



**EAST BAY REGIONAL PARK DISTRICT
BOARD OF DIRECTORS MEETING
AGENDA STAFF REPORT**

DATE	December 17, 2024
TITLE	SUPPLEMENTAL MEMORANDUM: Approval of Proposed Revisions to Board Operating Guidelines
DIVISION	General Manager's Office
FROM	Amanda Gallo, Assistant to the General Manager Sabrina Landreth, General Manager
APPROVED	Sabrina Landreth, General Manager

This supplemental memorandum provides a list of proposed revisions to the Board Operating Guidelines suggested by various Directors related to Agenda Item VIII.B.2. These recommended revisions were not able to be included in the Board Meeting Agenda Packet in time for the December 17, 2024 meeting, and are therefore offered as a supplement to those agenda materials. Attachment A and Attachment B have also been updated and included as supplemental revised documents. Additional proposed revisions included in these attachments are highlighted in green text.

Additional Proposed Revisions to the Board Operating Guidelines as of December 16, 2024:

- **Section 2.2.2. (4) Duties of Officers- Secretary-** Update the proposed revised language to further clarify the role of the Secretary of the Board.
- **Sections 2.2.2., 2.2.3, 3.1.5. –** Regarding Controller- Add CFO to the term Controller throughout the document to clarify position duties and policies. (CFO/ Controller)
- **Section 3.1.5(f) – Board Role in Establishing Policies and Procedures –** Reinsert subsection (f) “Review Diversity, Equity, and Inclusion (DEI) data and monitor progress annually.”
- **Section 3.6 Political Activity-** Update language to clarify that Directors may endorse candidates and list themselves as a member of the East Bay Regional Park District Board of Directors.
- **Section 4.2.1. (d) Agendas- Consent Calendar-** Update language to clarify the parameters of items to be placed on the Consent Calendar.
- **Section 4.4.3. Action on Items Not on the Agenda –** Update and simplify language to state that emergency or urgent items not on the agenda may only be heard in compliance with the Brown Act.
- **Section 4.4.4. Suspension of Policies or Operating Guidelines-** Update language to clarify inconsistency in language regarding suspension of policies or operating guidelines.
- **Section 4.4.5 Public Comment and Section 4.4.6 Standards of Decorum-** Update proposed revised language that removes the title of Presiding Chair and replaces it with Board President or Chair. With this supplemental change, clarify the term of “Chair” to be “Committee Chair.”
- **Section 6.6 Board Equipment and Services-** The proposed revisions suggest the deletion of this section. With this supplemental change, maintain language regarding Board equipment.
- **Appendices:** Re-letter appendices (A through E) to conform to adopted revisions.

ATTACHMENTS

- Supplemental Attachment A as of December 16, 2024: Summary of proposed changes

- Supplemental Attachment B as of December 16, 2024: Preliminary redline version of Board Operating Guidelines



**EAST BAY REGIONAL PARK DISTRICT
RESOLUTION NO. 2024 - 12 -
DECEMBER 17, 2024**

**APPROVAL OF PROPOSED REVISIONS TO THE BOARD OPERATING
GUIDELINES**

WHEREAS, the East Bay Regional Park District (“Park District”) Board of Directors adopted the Board Operating Guidelines (“Guidelines”) to assist in the effective operation of the Park District; provide general guidance to the Board, management, and other Park District employees; and to provide information to the public concerning Board procedures; and

WHEREAS, the Board Operating Guidelines require periodic updates to align with legal requirements and best practices; and

WHEREAS, the Board Operating Guidelines were most recently revised on February 9, 2023; and

WHEREAS, the Park District staff and members of the Board of Directors have proposed certain recommendations for revisions to allow for updates to multiple sections and appendices of the Board Operating Guidelines;

NOW, THEREFORE BE IT RESOLVED, the Board of Directors of the East Bay Regional Park District hereby authorizes staff to revise the Board Operating Guidelines as presented to the Board on December 17, 2024; and

BE IT FURTHER RESOLVED, the General Manager is hereby authorized and directed, on behalf of the Park District and in its name, to execute and deliver such documents and to do such acts as may be deemed necessary or appropriate to accomplish the intentions of this resolution.

Moved by Director _____, and seconded by Director _____, and adopted December 17, 2024, by the following vote:

FOR:

AGAINST:

ABSTAIN:

ABSENT:

Summary of Proposed Changes to Board Operating Guidelines

Board Meeting updates as of 11.6.24 (Executive Committee) for Board Meeting 12.17.2024

<u>Section</u>	<u>Proposed Changes/ Actions</u>	<u>Purpose</u>
Throughout Document	Update language throughout document to allow for consistency in referencing terms.	Consistency in referencing terms
2.2.2. Duties of Officers 2.2.3 Duties of Board Employees 3.1.5 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	Update text to align with Public Resources Code section 5538, which requires that the Board to appoint a General Manager and a Controller. These positions (GM and Controller) serve “at the pleasure of the Board.” Remove language that states the AGM of Finance/ CFO and Clerk of the Board are employees of the Board. Both positions report to the General Manager.	Conform to current practices and procedures
2.2.2. Duties of Officers 2.2.3 Duties of Board Employees 3.1.5 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	Add CFO to the term Controller throughout the document to clarify position duties and policies. (CFO/ Controller)	Director requested supplemental change to proposed revised language.

**SUPPLEMENTAL 12.16.2024
ATTACHMENT A**

2.2.2. (4) Duties of Officers- Secretary	Update the proposed revised language to further clarify the role of the Secretary of the Board.	Director requested supplemental change to proposed revised language.
3.4 Guidelines for Individual Board Members' Staff Contacts	Update language to reflect current process for Board correspondence with staff.	Conform to current practices and procedures
3.6 Political Activity	Update language to clarify that Directors may endorse candidates and list themselves as a member of the East Bay Regional Park District Board of Directors.	Director requested supplemental change to proposed revised language.
4.1 Board Meetings	Add language to clarify the process of adopting and implementing the annual Board Calendar.	Conform to current practices and procedures
4.2.1 Agendas	Remove expenditure threshold for items to not be placed on the Consent Calendar.	Clarification of Consent Calendar items
4.2.1. (d) Agendas – Consent Calendar	Update language to further revise the parameters for items to be placed on the Consent Calendar.	Director requested supplemental change to proposed revised language.
4.2.1 Agendas	Update language regard Board Meeting agenda structure.	Conform to current practice and procedures
4.2.4 Minutes	Update language to clarify content included in Board Meeting action minutes, pursuant to Government Code 54953(c)(2).	Conform to current law and best practices for public agencies that video record their meetings
4.4.3 Action Items Not on the Agenda	Update and simplify language to state that emergency or urgent items not on the agenda may only be heard in compliance with the Brown Act.	Director requested supplemental change to proposed revised language.
4.4.4. Suspension of Policies or Operating Guidelines	Update language to clarify inconsistency in language regarding suspension of policies or operating guidelines.	Director requested supplemental change to proposed revised language.
6.2 Benefits	Remove text and refer to District's Travel Guidelines policy.	Conform to current practice and procedures

**SUPPLEMENTAL 12.16.2024
ATTACHMENT A**

6.3 Travel, and Incidental Expenses While Performing Official District Business	Update text with recommended car allowance for Directors.	Implementation of Car Allowance for Board of Directors
3.2 Role of Board as a Whole	Update text to clarify that General Counsel has authority to settle claims up to \$50,000.	Conform to current practices and procedures
3.2 Role of Board as a Whole	Remove antiquated language in section (c.) regarding the requirement of the Board's approval of ILUDPs, LUDPs, and CEQA compliance documents after they are presented to Board Executive Committee.	Conform to current practices and procedures
3.1.5 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	Update language to clarify the Board's role in reviewing policies covering wages and benefits. Remove language regarding Board review of diversity, equity, and inclusion data.	Conform to current practices and procedures
3.1.5 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	Reinsert language regarding Board review of diversity, equity, and inclusion data.	Director requested supplemental change to proposed revised language.
5. Financial Controls	Update language to reflect current role and procedures of the Board regarding the Park District's financial reporting documents and procedures.	Conform to current practices and procedures

9. Legislative Services	Update text regarding legislative program operations.	Conform to current practices and procedures
3.1.6 Board Role in Recommending Positions to Support, Amend or Oppose Legislation Section 3.1.7. Board Role in Maintaining Government Relations	In Section 3.1.6, update language to add the Board's role in recommending positions for policy initiatives and ballot measures. Section 3.1.7. update language to reflect consistent language listed in the approved annual legislative program for interacting with partner agencies and elected officials at local, county, state, and federal governments.	Conform to current practices and procedures
Appendix A, Special Public Meeting Process for Mitigation	Remove antiquated language in Appendix A that does not reflect current practices for negotiating mitigation agreements with developers. Remove references to Appendix A, Section 4.1.4 Notice of Board Meetings. (Page 34).	Conform to current practice and procedures
Appendix B, Board Committees, Liaison Committees	Update language to list current standing Board Committees and Local Government Program as of October 2024.	List current Board Committees and Local Government Program partners
Appendix C: Park Advisory Committee	Update language regarding the committee's purpose, member term limits, reporting structure to Board of Directors, and to state the PAC's public meetings are governed by the Brown Act.	Update PAC role and procedures
Appendix E, Policy for Purchasing, Contracting and Agreements	Update to conform to Public Resource Code and set policy regarding language the General Manager's contract authority.	Conform to current law and procedures

