

## **Board Policy No. 4 Rules of Procedure for the Conduct of Meetings**

### Summary

Pursuant to Public Utilities Code § 125101, this policy establishes rules and procedures for the conduct of Board meetings for the North County Transit District (“NCTD”).

### Robert’s Rules of Order

If a matter arises at a North County Transit District’s Board of Directors (“Board”) meeting which is not covered by these Rules of Procedure or applicable provisions of federal or state law, the procedures of the Board shall be governed by the latest revised edition of Robert’s Rules of Order.

### Ralph M. Brown Act

Pursuant to Public Utilities Code § 125104, all meetings of the Board, including standing Committee meetings, shall be conducted in the manner prescribed by the Ralph M. Brown Act, Chapter 9, Part 1, Division 2, Title 5 of the Government Code, commencing with Section 54950.

### Failure to Observe Procedures

These provisions are adopted to expedite the transaction of the business of the Board in an orderly fashion and are deemed to be procedural only. The failure to strictly observe such rules shall not affect the jurisdiction of the Board or invalidate any action taken at a meeting that is otherwise held in conformity with law.

### Quorum and Voting

Pursuant to Public Utilities Code § 125102, a majority of the Board members eligible to vote shall constitute a quorum for the transaction of business and all official acts of the Board shall require the affirmative vote of a majority of the members of the Board eligible to vote; however, after a vote of the members is taken, a weighted vote may be called by any two members eligible to vote.

In the case of a weighted vote, the County of San Diego and each city (with exception of the City of San Diego), shall, in total, exercise 100 votes to be apportioned annually based on population. Approval under the weighted vote procedure requires the vote of the representatives of not less than three jurisdictions representing not less than 51 percent of the total weighted vote to supersede the original action of the Board. When a weighted vote is taken on any item that requires more than a majority vote of the Board members eligible to vote, it shall also require the supermajority percentage of the weighted vote.

The population of the County of San Diego shall be the population in the unincorporated area of the County within the area of jurisdiction of the Board pursuant to Public Utilities Code § 125052. NCTD shall calculate the population of each member City (with exception of the City of San Diego) and the unincorporated area of the County using the most current United States Census Data, and the Clerk of the Board shall maintain such information for use at any noticed Public Meeting in order to calculate the weighted vote.

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When necessary, a Board member may attend a Board meeting by teleconference in accordance with the provisions of the Ralph M. Brown Act.

### Meetings

1. Regular Meetings (requires a seventy-two (72) hour notice) – The Board conducts its regular meeting on the third Thursday of the month generally at 2:00 p.m. at NCTD's administrative offices, or the location identified in the public notice of the meeting. Closed session is generally held at the end of the regular meeting as set forth and noticed on the agenda. The start time of the Special Meeting is dependent upon the number of Workshop items, typically 1:00-1:30 p.m. The notice of the meetings must be posted at least seventy-two (72) hours before the start of the meetings. At the last regular meeting of the Board in December of each year, the Board shall adopt a schedule of its meetings for the coming year.
2. Special Meeting (requires a twenty-four (24) hour notice) – The Chair of the Board may within his/her discretion, or upon the request of any two (2) Board members with concurrence of the Chair, call a special meeting for the purpose of transacting any business so specified in a published meeting notice. In addition, a special meeting may be called by a majority of the members of the Board by delivering, personally or by mail, written notice to each member of the Board twenty-four (24) hours before the time of the special meeting. Notice to members of the Board may be dispensed with as to any Board member who at, or prior to, the time the meeting convenes files with the Clerk of the Board a written waiver of notice. The written notice may also be dispensed with as to any Board member who is actually present at the meeting at the time it convenes. The meeting notice shall be provided to whatever local newspaper publishes regular meetings of the Board. The notice shall specify the time and place of the special meeting together with the business to be transacted. No other business shall be conducted by the Board except that so specified in the notice.
3. Emergency Meeting (twenty-four (24) hour notice waived) – An emergency meeting may be called for:
  - a. Any activity that severely impairs public health, safety, or both as determined by a majority of the members of the Board;
  - b. A crippling disaster, mass destruction, terrorist act, or threatened terrorist activity of significance that poses immediate peril.

