



## **Governance Committee**

### **AGENDA**

**Wednesday, September 17, 2025 at 1:00 PM**

CLSD Headquarters, 38901 Ocean Drive, Gualala, CA

Meeting Link: <https://us06web.zoom.us/j/86710713810?pwd=YQwbpiUOfCGBXTCItFbCDy0Z177tI.1>

1-408-638-0968 Meeting code: 867 1071 3810, password: 144919

- |    |   |             |
|----|---|-------------|
| 1. | Call to Order                                 | Schwartz    |
| 2. | Agenda Approval                               | Schwartz    |
| 3. | Privilege of the floor                        | Schwartz    |
| 4. | New Business:                                 |             |
|    | • Administrative Calendar                     | Hernandez   |
|    | • Policy Manual                               | Sandoval    |
| 5. | Old Business:                                 |             |
|    | • Bylaws                                      | Schwartz    |
|    | • Governance Committee Charter                | Schwartz    |
|    | • Governance Committee goals                  | Schwartz    |
| 6. | Shout out                                     | Open to all |
| 7. | Next Governance Committee Meetings – 1:00 PM. |             |
|    | • October 22, 2025                            |             |
|    | • November 19, 2025                           |             |
| 8. | Adjournment                                   |             |

# **AST LIFE SUPPORT DISTRICT**

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[www.clsd.ca.gov](http://www.clsd.ca.gov)

## **Governance Committee**

### **Meeting Minutes**

**Wednesday, August 20, 2025 at 1:00 PM**

**CLSD Headquarters, 38901 Ocean Drive, Gualala, CA**

Meeting Link:

<https://us06web.zoom.us/j/86710713810?pwd=YQwbpiUOfCGBXTCIteFbCDy0Z177tl.1>

1-408-638-0968 Meeting code: 867 1071 3810, password: 144919

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**BOD Present:** Secretary Naomi Schwartz, Director Susan Sandoval

**Staff Present:** Bronwyn Golly, EMS Chief, Cobre Hernandez, Executive Administrator

**Minutes by:** Cobre Hernandez, EA

Meeting called to order at 1pm by Secretary Schwartz.

**After review, the agenda was unanimously approved.**

**The meeting minutes was unanimously approved.**

**1. Privilege of the Floor**

No floor business at this time.

**2. New Business:**

No new business at this time.

**3. Old Business:**

**Governance Committee Charter**

Further discussion about the charter was tabled until the next Governance Committee Meeting.

**Governance Committee Goals**

Further discussion about the goals was tabled until the next Governance Committee Meeting.

### **Bylaws**

The committee reviewed Article 1: Mission Statement, Article 2: Organization, and Article 3: Meetings of the bylaws. Secretary Schwartz will present this review to the full Board at the August Board Meeting. The committee will be looking for feedback from the Board on the following questions:

- Article 1: Section 1 - Can we simplify this language? Or must we state that Board members must be both a resident and a registered voter?
- Article 1: Section 2 - The bylaws currently say that the President shall appoint a Nominating Committee in the case of a Board vacancy. Can we change this to say that the Executive Committee will work to fill the vacancy, eliminating the Nominating Committee?

4. **NEXT GC MEETINGS: Wednesdays, 1pm**

September 17, 2025

October 22

5. Adjournment

**The meeting was adjourned at 2:30pm.**

## CLSD Administrative Calendar – Board of Directors

(every year populate with the BOD general meeting and committee meeting schedule)

To schedule: bi-annual conflict of interest code review and certification, audit deadlines, LAFCO annual payment, CMS data reporting, annual IT policies and contract review, assign annual vector solutions trainings for staff

### January

#### **Census of Government Survey of Public Employment & Payroll E-3: Special Districts**

- Update Current Employee List with Emergency Contact Information (also does the BOD roster need updated, does it get updated with the state? Couple these together in the calendar)
  - Review CSDA New Laws Series and Annual Legislative Report to determine any new laws that may apply to your special district – **Governance Committee**
  - Board Committee Selection/Renewal – **Executive Committee**
  - Remind Form 700 filers at the agency that April 1 is deadline to file form. For specified officials, must also be sent to clerk of the Board of Supervisors
- 3** IGT – Certification #1 Due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA – second payment due for 25/26 payment plan
- 17** IGT – Invoice #1 payment due (PP-GEMT)
- 30** State Controller’s Office Transaction Report
- 31** No later than January 31, ensure that all W-2s for employees, 1099s for non-employees, contractors, and consultants have been issued.

### February

- Within 7 months after close of fiscal year, make sure that financial transaction report has been filed with State Controller’s Office.
  - Review and update Enterprise Systems Catalog
  - SDRMA – will provide estimates for renewal for budget planning
- 12** Bureau of Labor Statistics Reporting

### March

- Ethics Training for All Board Members (Spring 2025-Spring 2027-and so on. Except for new board members in 2026 who will be on an alternate year schedule )
  - Sexual Harassment training for all Board Members (same as Ethics)
  - Should we add any other trainings to the board’s training rotation. Odd years webinars like fiscal accountability?
- 12** Bureau of Labor Statistics Reporting
- 18** SDRMA – Spring Education Day, opportunity for credits
- 31** SDRMA – Credit incentive point documentation due

### April

- Budget prep for next fiscal year – **Finance Committee**

- SDRMA – Updated renewal budget estimate
- 1** Form 700 must be turned into staff and postmarked no later than April 1
- 1** SDRMA – withdrawal notice deadline
- 4** IGT - Certification #2 due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 18** IGT - Invoice #2 payment due (PP-GEMT)
- 30** GCC Report (annual compensation report due to State Controller's office)

## May

- Annual update to appropriations limit (also known as Gann Limit)
- 12** Bureau of Labor Statistics Reporting

## June

- Capital Improvement Plan review (should we add this as a regular planning doc? Gov. Comm?)
- SDRMA – renewal contribution invoices issued
- 12** Bureau of Labor Statistics Reporting

## July

- GEMT Annual Participation Survey
- 1** Beginning of new fiscal year
- 4** IGT – Certification #3 Due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA – Plan Renewals, payment due (typically for full year, split into 2 pymts in 25/26)
- 15** SDRMA – Workers' comp annual payroll reconciliation opens
- 18** IGT – Invoice #3 payment due (PP-GEMT)

## August

- SDRMA Workers Comp Renewal Questionnaire
- Special districts must conduct an annual audit, typically complete by September 1, although deadlines may vary by agency.
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA - Workers' Compensation Payroll Reconciliation deadline