**SUPPLEMENTAL 12.16.2024
ATTACHMENT A**

3.2 Role of Board as A Whole	Update language to remove text that refers to Master Plan, add Park District Plan	Consistency in referencing terms
4.4.5 Public Comment 4.4.6 Standards of Decorum	Update language to remove the title of Presiding Chair and replace it with Board President or Chair.	Consistency in referencing terms
Section 4.4.5 Public Comment and Section 4.4.6 Standards of Decorum	Update proposed revised language that removes the title of Presiding Chair and replaces it with Board President or Chair. With this supplemental change, clarify the term of "Chair" to be "Committee Chair."	Director requested supplemental change to proposed revised language.
6.5 District Facilities Access for During the Term of Service 6.6 Board Equipment and Services	Remove sections, does not need to be in Board Operating Guidelines and contains antiquated language.	Conform to current practices and procedures
6.6 Board Equipment and Services	The proposed revisions suggest the deletion of this section. With this supplemental change, maintain language regarding Board equipment.	Director requested supplemental change to proposed revised language.

*Highlighted sections are those clarified and/ or added by Directors at the November 6th Board Executive Committee.

*Highlighted sections in green are those clarified and/ or added by Directors as supplemental proposed revision as of December 16, 2024.

BOARD OPERATING GUIDELINES



Adopted: Sept. 19, 2009
Resolution No. 2009-09-256

Updated: Feb. 9, 2023
Resolution No. 2023-02-019

2950 Peralta Oaks Court
Oakland, CA 94605

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HISTORICAL UPDATES

	<u>Date</u>	<u>Resolution No.</u>
Approved:	September 15, 2009	2009-09-256
Updates:	January 11, 2011	2011-01-007
	February 1, 2011	2011-02-021
	May 7, 2013	2013-05-084
	August 13, 2013	2013-08-161
	December 20, 2016	2016-12-320
	June 4, 2019	2019-06-122
	December 6, 2022	2022-12-286
	January 17, 2023	2023-01-014
	February 7, 2023	2023-02-019

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I 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 [Park](#) 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:

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.”

I.1 PURPOSE

These Operating Guidelines are adopted by the Board of Directors (Board) to assist in effective operation of the East Bay Regional Park District ([Park](#) District); for the general guidance of the Board, Management, and other employees of the [Park](#) District; and to provide information to the public concerning Board procedures.

Interpretation of these Operating 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.

I.2 ORGANIZATION OF OPERATING GUIDELINES

The Operating 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

- Election of Directors
- Board Officers and Committees

BOARD RESPONSIBILITIES

- Responsibilities of the Board of Directors

BOARD MEETINGS

- Board Meetings – Notice and Schedule
- Open Board Meetings
- Closed Board Meetings
- Parliamentary Procedure

BOARD PROCEDURES

- Financial Controls
- Rules and Provisions for Board Member Compensation
- Conflict of interest
- Claims and Actions Against Directors, Officers, Agents, or Employees of the [Park District](#)
- Legislation

APPENDICES

- Special Public Meeting Processes (Mitigation)
- Board Committees
- Park Advisory Committee
- Conflict of Interest Definitions
- Policy For Purchasing, Contracting and Agreements
- Policy for Receipt and Distribution of Tickets and Passes and Policy for Gifts to an Agency

I.3 ADDITIONAL RESOURCE DOCUMENTS

In addition to the Operating Guidelines, the [Park 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 [Directorsmembers](#), employees, and the public for the [Park District](#) to operate efficiently.

2 STRUCTURE OF THE BOARD

2.1 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 ensure 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.

[Park](#) 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 [Park](#) District. The [Park](#) District shall pay its share for the cost of the election.

2.1.1 Schedule of Dates for Biennial Election of Directors

The [Park](#) District will follow the elections schedule as determined by the Alameda County Registrar of Voters and the Contra Costa County Clerk.

2.1.2 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 [Park](#) 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.

2.1.3 **Vacant Board Positions**

1) **Appointment of a Director**

- a. **Term of Office.** A Director appointed by the Board would serve until the next [Park](#) District election. If the vacant seat is up for election at the next [Park](#) 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 [Park](#) District's next general election qualifies for office (i.e., takes the Oath of Office, election returns are certified.)

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.

- 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 [Park](#) District at least 15 days before the appointment is made.

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 [Park](#) District and posted on the [Park](#) District's website and social media sites used by the [Park](#) District. Such additional noticing as may be determined necessary shall be provided.

The Board President shall appoint a three-member Board committee to seek and screen applications and recommend at least three 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 [Directorsmembers](#) do not seek a consensus prior to the open meeting.

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.

2.1.4 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. (Public Resources Code section 5532 (g))

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.

2.1.5 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.

2.1.6 New Board Member Orientation

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

- 1) Introduction of Board [Directors](#)~~members~~ and key staff members.
- 1) Review of Board Operating Guidelines, Brown Act, and receipt of [Park District](#) administrative and operational manuals.
- 2) Explanation of organizational structure and unit functions and tour of the parklands.
- 3) Review of the budgeting process and financial status of the [Park District](#).
- 4) I.D. card, office supplies and related equipment.
- 5) Review of compensation policies, including [Park District](#)-provided benefits, and assistance in completing any required paperwork.

2.2 BOARD OFFICERS AND COMMITTEES

2.2.1 Officers, Elections, and Terms

- 1) Officers: Officers of the [Park](#) District are President, Vice President, Treasurer, and Secretary.
- 2) Selection: Selection of Officers shall normally be held at the second regular meeting in December of the year prior to the new term of office based on who is next in the rotational list (President, Vice President, Treasurer, Secretary). The Director at the top of the rotation (typically Vice President) shall become Board President and the next in line (typically Treasurer) shall become Vice President. If a Director declines to rotate into the office based on the rotational order, they shall be assigned to the end of the rotational list. Newly-elected or appointed Directors will be placed at the end of the rotational list based, when necessary, on a neutral manner of determination, such as drawing straws. Re-elected Directors may remain within their rotational position. If an Officer does not complete a term, the office shall be filled according to the rotational list, and the Director assuming the office shall serve the balance of the term.
- 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 selected officer shall continue to serve until a successor is duly selected. Exceptions to the one-year term may be made by majority vote of the Board.

2.2.2 Duties of Officers

1) The President:

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 [Park](#) District shall be signed by the President, except when the authority to sign is delegated by the Board by resolution to the General Manager.

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. The President shall be an ex-officio member of the Board of Directors of the Regional Parks Foundation should the By-Laws of the Regional Parks Foundation so provide.

2) The Vice President:

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:

The Treasurer shall chair the Board Finance Committee, be responsible for overseeing the investment policies, and ensure the borrowing of funds is in conformance with Board policy and the Public Resources Code. The Treasurer shall review the check registers submitted with the Board Packet. 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 [Park](#) District and in accordance with the State of California Uniform Accounting System for Special Districts to the extent practicable.

4) The Secretary:

~~The Secretary shall direct the Clerk of the Board in keeping the records of the District. The Clerk of the Board shall act as the Secretary of the Board and keep a record of its proceedings. The Clerk of the Board shall give full time during office hours to the affairs of the Park District, shall countersign and affix the seal to all formal actions of the Board on behalf of the Park 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.~~
A Board Director shall be appointed to serve as Secretary of the Board. Notwithstanding the foregoing, for purposes of Public Resources Code section 5544.2, the Clerk of the Board shall keep a record of the proceedings of the Board and is authorized to perform any act that the Secretary may perform.

2.2.3 Duties of Board ~~Employees~~Appointees

1) General Manager:

The General Manager shall serve as general manager of the [Park](#) District. In that capacity the General Manager shall be accountable to the Board and shall assume overall responsibility for the management and of the operations of the [Park](#) 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 have the power to appoint and remove all subordinate [Park](#) District employees and shall exercise exclusive and direct administrative and functional authority over all employees and contractors of the [Park](#) 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.~~

2) General Counsel:

The General Counsel shall provide advice and counsel to the Board of Directors, General Manager, and Park District Divisions, shall represent the Park District in all legal matters, and shall report directly to the Board.

