

RESOLUTION NO. 2011-1922

A RESOLUTION APPROVING A REVISED POLICY FOR B-140 BOARD MEETINGS FOR THE BOARD OF DIRECTORS OF THE DISTRICT

THE LAS GALLINAS VALLEY SANITARY DISTRICT

WHEREAS, the Board of Directors has determined that a comprehensive list of Policies and Procedures for the Board of Directors is in the best interest of the District.

WHEREAS, the Board of Directors has compiled a comprehensive list of Policies and Procedures to serve as the rules and regulations of the Board of Directors.

WHEREAS, the Board of Directors did adopt such comprehensive list of Policies and Procedures on July 9, 2009,

WHEREAS, such policies may need to be updated,

NOW THEREFORE, the Board of Directors of the Las Gallinas Valley Sanitary District approves the following revised policy: Board Meetings B-140, a copy of which is attached as Exhibit A and by reference incorporated herein.

The previously approved policy for Board Meetings B-140 is hereby revoked and declared null and void.

If any policy or portion of a policy contained within the Policies and Procedures is in conflict with rules, regulations, or legislation having authority over the Las Gallinas Valley Sanitary District, said rules, regulations or legislation shall prevail.

The Policies and Procedures shall remain in effect until amended by at least a majority vote of the Board of Directors.

* * * * *

I hereby certify that the forgoing is a full, true, and correct copy of a resolution duly and regularly passed and adopted by the Sanitary Board of the Las Gallinas Valley Sanitary District, Marin County, California, at a meeting thereof held on the 10th day of February, 2011, by the following vote of the members thereof:

AYES, and in favor thereof Members: Clark, Greenfield, Hoder, Murray and Schriebman
NOES, Members: none
ABSENT, Members: none
ABSTAIN, Members: none

Carolyn A. Memmott
Carolyn A. Memmott, District Secretary

Approve:

Judy Schriebman
Judy Schriebman, President of Board of Directors



(seal)

Board Meetings

B-140

PURPOSE: This policy sets forth the rules for the conduct of Board meetings.

B-140-10 Regular Meetings. Regular meetings of the Board shall be held on the second and fourth Thursday of each month, begin at 4:30 p.m., and held at the District Office.

B-140-20 Special Meetings. A special meeting of the Board may be called as needed by the Board President or by a majority of the Board. A written notice of the special meeting, specifying the time and place of the meeting and the business to be transacted or discussed, shall be delivered at least 24 hours prior to the meeting to Board Members. Newspapers of general circulation in the District, radio stations and television stations, organizations, citizens and property owners who have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall be notified by a mailing unless the special meeting is called less than one week in advance, in which case notice, including business to be transacted, will be given by telephone during business hours as soon after the meeting is scheduled as practicable. No other business shall be considered or discussed at these meetings. The Board may meet in closed session during a special meeting.

B-140-30 Emergency Meeting. In the case of an emergency situation requiring prompt action due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement. "Emergency situation" means any of the following:

- (a) Work stoppage or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the Board.
- (b) Crippling disaster that severely impairs public health, safety, or both, as determined by a majority of the members of the Board.

However, each local newspaper of general circulation and radio or television station which has requested notice of special meetings shall be notified one (1) hour prior to the emergency meeting by telephone and all telephone numbers provided by each newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements shall be deemed waived, and the District shall notify those newspapers, radio, or television stations of the holding of the emergency meeting, the purpose, and any action taken at the meeting as soon after the meeting as possible.

The Board shall not meet in closed session during an emergency meeting. All special meeting requirements, are applicable to emergency meetings, except the 24-hour notice requirement.

The minutes of emergency meetings, a list of persons the District notified or attempted to notify, a copy of the roll call vote, and any actions shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible

B-140-40 Closed Sessions. Closed sessions of the Board of Director shall be held in cases where the business of the Board of Directors meets the criteria set forth the Ralph M. Brown Act (California Government Code §54950 through §54926) and only when those criteria are met (such as litigation or potential litigation or litigation settlements,

labor agreements, real estate negotiations, or employment status of public employees matters). No business other than those announced on the public agenda may be discussed in the closed session.

B-140-50 Public Testimony. The Board may take public testimony at regular and special meetings of the Board on matters that are not on the agenda, but the Board shall not discuss or take action on such matters at that meeting except in the following circumstances:

- 1) An emergency situation is declared by the majority vote of the Board.
- 2) A need to take immediate action on a matter that arises after the agenda is posted is declared by a two-thirds vote of the Boards, or unanimous if less than two-thirds of the Board is present.
- 3) An item on a posted agenda is continued from a Regular Board meeting held not more than five (5) days prior.

The General Manager shall ensure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate.

B-140-60 Rules of Order. Board meetings shall be conducted by the Board President in a manner consistent with Board policies, the Ralph M. Brown Act (California Government Code §54950 through §54926) and Robert's Rules of Order as directed by District Counsel.

B-140-70 Agenda. Board meetings shall begin at the time stated on the agenda and shall be guided by the agenda. The President shall have the authority to change the order of the agenda.

B-140-80 Board Member Roles. The Board within its legal limits has unrestricted authority. The conduct of Board meetings shall allow Board Members to 1—consider problems to be solved, weigh evidence, and make wise decisions, and 2—receive, consider, and take action on reports of District operations.

B-140-90 Quorum Required. Individual Board Members or a group of Board Members representing less than a quorum of the Board at a legal meeting of the Board shall not take any action or make any representation that results in the 1—budgeting or expending of District funds, 2—establishing of any procedures or making policy, or 3—taking of any action on behalf of the Board, without first obtaining the Board's approval at a legal meeting of the Board.