Any meeting of the Board, however called and noticed, shall be a valid meeting if a quorum is present and each of the Board members not present signs a written waiver of notice or an approval of the minutes of the special meeting. All waivers or approvals shall be made a part of the minutes of the meeting to which they relate.

4. Closed Session – All regular, standing committee, and special meetings of the Board shall be open to the public, provided; however, that the Board may hold closed sessions during these meetings from which the public may be excluded for the purpose of considering certain matters as authorized and noted in the published meeting agenda. Only voting members of the Board shall participate in Closed Session meetings of the Board.

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No member of the Board, employee of the Board, or any other person present during a closed session shall disclose to any person the content or substance of any discussion which took place during the session unless the Board authorizes the disclosure by majority vote. No Board member shall report the content or substance of any discussion which took place in the session to that Board member's city council unless the Board authorizes the disclosure by a majority vote.

5. Workshop Session (requires a seventy-two (72) hour notice) – The Board may elect to meet in study/workshop sessions. The purpose of such sessions shall be for hearing reports from the staff and reviewing, discussing, and debating matters of interest to the Board and/or the public. No official action shall be taken at a workshop session. Such sessions shall be noticed and conducted as Board meetings which shall be open to the general public and shall meet the same requirements as regular Board meetings.
6. Adjourned Meeting – All meetings may be adjourned to a time, place, and date certain, but not beyond the next regular meeting. Once adjourned, the meeting may not be reconvened. Meetings may be adjourned by the Board Chair by a simple declaration in the absence of a protest by any Board member. Meetings may also be adjourned upon the making and seconding of such a motion in accordance with the specified procedures on motions. If a quorum is not present, less than a quorum may so adjourn a meeting. If all members of the Board are absent, the Clerk of the Board shall declare the meeting adjourned to a stated time and place, and notice the adjournment following the same procedure given for special meetings. When any meeting is adjourned, the Clerk shall post notice of such adjournment in the NCTD headquarters lobby within twenty-four (24) hours after the time of the adjournment.

### Order of Business for Regular Board Meetings

In order to facilitate the orderly conduct of business of the Board, an agenda shall be prepared containing the specific items of business to be transacted, a general description of each item, and the order in which to be heard. Items of business shall be placed on the agenda at the direction of the Executive Director, or his/her designee. These suggested agenda items shall have been reviewed and discussed at a meeting of a standing committee before being placed on the agenda. In addition, the Executive Director or his/her designee, with the approval of the Board Chair, may add an item to the agenda. Agenda items, including ordinances, resolutions, contracts, staff reports, or other matters to be submitted to the Board, shall be delivered to the Clerk of the Board not later than 2:00 p.m. on the Thursday preceding the regular meeting. The Clerk shall prepare the agenda under the direction of the Executive Director and/or his/her designee. Whenever feasible, each item on the agenda shall contain a staff recommendation and the specific action requested to be taken by the Board. The agenda shall be posted by the Clerk of the Board at least seventy-two (72) hours before each regular meeting in a location that is freely accessible to members of the public. The Clerk shall maintain a list of those to whom copies of the agenda shall be distributed.

Before presentation to the Board, all contract documents shall have been approved as to form and legality by General Counsel, or his/her authorized legal representative, and shall have been examined and approved for administration by the Executive Director, or his/her authorized representative, where there are substantive matters of administration involved.

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No matters other than those listed on the agenda shall be acted upon by the Board, unless voted by the Board to be added to the agenda in accordance with the Brown Act (Government Code § 54950 et. seq.).

