
6.8 *Staff Direction*

The Board may give directions to the General Manager that are not formal action and do not exceed the scope of their authority as stipulated in Section 2.2. Such directions include the Board's directives and instructions to the General Manager (or their acting counterparts). The Presiding Officer shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the Presiding Officer, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the General Manager or his/her designee, for review and recommendation, etc.).

7 **PARLIAMENTARY PROCEDURE**

Action items shall be brought before and considered by the Board by motion in accordance with this policy. These rules of order are intended to be informal and applied flexibly. The Board prefers a flexible form of meeting and, therefore, does not conduct its meetings under formalized rules – i.e., Robert's Rules of Order.

7.1 *Parliamentary Determinations*

The Presiding Officer (Chairperson) shall preserve order and decorum and shall decide questions of order subject to appeal to the Board.

If a Director believes order is not being maintained or procedures are not adequate, then he/she may raise a point of order - not requiring a second - to the Chairperson. If the ruling of the Chairperson is not satisfactory to the Director, then it may be appealed to the Board. A

majority of the Board will govern and determine the point of order.

7.2 *Authority of Presiding Officer*

The Presiding Officer may make motions or second motions and he/she may debate and vote on any matter under consideration. Where the Presiding Officer wishes to make or second a motion that he or she may have a personal interest in, he/she should vacate the role of Presiding Officer until that item is resolved. Where the Presiding Officer has vacated the role of Presiding Officer for a particular agenda item, the Vice President (or another director) shall become the presiding officer until all action on that agenda item is completed.

7.3 *Obtaining the Floor*

Any Director desiring to speak should address the Chairperson and, upon recognition by the Chairperson, may address the subject under discussion.

7.4 *Motions*

Any Director, including the Chairperson, may make or second a motion. A motion shall be brought and considered as follows:

- (1) A Director makes a motion
- (2) Another Director seconds the motion
- (3) The Chairperson states the motion

7.5 *Call for the Vote*

Once the Chairperson has stated the motion, it is open to discussion and debate. After the matter has been fully debated, and after the public in attendance has had an opportunity to comment, the Chairperson will call for the vote.

7.5.1 Motion to Close Debate

If the public in attendance has had an opportunity to comment on the proposed action, any Director may move to immediately bring the question being debated to a vote, suspending any further debate. The motion to bring the question being debated to a vote must be made, seconded, and approved by a majority vote of the Board.

7.6 Amendments to Motions (substitute motions)

A main motion may only be amended with the consent of the maker and seconder. Without this approval, no amendment to a motion shall be in order without a vote on the principal motion. A “substitute motion” shall be construed as an amendment to the main motion, and shall follow the process described in this rule.

7.6.1 Motion to Amend

A main motion may be amended before it is voted on, either by the consent of the Directors who moved and seconded, or by a new motion and second.

7.6.2 Motion to Table

Any Director may move that an item be tabled for an indefinite time even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on the item is halted until a Director requests consideration on a subsequent agenda.

7.6.3 Motion to Continue

Any Director may move that an item be continued (or postponed) to a specific future Board Meeting even if a main motion is pending consideration. If such a motion is seconded and passed all consideration on that item is halted until

agendized and heard at a subsequent meeting.

7.6.4 Motion to Refer to Committee

A main motion may be referred to a board committee for further study and recommendation by a motion to refer to committee, which is then seconded and approved by a majority vote of the Board.

7.6.5 Motion to Close Debate and Vote Immediately

As provided above, any Director may move to close debate and immediately vote on a main motion.

7.6.6 Motion to Adjourn

A meeting may be adjourned by motion made, seconded, and approved by a majority vote of the Board before voting on a main motion.

7.7 Reconsideration

Any Director that voted for an approved motion on an agenda item may move to reconsider that item at a subsequent meeting. If seconded by any other Director and passed by a majority vote, the effect of the motion is to nullify the earlier motion such that a new motion may be debated at the subsequent meeting. Under no circumstances can such an item be reconsidered at the same meeting. If the matter is to be reconsidered at a subsequent meeting, notice of that fact must be stated in the agenda for the subsequent meeting.

7.8 Reconsideration (subsequent to meeting)

Any two Directors may request that an item resolved at an earlier meeting be added to the agenda of a subsequent meeting. The Presiding Officer may reject this request if no new information

is presented in his/her opinion to warrant further debate. At the meeting where the item rejected by the Presiding Officer could have been considered, a majority of the Board may place an item on a subsequent meeting's agenda.

