



# **Board Operating Rules & Procedures**

**(Ordinance 96-1)**

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## Table of Contents

<b>2.01</b>	<b>PURPOSE .....</b>	<b>4</b>
<b>2.05</b>	<b>STRUCTURE OF THE BOARD.....</b>	<b>4</b>
	2.05.010 Election of Directors.....	4
	2.05.020 Appointment of Director to Fill Vacancy.....	4
	2.05.030 Unopposed/Opposed Candidates .....	4
	2.05.040 Disclosure Requirements .....	5
	2.05.050 Oath of Office.....	5
<b>2.10</b>	<b>BOARD OFFICERS, EMPLOYEES AND COMMITTEES.....</b>	<b>5</b>
	2.10.010 Officers .....	5
	2.10.020 Board Employees.....	6
	2.10.030 Board Committees .....	7
	2.10.040 Citizens’ Advisory Committee .....	7
	2.10.050 Other Committees.....	7
<b>2.15</b>	<b>RESPONSIBILITIES OF THE BOARD OF DIRECTORS.....</b>	<b>8</b>
	2.15.010 Policy, Acquisition, and Approval.....	8
	2.15.020 Handling of Litigation and Other Confidential Information .....	8
	2.15.030 Direction for the General Manager.....	9
	2.15.040 Communications to the Public from Individual Directors.....	9
<b>2.20</b>	<b>BOARD MEETINGS, AGENDAS AND STAFF REPORTS .....</b>	<b>9</b>
	2.20.010 Place of Meeting .....	9
	2.20.020 Time of Regular Meeting.....	10
	2.20.030 Special Meeting.....	10
	2.20.040 Preparation of Agendas.....	10
	2.20.050 Distribution of Board Meeting Agendas .....	12
	2.20.060 Staff Reports.....	12
	2.20.070 Open and Public Board Meetings.....	13
	2.20.080 Operation of Board Meetings .....	13
	2.20.090 Board Action.....	14
	2.20.100 Minutes .....	15
	2.20.110 Recording of Meetings .....	15
<b>2.25</b>	<b>COMPENSATION, EDUCATION AND REIMBURSEMENT .....</b>	<b>15</b>
	2.25.010 Director Compensation .....	15
	2.25.020 Reimbursement for Education, Training and Conferences.....	15
	2.25.030 Expenditure Reimbursement .....	16
<b>2.30</b>	<b>MISCELLANEOUS.....</b>	<b>17</b>
	2.30.010 Board / Staff Communications.....	17
	2.30.020 Conflict of Interest .....	19
	2.30.030 Political Activity.....	20

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## **2.01 PURPOSE**

These Board Operating Rules and Procedures (Rules and Procedures) are adopted by the Santa Clara Valley Open Space Authority (Authority) Board of Directors (Board) to assist in the effective operation of the Authority; for the general guidance of the Board, Management and other employees of the Authority; and to provide information to the public concerning Board procedures.

Interpretation of these Rules and Procedures is the responsibility of the Board and no action taken by the Board shall be deemed invalid solely because of a conflict or infringement of the Rules and Procedures. In the event of any conflict between any provision(s) in these Rules and Procedures and California law, California law shall supersede such provision(s).

## **2.05 STRUCTURE OF THE BOARD**

### **2.05.010 Election of Directors**

All elections and nominations of candidates for Director will be held and conducted in accordance with applicable general election laws of the State and candidates shall be residents and electors of the districts from which they are nominated.

By Resolution or Ordinance, the Board shall fix the boundaries of the districts for the purpose of electing Directors after the release of each federal decennial census pursuant to Elections Code section 22000.

Authority elections are consolidated with the biennial general elections and the Board shall authorize the Board of Supervisors of the County of Santa Clara to consolidate the elections, canvass the returns and cause the result to be properly certified to the Board of the Authority.

### **2.05.020 Appointment of Director to Fill Vacancy**

In the event of a vacancy, the Board shall fill the vacancy pursuant to Government Code section 1780.

In the event that the Board votes to fill the vacancy by appointment, the Chairperson shall appoint a three-member committee (Nominating Committee) to seek and screen applications and recommend qualified candidates. After the Nominating Committee completes its work, the Board will consider all candidates and vote on the appointment. Nothing herein prevents the Board from interviewing candidates for the vacancy, or for providing notice to the community in excess of any notice required by law.

### **2.05.030 Unopposed/Opposed Candidates**

#### Unopposed Candidates

If there is a single candidate qualified to appear on the ballot, such candidate is deemed elected and such candidate will not have his/her name on the ballot.

Candidate Statement

A candidate has the option of submitting a candidate statement of not more than 200 words. If a candidate requests a statement be included with the material distributed to voters, the Candidate shall pay \$500 toward the cost of printing, handling, translating, and mailing the candidate statements, including costs incurred as a result of complying with the federal Voting Rights Act of 1965, as amended. The Authority shall pay the balance of costs in excess of \$500. See Elections Code §13307(c).