The business of the Board shall generally be taken up for consideration and disposition in the following order:

### **FOR SPECIAL MEETING:**

1. Call to order (opening of Special Meeting)
2. Roll call for Special Meeting
3. Safety Brief and Evacuation Procedures
4. Public communications
5. Agenda items
6. Adjournment of Special Meeting

### **FOR REGULAR MEETING:**

1. Call to order (opening of Regular Meeting)
2. Roll call
3. Pledge of Allegiance
4. Safety Brief and Evacuation Procedures
5. Changes to the agenda
6. Public communications (15 minute total time limit at beginning of meeting)
7. Approval of minutes
8. Agenda items
  - Consent Items
  - Other Business Items (agenda items requiring action by the Board)
  - Information Items (agenda items that do not require action of the Board)
  - Closed Session
  - Executive Director's Report
  - Correspondence, Board Member Comments and Reports
9. Remaining public communications (no total time limit for end of the meeting)
10. Adjournment of Regular Meeting

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### Call to Order – Presiding Officer

The Board Chair, or in his/her absence the Vice-Chair, shall take the chair at the hour appointed for the meeting and shall call the meeting to order. In the absence of the Chair and the Vice-Chair, the Clerk of the Board shall call the meeting to order, after which the temporary presiding officer shall be the Chair of the Marketing, Service Planning and Business Development (MSPBD) Committee, or the Vice-Chair of the Performance, Administration, and Finance (PAF) Committee, or any Board member (in this specific order) elected by the Board members present. Upon the arrival of the Chair or the Vice-Chair, the temporary presiding officer shall relinquish the chair at the conclusion of the business then before the Board.

The presiding officer may move, second, debate, and vote as the Chair. He/she shall not be deprived of any of the rights and privileges of a Board member by reason of acting as presiding officer. The presiding officer, or such person as he/she may designate, may verbally restate each question immediately prior to calling for the vote. Following the vote, the presiding officer shall announce whether the question carried or was defeated. The presiding officer shall be responsible for the maintenance of order and decorum at all meetings. He/she shall decide all questions of order and procedure subject to an appeal to the Board, in which case the matter shall be determined by majority vote of the Board. The presiding officer shall sign all ordinances, resolutions, contracts, and other documents necessitating his/her signature which were adopted in his/her presence, unless he/she is unavailable, in which case an alternate presiding officer may sign such documents.

### Special Procedures for Public Hearings

A public hearing is required for the adoption of NCTD's annual budget and public transportation service changes in accordance with NCTD Board Policy No. 5, Public Notice and Participation. Procedures for public hearings are provided in NCTD Board Policy No. 5, Public Notice and Participation.

### Minutes

The Clerk of the Board may record Board meetings as an aid in the preparation of the minutes. If any recordings are made, they shall be retained by the Clerk until such time as the minutes have been approved by the Board or in accordance with NCTD's most current Record Retention Schedule and Policy.

The Clerk of the Board may post a copy of the audio recording for the District's Special and Regular Board meetings to the District website and/or an appropriate third-party web hosting site which is available to the general public. NCTD committee meetings will not be recorded.

While the Clerk of the Board has the meeting recordings in his/her possession, members of the public may access such audio recordings of the Board meetings during regular office hours in accordance with Board Policy No. 16, Public Records Requests. Similarly, requests for copies of an audio recording of a District Special and/or Regular Board meeting shall be processed in accordance with Board Policy No. 16, Public Records Requests.

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The transcribed minutes of the Board shall be kept by the Clerk of the Board and, after approval by the Board and signed by the Chair, shall be filed and kept for that purpose. An index of all Board agenda items recorded in the minutes shall be maintained by the Clerk. A record shall be made in the minutes of the names and city of residence of persons addressing the Board and the subject matter.

The minutes shall be distributed with the agenda for the next meeting of the Board and approved at that meeting. Unless the reading of the minutes of a Board meeting is requested by a Board member, the minutes may be approved without reading if the Clerk of the Board has previously furnished each Board member with a copy.

