Committee).

### **Section 8.9 Operations Committee**

The Operations Committee shall be responsible for reviewing all activities associated with the operation of the District's bus service and administrative business functions. In addition, the Committee shall be responsible for oversight of the Board's operational and personnel policies and for the following areas of review:

- (1) Operational standards and passenger safety and security;
- (2) Maintenance standards of facilities, equipment and parts and their replacement policies;
- (3) Personnel and employee relations, operational efficiencies and economics of the District's administrative organization structure;
- (4) Establishment of new classification specifications and changes in salary grades;
- (5) Affirmative Action/Equal Employment Opportunity;
- (6) Development and implementation of employee benefit programs;
- (7) Review of periodic reports pertaining to policies, status and goals relating to Disadvantaged Business Enterprise (DBE) participation;
- (8) Technology (existing and future infrastructure needs);
- (9) Review of periodic reports related to contracts and purchasing activity;
- (10) Periodic reports on operational performance and results of service changes;
- (11) Grants for projects or programs within the Committee's purview; and
- (12) Solicitations and contracts which are within the purview of the Committee (contract award may then be placed directly on the Board agenda and need not go through Committee).

### **Section 8.10 Planning Committee**

The Planning Committee shall be responsible for reviewing all planning, construction and engineering activities, including the development of new and modifications to existing bus service provided by the District to its customers. In addition, the Committee shall be responsible for oversight of the Board's service development, planning, environmental and Title VI policies and for the following areas of review:

- (1) Planning of facilities, equipment and vehicles;
- (2) Need for various capital projects and design;

- (3) Acquisition, development and disposition of real property;
- (4) Capital/major infrastructure projects;
- (5) Development of recommendations for services adjustments (unless minor) and related Title VI review;
- (6) Development of new bus service;
- (7) Policies and issues related to bus stops (except advertising);
- (8) Long-range planning efforts;
- (9) Environmental matters (CEQA/NEPA);
- (10) Grants for projects or programs within the Committee's purview; and
- (11) Solicitations and contracts which are within the purview of the Committee (contract award may then be placed directly on the Board agenda and need not go through Committee).

### **Section 8.11 Nominating Committee**

A Limited-Purpose Committee, which may be appointed, shall be the Nominating Committee. The Nominating Committee may be requested to nominate candidates for the offices of either the Board President or Vice President or both offices, as may be required. The Chair of the Nominating Committee shall (1) present the Committee's report to the full Board, (2) accept additional nominations from the floor, and (3) preside over the Board of Director's selection of the President and/or Vice President.

### **Section 8.12 Board Liaison Representatives**

The Board President shall make all appointments to liaison committees, including external boards and commissions, where the appointed liaison representative may serve in a voting or non-voting capacity. The President shall inform Directors of all such appointments and assignments and the District Secretary shall maintain a list of all such appointments.

The District's interests are paramount and Directors who are appointed as voting members to a liaison committee shall use good judgment and seek direction from the Board on matters of broad social-political, economic, policy or operational significance to the District including, but not limited to, service decisions, legislation, funding, regional capital projects, measures, and transportation expenditure plans. Directors appointed to liaison committees shall agendaize items requiring Board direction under the Agenda Planning portion of the agenda. In situations where a matter is time-sensitive and the Agenda Planning process cannot be utilized, the Board Liaison Representative may consult with the Board President to have the matter added to the next agenda. In the event that an urgent matter arises after the posting of the agenda that requires immediate direction from the Board, the process outlined in Section 5.3 of these rules pertaining to additions to the agenda after posting shall be used. Nothing in this section shall preclude a non-voting liaison representative from bringing a matter of significance to the Board for its review. Directors appointed to liaison committees shall represent the interests of the District and shall keep the Board informed of their activities and positions taken under the Board/Staff Comments portion of the agenda.



**Section 8.13 Board Representatives – Informal Meetings**

The Board President may appoint Directors to serve as representatives for the Board in informal meetings with other public and private agencies. The President shall inform Directors of all such appointments and assignments and the District Secretary shall maintain a list of all such appointments.

Where practical, Board representatives will request that the Board take policy positions and keep the Board informed of activities. Such appointments shall serve to enhance communications with other agencies and the general public and shall in no way restrict individual Directors from meeting with other public or private agencies to express their views and hear their concerns.

