

BOARD PROCEDURES MANUAL  
PROPOSED REVISIONS TO THE APRIL 20, 2015 VERSION

NOVEMBER 2, 2015

Director Shriner's general comments:

1. Is the BPM seen from the legal counsel and staff perspectives as a document to provide guidelines to the board members for behavior and expectations of board members? I see edits that explain expectations for GM behavior, for example, responses to questions of board members within 24 hours so I don't see the BPM set a guideline for board members that if this expectation is not met, what are the expectations for board members behavior as a reaction? 24 hours seems to me to be more of a GM job performance measure to be described in a performance evaluation.
2. I forgot to add term limits as a question of the BPM. Are term limits for elected board members defined by law or can the terms be limited by agreement of the board?

Section 1. None

Section 2. None

Section 3. None

Section 4. None

Section 5. None

Section 6. Director Moore deleted the word "emergencies" and inserted "or injury" and "issues". Director Shriner comment: Previously the president had a shoulder injury and currently I am working on a knee injury so in those cases would the absence of a meeting be considered an excused absence or would a majority of the Board need to be secured prior to the injury or during the absences of the board member suffering the injury?

Section 7. R. Director Shriner added the words "any question or doubt about the possibility of participation in the perception of creating a conflict of interest" and, "any possible".  
S. Director Moore deleted the word "providing". Director Shriner added the words "completing and documenting"

Section 8. None

Section 9. Director Moore deleted "two" and added "three". Director Shriner added "until the issue can be resolved through subsequent agendas or for a period of three (3) months, whichever is the least amount of time."

Director Shriner comment: Could language be added in some way that the officer positions should be shared among 5 rather than traded back and forth between 2 directors? “No one Director shall serve as President and Vice President sequentially or alternately for more than 5 consecutive years as to allow future rotation of the positions of officers.”

A7. Staff added “The final approval shall be made by the President (when there is not consensus on the agenda items).”

G. Director Shriner comment: “spokesperson of the District”, does this mean that other Board members and the Vice President would not be serving well if emails are sent to media representatives?

Section 10. None

Section 11. Director Moore deleted “Meals that include speakers and exceed the District allowed cost for meals will be allowed.” He also deleted “immediately”, “so”, “can” and added “as soon as possible”, “to determine if it is possible”, “could”, “upon request of the Director(s)”. Director Shriner added “preferably”, “If a Director pays and then can’t attend, that is the loss of the Director. The District will not pay for trainings and conferences that the Director signs up for and does not attend.”, and “Travel will be limited to California, preferably Monterey County.”

Section 12. Director Shriner comment: There are 3 Standing Committees of two members each for a total of 6 positions. The Executive Committee defines two of the officers. The Joint City District edits propose that an officer serve so that is 3 positions that are defined for the officers. The current and proposed BPM require all Board members have one or two positions so there are 3 positions available for Directors Lee, Moore and myself to fulfill the required assignments according to page 6. Should the BPM be consistent in language and in practice? If there are violations, what actions should be taken and should the actions be part of the BPM?

B2. Director Moore added “along with another Director.”

B3. Director Moore deleted “The duties and responsibilities”, “shall be”, “(a) These meetings will be of a ‘pulse check’ type to exchange ideas and perspectives regarding the flow of information, etc.” “(b) Current projects or future agenda items before the Board may be discussed at these meetings”. He added “The purpose”, “is to provide the President and Vice President with a routine opportunity to discuss ideas, information flows, current and potential future projects and future agenda items with the General Manager and any staff members that the General Manager deems appropriate.”

B4. Director Shriner comment: Community Outreach to meet as-needed. Preference for monthly. Preference for having a staff assigned to carry out the possible recommendations to the Board or to Staff, if that is possible.

C. Director Moore deleted “solely”, “and the”. He added “An ad hoc”, “In accordance with”, “An ad hoc committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act on behalf of the Board and the District except such as specifically conferred by action of the Board.” Director Shriner comment: The differences between Ad Hoc and Special committees needs to be clarified. Do you or Roger have any alternate language for page 7-8 regarding the two? It says the Ad hoc are not subject to Brown Act and the Special are. I would think Budget & Personnel would be a Special Committee but no examples or actual committees are listed in this revision. It appears the differences are whether or not the committee is subject to the Brown Act. Ad Hoc is for “specific tasks” and Special is for “special tasks”. Ad Hoc is only appointed by the President. Special can be appointed by President or the Board.

D. Director Moore deleted “or ad hoc”

E. Director Moore deleted “which” and added “who”. Staff added “The Board role of the negotiator does not directly replace, limit, or change the administrative and operational responsibility of the General Manager and staff to meet with staff from other agencies and to prepare the analysis, documentation, draft agreements, and other administrative tasks necessary to support the current and/or future negotiations and to represent the District as it’s General Manager in the process.”

F. Director Moore deleted “Unless approved by the Board, the District will only pay for the fees and cost of meals for the duly appointed Director(s) charged by the organization for attending the meeting.” Director Shriner comment: as needed meetings only 2 missed and the director is out? Difficulties in scheduling when one committee member is non-responsive to a director or staff. Why: “Unless approved by the Board, the District will only pay for the fees and cost of meals for the duly appointed Director(s) charged by the organization for attending the meeting.” I am guessing this is only for the SDA meetings? Are there any other meetings? Does this procedure conflict with page 5 “Meals that include speakers and exceed the District allowed cost for meals will be allowed.”

Section 13. None

Section 14. Director Shriner comment: Some of this ethics section is very redundant with the Section 7 Duties of Directors.

G. Staff added “Board approved committee members must take action in support of the Board’s decision and not take action based on an individual view, position, or prior voting history on a matter, or any other reason in conflict with the Board’s direction.”

J. Director Shriner deleted “earliest” and added “next regularly scheduled”.

K. Director Shriner deleted “earliest” and added “next regularly scheduled”.

M. Director Moore deleted “24”, “8”. He added “72”, “4”, “in some form”. Director Shriner deleted “earliest” and added “next regularly scheduled”.

Section 15. Director Moore deleted “See 14H. above. Conversely, the General Manger and District staff shall not criticize any action taken by a Director or by the Board, or show disrespect to any Director, however, nothing herein is intended to infringe on the Constitutional right to free speech or any other legal right.” Director Shriner added “The Constitutional Right to Free Speech is usurped with specific legal responsibilities such as with Rights of Privacy with Medical Staff. In this case, Directors must comply with legal requirements of the position and not expect a right to slander, disrespect, or discriminate.” Director Shriner comment: a large number of complaints about the District by one member of the public have been rhetoric in my assessment. Will all complaints be responded to even if it might be something like the President of the Board is a bigoted WASP? Which is like an inappropriate opinion that would be best managed through election than through the staff trying to craft a response. It is a complaint that makes the speaker possibly ejection-able by Robert’s Rules for discipline and presiding over an orderly meeting.

Section 16. A. Director Moore deleted “The General Manager shall respond to questions or concerns from any Director directly by himself and shall not direct any subordinate, other District staff or consultants to provide responses or answers to questions or concerns from any Director.” Director Shriner comment: GM requirement to respond speaks again to job performance of GM. It can be stated as a preference for Board Members and the reaction of Board Members to not getting their own preferences met can be metered in the BPM guidelines.

D. Staff added “The General Manager may approve legal work on urgent items that require legal action, wherein a Special meeting cannot be promptly scheduled, and then ratified at the next closed session by the Board, provided the costs incurred up to the Board closed session are less than \$3,000.”

F. Staff added “except to prepare to properly respond to the question in the closed session to enable the Board to make decisions and not exceed \$500 in preparation fees.”

G. Director Shriner comment: I am very concerned about the possibility of “scope creep”.

H. Director Moore deleted “24” and added “72”.

Section 17. D. Director Shriner comment: director requests subject to approval only by President and Vice President, is something that has been complained about by the Vice President in the past. Will 7 days be sufficient for staff to include in draft? Again, GM job performance expectations. Vice President Le added “Either the Board President or Vice President can add any items to the final Board agenda. No

item on the final agenda can be deleted without the approval of both the Board President and Vice President.” Staff deleted “seven (7)” “in a written request for consideration for the issue”, “at least two options for the Board with pros and cons for each option,” “and alternatives for the Board” “preparer, department head, legal counsel”. Staff added “in writing”, “ten (10)”, “to provide enough time to include in the agenda”, “If there is not consensus on the items, the President should have the final say.”, “If options were evaluated they should be included in the background, but not required for all staff reports.”, “whose signature confirms that the process has been correctly followed and reviewed by legal, etc.”

- Section 18. Director Shriner comment: so when the staff distribute information the emails are disclosable? Can the email have the confidentiality statement added to protect the privacy?
- Section 19. Director Shriner comment: by deleting the “within the jurisdiction of the District” does this allow the Board to let a director participate from out of the jurisdiction? Does the District have the support of all members of the Board for this kind of participation or will we continue to see directors with unexcused absence for meetings?
- Section 20. None
- Section 21. None
- Section 22. A. Director Moore deleted “guided but not bound by Robert” and added “The Board shall use Rosenberg”, “Board”.
- B. Director Moore deleted “B. Call for Question. The “call for question” shall be deemed a non-binding request that the presiding officer close debate and bring an issue to an immediate vote. The presiding officer may choose to continue discussion of the issue irrespective of a ‘call for question.’”
- C. Director Moore deleted “C. Motion to Close Debate. The “motion to close debate,” if seconded, shall be a non-debatable motion, and shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the “motion to close debate” pass by a majority vote, the presiding officer shall thereafter immediately call the question on the principal motion.”
- Section 23. Director Shriner added item “Deferred Consent Calendar Items”.
- Section 24. None
- Section 25. None
- Section 26. None
- Section 27. None

- Section 28. A. Director Moore deleted “The General Manager shall, at the next Board meeting, provide the Board with written answers and responses to questions and concerns made by the public, if no such response was provided at the same meeting.” He added “shorter or”. Director Shriner comment: The majority of the Board may authorize a longer time for a member of the public to speak or uphold the right for all members of the public desiring the right to speak but only the president may reduce the amount of time for the members of the public?
- Section 29. None
- Section 30. None
- Section 31. Director Moore deleted this Section “31. Reconsideration. At the meeting at which a final vote on any question has been taken, said vote may be reconsidered on the motion of a member of the Board who voted on the prevailing side. Said motion of reconsideration shall have precedence over every other motion.”
- Section 32. None
- Section 33. Director Shriner comment: I’d like to see the minutes of the committee meetings put back into the board packets after they are finalized in the appropriate committee meeting. Let’s remove the requirement for the name of the public who wishes to speak. Perhaps stating preference but no a requirement.
- Section 34. None
- Section 35. None
- Section 36. None
- Section 37. None
- Section 38. None
- Section 39. Director Shriner comment: is voting a stipend for ourselves legal? Would it require a budget amendment or it would be added to the next budget and commence in July? Is this the section that is being recommended that Jeanine DeBacker needs to be consulted on or is it the political activity section? This proposal has not been part of any public discussion of the Strategic Plan or any meeting that I am aware of.
- Section 40. Director Moore deleted “officers and employees of the District from engaging in political activity during working hours, to prohibit”, “officers and employees”, “officers and employees”, “at and during public meetings”. He added “as a part of their duties as a member”, “of Directors”.
- Section 41. Director Moore deleted “provide”, “at least four hours before”. He added “ensure that”, “are available at”. Director Shriner comment: is there a simpler method to

provide board members who so desire to participate in a check writing review prior to checks being delivered?

Section 42. Director Shriner comment: Policies listed for censure punitive measures to include conflict of interest, notice of absence/attendance, confidential information disclosure (Brown Act violations in general?) Currently listed: 5. Harassment, 6. Attendance, 8. Contracts, 13. Communication, 14. Ethics, 15. Comments, 16. Communication to consultants, legal counsel, 17. Conduct, 26. Disclosure of confidential information, 39. Gifts, 41. Political activity. I'd like to add, 27. Orderly discussion, 33. Conflict of interest, 35. Notice of absence.