3) ~~Controller: Pursuant to Public Resources Code section 5538, the Board will appoint a Controller. The Controller will assist in overseeing the Park District's financial reporting, budgeting, and compliance. Unless otherwise designated, the Chief Financial Officer (CFO) shall serve as the Controller. Assistant General Manager, Finance & Management Services/Chief Financial Officer (CFO) 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.~~

4) ~~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.~~

~~3)~~

2.2.4 Board Committees

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.

- 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, the Immediate Past President if available, and Treasurer if the immediate Past President is not available. The Executive Committee shall be primarily responsible for job clarification areas #1: Maintaining an Effective Board, #4: Wages, Benefits, Hours and Terms of Employment, and #6: Community-Agency Relations, including review and recommendations relating to [Park](#) District planning documents.
 - b. Finance Committee is chaired by the Treasurer and shall be primarily responsible for job clarification area #3: Long-Range Financial Planning.
 - c. Legislative Committee, which shall be primarily responsible for job clarification area #5: Legislation.

- d. Operations Committee, which shall be responsible for job clarification area #2: Establishing Planning and Operating Objectives.
 - 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 [Park](#) District.
- 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 [Park](#) 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. Local Government Program Liaison Committees. Local Government program meetings Liaison Committees are established with other agencies but do not include formal Agreements.
 - d. Ad Hoc Committees. Ad Hoc Committees are generally single-issue, short term committees and may include other agency participation.
 - e. Joint Labor Committees. Formed pursuant to a Memorandum of Understanding (MOU) with a bargaining unit.

The current list of Board Committees is included in Appendix B.

Board [Directorsmembers](#) are encouraged to attend at least one meeting each year of the Park Advisory Committee and the Regional Parks Foundation.

2.2.5 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 [Directorsmembers](#) 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.
- 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.

- 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 on behalf of or against the [Park](#) 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 pursuant to the Ralph M. Brown Act -when discussing these topics.

- a. Quorum for Conducting Committee Meetings:

Generally, at least two Committee members shall be present for the conduct of Committee business.

- 5) Distribution of Committee Meeting Agendas and Materials. Board Committee agendas will be prepared and distributed prior to each Board Committee meeting in accordance with Brown Act requirements. Agendas will be posted on the [Park](#) District's website, and 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 cost listed on the most recent schedule of Administrative Fees and Charges. 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.

In recognition of the Park Advisory Committee's working relationship with the [Park](#) District, the Park Advisory Chair will, upon request, electronically receive one copy of each Board Committee packet, or paper copy upon request.

2.2.6 Advisory Committee to Board

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

PAC members provide citizen involvement and a channel for public communication to the Board. PAC members support the [Park](#) District Vision and help educate the public about the [Park](#) 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, 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.

Board-adopted Mission Statement and Guidelines for the Park Advisory Committee are included in Appendix C.

- 2) The Deferred Compensation Advisory Committee was established by Board Resolution No. 2017-09-281 to provide recommendations to the Board regarding administration of the [Park District's](#) deferred compensation plan. The advisory committee is comprised of one representative from the Human Resources Department, one representative of the Finance Department, one member of each bargaining group (AFSCME and the PA) and one member from the Retiree Association.

3 **BOARD RESPONSIBILITIES**

3.1 **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 [Park](#) 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.

3.1.1 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:

- Maintaining an effective Board.
- Establishing and maintaining operating objectives and other [Park](#) District policies.
- Monitoring finances and long-range financial planning.
- Establishing policies and procedures covering wages, benefits, hours, and terms and conditions of [Park](#) District employment and for hiring employees reporting directly to the Board.
- Recommending positions to support, amend, or oppose legislation.
- Maintaining community-agency relations.
- Protecting and enhancing the natural and cultural resources of the [Park](#) District.

3.1.2 Board Role in Maintaining an Effective Board

To perform effectively, the Board will establish internal operating policies in compliance with legal requirements. This area of activity is primarily the responsibility of the **Board Executive Committee**.

Responsibilities:	Method of Implementation:
a. State duties and responsibilities of the Board and Board Officers.	Board Operating Guidelines, Section 2.2.1 - Board Officers and Committees. and 2.2.2 - Duties of Officers.
b. Delineate rules for election, term and replacement of officers of the Board.	Board Operating Guidelines, Section 2.2.1 - Board Officers and Committees. and 2.2.2 - Duties of Officers.

c. Define rules for formation and conduct of Board Committees.	Board Operating Guidelines, Section 2.2.4 – Board Committees.
d. Delineate rules for conduct of Board Meetings.	Board Operating Guidelines, Sections 4.1 - Board Meetings – Notice and Schedule, 4.2 - Open Board Meetings and 4.3 - Closed Board Meetings.
e. Provide for orientation of new Directors to Board responsibilities and to Park District management and operations.	Board President and General Manager. Board Operating Guidelines, Section 2.1.6 - Election of Directors, New Board Member Orientation.
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 4.2 - Open Board Meetings.
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 regularly scheduled meetings between Board Directors members and the General Manager. Board Operating Guidelines Section 4.2 - Open Board Meetings.
h. Review the definition of the Board's role and revise as appropriate.	Periodic review of Board Operating Guidelines.
i. Annually convey the Park 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. (Appendix C - PAC – Goals, Objectives and Assignments)

3.1.3 Board Role in Establishing Planning and Operating Objectives and Other General [Park](#) District Policies

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

Responsibilities:	Method of Implementation:
a. Review and recommend Park 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 Park 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.

3.1.4 Board Role in Monitoring Finances and Long-Range Financial Planning

The Board is responsible for the acquisition, development, and operation of [DistrictPark 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**.

Responsibilities:	Method of Implementation:
a. Review DistrictPark 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 5 - Financial Controls. Resolution of the Board required.
b. Review bond issues, bank loans, and other forms of debt financing and recommend to the full Board.	Resolution of the Board required.
c. Review significant budget changes and contract commitments and recommend to the full Board.	Resolution of the Board required. Board Operating Guidelines Section 5 - Financial Controls.

d. Review departmental goals and objectives as part of the overall District Park District budget development process. Recommend to the full Board.	Budget process. Board Operating Guidelines Section 5 - Financial Controls. Resolution of the Board required.
e. Provide review and oversight of the financial reporting process, internal controls, and the independent audit of financial statements, including review and recommendation to the full Board of Directors of the quarterly unaudited financial budget to actual reports, the internal audit plan, and the Comprehensive Annual <u>Annual Comprehensive</u> Financial Report.	Following the completion of the District Park District fiscal year, cause to be rendered and duly published a verified Certified Public Accountant or verified Public Accountant's audit of the financial condition of the District Park District, showing particularly the disbursements and receipts and balances of liabilities and assets for the preceding fiscal year. Resolution of the Board required.
f. Review and recommend for approval of the full Board of Directors the annual District Park District's (pooled cash) investment policy and quarterly investment reports.	Resolution of the Board required.
g. Review and recommend for approval of the full Board of Directors the bi-annual actuarial reports related to the District Park District's OPEB trust, the EBRPD Retirement Plans, as well as the annual report related to CalPERS Actuarial Issues.	Resolution of the Board required.
h. 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.

3.1.5 Board Role in Establishing Policies and Procedures Covering Wages, Benefits, Hours, and Terms and Conditions of ~~District~~Park District Employment and For Hiring Employees of the Board

The Board is responsible for establishing certain 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 and a General Counsel, and for clarifying job responsibilities for these employees.

Responsibilities:	Method of Implementation:
a. Establish position duties, responsibilities and minimum qualification requirements for positions of General Manager and General Counsel, and <u>Park District Controller</u> CFO . consent to hiring/discharge of Assistant General Manager Finance Management Services /Chief Financial Officer 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 employees who report directly to the Board – General Manager and General Counsel.	1. Upon vacancy in General Manager or General Counsel position, appoint acting General Manager or General Counsel and form a Board Selection Committee to find replacement. 2. <u>Consent to the appointment of the Park District Controller</u> CFO . For Assistant General Manager Finance Management Services /Chief Financial Officer and Clerk of the Board, review and consent to recommendation of General Manager.
c. Contract for professional services required by the <u>District</u> Park District .	Delegate to the General Manager. Resolution of the Board required for contracts over \$50,000 per Policy for Purchasing, Contracting and Agreements.
d. Review personnel policies covering wages, benefits, and terms and conditions of employment for all <u>District</u> Park District employees and recommend to the full Board.	Consider recommendations from the General Manager regarding terms and conditions of employment for unrepresented employees, including the Clerk of the Board and Assistant General Manager Finance Management Services/Chief Financial Officer.

	Resolution of the Board and compliance with Brown Act required.
e. Review and recommend proposed revisions to the Personnel Administrative Manual <u>wages and benefits.</u>	Resolution of the Board required.
f. Review Diversity, Equity, and Inclusion (DEI) data and monitor progress annually.	Resolution of the Board required.