**2.05.040 Disclosure Requirements**

Every candidate for election to the Board is required by State law to publicly disclose the source and amount of contributions received and expenditures made during his/her campaign for Director. Committees formed to support or oppose an individual's candidacy are subject to similar disclosure requirements. Candidates are responsible for complying with all requirements of the Political Reform Act of 1974.

Elected Directors have ongoing disclosure requirements. Statements of Economic Interests (Form 700) shall be distributed to Directors and designated employees and shall be returned to the Authority's Clerk of the Board (Clerk) by April 1 of each calendar year. Rules for such disclosure are included in the Political Reform Act of 1974 and the Authority's Conflict of Interest Code. (First Adopted 2/23/1995; amended or ratified by Resolution at least every even year.

**2.05.050 Oath of Office**

Directors elected or appointed in lieu of an election pursuant to Elections Code Section 10515, take office at noon on the first Friday in December following an election. Prior to taking office, each elective officer shall take the official oath of office. If an appointment to fill a vacancy on the Board is made, then the Director appointed shall take office immediately after the appointment is made and the oath of office is administered.

**2.10 BOARD OFFICERS, EMPLOYEES AND COMMITTEES**

**2.10.010 Officers**

Officers of the Authority are Chairperson and Vice-Chairperson.

(a) Election: Elections for Chairperson and Vice-Chairperson shall be held at the first regular meeting in January of each year. The Board shall choose one of its members as Chairperson, and another Vice-Chairperson, who shall act for the Chairperson in his/her absence or incapacity.

Each office shall be voted on separately by voice vote. The candidate receiving a majority vote of the Board shall be elected.

(b) Term of Office: The Term of Office shall be for the calendar year following election, or in the case of an election to fill an unexpired term, for that portion of the year remaining after such officer is elected.

(c) Duties of Officers

(1) Chairperson: The Chairperson shall be the presiding officer of the Board and shall assume his/her place and duties as such immediately following his/her election. The Chairperson shall act as the primary spokesperson and official representative of the Board, unless otherwise assigned by a majority of the Board. The Chairperson shall preside at all regular and special meetings of the Board. The Chairperson shall preserve order at all meetings of the Board, announce its decisions on all subjects, and decide all questions of order, subject to an appeal to the Board. She/he shall participate in debate, make motions, and vote on all questions as other members of the Board.

The Chairperson shall sign all ordinances and resolutions on behalf of the Authority after they have been approved by the Board, shall sign financial instruments as appropriate and not otherwise delegated to the General Manager, and she/he shall perform such other duties as may be imposed upon him/her by the Board. The Chairperson shall execute all official Authority documents, warrants and correspondence approved by the Board. The Chairperson shall serve as the primary contact for the General Manager to provide direction and advice regarding routine planning and operational issues (*i.e.* meeting schedules, dispositions of correspondences, etc.).

Nothing in this section is intended to suggest that the position of Chairperson wields formal power or authority in excess of the other Directors. Rather, the person serving as Chairperson is to be recognized as the leader of the Board, or first among equals.

(2) Vice-Chairperson: In the absence of the Chairperson, or in the event of his/her inability to act, the Vice-Chairperson shall perform all the powers and duties of the Chairperson. If both the Chairperson and Vice-Chairperson are absent or unable to act, the Board may select a Chairperson pro tempore who shall perform all the powers and duties of the Chairperson.

**2.10.020 Board Employees**

(a) General Manager: The General Manager shall be accountable to the Board and shall assume overall responsibility for the management of the Authority, subject, however, to all applicable laws, rules, and regulations and to the policies and directions heretofore and from time to time established by the Board. The General Manager shall exercise exclusive and direct administrative and functional authority over all employees and contractors of the Authority. The General Manager shall countersign all contracts and conveyances approved by the Board.

(b) Legal Counsel: Legal Counsel's responsibilities include advising the Board, attending Board meetings, reviewing and drafting reports, policies, contracts and leases, negotiating on behalf of the Authority, representing the Authority in court, supervising any outside counsel hired by the Board, and other responsibilities normally undertaken by agency counsel.

**2.10.030 Board Committees**

Upon passage of motion by a majority of Directors, advisory committees composed of up to three Directors may be established for the study of specific matters. Board Committees serve in an advisory capacity to the Board in the decision-making process. Committees review and make recommendations to the Board. Committee recommendations are not binding on the Board.

With the consent of the Board, the Chairperson shall appoint members of the Board to serve on Board Committees. Appointments to Board Committees generally occur annually at the second regular meeting in January. Committees shall choose one of its members as Chairperson at their first meeting of each calendar year.

The Committee Chairperson or the General Manager may place a matter on the agenda for the Committee's consideration. The Committee Chairperson, the General Manager and the Clerk of the Board shall confer one week prior to the preparation and posting of the agenda. Committee members may request to place items on the agenda during a Committee meeting, or make requests to the Committee Chairperson to place a matter on the agenda. It is the responsibility of the Clerk of the Board to prepare written agendas for all meetings of the Committee and to place matters on the agenda as requested by the Committee Chairperson or the General Manager.