## September

- Review and update agency's conflict of interest code. Must be done every two years, in even-numbered years. – **Governance Committee**
- QuickBooks year end closing
- 12** Bureau of Labor Statistics Reporting
- 15** SDRMA-Workers Comp Annual Payroll Reconciliation
- 30** ESI – EAP Contract Renewal

## October

- Review records retention policy and address any records destruction necessary – **Governance Committee**
- 1** SDRMA – Renewal Questionnaire opens
- 3** IGT – Certification #4 Due (PP-GEMT)
- 12** Bureau of Labor Statistics Reporting
- 17** IGT – Invoice #4 payment due (PP-GEMT)

## November

### Board elections?

### Audit?

- If your district is a CALPERS agency, ensure that a publicly available pay schedule has been approved and adopted by your governing board.
- 12** Bureau of Labor Statistics Reporting
- 30** GEMT Audit (Annual Cost Report)

## December

- Within 10 days of any changes to the Board of Directors, or other facts regarding the agency, file Statement of Public Agency with county clerk and Secretary of State.
  - Approve annual meetings schedule for agency.
- 12** Bureau of Labor Statistics Reporting

## Future Dates to Schedule:

Urgent Care contract renewal – current contract ends June 30, 2028

## BOARD OF DIRECTORS

### FINANCE

### GOVERNMENT

### ADMINISTRATION (other)



# BOARD POLICY MANUAL

ADOPTED

May 11, 2010

Revised

July 10, 2014

Revised

Approved at the July 27, 2021 Board Meeting

Revised

Approved at the June 11, 2024 Board Meeting

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## Article 1. The Agency

### Section 1.1 - The Agency

The agency operates as a fire protection district, created pursuant to the Fire Protection District Law of 1961 (Part 2.7, Division 12 of the Health and Safety Code) through Resolution 29-1963 by the Board of Commissioners of the Lakeside Area Local Fire District on March 12, 1963 and certified to the Secretary of State and the Clerk of the Board of Supervisors of San Diego County on March 13, 1963.

### Section 1.2 – Name

The official name of the agency shall be the “Lakeside Fire Protection District.”

### Section 1.3 – Offices

The headquarters of the District shall be 12216 Lakeside Avenue, Lakeside, California, 92040.

## Article 2. Director Conduct and Responsibilities

### Section 2.1 – Responsibilities of Public Office

Directors of the Lakeside Fire Protection District are elected by the voters of the District. As such, they are agents of public purpose and serve for the benefit of the public. They shall uphold the Constitution of the United States and the Constitution of the State of California. They shall impartially carry out the laws of the United States, the State of California, and the Lakeside Fire Protection District. In any official act they shall faithfully discharge their duties recognizing that the public interest and trust are paramount. Directors must demonstrate the highest standards of morality and ethics consistent with the requirements of their position and consistent with law.

### Section 2.2 – Basis of Authority

The Board of Directors is the unit of authority within the District. Apart from their normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

### Section 2.2.1 – Representation

Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts in the best interest of the community as a whole.

## Section 2.3 – Code of Ethics and General Conduct

The Board of Directors of the District is committed to providing excellence in legislative leadership that results in the provision of the highest quality of services to its constituents. In order to assist in the governing of the behavior between and among the members of the Board of Directors, the following behavior and procedures shall be observed:

- a. The primary responsibility of the Board of Directors is the formulation and evaluation of policy, adoption of the annual budget and hiring and firing the Chief Executive Officer (Fire Chief). The Chief Executive Officer will be evaluated by the Board at least annually for progress on the adopted Board goals and policies and general management of the District. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District. Complaints from residents and property owners of the District should be referred directly to the Fire Chief.
- b. The needs of the District's constituents shall be the priority of the Board of Directors.
- c. The dignity, style, values and opinions of each Director shall be respected. Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, directors should commit to supporting such action and not create barriers to the implementation of the action.
- d. Responsiveness and attentive listening in communication is encouraged. When seeking clarification on informational items, Directors may directly approach professional staff members to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision making.
- e. Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.
- f. Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

## Section 2.4 – Board Member Conduct During Meetings

In addition to rules of general conducted listed in Section 2.3, the Board of Directors shall abide by the following rules of conduct for board meetings:

- a. All Directors should be on time for all meetings.

- b. Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.
- c. Written information or board documents that are exchanged before meetings shall be distributed through the Fire Chief and all Directors shall receive all such written information or documents being distributed.
- d. Directors shall conduct themselves with courtesy to each other, staff and members of the audience present at Board meetings.
- e. Directors shall defer to the presiding officer for conduct of meetings of the Board, 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.
- f. Directors may request for inclusion into minutes, brief comments pertinent to an agenda item, (including, if desired, a position on abstention or dissenting vote). Such request may only be made at the meeting in which the comments are made.
- g. Directors shall abstain from participating in consideration on any item involving a personal or financial conflict of interest. Unless such a conflict of interest exists, however, Directors should not abstain from the Board's decision-making responsibilities.
- h. Requests by individual Directors for substantive information and/or research from District staff shall be channeled through the Fire Chief.

## Section 2.5 – Attendance at Meetings

Members of the Board of Directors shall attend all regular and special meetings of the Board, unless there is good cause of absence.

# Article 3. Board Organization and Structure

## Section 3.1 – Election of Officers

The District Board shall decide if the Vice-President will assume the Presidency and the Board will elect a new Vice-President or elect both officers at the first regular meeting in January of each year. The officers of the Board are a President and Vice President. The President shall have had at least one year of experience on the Board.

## Section 3.2 – Presiding Officer

The President of the Board of Directors shall serve as presiding officer at all Board meetings. They shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow such actions. In the absence of the President, the Vice President of the Board of Directors shall serve as the presiding office. If the President and Vice President of the Board are both absent, the remaining members present shall select one of themselves to act as presiding officer for that

meeting.

## Section 3.3 – Committee of the Board

### Section 3.3.1 – Ad Hoc Committees

The Board President shall appoint such ad hoc committees as may be deemed necessary or advisable by themselves and/or the Board. The duties of the ad hoc committees shall be outlined at the time of the appointment, and the committee shall be considered dissolved when its final report has been made.

