East Bay Regional Park District

# BOARD OPERATING GUIDELINES

# BOARD OF DIRECTORS – OPERATING GUIDELINES

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# EAST BAY REGIONAL PARK DISTRICT

## BOARD OF DIRECTORS – OPERATING GUIDELINES

## INTRODUCTION

The East Bay Regional Park District is a Special District created and operating under Division 5, Chapter 3, Article 3 of the California Public Resources Code, Sections 5500-5595. It is a tax-supported regional agency encompassing all of Alameda and Contra Costa Counties, governed by an elected Board of Directors.

The purpose of the District is defined under Code section 5541 as follows: "Design and maintenance of park system. A district may plan, adopt, lay out, plant, develop, and otherwise improve, extend, control, operate, and maintain a system of public parks, playgrounds, golf courses, beaches, trails, natural areas, ecological and open space preserves, parkways, scenic drives, boulevards, and other facilities for public recreation, for the use and enjoyment of all the inhabitants of the district, and it may select, designate, and acquire land, or rights in land, within or without the district, to be used and appropriated for such purposes. It may cause such trails, parkways, scenic drives, and boulevards to be opened, altered, widened, extended, graded or regraded, paved or repaved, planted or replanted, repaired, and otherwise improved, may conduct programs and classes in outdoor science education and conservation education, and may do all other things necessary or convenient to carry out the purposes of this article."

The Code also defines the role of the Board of Directors, in part, as follows:

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| Section 5537. | "The Board of Directors is the legislative body of the District and shall determine all questions of policy." |
| Section 5558. | "The Board shall, in general, do all acts necessary to the proper execution of the powers and duties granted to, and imposed upon, it by this article, and to manage and control the business and affairs of the District." |
| Section 5593. | "All matters and things necessary for the proper administration of the affairs of districts which are not provided for in this article shall be provided for by the Board of Directors of the District." |

## PURPOSE

These Operating Guidelines are adopted by the Board of Directors to assist in effective operation of the District; for the general guidance of the Board, Management, and other employees of the District; and to provide information to the public concerning Board procedures.

Interpretation of these Guidelines is the responsibility of the Board and no action taken by the Board shall be deemed invalid solely because of a conflict or infringement of the Guidelines.

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## ORGANIZATION OF GUIDELINES

The Guidelines are organized to provide a logical review of the structure of the Board, the Board responsibilities and the Board procedures. Each major section groups similar subjects and provides details regarding those subjects. Major sections include:

STRUCTURE OF THE BOARD

I. Election of Directors
II. Board Officers and Committees

BOARD RESPONSIBILITIES

III. Responsibilities of the Board of Directors

BOARD MEETINGS

IV. Board Meetings – Notice and Schedule
V. Open Board Meetings
VI. Closed Board Meetings
VII. Parliamentary Procedure

BOARD PROCEDURES

VIII. Financial Controls
IX. Rules and Provisions for Board Member Compensation
X. Conflict of interest
XI. Claims and Actions Against Officers, Agents, or Employees of the District
XII. Legislation

APPENDICES

A. Special Public Meeting Processes (Mitigation)
B. Board Committees
C. Administrative and Operational Manuals
D. Park Advisory Committee
E. Conflict of Interest
F. Agreement and Contract Procedures

## ADDITIONAL RESOURCE DOCUMENTS

In addition to the Board Operating Guidelines, the District has developed a series of manuals to document, record, collect and organize the information, directives, policies, and operating procedures that need to be available to Board members, employees, and the public for the District to operate efficiently. These manuals are listed in Appendix C. (Page 61).

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# STRUCTURE OF THE BOARD

## I. ELECTION OF DIRECTORS

All elections and nominations of candidates for Directors will be held and conducted in accordance with the general election laws of the State, as near as they may be applicable, and candidates shall be residents and electors of the wards from which they are nominated.

By Resolution or Ordinance, the Board may fix the boundaries of the wards for the purpose of electing Directors and shall establish the ward boundaries to insure that the wards are nearly equal in population, preserve the integrity of communities where possible, and minimize changes to existing wards to the extent necessary to correct for significant population changes. Ward populations are reviewed following each Federal Census, and ward boundaries considered for adjustment based on final Census information.

Deleted: The most recent statistics available from Federal, State, County, and City sources are considered when establishing the ward boundaries.

District elections are consolidated with the biennial general elections and the Board shall authorize the Board of Supervisors of Alameda and Contra Costa Counties to consolidate the elections, canvass the returns and cause the result to be properly certified to the Board of Directors of the District. The District shall pay its share for the cost of the election.

### A. SCHEDULE OF DATES FOR BIENNIAL ELECTION OF DIRECTORS

Boundaries of the wards are fixed on or before the first meeting in June of each year preceding an election, or at a meeting which precedes the first date for signing petitions. The Clerk of the Board will provide forms and instructions to persons affected by the following legal requirements:

1. The 1st day for obtaining petition signatures is 113 days prior to the election.

2. The last day for the filing of statements of candidacy is 88 days prior to the election.

### B. CANDIDATE BALLOT STATEMENT

The policy covering Candidate Statement printing costs was adopted by the Board by Resolution 2000-6-132.

1. The charge to the candidate for printing costs of the Candidate Statement will be limited to $1,000. The District will pay any costs in excess of this amount. Candidates who do not wish a printed Candidate Statement are not required to pay this fee.

2. The payment of $ 1,000 will be required from the candidate at the time that nomination papers are submitted to their County of Domicile's elections officials.

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C. VACANT BOARD POSITIONS

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1. Appointment of a Director

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a. Term of Office. A Director appointed by the Board would serve until the next District election. If the vacant seat is up for election at the next District election, then the appointed Director serves until the end of the term for that seat. Otherwise, Section 1780 of the Government Code provides that an appointed Director serves until the candidate elected at the District's next general election qualifies for office (i.e., takes the Oath of Office, election returns are certified.)

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If a Director is elected in the middle of the term for a Director's seat, the Director will serve only until the end of the term of office for the Director of that ward.

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b. Procedure for Appointment of a Director. Section 1780 of the Government Code provides that a notice of the vacancy shall be posted in three or more conspicuous places in the District at least 15 days before the appointment is made.

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In accordance with good public policy, it shall be the Board's practice to ensure that announcement of vacancies shall be provided to newspapers of general circulation within the District. Such additional noticing as may be determined necessary shall be provided.

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The Board President shall appoint a three-member Board committee to seek and screen applications and recommend at least 3 candidates or consider the option of appointing a caretaker for a period of less than one year. After the nominating committee completes its work, the full Board, in Open Session, will consider the candidates and vote on the appointment. Other Board Committees of less than a quorum may interview candidates, provided that Board members do not seek a consensus prior to the open meeting.

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2. Election to Fill a Vacancy

In lieu of making an appointment, the Board may, within 60 days of the vacancy, call an election to fill the vacancy. A Director elected to fill a vacancy serves until the expiration of the term of office for the Director of the ward in question.

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D. OATH OF OFFICE

Within 30 days after notice of election or appointment, or before the expiration of 15 days before taking office, a new Director shall take, sign, and file the Oath of Office with the Clerk of the Board.

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As set forth in Public Resources Code Section 5533, the term of office for a Director elected in the State General Election commences on the first Monday after the first day of January following the election.

## E. CAMPAIGN DISCLOSURE

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

## F. NEW BOARD MEMBER ORIENTATION

Each new Board member shall be given an orientation and introduction to the Board, District, and related matters. Such orientation will be organized by the General Manager and Board President and include the following:

1. Introduction of Board members and key staff members.
2. Review of Board Operating Guidelines and receipt of District administrative and operational manuals.
3. Explanation of organizational structure and unit functions and tour of the parklands.
4. Review of the budgeting process and financial status of the District.
5. I.D. card, office supplies and related equipment.
6. Review of compensation policies, including District-provided benefits.

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## II. BOARD OFFICERS AND COMMITTEES

### A. OFFICERS, ELECTIONS AND TERM

1. Officers: Officers of the District are President, Vice President, Treasurer, and Secretary.

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2. Election: Election of Officers shall normally be held at the first regular meeting in December following a report from the Board Nominating Committee.

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3. Term of Office: The Term of Office shall be for the calendar year following election, or in the case of an election to fill an unexpired term, for that portion of the year remaining after such official is elected. However, each elected officer shall continue to serve until a successor is duly elected. Term of office shall be one consecutive term unless approved by the Board. Exceptions may be made by majority vote of the Board.

Vacancies in offices shall be filled by the Board of Directors from among its members.

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### B. DUTIES OF OFFICERS

1. The President shall approve all tentative agendas to be presented to the Board, shall preside at meetings of the Board and shall preserve order and decorum at all meetings of the Board. The President shall state every question coming before the Board, announce the decision of the Board on all subjects, and decide all questions of order, subject, however, to an appeal to the full Board, in which event four votes shall govern and conclusively determine such question of order. All Board-approved contracts and conveyances on behalf of the District shall be signed by the President, except when the authority to sign is delegated by the Board by resolution to the General Manager.

In order to comply with Public Resources Code Section 5547, the Board President will sign all Board-approved Ordinances and Resolutions.

The President shall appoint all committees not established by the full Board. If a controversial matter comes before the Board without having received prior consideration by a committee of the Board, then subject to the action by an affirmative vote by at least four Directors, the President may suspend discussion and refer the matter to a committee of the Board for review and recommendation to the Board. The President shall perform any other duties as may be prescribed from time to time by the Board of Directors, including directing staff to prepare proclamations of appreciation.

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2. The Vice President shall have all the powers and shall perform all the duties of the President in the absence of or inability of the President to act.

3. The Treasurer shall chair the Board Finance Committee, be responsible for overseeing the investment policies, and insure the borrowing of funds is in conformance with Board policy and the Public Resources Code. The Treasurer shall review the weekly check registers. If both the President and Vice President are absent or unable to act, the Treasurer shall perform all the duties of the President. The Treasurer shall see that the Chart of Accounts is appropriate to the needs of the District and in accordance with the State of California Uniform Accounting System for Special Districts to the extent practicable.

4. The Secretary shall direct the Clerk of the Board in keeping the records of the District.

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C. DUTIES OF BOARD EMPLOYEES

1. General Manager: The General Manager shall serve as general manager of the District. In that capacity he shall be accountable to the Board and shall assume overall responsibility for the management and of the operations of the District, subject, however, to all applicable laws, rules and regulations and to the policies and directions heretofore and from time to time established by the Board. The General Manager shall exercise exclusive and direct administrative and functional authority over all employees and contractors of the District. The CFO/Controller and the Clerk of the Board will be directly responsible to the General Manager or the General Manager's designee, but may not be hired or discharged except with the consent of a majority of the Board.

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2. CFO/Controller and Clerk of the Board: The Board shall appoint the CFO/Controller of the District to perform the duties of the Treasurer and the Clerk of the Board to perform the duties of the Secretary, except for those specific acts reserved by law to the Board member serving as Treasurer or Secretary.

3. Clerk of the Board: The Clerk of the Board shall give full time during office hours to the affairs of the District, shall countersign and affix the seal to all formal actions of the Board on behalf of the District, shall perform such other duties as may be required by the Board of Directors, and shall act as the Secretary of the Board and keep a record of its proceedings.

Notwithstanding paragraph 1, above, for purposes of section 5544.2 of the Public Resources Code, the Board of Directors hereby appoints and authorizes the Clerk of the Board to perform any act that the Secretary may perform.

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D. BOARD COMMITTEES

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Board Committees serve in an advisory capacity to the full Board in the decision-making process. Committees review and make recommendations to the full Board. Committee recommendations are not binding on the Board.

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1. Standing Committees: Standing Committees of the Board deal with broad sets of issues generally with internal focus. The Standing Committees include, but are not limited to:

   a. Executive Committee is chaired by the President and includes the Vice President and the Immediate Past President if available. The Executive Committee shall be primarily responsible for job clarification areas #1 – Maintaining an Effective Board (page 16), #4, - Wages, Benefits, Hours and Terms of Employment (page 19), and #6 – Community-Agency Relations (page 21), including review and recommendations relating to District planning documents.

   b. Finance Committee is chaired by the Treasurer and shall be primarily responsible for job clarification area #3 – Finance, Long-Range Financial and Operational Planning (page 18).

   c. Legislative Committee, which shall be primarily responsible for job clarification area #5 – Legislation (page 20).

   d. Operations Committee, which shall be responsible for job clarification area #2 - District Operating Policies and Program Evaluation (page 17).

   e. Natural and Cultural Resources, which shall be responsible for job clarification area #7 – Protection and Enhancement of the Natural and Cultural Resources of the District (page 22).