No Committee shall employ or engage the services of any person or authorize or incur any charge, debt, or liability against the Authority, or commit the Board or the Authority to any course of action, without the consent of the Board.

**2.10.040 Citizens' Advisory Committee**

The Board has established a Citizens' Advisory Committee (CAC). CAC members are appointed by the Board, generally in July and serve for two-year terms.

The membership of the CAC is to be determined by the Authority based upon criteria which provides a broad representation of interests within the Authority's jurisdiction. The membership of the CAC shall reflect the cultural and ethnic diversity of the population within the Authority's jurisdiction.

**2.10.050 Other Committees**

With the consent of the Board, the Chairperson may appoint a person to serve as a Board appointee on a committee that is not a committee of the Board. Appointments to other committees generally occur annually at the second meeting in January.



## **2.15 RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

### **2.15.010 Policy, Acquisition, and Approval**

The Board is the legislative body of the Authority and shall be responsible for all questions of policy. The Board is also responsible for hiring a General Manager and the Clerk of the Board and for clarifying the job responsibilities of the General Manager and the Clerk of the Board. Many activities are accomplished by the Board and implemented by the General Manager. These include, but are not limited to, the following:

- (a) Ensure that goals, objectives, action plans, policy guidelines, rules and procedures for all primary functions within the Authority are developed, adopted, documented and evaluated.
- (b) Acquire, develop and operate Authority lands. These responsibilities require the monitoring, review, and approval of financial decisions and actions, budget proposals and performance, and operating plans and performance.
- (c) Establish policies covering all employees, including salary levels.
- (d) Review and select sites for potential acquisition.
- (e) Approve property acquisitions.
- (f) Approve Authority's planning documents following development by Staff and public review.
- (g) Approve environmental review pursuant to the California Environmental Quality Act ("CEQA") and Resource Analyses.
- (h) Review all claims over \$10,000 against the Authority with decision to accept, reject or settle.
- (i) Monitor the General Manager's performance relative to policies, plans and established objectives.

### **2.15.020 Handling of Litigation and Other Confidential Information**

Directors shall keep all written materials and verbal information provided to them on matters that are confidential under State law in complete confidence to ensure that the Authority's position is not compromised. No disclosure or mention of information in these materials shall be made to anyone other than the General Manager or Legal Counsel.

All negotiations and other contacts concerning matters that have come before the Board in closed session (including, but not limited to, property acquisition or disposal, pending litigation, and/or employee negotiations) with the other party and/or party's agent or other representatives shall be limited to, and made by, the designated Authority staff representative handling the negotiations, claim or litigation. Except as authorized above, no Director who has participated in any closed session shall have any contact or discussion with the other party or its agents or representatives concerning the matter under consideration, and all Directors are bound by law to

keep all discussion and materials presented in closed session completely confidential and are prevented from disclosing the same to any member of the public. All authorized public statements; information and press releases shall be handled exclusively by the General Manager.

**2.15.030 Direction for the General Manager**

In concert with the General Manager, the Board will establish major directions and objectives for the General Manager. Any changes or modifications to objectives should not be initiated with the General Manager by any individual Director. Individual Directors may request changes or modifications through the Chairperson which should then be scheduled for consideration by the Board.

**2.15.040 Communications to the Public from Individual Directors**

Any written or oral communication from a Director to the public, other agencies or organizations in any way related to the Director's capacity as an elected Authority official shall be made only with a statement that the communication is the opinion of the Director as an individual and that the statement is not made in the Director's capacity as a member of the Board, unless the Board has approved the communication in advance.

If a Director appears before another governmental agency or organization to give a statement on an issue affecting the Authority, the Director should first indicate the majority position and opinion of the Board (if any). Personal opinions and comments may be expressed only if the Director clarifies that these statements do not represent the position of the Board.

The Board may appoint Liaisons to represent the Authority on Regional Commissions, Technical Advisory Committees and other similar organizations. Moreover, the Board may appoint Liaisons to open lines of communication with other government agencies and private organizations. The Board may direct these Liaisons to take a particular position on a matter or matters. Where the Board has not given its permission to take a position on behalf of the Board or the Authority, or to commit the Board or Authority to a particular course of action, Liaisons must first seek the permission of the Board before committing the Board or Authority. Without prior Board approval, a Liaison may represent their own personal position, but must state clearly that he or she does not know the position of the Board and that their position should not be taken as an endorsement by the Board or the Authority. Where a Liaison has been appointed as voting member of a commission, board, committee or other organization, the Liaison may vote on matters as a member of such commission, board, committee or other organization without approval of the Board as long as the Board or Authority is not committed to a particular course of action by such vote.

**2.20 BOARD MEETINGS, AGENDAS AND STAFF REPORTS**

**2.20.010 Place of Meeting**

Meetings of the Board of the Authority shall normally be held at the Authority's Administrative offices at 6980 Santa Teresa Blvd., Suite 100, San Jose, California. However, meetings may also

be held at such other place or places within the Authority boundaries as shall be determined by the Board.