### Section 3.3.2 – Standing Committees

The following shall be standing committees of the Board: (Lead and Alternate are encouraged to attend all meetings)

- a. Santee-Lakeside Emergency Medical Services Authority Commission, 2 Leads and 1 Alternate;
- b. Heartland Training Facility Authority, Lead and Alternate;
- c. Heartland Communications Facility Authority, Lead and Alternate;
- d. Public Agency Self Insurance System, Lead and Alternate;
- e. Fire Agencies Insurance Risk Authority, Lead and Alternate;
- f. San Diego County Fire Districts Association, Lead and Alternate;
- g. County Wide Redevelopment Successor Agency Oversight Board;
- h. Budget Committee; and
- i. Labor Negotiations:
  - a. Local 4488.
  - b. Fire Management Group
  - c. Chief Officers.
  - d. General Employees.
  - e. Fire Chief.
- j. Bylaws
- k. Records Retention

### Section 3.3.3 – Appointments to Committees

The Board shall nominate and select by majority vote, the members of standing committees at the first regular meeting in January following general District election or unopposed election.

### Section 3.3.4 – Committee Members Tenure of Office

All committee members serve at the pleasure of the Board and may be removed by majority vote of the Board at any time.

## Section 3.4 – Vacancies of the Board

Vacancies of the Board shall be filled in accordance with Section 1780 of the Government Code of the State of California.

## Article 4. Board Appointed Officers

### Section 4.1- General

The Officers of the District, as appointed by the Board of Directors, shall be the Fire Chief (Chief Executive Officer), Clerk of the Board, and General Counsel. All officers shall serve at the pleasure of the Board of Directors for an indefinite term and may be removed by the Board only upon the adoption of a motion by at least four affirmative votes of the Board. Removal of the Fire Chief by the Board shall also be in conformance with procedures established in the Fire Chief's and Clerk of the Board's employment agreement.

### Section 4.2 – Oath of Office

All appointed officers of the District shall take and subscribe to an oath of office at the first regular scheduled meeting in January of the start of their term. . Said oath shall be filed with the Clerk of the Board.

### Section 4.3 – Fire Chief

The Fire Chief of the District shall be directly responsible to the Board of Directors. Subject to the control of the Board, the powers and duties of the Fire Chief are to:

- a. Have full charge of the acquisition, construction, maintenance, and operation of the facilities of the District.
- b. Have full charge of the administration and operation of the business affairs of the District.
- c. See that all resolutions and ordinances of the District are enforced.
- d. Administer the personnel system adopted by the Board and, except for officers appointed by the Board, to appoint, discipline or remove all employees subject to the rules and regulations adopted by the Board and the labor provisions of all applicable laws.



- e. Attend all meetings of the Board, unless excused, and submit a general report of the activities of the District.
- f. Keep the Board advised as to the needs of the District.
- g. Prepare or cause to be prepared all plans and specifications for the construction of the works of the District.
- h. Devote his/her entire time to the business of the District.
- i. Publish a financial report after the end of the fiscal year showing the result of operations for the preceding fiscal year and the financial status of the District.
- j. Install and maintain an auditing and accounting system.
- k. Provide for the custody of the funds of the District and keeping of accounts of all receipts and disbursements.
- l. Perform such other duties as from time to time may be prescribed by the Board of Directors.

#### Section 4.4 – Report of District Activities

Reports describing the general activities of the District are to be presented to the Board of Directors, shall include but not limited to:

- a. Monthly Budget Performance and Purchasing Activities;
- b. Surplus and Obsolete Materials Report as needed;
- c. Annual Financial Statements;
- d. Goals/Objectives Status (Strategic Plan) by request of the Board of Directors; and
- e. Monthly Operations Performance Report.

#### Section 4.5 – Clerk of the Board

The Clerk of the Board shall provide the administrative support to the Board of Directors and subject to such direct responsibility shall:

- a. Be the custodian of the District seal and of all books, records, and papers of proceedings of the Board of Directors and Committees of the Board.
- b. Attend all meetings of the Board of Directors and Standing Committees, unless excused.
- c. Prepare and distribute agendas, minutes and other required documents and papers as necessary for Board business.
- d. Keep record of all ordinances, resolutions, and minutes of the Board and shall, as required, certify, and furnish copies of such documents in compliance with the law.
- e. Maintain records of and annually review these Rules for Procedure and all Board-adopted policies and, subject to General Counsel's review, make recommendations to the Board as appropriate.

- f. Serve as the Filing Official under the District's Conflict of Interest Code and serve as District Election Officer to oversee District election procedures with the County of San Diego.
- g. Prepare Quarterly Travel/Expense Report for Directors/Officers; and perform any other duties as from time to time may be prescribed by the Board of Directors.

## Section 4.6 – General Counsel

The Attorney for the District shall serve as General Counsel of the District and shall be directly responsible to the Board of Directors and subject to such direct responsibility shall:

- a. Give advice or opinion orally or in writing whenever required by or necessary to the Board.
- b. Be the legal advisor of the Fire Chief and other District officers.
- c. Coordinate, direct, and supervise all legal matters affecting the District.
- d. Attend all meetings of the Board of Directors and Standing Committees as required, unless excused.
- e. Prepare or approve all forms and content of ordinances, resolutions, contracts, bonds and other legal documents connected with the business of the District to be consistent with the law and District policies.
- f. Take charge of all suits and other legal matters to which the District is a party.
- g. Perform all of the duties conferred or imposed upon Counsel by law.
- h. Perform such other duties as from time to time may be prescribed by the Board of Directors.

## Section 4.7 – Board/Staff Relations

Except for inquiry purposes, the Board of Directors shall deal with the District employees solely through the Board Officer (Fire Chief and General Counsel) having supervisory responsibilities over individual employees. The Board shall not give orders to any District employee under the jurisdiction of an Officer, nor attempt to coerce or influence an officer in matters relating to any contract, purchase, or any other administrative action, nor in any manner direct or request the appointment of any individual to, or removal from their position by the Fire Chief. Additionally, no individual Director shall be involved in the recruitment or selection process for any District employee other than the Board Officers.

# Article 5. Director Compensation and Training

## Section 5.1 – Compensation and Reimbursement

Each member of the Board of Directors may receive compensation in an amount set by the District Board for attending each meeting of the District Board of Directors. Attendance is

defined as being present for more than fifty percent (50%) of any meeting. The number of meetings for which a member of the Board of Directors may receive compensation shall not exceed four meetings in any calendar month. A member of the Board of Directors may also be compensated for their attendance at the following Board appointed Commission and Advisory Committee meetings: Heartland Training Facility Authority, Heartland Communications Facility Authority, Santee-Lakeside Emergency Medical Services Authority Commission, Regional Fire Advisory Committee and Fire Agencies Insurance Risk Authority.

Compensation for a Director's attendance at a Commission or Advisory Committee meeting constitutes one of the four allowed monthly meetings.

