

# BOARD OPERATING GUIDELINES



**Healthy Parks Healthy People**

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2950 Peralta Oaks Court  
Oakland, CA 94605

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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 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 (District); for the general guidance of the Board, Management, and other employees of the District; and to provide information to the public concerning Board procedures.

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



## **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.

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

#### ***2.1.1 Schedule of Dates for Biennial Election of Directors***

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

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 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 District and posted on the District's website and social media sites used by the 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 members 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, District, and related matters. Such orientation will be organized by the General Manager and Board President and include the following:

- 1) Introduction of Board members and key staff members.
- 1) Review of Board Operating Guidelines, Brown Act, and receipt of 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 District.
- 4) I.D. card, office supplies and related equipment.
- 5) Review of compensation policies, including 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 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 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 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.

### **2.2.3 Duties of Board Employees**

1) General Manager:

The General Manager shall serve as general manager of the 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 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 District employees and shall exercise exclusive and direct administrative and functional authority over all employees and contractors of the District. The CFO/Controller and the Clerk of the Board will be directly responsible to the General Manager or the General Manager's designee, but may not be hired or discharged except with the consent of a majority of the Board.

2) General Counsel:

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

3) 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.

#### **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 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 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 District concern through the Agreement with Local 2428 or the MOU with the Police Association.
  - b. Joint Agency Committees. The Board may enter into agreements with other agencies to form joint agencies, some of which may have formal joint powers agreements.
  - c. Liaison Committees. Liaison Committees are established with other agencies but do not include formal Agreements.
  - 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 members 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 members and the General Manager will assign staff to each committee. The Board President may appoint an alternate member to any committee to attend committee meetings only in the absence of one regular committee member.
- 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 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 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 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**

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

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

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 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 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 District policies.
- Monitoring finances and long-range financial planning.
- Establishing policies and procedures covering wages, benefits, hours, and terms and conditions of 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 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**.

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
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 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 meetings between Board 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 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 District Policies**

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

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
a. Review and recommend District operational policies to the full Board.	Adoption of policy manuals. Resolution of the Board required.

b. Ensure that operating objectives and plans are accomplished through periodic progress reports, presentations, budget reporting, and other management reports.	Items for Board Meeting as status report.
c. Evaluate programs to ensure that District operation is in accordance with Board-established policies and objectives.	Assign to Committee of Board or delegate responsibility to staff for review. Resolution of the Board required.
d. Review concessionaire and special use agreements and recommend to the full Board.	Resolution of the Board required.
e. Annually review fees and charges and recommend fee schedule to the full Board.	Resolution of the Board required.

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

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

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
a. Review District budgets and capital improvement programs to ensure allocation of resources in accordance with established policies and recommend to the full Board. Provide for Board monitoring of fiscal activities.	Budget process. Board Operating Guidelines Section 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.

<p>d. Review departmental goals and objectives as part of the overall District budget development process. Recommend to the full Board.</p>	<p>Budget process. Board Operating Guidelines Section 5 - Financial Controls. Resolution of the Board required.</p>
<p>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 Financial Report.</p>	<p>Following the completion of the 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, showing particularly the disbursements and receipts and balances of liabilities and assets for the preceding fiscal year. Resolution of the Board required.</p>
<p>f. Review and recommend for approval of the full Board of Directors the annual District's (pooled cash) investment policy and quarterly investment reports.</p>	<p>Resolution of the Board required.</p>
<p>g. Review and recommend for approval of the full Board of Directors the bi-annual actuarial reports related to the District's OPEB trust, the EBRPD Retirement Plans, as well as the annual report related to CalPERS Actuarial Issues.</p>	<p>Resolution of the Board required.</p>
<p>h. Review long-range financial plans for parkland acquisition, development, and operation and recommend to the full Board.</p>	<p>Long-range projections. Resolution of the Board required.</p>

**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**

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.