2. Other Committees: Other Committees of the Board may be formed to address specific issues and needs which are identified by the Board as requiring review and input, and may involve other agencies. Other Committees include:

   a. Special Committees. Committees are established to respond to special areas of District concern through the Agreement with Local 2428 or the MOU with the Police Association.

   b. Joint Agency Committees. The Board may enter into agreements with other agencies to form joint agencies, some of which may have formal joint powers agreements.

   c. Liaison Committees. Liaison Committees are established with other agencies but do not include formal Agreements.

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d. Ad Hoc Committees. Ad Hoc Committees are generally single-issue, short term committees and may include other agency participation.

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The current list of Board Committees is included in Appendix B (page 60).

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Board members are encouraged to attend at least one meeting each year of the Park Advisory Committee and the Regional Parks Foundation.

## E. COMMITTEE STRUCTURE

1. Committee Membership. The President shall make appointments to all committees unless otherwise designated by the full Board and designate the chairperson thereof. Committees shall include not more than three Board members and the General Manager will assign staff to each committee. The Board President may appoint an alternate member to any committee to attend committee meetings only in the absence of one regular committee member.

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2. Term of Membership. The term of membership of each member of each standing and special committee shall be for one year beginning from the first meeting in January. Whenever a vacancy occurs on a committee, the President shall make either a temporary or a permanent appointment to fill a vacancy.

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3. Financial Limitations of Committees. No committee shall employ or engage the services of any person or authorize or incur any charge, debt, or liability against the District without the consent of the Board.

4. Committee Meetings. Committee meetings are open to the public unless the Committee Chair rules that matters of personnel, litigation, or labor negotiations are to be discussed. Because certain subject matters such as land acquisition negotiations, litigation, personnel or public safety are discussed by the Executive Committee, portions of the meetings of the Executive Committee may be closed to the public when discussing these topics. Committee meetings may be held with at least one Committee member in attendance.

5. Distribution of Committee Meeting Agendas and Materials. Board Committee agendas will be prepared and distributed prior to each Board Committee meeting. Agendas will be distributed to committee members, and upon written request, to other individuals and organizations. These will be provided free of charge. Committee packet materials prepared for review and discussion by Board committees will be distributed at a charge of $5.00 per packet, or $50.00 per year, such fee to be paid at the time of the request. All such materials are in the public domain, with the exception of confidential items considered from time to time by the Board's Executive Committee, which will not be distributed to outside parties. Distribution of committee minutes is included in Board Meeting minutes, and are available as noted in Section V.B., Board Material, in these guidelines.

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6. In recognition of the Park Advisory Committee's working relationship with the District, the PAC Chair will, upon request, receive one copy of each Board Committee packet.

## F. ADVISORY COMMITTEE TO BOARD

The Park Advisory Committee (PAC), established by and for the Board of Directors, provides citizen input into policy matters of the District.

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PAC members provide citizen involvement and a channel for public communication to the Board. PAC members support the District Vision and help educate the public about the District's Master Plan Mission, accomplishments, activities, and issues.

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As directed by the Board and supported by staff, the PAC will study issues, advise on subjects, and make recommendations and comments. Typical subjects may include, but are not limited to, policy on public use and outreach, operations, finance, parkland planning, natural resources, acquisition, and the Master Plan. The PAC may also initiate projects with the approval of the Board.

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Board-adopted Mission Statement and Guidelines for the Park Advisory Committee are included in Appendix D (page 63).

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# BOARD RESPONSIBILITIES

## III. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The overall responsibility of the Board is to establish policies which promote and protect the public interest, as it is served by District parks and programs. The Job Clarification defines the Board's role, and one of the Board's key duties is to critically assess its own role and effectiveness on a continuing basis.

### A. JOB CLARIFICATION

The Job Clarification is organized to highlight seven key areas of activities. Each area is the primary responsibility of one of the Board Committees. Committees review and make recommendations to the full Board. Committee recommendations are not binding on the Board. The areas of key activity are:

1. Maintaining an effective Board (page 16).
2. Establishing and maintaining operating objectives and other District policies (page 17).
3. Monitoring finance and long-range financial and operational planning (page 18).
4. Establishing policies and procedures covering wages, benefits, hours, and terms and conditions of District employment and for hiring direct employees of the Board (page 19).
5. Recommending positions to support, amend, or oppose legislation (page 20).
6. Maintaining community-agency relations (page 21).
7. Protecting and enhancing the natural and cultural resources of the District (page 22).

### B. BOARD AS A WHOLE

Many activities are accomplished by the Board as whole. These responsibilities are listed on pages 23 and 24.

### C. DIRECTION FOR THE GENERAL MANAGER

Many responsibilities of the Board are assigned to the General Manager for accomplishment. The method and process for this assignment is listed on page 25.

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## 1. BOARD ROLE IN MAINTAINING AN EFFECTIVE BOARD

In order to perform effectively, the Board will establish internal operating policies. This area of activity is primarily the responsibility of the Board Executive Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. State duties and responsibilities of the Board and Board Officers. | Board Operating Guidelines, Section IIA. and B. |
| b. Delineate rules for election, term and replacement of officers of the Board. | Board Operating Guidelines, Section IIA. and B. |
| c. Define rules for formation and conduct of Board Committees. | Board Operating Guidelines, Section IID. |
| d. Delineate rules for conduct of Board Meetings. | Board Operating Guidelines, Sections IV, V, and VI. |
| e. Provide for orientation of new Directors to Board responsibilities and to District management and operations. | Board President and General Manager. Board Operating Guidelines, Section I.F. |
| f. Determine what information should be prepared and presented to the Board, including timing of such presentation. | Board President and General Manager. Board Operating Guidelines, Section V. |
| g. Maintain communication channels which ensure that Directors are informed of significant activities, especially in their own wards. | General Manager's letters, Board Packet and regularly-scheduled meetings between Board members and the General Manager. Board Operating Guidelines Section V. |
| h. Review the definition of the Board's role and revise as appropriate. | Periodic review of Board Operating Guidelines. |
| i. Annually convey the District's needs to the PAC Chair and PAC Subcommittee. | Board President and General Manager shall meet with the PAC Chair. Resolution of the Board required. |

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## 2. BOARD ROLE IN ESTABLISHING PLANNING AND OPERATING OBJECTIVES AND OTHER GENERAL DISTRICT POLICIES

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The Board is responsible for ensuring that goals, objectives, action plans and policy guidelines for all primary functions of the District are developed, adopted, documented and evaluated. This area of activity is primarily the responsibility of the Board Operations Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Review and recommend District operational policies to the Full Board. | Adoption of policy manuals. Resolution of the Board required. |
| b. Ensure that operating objectives and plans are accomplished through periodic progress reports, presentations, budget reporting, and other management reports. | Items for Board Meeting as status report. |
| c. Evaluate programs to ensure that District operation is in accordance with Board-established policies and objectives. | Assign to Committee of Board or delegate responsibility to staff for review. Resolution of the Board required. |
| d. Review concessionaire and Special Use Agreements and recommend to the Full Board. | Resolution of the Board required. |
| e. Annually review fees and charges and recommend fee schedule to the Full Board. | Resolution of the Board required. |

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## 3. BOARD ROLE IN MONITORING FINANCES AND LONG-RANGE FINANCIAL PLANNING

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The Board is responsible for the acquisition, development, and operation of District lands. These responsibilities require the monitoring, review, and approval of financial decisions and actions, budget proposals and performance, and operating plans and performance. This area of activity is primarily the responsibility of the Board Finance Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Review District budgets and capital improvement programs to ensure allocation of resources in accordance with established policies, and recommend to the Full Board. Provide for Board monitoring of fiscal activities. | Budget process. Board Operating Guidelines Section VIII. Resolution of the Board required. |
| b. Review financial statements and recommend to the Full Board. | Resolution of the Board required. |
| c. Review bond issues, bank loans, and other forms of debt financing and recommend to the Full Board. | Resolution of the Board required. |
| d. Review significant budget changes and contract commitments and recommend to the Full Board. | Resolution of the Board required. Board Operating Guidelines Section VIII. |
| e. Review departmental goals and objectives as part of the overall District budget development process. Recommend to the Full Board. | Budget process. Board Operating Guidelines Section VIII. Resolution of the Board required. |
| f. Oversee annual audit and production of Financial Statement. | Following the completion of the District fiscal year, cause to be rendered and duly published, a verified Certified Public Accountant's or verified Public Accountant's audit of the financial condition of the District, showing particularly the disbursements and receipts and balances of liabilities and assets for the preceding fiscal year. Resolution of the Board required. |
| g. Review long-range financial plans for parkland acquisition, development, and operation and recommend to the Full Board. | Long-range projections. Resolution of the Board required. |

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4. BOARD ROLE IN ESTABLISHING POLICIES AND PROCEDURES COVERING WAGES, BENEFITS, HOURS, AND TERMS AND CONDITIONS OF DISTRICT EMPLOYMENT AND FOR HIRING EMPLOYEES OF THE BOARD

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The Board is responsible for establishing policies covering all employees, including salary levels. These activities are primarily the responsibility of the Board Executive Committee. The Board is also responsible for hiring a General Manager, Controller/CFO, and Clerk of the Board and for clarifying job responsibilities of these employees.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Establish position duties, responsibilities and minimum qualification requirements for positions of General Manager, CFO/Controller and Clerk of the Board and recommend to the Full Board. | Review and approve job descriptions for these positions. Resolution of the Board required. |
| b. Select the direct employees of the Board – General Manager, CFO/Controller, and Clerk of the Board. | 1. Upon vacancy in General Manager position, appoint acting General Manager and form a Board Selection Committee to find replacement.<br><br>2. CFO/Controller and Clerk of the Board – Delegate search to General Manager. Board to review recommendations of General Manager and select from list of final candidates. |
| c. Contract for professional services required by the District. | Delegate to the General Manager. Resolution of the Board required for contracts over $25,000. |
| d. Review personnel policies covering all District employees and recommend to the Full Board. | Consider recommendations from the General Manager regarding terms and conditions of employment for unrepresented employees. The Clerk of the Board and CFO/Controller are employed under these terms and conditions. Resolution of the Board required. |
| e. Review and recommend proposed revisions to the District Administrative Manual. | Resolution of the Board required. |

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## 5. BOARD ROLE IN LEGISLATION

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The Board is responsible for the District's State and Federal legislative policies, the endorsement of specific legislation to be sponsored by the District, and the establishment of formal positions on other legislation impacting District interests. This area is primarily the responsibility of the Board Legislative Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Assess District needs that can be handled through legislative means. | Board Legislative Committee, staff and District Advocates working in concert. |
| b. Analyze legislative options available – determine type of legislative modifications required, appropriate legislative vehicle, and most appropriate and effective method for initiating such changes. | Board Legislative Committee, staff and District Advocates working in concert. |
| c. Work with legislators, legislative staff, District Advocates, and any other applicable organizations to introduce, support or oppose legislation. | Board Legislative Committee, Advocates, staff, and other Board members as necessary. Resolution of the Board required. |
| d. Monitor progress of bills of interest to District. Provide follow-through information concerning District position to appropriate State and Federal Legislative Committees. | Staff responsibility, through District Advocates with direction from the Legislative Committee. |
| e. Provide testimony at Legislative Committee hearings. | Responsibility of General Manager and District Advocates with Board member involvement as necessary. |
| f. Choice of District Advocates. | General Manager recommendation, with committee review and recommendation to Full Board. Resolution of the Board required. |
| g. Recommend support or opposition of all legislation of importance to the District to the Full Board. | Resolution of the Board required. |
| h. Review proposals for and make recommendations to the Full Board on ballot measures that may be submitted to the voters of the District. | General Manager provides information and makes recommendations to the Committee, which recommends actions to the Full Board. Resolution of the Board required. |

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## 6. BOARD ROLE IN MAINTAINING COMMUNITY-AGENCY RELATIONS

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The Board plays a major role in ensuring that the District develops and maintains positive and productive working relationships with a large number of federal, state, regional, county, city, and special district agencies in addition to a multitude of special interest groups, citizen organizations, community representatives and private citizens. This area of activity is primarily the responsibility of the Board Executive Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Ensure District participation by either Board, staff, or appointed citizen representatives, at public hearings or work sessions which are conducted by other agencies and which pertain to proposals which have District interests. | Delegate to Board President and General Manager. |
| b. Maintain effective liaison with agency staff, elected officials, special interest group representatives, and the media. | Delegate primarily to Board President, General Manager, Board members, and Board-established liaison committees to participate as necessary. |
| c. Develop joint agreements with other agencies which are mutually beneficial. | Resolution of the Board required for each agreement. |
| d. Participate in park and recreation society, special districts, public agency, and environmental organizations at the federal, state and local levels. | Individual Board member option. This participation is individual in nature and does not speak for the Board as a whole. |
| e. Review and assess the District's public information and community outreach programs and techniques to ensure positive visibility throughout Alameda and Contra Costa Counties. | Delegate to the General Manager. |
| f. Review District planning documents and recommend to full Board for approval. | Resolution of the Board required. |

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## 7. BOARD ROLE IN PROTECTION AND ENHANCEMENT OF THE NATURAL AND CULTURAL RESOURCES OF THE DISTRICT

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The Board plays a major role in protection and enhancement of the natural and cultural resources of the District by identification, zoning and management of these resources. This area of activity is primarily the responsibility of the Board Natural and Cultural Resources Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Identify and establish those significant natural areas, cultural sites, and associated resources which require protection and management. | Review conditions and factors which identify and define areas in need of protection and management. |
| b. Establish ongoing inventory of natural and cultural resources in jeopardy and prioritize for management implementation programs. | Prepare recommendation to Board at least annually for protection designations and management proposals for specific jeopardy areas. Resolution of the Board required. |
| c. Develop materials and process to encourage open discussion on natural and cultural resource management programs. | Review District programs and coordinate with universities and other land management organizations regarding natural and cultural resource management research. |
| d. Encourage reciprocal agreements with neighboring land owners to protect natural and cultural resources. | Establish goals and recommend programs of information and accountability in addressing ecological/cultural resource problems. |
| e. Solicit opinions of public and staff in design of interpretive, educational, and research programs. | Oversee implementation of protective, management and educational research programs. |

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## D. BOARD AS A WHOLE

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Many activities are accomplished by the Board as a whole and implemented by the General Manager. These include responsibilities which are not reviewed by any Board Committee.