Members of the Board of Directors may be reimbursed for all legitimate expenses incurred in attending any meetings (except for Board meetings) or in making any trips on official business of the Board when authorized in accordance with these policies. Reimbursements for expenses shall be done in accordance with District policy in effect at the time the expense was incurred. Board members should utilize the Clerk of the Board to arrange for pre-payment of expenses when possible.

## Section 5.2 – Membership in Associations

The Board of Directors shall ordinarily hold membership in and attend meetings of such state, regional, or local associations as may exist which have applicability to the functions of the District and shall look upon such memberships as an opportunity for in service training.

## Section 5.3 – Training

State law requires that every two years Board members complete an orientation course on the relevant ethics statutes and regulations that govern the official conduct of state officials. (Government Code § 11146 et seq.)

State law requires that every two years Board members will complete sexual harassment prevention training. (Government Code § 12950.1.)

# Article 6. Board Meetings

## Section 6.1 – 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 9.6 – Closed Sessions.

## Section 6.2 – 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 or State law. Regular and special meetings shall be held in the Board of Directors' Chambers located at 12216 Lakeside Avenue, Lakeside, CA 92040. Notwithstanding Section 6.3, 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)

## Section 6.3 – Regular Meetings

Regular meetings of the Board of Directors shall be held on the 2<sup>nd</sup> and 4<sup>th</sup> Tuesday of each calendar month at 5:30 PM in the District Board Chambers, 12216 Lakeside Avenue, Lakeside, California, 92040. The Board shall attempt to finish its business within three hours of the beginning of each meeting (not including Closed Sessions).

Public hearings on significant matters (fee increases, major service changes, etc.) 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.

If at any time a regular meeting falls on a holiday, such regular meeting shall be held on the next business day or such day as the Board shall determine is appropriate, including canceling the meeting.

In addition to regular meetings, the Board may meet at other times as provided in Section 6.4 and 6.9 below.

## Section 6.4 – Notice of Regular Meetings

Agendas for regular and adjourned regular 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 web site.

## Section 6.5 – Special Meetings

A Special Meeting may be called at any time by the Board President, or by a majority of the

Directors.

## Section 6.6 – 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 any member of the public utilizing the Board Meeting Notification subscriber list., in addition to the posting of a notice on the District's web site. The notice shall be posted in a location that is freely accessible to the public at least 24 hours prior to the special meeting.

The Fire Chief, District Counsel, and any other desired staff shall be notified of the special board meeting and the purpose or purposes for which it is called. The notice to these individuals shall be delivered personally or by electronic mail and shall be received at least 24 hours prior to the time of the special meeting as specified in the notice.

The call and notice shall specify the time and place of the special meeting and the business to be transacted.

## Section 6.7 -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 Directors 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 Directors present, or, if less than two-thirds of the Directors are present, then by a unanimous vote of the Directors 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).

## Section 6.8 – 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.

## Section 6.9 – 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 teleconferenced meeting shall meet the requirements of the Ralph M. Brown Act (Govt. Code sections 54950, 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 of the 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 room.
- b. Any notices of the meeting shall list each teleconference location. The Clerk of the Board 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 their 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 subsection (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.

## Section 6.10 – 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 6.5 of this manual.

## Section 6.11 – 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.

## Article 7. Agendas

### Section 7.1 – Preparation of Agendas

#### Section 7.1.1 – Cause to be Prepared

The Fire Chief, in cooperation with the Board President, shall cause to be prepared, an agenda for each regular and special meeting of the Board of Directors. Any Director may contact the Board President or Fire Chief and request that an item be placed on the agenda. Requests for agenda items for regular meetings should be made no later than 12:00 pm (Noon) five calendar days prior to the meeting date. Requests for special meeting agenda items should be made at least 48 hours prior to the meeting or sooner if possible.

#### Section 7.1.2 – Items Included on Agenda

A complete description of items to be included on agendas and all agenda ready written reports shall be submitted to the Clerk of the Board by Directors, the General Counsel, or the Fire Chief no later than 12:00 pm (Noon), five calendar days prior to the meeting date. For adjourned- regular or special meetings, a description of agenda items shall be submitted to the Clerk of the Board in a timely fashion. This time provision may be waived for extenuating circumstances by the Board President, the Fire Chief, or the Clerk of the Board.

The Clerk of the Board, in coordination with the Fire Chief and General Counsel, shall prepare (assemble) agenda materials for all Board and Committee meetings.

### Section 7.2 – Agenda Requirements

An agenda shall be prepared for each meeting of the Board. All agendas shall contain a brief general description of each item of business to be transacted or discussed at a meeting of the Board. No item shall be discussed during a meeting unless the subject is part of the posted agenda referenced in Sections 7.1.1 and 7.1.2 or added to the agenda as referenced in Section 7.5.

Closed Session items identified on the agenda shall contain the information specified in Government Code Section 54954.5.

### Section 7.2.1 – General Meeting Protocols

General meeting protocols shall accompany the agendas for each meeting and shall serve as notification to the public of the following:

- a. Rules for public comment;
- b. Rules governing the use of electronic devices at meetings;
- c. Order of agenda items;
- d. Availability of agenda-related materials;
- e. Information on accessible public meetings (accessible facilities, disability-related accommodations, interpreters, transit service, service animals; and
- f. Contact information for the Clerk of the Board.

### Section 7.3 – Order of Agenda

Meetings of the Board shall generally consist of the following order of business, which are more fully described in Article 8 of this manual:

- a. Call to Order & Determination of a Quorum;
- b. Pledge of Allegiance
- c. Confirmation of Agenda;
- d. Consent Calendar;
- e. Finance;
- f. Correspondence;
- g. Oral Communications to the Board;
- h. Unfinished Business;
- i. New Business;
- j. Reports;
- k. Future Discussion Items;
- l. Closed Session; and
- m. Adjournment.

#### Section 7.3.1 – Order of Agenda Items

The Board President shall determine the order in which agenda items are to be considered for discussion and/or action by the Board. The Board will confirm the agenda, or they may change the order by majority vote. Other items, such as Oath of Office for new members, selection of the President/Vice President, or ceremonial presentations may be added to the above format as appropriate.



## Section 7.4 – Placement of Items on the Agenda

### Section 7.4.1 – General

Items may be placed on an agenda at the direction of the Board of Directors, the General Counsel, or the Fire Chief.

### Section 7.4.2 – Requests by Directors (Agenda Planning)

Requests by Directors for the placement of an item on any future Board or Committee agenda shall be made under the "Future Discussion Items" portion of the Board agenda for regular meetings or at the request of the Board President for special meetings. Each item requested shall have the concurrence of at least one (1) other Director. The initiating Director shall provide sufficient detail about the item being proposed to provide direction to staff as well as a timeframe for calendaring the item. Prior to proposing an item, the Director should discuss it with the Fire Chief. Directors shall be limited to two (2) agenda planning requests per meeting.

