

Board Policy on Conducting Business

DOWNEY BRAND
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Workshop Overview

- **Purpose:** This workshop is intended to provide a basic orientation to important concepts in Board service and key legal requirements for Zone 7 Directors.
 - There is always more to learn! Additional resources and training are available, contact staff or general counsel for more information.
- **Key Topics:**
 - Key Principles of Board Service
 - Conducting Board Meetings
 - Board Member Roles & Expectations
 - Legal Responsibilities of Board Members
 - Additional Resources and Training

Key Principles of Board Service

Key Principles of Board Service

- The Board acts collectively as the sole unit of authority for the agency.
- The Board establishes Agency policy, priorities, and strategic direction, staff carries that direction out.
- Individual Board members do not speak on behalf of (or bind) the agency.

Key Principles of Board Service

- Directors owe a fiduciary duty to the agency – must act in the best interest of the agency, and not for personal gain.
- Board members should conduct themselves professionally and courteously at all times.
 - Come to meetings prepared, treat staff/colleagues/public with respect

Board Meetings

Board Meetings

- Meetings are where the Board **sets agency policy, priorities, and budget**, and where it hears **public comment** on agency business.
- Open meeting laws & Zone 7 policies set parameters for how the meeting should be conducted.
 - Special rules regarding transparency, notice, and process apply.

Board Meetings: Noticing and Participation

- Except in limited cases of emergency; Board may only take action on noticed agenda items.
 - 72 hour notice for regular meetings; 24 hours for special meetings.
- Meetings must be open to the public, provide an opportunity for public comment, and have materials publicly distributed.
 - Brown Act & Government Code set specific requirements for these elements.
- Special rules apply for remote participation of Board members.

Board Meetings: Noticing and Participation

"All meetings of the legislative body of a local agency shall be open and public..."

(Ralph M. Brown Act - Gov. Code, § 54953(a))

- This rule includes:
 - Regular and special meetings of the Board
 - Meetings of standing committees, and meetings of ad hoc committees greater than a quorum
 - ...and any other gathering of a quorum or more of Board members discussing agency business:
 - In-person gatherings
 - Communication through intermediary
 - Emails, Facebook, Twitter
 - Telephone, Zoom, and video conferences
- Special rules apply for trainings, conferences, and certain social events.

Board Meetings: Basic Structure

- › Call to Order
- › Roll Call & Determination of Quorum
- › Public Comment on Non-Agenda Items
- › Approval of Minutes/Consent Calendar
- › Action Items & Informational Presentations
- › Director Reports
- › Items for Future Agendas
- › Staff Reports
- › Adjournment

Board Meetings: Order of Business

When an agenda item is presented to the Board, proceed as follows:

- Introduction: Staff presents an overview of the item and any supporting materials.
- Board Questions: Board President solicits questions from Board members regarding the item.
- Public Comment: Board President offers members of the public an opportunity to comment on the item.
- Director Comments: Directors may offer comments on the item.
- Board Direction: If an action item, Board President entertains a motion and calls for a vote.

Board Meetings: Public Comment

Members of the public may offer comment on matters within the agency's jurisdiction during general comment; and may comment on agenda items when that item is called on the agenda.

- Staff/Board should not engage in Q&A or debate during public comment.
 - Board may choose to direct staff follow-up after the meeting if necessary.
- Public comments may be limited to a set period of time (typically, 3-5 minutes).
- The right to comment is not absolute: members of the public may not be abusive, offensive, or unnecessarily disrupt the meeting.

Board Member Roles & Expectations

Board Member Roles & Expectations

The Zone 7 Board of Directors sets the priorities and direction of the agency. Zone 7 Directors represent Zone 7 at meetings and in public settings, and agree to hold themselves to high standards of conduct in connection with their service as public officials.

In particular, Zone 7 Board members commit to:

- Serving the interests of the agency and its constituents cooperatively and with professionalism.
- Thorough preparation and regular attendance at Board meetings.
- Respectful and courteous interactions with fellow Directors, staff, and the public.
- Focused, relevant, and clear communication.
- Compliance with ethics, conflict-of-interest, and open-government laws.

Board Member Roles & Expectations: Governance

- The Board takes action through a majority vote of the Directors.
 - Directors have no individual authority unless authorized by the Board and may not commit (nor represent that they can commit) the Agency to any policy, act, or expenditure.
- Officers of the Board of Directors are selected annually by Board vote.
 - Board President: Presides over meetings, manages agenda and parliamentary procedure, appoints Board committees, and serves as ceremonial head of the Agency
 - Board Vice President: Performs these functions in the President's absence.
- Committees provide feedback and recommendations to the Board on specific topical areas (audit, investments, etc.)
 - Committees of the Board are reviewed and appointed annually.

Board Member Roles & Expectations: Working with Staff

- **The Board's Role (Governance):** The Board is the official body responsible for setting agency policies and priorities.
 - The board sets the vision, establishes the budget, votes on strategic plans, passes resolutions and ordinances, and manages one employee: the General Manager. Focus is on the *what* and the *why* of Zone 7's work.
- **The General Manager's Role (Management):** The GM is responsible for managing the day-to-day work of the organization.
 - The GM handles day-to-day operations; hires and fires staff; enforces agency policies and priorities set by the Board; and manages staffing and work flow. Focus is on the *who* and the *how* of Zone 7's work.
- **Board/Staff Interactions:** Directors do not direct staff work. If necessary, communicate requests for additional information or follow-up questions through the General Manager.

Legal Responsibilities

➤ **Directors are subject to state and local public agency laws**

- Includes laws related to public records, financial disclosures, and conflicts of interest
- Ongoing education expected & required (see AB 1234)
- Policy sets out a process for violations – but note additional legal requirements may apply.
- Emphasis on integrity, transparency, and public trust

The Public Records Act

City of San Jose: A Cautionary Tale

City of San Jose v. Superior Court (2017) 2 Cal.5th 608

- “[W]e hold that when a city employee uses a personal account to communicate about the conduct of public business, the writings may be subject to disclosure under the California Public Records Act....”
- “[A]gencies can adopt policies that will reduce the likelihood of public records being held in employees' private accounts.”

Legal Responsibilities & Accountability

Best Practices:

- Keep up to date on public agency official training and disclosure requirements. When in doubt, ask!
- Don't use your personal e-mail account for official business.
- Refrain from discussing agency business online or in person with more than a quorum of the Board.
- Review and follow Zone 7 policies related to financial disclosures, Board conduct, and other governance matters.

Additional Resources & Training

Board Member Training Requirements

Ethical Training:

- Officials must receive at least two hours of ethics training every two years. You must complete this training within 6 months of taking office.

Fiscal and Financial Training:

- New requirement that officials receive at least two hours of fiscal and financial training every two years. You must complete this training within 6 months of taking office.

Harassment Prevention:

- Every two years, all supervisory personnel in public agencies must receive training on harassment prevention & anti-bullying.

Additional Resources

- › **Relevant Laws:** Brown Act, Agency Act, Political Reform Act
- › **Agency Documents:** Agency strategic plan and adopted budget; Board policies and administrative procedures
- › **Rosenburg's Rules of Order**
- › **Continuing Education/Trainings:** California Special District's Association; AB 1234; League of Cities; Institute for Local Government

Questions?

DB

Rebecca Smith

rsmith@downeybrand.com

(916) 520-5281

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