

**ARTICLE 4. MEETINGS, GENERAL**SR 25-358a  
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**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 6.15.

**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, [54954.2](#), [54956](#))

The Board is authorized to hold remote meetings subject to complying with the provisions of the Brown Act governing said remote (virtual) meetings.

**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.~~ shall be set pursuant to Board Policy 110.

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 Boardmember 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, 54956, 54956.5)

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

Agendas for regular ~~and adjourned regular meetings~~ 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 website.

#### **Section 4.5 Notice of Adjourned Meetings**

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting the District Secretary may declare the meeting adjourned to a stated time and place and he shall cause a written notice of the adjournment to be given in the same manner as provided in Section 4.7 for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or

adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings pursuant to this policy. (Reference GC Section 54955, 54956)

#### **Section 4.6 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). If a Boardmember wishes to call a special meeting before the next regular meeting, the Boardmember shall notify the District Secretary of the request and provide a detailed description of the matter proposed to be discussed as well as justification for a special meeting to be held before the next regular meeting. The District Secretary shall provide this information to the Board and determine whether a quorum of the Board wishes to hold a special meeting before the next regular meeting. Pursuant to the Brown Act, a majority of the Board shall not discuss the nature of special meeting except during a properly-agendized public meeting. The calling of a special meeting by a Boardmember shall not be used as a means to circumvent any other rule for procedure, including the agenda planning process provided in Section 5.5.2. Should a quorum of the Board agree to hold a special meeting, the District Secretary will poll the Boardmembers on their availability to meet. In circumstances when there is insufficient time for the General Manager or other responsible Board Officer to prepare a staff report, staff may present a verbal report or update to address the topic of the special meeting.

#### **Section 4.76 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 website. 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 4.87 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 4.98 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 4.109 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 Boardmember attending a meeting by teleconference shall meet the requirements of the Ralph M. Brown Act (Govt. Code sections 54953, 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 hotel room or hotel conference room, as applicable.
- (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)(2)).

Until January 1, 2026, unless extended by law, members of the Board are authorized to hold-participate in meetings subject to compliance with the limited provisions of the Brown Act commencing with GC section 54953(e)(1) governing remote teleconferenced meetings and public access thereto.

#### **Section 4.110 Attending Meetings by Videoconference**

Unless required by law, ~~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.

#### **Section 4.121 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 4.132 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)