#### *Section 7.4.2.1 – Request for Reconsideration*

If a Director wishes to place an item on the agenda which has already been considered and acted upon by the Board within the previous six months, they shall provide the Clerk of the Board with a written explanation of the reasons the Board should consider the issue again. The Clerk of the Board shall place the written explanation in the agenda packet under "Future Discussion Items" and place the following notation on the agenda with the item: "(Previously considered and acted upon by the Board on [specify date])". Following discussion, the request for reconsideration must be affirmatively passed by not less than four Directors in order for the Board to consider the item again. If passed, the item shall be scheduled on a future agenda.

### Section 7.4.3 – Items Arising Subsequent to the Presentation of the Agenda

The Board President, Director or a Board Officer may request that the Board consider an item that has arisen, and which meeting the requirements for the need to "take action rule" set forth in Section 7.5 – Addition to Agenda After Posting.

### Section 7.4.4 – Public Requests for Agenda Items

Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

The request must be in writing and in the format provided by the District. It must be submitted to the Fire Chief together with supporting documents and information, if any, at least fourteen (14) business days prior to the date of the meeting. The Fire Chief shall be the sole judge whether or not the public request is a "matter directly related to District business." No matter which would legally be a proper subject for consideration

by the Board in closed session will be accepted under this policy. The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting and may limit the time allowed for any one person to speak on the issue at the meeting. This policy does not prevent the Board from taking testimony at regular and special meetings of the Board on matters that are not on the agenda which a member of the public may wish to bring before the Board. The Board shall not discuss or take action on such matters presented as testimony at that meeting.

## Section 7.5 – Additions to Agenda After Posting

No item may be added to a posted agenda for discussion or action within 72 hours of a regular meeting or within 24 hours of a special meeting unless the Board makes one of the following necessary determinations:

- a. By a majority vote affirmatively passed by not less than four Directors it is determined that an "emergency" exists (as referenced in Section 6.7 of these rules); or
- b. By a two-thirds vote of the Board members present (or if less than two-thirds are present, by unanimous vote), that there is the need to take immediate action on an item which came to the attention of the District subsequent to the agenda being posted, OR
- c. The item appeared on a meeting agenda held within the previous 5 days and at the prior meeting the item was continued to the meeting at which action is being taken.

## Section 7.6 – Preview and Approval

The Board President, Fire Chief, General Counsel, and the Clerk of the Board shall review the draft agenda and the Board President shall approve the final agenda.

## Section 7.7 – Documentation

Except for reports designated on the agenda as verbal reports, each agenda item submitted by Board Officers or their staff shall be supported by a written staff report and other supplemental documentation that may be necessary to enable the Board to make an informed decision on matters. If there is written documentation to support a verbal report, whenever possible, it should be submitted in advance of the meeting, otherwise it shall be provided at the meeting. Written reports shall be posted and maintained in accordance with the District's records retention policy. When possible, written reports and any supporting documents provided to the Board are to be posted to the District's website as soon as technologically feasible.

Staff reports shall include the following elements:

- a. Meeting Date: The date the item is being presented to the Board.

- b. Item Number: The numeric and alpha designator for item as listed in the agenda.
- c. Agenda Item Title: A brief title or name for the agenda item.
- d. Recommended Action: The action(s) that staff is asking the Board to consider.
- e. Background: Provides sufficient background, history, and information to assist the Board in making a decision and, when applicable, clarification of what would be accomplished, a description of potentially controversial aspects and legally required disclosures.
- f. Discussion: Provides a concise account of the advantages of the proposal as well as the impact any disadvantages may have on the District. Provides a list of possible alternatives to the action recommended by staff and short reasons why each is not recommended. List the dates, reports, and actions necessary to implement the agenda item by the Board and any applicable Board policies.
- g. This portion of the report should conclude with a restatement of the specific motion, resolution, or ordinance recommended to be adopted by the Board.
- h. Strategic Goal: Identifies which Strategic Plan, goal(s) and objectives(s) are being advanced through this agenda item.
- i. Current Fiscal Impact: A statement reflecting the fiscal impacts of the agenda item including, but not limited to, the following: amount of funds required, source of funding or revenue, if funding is budgeted or not budgeted, budgetary savings, needed matching funds, etc.
- j. Future/Ongoing Fiscal Impact: A statement reflecting the fiscal impact to expenditures and/or revenue which is ongoing multi-year operational costs resulting from the agenda item.
- k. Contact Information: The contact information for the author(s) and/or presenter(s) of the agenda item.
- l. Attachments: All supporting documentation such as charts, graphs, supplemental information, presentations, handouts, etc. to be presented to the Directors in advance or at the meeting should be included.

## Section 7.8 – Distribution

Final staff reports and associated agenda materials shall be supplied to the Clerk of the Board as early as possible, but no later than five calendar days prior to the meeting.

### Section 7.8.1 – Review and Approval

Upon receipt of agenda materials, the Clerk of the Board shall coordinate the compilation of all agenda report packages for delivery and/or mailing or electronic distribution the Friday preceding each regular meeting to each Director, the Fire Chief, the General Counsel and their staff as designated.

### Section 7.8.2 – Public and Media Request for Agenda

The Clerk of the Board will send a copy of the agenda, or a copy of all the documents constituting the agenda packet, for any regular or special meetings to citizens and members

of the press who have filed an annual request for such notices or documents within ninety (90) days of January 1 of each calendar year. The agenda and the documents in it shall be made available in appropriate alternative formats to persons with a disability. The Clerk of the Board may charge a fee for mailing the agenda or agenda packet as set forth in the Fee Ordinance.

### Section 7.8.3 – Accommodations

Upon request, the agenda shall be made available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990, and the federal rules and regulations adopted in implementation thereof. The agenda shall include information advising a person with a disability who requires a modification or accommodation in order to participate in the public meeting to contact the Clerk of the Board and shall provide the Clerk of the Board a phone number and a notice that a request must be submitted 72 hours in advance of a Board meeting of the need for a disability-related modification or accommodation, including auxiliary aids or services.

## Section 7.9 – Posting Requirements

Agendas for regular meetings and adjourned-regular meetings, special meetings, and emergency meetings shall be posted in accordance with the posting requirements provided in Sections 6.4, 6.6, and 6.8 of this policy. All agendas shall be posted in a location freely accessible to the public and on the District's internet web site. Emergency meeting agendas are not required to be posted but shall be posted whenever possible.