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| Responsibilities: | Method of Implementation: |
|---|---|
| a. Review and select sites for potential acquisition. | Master Plan and acquisition priority process. Except with the advice and consent of the Board, individual Board members shall not participate in the negotiations of the specific terms of land purchase agreements, nor shall individual Board members attempt to influence in any way the District's appraisal of the value of property or the outside appraiser's valuation of the property under consideration for acquisition. |
| b. Approve individual property acquisitions. | Resolution of the Board required (to be submitted by staff as an Open Session item |
| c. Approve initiation of condemnation proceedings, and all other types of land litigation. | Resolution of the Board required (to be submitted by staff as an Open Session item |
| d. Approve District Master Plan following development by staff and PAC, and public review. | Resolution of the Board required (to be submitted by staff as an Open Session item |
| e. After public review, approve ILUDPs, LUDPs, CEQA compliance documents and Resource Analyses following development by staff and review and recommendation by Executive Committee. | Resolution of the Board required (to be submitted by staff as an Open Session item |
| f. Appoint a management staff negotiating team to represent the Board in Meet and Confer process with recognized employee organizations. Approve major positions and labor contract with collective bargaining. | Closed Board Session. Direct staff negotiating team in dealing with represented employees. Individual Board members shall not participate in or attempt to influence negotiations with represented employees, except at the direction of the Board. |

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| g. | Review all claims over $25,000 against the District with decision to accept, reject, or settle. General Manager delegated authority to settle matters below $25,000. | Closed Board Session with input from District Counsel. Resolution of the Board Required. |
| h. | Monitor the General Manager's performance relative to policies, plans and established objectives. | Developmental review based on previously agreed goals to be accomplished yearly. |
| i. | Monitor performance of the CFO/Controller and Clerk of the Board relative to established objectives, plans and policies. | Developmental review with input from the General Manager or the General Manager's designee, who has supervisory responsibilities for all staff. |

## E. GUIDELINES FOR INDIVIDUAL BOARD MEMBERS STAFF CONTACTS

There is a need for access to staff by Board members and at the same time unlimited access could result in work priority conflicts for staff. Individual Board members cannot directly assign work to staff members. Board initiated projects will follow organization channels, through the General Manager, unless there is an emergency. As no formal procedure will answer all cases, the following should be considered as a guide and used with restraint and judgment:

1. Board members should clear all short-term requests of staff with the General Manager or the Division Assistant General Manager prior to contacting individual employees and, in most cases, the General Manager or the Division Assistant General Manager should direct and handle the request for the Board member.

2. For long-term involved studies or where the matter includes confidential material, the General Manager should be contacted and the subject matter discussed with the Board prior to direct contact of staff.

## F. BOARD PARTICIPATION IN PUBLIC EVENTS

1. District Events. All Board members shall be notified of District functions, and may attend and participate in such function at the individual's discretion.

2. Public Events. Each Board member will be notified of known public events occurring within their ward. Such notification shall include time, date, and contact if the event is not of District sponsorship.

3. Brown Act. When more than three (3) Board members attend District, public, or social events together, they will not engage in discussions with other Board members on matters of formal District business. Such business will be

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conducted in strict accord with the notice and meeting requirements of the Brown Act.

## G. POLITICAL ACTIVITY

The Board of Directors, either individually or as a group, should not expend any public funds in connection with any political activity other than for the purpose of giving voters an objective and balanced presentation of relevant facts to aid voters in reaching an informed judgment when voting upon a proposal. Directors, either individually or as a group, are prohibited from promising, threatening, or attempting to help someone gain a position with or other financial benefit from the District in exchange for that person's political influence or vote. Directors should always identify his/her role at an outside function as being in an official non-advisory capacity or in their private capacity. Directors may in their private capacity campaign for or against a measure, spend personal resources, participate in any other way they wish and communicate their opinions freely. If Directors are acting in their private capacity, they may identify themselves as a Director of the District, but must also indicate that they are acting in their private capacity.

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## H. PROCLAMATIONS

Board members may request, through the Board President, that staff prepare proclamations of appreciation to individuals or organizations. Proclamations will be whenever time permits, signed by Board members. Copies of all proclamations will be provided to all Board members.

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## I. DIRECTION FOR THE GENERAL MANAGER

1. In concert with the General Manager, the Board will establish major directions and objectives for the General Manager.

2. When the Board and the General Manager agree on those directions, any changes or modifications to objectives should not be initiated with the General Manager by any individual Board member.

3. Individual Directors may request changes or modifications through the Board President. Revision of the major decisions or objectives will be by a vote of the full Board.

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# BOARD PROCEDURES

## IV. BOARD MEETINGS

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The Board of Directors meets regularly to conduct the business of the Park District. The meetings are open to the public, run observing an agenda which has been legally posted, and follow rules of procedure adopted by the Board.

Public Comment is viewed by the board as an important part of any meeting.

### A. TIME AND PLACE OF MEETING

Meetings of the Board of Directors shall be held at the District Administration Building, 2950 Peralta Oaks Court, Oakland, unless the Board determines that the meeting shall be held elsewhere. Meetings normally begin at 12:45 pm for Closed Session, and 2:00 pm for Open Session. From time to time as warranted by agenda items, the Board shall hold meetings at various other locations within the District.

### B. REGULAR MEETINGS

Regular meetings are normally held on the 1st and 3rd Tuesday of each month.

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### C. SPECIAL MEETINGS

Special meetings of the Board are called by the President:

1. When the business of the District requires it, or
2. At the written request of four members of the Board, or
3. When more than three members of the Board are required at a Committee Meeting of the Board, or
4. When more than three members of the Board are attending a District Field Trip.

In the absence of both the President and Vice President, such requests shall be directed to the Treasurer.

### D. NOTICE OF BOARD MEETINGS

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1. Legal Requirements

   a. Advance Notice. Advance Notice of every regular meeting shall be given by mailing the meeting agenda to any resident or organization located within the District who has filed a written request for such notice with the Board. Notice of all regular meetings of the Board shall be mailed at least 72 hours in advance of the meeting date to each Director and to each local newspaper of general circulation and radio or television

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stations which have requested such notice in writing. Such notice shall consist of a meeting agenda and shall specify the time and the place of the meeting. The notice must specify the business to be transacted at the meeting. All noticing shall be in accordance with the Ralph M. Brown Act and any subsequent amendments/court interpretations thereto.

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Additionally, meeting agendas shall be posted at the District's website and Administration Building in accordance with the Ralph M. Brown Act.

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b. Special Meetings. The law requires that special meetings be noticed in writing by personal delivery or mail to each member of the Board and to each local newspaper of general circulation, radio or television station requesting such notice in writing and received by them at least 24 hours before the time of the meeting. All noticing shall be in accordance with the Ralph M. Brown Act and any subsequent amendments/court interpretations thereto.

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Additionally, meeting agendas shall be posted at the District's website and Administration Building in accordance with the Ralph M. Brown Act.

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2. Notice of Mitigation. When mitigation matters are to be considered by the Board there will be two meetings where the matter is noticed. The first meeting shall include a full hearing but no vote shall be taken. At the second noticed meeting the Board may take action on the proposal. The full mitigation policy is included in Appendix A (page 59).

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3. Limitations and Costs for Notification

a. Board Meeting agendas are provided, upon request, free of charge.

b. Agendas will be mailed to individuals or groups with an item on that agenda of documented primary concern without cost.

## E. ADJOURNMENT AND CANCELLATION OF MEETINGS

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Any meeting of the Board may be adjourned or cancelled in accordance with the technical requirements of the California Government Code. District Counsel and the Clerk of the Board will be called upon for compliance with these statutes in adjournment or cancellation situations.

## F. BROWN ACT IMPLEMENTATION

Public commissions, boards and councils and other public agencies in the State exist to aid in the conduct of the people's business. It is the intent of the law that such actions be taken openly and that their deliberations be conducted openly. The Ralph M. Brown Act, as amended, provides specific detailed procedures for public agencies operating under the

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California State law to assure open deliberations. The following provides general guidelines for the District. However, in the event of a conflict between the Brown Act or subsequent amendments, the District will always follow the then existing law.

1. Committees of the Board. Committees and their meetings must be open to the public and notice of the meetings given.

Exception: Temporary advisory committees, referred to as *ad hoc* committees composed solely of less than a quorum of the legislative body that serves a limited or single purpose, that is not perpetual and that will be dissolved once its specific task is completed, is not subject to the Brown Act.

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2. Field Trips. Field Trips involving more than three of the Directors must be noticed as special meetings of the Board and summary minutes of what transpired shall be approved and filed as Minutes of the Board at the next regular meeting of the Board.

3. Study Sessions; Conferences; Work Sessions; Briefing Sessions; and Breakfast, Lunch, and Dinner Sessions of the Board. Study sessions; conferences; work sessions; briefing sessions; and breakfast, lunch, or dinner sessions involving more than three Directors are subject to the Brown Act and are considered meetings of the Board even though no formal action is taken. Attendance by more than three Directors at a social event is not subject to the Act, as long as District business is not discussed among the three or more Board members present.

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4. Public Notice of Matters Debated at Board Meetings. The agenda must be posted 72 hours before the meeting and must contain a brief general description of each item of business to be transacted or discussed at the meeting. In addition, no action shall be taken on any item not appearing on the posted agenda. See also Section VII.D.2. (page 39).

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G. SERIATIM MEETINGS

Directors should not discuss a matter either in a series of committee meetings, by a series of non-public telephone conversations, messages, memoranda, electronic communication, or in any other "seriatim" manner for the purpose of reaching an understanding of the facts or law by a majority of Directors prior to discussions or consideration of a matter at a Board Meeting.

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## V. OPEN BOARD MEETINGS

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### A. AGENDAS

1. Preparation. It is the responsibility of the General Manager, with prior approval of the Board President, to prepare written agendas for all meetings of the Board. While the Board President controls the agenda, any item requested in writing by two Board members shall be included on the agenda. Agendas shall include all items to be considered at the meetings. These agendas shall be mailed or otherwise furnished to all Directors sufficiently in advance to permit review prior to the meeting. Board members will make every effort to contact staff in order to discuss and resolve any questions they have regarding agenda items in advance of the Board Meeting. Items that citizens or organizations wish to have considered for inclusion on the agenda shall be submitted to the General Manager or Board President at least 14 days prior to a regularly scheduled Board Meeting. The decision to add items to the agenda, however, rests solely with the District as set forth above.

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2. Organization. Agenda items will be grouped in appropriate categories and approximate times for each category may be stated on agendas for Board consideration.

3. Structure.

   a. Approval for the Agenda. Each Board agenda will provide an opportunity for the Board to approve the items to be considered by the Board at the beginning of each Board Meeting. Items may be removed from the agenda by a majority vote of the Board.

   b. Public Comments. There shall be included on the agenda two opportunities for Public Comment. The first opportunity shall be scheduled immediately after the approval of the agenda. Unless otherwise authorized by the Board President, public comments will be limited to two (2) minutes per speaker.