**2.20.020 Time of Regular Meeting**

Regular meetings shall be held on the second and fourth Thursday of each month at the hour of 6:30 P.M., except that there shall be no regularly scheduled meetings on the fourth Thursday of November and December. The chairperson or a majority of the members of the Board (*i.e.*, four Directors) may cancel a meeting for cause.

**2.20.030 Special Meeting**

Special meetings may be called at any time by the Chairperson or at the request of a majority of the members of the Board (*i.e.*, four Directors).

**2.20.040 Preparation of Agendas**

The Chairperson or the General Manager may place a matter on the agenda for Board consideration. The Chairperson, the General Manager and the Clerk of the Board shall confer one week prior to the preparation and posting of the agenda. Board members may request to place items on an agenda during a Board meeting, or make requests to the Chairperson to place a matter on the agenda. It is the responsibility of the Clerk of the Board to prepare written agendas for all meetings of the Board and to place matters on the agenda as requested by the Chairperson or the General Manager.

A copy of the agenda and of all available supporting materials shall be mailed or emailed, to Directors and other parties who have so requested, on the Friday preceding each regular Board meeting or delivered by 6:30 P.M. on the Monday preceding each regular Board meeting. The agenda shall also be posted on the Open Space Authority website on the Friday preceding each regular meeting.

The items and order of business shall be determined by the General Manager for the purpose of preparing meeting agendas. The Clerk shall prepare the agenda according to the following format unless in the General Manager's opinion a different order would be more appropriate:

(a) Roll Call: Before proceeding with the business of the Board, the Clerk or minute taker shall call the roll of the Board, and the names of those present shall be entered in the minutes.

(b) Closed Session: The Chairperson or the Authority's Legal Counsel shall announce those items that are being considered before adjourning to closed session.

(c) Announcements from Closed Session: At the Board meeting during which the Closed Session is held or at its next public meeting, the Chairperson or the Authority's Legal Counsel shall publicly report on any Board action taken in Closed Session as required by the Brown Act.

Santa Clara Valley Open Space Authority  
**Board Operating Rules and Procedures**

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(d) Public Comments: This portion of the meeting is reserved for persons desiring to address the Board on any matter not on the agenda. Speakers are limited to three minutes. The law does not permit Board action or extended discussion of any item not on the agenda except under special circumstances.

(e) Adoption of Agenda: The Board shall adopt the agenda, with additions (if authorized by the Brown Act) or deletions. At this time a Director or any member of the public may request that an item be removed from the Consent Calendar and be considered by the Board. The order of business as set forth in the meeting agenda shall not be departed from except by consent of the majority of the Board.

(f) Written Communications: The General Manager is authorized to receive and open all mail addressed to the Board from members of the public.

(g) Approval of Minutes: The minutes of the previous Board meeting(s) shall be approved without reading, provided that the Clerk or the General Manager has previously furnished each Director with a copy.

(h) Consent Calendar: There shall be a Consent Calendar which shall include those matters which the General Manager and Chairperson deem to be of such a nature that no debate or inquiry should be necessary at the Board meeting. A Director or any member of the public may request that a Consent Calendar item be removed from the Consent Calendar and placed before the Board as a regular item for discussion at the time the Consent Calendar is considered. If any Director or member of the public request removal of a Consent Calendar item, it will be removed from the Consent Calendar and added as an item under "Board Business" or "Unfinished Business," whichever is applicable.

(i) Unfinished Business: When a regular meeting is adjourned before the completion of the agenda, all unfinished items shall be listed under Unfinished Business on the next regular Board meeting agenda, at the discretion of the General Manager, unless otherwise designated by a majority of the Board.

(j) New Business: These are general items, which have not been previously considered by the Board.

(k) Informational Reports – General Manager, Staff, Legal Counsel and Directors: Informational short reports by the General Manager, Staff, Legal Counsel and Directors on items of interest to the Authority may be given under this category, including, but not limited to, the status of property transactions or status of grant contracts. No action is permitted and any Director may request that the item be placed on the agenda for a subsequent Board meeting for consideration and action.

(l) Claims: No claims against the Authority shall be paid unless the same shall be first approved by a majority of the Board at a meeting thereof. Provided, however, that the General Manager is authorized to approve expenditures in accord with agreements previously approved by the Board or as otherwise provided by the Authority's approved budget. Payment of employees' salaries and fringe benefits and other recurring claims may be authorized by the Board on an annual basis.

(m) Closing Comments

(n) Adjournment

**2.20.050      Distribution of Board Meeting Agendas**

Agendas for regular meetings of the Board shall be mailed by the Friday in advance of the meeting date to each Director. Each local newspaper of general circulation, radio or television stations and each resident or organization located within the Authority boundaries who have requested notice of meetings in writing shall also be mailed or emailed the agendas for regular meetings. Members of the public may request to receive notice of meetings via electronic mail. The agenda shall be posted on the Open Space Authority website on the Friday preceding each regular meeting. Staff shall use its best effort to provide and post on the Authority's website, prior to Board meetings, all Staff reports, presentations and other materials that will be presented to the Board.