## Article 8. Conduct of Business, Board Actions and Decisions

### Section 8.1 – Quorum Requirements

Action can only be taken by the vote of the majority of the total membership of the Board of Directors. Actions taken at a meeting where only a quorum is present, therefore, require all three votes to be effective unless a 4/5 majority vote is required by policy or other law. In this case at least 4 members must be present and vote affirmatively. The names of the Directors present and the names of the Directors absent shall be entered in the minutes.

### Section 8.2 – Action of the Board

All actions of the Board shall be through the adoption of motions, resolutions, or ordinances. To be considered adopted and valid, all actions must be affirmatively passed by three Directors unless otherwise specified by statute or policy.

The Board can only take action on items listed on the agenda or placed on the agenda in accordance with this manual.

### Section 8.3 –Types of Actions and Decisions

Actions by the Board of Directors include, but are not limited to, the following:

- a. Adoption or rejection of policies or regulations. The policies adopted by the Governing Board of the Fire Protection District need reviewing on an as needed basis to ensure that the practices and procedures are in compliance with Local, State and Federal Law and/or National standards.
- b. Adoption or rejection of a resolution.
- c. Adoption or rejection of an ordinance.
- d. Approval or rejection of any contract or expenditure.
- e. Approval or rejection of any proposal which commits District funds or facilities.
- f. Approval or disapproval of matters that require or may require the District or its employees to take action and/or provide services.
- g. The employment or continued employment of the Fire Chief.
- h. The rendering of a decision as an appellate hearing body concerning certain disciplinary actions taken on employees.

### Section 8.4 –Voting

#### Section 8.4.1 – Roll Call

In considering approval of ordinances, resolutions and financial issues during a teleconferenced meeting held pursuant to this manual, the President shall cause the Clerk of the Board to call the roll of all Directors present and voting thus record said roll call vote in the minutes of the meeting. Additionally, the names of any Directors present and not voting abstaining and the names of the members absent shall be entered in the minutes.

#### Section 8.4.2 – Voice Vote

Notwithstanding Section 8.4.1, motions may be adopted by either roll call method, voice vote or consensus. The determination of the type of vote shall be at the discretion of President with consultation of the General Counsel. Except, a roll call vote shall be used when so requested by an individual Director. The Board President shall announce if the vote was unanimous or any dissenting votes or abstentions of each member present for action and whether motion passed or was defeated.

In the event a general consensus vote is used to consider the motion, the President shall question whether any members are opposed and thereafter announce the motion carried with “with no objections” or with a specific indication of Director(s) opposed to the motion.

### Section 8.4.3 – Abstentions

Directors are encouraged to refrain from abstaining in a vote unless a conflict of interest precludes them from doing so.

### Section 8.4.4 – Informal Directions by Board Consensus

The Board may give directions that are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the Fire Chief.

#### *Section 8.4.4.1 – Determination of Consensus*

The presiding officer shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the presiding officer, a voice vote may be requested.

#### *Section 8.4.4.2 – Motion to Agendize Contested Informal Direction*

A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the Fire Chief for review and recommendation, etc.)

## Section 8.5 – Resolutions

Resolutions shall be prepared in advance and submitted to the Board as part of the agenda packet. When a Director makes a motion to adopt a resolution, the Director shall read aloud the title of a written resolution submitted to the Board for action.

In unusual or extenuating circumstances, resolutions which are not prepared and distributed in advance of a meeting should only be adopted following the reading aloud of the full resolution by the Clerk of the Board or other individual as named by the Board President. Such practice of later distribution shall be avoided except when absolutely necessary.

Following action adopting a resolution, the resolutions shall be signed by the Board President. When deemed necessary resolutions shall include a certification by the General Counsel approving the document as to form and content and a certification by the Clerk of the Board specifying the date of adoption and roll call vote adopting the resolution.

## Section 8.6 – Ordinances

Unless otherwise requested by a Director or General Counsel, it shall be unnecessary for the Clerk of the Board to read aloud more than the title of a written ordinance submitted to the Board for action. No ordinance shall be passed by the Board on the day of its introduction nor within three (3) days thereafter, nor at any time other than at a regular or adjourned-regular meeting.

Following action adopting an ordinance, the ordinances shall be signed by the Board President. Each ordinance shall include a certification by the General Counsel approving the document as to form and content and a certification by the District's Clerk of the Board specifying the date of adoption and roll call vote adopting the ordinance.

All ordinances shall be published after passage once a week for two consecutive weeks. Ordinances shall become effective thirty (30) days from the date of final passage except those ordinances (a) relating to elections, (b) specifically required by law to take immediate effect, (c) relating to taxation or (d) those adopted for the immediate preservation of public peace, health, or safety. Passage of an ordinance shall be deemed to include authorization of the necessary expenses of publication.

### Section 8.7 – Public hearings

Public hearings shall be conducted by the Board of Directors (or by staff at the Board's direction) upon request or as conferred or imposed by law.

### Section 8.8 – Public Comments

The Board of Directors shall accept public comments and testimony on specific agenda items as well as on matters not specifically appearing on the agenda. The agenda for regular meetings shall request that members of the public complete a speaker's form in order to expedite recognizing speakers at the appropriate time during the meeting. The completion of a speaker's form is not a prerequisite for addressing the Board of Directors. However, if a form is not filled out, the individual shall be requested to provide his/her name for the record. Individuals addressing the Board under the public comment portion of the agenda shall abide by the same rules as speakers at a public hearing.

For items appearing on the Board agenda, prior to initiation of discussion by the Board, the Board President will acknowledge that a request to speak has been received and invite the speaker to address the Board immediately prior to or during discussion of the item by the Board. No member of the public will be precluded from addressing an item on the Board agenda, even though the item may have been discussed at a Board Committee meeting.

A time for receipt of public comments not relating to specific agenda items will be designated on each regular meeting agenda. No action shall be taken in response to any item raised unless action is otherwise authorized as referenced in Section 7.4 of this manual. However, Directors may briefly respond to statements or questions from the public, ask questions for clarification, refer the matter to staff, request staff to report back at a subsequent meeting, or direct staff to place the matter on a future agenda.

Public comments shall be limited to three (3) minutes for individuals, organizations, and anyone using simultaneous translation equipment unless, at the discretion of the Board President, or by

determination of a majority of the Board, said time limit is extended or reduced. Speakers using a translator will receive twice the allotted time.