   The second opportunity will directly precede adjournment of the meeting.

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   c. Consent Calendar. There shall be a Consent Calendar which shall include those matters which the General Manager and Board President deem to be of such a nature that no debate or inquiry should be necessary at the Board Meeting. Consent Calendar items previously considered and recommended by a Standing Committee shall indicate the vote by that Committee in the staff report. Board members desiring clarification on a Consent Calendar item shall endeavor to contact staff in advance of the meeting. However, a Board member may also request that a Consent Calendar item be removed from the Consent Calendar and placed before the Board as a regular item

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for additional discussion at the time the Consent Calendar is considered. If members of the public wish to comment on a Consent Calendar item, the item will be removed to allow comment. Report content must be described with sufficient specificity so as to identify the subject matter that will be discussed. Approval of minutes of previous Board Meetings will also be listed as a Consent Calendar item.

d. Items Requiring Board Discussion. Agenda items which require discussion will be grouped according to appropriate category (e.g., all Land Acquisition items, all Management Services items, etc.) with approximate times of presentation. Report content must be described with sufficient specificity so as to identify the subject matter that will be discussed. The items shall be titled in such a way so as to describe the action and include the name of the staff person presenting the item.

e. Board and Staff Reports. Reports to the Board which are informational in nature shall be presented at this point in the agenda. One such report may be Actions Taken by Other Jurisdiction Affecting the Park District, during which the General Manager shall update the Board regarding items of interest to the Park District.

f. General Manager's Comments General Manager's Comments shall consist of updates of projects and/or activities from either the Operations or Public Safety Division on a rotation basis. The General Manager may also schedule staff presentations at this time.

g. Board Comments. Board members will each have an opportunity to make comments regarding subjects of interest to the Board, public, or staff. In order to comply with AB1234, Board members shall also provide a brief report on compensated meetings attended.

h. Announcements from the Closed Session. At the Board Meeting during which the Closed Session is held or at its next public meeting, the Board of Directors shall publicly report any Board action taken in Closed Session as required by the Brown Act. All announcements from Closed Session shall be in accordance with the Ralph M. Brown Act and any subsequent amendments/court interpretations thereto.

i. Board Committee Reports. There shall be a section of the agenda reserved for the minutes from Board Committee meetings. Report content must be described with sufficient specificity so as to identify the subject matter that will be discussed, e.g., "Operations Committee: Minutes of Meeting of (Insert Date)." The report shall be presented by the Chairperson of the Committee.

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**Deleted:** a written summary of letters received by, and sent from, the General Manager's Office, and may also include key correspondence received by other District departments. The General Manager will exercise discretion as to which letters are included in the summary. All letters will be provided to Board members with their Board Packet.¶

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**Deleted:** <#>Board Communications. There shall be a section of the agenda for discussion of all communications addressed to the Board or the District. Letters will be included in the Board Packet, including appropriate replies made by the Board President, General Manager, or other person designated by either the Board or General Manager. The General Manager will exercise discretion as to which letters to include.¶

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j. Public Comments. Comments from the public will be the last item on the agenda.

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B. BOARD MATERIAL

1. Presentation. Each item on an agenda will be supported by written explanation supplied by the General Manager. Information will be arranged in the following format:

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a. Heading: Exact title, carefully worded to summarize action to be taken, and name of the staff person presenting the material.

b. Staff Recommendation: Statement of action desired from Board by staff (brief, complete, and reflected in the proposed Board Resolution).

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c. Revenue/Cost: Amount and source of funding by budget account and description of account. Any revenue derived from this proposed action should also be included in this section.

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d. Background: Context of item and relevant history. What will be accomplished. Any controversial aspects. The General Manager will exercise judgment on which background and support documents to send for agenda items. Background and support documents not included, such as contracts, options, etc. will be available to any Director in advance of the Board Meeting through the General Managers' Office. They will also be available at the Board Meeting for review.

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e. Alternatives: List of alternative(s) if applicable, and short reason why each is not recommended.

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f. Attachments: Exhibit "A" . . . . .Map(s) or Diagrams(s); Exhibit "B". . . . Support Information.

g. Resolution: Resolution specifying the action to be taken by the Board. Proposed resolutions shall fully describe the actual action to be taken and include necessary background information.

h. Ordinance: Regulations governing specific activities within District parklands requiring adoption by the Board, i.e., Ordinance 38.

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2. Distribution of Board Material

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a. Board Members and Staff. Board materials will be distributed to all Board members and designated staff as appropriate.

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b. Union Representatives: Board materials will be distributed to union representatives in accordance with the Agreement or MOU.

c. Other: Board materials may be distributed to other agencies or newspapers as designated by the Board, through the Board President and/or General Manager. Board Meeting Agendas and related materials are posted in advance of each meeting and available at no charge on the District's web site.

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d. Subscription by the Public: Should any member of the public wish to receive full sets of Board materials, a charge of $150 per year (mailed) or $100 per year (picked up at Peralta Oaks) will be required. Single Board material items may be reproduced and billed at 25¢ per page for reproduction. These fees may be changed from time to time as reflected in the Administrative Fees and Charges schedule adopted annually by the Board.

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e. Should any agency or newspaper wish to receive more than one set of Board Materials for each Board Meeting, a charge per year as listed above will be required for each additional subscription.

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3. Availability of Written Material at Board Meetings. Written material submitted to the Board by staff pertaining to the Board agenda items are to be made available for inspection by the public at the Board Meeting. In the event additional material is distributed prior to the commencement of the meeting, the material must be made available for public inspection upon request prior to commencement of the meeting. If written information is distributed during the public meeting and prior to discussion of the item, such information must be made available for public inspection prior to commencement of discussion. If written items are distributed during their discussion at public meetings, they must be available for public inspection thereafter (as soon as practicable).

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In order to comply with Senate Bill 343 (July 1,2008), any writing relating to an agenda item for an open session of a regular meeting distributed to a majority of a legislative body less than 72 hours of the meeting will also be made available to the public for inspection at the District's administrative office, on the District's website and at the meeting itself.

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4. Public Access to District Records. Pursuant to California's Public Records Disclosure Act and District policy, all District records not specifically exempted by the statute on disclosure shall be open for public inspection with the least possible delay and expense under the following procedures:

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a. A request to inspect public records in the custody of the District need not be in any particular form, but it must describe the records with sufficient specificity to enable the District to identify the information sought. The District may require that a request to inspect be in writing.

b. Requests for copies of public records shall be made in writing to the General Manager. Where such requests involve unusual problems of locating records, a great number of documents, copying tapes, or electronic data, additional time may be required to comply with such requests. In any event, the production of this material shall not unreasonably interfere with the normal work activity of the District.

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c. The District shall make available the records requested, with the exception of those records specifically exempted from disclosure by State law, within a reasonable period of time of the date of receipt of the request. If, for good cause, the information cannot be made available within that period of time, the District will notify the requesting person of the reasons for the delay and when the information will be available.

d. Within a reasonable period of time after receipt of a request to inspect public records, the District shall advise the requesting person of the following information:

1. The location at which the public records in question may be inspected and the date and office hours during which they may be inspected.

2. If copies of the public records are requested, the cost of providing such copies, if any, will be collected.

3. The specific reason why the records cannot be made available, if such is the case. Reasons for unavailability may be, but are not limited to, the following: The records are expressly exempt from disclosure by State law; the records cannot be identified from the information contained in the request; the records do not exist; the District has determined, pursuant to Section 6255 of the Government Code, that on the facts of the particular case the public interest served by not making the record public clearly outweighs the public interest served by disclosure of the records; or the records in question are not in custody of the District. In the latter situation the District shall, if possible, notify the requesting party of the entity most likely to have custody of the records requested.

e. For reproducing copies of public records the following fees shall be collected upon delivery:

1. A single copy of a Board agenda or Minutes of a Board Meeting shall be supplied free of charge. Board Meeting agendas and approved minutes are also posted on the Park District's website for public information.

2. Other public records or documents which can be photocopied or printed from electronic media shall be reproduced at a cost listed on the most recent schedule of Administrative Fees and Charges.

3. Planning documents in draft form will be distributed free of charge. Final copies will be distributed free of charge to individuals who were participants in the planning process. Following formal adoption, such documents, including the District Master Plan, will be available at a cost listed on the most recent schedule of Administrative Fees and Charges.

4. Electronic copies of documents will be provided, if available, at a cost listed on the most recent schedule of Administrative Fees and Charges.

5. Audio recordings of Board Meetings will be made available for listening within five working days of the request. Audio copies may be requested and will be made by staff upon request. Such reproduction will not unreasonably interfere with the normal work activity of the District. The fee for this service will be $25.00 per meeting. When available, digital recordings may also be obtained at a cost listed on the most recent schedule of Administrative Fees and Charges.

6. It shall be the duty of the District Counsel, or a designated representative, to process requests for copies of, or access to, public records, and to compute and collect the appropriate fee.

7. Accident and other reports secured from the Public Safety Department may be obtained according to procedures established by the Attorney General of the State of California at a cost listed on the most recent schedule of Administrative Fees and Charges.

C. ACTS OF THE BOARD

Four Directors shall constitute a quorum for the transaction of business. No ordinance, resolution, or motion shall have any validity or effect unless passed by the affirmative votes of at least four Directors. The adoption of ordinances and resolutions shall be by voice or roll call vote, which shall be entered into the Minutes of the meeting.

The enacting clause of all resolutions shall be "BE IT RESOLVED that the Board of Directors of the East Bay Regional Park District hereby…" The enacting clause of all the ordinances shall be "BE IT ORDAINED by the Board of Directors of the East Bay Regional Park District …" All resolutions and ordinances shall be certified by the Clerk of the Board and, in order to comply with Public Resources Code Section 5547, signed by the Board President. All ordinances shall

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be published once, within 30 days after adoption, in a newspaper of general circulation in the District.

D. MINUTES

With the exception of Closed Sessions, written minutes of each regular and special meeting shall be kept by the Clerk of the Board, and upon approval, said minutes and adopted resolutions shall be the official record of action taken by the Board. The Minutes shall be reviewed by each Director prior to their approval at subsequent meetings.

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1. Recording. Meetings of the Board may be recorded by video or magnetic tape or other recording device; provided that the failure to record shall not affect the validity of any proceeding or actions taken by the Board. Recordings of all Board Meetings shall be retained for a one-year period by the Clerk of the Board, provided the minutes for a particular recorded meeting has been approved by the Board. Individuals attending the Board Meetings have the right to record the meeting unless such recording constitutes a nuisance.

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2. Contents of the Minutes. Minutes of the Board Meetings shall summarize staff recommendations, discussions which may occur, and action taken. Attached to each set of approved minutes will be copies of all resolutions and ordinances approved at that Board Meeting, a copy of the visitor's log, and copies of all Board Committee Reports listed on the Board Meeting agenda.

3. Distribution. Minutes shall be distributed cost-free by mail to those on a list of individuals and organizations approved by the Board, through the Board President and/or the General Manager, and shall include members of District Staff and the Park Advisory Committee who may so request. Approved Board Meeting Minutes shall also be posted on the Park District's website and available at no charge to the public.

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4. Charge for Minutes. A charge of $50 per year shall be paid by members of the public, public agencies, organizations and businesses who order regular delivery of the minutes.

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## VI. CLOSED BOARD MEETINGS

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### A. PURPOSE

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Closed Sessions of the Board shall be held in place of, or in conjunction with, a regular meeting in a manner consistent with the Brown Act as amended or revised. These situations include: 1) appointment, employment or dismissal of an employee of the District; 2) consultation with the District's attorneys concerning pending or potential litigation; 3) discussions relating to labor negotiations; 4) discussions relating to threats to the security of public facilities; 5) matters relating to condemnation or inverse condemnation, and; 6) land negotiations.

Prior to holding a closed session, the agenda for the meeting shall state which subsection of the Government Code justifies the meeting.

### B. ACTIONS TAKEN DURING CLOSED SESSION

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Prior to a Closed Session, the Board must state in its agenda, or during an open meeting, the reason or reasons for the Closed Session and, if necessary, may cite statutory or other legal authority for holding the Closed Session. The Closed Session discussion must be limited to those matters stated. Accordingly, the agenda for a regular or a special meeting should state specifically the basis for the Closed Session. If a regular meeting is to be adjourned and a closed session is to be held at the adjourned meeting, the Notice of Adjournment should state the fact that a Closed Session will be held and indicate the subject matter to be discussed that the Closed Session.