All agendas for regular and special meetings shall conform and be noticed and posted in accordance with the Brown Act (California Government Code Section 54950, et seq.).

**2.20.060      Staff Reports**

Each substantive item on an agenda shall be supported by written explanation supplied by the General Manager. Board information will be arranged in the following format, if applicable:

- (a) Heading: Exact title, carefully worded to summarize action to be taken, and name of the staff person presenting the material.
- (b) General Manager Recommendation: Statement of action desired from Board by Staff (brief, complete and reflected in the proposed Board Resolution).
- (c) Revenue/Cost: Amount and source of funding by budget account and description of account. Any revenue derived from this proposed action should also be included in this section.
- (d) Background: Context of item and relevant history. What will be accomplished. Any controversial aspects.
- (e) Alternatives: List of alternative(s) if applicable, and short reason why each is not recommended.
- (f) Attachments: Exhibit "A" ...Map(s) or Diagram(s); Exhibit "B" ...Support Information.
- (g) Resolution: Resolution specifying the action to be taken by the Board. Proposed resolutions shall fully describe the actual action to be taken and include necessary background information.
- (h) Ordinance: Regulations governing specific activities within District parklands requiring adoption by the Board.

Staff will prepare in advance of each meeting a form of each ordinance, resolution or motion it anticipates the Board will consider. However, such forms are for convenience only, and shall not imply any position of or decision by the Board until formally adopted. Written material submitted

to the Board by staff pertaining to the Board agenda items are to be made available for inspection by the public at the Board meeting.

**2.20.070      Open and Public Board Meetings**

All meetings of the Board shall, as provided by law, be open and public and shall be conducted in accordance with the Brown Act (California Government Code Section 54950, et seq.).

**2.20.080      Operation of Board Meetings**

At meetings of the Board, parliamentary procedure shall be decided by the Chairperson, (subject to an overriding vote of a majority of directors) with the Legal Counsel serving as advisory parliamentarian.

(a) Parliamentary Rules: Roberts Rules of Order shall be followed as interpreted by the Chairperson, subject to an appeal to the Board.

Except in those rare instances where a public hearing is required by specific statute, the Board cannot be legally required by the public, staff, or others, to discuss, debate, or take action on any subject. The Board controls its own agenda and need not consider any item it does not desire to consider.

(b) Additional Procedural Guides:

(1) Each item on an Agenda shall be introduced by the Chairperson, followed by a staff report and opportunity for the public to speak. After close of public comment, the Board will deliberate the matter following Roberts Rules of Order. The Chairperson may entertain a general discussion of the item before a motion is offered.

(2) In order to ensure that all members of the public have an opportunity to speak and that the Board is able to complete its business, there will be a three-minute limitation on comments by the public except for applicants and appellants at public hearings or as otherwise provided by law. In order to effectively enforce this rule, the Clerk will monitor the time for each speaker with an electronic timer. If there are more than twenty (20) identified speakers for one item at the beginning of the public comment period or public hearing, the Chairperson may adjust the three-minute time down to two minutes per speaker.

(3) Closed sessions of the Board shall be conducted prior to the 7:00 p.m. business portion of regular meetings. If necessary, Closed Sessions not completed prior to the 7:00 p.m. business portion will be considered at the conclusion of the business portion of the meeting, or as otherwise determined by the Board.

(4) Procedural Motions:

Division of the Question: The Chairperson may divide any ordinance, resolution or motion into two or more parts to be considered separately. The Board may override the Chairperson’s action by majority vote.

Limiting Debate: Limitation of debate may be by motion to lay on the table. The motion is not debatable and requires majority vote for passage. However, the mover must have the floor to make the motion. If adopted, a motion to lay on the table postpones the entire subject until either at the same or at a later meeting, at least four of the Directors vote to take the matter from the table.

Objection to Consideration of the Question: This motion does not require a second, but must be raised when the ordinance, resolution or motion is first introduced or seconded, before it has been debated. It may be made while the mover still has the floor. The motion is not debatable and requires the Chairperson to immediately put the question, “Shall the Board consider this question?” If decided in the negative by a full two-thirds vote of the Board, the item just moved is immediately dismissed and cannot again be introduced at the same meeting.

Call for the Question: Call for the question is a motion to close debate. This motion does not require a second, may be made at any time, but requires the two-thirds vote of the Board for passage. If passed, debate is closed and the Chairperson must call for an immediate vote on the item for the Board.

## **2.20.090 Board Action**

A majority of the Directors (*i.e.*, four) shall constitute a quorum for the transaction of business. When there is no quorum, the Chairperson, or any other Director, or the Clerk shall adjourn such meeting. No action shall be taken.

A “majority vote” as specified herein consists of a vote of four Directors, which is generally sufficient for the taking of Board action or the conducting of business. However, there are exceptions in law where a super-majority of votes (e.g., two thirds) is needed to take action.