3.1.6 Board Role in Recommending Positions to Support, Amend or Oppose Legislation, Policy initiatives and Ballot Measures

The Board is ~~responsible for~~ oversees the ~~DistrictPark District~~ District's ~~local, s~~ State and Federal legislative ~~policies~~ program including, the endorsement of specific legislation, ~~policies and/ or ballot measures~~ to be sponsored by the ~~DistrictPark District~~, and the establishment of formal positions on other legislation, ~~policy initiatives, and/or ballot measures~~ impacting ~~DistrictPark District~~ interests. This area is primarily the responsibility of the **Board Legislative Committee**.

Responsibilities:	Method of Implementation:
a. Assess DistrictPark District needs that can be handled through legislative, policy and/or ballot measure -means.	Board Legislative Committee, General Manager, and Government and Legislative Affairs Managers staff and DistrictPark District advocates working in concert.
b. Analyze legislative, policy and/or ballot measure -options available – determine type of legislative, policy and/or ballot measure modifications required, appropriate legislative, policy and/or ballot measure vehicle, and most appropriate and effective method for initiating such changes.	Board Legislative Committee, General Manager, and Government and Legislative Affairs Managers staff and DistrictPark District advocates working in concert.
c. Work with local, state, and Federal elected officials and their legislators, legislative staffs, DistrictPark District advocates, and any other relevant <u>applicable</u> organizations to introduce, support or oppose	Board Legislative Committee, General Manager, Government and Legislative Affairs Managers DistrictPark District advocates, staff, and other Board Directors <u>members</u> as necessary. Resolution of the Board required.

legislation, <u>policy and/or a ballot measure.</u>	
d. Monitor progress of <u>legislation, policy initiatives and ballot measures</u> bills of interest to <u>DistrictPark District</u> . Provide follow-through information concerning <u>DistrictPark District</u> position to <u>appropriate State and Federal</u> the Legislative Committees.	<u>Government and Legislative Affairs Managers</u> Staff responsibility, through <u>DistrictPark District</u> advocates with direction from the Board Legislative Committee.
e. Provide <u>specific actions related to Park District supported legislation, policy initiatives and ballot measures, including writing letters of support, participating in hearings, and engaging with author/sponsor or relevant elected official's offices directly. testimony at Legislative Committee hearings.</u>	Responsibility of General Manager <u>with support of Government and Legislative Affairs Managers and DistrictPark District</u> advocates with Board member involvement as necessary.

f. Choice of DistrictPark District advocates.	General Manager recommendation, with Board Legislative Committee review and recommendation to full Board. Resolution of the Board required.
g.f. Recommend support or opposition of all legislation of importance to the DistrictPark District to the full Board.	Resolution of the Board required.
h.g. Review proposals for and make recommendations to the full Board on ballot measures that may be submitted to the voters of the DistrictPark District.	General Manager <u>with support from Government and Legislative Affairs Managers,</u> provides information and makes recommendations to the Board Legislative Committee, which recommends actions to the full Board. Resolution of the Board required.
h. <u>If immediate action on a legislative or policy proposal is required, positions will be at the discretion of the General Manager.</u>	<u>General Manager, with support from Government and Legislative Affairs Managers. Any actions taken will be reported to the Board.</u>

3.1.7 **Board Role in Maintaining ~~Government -Community Agency Relations~~**

With policy guidance from the Board Legislative Committee, the Legislative Program includes multi-year goals and annual objectives. The goals identified enable the Park District to act nimbly in response to new opportunities as they arise at the local, state and Federal level. In compliment, the objectives identified at the local, state and Federal level support pro-active engagement with elected officials and agency leadership to advance priorities of the Park District's Board of Directors and General Manager. The Government and Legislative Affairs team's scope of responsibility includes eight Federal legislative offices, 12 State legislative offices, 10 County Supervisor offices and 33 cities with 180 council members. In addition, there are two Federal agencies, nine state agencies, nine regional governments, 13 county governments, 26 special districts, two joint power authorities and four non-governmental organizations (NGOs) with which the Park District's work requires consistent and coordinated communication to advance service delivery.

The Board plays a major role in ensuring that the DistrictPark District develops and maintains positive and productive working relationships with a large number of all of these governmental entities 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**.

Responsibilities:	Method of Implementation:
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a. Ensure <u>DistrictPark District</u> 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 that have <u>DistrictPark District</u> interests.	Delegate to Board President and General Manager <u>with the support of staff</u> .
b. Maintain effective <u>local government working relationships-liaison</u> with agency staff, elected officials, special interest group representatives, and the media.	<u>Government and Legislative Affairs Local Government program responsible for facilitating meetings with County Supervisors, Mayors and other local officials with Board DirectorsMembers in a manner consistent with the District's approved Legislative Program. Delegate primarily to Board President, General Manager, Board members, and Board-established liaison committees to participate as necessary. (Appendix B-- Board Committees)</u>
c. Develop joint agreements with other agencies that are mutually beneficial.	Resolution of the Board required for each agreement.
d. Participate in park and recreation societyassociation , special districts, public agency, and environmental organizations at the F 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 DistrictPark 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 DistrictPark District planning documents and recommend to full Board for approval.	Resolution of the Board required.

3.1.8 Board Role in Protecting and Enhancing the Natural and Cultural Resources of the DistrictPark District

The Board plays a major role in protection and enhancement of the natural and cultural resources of the DistrictPark 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**.

Responsibilities:	Method of Implementation:
a. Identify and establish those significant natural areas, cultural sites, and associated resources that require protection and management.	Review conditions and factors that 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 Park District programs and coordinate with universities and other land management organizations regarding natural and cultural resource management research.
d. Encourage reciprocal agreements with neighboring landowners 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 interested members of the public and staff in design of interpretive, educational, and research programs.	Oversee implementation of protective, management and educational research programs.

3.2 ROLE OF BOARD AS A WHOLE

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

Responsibilities:	Method of Implementation:
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a. Review and select sites for potential acquisition.	Park District <u>Master</u> Plan and acquisition priority process. Except with the advice and consent of the Board, individual Board <u>Directors</u> members shall not participate in the negotiations of the specific terms of land purchase agreements, nor shall individual Board <u>Directors</u> members attempt to influence in any way the District <u>Park District</u> '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 <u>Park District</u> Master Plan following development by staff, Park Advisory Committee (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.e. Appoint a management negotiating team to represent the Board in labor negotiations with recognized employee organizations. Approve major tentative agreements and labor contract with collective bargaining units.	Closed Board Session. Direct management negotiating team in negotiations with represented employees. Individual Board <u>Directors</u> members shall not participate in or attempt to influence negotiations with represented employees.
g.f. Approve settlement of all claims over \$50,000 against the District <u>Park District</u> . General Manager <u>and General Counsel have</u> delegated authority to settle claims up to \$50,000. General Manager is authorized to settle	Closed Board Session with input from General Counsel. Settlements shall be reported consistent with the Ralph M. Brown Act.

Workers' Compensation Claims up to \$50,000.	
<h3>h.g.</h3> <p>Monitor the General Manager's performance relative to policies, plans and established objectives.</p> <p>Monitor the General Counsel's performance relative to established objectives.</p>	Developmental review based on previously agreed goals to be accomplished yearly.
i. Provide performance review of the Assistant General Manager Finance Management Services /CFO 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).

3.3 DIRECTION FOR THE GENERAL MANAGER

~~In concert with the General Manager, the Board will establish major directions and objectives for the General Manager. The General Manager will manage the Deputy General Manager's performance relative to policies, plans and established objectives.~~

~~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.~~

~~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. Pursuant to Public Resources Code section 5538, the Board shall appoint a General Manager, who shall be the chief administrative officer of the Park District and who shall be responsible for the efficient administration of all affairs of the Park District. The General Manager shall be responsible for the implementation of Board policy and will have the powers and duties ascribed to the position by law.~~

3.4 GUIDELINES FOR INDIVIDUAL BOARD DIRECTORS'~~MEMBERS'~~ STAFF CONTACTS

~~There is a need for access to staff by Board Directorsmembers and at the same time unlimited access could result in work priority conflicts for staff.~~ Individual Board Directorsmembers

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:~~

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

~~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.~~

3.5 BOARD PARTICIPATION IN PUBLIC EVENTS

1. Park District Events. All ~~Board members~~Board Directors shall be notified of Park District functions and may attend and participate in such function at the individual's discretion.
1. 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 Park District sponsorship.
2. Brown Act. When more than three (3) ~~Board members~~Board Directors attend Park District, public, or social events together, they will not engage in discussions with other ~~Board members~~Board Directors on matters of Park District business. Such business will be conducted in strict accord with the notice and meeting requirements of the Brown Act.
- ~~3. Sponsorships.~~ All ~~Board members~~Board Directors shall be noticed of Park District sponsorships and may attend and participate in such function at the individual's discretion.