Pursuant to Government Code Section 54957.1, the Board shall report at the public meeting during which the Closed Session is held or at its next public meeting, any action taken and any roll call vote thereon to appoint, employ, or dismiss a public employee arising out of any Closed Session of the legislative body.

### C. MINUTES TAKEN DURING CLOSED SESSION

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Minutes (if any) of a Closed Session and supporting confidential documents are not open to public inspection since to permit such inspection would defeat the very purpose of the code section which provides for Closed Sessions.

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## VII. PARLIAMENTARY PROCEDURE

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At meetings of the Board of Directors, parliamentary procedure shall be decided by the presiding officer, (subject to an overriding vote of four Directors) with District Counsel serving as advisory parliamentarian. The Board's failure to observe rules of procedure shall not affect the validity of any action duly taken by the Board.

### A. PARLIAMENTARY GUIDELINES

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The Board is required to establish rules for its proceedings. The Board generally utilizes "Robert's Rules of Order", with some additional procedural guides.

### B. ADDITIONAL PROCEDURAL GUIDE

1. Statement of Ordinances, Resolutions and Motions. Staff will prepare in advance of each meeting a form of each ordinance, resolution or motion it anticipates the Board will desire to consider. However, such forms are for convenience only, and shall not imply any position of or a decision by the Board until formally adopted.

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

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

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4. Objection to Consideration of the Question. This motion does not require a second, but must be raised when the ordinance, resolution, or motion is first introduced or seconded, before it has been debated. It may be made while the mover still has the floor. The motion is not debatable and requires the Chair to immediately put the question, "Shall the Board consider this question?" If decided in the negative by a full two-thirds vote (5 Directors), the item just moved is immediately dismissed and cannot again be introduced during the same meeting.

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

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## C. AGENDA RULES AND POLICIES

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

Except during a noticed work session, once the Board opens up a particular substantive (as opposed to procedural) subject and permits discussion between two or more Directors or permits staff or the public to discuss the substance of the matter in the presence of the Board, or is about to vote on a substantive resolution, the Board may be legally obligated to hear relevant comment from all members of the public who desire to speak on the subject. The Board may impose reasonable rules to regulate such discussion. A discussion of whether to place a subject on the agenda, or to limit debate, or to adopt rules, however, is procedural in nature not requiring public input.

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There are other considerations when the issue is whether the Board will consider a matter raised by one of the Directors. The agenda carries the item "Board Comments", and any Director is entitled to make any statement relevant to Park District business that he or she may desire to make at that time, subject only to reasonable procedural regulations. However, the fact that one Director chooses to make a statement concerning a subject does not in itself open that subject up, in the sense that the Board may then be obligated to hear all interested persons. The subject is opened up only if another Director enters into the discussion of the subject.

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## D. ACTIONS ON ITEMS NOT ON THE AGENDA

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1. Items Raised by Staff or Board Members. With limited exceptions, the Brown Act precludes the Board from taking action on matters that have not been included on the agenda which is posted 72 hours before the meeting and which contains a brief general description of each item of business to be transacted or discussed at the meeting. Private citizens may take legal action to invalidate Board action taken under circumstances that did not comply with the Brown Act. The exceptions enable the Board to take action on items of business not appearing on the posted agenda if any one of the following conditions is met:

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   a. The Board determines by a majority vote that an emergency situation exists. An "emergency situation" is narrowly defined as:

      i. Work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the Board, or

      ii. Crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the Board.

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b. The Board determines, by two-thirds vote (5 Directors), or, if less than two-thirds of the members are present, by unanimous vote, that the need to take action arose subsequent to the agenda being posted.

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c. The item was posted for a prior meeting occurring not more than 5 calendar days prior to the date action is taken on the item and at the prior meeting the item was continued to the meeting at which action is being taken.

2. Items Not Included in the Posted Agenda Raised by a Member of the Public. If the Board wishes to respond to a non-agenda matter raised by a member of the public it has two options. The Board can refer such matters to staff or place it on a future agenda, or the Board can determine that one of the above three exceptions applies. Upon making such a determination, the Board can take action on the item.

## E. SUSPENSION OF POLICIES OR OPERATING GUIDELINES

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Board policies or guidelines may be suspended by a vote of four Directors upon a showing of a special or emergency situation justifying the suspension of a policy of guidelines. The guidelines are suspended by implication in all instances where the Board formally acts contrary-wise.

## F. CITIZEN COMMENT

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Citizens will be afforded reasonable opportunity to present their views to the Board. Speakers cards will be submitted to the Clerk of the Board before discussion of the item commences. Additional requests to speak submitted after discussion of an item commences will not be allowed except in the sole discretion of the Chair, or a majority of the Board of Directors.

1. Individual Board Items. Comments from the public may be sought by the Chair prior to Board discussion and prior to the vote. In order that all interested parties have an opportunity to speak, public comments may be limited in time and to the specific agenda subject under discussion.

2. Open Public Comments. At the beginning and at the end of each Board Meeting time will be granted for public comment pertinent to the District for items which are not on the agenda. The Board is not permitted to act on items raised in such comments; however, the Board or staff may briefly respond to such items. Speakers may be required to present written requests to speak in advance, and wherever appropriate, encouraged to present their comments to the appropriate Board Committee or to the General Manager, rather than to the full Board. If the chair determines that the matter a speaker desires to raise at the Board Meeting reasonably requires additional information or staff input for full and adequate Board consideration, the Chair may limit the speaker to comments in writing for preliminary consideration by staff, a Board Committee, or the full Board. A majority

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of the Board of Directors may, however, direct that the speaker be heard by the full Board.

3. Protocol. Each person addressing the Board shall give his or her full name and address for the record, and, unless otherwise authorized by the Board President, limit comments to two (2) minutes. All remarks shall be addressed to the Board as a body and not to any member thereof. No person other than the Board and the person having the floor, shall be permitted to enter into the discussion without the permission of the Chair.

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4. Spokesperson for Groups. Whenever a group wishes to address the Board, the Chair may request that a spokesperson be chosen to address the Board. Additional comments may be presented by other members of the group but should be limited in time so as to avoid repetition. Individuals may not assign their allotted speaking times to another person to allow said person to address the Board for a longer period of time.

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## VIII. FINANCIAL CONTROLS

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### A. ANNUAL BUDGET

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The District operates on a calendar year budget beginning on January 1 and ending on December 31. District staff develops an annual schedule for preparation of the Budget and briefs the Board Finance Committee on its progress.

1. General Provisions. The General Manager shall forward a recommended annual budget each calendar year to the Board Finance Committee. This recommended annual budget shall include provisions for operating expenses, debt service, capital projects, internal services, special revenues and such other functional categories as the General Manager deems appropriate.

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2. Budget Submitted to the Board. After study and consideration of the recommended budget by the Board Finance Committee, the budget shall be submitted to the full Board of Directors for adoption.

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3. Notice of Availability of Summary Budget and Time of Hearing. Before the Budget is adopted by the Board, the General Manager shall publish a notice once in a newspaper of general circulation stating that:

   a. The recommended budget is available to District taxpayers upon request.

   b. On a date, time and place stated in the notice, the Board shall hold a public hearing on the proposed budget, and any taxpayer may be heard regarding the increases, decreases, or omissions of any item on the budget or for the inclusion of additional items. The notice shall be published at least 14 business days prior to the public hearing.

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   c. On or before the third Tuesday of December (or as otherwise set by the Board) of each year the Board shall review the proposed Budget for the following year. The Board may later adjust individual line items in the recommended budget, but a complete budget must be adopted, by resolution, by a vote of the Board.

### B. ADJUSTMENTS TO THE BUDGET

1. Board Approval. Board action is required to make budget adjustments in the following cases:

   a. A budget transfer from one fund to another for amounts exceeding $25,000.

b. Adjustments between the expenditure categories of personnel services, supplies and services, capital outlay and debt service for amounts exceeding $25,000.

c. Adjustments to capital project accounts exceeding $25,000. The subdivision of a previously appropriated capital project account into related sub-accounts or subprojects, or adjustments between capital and other-than-asset (OTA) accounts to conform to accounting standards related to the recording of District assets, that do not change the total funding for the original purpose or the scope of the project do not require Board approval. Land Acquisition capital project accounts that have authority to negotiate can be increased up to $25,000 from other appropriated and available land capital accounts.

d. Transfers of Board General Reserve (Contingency) funds exceeding $5,000.

2. General Manager. The General Manager or his designee, may, by notice in writing to the CFO/Controller, adjust operating funds, expenditure categories, capital project accounts, and annual year-end equipment write-offs which do not exceed $25,000 or the annual or project caps stated above, and which do not conflict with budget intentions or directives of the Board. The General Manager or his designee is specifically authorized to subdivide Board-approved capital projects into one or more subprojects as may be required to efficiently account for multiple funding sources, project phases, departmental assignments or similar project criteria provided that the subprojects do not expand, move to other locations, or modify a capital project from the original project scope. The General Manager, Designee, or CFO/Controller are authorized to move accounts between the capital and OTA funds to conform to capital accounting requirements without Board action, provided that the action does not change the total funding for the original purpose or the scope of the project. Movement between capital and OTA funds, or establishment of subprojects will not constitute a transfer for the purpose of this section.

The General Manager or the General Manager's designee is also specifically authorized to accept grants below $25,000 without Board action.

C. APPROVAL OF CHECK REGISTER

The CFO/Controller is authorized to pay demands against the District, by check or electronic funds transfer, without the prior, specific approval of the Board, that are for any purpose for which an expenditure has been approved in the District's adopted budget and which does not exceed the unexpended amount of funds approved. Demands so paid shall be presented to the Board of Directors at the next meeting for review and approval, subject to the following:

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1. Claims and Demands for the payments of wages due employees of the District, may be paid without being on a check register or having first been presented to or specifically approved by the Board:

2. The CFO/Controller shall determine that funds have been appropriated for the purpose prior to Board approval and payment of all claims and demands made against the District. Such claims and demands shall be supported by vouchers, or other material, to establish and identify the demand, the budget item, the delivery of goods or services for which the expenditure has been budgeted or otherwise authorized.

D. SIGNING OF CHECKS OR WARRANTS

The Board of Directors, by ordinance or resolution, shall designate authorized signatories on checks issues by the District for the purpose of payment of authorized obligations and demands against the District. The authorization shall be as follows:

1. Payroll Checks:

   The signature of the General Manager, which may be a facsimile. Alternate authorized signatories will be designated as the Assistant General Manager, Finance and Management Services, the Chief Financial Officer/Controller, or the Assistant Chief Finance Officer.

2. Accounts Payable and Payroll Checks:

   a. For checks less than $50,000 – the signature of the General Manager, which may be a facsimile.

   b. For checks more than $50,000 – The facsimile signature of the General Manager, as stated in (a), plus an original signature of one of the following: the Chief Financial Officer/Controller, Assistant Chief Financial Officer, or Assistant General Manager, Finance and Management Services.

3. The Chief Financial Officer shall be responsible for the implementation of internal controls deemed prudent.

E. FACSIMILE SIGNATURES

Use of facsimile signatures of persons duly authorized to sign or attest checks and warrants (but not contracts, bonds, notes, certificates of indebtedness or other instruments) is authorized by statute and Board resolution on checks and warrants drawn against the Payroll and General Accounts. Persons whose facsimile signatures are to be used must duly qualify with the California Secretary of State (Govt. Code Sec. 5501).

F. BANK ACCOUNTS

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The CFO/Controller is authorized to open, close, and maintain bank accounts in any branch of Alameda and Contra Costa County banks and savings and loan associations which are members of the Federal Deposit Insurance Corporation and with adequate required collateral capability to meet State of California requirements of public agency deposits and investment security. Funds are segregated by accounts and a listing of the accounts is contained in the Finance Department's Financial Procedures Guide.

## G. AUDIT RESPONSIBILITIES OF FINANCE COMMITTEE

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Appointment of the independent outside auditor will be made by the Board with recommendations from the Finance Committee.

Review of the annual audit, prepared by independent outside auditors, will be accomplished by the Finance Committee. Recommendations regarding the audit will be made to the full Board.

The Finance Committee shall review the annual financial statements of the District and consider other matters in relation to the internal and external financial status of the District's accounts.

## H. GRANT APPLICATIONS AND CAPITAL PROJECT FUNDING AGREEMENTS

All grant applications, and funding agreements with other agencies of over $25,000, require authorization of the Board prior to submission.