Action of the Board shall be taken by ordinance, resolution, or a motion duly recorded in the minutes of the meeting. The ayes, noes and abstentions shall be recorded and shall show how each Director voted upon the passage of all ordinances, resolutions or motions and entered into the minutes of the Board.

The enacting clause of all ordinances passed by the Board shall be in these words: “Be it ordained by the Board of Directors of the Santa Clara Valley Open Space Authority...”

All ordinances and resolutions shall be signed by the Chairperson and countersigned by the designee of the Clerk and approved as to form and legality by the Legal Counsel. All ordinances

shall be published once within thirty (30) days after adoption in a newspaper of general circulation which is printed, published and circulated in the jurisdiction of the Authority.

Directors may request, through the Chairperson, that Staff prepare proclamations of appreciation to individuals or organizations. Proclamations will be, whenever time permits, signed by all Directors. Copies of all proclamations will be provided to all Directors.

**2.20.100 Minutes**

Minutes of Board meetings shall be kept by the Clerk. The Clerk shall be responsible for preparing and causing a copy of the minutes to be considered for approval by the Board at the next regular meeting or as soon thereafter as possible.

**2.20.110 Recording of Meetings**

Recordings of a Board meeting shall be made by the Clerk solely for clarification of action taken and for the purpose of facilitating the preparation of the minutes of the meeting. Each recording of a Board meeting may be erased two (2) years after the approval of minutes of a Board meeting (Government Code § 60201). Any recording of a Board meeting shall be made available to the public according to the California Public Records Act (Government Code § 6250, et seq.).

**2.25 COMPENSATION, EDUCATION AND REIMBURSEMENT**

**2.25.010 Director Compensation**

As authorized by Public Resources Code Section 35124, each Director will receive compensation in the amount of seventy-five dollars (\$75.00) for attending each meeting of the Board. The number of meetings for which a Director may receive compensation shall not exceed two meetings in any calendar month.

**2.25.020 Reimbursement for Education, Training and Conferences**

Directors may participate in educational conferences, seminars, workshops, courses, and professional meetings related to Authority business. Moreover, pursuant to the California Government Code Section 53235, all Directors are required to receive training in general ethics principles and ethics laws relevant to their public service. Directors must complete two hours of such ethics training within one year of their first day of service. Thereafter, each Director shall receive at least two hours of ethics training every two years. The Authority will provide information on available ethics training opportunities to the Board at least once annually.

The Authority must keep records documenting the dates that each Director satisfied their ethics training requirements and the entity that provided the training. A Certificate of Completion is required from each Board member following attendance at their ethics training. The Certificate of Completion must be given to the Clerk of the Board for record retention purposes. Records of each ethics training activity must be kept on file for at least five years from the date of the activity.



Attendance by Directors of educational conferences, seminars, workshops, courses, and professional meetings shall be approved by the General Manager or the Board prior to incurring any reimbursable costs. A Director shall not attend educational conferences, seminars, workshops, courses and professional meetings:

- (a) When it is apparent that there is no significant benefit to the Authority; or
- (b) If the opportunity occurs after they have announced their pending resignation; or
- (c) If the opportunity occurs after an election in which it has been determined that they will not retain their seat on the Board.

"Junkets" (a tour or journey for pleasure at public expense) will not be permitted.

### **2.25.030 Expenditure Reimbursement**

Directors are eligible to receive reimbursements for actual and necessary expenses incurred in the performance of official duties. Whenever Directors desire to be reimbursed for actual and necessary out-of-pocket expenses relating to Authority business, they shall submit their requests on a reimbursement form approved by the General Manager. Included on the reimbursement form will be an explanation of the Authority-related purpose for the expenditure(s); receipts evidencing each expense shall be attached to the reimbursement form. Expense reports shall be submitted within a reasonable time, but not more than 30 days after incurring the expense, except that all expense requests must be submitted prior to the end of the fiscal year in which the expenses have been incurred.

The General Manager or his /her designee will review and approve reimbursement requests. Expenses that do not adhere to this adopted reimbursement policy shall not be eligible for reimbursement.

Directors shall provide brief reports on meetings attended at the expense of the Authority at the next regular meeting of the Board.

#### Eligible Expenses

Expenses incurred in connection with the following types of activities generally constitute authorized expenses, as long as the other requirements of this policy are met:

- (a) Communicating with representatives of regional, state and national government on Authority adopted policy positions and concerns;
- (b) Attending educational conferences, seminars, workshops, courses and professional meetings in the contiguous United States designed to improve Authority operations and the officials' skill and information levels;
- (c) Participating in regional, state and national organizations whose activities affect the Authority's interests.

All other expenditures require approval by the Board prior to a Director incurring the expense.