### Section 8.9 – Consent Calendar

Each agenda may include a Consent Calendar which shall include those items which (1) the Board President and the affected Board Officer deem to be routine in nature or where no debate or inquiry is anticipated. All items designated under the Consent Calendar portion of the agenda may be enacted by one motion unless a member of the Board of Directors, Board Officer, or the public requests separate action or discussion of an item.

### Section 8.10 – Regular Calendar

Each agenda shall include a Regular Calendar for those items not considered under the Consent Calendar or during a Public Hearing. This calendar is for the consideration of items that require action or require significant discussion by the Board prior to taking action.

### Section 8.11 – Future Discussion Items

Each agenda shall include Future Discussion Items to determine if agenda items requested by a Director or the public should be placed on a future Board agenda for further consideration as provided in Section 7.3.

### Section 8.12 – Reports

Each regular meeting agenda shall include a time for brief announcements by Directors or Board Officers and brief reports on a Director's or Board Officer's own activities. The Board shall not take action in response to any item raised unless discussion or action is otherwise authorized as referenced in Section 7.5 of these Rules. The Board may, however, refer the matter to staff for investigation or a report or placement of the matter on a future agenda.

### Section 8.13 – Closed Sessions

The Board may, as part of any Regular, Adjourned-Regular, or Special Meeting, hold closed sessions to discuss certain types of items. Closed session agendas shall be developed following the procedures established for setting agendas. A request for a closed session may be placed in the agenda in advance of the regular, special, or emergency meeting or made by any Board Officer or Director either before or during a meeting.

Whether to hold a closed session shall be determined as follows:



The General Counsel shall be advised of the request and the justification for the closed session. The General Counsel shall determine if a closed session is appropriate, based upon their interpretation. The General Counsel shall provide the Board with their opinion. The Board will determine if the closed session is appropriate after considering the advice of the General Counsel. The Board's subsequent determination shall favor open and public meetings. Discussion within closed sessions shall be limited to only those instances where the reasons for the need for a Closed Session outweigh the public's need to be present.

Types of discussions and actions which may be considered in closed session include but are not limited to:

- a. Labor Negotiations: To confer with and instruct the District's labor negotiator with respect to labor negotiations.
- b. Personnel Matters: To discuss the employment, appointment, evaluation, or dismissal of Board-appointed officers.
- c. Litigation: To discuss potential or pending litigation.
- d. Real Estate Negotiations: To discuss real estate transactions with the Board's negotiator.
- e. Security Matters: To discuss matters posing a threat to the security of a public building or public access to public services/facilities with the Attorney General, District Attorney, or Sheriff or their deputies.
- f. Grand Jury Meetings: To permit a majority of Directors to testify before a grand jury.

#### Section 8.14 – Notice of Closed Sessions

Prior to holding any closed session, the Board President or General Counsel or, if necessary, the Clerk of the Board shall state, in open session, the item or items to be discussed in the closed session. The Board President or General Counsel shall refer to the closed session item(s) as listed on the agenda, by number or letter, is sufficient notice.

#### Section 8.15 – Record of Closed Sessions

No audio recording or written minutes shall be taken in closed session. Official actions taken by the Board in closed sessions shall be announced in open session and shall be included in the written minutes of that meeting. All closed sessions shall conform to the Ralph M. Brown Act, Section 54950 through Section 54962 of the California Government Code. The General Counsel shall attend closed sessions of the Board of Directors and serve as Parliamentarian to ensure the limitation of discussion to those closed session items allowed by law and properly noticed on the board meeting agenda.

## Section 8.16 – Confidentiality of Closed Sessions

Except as otherwise provided in Government Code section 54963, no person in attendance at a closed session shall disclose confidential information that has been acquired during the closed session to a person not entitled to receive that information, unless the Board of Directors authorizes the disclosure.

## Section 8.17 – Announcement of Closed Session Action

The decisions of the Board of Directors taken in closed session shall be reported in open session at the same meeting at which the closed session occurred, if the Board's action is the final action on the item, or at a subsequent meeting, if the decision requires action by a third party. In this latter case, the closed session decision shall be reported out as soon as required by Government Code Section 54957.1, or within a reasonable period of time after the decision becomes final in those situations where disclosure is not required except in response to public inquiry.

When a closed session decision is disclosed at a subsequent Board meeting, the Clerk of the Board will place the item on the consent calendar and provide the following information: identification of the subject matter of the closed session; the Directors who moved and seconded the motion; the vote of each Director present; and a listing of any Directors who abstained or were absent from the closed session.

## Section 8.18 – Minutes

Minutes are the record of proceedings of all open session meetings of the Board of Directors. Minutes shall be prepared and kept in writing by the Clerk of the Board in the manner prescribed by the Board and shall be reviewed by the Board prior to approval at a subsequent meeting. Approved minutes, minute orders, written reports and adopted resolutions and ordinances shall constitute the official record of action taken by the Board of Directors. Minute orders shall contain the action(s) recommended in addition to the action(s) taken by the Board of Directors.

The minutes of a meeting are intended to reflect what occurred at the meeting including the identification of public speakers and a general indication of their comments. The minutes shall be prepared as “action minutes” indicating the item considered, the staff recommendation, the action taken by the Board on the item, and the vote of the individual Directors and if a Director stated a reason for his/her vote. The minutes should not be used to editorialize on or refute what was said at another meeting. The minutes shall be annotated to include specific direction given to staff, future items of discussion, and requests from the Board for follow-up reports or an indication from staff of future follow-up reports. The minutes shall not be annotated in any manner to refer to a discussion which occurred at a prior meeting, except when the Clerk of the Board determines that such annotation is necessary to clarify action taken by the Board at one meeting which has been affected by action taken by the Board at a subsequent meeting.

## Section 8.19 – Audio Recordings

The Clerk of the Board shall record each meeting of the Board of Directors; except, the Board may authorize an exception for lengthy training and study workshops.

Audio recordings of Board meetings shall be regarded as secondary to the actual preparation of the minutes. Audio recordings shall remain a supplement to the note taking and serve as an aid, rather than the primary device or legal record.

Any member of the public may audio record, videotape, take motion pictures, or take still photographs of any open Board meeting, unless the Board determines that the noise, illumination, or obstruction of view will unreasonably and persistently disrupt the meeting.

## Section 8.20 – Verbatim Transcriptions

Due to the high cost of verbatim transcriptions, verbatim transcriptions shall only be prepared by the Clerk of the Board as required by law, as needed for District business, or at the direction of a majority of the Board of Directors. Anyone desiring a transcription may be provided a copy of the audio recording of the meeting or relevant portion of the meeting in accordance with the District policy for duplication of public records.