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## IX. RULES AND PROVISIONS FOR BOARD MEMBER COMPENSATON AND REIMBURSEMENT FOR EXPENSES WHILE PERFORMING OFFICIAL DISTRICT BUSINESS

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### A. COMPENSATION OF BOARD MEMBERS

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As authorized by the Public Resources Code section 5536 and Government Code section 53232 et seq., compensation for Directors has been specified by Resolution as follows:

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1. Meeting Per Diem. Board members shall receive $100 per day for meetings or occurrences of the Board up to a maximum of $1,000 in any one month. The maximum allowable compensation paid for meetings in any one day shall be $100. Meetings of the Board or occurrences for which compensation is allowed shall include:

   a. Regular and special Board Meetings, Closed Sessions of the Board, Noticed Board field trips, and Board Committee meetings (including, but not limited to, Board standing, ad hoc, joint agency and liaison committees, collectively "Board Meetings").

   b. Board members are eligible for compensation if they are assigned in advance by the Board President or full Board to represent the District's position at a meeting of another public agency on specified issues and such assignment shall be reported in the Board minutes.

   c. Board members are eligible for compensation for attendance at training and educational seminars or conferences if such attendance is approved in advance by the Board President or full Board.

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### B. BENEFITS

1. Medical and Dental Benefits. Board members are eligible for benefits equal to the Management and Confidential Group medical and dental benefits.

2. Retirement Benefits.

   a. Retirement. Board members are not eligible for participation in the General Employee's Retirement Plans (Transamerica or CalPERS) unless eligibility was established prior to the closure of the Transamerica Plan on January 1, 2002. Board members are eligible to participate in the District's 457 deferred compensation program; they are, however, not eligible for any District-provided matching contributions.

   b. Medical and Dental Benefits. Board members who retire from the Board are eligible to enroll in the District's medical and dental plans provided that they

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pay the premiums and co-payments of such coverage. Board members who served three terms (12 years) on the Board prior to January 1995 are eligible to receive retiree medical and dental benefits in effect as of December 31, 2002 (Gov't. Code Sections 53201 and 20322).

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c. Lifetime Pass. A lifetime Gold Pass, permanent Identification Card, and a District fishing permit will be given to Directors who retire from the Board.

## C. TRAVEL AND INCIDENTAL EXPENSES INCURRED WHILE PERFORMING OFFICIAL DISTRICT BUSINESS

1. Types of "Occurrences" that Qualify for Reimbursement. Members of the Board may be reimbursed for actual and necessary expenses incurred in the performance of official duties as provided in Public Resources Code §5536.5 and Government Code section 53232.2 et seq., including:

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a. Regular and special Board Meetings, Closed Sessions of the Board, Board Field Trips, Board Committee meetings (including, but not limited to, Board standing, ad hoc, joint agency and liaison committees, collectively "Board Meetings"), attending conferences, organized educational activities, professional or vocational meetings of concern to the District.

b. Attending meetings with interested members of the public, community groups and District staff or officials of surrounding communities or agencies regarding matters of mutual concern.

c. Attending District events including, but not limited to, park openings, dedications, special events, and employee retirement recognitions. For retirement recognitions, only mileage will be reimbursed.

d. Participating in regional, state, and national organizations whose activities affect the District's interests.

2. Government Rates. Airlines, hotels, and rental car companies often make special rates available to government agencies. These rates are presumed to be the most economical and reasonable rates for the purposes of this Policy and should be obtained whenever feasible.

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3. Transportation. Generally, travel to Board Meetings, dedications, conferences, "occurrences" as defined in C.1. above, or other District business between points within 150 miles of District headquarters, by private automobile shall be at the rate equal to the current rate established by the Internal Revenue Service. Travel exceeding 150 miles shall be at rates not exceeding those of a common public carrier. Specific types of transportation expenses shall be reimbursed as follows:

a. Air Travel. Board members may be reimbursed for the expense of a roundtrip economy-class airplane ticket, so long as the amount of reimbursement sought does not exceed the least expensive airfare that is consistent with the Board member's scheduling needs.

b. Personal Vehicle Travel. Board members may be reimbursed for expenses incurred in traveling by personal vehicle on official business at the Internal Revenue Service mileage rate.

c. Car Rental Reimbursement. Board members may be reimbursed for the expense of a car rental, so long as the amount of reimbursement sought does not exceed economical and reasonable rental rates that are available.

4. Meals. Board members may be reimbursed for expenses on a per diem basis incurred for meals consumed in conjunction with official business in the following amounts, which include tax and gratuity up to the per diem rate, or actual expenses, whichever is less:

| | |
|---|---|
| Breakfast: | $ 11.55 |
| Lunch: | $ 16.85 |
| Dinner: | $ 30.60 |
| | $56 $59 |

The above limitations do not apply to meals at association meetings, events, conferences and the like at which a fixed price meal is served as part of, or during the meeting, event, or conference. In those situations the actual cost of such meal will be reimbursed.

The meal reimbursement amounts set forth above may be adjusted annually effective on January 1 to reflect any changes in the most currently available rates specified by IRS Publication 1542 for Oakland.

If a meal is provided by a conference or organized educational activity, or otherwise included in the payment of registration fees, Board members may not be reimbursed for meals purchased in lieu of, or in addition to, the provided meal.

For meals not individually itemized and paid by District credit cards, Board members will be charged a pro rata share of the meal based on the number of paid participants in the meal (less the approved per diem meal allowance), and the cost of the meal will be noted as a District paid expense.

5. Lodging. The District will reimburse lodging expenses when travel on official District business reasonably requires an overnight stay, so long as the amount of reimbursement sought does not exceed economical and reasonable rates for lodging that is located to meet the Board member's scheduling and official business needs. For lodging in connection with a conference or organized educational activity, such lodging costs shall generally not exceed the maximum

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group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Board member at the time of booking.

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6. Incidental Expense Reimbursement. Board members may be reimbursed for actual and necessary incidental expenses incurred in connection with Board Meetings, conferences, occurrences, organized educational activities, or other performance of official duties. Incidental expenses include reasonable gratuities for hotel and airline employees, parking fees, cab fares, public transportation costs, tolls, telephone calls, facsimile charges relating to the performance of official duties, and other such incidental expenses.

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7. Conference/Seminar Registration Fee Reimbursement. Board members may be reimbursed for the expense of a conference/seminar or organized educational activity registration fee.

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8. Other Expenses. All other actual and necessary expenses incurred in the performance of official duties that are not described in this Policy shall not be reimbursed unless approved before the expense is incurred by the Board.

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9. Prohibited Expense Reimbursements. Board members shall not be reimbursed for expenses such as alcoholic beverages, spouse or family meals, entertainment expenses such as movie rental fees, theater tickets or sporting event fees, and fines for parking citations.

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10. Out of State Travel. Travel for conferences or seminars beyond the State's boundaries by the Board of Directors, General Manager, CFO/Controller and Clerk of the Board requires specific prior authorization by the Board of Directors. Transportation shall be reimbursed at the cost of the most expeditious means of travel, i.e. economy air fare or private automobile as otherwise provided in these Guidelines, except in exceptional situations authorized in advance by the Board President and/or General Manager. Transportation costs for travel outside of the United States and Canada by the Board of Directors will be borne by the Director.

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D. DOCUMENTATION FOR COMPENSATION AND REIMBURSEMENT

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1. Documentation Requirements. The District shall provide Board members with expense report forms to be filed by the member for reimbursement for actual and necessary expenses incurred in performance of official duties. The expense report form shall be used to document that the expenses for which reimbursement are sought are proper under this Policy. The District shall also provide a separate form to document compensable meetings or occurrences.

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Board members must file expense report forms within ninety (90) calendar days of incurring the expense. The expense report forms shall be accompanied by itemized receipts for items documenting each expense, except that detail regarding the nature of the expense provided in the expense report shall suffice for incidental

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expenses for which receipts are not customarily given. Compensation forms shall be filed within ninety (90) calendar days of the meeting or occurrence for which compensation is sought.

In the event a meal expense for a Board member, which was charged to a District credit card, exceeds the applicable per diem, the excess amount will be refunded to the District. To the extent a Board member has other reimbursable expenses due from the District, the excess meal expense owed will be deducted from amounts otherwise due to the Board member in the Board member's next submitted expense report.

All documents related to reimbursable expenditures shall be considered public records subject to disclosure under the California Public Records Act.

2. Brief Report to Legislative Body for Compensable Activities. Board members shall provide brief reports on meetings or occurrences attended for which compensation (the $100 per meeting) is provided at the next regular meeting of the Board of Directors attended by the Board member immediately following the event. The report may be made orally or in writing. If provided in writing, the brief written report shall be submitted to the Clerk of the Board at or prior to the Board Meeting and the items shall be reflected in the official minutes under the Directors "Board Comments." If made orally, such reports shall typically be made at the start of each Board member comments under the "Board Comments" section of the agenda. If more than one Board member attends the event, a report from one of the members that mentions the other member's presence is sufficient.

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E. DISTRICT FACILITIES ACCESS FOR DIRECTORS DURING TERM OF SERVICE

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Access to parks and recreational services on District land will be facilitated with issuance of an ID card to all Directors during their term on the Board.

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F. BOARD EQUIPMENT AND SERVICES

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During term of service, each Director shall, upon request, be provided with a file cabinet and other reasonable clerical supplies. In addition, the Board President, during term of office, shall be provided with telephone facility services as requested.

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## X. CONFLICT OF INTEREST

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### A. CONFLICT OF INTEREST

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Existing State law prohibits a Director from participating in or using his or her official position in any way to influence a governmental decision in which he or she has financial interest; or having a financial interest in any contract which is approved by the Board, unless the interest is "remote" and the Director discloses the remote interest to the Board; or engaging for compensation in any activity which is incompatible with the duties of a Board member or the functions of the District. A definition of such conflicts is listed in Appendix E (page 68).

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### B. INCONSISTENT AND/OR INCOMPATIBLE ACTIVITY

Directors are prohibited from engaging in any employment, activity or enterprise for compensation which is inconsistent, incompatible, in conflict with or inimical to a Director's duties or the duties, functions, and responsibilities of the District.

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The District may determine what activities are prohibited and may provide for disciplinary action in the event of a violation, provided proper notice and opportunity for appeal are given. The following are among such prohibited activities:

1. Use for private gain of District staff time, facilities, equipment or supplies, or the badge, prestige, or influence of the office of the Director.

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2. Receipt of money or other consideration from someone other than the District for rendering an act which is required as a part of the regular duties of a Director.

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3. Performance of an act for private gain in a private capacity, which may later be directly or indirectly approved or reviewed by another officer or employee of the District.

### C. CONFLICT OF INTEREST – VOTING DISQUALIFICATION

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A Director must disqualify himself or herself from participating in any Board decision in which that Director has financial interest as defined on Page 68, unless the Director's participation is legally required in order for the decision to be made. The President of the Board, in conference with District Counsel, shall determine whether participation is legally required. A tie-breaking vote is not considered a circumstance under which participation is legally required.

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A Director must also disqualify himself or herself from Board consideration and approval of a contract in which the Director has a "Remote Interest" as defined on Page 68, whether or not the District's legal participation is required for the vote.

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Notice of disqualification from making or participating in such a Board decision shall be given at the Board Meeting during which consideration of the decision occurs. The disqualification shall

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be made a part of the Minutes of the Board Meeting. Upon disclosure of the fact and nature of disqualification, there shall be no further inquiry into the subject. The Director shall then request and receive the presiding officer's consent to absent himself or herself from the Board Room during debate and vote on such matters.

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## XI. CLAIMS AND ACTIONS AGAINST DIRECTORS, OFFICERS, AGENTS OR EMPLOYEES OF THE DISTRICT

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### A. CLAIMS

The District is required to defend and provide legal counsel to any of its Directors, officers, agents, or employees against any civil action proceeding brought against any of them on the basis of an act or omission within the scope of such person's employment, upon the written request of such officer, agent, or employee. However, the Board may refuse to have the District defend such individual if the Board determines that any of the following apply:

1. The act or omission was not within the scope of employment.
2. The individual acted or failed to act because of actual fraud, malice or corruption.
3. Defense of the action will create a conflict of interest between the District and such individual.

Expenses of the defense are proper charges against the District and are not recoverable against the individual.

If judgment is rendered against such individual in any circumstance where a defense is required, then the District must pay the judgment without obligation for repayment by the individual unless he/she willfully failed or refused to cooperate or conduct his/her defense in good faith, or punitive damages were assessed by the court.

The Board may, but is not obligated to, provide a defense in the following actions or proceedings against an officer, agent, or employee:

1. An action by the District to remove, suspend, or penalize the individual.
2. Any legal action by the District against such person in his/her individual capacity.
3. Any administrative or criminal proceeding brought on account of an act or omission within the scope of such person's employment if such defense is in the District's best interest and the individual acted in good faith.