### Rates

If travel and lodging is required in connection with a reimbursable activity, government or group rates offered by the provider of transportation or lodging shall be used when available. If such rates are unavailable, reimbursement shall be at rates set by the Internal Revenue Service ("IRS") Publication 463 or its successor publication(s). If the lodging is in connection with a conference or organized educational activity, lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Authority Director at the time of booking. If the group rate is not available, the Authority Director shall use comparable lodging that is consistent with government or group rates, or if a government or group rate is unavailable, reimbursement for such comparable lodging shall be at rates set by the IRS Publication 463 or its successor publication(s).

All other Reimbursement rates not specified in this policy shall coincide with rates set by IRS Publication 463 or its successor publication(s).

Any and all expenses that do not fall within the adopted reimbursement policy or rates set by IRS Publication 463 are required to be approved by the Board in a public meeting prior to the expense(s) being incurred.

## **2.30 MISCELLANEOUS**

### **2.30.010 Board / Staff Communications**

Effective governance of the Authority relies on the cooperative efforts of the agency's elected Board, who set policy and priorities, and the Authority's Staff members, who make recommendations, analyze problems and issues, and implement and administer Board policies.

The Board is a legislative body responsible for approving the Authority's budget, setting policy goals and objectives and adopting strategic plans. The primary functions of the Authority Staff members are to execute Board policy and other Board actions and to keep the Board well informed. Authority Staff members are asked to take guidance and direction only from their immediate supervisor or from the General Manager as appropriate. There shall be mutual respect from both Staff and Board members of their respective roles and responsibilities at all times. There is a need for access to Staff by Directors and at the same time, unlimited access could result in work priority conflicts for Staff.

The purpose of the policies listed below is to facilitate Board/Staff communications consistent with these principles.

- (a) All requests for information or questions by the Board to Staff outside of a Board or Committee meeting shall be directed to the General Manager, Legal Counsel, or the Clerk of the Board as appropriate and shall include the desired time and date for receiving the information. Staff will confirm the date they can provide the

information. So that all Board members are equally informed, all written informational material requested by any Director shall be submitted by Staff to all Board members with the notation indicating which Board member requested the information. If a Board member requests information from any other member of the Staff, Staff may either direct the matter to the General Manager or may ask the Board member to contact the General Manager directly.

(b) Individual Directors cannot directly assign work to Staff members. Board initiated projects will follow organizational channels, through the General Manager, unless there is an emergency. As no formal procedure will answer all cases, the following should be considered as a guide and used with restraint and judgment:

1) Directors should clear all short-term requests of Staff with the General Manager prior to contacting individual members of the Staff and, in most cases, the General Manager should direct and handle the request for the Director.

2) For long-term, involved studies or where the matter includes confidential material, the General Manager should be contacted and the subject matter discussed with the full Board at a Board meeting prior to Staff working on the assignments.

3) In the event that Staff is a participant or representative of a Committee or Work Group of the Board, the Board may contact the Staff member directly to request or provide information or confer regarding matters of the Committee or Work Group.

(c) At Board meetings and other public meetings, respectful communication is expected. Staff is encouraged to give their professional recommendations and the Board should recognize that Staff may make recommendations that could be viewed as unpopular with the public and with individual Board members. Board members may request clarification and ask questions of Staff at public meetings and Directors are encouraged to participate in healthy discussions amongst each other regarding items under discussion on the Agenda. However, Directors should refrain from debate with Staff at Board meetings about Staff recommendations or other items being discussed. Staff must recognize that the Board, as the decision maker, is free to reject or modify a Staff recommendation and that the Board's wishes will be implemented by Staff even if it was contrary to a Staff recommendation.

(d) Directors shall not attempt to coerce or influence Staff including in the making of recommendations, the awarding of contracts, the selection of consultants, the processing of any projects or applications, or the granting of permits. Directors shall not attempt to change or interfere with the operating policies and practices of any OSA department through interaction with Staff. Individual Directors may discuss these items with the General Manager to get clarification or raise concerns.

(e) Board members should not make public comments critical of the performance of an Authority Staff member. Any concerns by a Director over the behavior or work of an OSA employee during a Board meeting should be directed to the General Manager privately to ensure the concern is resolved. All complaints about employees from Directors should be submitted privately to the General Manager or, if a complaint concerns the General Manager, to Legal Counsel.

(f) Staff will respect the right of Directors to refuse to provide information or answers to Staff and recognize that Directors may be bound by other rules of law or procedure that do not permit the Director to speak about the subject matter presented. If a Director violates any of the policies regarding communications as stated in this policy, any member of Staff has the right to request that the Director speak directly with the General Manager about the subject matter presented without any fear of reprisal.

### **2.30.020 Conflict of Interest**

Generally, The Political Reform Act of 1974 and regulations adopted by the Fair Political Practices Commission (FPPC), disqualify public officials from participating in or influencing government decisions in which they have a financial interest. Exemptions may apply.

In addition to the Political Reform Act, Board members may have a conflict of interest under Government Code section 1090. According to the Attorney General, "Section 1090 provides that an officer or employee may not make a contract in which he or she is financially interested." What constitutes making a contract is very broad, and voting on a contract constitutes "making a contract." Section 1090 bars the agency from even entering into a contract where a Board member has a financial interest in a contract. In many cases, however, the agency can enter into the contract if the Board member has a "remote interest" and disqualifies himself or herself.