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
a. Establish position duties, responsibilities and minimum qualification requirements for positions of General Manager and General Counsel, and 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. 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 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 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.	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**

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

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
a. Assess District needs that can be handled through legislative means.	Board Legislative Committee, General Manager, staff and District advocates working in concert.
b. Analyze legislative options available – determine type of legislative modifications required, appropriate legislative vehicle, and most appropriate and effective method for initiating such changes.	Board Legislative Committee, General Manager, staff and District advocates working in concert.
c. Work with legislators, legislative staff, District advocates, and any other applicable organizations to introduce, support or oppose legislation.	Board Legislative Committee, General Manager, District advocates, staff, and other Board members as necessary. Resolution of the Board required.
d. Monitor progress of bills of interest to District. Provide follow-through information concerning District position to appropriate State and Federal Legislative Committees.	Staff responsibility, through District advocates with direction from the Board Legislative Committee.
e. Provide testimony at Legislative Committee hearings.	Responsibility of General Manager and District advocates with Board member involvement as necessary.

f. Choice of District advocates.	General Manager recommendation, with Board Legislative Committee review and recommendation to full Board. Resolution of the Board required.
g. Recommend support or opposition of all legislation of importance to the District to the full Board.	Resolution of the Board required.
h. Review proposals for and make recommendations to the full Board on ballot measures that may be submitted to the voters of the District.	General Manager provides information and makes recommendations to the Board Legislative Committee, which recommends actions to the full Board. Resolution of the Board required.

### **3.1.7 Board Role in Maintaining Community Agency Relations**

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

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
a. Ensure District participation by either Board, staff, or appointed citizen representatives, at public hearings or work sessions which are conducted by other agencies and which pertain to proposals that have District interests.	Delegate to Board President and General Manager.
b. Maintain effective liaison with agency staff, elected officials, special interest group representatives, and the media.	Delegate primarily to Board President, General Manager, Board members, and Board-established liaison committees to participate as necessary. (Appendix B - Board Committees)
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 society, special districts, public agency, and environmental organizations at the federal, state and local levels.	Individual Board member option. This participation is individual in nature and does not speak for the Board as a whole.



e. Review and assess the District’s public information and community outreach programs and techniques to ensure positive visibility throughout Alameda and Contra Costa Counties.	Delegate to the General Manager.
f. Review District planning documents and recommend to full Board for approval.	Resolution of the Board required.

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

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

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
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 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.

<b>Responsibilities:</b>	<b>Method of Implementation:</b>
a. Review and select sites for potential acquisition.	Master Plan and acquisition priority process. Except with the advice and consent of the Board, individual Board members shall not participate in the negotiations of the specific terms of land purchase agreements, nor shall individual Board members attempt to influence in any way the District's appraisal of the value of property or the outside appraiser's valuation of the property under consideration for acquisition.
b. Approve individual property acquisitions.	Resolution of the Board required (to be submitted by staff as an Open Session item).
c. Approve initiation of condemnation proceedings, and all other types of land litigation.	Resolution of the Board required (to be submitted by staff as an Open Session item).
d. Approve District Master Plan following development by staff, 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. 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 members shall not participate in or attempt to influence negotiations with represented employees.

<p>g. Approve settlement of all claims over \$50,000 against the District. General Manager delegated authority to settle claims up to \$50,000. General Manager is authorized to settle Workers' Compensation Claims up to \$50,000.</p>	<p>Closed Board Session with input from General Counsel. Settlements shall be reported consistent with the Ralph M. Brown Act.</p>
<p>h. 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>	<p>Developmental review based on previously agreed goals to be accomplished yearly.</p>
<p>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.</p>	<p>Developmental review with input from the General Manager (or the General Manager's designee).</p>

### 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.

### 3.4 GUIDELINES FOR INDIVIDUAL BOARD MEMBERS' STAFF CONTACTS

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

Board members should clear all short-term requests of staff with the General Manager, Deputy General Manager or the Division Assistant General Manager 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. District Events. All Board members shall be notified of 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 District sponsorship.
2. Brown Act. When more than three (3) Board members attend District, public, or social events together, they will not engage in discussions with other Board members on matters of 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 shall be noticed of 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 District in exchange for that person's political influence or vote. Directors should always identify his/her role at an outside function as being in an official non-advisory capacity or in their private capacity. Directors may in their private capacity campaign for or against a measure, spend personal resources, participate in any other way they wish and communicate their opinions freely. If Directors are acting in their private capacity, they may identify themselves as a Director of the District but must also indicate that they are acting in their private capacity.

### **3.7 PROCLAMATIONS**

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

## **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.

#### **4.1.1 Time and Place of Meeting**

Meetings of the Board of Directors shall be held at the District Administration Building, 2950 Peralta Oaks Court, Oakland, unless the Board determines that the meeting shall be held elsewhere. 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 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 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 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 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 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 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 District. However, in the event of a conflict between these guidelines and the Brown Act, as amended, the District will always follow the then existing law.