**ARTICLE 9. APPOINTMENT OF NON-BOARDMEMBERS TO EXTERNAL COMMITTEES AND  
RECOGNITION OF PERSONS APPOINTED**

Section 9.1	General
Section 9.2	Appointment Process
Section 9.3	Appointments of Staff
Section 9.4	Recognition of Persons Appointed

**Section 9.1 General**

This article shall govern the appointment of one or more non-Boardmembers to committees created by other public entities which include a public member representing AC Transit on the committee(s), when AC Transit is requested to designate the individual(s) to represent AC Transit. It also serves to establish a consistent method of recognizing persons appointed by the Board of Directors to boards and committees upon their retirement or resignation.

**Section 9.2 Appointment Process**

The appointment process shall be as follows:

- (a) Upon receipt by the District of a request for the appointment of a public member to represent AC Transit on another agency's committee, board, etc., a copy of the request (if in writing) shall be transmitted to the Board President and the members of the Board. If the request is made verbally, the person who receives the verbal request shall promptly notify the District Secretary of the request and the District Secretary shall contact the requesting agency and ask for written confirmation of the request. Once received, the written request shall be distributed as indicated above.
- (b) The District Secretary shall place the appointment request on the agenda for the first Board meeting following its receipt.
- (c) The Board of Directors shall determine the course of direction it wishes to pursue.
- (d) If the other agency requests the selection of an individual by a time which does not afford an opportunity to follow the aforementioned process outlined in this section, the Board President may make an interim appointment. The notification to the requesting agency and to the individual(s) selected by the Board President must indicate that the appointment is interim, pending the completion of the steps set forth in appointment process outlined in this section, and shall identify the time period for which the appointment is valid. The Board President shall notify the Board of Directors in writing of the interim appointment within a week of making the appointment.
- (e) Upon completion of the steps identified above, the District Secretary shall send a written notice to the requesting agency, advising the agency of the name(s) of the District's appointee(s).

- (f) In all instances, the individual(s) appointed shall serve at the pleasure of the appointing individual, person or body (e.g., Board). Before assuming the appointment, the individual(s) shall be notified that their obligation is to represent the interests of the Alameda-Contra Costa Transit District, rather than their own position(s).
- (g) At the discretion of the Board, the individual(s) appointed shall, at least once each calendar year, submit a report (preferably in writing) to their appointing individual or body.

### **Section 9.3 Appointments of Staff**

The appointment process outlined in Section 9.2 shall be used to appoint staff to the ATU Retiree Medical Trust or other quasi-internal or external committees when no formal appointment process exists.

### **Section 9.4 Recognition of Persons Appointed**

Persons who resign or retire with one to five years of service will receive a "Certificate of Appreciation". Persons who resign or retire with more than five years of service will receive a "Resolution" adopted by the Board and signed by the President. Presentation of the resolution will be scheduled at a regular or special meeting of the Board of Directors. A "Proclamation" may substitute for a resolution when circumstances do not permit the adoption of a resolution due to time constraints. This section shall be applicable to all non-Boardmembers appointed to external committees as well as Board-created advisory and oversight committees and the Retirement Board.

**ARTICLE 10. WAIVER AND AMENDMENTS TO RULES/BOARD POLICY MATTERS**

Section 10.1	Waiver
Section 10.2	Review and Amendments
Section 10.3	Temporary Amendments
Section 10.4	Board Policy
Section 10.5	Code of Ethics

**Section 10.1 Waiver**

The Board of Directors may waive the provisions of these rules or any adopted policy except to the extent that the provision is based on statutory requirements imposed by another governmental entity. A waiver of the rules shall be posted on the applicable Board or Committee agenda and shall require four affirmative votes to waive the applicability of a rule for that particular meeting. Nothing in this section shall constitute a continual waiver which is tantamount to an amendment of the provisions of this or any policy without an amendment to the policy.

**Section 10.2 Review and Amendments**

The District Secretary shall review the Rules for Procedure at least once annually and make recommendations to the Board as appropriate. Any applicable new laws and other relevant changes shall be incorporated therein upon amendment by a majority vote of all members of the Board of Directors.

**Section 10.3 Temporary Amendments**

Temporary Amendments to these procedures, applicable only to a meeting in progress, may be adopted by vote of two-thirds of the Board of Directors without written notice required in Section 10.2 above.

**Section 10.4 Board Policy**

In addition to these Rules for Procedure, a Board Policy Manual shall be maintained by the District Secretary incorporating specific policy statements adopted by the Board of Directors. The District Secretary shall coordinate with the General Manager and General Counsel a review of the Policy Manual at least once annually and recommend appropriate and necessary amendments to the Board.

**Section 10.5 Code of Ethics**

The Code of Ethics establishes rules of conduct for Board Members, Board Officers, members of the Accessibility Advisory Committee and the members of any other committees or commissions the Board may create. (Ref: Board Policy No. 702)