3.6 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 [Park](#) 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 [Park](#) District but must also indicate that they are acting in their private capacity. **Directors may endorse candidates and list their titles as Directors of the East Bay Regional Park District without the need to state they are doing so in their individual capacity.**

3.7 PROCLAMATIONS

~~Board members~~[Board Directors](#) may request, ~~through the Board President,~~ that staff prepare proclamations of appreciation to individuals or organizations, through the Board President. Proclamations may be requested and reviewed pursuant to Park District policy. Proclamations will be, whenever time permits, signed by Board members[Board Directors](#). ~~Copies of all proclamations will be provided to all Board members~~[Board Directors](#).

4 **BOARD PROCEDURES**

4.1 **BOARD MEETINGS**

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.

Annual Board Calendar

The General Manager will develop an Annual Board Calendar that will list meetings of the Board of Directors. The Annual Board Calendar will be reviewed at the Board Executive Committee, prior to review and adoption by the full Board of Directors.

4.1.1 Time and Place of Meeting

Meetings of the Board of Directors shall be held at the [Park](#) District Administration Building, 2950 Peralta Oaks Court, Oakland, unless the Board determines that the meeting shall be held elsewhere. Closed session meetings begin at the time deemed reasonable by General Counsel and the Board President and Open Session meetings normally begin at 1:00 pm. From time to time as warranted by agenda items, the Board shall hold meetings at various other locations within the [Park](#) District.

4.1.2 Regular Meetings

Regular meetings are normally held on the first and third Tuesday of each month.

4.1.3 Special Meetings

Special meetings of the Board are called by the Board President:

- 1) When the business of the [Park](#) District requires it; or
- 2) At the written request of four members of the Board;
- 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 [Park](#) District Field Trip.

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

4.1.4 **Notice of Board Meetings**

1) **Legal Requirements.**

- a. **Advance Notice.** Advance Notice of every regular meeting shall be given by mailing or electronically delivering the meeting agenda to any resident or organization located within the [Park](#) District who has filed a written request for such notice with the Board. Notice of all regular meetings of the Board shall be posted at least 72 hours in advance of the meeting date on the [Park](#) District website and at the meeting location in accordance with the Ralph M. Brown Act. 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 or court/attorney general interpretations thereto.
- b. **Special Meetings.** The law requires that special meetings be noticed in writing by personal delivery or any other means at least 24 hours before the time of the meeting to each member of the Board and to each local newspaper of general circulation, radio or television station requesting such notice in writing . All noticing shall be in accordance with the Ralph M. Brown Act and any subsequent amendments or court/attorney general interpretations thereto.

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

~~2) **Special Public Meeting Processes for 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 public 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.~~

~~3) **Limitations and Costs for Notification.**~~

- ~~a. **Board Meeting agendas are provided by mail or electronic delivery, upon request, free of charge.**~~
- ~~b. **Agendas will be mailed or provided by electronic delivery to individuals or groups with an item on that agenda of documented primary concern without cost upon request.**~~

4.1.5 Adjournment and Cancellation of Meetings

Any meeting of the Board may be adjourned in accordance with the technical requirements of the Brown Act, California Government Code section 54955. General Counsel and the Clerk of the Board will be called upon for compliance with this statute in adjournment situations.

4.1.6 Brown Act Implementation

Public commissions, boards, councils and committees of 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 California law to assure open deliberations. The following provides current, general guidelines for the [Park](#) District. However, in the event of a conflict between these guidelines and the Brown Act, as amended, the [Park](#) 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 of less than a quorum of the legislative body that serve a limited or single purpose, that are not perpetual and that will be dissolved once their specific task is completed, are not subject to the Brown Act.

- 2) Field Trips. Field Trips involving more than three of the Directors must be noticed as special meetings of the Board. A list of all attendees will be maintained by the Clerk 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 four or more Directors are subject to the Brown Act and are considered meetings of the Board even though no formal action is taken. Attendance by four or more Directors at a social event is not subject to the Act, as long as [Park](#) District business is not discussed among the four or more ~~Board members~~[Board Directors](#) present.
- 4) Public Notice of Matters Debated at Board Meetings. The agenda must be posted 72 hours before the meeting on the [Park](#) District website, at the meeting location and at a location that is freely accessible to members of the public 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 5.2.3.

4.1.7 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, social media, or in any other “seriatim” manner by a majority of Directors prior to discussions or consideration.

4.2 OPEN BOARD MEETINGS

4.2.1 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~~Board Directors shall be included on the agenda. An agenda shall include all items to be considered at the meeting. The agenda shall be mailed or otherwise furnished to all Directors sufficiently in advance to permit review prior to the 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 Park District as set forth above.
- 2) Organization. Agenda items will be grouped in appropriate categories and approximate times for each category may, but are not required to be, stated on agendas for Board consideration.
- 3) Structure.
 - a. ~~Approval for Modifications to the Agenda.~~ Each Board agenda will provide an opportunity for the Board to ~~consider modifications 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. Special Presentation. From time to time there is the desire to have a special presentation or to acknowledge special recognition to persons, groups or entities.
 - c. Public Comments. There shall be included on the agenda an opportunity for Public Comment on matters not appearing on the agenda. Public Comment on non-agenda matters shall be scheduled immediately after the approval of the agenda and special presentation, if any. Public Comment on items appearing on the agenda will be scheduled prior to any vote by the Board on that item. Unless otherwise authorized by the Board President, public comments will be limited to no more than three (3) minutes per speaker.

- d. 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. Items which involve the expenditure of more than \$500,000 in District funds or will cause the District to incur debt over \$100,000 will not be placed on the Consent Calendar.~~ Matters favorably recommended by a Committee or approved in Closed Session may be ~~will~~ placed on the Consent Calendar, unless specifically requested that it be placed on Open Session by that Committee. The vote taken by a Committee shall also be indicated in the staff report. ~~Board members~~ Board Directors desiring clarification on a Consent Calendar item are encouraged 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 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. There shall be a Consent Calendar which shall include those matters which the General Manager and the Board President deem to be of such a nature that no debate, discussion, recital, or inquiry is necessary, and the matters are routine in the ordinary course of District affairs and are unlikely to give rise to any controversy. Matters already favorably recommended for approval by a Committee or approved in a Closed Session may be placed on the Consent Calendar. The vote taken by a Committee shall be indicated in the staff report. Board Directors having questions or desiring clarification on a Consent Calendar item are encouraged to ask for feedback prior to the Board meeting. A Board member may request that a Consent item be removed from the Consent Calendar and placed on the regular agenda at any time before it is considered. Alternatively, a Board member may ask that a Consent item be separately discussed, but otherwise remain on Consent for the vote.
- e. Items Requiring Board Discussion. Agenda items which require discussion will be grouped under Open Session according to appropriate category (e.g., all Public Hearing items, Acquisition, Stewardship & Development items, all Finance & Management Services items, etc.). Approximate times may be included. Report content must be described with sufficient specificity to identify the subject matter that will be discussed. The items shall be titled in such a way to describe the action and include the name of the staff person presenting the item.
- f. 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 Jurisdictions Affecting the Park District, during which the General Manager shall update the Board regarding items of interest to the Park District.

- g. General Manager's Comments ~~(and General Manager Communications)~~. General Manager's Comments shall consist of updates of projects and/or activities from Park District Divisions, ~~including, but not limited to, Operations, Public Safety and Public Affairs on a regular basis. The General Manager may also schedule staff presentations at this time.~~

~~General Manager's Communications will consist of a written summary or compilation 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 correspondence or letters are included in the Board packet summary. (While correspondence received by or sent from the General Manager's office may not be part of the Board packet, the General Manager will continue to provide copies of these to the Board on a regular basis).~~

- h. Announcements from the Closed Session. ~~At the Board Meeting during which the Closed Session is held or at the next appropriate public meeting, the General Counsel shall publicly report any Board action taken in Closed Session as required by the Brown Act, and any subsequent amendments or court/attorney general 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 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 or another committee member if the Chairperson is not available.~~

- j.i. Board Comments. ~~Board members~~Board Directors will each have an opportunity to make comments regarding subjects of interest to the Board, public, or staff, so long as those comments do not result in a discussion by ~~Board members~~Board Directors on matters not on the agenda. ~~Board members~~Board Directors may also provide a brief report on items of interest from ~~committee compensable~~ meetings attended.

- k. Adjournment. ~~The estimated time of adjournment will be stated on the agenda.~~

4.2.2 Board Agenda Materials

- l) Staff Report. Agenda items will be supported by a written explanation supplied by the General Manager along with relevant attachments.

2) Distribution of Board Agenda Material.