### Consent Agenda

All matters listed under the consent agenda are considered by the Board to be routine and may be enacted by one (1) motion. There will be no separate discussion on these items prior to the time the Board votes on the motion, unless members of the Board, the Executive Director, or members of the public request specific items to be discussed and/or removed from the consent calendar for separate action.

### Public Request to Speak

A request from the public to discuss an item must be filed with the Clerk of the Board on a "Request to Speak" form before the item is called. The forms will be available at the meeting. Speakers turning in slips after discussion begins on an item will be heard at the end of the meeting under agenda item "Remaining Public Communications" unless the Board Chair authorizes the speaker to proceed. Additional information and requirements regarding public participation is included in NCTD Board Policy No. 5, Public Notice and Participation.

### Motions

A motion is a formal statement of a proposal or question to the Board for consideration and action. Every Board member eligible to vote has the right to present a motion. A motion is generally not to be considered as a legislative action of the Board but is in the nature of direction or instruction; however, a motion will usually suffice unless a resolution is specifically called for by law or unless there is some reason for desiring the particular action formalized by separate instrument.

If the motion contains two or more divisible propositions, the presiding officer may divide the same. If a motion is properly made, the presiding officer shall call for a second. No further action is required on a motion which does not receive a second.

When a motion is made and seconded, it shall be restated by the Chair before a vote. Once a motion is before the Board, it may not be withdrawn by the one who made the motion without the consent of the one that seconded it.

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### Resolutions

In most cases, a resolution is little more than a formal motion set forth in a formal document. A resolution should be required under any circumstances where it is desirable that the action be formally recorded in the office of the Clerk of the Board as a numbered document which can be used for future reference.

Where a particular resolution has been prepared and is before the Board, it shall be adopted by motion, second, discussion, and vote. Where a particular resolution has not been prepared, a motion to direct the General Counsel to prepare the document and return it to the Board is in order.

Where necessary, a resolution may be presented verbally in motion form together with instructions for written preparation. Upon execution of such a resolution, it shall become an official action of the Board.

### Ordinances

Certain legislation of a permanent nature, which is to remain in force until amended or repealed, and which establishes rights and obligations and where failure to comply may result in a penalty, may be enacted by ordinance. An ordinance shall be introduced by motion after a reading of the title. If adopted, the ordinance shall be effective on the date of adoption, or on the date stated in the ordinance.

### Reading of Ordinances and Resolutions

At the time of introduction or adoption of an ordinance or a resolution, the same shall not be read in full unless, after the reading of the title, further reading is requested by a Board member. If any Board member so requests, the ordinance or resolution shall be read in full by the Clerk of the Board.

### Motion to Renew

Within ten (10) days following a vote on an action item at a Board meeting, any Board member eligible to vote may request the Clerk of the Board to place the item on a future Board agenda to renew the motion. Upon receipt of a timely request, the Clerk of the Board will place two items on the next available agenda as follows:

1. Consideration of whether to vote on a motion to renew [the subject motion]; and
2. Motion to renew [the subject motion].

At the Board meeting, the Board shall debate and vote upon whether to permit a motion to renew. If the Board votes to permit a motion to renew upon the making of such a motion, the Board shall debate and vote upon the motion. Such a request to consider a motion to renew shall not be made, nor shall the subject motion be reconsidered within twelve (12) calendar months of action by the Board on the original motion at issue.

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Approvals

 10/18/2018

Board Chair

Date



10/18/2018

Executive Director

Date



10/18/2018

General Counsel

Date

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DATE	REVISION No.	RESOLUTION No.	COMMENTS
10/18/2012	ADOPTED		
10/17/2013	1		2013 REVISION
10/16/2014	2		CHANGES IN ORDER OF AGENDA
10/20/2016	3	16-10	2016 REVISION
10/19/2017	4	17-10	2017 REVISION
12/21/2017	5	17-14	ADDITION OF AB 805 LANGUAGE – WEIGHTED VOTE.
10/18/2018	6	18-09	ANNUAL UPDATE.