### B. FAITHFUL PERFORMANCE BONDS

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Board members, officers, and certain employees of the District shall be covered by faithful performance bonds in an amount approved by the Board of Directors. The payment of premiums on such bonds shall be by the District.

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C. RETAINED COUNSEL

Legal counsel may be retained for any professional services required by the District, by the Board, or by any officers of the District. District Counsel has been delegated with the responsibility for selecting and reviewing services provided by and billings received from retained counsel.

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A. XII. LEGISLATIVE SERVICESPURPOSE OF DISTRICT PROGRAM

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The legislative services program is designed for the District to sponsor beneficial legislation ; to identify areas of legislation and policy which have a significant impact on the District's plans, policies and operations, and its ability to carry out the wishes of the people it serves; to adopt a reasoned position with regard to such legislation and policy; and to interact with the legislative and executive branches of State and Federal government to ensure enacted legislation and policy will enable the District to fulfill its responsibilities.

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B. ANNUAL PROGRAM

At the beginning of each State legislative session, the Board Legislative Committee shall meet with the General Manager and Legislative Administrative Manager, in consultation with the District's advocates, to formulate a District legislative services program for the year to include:

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1. A recommended legislative services program covering specific bills, resolutions, or ordinances which the District intends to sponsor, support or oppose.

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2. Establishment of policy guidelines in areas of legislation which are of major importance to the District.

3. Establishment of legislative and policy priorities for which Board Members, District Staff and consultants should proactively advocate.

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C. ADVOCATES ACTIVITIES

Deleted: The Board Legislative Committee shall, no later than the first quarter of each year, submit a report with recommendations on the legislative program to the full Board of Directors.¶

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Advocates employed by the District for state level activity are required to register with the Secretary of State, file an authorization from the District to engage in lobbying on its behalf, and file periodic statements disclosing the nature of lobbying activities engaged in or on behalf of the District and detail payments received and expenditures made in connection with those lobbying activities.

As an employer of state level advocates, the District and its advocates are required to file periodic reports describing payments made to its advocates and the nature of their lobbying activities. Failure to properly disclose the required information or to file on time will subject the individual advocate and/or the District to fines and penalties.

The General Manager shall be responsible for insuring District compliance with its obligations under this Act regarding advocate activities.

Advocates employed by the District for federal level activity should provide periodic updates about actions in Washington, D.C. which could impact the District's activities and legislative priority projects.

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D. SELECTION OF ADVOCATES

The Board Legislative Committee will review the General Manager's recommendations regarding selection of the District advocates and make a recommendation to the full Board.

E. COMMUNICATION OF DISTRICT POSITION

Legislative Committee review of all significant pending legislation will result in a recommendation to the full Board regarding the District's position. The District will communicate its position through activities deemed appropriate by the District's Board, advocates and staff.

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The General Manger is authorized to represent and communicate the District's position on pending legislation or state and federal policy making when timely action is necessary and full consideration of the Board is not possible.

F. INFORMING THE BOARD

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It shall be the responsibility of the General Manager to keep the Board fully informed regarding all aspects of the District's legislative program, meetings, contacts, and reports.

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# APPENDICES

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## APPENDIX A

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## SPECIAL PUBLIC MEETING PROCESSES

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Operating Policies for Resolution of Intent Relative to Acquisition of or Improvements to District Lands Through Mitigation Agreements with Agencies or Landowners

A. STAFF SHALL:

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1. Accept and gather available information relative to acquisition of parklands or improvements to District lands through proposed dedication or other agreements, including mitigation, consistent with the Master Plan.

2. Make a good faith effort to discuss proposals with all interested parties – members of the Board, lead agency, landowner(s), applicant, PAC, and appropriate public interest groups of the proposed action, including distribution of copies of the Board report.

3. Prepare and present to the Board a report covering all interests as well as possible recommendations for action.

B. THE BOARD SHALL DEAL WITH THE REPORT OVER AT LEAST TWO MEETINGS

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1. The first meeting shall be a public hearing; full discussion by the Board may take place, but a vote shall not be taken.

2. At the second meeting, the Board may vote on the issue and may adopt a Resolution of Intent, providing the lead Agency(ies) has requested the District to participate in mitigation proposals.

3. As an exception to 1. and 2. above, when, in the opinion of a majority of the Board of Directors, a proposed project is clearly contrary to Park District interests, and when time is of the essence, the Board may vote immediately in opposition to the project. In all other cases, the project will be listed on a Board agenda, and interested parties will be given an opportunity to present information to the Board prior to its vote.

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4. Acceptance of a mitigation proposal shall not imply endorsement of the project.

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## APPENDIX B

## BOARD COMMITTEES (AS OF 01/01/09)

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| STANDING COMMITTEES | LIAISON COMMITTEES |
|---|---|
| Executive | ABAG Regional Planning Committee |
| Finance | Alameda County |
| | Alameda Cty Childrens Memorial |
| Legislative | Alameda County CSDA |
| | Alameda County LAFCO |
| Natural and Cultural Resources | |
| Operations | CARPD |
| | Contra Costa County |
| SPECIAL COMMITTEES | Contra Costa County CSDA |
| | Contra Costa HCP |
| Workforce Diversity | CSDA (CA) |
| | Delta Science Center |
| Ecology | Dublin |
| | EBMUD |
| JOINT AGENCY REPRESENTATIVES | Fremont |
| | LARPD |
| Chabot Space and Science Center | MLK Freedom Center Board |
| | Oakland Waterfront (Waterfront Action) |
| HASPA | Regional Parks Foundation |
| | Pleasanton |
| Martinez | |
| Pinole/Hercules/North Contra Costa County Shoreline | Richmond |
| | San Francisco Bay Restoration Authority |

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Deleted: Hayward

Deleted: Ardenwood

Deleted: Los Vaqueros Expansion Study Committee

Deleted: Coordinating Council

Deleted: Delta Science Center

Deleted: LARPD

Deleted: Pt. Molate Re-Use

Deleted: San Lorenzo Barn Committee

The Board of Directors may revise this list at any time during the year. Committee members will be appointed by the Board President in January of each year, for a period of one year (January to December of the current year), except in cases where the appointment is conducted by another agency (i.e. San Francisco Bay Restoration Authority).

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## APPENDIX C

## ADMINISTRATIVE AND OPERATIONAL MANUALS

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The District has developed a series of manuals to document, record, collect, and organize the information, directives, policies, and operating procedures that need to be available to Board members, employees, and the public for the District to operate efficiently.

The Board Operating Guidelines, along with the other manuals, serve as a resource for coordinating the efforts in areas where consistency and uniformity are of importance. No manuals, however, should attempt to replace reasoned judgments made by responsible District employees solving specific problems. The District encourages and expects its employees to weigh all relevant information and issues, including the resources of the manuals, before deciding a course of action in day-to-day problem solving.

Administrative and operational policy manuals are prepared by District Staff, approved by the General Manager, and presented to the Board for information prior to implementation.

A. The following manuals have been adopted by the Board:

| Title | Resource Person Responsible for Manual |
|---|---|
| Agreement – Local 2428 | Human Resources Manager |
| Board Operating Guidelines | General Manager/Clerk of the Board |
| Conflict of Interest Code | District Counsel |
| Agreement – Police Assn. | Human Resources Manager |
| Personnel Administrative Manual | Human Resources Manager |
| Master Plan | Chief, Planning and Stewardship |
| Ordinance No. 38 | AGM, Public Safety |

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B. The following manuals have been presented to the Board for information:

| Title | Resource Person Responsible for Manual |
|---|---|
| ADMINISTRATIVE | |
| Workforce Diversity Program | Human Resources Manager |
| Financial Procedures Guide | CFO/Controller |
| Safety Manual | Risk Manager |

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PARK OPERATIONS AND INTERPRETATION

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|---|---|
| Concessions Manual | Chief, Park Operations |
| Interpretation Services Manual | Chief, Interpretation and Recreation |
| Park Classification Manual | Chief, Park Operations |
| Park Operations Manual | Chief, Park Operations |
| Trails Manual | Chief, Park Operations |
| Parks Express Manual | Chief, Interpretation and Recreation |

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PLANNING, DESIGN, AND LAND STEWARDSHIP

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|---|---|
| Environmental Review Manual | Land Stewardship Manager |
| Standard Design Manual | Chief, Design |
| Integrated Pest Management | Land Stewardship Manager |

LAND ACQUISITION

| | |
|---|---|
| Parks and Trails (Maps) | AGM, Land Acquisition |
| Relocation Guidelines | AGM, Land Acquisition |

PUBLIC AFFAIRS

| | |
|---|---|
| Sign Manual | AGM, Public Affairs |

PUBLIC SAFETY

| | |
|---|---|
| Disaster Preparedness Plan | AGM, Public Safety |
| Fire Operations Manual | Fire Chief |
| Public Safety Operations Manual | AGM, Public Safety |
| Aquatics Operations Manual | AGM, Public Safety |

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# APPENDIX D

## PARK ADVISORY COMMITTEE

MISSION STATEMENT

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The Park Advisory Committee (PAC), established by and for the Board of Directors, provides citizen input into policy matters of the District.

PAC members provide citizen involvement and a channel of public communication to the Board. PAC members support the District Vision and help educate the public about the District's Master Plan, Mission, accomplishments, activities and issues.

As directed by the Board and supported by staff, the PAC will study issues, advise on subjects, and make recommendations and comments. Typical subjects may include, but are not limited to, the Board Approved PAC Ongoing Goals, policy on public use and outreach, operations, finance, parkland planning, natural resources, acquisition, and the Master Plan. The PAC may also initiate projects with the approval of the Board.

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OPERATING GUIDELINES

A. COMPOSITION, NOMINATIONS AND APPOINTMENTS

The Park Advisory Committee shall consist of twenty-one (21) members, all of whom shall serve without compensation. Members of the PAC shall be nominated from the following:

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1. Two members by each member of the Board of Directors (14)
2. One member from each of the following (7):
   a. Mayors Conference of Alameda County
   b. Mayors Conference of Contra Costa County
   c. Board of Supervisors of Alameda County
   d. Board of Supervisors of Contra Costa County
   e. Contra Costa County Chapter of California Special Districts Assn.
   f. Alameda County Chapter of California Special Districts Assn.
   g. One representative of organized labor from the Alameda Central Labor Council or the Contra Costa Central Labor Council on a rotating basis.

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The PAC shall consist of citizens representing the District's cultural diversity and varied interests. Members are expected to communicate with their nominating authority.

Current employees of the District are not eligible to serve on the PAC. Retired District employees are eligible; however, no more than three (3) may serve on the PAC at any one time.

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Individuals nominated will be appointed if approved by the Board. Nominated individuals must be residents of the area represented by the nominating authority.

The term of appointment of each member of the PAC shall be for two years, such term to begin January 1. If an opening is filled during the term of an existing appointment, the appointment anniversary date shall be the previous January 1.

Membership shall be limited to eight years of continuous service under the same nominating authority. Individuals may be reappointed after two years off the PAC or may continue to serve if nominated by a different authority.

Members may retain their appointment for their designated term without regard to changes in ward boundaries, or change in residence.

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B. MEMBERSHIP REMOVAL

Members of the PAC shall be subject to removal at any time by a majority vote of the Board, by the nominating authority, or as indicated below.

If a member does not attend two consecutive meetings, unless excused by the Chair, the Vice Chair shall contact that member by phone and inform the member of this section of the Board Operating Guidelines. If the member does not attend the third consecutive meeting without being excused by the chair, the member shall be removed through written notification from the chair.

If a member of the PAC does not attend 5 meetings in a calendar year, excused or not, the member may be removed through written notification from the Chair.

C. PAC OFFICERS

The PAC shall elect members to serve as Chair and Vice Chair, for a two year term. Election of officers will take place in November, every other year, with the term to begin the following January 1.

The General Manager shall appoint staff to support the PAC as Secretary to the PAC and as staff to the PAC.

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D. SUBCOMMITTEES

The PAC may form standing or ad hoc Subcommittees to carry out its assigned responsibilities. The PAC shall elect standing Subcommittee Chairs for a one year term. The election shall take place in November with the term to begin the following January 1. Ad hoc Subcommittee Chairs may conform to the above schedule or be selected by the PAC on an as-needed basis.

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The General Manager shall appoint a staff member for each subcommittee as deemed appropriate.