Board members may contact the FPPC for informal advice by emailing [advice@fppc.ca.gov](mailto:advice@fppc.ca.gov) or by calling **1-866-ASK-FPPC (1-866-275-3772)**. Telephone advice is available Monday through Thursday from 9:00 a.m. to 11:30 a.m. You can also request a formal advice letter from the FPPC. See <http://www.fppc.ca.gov/advice/formal-advice.html>.

The Authority has adopted a Conflict of Interest Code as required by the Political Reform Act. (Adopted 2/23/1995; amended by Resolution No. 03-03, 1/23/2003). This Conflict of Interest Code shall be followed by the Authority, its employees and Directors in the course of conducting business.

If a Director is required to disqualify him or herself from participating in any Board decision in which that Director has a conflict of interest, the Director shall announce the specific conflict of interest at the start of the relevant agenda item, and shall remove himself or herself from the Board Chambers during consideration of the item with which the Director has a conflict of interest. The disqualification shall be made a part of the Minutes of the Board meeting.

**2.30.030 Political Activity**

The Board, either individually or as a group, may not expend any public funds, use or authorize the use of Authority’s offices, stationary, telephones, vehicles, equipment or other property for any political activity. Directors, either individually, or as a group, are prohibited from promising, threatening, or attempting to help someone gain a position with or other financial benefit from the Authority in exchange for that person’s political influence or vote. Directors may in their private capacity campaign for or against a candidate, a measure, spend personal resources, participate in any other way they wish and communicate their opinions freely. If Directors are acting in their private capacity, they may identify themselves as a member of the Board of Directors of the Authority, but may not imply, suggest or state that they are acting in their official capacity.

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**APPROVAL AND REVISION HISTORY**

<b>Policy #</b>	<b>Revision</b>	<b>Date</b>	<b>Reso</b>	<b>Action</b>
BRD-028				
	06	03/23/2017	17-13	Revised
	05	01/13/2011	11-03 & 11-04	Revised
	04	09/23/2010	10-31	Revised
	03	11/08/2007	07-44	Revised
	02	06/22/2006	06-18	Revised
	01	08/11/2005	05-26	Revised
	00	05/27/2004	04-09	Approved

# Santa Clara Valley Open Space Authority

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## RESOLUTION 17-13

### A RESOLUTION OF THE GOVERNING BOARD OF THE SANTA CLARA VALLEY OPEN SPACE AUTHORITY APPROVING AMENDMENTS TO THE BOARD OPERATING RULES AND PROCEDURES ORDINANCE NO. 96-1 (BRD-028)

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**WHEREAS**, Section 35135 of the Public Resources Code provides that the Governing Board of the Santa Clara Valley Open Space Authority ("Board") shall adopt an administrative code, by ordinance, which prescribes the powers and duties of the Authority officers, the method of appointment of the Authority's employees, and methods, procedures, and systems of operation and management of the Authority; and

**WHEREAS**, on February 23, 2017, the Board directed the Staff to bring the Board's recommended edits to Policy #BRD-028 Board Operating Rules and Procedures ("Policy") to the Administration and Budget Committee ("ABC") for discussion and consideration before bringing the recommended amendments back to the Board for approval; and

**WHEREAS**, the ABC met, discussed, and finalized amendments to the Policy on March 9, 2017 to reflect current terminology, update operating procedures, as well as to remove provisions that are no longer applicable pursuant to Board direction; and

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of the Authority has reviewed the final amendments and hereby approves the amendments to the Board Operating Rules and Procedures set forth within Ordinance No. 96-1 (BRD-028).

**BE IT FURTHER RESOLVED**, that the General Manager is hereby authorized and directed, on behalf of the Authority and in its name, to execute and deliver such documents and to do such acts as may be deemed necessary or appropriate to accomplish the intentions of this resolution.

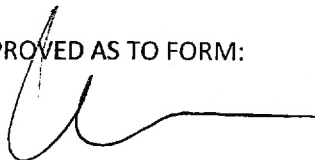
**PASSED, APPROVED AND ADOPTED** this 23<sup>rd</sup> day of March, 2017 by the following vote:

AYES: A. Kennett, M. Flaugher, S. Hall, V. Holtz, M. Potter, K. Gill  
NOES: None  
ABSENT: D. Moore  
ABSTENTION: None



Mike. Flaugher, Chairperson  
Santa Clara Valley Open Space Authority

APPROVED AS TO FORM:



William P. Parkin, Legal Counsel



ATTEST:



Kellie Guerra, Clerk of the Board

information. So that all Board members are equally informed, all written informational material requested by any Director shall be submitted by Staff to all Board members with the notation indicating which Board member requested the information. If a Board member requests information from any other member of the Staff, Staff may either direct the matter to the General Manager or may ask the Board member to contact the General Manager directly.

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