## Section 8.21 – Retention of Official Board Legislative Records

The official legislative record of the decisions made by the Board of Directors shall include the minutes, resolutions, ordinances, and any agenda-related materials including written reports, supplemental documentation or written public comment associated with an item listed on the agenda. Retention periods for specific documents are set forth as follows delineate in the District's Retention Policy and Schedule.

## Section 8.22 – Destruction of Records

Destruction of records will be in accordance with the most recently adopted Retentions Schedule and will not adversely affect any interest of the District or public (Section 60201 Government Code of the State of California) and follow the Districts policies and procedures.

## Section 8.23 – Broadcasting Meetings

Open meetings of the Board may be broadcast by radio and television services, subject to the broadcaster making arrangements with the Clerk of the Board in advance of the broadcast. The Board may prohibit or restrict a broadcast if it determines that the broadcast cannot be accomplished without noise, illumination, or obstruction of view that would constitute an unreasonable, persistent disruption of the meeting.

## Section 8.24 – Parliamentary Procedure

Parliamentary procedure, except as provided for by statute or these Rules, shall be conducted in accordance with Robert's Rules of Order. Inadvertent failure to abide by parliamentary procedure shall not invalidate any action of the Board.

## Section 8.25 – Review of Administrative Decisions

The purpose of this section is to ensure efficient administration of the District and the expeditious review of decisions rendered by the Board of Directors. The provisions of Section 1094.6 of the Code of Civil Procedure of the State of California shall be applicable to judicial review of all administrative decisions of the Board of Directors pursuant to the provisions of Section 1094.5 of said code. The provisions of Section 1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the District, affecting the subject matter of an appeal. This policy affects those administrative decisions rendered by the Board of Directors governing acts of the District, in the conduct of the District's operations and those affecting personnel operating policies.

# Article 9. Board Meeting Records

## Section 9.1 – Official Record of Board Meetings

It is the intent of the District to maintain accurate records of all District Board meetings by means of written and/or audio tape recording. The official record of any board meeting is the written minutes; all discrepancies should be resolved through written documentation.

## Section 9.2 – Minutes of Board Meetings

The Clerk of the Board of Directors shall keep minutes of all regular, special, and emergency meetings of the Board. Copies of these minutes shall be made for distribution to Directors with the agenda for the next regular Board meeting.

### Section 9.2.1 – Safekeeping of Minutes

The official minutes of all meetings of the Board shall be kept in digital format in the District's electronic records management system.

## Section 9.3 – Contents of Minutes

The minutes of all Board meetings shall contain, but not necessarily be limited to the following:

- a. Date, time, place and type of each meeting;
- b. Directors present and absent by name;
- c. Call to order;
- d. Arrival of tardy Directors, by name;
- e. Pre adjournment departure of Directors, by name, or if an absence takes place when any agenda items are acted upon;
- f. Adjournment of the meeting;
- g. Record of written notice of special meetings;
- h. Record of items to be considered at special meetings;
- i. Approval or amended approval of the minutes of preceding meetings;
- j. Information as to each subject of the Board's deliberation;
- k. Information as to each subject including the roll call record of the vote on a motion if not unanimous;
- l. All Board resolutions and ordinances in complete context, numbered in accordance with Policy 9.5.
- m. A record of all contracts entered into;
- n. A record of all bid procedures, including calls for bids, bids authorized, bids received, and other action taken;
- o. Adoption of the annual budget;
- p. Financial reports;
- q. Sales of District property;
- r. A record of all important correspondence;
- s. A record of the Fire Chief's report to the Board;
- t. Approval of all Board adopted rules and regulations; and
- u. A record of all visitors and delegations appearing before the Board.

## Section 9.4 – Record of Motions, Resolutions, and Ordinances

Motions, resolutions, or ordinances shall be recorded in the minutes as having passed or failed and individual votes will be recorded unless the action was unanimous.

## Section 9.5 – Numbering of Resolutions and Ordinances

All resolutions and ordinances adopted by the Board shall be numbered consecutively starting at the beginning of each calendar year. Resolutions and ordinances shall that different numbering sequences utilizing the format described above. The numbering shall be formatted beginning with the last two digits of the year, then a hyphen, followed by a three-digit number system beginning with 001.

## Section 9.6 – Record of Closed Sessions

No audio recording or written minutes shall be taken in closed session. Official actions taken by the Board in closed sessions shall be announced in open session and shall be included in the

written minutes of that meeting. All closed sessions shall conform to the Ralph M. Brown Act, Section 54950 through Section 54962 of the California Government Code. The General Counsel shall attend closed sessions of the Board of Directors and serve as Parliamentarian to ensure the limitation of discussion to those closed session items allowed by law and properly noticed on the board meeting agenda.

## Article 10. Waiver and Amendments to Rules/Board Policy Matters

### Section 10.1 – Wavier

The Board of Directors may waive the provisions of these rules or any adopted policy except to the extent that the provision is based on statutory requirements imposed by another governmental entity. A waiver of the rules shall be posted on the applicable Board agenda and shall require four affirmative votes to waive the applicability of a rule for that specific meeting. Nothing in this section shall constitute a continual waiver which is tantamount to an amendment of the provisions of this or any policy without an amendment to the policy.

### Section 10.2 – Review and Amendments

The Clerk of the Board, General Counsel and the Fire Chief shall review the Rules for Procedure at least once annually and make recommendations to the Board as appropriate. Any applicable new laws and other relevant changes shall be incorporated therein upon amendment by a majority vote of all members of the Board of Directors.

### Section 10.3 –Temporary Amendments

Temporary Amendments to these procedures, applicable only to a meeting in progress, may be adopted by vote of two-thirds of the Board of Directors without written notice required in Section 10.2 above.

### Section 10.4 – Board Policy

This Board Policy Manual shall be maintained by the Clerk of the Board incorporating specific policy statements adopted by the Board of Directors. The Clerk of the Board shall coordinate with the Fire Chief and General Counsel a review of the Policy Manual at least once annually and recommend appropriate and necessary amendments to the Board.

### Section 10.5 – Code of Ethics

The Code of Ethics establishes rules of conduct for Board Members, Board Officers, and the members of any other committees or commissions the Board may create. The Ethics that should

be followed are the ethics statutes and regulations that govern the official conduct of state officials reviewed in the Board Members required training per Government Code § 11146 et seq.

## Article 11. Travel and Travel Expense Reimbursement

Travel will be in accordance with the District's current travel policy. Board Members should utilize the Board Clerk to arrange reservations and payment.

Travel advances will be issued in accordance with District Policy, and normally cover items such as mileage, meals, and incidentals.