- a. ~~Board Members~~Board Directors and Staff. Board meeting agendas and related materials will be distributed to all ~~Board members~~Board Directors and designated staff as appropriate.
- b. Union Representatives: Board meeting agendas and related materials will be distributed to union representatives in accordance with the Agreement or MOU.
- ~~c. Other: Board meeting agendas and related 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 Park District's website.~~
- ~~d.~~c. Subscription by the Public: Should any member of the public wish to receive full printed sets of Board agenda materials, a charge as listed on the most recent Administrative Fees and Charges Schedule will be required. Single Board agenda material items may be reproduced and billed at a per page charge 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.
- ~~e.~~d. Should any agency or newspaper wish to receive more than one printed set of Board agenda materials for each Board Meeting, a charge per year as listed in the Administrative Fees and Charges Schedule will be required for each additional subscription.

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).

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 prior to the meeting will also be made available

to the public for inspection at the [Park](#) District's administrative office, on the [Park](#) District's website and at the meeting itself.

- 4) Public Access to [Park](#) District Records. The [Park](#) District shall comply with the California Public Records Act.

4.2.3 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 be published once, within 30 days after adoption, in a newspaper of general circulation in the [Park](#) District.

4.2.4 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.

- 1) Recording. The Park District may record meetings of the Board 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 as required by the [Park](#) District's Record Retention Policy 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 photograph or record the meeting unless such recording constitutes a persistent disruption to the meeting.
- 2) Contents of the Minutes. Minutes of the Board Meetings shall report any action taken and the vote or abstention on that action of each Director present for the action. 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 a copy of speaker cards.~~

- 3) Distribution. ~~Minutes shall be distributed electronically or cost-free by mail to those on a list of individuals and organizations approved by the Board.~~ Approved Board Meeting Minutes shall ~~also~~ be posted on the Park District's website.
- 4) ~~Charge for Minutes. A fee as listed on the most recent schedule of Administrative Fees and charges shall be paid by members of the public, public agencies, organizations and businesses who order regular delivery of the minutes.~~

4.3 CLOSED BOARD MEETINGS

4.3.1 Purpose

Closed Sessions of the Board shall be held in place of, or in conjunction with, a regular or special meeting in a manner consistent with the Brown Act as amended or revised. Below are some authorized ~~These~~ situations ~~include but are not limited to~~ for Closed Sessions:

- 1) Appointment, employment, evaluation of performance, discipline or dismissal of an employee of the Park District;
- 2) Consultation with the Park 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;
- 6) Land/real property negotiations; and
- 7) Any other purpose expressly authorized by the Brown Act.

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

4.3.2 Actions Taken During Closed Session

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 at 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, discipline or dismiss a public employee arising out of any Closed Session of the legislative body.

4.3.3 Minutes Taken During Closed Session

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.

4.4 PARLIAMENTARY PROCEDURE

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 General 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.

4.4.1 Parliamentary Guidelines

The Board is required to establish rules for its proceedings. The Board generally utilizes "Rosenberg's Rules of Order".

4.4.2 Agenda Rules and Policies

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.

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, and in all such cases the Board will follow the requirements of the Brown Act.

4.4.3 Actions on Items Not on the Agenda

- 1) Items Raised by Staff or ~~Board Members~~Board Directors. 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:

- a. ~~The Board determines by a majority vote that an emergency situation exists. Emergency or urgent matters not appearing on the agenda may only be heard in compliance with the Brown Act. An "emergency situation" is narrowly defined as~~
 - i. ~~Work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the Board, or~~
 - ii. ~~A dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both, as determined by a majority of the Board.~~
- b. ~~The Board determines, by two-thirds vote (five Directors), or, if less than two-thirds of the members are present, by unanimous vote, that there is a need for immediate action and the need for action came to the attention of the Park District after the agenda was posted.~~
- c. ~~The item was posted for a prior meeting occurring not more than five 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. The Board may briefly respond to statements made or questions posed by persons commenting on a non-agenda matter. The Board may refer such matters to staff or direct that it be placed on a future agenda, or ask a question for clarification.

4.4.4 Suspension of Policies or Operating Guidelines

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 or guidelines. The guidelines are suspended by implication in all instances where the Board formally acts contrary-wise.

4.4.5 Public Comment

Members of the public will be afforded reasonable opportunity to present their views to the Board whether in person or pursuant to Brown Act allowances for virtual meetings. Members of the public may be provided with speakers' cards which will be submitted to the Clerk of the Board if filled out. Additional requests to speak submitted after discussion of an item commences will not be allowed except in the sole discretion of the Board President or Committee 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 of each Board Meeting time will be granted for public comment pertinent to the Park 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 are, wherever appropriate, encouraged to present their comments to the appropriate Board Committee or to the General Manager, rather than to the full Board.
- 3) Protocol. Members of the public addressing the Board may not be compelled to provide their name or address but may do so voluntarily to provide context for their comments. Unless otherwise authorized by the Board President or Committee Chair, public comments will be limited to no more than three (3) minutes per person on any particular agenda item. 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 Board President or Committee Chair. All material provided by the speaker for distribution to the Board must be submitted to the Clerk of the Board.
- 4) Spokesperson for Groups. Whenever a group wishes to address the Board, the Board President or Committee 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.

4.4.6 Standards of Decorum

- 1) Decorum. The purpose of this rule is to establish rules of decorum at Board of Directors meetings and committee meetings and to provide guidance to the Board President or the ~~Presiding Officer~~ **Committee Chair** in controlling disruptions that threaten to impede the conduct of the meeting. Persons who address the Board shall not make slanderous, profane or threatening remarks to any member of the Board, staff or general public so as to disrupt, disturb or impede the orderly conduct of the meeting. Person(s) who make such remarks, or who utter threatening, slanderous or abusive language or engage in any other disorderly conduct that disrupts, or impedes the orderly conduct of any Board or committee meeting, shall be warned by the Board President or ~~Presiding Officer~~ **Committee Chair** that their behavior is disrupting the meeting and their failure to cease the behavior may result in removal. If the person does not promptly cease their disruptive behavior, the President or ~~Presiding Officer~~ **Committee Chair** may call a recess, request the removal of such person(s) from the Board Room or the virtual meeting platform, adjourn the meeting or take such other appropriate action in accordance with the Brown Act.

If further conduct of the meeting is unfeasible, Government Code Section 54957.9 permits the Board to clear the room if order cannot be restored by the removal of the disruptive individuals. The media may remain if it is not part of the disruptive group and the Board shall only take action on those items listed on the published agenda.

- 2) Sergeant-at-Arms. The Chief of Police or the highest-ranking law enforcement officer on duty and present during the Board meetings shall be the Sergeant-at-Arms. The Sergeant-at-Arms shall carry out all orders and instructions given by the Board President or the ~~Presiding Officer~~ **Committee Chair** for the purpose of maintaining order and decorum at the Board meeting.

5 FINANCIAL CONTROLS

~~5.1~~ ANNUAL BUDGET

5.1

The [Park](#) District operates on a calendar year budget beginning on January 1 and ending on December 31. [Park](#) 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 proposed, 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.
- 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.
- 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 [Park](#) District taxpayers on the [Park](#) District website and 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.
 - 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.
 - d. Quarterly, the Assistant General Manager Finance Management Services /Chief Financial Officer will provide for a presentation to the Board Finance Committee of the operating budget to actual results with a comparison to the prior year (normally within 60 days of quarter end) for their review and recommendation to the full Board of Directors.

5.2 ADJUSTMENTS TO THE BUDGET

The annual budget includes stated objectives outlining the intent for spending appropriations in the budget year. As the year progresses, objectives and methods to achieve stated goals may change. Budget adjustments are permitted to address those changes in accordance with [Park District](#) policies and procedures.

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

- a. All increases in appropriations.
- b. Transfers that exceed \$100,000 when the transfer is between funds or between divisions.
- c. Transfer of Board Contingency funds exceeding \$5,000.

Transfer of Board contingency funds in amounts of \$5,000 or less requires a recommendation from a Board member to the Board President, followed by consensus between the Board President and the General Manager. If the request is made by the Board President, The GM will seek consensus from the Vice President. The Clerk of the Board initiates the budget adjustment, at the General Manager's request, after all approvals are received.