B-140-100 Majority Vote. Action can only be taken by a majority vote of the Board. Three (3) Board Members constitute a quorum required to conduct business. When only a quorum is present, all three votes must be unanimous to take action.

B-140-110 Abstentions. A Board member abstaining in a vote is considered as absent for that vote. Thus, an abstention when only a quorum is present prevents the Board from taking action. Similarly, two abstentions with all Board Members present on matters requiring a two-thirds vote automatically defeats the motion.

B-140-120 Rules for Speakers. The public shall be allowed to address the Board regarding agenda items and any other matter within the jurisdiction of the District. The

Board President shall determine the appropriate place or places in the agenda for such public testimony and shall have the authority to set equal time limits on speakers. Speakers are requested to follow the *Rules for the Conduct of Business at Meetings of the Board of Directors of the Las Gallinas Valley Sanitary District* and are requested to fill out a *Request to Speak Form*, copies of which are attached here to as Exhibit B140-120A.

B-140-130 Maintaining Order. No person shall be allowed to disrupt the meeting. The Board President shall have the authority to bar disruptive persons from giving public testimony or to order their removal from the Board Room. Any necessary and reasonable actions may be taken by the President to maintain order and allow the meeting to continue.

B-140-140 Attendance. Board Members shall attend all meetings of the Board unless there is a good cause for absence. Board Members shall thoroughly prepare themselves to discuss agenda items. All materials pertaining to the Board shall be channeled through the District Manager for distribution to all Board members.

B-140-150 Action Items. Board actions shall include, but are not limited to, adoption or rejection of regulations or policies, resolutions, ordinances, contracts or expenditures, any proposal that commits District funds or facilities, matters that require or may require the District or its employees to take action and /or provide services.

B-140-160 Action by Consensus. The Board by consensus and without formal action may give directions or instructions to the General Manager. The President shall determine if a Board consensus has been reached. Should any two Board Members challenge the President's determination of consensus, a voice vote shall be taken. A formal motion may be made to place a disputed directive on a future Board agenda or to take some other action, such as referring the matter to the General Manager for review and recommendation.

B-140-170 Limits on Consensus. Informal action by consensus constitutes Board action and shall only be taken on agenda items.

B-140-180 Open-Meeting Law. Under provisions of California's Ralph M. Brown Act (California Government Code §54950 through §54926) open-meeting law, all meetings of the Board are open to the public except for closed sessions, which are held to consider personnel matters, pending litigation, labor negotiations, land acquisitions or other matters provided for by law. A majority of the board shall not discuss nor reach consensus on any matter under the jurisdiction of the District except at a legal meeting of the Board. The Board fully supports the letter and spirit of the open-meeting law and the public's right to view the public's business in open session.

B-140-190 Recording Vote. Except where action is by unanimous vote of all members present and voting, the ayes and noes shall be taken on all actions.

Resolution No. 2011-1921

Date Approved: February 10, 2011

President of the Board

Supersedes: Resolution No. 2009-1872 July 9, 2009
--

**RULES FOR THE CONDUCT OF BUSINESS AT MEETINGS OF THE
BOARD OF DIRECTORS OF THE
LAS GALLINAS VALLEY SANITARY DISTRICT**

The Board of Directors ("Board") of the Las Gallinas Valley Sanitary District ("LGVSD") welcomes you to a Board Meeting. The Board conducts its meetings consistent with the requirements of the Ralph M. Brown Act ("California Open Meeting Law"), California Government Code § 54950, et

As a member of the public, you can address the Board on any Item on the Board's Agenda. Additionally, you can address the Board of Directors on any matter not on the Agenda that is within the subject matter jurisdiction of the LGVSD.

Speakers are generally allowed no more than three minutes to make their presentation to the Board unless they are an applicant for sewer service in which case they may be allowed additional time. Speakers are requested to fill out a *Request to Speak Form*.

FOR TOPICS NOT ON THE AGENDA:

If you desire to address the Board on something not on the Board's Agenda which is within the subject matter jurisdiction of the LGVSD, please complete a *Request to Speak Form* identifying that you wish to speak on a topic not on the Agenda. You will be allowed to speak during the Public Comment period.

FOR ITEMS ON THE AGENDA:

If you desire to address the Board on a particular Agenda item, please complete a *Request to Speak Form* identifying the Agenda item. You will be allowed to speak when the Board President opens the item up for discussion on that matter.

If you have any information you would like to give the Board, please give it to the General Manager. If you want to have the Board members review that material, please provide sufficient copies. Additional information concerning the Board Meeting is on the Board Meeting Agenda which is printed for each meeting.

Thank you for complying with these rules.



DISTRICT BOARD
 Megan Clark
 Russ Greenfield
 Larry Loder
 Craig K. Murray
 Judy Schriebman

DISTRICT ADMINISTRATION
 Mark R. Williams,
 General Manager
 Michael Cortez,
 District Engineer
 Janice Mandler,
 Collection System/Safety Manager
 Susan McGuire,
 Administrative Services Manager
 Mark Von Aspern,
 Plant Manager

Request to Speak Form

Welcome to the Las Gallinas Valley Sanitary District Board Meeting.
 Please complete this form and hand it to the General Manager.

Etiquette: Please be seated and wait to be called to speak. Begin by stating your name, city of residence, and whether you are speaking for yourself or on behalf of an organization. If you have handout materials, give them to the General Manager. You have three minutes to speak unless informed otherwise. After speaking, return to your seat in the Board Room.

Name (PRINT): _____

City of Residence: _____

FOR TOPICS NOT ON THE AGENDA:

I wish to speak during the Public Comment period.

FOR ITEMS ON THE AGENDA:

I wish to speak on the subject of Agenda Item # _____

Optional - My comments will be (CIRCLE ONE): General For Against

I do not want to speak; however, I would like to leave comments for the Board of Directors:
