

RESOLUTION NO. 03-22-03

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY
REGARDING DECORUM DURING BOARD OF
DIRECTORS' MEETINGS AND ESTABLISHING
RULES OF CONDUCT FOR DIRECTORS AND ALTERNATE DIRECTORS**

WHEREAS, the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority (the "Authority") desires to adopt a policy to ensure that its meetings are conducted in an orderly manner and to ensure that the Directors and Alternate Directors treat each other in a professional manner,

NOW, THEREFORE, BE IT RESOLVED that the Authority's Board of Directors hereby approves and adopts the following policy regarding decorum during Board of Directors' meetings and establishing rules of conduct for Directors, Alternate Directors and the public.

1. Rules of Decorum for Board of Directors' Meetings.

(a) Decorum. Meetings of the Authority's Board of Directors (the "Board"), which shall include all regular and special Board meetings, in open and closed sessions, and all Authority standing committee meetings, must be conducted in an orderly manner to ensure that the public has an opportunity to be heard and that the Board's deliberative process is not disrupted. The Board's Chair or Vice Chair, or, in their absence, another member so designated by the Board (any of which, as applicable, shall be referred to as the "Presiding Officer"), is responsible for maintaining the order and decorum of meetings.

(b) Rules of Decorum. While any meeting of the Board is in session the following rules of decorum must be observed:

(i) Persons Addressing the Board. Each person who addresses the Board must do so in an orderly manner and must not make personal, impertinent, slanderous, or profane remarks to any member of the Board, staff, or general public. Any person who makes such remarks, or who utters loud, threatening, personal, or abusive language, or who engages in any other disorderly conduct that disrupts, disturbs, or otherwise impedes the orderly conduct of any Board meeting will, at the discretion of the Presiding Officer or a majority of the Board, be barred from further audience before the Board during that meeting.

(ii) Members of the Audience. No person in the audience at a Board meeting may engage in disorderly or boisterous conduct, including the utterance of loud, threatening, or abusive language, whistling or other acts that disturb, disrupt, or otherwise impede the orderly conduct of the Board meeting. Persons in the audience shall not interrupt ongoing discussions by the Board, Authority staff or other persons recognized and given the floor by the Presiding Officer, and shall avoid talking, making noises or other utterances while others are speaking. Any person who behaves in this manner may, at the discretion of the Presiding Officer or a majority of the Board be barred from further audience before the Board during that meeting.

(c) Addressing the Board. No person may address the Board without first being recognized by the Presiding Officer. The following procedures must be observed by persons addressing the Board:

(i) Each person shall follow the direction provided by the Presiding Officer and state the person's name and the organization, if any, the person represents.

(ii) Any subject that is deemed by the Presiding Officer to not be within the subject matter jurisdiction of the Board or the Authority may be precluded. Authority legal counsel shall have the authority to halt any comments determined to be outside the subject matter jurisdiction of the Board or Authority.

(iii) With regard to items that are listed on the agenda, the remarks of the speaker must be confined to the subject that is being discussed at the time such remarks are made. Members of the public are encouraged to hold any comments on specific agenda items until after the Board has concluded its initial discussion of the specific agenda item, and as otherwise directed by the Presiding Officer.

(iv) The remarks of each person shall generally be limited to three minutes, provided that time limit may be adjusted by the Presiding Officer in the Presiding Officer's discretion. Where a group of persons wishes to address the Board on the same subject, the group should endeavor to select one spokesperson to address the Board in order to expedite matters and avoid repetitious presentations. Speakers may not lend any portion of their speaking time to other persons or borrow additional time from other persons. Public comments shall be allowed during the "Public Comment" period and on any Action Items or Discussion Items, as directed by the Presiding Officer.

(v) All remarks to the Board must be addressed to the Presiding Officer and not to any single member of the Board unless in response to a question from that Director or Alternate Director.

(d) Rules of Decorum among Directors and Alternate Directors. The following rules apply to all Directors and Alternate Directors at meetings:

(i) By Directors and Alternate Directors. While the Board is in session, Directors and Alternate Directors must preserve order and decorum, and a Director or Alternate Director must not, by conversation or otherwise, delay or interrupt the proceedings of the Board, nor disturb any Director or Alternate Director while speaking, nor refuse to obey the orders of the Board or the Presiding Officer, except as otherwise provided in this section.

(ii) Getting the Floor—Improper References to be Avoided. Every Director or Alternate Director desiring to speak must address the Presiding Officer and, upon recognition by the Presiding Officer, must confine all remarks to the question under debate. Authority legal counsel shall have the authority to halt any comments that in counsel's opinion may constitute violations of the Brown Act.