7.9 Order of Debate (legislative matter)

The Presiding Officer shall follow the following order of debate in the consideration of legislative matters:

7.9.1 Presentation

Staff or a committee representative shall present the issue with any recommendations.

7.9.2 Questions of Staff or to Committee by Board

The Board may ask questions of staff or to the committee to clarify the issue or the recommendation.

7.9.3 Audience Input

Members of the audience may make statements or ask questions regarding the matter. Any person wishing to address the Board, shall, when recognized by the Presiding Officer, step to the rostrum, and give their name to the Board Secretary. All questions of staff or to the committee from the public shall be addressed to the Presiding Officer. The Presiding Officer may impose reasonable limitations upon the amount of time each person may speak or the number of times any speaker may speak and may close public comments whenever necessary to allow the Board to complete its business. The public is asked to follow the Guidelines for Public Comments at Board Meetings (Exhibit B) in addressing the Board.

7.9.4 Board Discussion and Resolution

Following closure of public input, the Board shall discuss the item, taking the action it deems desirable by motion. Individual Directors may ask questions of members of the audience through the Presiding Officer but such questions and answers should not become a debate. All other audience input shall be deemed "out of order" by the Presiding Officer unless the Board, by majority vote, determines that additional input is desirable.

7.10 Order of Debate (quasi judicial)

The Presiding Officer shall follow the following order of debate in the consideration of quasi-judicial matters:

7.10.1 Presentation

Staff or a committee representative shall present the issue with any recommendations.

7.10.2 Questions of Staff by Board

The Board may ask questions of staff or of the committee to clarify the issue or the recommendation.

7.10.3 Public Hearing

The Presiding Officer shall open the public hearing, call upon the applicant to make a statement, and then receive any and all input from the public. Any person wishing to address the Board, shall, when recognized by the Presiding Officer, step to the rostrum, and give their name to the Board Secretary. All questions of staff or to the committee from the public shall be addressed through the Presiding Officer. Following receipt of public comment, the applicant shall be given the opportunity to respond to comments received. The Presiding Officer may limit the amount of time each person can speak or the number of times a speaker can speak and close

public comment restricting further discussion to the Board level unless a majority of the Board wishes to hear other testimony. The Presiding Officer shall close the public hearing.

7.10.4 Board Discussion and Resolution

Following closure of public input, the Board shall debate the item, taking the action it deems desirable by motion. Individual Directors may ask questions of members of the audience through the Presiding Officer but such questions and answers should not become a debate. All other audience input shall be deemed “out of order” by the Presiding Officer unless the Board determines, by majority vote, that additional input is desirable.

7.11 Ex Parte Contact and Disclosure

If a Director talks to or is otherwise contacted by a party in a quasi-judicial matter pending before the Board, that Director must disclose to the Board of Directors that he or she was contacted and disclose the name of the person who contacted them.

7.12 Amendment of Parliamentary Procedure

By motion made, seconded and approved by a majority vote, the Board may, at its discretion and at any meeting:

- (a) Temporarily suspend these rules in whole or in part,
- (b) Amend these rules in whole or in part, or
- (c) Both.

7.13 Information Items

Staff or members of the public may use this section of the agenda to present information to the Board. An Information Item’s purpose is to inform

the Board of matters of interest to the Board. Staff will assist members of the public with the agenda submittal process. All materials relating to the request must be delivered by the deadline specified in Section 5.2.

7.13.1 Order of Debate

The Presiding Officer shall follow the following order of debate in the consideration of information items:

7.13.2 Presentation

Staff or submitter of the item shall present the item to the Board.

7.13.3 Questions of Staff or Submitter by Board

The Board may ask questions of staff or the submitter of the item to clarify the information presented.

7.13.4 Audience Input

Members of the public may make statements or ask questions regarding each item being discussed but may not use the time to discuss or comment on completed agenda items or agenda items yet to be discussed.

7.13.5 Board Discussion

After the completion of public comments on a particular agenda item, the Board will discuss such item. Once Board discussion has commenced, no further public comment or questions will be permitted.

8 MINUTES OF BOARD MEETINGS

The Secretary of the Board of Directors shall keep minutes of all regular and special meetings of the Board.