

ARTICLE 6. MEETINGS, CONDUCT OF BUSINESS

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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 the Brown Act and 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 or Committee Chair, whichever is presiding at the time of the vote. Except, a roll call vote shall be used when so requested by an individual Director. The Board President or Committee Chair shall announce if the vote was unanimous or any dissenting votes or abstentions of each member present for the action and whether the 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 that are within the subject matter jurisdiction of the Board.

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))

The meeting agenda for regular meetings shall provide information and instructions to members of the public who wish to offer public comment at in-person/teleconference (remote) Board meetings. ~~request that m~~Members of the public attending meetings in person may be asked to 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.

Any written comment received prior to the Board meetings concerning an item on the agenda will be provided to the Board for review and will be incorporated into the record of the meeting.

It is the responsibility of the President or Committee Chair presiding over the meeting to 1) maintain order and decorum during public comment, 2) determine when to make a determination that a speaker is being disruptive as defined in Section 6.20, and 3) provide appropriate direction to staff such as muting the speaker's microphone or removing the speaker from the meeting.

~~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 Disruptive Behavior at Meetings

Regardless of the format of a meeting (remote, in-person, or both), the Board President, or Committee Chair when presiding over a meeting, shall maintain order and decorum and may remove, or cause the removal of, an individual for disrupting the meeting pursuant to Government Code Section 54957.95. Prior to removing an individual, the Board President or Committee Chair shall first warn the individual that their behavior is disrupting the meeting and that failure to cease their behavior may result in their removal. The President or Committee Chair may then remove the individual if they do not promptly cease their disruptive behavior. A warning is not required when the behavior constitutes use of force or

a true threat of force by the person making the threat. This provision is intended to restore order to meetings in the event of actual disruptions that are disturbing, disrupting, impeding, or rendering infeasible the orderly conduct of the meeting and, thereby, preserve the rights of other members of the public at the meeting and allow the Board to continue its work on behalf of the public.

Section 6.1112 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 6.132 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 6.143 Agenda Planning

Each regular meeting 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 6.154 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 6.1516 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-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:

Questions concerning interpretation of this Policy are to be referred to the General Counsel.

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 of the Brown Act. 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 ~~anticipated~~ 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~~17 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. Reference ~~by number or letter,~~ is sufficient notice.

Section 6.~~17~~18 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 by not less four affirmative votes.

Section 6.~~18~~19 Announcement of Closed Session Action

The decisions of the Board of Directors taken in closed session shall be reported by the General Counsel 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

the former case, the General Counsel shall identify 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. 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.~~ (Ref: GC 54957.1; 54957.7)

~~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 6.1920 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 the actions taken by the Board and the disposition of each item of business, what occurred at the meeting including the identification of public speakers and a brief 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, a summary of any discussion related to motions if applicable,~~ 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 summarize questions and answers, nor 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.

The minutes of an emergency meeting held pursuant to Section 4.7, a list of the persons who the Board President, or designee, notified or attempted to notify, a copy of the rollcall vote, and any actions taken at the meeting shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible. (Ref. GC 54956.5(e))

Section 6.2021 Audio/Video Recordings

The District Secretary shall record each meeting of the Board of Directors; except, the Board may authorize an exception for lengthy trainings 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/video 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 6.2122 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 deemed necessary by the District Secretary ~~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/video 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~~23 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~~24 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~~ exercise 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.