(iii) Interruptions. Once recognized, a Director or Alternate Director must not be interrupted when speaking unless it is to call that Director or Alternate Director to order, or as otherwise provided in this section (d). If a Director or Alternate Director is called to order while speaking, that Director or Alternate Director must cease speaking until the question of order is determined and, if in order, the Director or Alternate Director will be permitted to proceed.

(iv) Appeals. Any ruling of the Presiding Officer may be appealed at the request of a Director by way of a motion to appeal the decision of the chair, which can be passed by a majority vote of the Board.

(e) Enforcement of Decorum. The rules of decorum set forth above will be enforced in the following manner:

(i) Warning; Removal. The Presiding Officer may request that a person who is breaching the rules of decorum be orderly and silent. After receiving a warning from the Presiding Officer, if a person persists in disturbing the meeting, the Presiding Officer may order that person to leave the Board meeting or may call for a recess of the meeting to allow the meeting room to be cleared and for the readmittance of only those individuals not responsible for the disturbance. If the person responsible for the disturbance does not leave, then the Presiding Officer may request assistance from a law enforcement officer to remove the person from the meeting.

(ii) Motion to Enforce. If the Presiding Officer fails to enforce the rules set forth above, any Director may move to require such enforcement, and an affirmative vote of a majority of the Board will require that action. If the Presiding Officer fails to carry out the will of a majority of the Board, the majority may designate another Director to act as Presiding Officer for the limited purpose of enforcing any rule of this section that it wishes enforced.

2. Board of Directors – Norms of Conduct and Communication.

(a) Personal Conduct. The work of the Authority is a team effort. All Directors and, as applicable, Alternate Directors should work together in the collaborative process, assisting each other and Authority management, staff and consultants in conducting the affairs of the Authority in the best interests of the Authority and its members. Directors and Alternate Directors shall thoroughly prepare themselves to discuss agenda items at Board meetings. Directors and Alternate Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the public present at Board meetings. Directors and Alternate Directors shall defer to the Presiding Officer for the conduct of Board meetings but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board. Directors and Alternate Directors should function as a part of the whole, with issues brought to the attention of the Board as a whole, rather than to individual Directors or Alternate Directors selectively. Directors and Alternate Directors are responsible for monitoring the Authority's progress in attaining its goals and objectives, while pursuing its mission.

(b) Compliance with Laws and Regulations. All Directors and Alternate Directors shall comply with all applicable laws and regulations applicable to their service as members of the Board, including, without limitation, the Political Reform Act and Fair Political Practices Commission regulations, Government Code Section 1090 and the Brown Act, including with respect to the confidentiality of closed session discussions and documents.

(c) Communication of Views and Positions. The Board of Directors is committed to providing excellence in leadership of the Authority. In order to ensure appropriate behavior between and among Directors and Alternate Directors, the following rules shall be observed:

(i) The dignity, style, values and opinions of each Director and Alternate Director shall be respected. Open and full discussion of all issues affecting the Authority shall take place. Responsiveness and attentive listening in communication are encouraged.

(ii) The needs of the Authority and its members should be the priority of the Board of Directors and Directors and Alternate Directors shall strive for fairness and honesty in all of their dealings with others.

(iii) Directors and Alternate Directors should emphasize the positive, avoid double talk, hidden agendas, gossip, backbiting and other negative forms of interaction. Directors and Alternate Directors should treat each other with respect, avoid personal attacks and avoid the use of profanity or other slurs directed at other Directors and Alternate Directors.

(iv) Directors and Alternate Directors should focus on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

(v) Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions without being disagreeable. Once the Board of Directors takes action, Directors and Alternate Directors should commit to support such action and not create barriers to the implementation of the action.

(d) Board Discipline. In the exercise of its discretion to enforce the foregoing provisions of this Section 2, the Board of Directors, by the affirmative vote of a majority of its members, may censure any Director or Alternate Director for period of time deemed appropriate by the Board for any violation of this Section 2. The maximum penalty that may be imposed upon the censured director during the period of such censure shall be the following:

(i) The removal of the censured Director or Alternate Director from service on all Board committees, unless subsequently authorized by the Board of Directors.

(ii) The removal of the censured Director or Alternate Director from any office held by that Director or Alternate Director.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir
Joint Powers Authority this 9th day of March, 2022 by the following vote:

AYES: Ramirez Holmes (Chair), Hansen (Vice Chair), Sethy, Borba, Coleman, Wehr, Ritchie, LeZotte

NOES:

ABSTAIN:

ABSENT:

Angela Ramirez Holmes
Angela Ramirez Holmes (Mar 16, 2022 19:48 PDT)

Angela Ramirez Holmes, Chair

Attest:

Ellen Wehr
Ellen Wehr (Mar 17, 2022 09:48 PDT)

Ellen Wehr, Secretary