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E. SPECIAL COMMITTEES

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From time to time, the Board of Directors may instruct the PAC chair to appoint a Special Committee from the membership to work outside the normal PAC Subcommittee structure. The purpose of such a Special Committee may be, but is not limited to, the study of major District policy issues and major consideration of substantial changes to Ordinance #38.

The PAC Chair shall designate one member from each Special Committee as liaison to report to the full PAC membership at monthly meetings. The designated member will also relay any suggestions and comments from the full PAC membership to the Special Committee at its next meeting.

F. EXECUTIVE SUBCOMMITTEE

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The PAC shall have an Executive Subcommittee consisting of the Chair, Vice Chair, and Chair or designated representative of each Subcommittee. Staff to the PAC and other staff as necessary will provide support.

G. MEETINGS

The PAC will normally meet monthly and will conduct their meetings consistent with the Board Operating Guidelines. With the exception of December, business meetings will usually be held at a District facility. December's meeting may be a social one to recognize the work accomplished by PAC members. Business will not ordinarily be conducted at this meeting and it may be held at a location other than a District facility.

Dates of PAC meetings will be announced on the Board of Director's agenda: Future Dates. The PAC Chair or Subcommittee Chair may call special meetings, with one week's notice to all PAC members.

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Executive Subcommittee meetings shall be scheduled as needed by the Chair, although any member of the Executive Subcommittee may request the chair to schedule such a meeting for a specific purpose. The Chair shall report on the Executive Subcommittee meetings at the next regular PAC meeting.

Subcommittees may meet during regular PAC meetings, or at other times that may be set by the PAC chair at the request of a Subcommittee Chair, as agenda items require.

Special Committees will meet as scheduled by the Committee and will not be affected by nor will it affect regular PAC meetings.

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## H. GOALS, OBJECTIVES, AND ASSIGNMENTS

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Each year the PAC will consult with the Board President and General Manager to determine the District's needs for the following year and convey those needs to the Executive Subcommittee. The Executive Subcommittee will then develop the goals for the coming year and present them to the PAC for approval. The PAC Chair will submit the PAC-approved goals to the Board Executive Committee. The Board Executive Committee will forward their recommendation to the Board for final approval. The goals may be modified at any time by the Board.

The Board at any time may ask the PAC to undertake specific assignments, appoint Special Committees, or comment on particular issues.

Referral for PAC Comment

1. Any Board Committee may ask for PAC comments on any item of interest. Thereafter, the PAC's comments may be submitted back to the Committee or the Full Board.

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Referral for PAC Recommendation

1. A majority of the Full Board at any time may ask the PAC to undertake specific assignments, appoint Special Committees, or make comments or recommendations on issues. PAC recommendations may be referred directly to a Board Committee for information, and referred/recommended thereafter to the Full Board.

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2. All Board member-proposed referrals to the PAC for comment and/or recommendation should be brought up during the Board Comments section of the Board Meeting, and Board consensus for referral shall be obtained.

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## I. SUBCOMMITTEE RECOMMENDATIONS AND COMMENTS

All subcommittee recommendations and comments shall be submitted to the full PAC for approval, disapproval, and/or modification by the full membership.

## J. PAC RECOMMENDATIONS AND COMMENTS TO THE BOARD

PAC recommendations will be submitted to the Board no later than 90 days after PAC approval, except when the item under consideration is delayed due to unforeseen circumstances.

The PAC Chair, or designee, will submit all recommendations to the Board, and will include the number of members present and the number of votes for and against a recommendation. A record of PAC recommendations to the Board will be recorded in a document titled, "Status of Recommendations". The Staff Secretary to the PAC will update this document as actions warrant.

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PAC comments may be submitted to the Full Board and/or Board Committees.

K. ACTIONS

Actions taken by the Subcommittees or by the full PAC shall require a simple majority of those present for approval.

L. REPORTS TO THE BOARD

As needed, the PAC chair, or designee, shall report information regarding the PAC and its activities to the Board.

The Park Advisory Committee shall make an annual report of its activities to the Board of Directors.

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## APPENDIX E

## CONFLICT OF INTEREST DEFINITIONS

A. FINANCIAL INTEREST

A Director has a financial interest in a decision if it is reasonably foreseeable that the Director has a direct or indirect investment in the following and/or as provided for by applicable state law:

1. Any real property in which the Director has a direct or indirect investment or interest worth more than $1,000. (An indirect investment or interest is one owned by the spouse, dependent, or nondependent child of the Director, by an agent on behalf of the Director, by any business entity in which the Director, his agents, spouse, dependent or nondependent children hold more than a 50% ownership interest, or by a trust in which the Director, his agents, spouse, dependent or nondependent children have a present or future interest worth more than $1,000).

2. Any source of income (other than loans by a commercial lending institution in the regular course of business) equaling $250 or more in value either received by or promised to the Director within twelve months prior to the time when the decision is made.

3. Any business entity in which the Director is a director, officer, partner, trustee, employee, or holds any position of management.

B. REMOTE INTEREST

A Director may not have any direct or indirect interest in a contract awarded or to be awarded by the Board, or in the profit from such contract, unless the interest is "remote". A Director may hold a "remote interest" in a contract without violating this section, provided the Director discloses the remote interest to the Board prior to Board approval of the contract, the fact of such interest is noted in the Minutes of the Board, and the Board properly approved the contract without the vote of the Director with the remote interest. A "remote interest" in a contract exists if the Director is:

1. An employee or agent of the contracting party, if the contracting party has 10 or more employees, and the Director was an employee for at least three years prior to taking office.

2. A non-salaried member or officer of a contracting nonprofit company.

3. A parent whose minor child has earnings from the contracting party for personal services.

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4. The landlord or tenant of the contracting party.

5. A member of a contracting nonprofit corporation formed under the Agricultural or Corporations Code for the sole source of merchandising agricultural products or supplying water.

6. A supplier of goods or services, where the District has supplied contracting party with goods and services for at least five years prior to taking office.

7. A party in a contract entered into pursuant to the California Land Conservation Act of 1965.

8. An officer, director, or employee of a bank, a bank holding company, or savings and loan association with which the contracting party has the relationship of a borrower or depositor, debtor, or creditor.

9. An owner of less than 3% of the shares of a contracting corporation, provided that neither the total annual dividend payments or other payments exceed 5% of the Director's total annual income.

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10. Being reimbursed for actual and necessary expenses incurred in the performance of official duty for the contracting corporation.

11. Receiving services generally provided by the Board as member of the general public.

12. A spouse of an officer or employee of a public agency, if the position of employee or officer has existed for at least a year prior to the Director's taking office.

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13. A party to a contract of sale for any District public securities, if the securities are sold at a public sale to the highest bidder after public notice of sale.

If the Director in any way attempts to influence another Board member to enter into a contract in which the Director has such a remote interest, the Director will be considered to have violated these sections. Willful failure to disclose an interest in a contract is subject to a maximum fine of $1,000 or maximum imprisonment of five years, and the individual is disqualified from ever holding any State office.

Furthermore, any contract made by the Board in which a Director has an interest or an undisclosed remote interest may be voted on by any party to the contract except the interested Director.

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# APPENDIX F

## AGREEMENT AND CONTRACT PROCEDURES

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### A. AUTHORIZATION

The General Manager is authorized to have prepared a proposed contract, specification, or other description of work and to obtain competitive bids or a negotiated agreement for any projects, improvement, or consultant service provided for in a fiscal year budget or by other action of the Board.

### B. LEGAL REVIEW

District Counsel shall review all written contracts for form and legality.

### C. BOARD REVIEW REQUIRED

1. Conditions: Contracts or agreements shall be submitted to the Board if they meet the following conditions:

   a. The proposed contract or agreement is for a project of $25,000 or above for payment of supplies, materials, labor or other valuable consideration for any purpose other than new construction of any building, structure, or improvement, or

   b. The proposed contract or agreement is for a project of $25,000 or above for payment for supplies, materials, or labor for new construction of any building, structure, or improvement.

2. Rejection: In cases where all bids for a contract or agreement are rejected, the Board may authorize staff to re-do the specifications and modify the project through reducing the work, or in other ways modifying the proposal for re-bidding, or by a four-fifths vote may authorize staff to complete the work in conformance with the specifications under force account, or to purchase the materials or supplies in the open market.

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3. Signature: Contracts and conveyances which have been approved by Resolution of the Board shall be signed by the General Manager or Designee when specifically so delegated in the resolution. In all other cases, the President shall sign on behalf of the District and the Clerk of the Board shall countersign and affix the seal of the District.

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D. GENERAL MANAGER APPROVAL

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Contracts or agreements not requiring Board approval may be approved or rejected by the General Manager.

E. COMPETITIVE BID

Where the project is put out for bid, approval shall be based on lowest responsible bid, unless the low bid is rejected by the Board as provided by applicable State law.

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When necessary, Requests For Proposals (bids) will be published through an newspaper of general circulation (as defined by law).

F. CATEGORIES

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1. New Construction

a. Any building, structure, or improvement in amount exceeding $25,000: Formal bid with Board approved contract.

b. Any building, structure, or improvement in amount greater than $10,000 but less than $25,000: Informal bid with minimum of three written proposals or an explanation why three were not feasible, and General Manager's approval.

c. Any building, structure, or improvement in amount less than $10,000: Proposal with authorized Division AGM's approval.

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Proposals and written documentation are to be attached to purchase requisition.

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2. Other than for New Construction

a. Supplies, materials, labor or other valuable consideration for any purpose other than new construction of a building, structure or improvement of $25,000 or above: Formal bid with Board-approved contract.

b. Supplies, materials, labor or other valuable consideration for any purpose other than new construction of any building, structure or improvement in amount of $10,000 or above, but less than $25,000: Three written proposals or an explanation on the purchase requisition why three were not feasible and General Manager's approval.

c. Supplies, materials, labor or other valuable consideration for any purpose other than new construction of any building, structure or improvement less than $10,000: Proposal with authorized Chief's approval.

G. SPECIAL EXCEPTIONS TO BIDDING

1. Bidding is not required for some special situations:

a. "Services" – payment for professional or independent contractor consulting services that are less than $25,000.

b. "Emergency" – bonafide, not self-caused, need to project against injury or damage.

c. "Volunteer projects" – projects accomplished with volunteer help.

d. Sole source/supplier, unique used equipment, etc.

e. "Legal expenses" – law firms and consultants for legal matters and litigation.

f. "Commodities" – fuel, tires, parts and other commodities (as defined by District Counsel) that have expenditure amounts above $25,000 approved in the adopted budget OR other items purchased via the U.S. General Services Administration (GSA) or California Multiple Award Schedules (CMAS) vendor accreditation/purchasing process. If such items are not available via a government-sponsored purchasing program, request for Board authorization to purchase may be brought forward with a "Not-To-Exceed" purchase amount.

With respect to items b., d. and f. above, the responsible staff members shall prepare and submit with the requisition a memorandum reciting the facts which constitute the "emergency" or "no advantage".

With respect to item d. above, "Sole Source" may also be used to identify items which, through past usage/purchasing history, have not been available from other vendors.

2. Uncertain Areas

Certain requests should be referred to District Counsel for opinion prior to making a decision not to go to bid:

a. Specialty building and structure renovations where plans and specifications cannot realistically be prepared and bid.

b. Projects where contractors do not normally do the specific type of work, i.e., hand-built trails, mine scaling, etc.

3. Consultant, Interagency and Professional Consulting Services Contracts for Amounts Above $25,000

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a. Staff shall prepare a request for proposals (RFP) form describing the nature of the work to be performed.

b. The RFP shall be distributed to any consultant or firm who is to be considered for the project requesting response to the particulars of the RFP. The General Manager shall take affirmative steps to ensure that women and minority-owned businesses receive such requests for proposals.

c. Following receipt of the completed RFP from the prospective consultants or firms, staff will screen the proposals; conduct interviews, if necessary; and prepare a final contract with the recommended consultant or firm to be submitted to the Board for approval.

4. General Manager Consultants

The General Manager may retain consultants for the purpose of assisting the General Manager or for temporarily filling vacant positions which are provided for in the adopted budget, without using the RFP process described in Section 3 above.

## H. CONSTRUCTION CHANGE ORDERS

Staff may issue change orders to a construction or procurement contract, provided that the net aggregate of all change orders to that contract, exclusive of additional authorization by the Board, does not exceed fifteen percent (15%) of the original contract price, not including appropriated contingencies. Any expenditure beyond the approved contract and contingency shall be submitted to the Board for approval.

1. Design, Maintenance or Contract Management Departmental Managers may authorize change orders up to the 10% level.

2. The General Manager or his/her Designee must approve all change orders between the 10% and 15% level.

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3. Any change order in excess of 15% requires Board approval.

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