~~2) Budget adjustments that require the General Manager or his/her designee approval include:~~

- ~~a. Transfer up to \$100,000 between funds or between divisions.~~
- ~~b. Transfers that involve personnel cost and/or capital outlay budgets.~~
- ~~c. Transfers of previously appropriated funding between funds to close completed Projects and return funds to source.~~
- ~~d. Transfers of previously appropriated funding between funds to complete multi-year Projects in order to fulfill Board priorities.~~
- ~~e. Transfer of GM Contingency funds of any amount.~~

~~3) Budget adjustments that require General Manager, his/her designee, or Assistant General Manager Finance Management Services /Chief Financial Officer approval:~~

- ~~a. Transfers between the Capital Project Fund and Other Than Asset (OTA) Projects Fund to conform to capital accounting requirements, provided that the action does not change the total funding, original purpose, or the scope of the project.~~

~~4) Budget adjustments that require only the requesting division's AGM approval include:~~

- ~~a. A transfer of supplies or services appropriations in any amount within one division and one fund.~~

5.3 APPROVAL OF CHECK REGISTER

The Assistant General Manager Finance Management Services /Chief Financial Officer is authorized to pay demands against the [DistrictPark 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 [DistrictPark 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 available meeting for review and approval, subject to the following:

- 1) Claims and Demands for the payments of personnel costs due to employees of the [DistrictPark District](#) and benefit providers may be paid without being on a check register or having first been presented to or specifically approved by the Board.
- 2) The Assistant General Manager Finance & Management Services /Chief Financial Officer shall determine that funds have been appropriated for the purpose prior to Board approval and payment of all claims and demands made against the [DistrictPark 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, designated by the ~~CF~~OO/Controller.

5.4 SIGNING OF CHECKS OR WARRANTS

The Board of Directors, by ordinance or resolution, shall designate authorized signatories on checks issued by the [DistrictPark District](#) for the purpose of payment of authorized obligations and demands against the [DistrictPark 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 Deputy General Manager or, the Assistant General Manager Finance Management Services /Chief Financial Officer, or the Assistant Finance Officer, as designated by the CFO.

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: Deputy General

Manager, the Assistant General Manager Finance Management Services /Chief Financial Officer or Assistant Financial Officer, as designated by the CFO.

- 3) The Assistant General Manager Finance Management Services/Chief Financial Officer shall be responsible for the implementation of internal controls deemed prudent.

5.5 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).

5.6 BANK ACCOUNTS

The Assistant General Manager Finance Management Services/Chief Financial Officer is authorized to open, close, and maintain bank accounts, preferably 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.

5.7 FINANCIAL REPORTING AND AUDIT RESPONSIBILITIES OF THE BOARD FINANCE COMMITTEE

- 1) The Assistant General Manager Finance Management Services /Chief Financial Officer will provide for a presentation of the quarterly unaudited financial statements to the Board Finance Committee (normally within 60 days of quarter end) for review and recommendation of approval by the full Board of Directors.

~~2) The Finance Committee is responsible~~will ~~for the following aspects of the independent audit of the annual financial statements:~~

- ~~a. The independent auditor will report directly to the Finance Committee;~~
- ~~b. The Finance Committee will oversee the process of independent auditor selection (through a formal, competitive RFP process);~~
- ~~c. 2) The Finance Committee will review the scope of the audit and the audit engagement,~~ receive required communications from and ~~provide for follow-up on~~review management comments delivered by the independent auditor.;
- ~~d. The Finance Committee will make recommendations to the full Board of Directors with respect to acceptance of and action deriving from the Audit.~~

~~5.8 GRANTS AND PROJECT FUNDING AGREEMENTS~~

- ~~1) All grant applications, and funding agreements with other agencies of over \$25,000, require authorization of the Board prior to submission. Grants of \$25,000 or less require GM or his/her designee's approval.~~
- ~~2) Adjustments to capital project accounts exceeding \$25,000 require authorization of the Board. The subdivision of a previously appropriated capital project account into related sub-accounts or sub-projects, or adjustments between capital and Other-Than-Asset (OTA) accounts to conform to accounting standards related to the recording of DistrictPark 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.~~

~~5.9 ADJUSTMENTS TO FINANCIAL RECORDS~~

~~The Assistant General Manager Finance & Management Services/CFO, with approval from the General Manager or his/her designee, may adjust the value of assets recorded in the DistrictPark District's financial records to correctly reflect assets and liabilities at their correct accounting value, when the adjustment per item is less than or equal to \$25,000. For adjustments of individual items amounting to more than \$25,000, Board approval is required.~~

~~5.10~~ **5.8 INTERNAL CONTROLS**

- 1) The Board Finance Committee is charged with ensuring that Management has established a comprehensive framework of internal controls and that it is operating properly.
- 2) The annual internal audit plan will be presented to the Finance Committee for review and recommendation of approval by the full Board of Directors.
 - a. Bi-annual internal audit results report will be provided as information to the Finance Committee.
- 3) As stated in the DistrictPark District Internal Audit Charter, "The Audit Manager shall report administratively to the Assistant General Manager Finance Management Services/Chief Financial Officer and functionally to the Board Finance Committee of the Board of Directors through the General Manager." In compliance with Institute of Internal Auditors (IIA) Standard 1111, Direct Interaction with the Board, "The chief audit executive must communicate and interact directly with the Board."

To that end, the following is emphasized: In the event that substantive matters are identified during an internal audit, the Audit Manager has direct access to the Board Finance Committee, if in his/her judgment following the normal chain of command would jeopardize the communication of the issue.

- 4) "If independence or objectivity is impaired in fact or appearance, the details of the impairment must be disclosed to appropriate parties. Impairment to organizational independence and individual objectivity may include, but is not limited to, personal conflict of interest, scope limitation, restrictions on access to records, personnel, and properties and resource limitations such as funding." (IIA Standard 1130) "Impairment should be reported in the scope section of the audit report." (Generally Accepted Government Auditing Standard (GAGAS) 3.05)
- 5) As required by IIA Standard 1300, Quality Assurance and Improvement Program, and GAGAS Sections 3.49-3.56, Quality Control and Assurance, the internal audit function will maintain appropriate quality control system and undergo an external peer review. The quality assurance and improvement program will be documented, compliance reviewed annually and status reported annually to the Board. External compliance review, performed via a peer review process, will be initiated every three years, (if the [DistrictPark District](#)'s internal audit function complies with GAGAS 3.52, as stated in the Internal Audit Charter), or every five years, (as required by IIA Standard 1312, External Assessments), with findings, recommendations and responses reported to the Board.

5.115.9 INVESTMENTS

The Board Finance Committee is charged with monitoring the [DistrictPark District](#)'s investment policies and portfolios.

- 1) In January of each year, the annually updated investment policy for the [DistrictPark District](#)'s pooled investments will be reviewed by the Board Finance Committee and recommended to the full Board of Directors for approval;
- 2) The Assistant General Manager Finance Management Services /Chief Financial Officer or Assistant Finance Officer will present to the Finance Committee the quarterly investment report (normally within 60 days of quarter end) for review and recommendation of approval by the full Board of Directors;
- 3) The Board Finance Committee will receive annual portfolio and market updates from the [DistrictPark District](#)'s investment managers and advisors;
- 4) The Board Finance Committee will review the status of and recommend for full Board approval any changes to the EBRPD Retirement Plan's investment policy.

6 RULES AND PROVISIONS FOR BOARD MEMBER COMPENSATION AND REIMBURSEMENT FOR EXPENSES WHILE PERFORMING OFFICIAL DISTRICT BUSINESS

6.1 COMPENSATION OF ~~BOARD MEMBERS~~BOARD DIRECTORS

Public Resources Code section 5536 and Government Code section 53232 et seq., set forth the statutory requirements for compensation for Directors as follows:

- 1) Meeting Per Diem. ~~Board members~~Board Directors shall receive a per diem for eligible meetings or occurrences of the Board up to a maximum of ten meetings in any one month providing the Board has met the requirements of Public Resources Code section 5536. The per diem rate is subject to annual increase upon adoption of a resolution of the Board pursuant to Public Resources Code 5536. 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~~Board Directors are eligible for compensation if they are assigned in advance by the Board President or full Board to represent the ~~District~~Park 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~~Board Directors 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.
- 2) As required by Public Resources Code section 5536(b), as amended by AB 2329 (2018: Obernolte), the Board of Directors of the East Bay Regional Park District may be compensated for more than five (5) and up to ten (10) meetings in a calendar month by annually adopting findings that such meetings are necessary for the effective operation of the Park District, based on the scope and weight of the workload involved in the Board’s responsibilities. Board member compensation will be based on the most recent Resolutions setting the per diem rate and establishing the need for more than five and up to ten monthly compensable meetings.

6.2 BENEFITS

- 1) Medical and Dental Benefits. ~~Board members~~[Board Directors](#) are eligible for benefits equal to the Management and Confidential Group medical and dental benefits.
- 2) Retirement Benefits.
 - a. Retirement. ~~Board members~~[Board Directors](#) 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~~[Board Directors](#) are eligible to participate in the ~~District~~[Park District](#)'s 457 deferred compensation program; they are not, however, eligible for any ~~District~~[Park District](#)-provided matching contributions.
 - b. Medical and Dental Benefits. ~~Board members~~[Board Directors](#) who retire from the Board are eligible to enroll in the ~~District~~[Park District](#)'s medical and dental plans provided that they pay the premiums and co-payments of such coverage. ~~Board members~~[Board Directors](#) who served three terms (12 years) on the Board prior to January 1995 are eligible to receive retiree medical and dental benefits equal to the Management and Confidential Group medical and dental benefits in effect as of December 31, 2002 (Gov't. Code Sections 53201 and 20322).
 - c. Lifetime Pass. A lifetime Gold Pass, permanent Identification Card, and a ~~District~~[Park District](#) fishing permit will be given to Directors who retire from the Board.

6.3 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:
 - 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~~[Park District](#).

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

~~2) Transportation. Generally, travel to Board Meetings, dedications, conferences, "occurrences" as defined in C.I. above, or other District business between points within 150 miles of Park 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 in accordance with the Park District-Wide Travel Guidelines, Procedure 8.23 of the Financial Policies and Procedures Guide.~~

~~3) .:~~

~~a. Air Travel. Board members Board Directors 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. Charges for extra services such as seat upgrades are not eligible for reimbursement.~~

~~b.3) Personal Vehicle Travel Vehicle Allowance. Board members Board Directors will be provided a fixed rate monthly vehicle allowance of \$350 for may be reimbursed for expenses incurred in traveling by personal vehicle on official business of the Board of Directors within 150 miles of Park District Headquarters. at the Internal Revenue Service mileage rate.~~

~~c. Car Rental Reimbursement. Board members Board Directors 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 Board Directors may be reimbursed for expenses on a per diem basis incurred for meals consumed in conjunction with official business in accordance with the IRS guidelines using the Park Headquarters locations as the minimum. Amounts include tax and gratuity up to the per diem rate or actual expenses, whichever is less.~~

~~The IRS limits are intended as a guideline. Board members~~Board Directors may be reimbursed up to 30% above these limits for any individual meal, but the total reimbursement for a day's meals shall not exceed the maximum daily total specified.

~~The IRS 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 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~~Board Directors 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~~Park District credit cards, Board membersBoard Directors 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 DistrictPark District paid expense.

- ~~5) Lodging. The District~~Park District will reimburse lodging expenses when travel on official DistrictPark 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 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.
- ~~6) Incidental Expense Reimbursement. Board members~~Board Directors 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, communication charges, facsimile charges relating to the performance of official duties, and other such incidental expenses.
- ~~7) Conference/Seminar Registration Fee Reimbursement. Board members~~Board Directors may be reimbursed for the expense of a conference/seminar or organized educational activity registration fee.

- ~~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 by the Board before the expense is incurred.~~

~~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.~~

- ~~4) Out of State Travel. Travel for conferences or seminars beyond the State's boundaries by the Board of Directors and, General Manager requires, Assistant General Manager Finance Management Services /Chief Financial Officer 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.~~

~~9)~~

6.4 DOCUMENTATION FOR COMPENSATION AND REIMBURSEMENT

- 1) Documentation Requirements. The DistrictPark District shall provide Board membersBoard Directors 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 DistrictPark District shall also provide a separate form to document compensable meetings or occurrences.

~~Board membersBoard Directors~~ must file expense report forms according to Procedure 8.10 of the Financial Policies and Procedures Guide (currently within ninety (90) calendar days of incurring the expense ~~but no more than 180 days~~). 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 expenses for which receipts are not customarily given. In the event a meal expense for a Board member, which was charged to a DistrictPark District credit card, exceeds the applicable per diem, the excess amount will be refunded to the DistrictPark District. To the extent a Board member has other reimbursable expenses due from the DistrictPark 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~~Board Directors shall provide brief reports on meetings or occurrences attended for which compensation (the daily per diem) 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.

~~6.5 DISTRICT FACILITIES ACCESS FOR DIRECTORS DURING TERM OF SERVICE~~

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

~~6.6~~ **6.5 BOARD EQUIPMENT AND SERVICES**

During term of service, each Director shall, upon request, be provided with the use of necessary communication equipment, ~~a file cabinet~~ and other reasonable clerical supplies (computer, laptop, cell phone, etc., for official business).

7 CONFLICT OF INTEREST

7.1 CONFLICT OF INTEREST

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 [DistrictPark District](#). A definition of such conflicts is listed in Appendix D.

7.2 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 [DistrictPark District](#).

The [DistrictPark 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 [DistrictPark District](#) staff time, facilities, equipment or supplies, or the badge, prestige, or influence of the office of the Director.
- 2) Receipt of money or other consideration from someone other than the [DistrictPark District](#) for rendering an act which is required as a part of the regular duties of a Director.
- 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 [DistrictPark District](#).

7.3 CONFLICT OF INTEREST – VOTING DISQUALIFICATION

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

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 in Appendix D, whether or not the ~~District~~Park District’s legal participation is required for the vote.

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 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.

8 CLAIMS AND ACTIONS AGAINST DIRECTORS, OFFICERS, AGENTS OR EMPLOYEES OF THE DISTRICT

8.1 CLAIMS

The [DistrictPark 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 [DistrictPark District](#) defend such individual if the Board determines, in consultation with General Counsel, 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 [DistrictPark District](#) and such individual.
- 4) Expenses of the defense are proper charges against the [DistrictPark 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 [DistrictPark 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.

8.2 RETAINED COUNSEL

Legal counsel may be retained by the General Counsel for any professional services required by the [DistrictPark District](#), by the Board, or by any officers of the [DistrictPark District](#). General Counsel has been delegated the responsibility for selecting and reviewing services provided by and billings received from retained counsel.

9 **LEGISLATIVE PROGRAM SERVICES**

9.1 **PURPOSE OF DISTRICT PROGRAM**

The East Bay Regional Park District works on a local, state, and Federal level to support the agency's projects, programs, and communities.

The Legislative Program strives to align funding and policy advocacy with identified project and program needs and priorities. Guided by the Park District's mission, elected Board of Directors and General Manager, the General Manager's Office of Government and Legislative Affairs team engages on and advocates for relevant local, state, and Federal funding and policies, including sponsoring and supporting beneficial legislation.

With guidance from the Board Legislative Committee and adoption by the Board of Directors, the Legislative Program includes multi-year goals and annual objectives. The goals identified enable the Park District to act nimbly in response to new opportunities as they arise at the local, state, and Federal level. In compliment, the objectives identified at the local, state, and Federal level support pro-active engagement with elected officials and agency leadership to advance priorities of the Park District's Board of Directors and General Manager. The Government and Legislative Affairs team's scope of responsibility includes eight Federal legislative offices, 12 State legislative offices, 10 County Supervisor offices and 33 cities with 180 council members.

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.

9.2 **ANNUAL PROGRAM**

At-In the fall, prior to the beginning of each State legislative session, the Government and Legislative Affairs staff shall review the Park District's overarching principles of the Legislative Program and specific advocacy goals. The review will be guided by the Park District mission, elected Board of Directors and General Manager. The review will seek to align advocacy goals with the Park District needs. Upon review, input on the Legislative Program will be provided by the General Manager and Board Legislative Committee prior to full Board adoption at the beginning of each legislative session. The Legislative Program will establish the Board Legislative Committee shall meet with the General Manager and Government Affairs Manager, in consultation with the District advocates, to formulate a District legislative services program for the year to include:

- 1) ~~A recommended legislative services program covering specific bills, resolutions, or ordinances which the District intends to sponsor, support or oppose.~~
- 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 the Board of Director Members, District Staff and consultants General Manager, and Government and Legislative Affairs Manager should proactively advocate.~~

9.3 ADVOCATES' ACTIVITIES

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

As an employer of state level advocates, the [DistrictPark District](#) and its advocates are required to file ~~periodic~~ regular 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 [DistrictPark District](#) to fines and penalties.

The General Manager shall be responsible for ensuring [DistrictPark District](#) compliance with its obligations under this Act regarding advocate activities.

Advocates employed by the [DistrictPark District](#) for ~~F~~ederal level activity should provide periodic updates about actions in Washington, D.C. which could impact the [DistrictPark District](#)'s activities and legislative priority projects.

9.4 SELECTION OF ADVOCATES

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

9.5 COMMUNICATION OF [DISTRICTPARK DISTRICT](#) POSITION

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

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

9.6 INFORMING THE BOARD

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

10 APPENDICES

~~APPENDIX A: SPECIAL PUBLIC MEETING PROCESS~~

APPENDIX ~~AB~~: BOARD COMMITTEES

APPENDIX ~~CB~~: PARK ADVISORY COMMITTEE

APPENDIX ~~DC~~: CONFLICT OF INTEREST DEFINITIONS

APPENDIX ~~ED~~: ~~POLICY FOR PURCHASING, CONTRACTING AND AGREEMENTS~~
BOARD POLICY ON GENERAL MANAGER'S AUTHORITY TO BIND THE DISTRICT

APPENDIX ~~FE~~: POLICY FOR RECEIPT AND DISTRIBUTION OF TICKETS AND PASSES AND POLICY FOR GIFTS TO AN AGENCY