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

Exception: Temporary advisory committees, referred to as *ad hoc* committees composed 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 District business is not discussed among the four or more Board members present.
- 4) Public Notice of Matters Debated at Board Meetings. The agenda must be posted 72 hours before the meeting on the 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 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 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 the Agenda. Each Board agenda will provide an opportunity for the Board to approve the items to be considered by the Board at the beginning of each Board Meeting. Items may be removed from the agenda by a majority vote of the Board.
  - b. 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 will be 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 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.
- 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 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

letters are included in the 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. Board Comments. Board members 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 on matters not on the agenda. Board members may also provide a brief report on items of interest from committee meetings attended.
- k. Adjournment. The estimated time of adjournment will be stated on the agenda.

#### **4.2.2 Board Agenda Materials**

- 1) 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 and Staff. Board meeting agendas and related materials will be distributed to all Board members 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 District's website.

d. 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. 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 District's administrative office, on the District's website and at the meeting itself.

- 4) Public Access to District Records. The 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 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 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 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 meeting in a manner consistent with the Brown Act as amended or revised. These situations include but are not limited to:

- 1) Appointment, employment, evaluation of performance, discipline or dismissal of an employee of the District;
- 2) Consultation with the District's attorneys concerning pending or potential litigation;
- 3) Discussions relating to labor negotiations;
- 4) Discussions relating to threats to the security of public facilities;
- 5) Matters relating to condemnation or inverse condemnation;
- 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. 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. 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 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 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, 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 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 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 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 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 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 for the purpose of maintaining order and decorum at the Board meeting.

## **5 FINANCIAL CONTROLS**

### **5.1 ANNUAL BUDGET**

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

- 1) General Provisions. The General Manager shall forward a 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 District taxpayers on the 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 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 District, by check or electronic funds transfer, without the prior, specific approval of the Board, that are for any purpose for which an expenditure has been approved in the District's adopted budget and which does not exceed the unexpended amount of funds approved. Demands so paid shall be presented to the Board of Directors at the next 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 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 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 CFO/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 District for the purpose of payment of authorized obligations and demands against the District. The authorization shall be as follows:

1) Payroll Checks:

The signature of the General Manager, which may be a facsimile. Alternate authorized signatories will be designated as the 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 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. The Finance Committee will review the scope of the audit and the audit engagement, receive required communications from and provide for follow-up on 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 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 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 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 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 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.

## **5.11 INVESTMENTS**

The Board Finance Committee is charged with monitoring the District's investment policies and portfolios.

- 1) In January of each year, the annually updated investment policy for the 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 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**

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 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 are eligible for compensation if they are assigned in advance by the Board President or full Board to represent the District’s position at a meeting of another public agency on specified issues and such assignment shall be reported in the Board minutes.
  - c. Board members are eligible for compensation for attendance at training and educational seminars or conferences if such attendance is approved in advance by the Board President or full Board.
- 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 are eligible for benefits equal to the Management and Confidential Group medical and dental benefits.
- 2) Retirement Benefits.
  - a. Retirement. Board members are not eligible for participation in the General Employee's Retirement Plans (Transamerica) or CalPERS unless eligibility was established prior to the closure of the Transamerica Plan on January 1, 2002. Board members are eligible to participate in the District's 457 deferred compensation program; they are not, however, eligible for any District-provided matching contributions.
  - b. Medical and Dental Benefits. Board members who retire from the Board are eligible to enroll in the District's medical and dental plans provided that they pay the premiums and co-payments of such coverage. Board members who served three terms (12 years) on the Board prior to January 1995 are eligible to receive retiree medical and dental benefits 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 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.
  - b. Attending meetings with interested members of the public, community groups and District staff or officials of surrounding communities or agencies regarding matters of mutual concern.

- c. Attending District events including, but not limited to, park openings, dedications, special events, and employee retirement recognitions. For retirement recognitions, only mileage will be reimbursed.
  - d. Participating in regional, state, and national organizations whose activities affect the District's interests.
- 2) Government Rates. Airlines, hotels, and rental car companies often make special rates available to government agencies. These rates are presumed to be the most economical and reasonable rates for the purposes of this Policy and should be obtained whenever feasible.
- 3) 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 District headquarters, by private automobile shall be at the rate equal to the current rate established by the Internal Revenue Service. Travel exceeding 150 miles shall be at rates not exceeding those of a common public carrier. Specific types of transportation expenses shall be reimbursed as follows:
  - a. Air Travel. Board members may be reimbursed for the expense of a roundtrip economy-class airplane ticket, so long as the amount of reimbursement sought does not exceed the least expensive airfare that is consistent with the Board member's scheduling needs. Charges for extra services such as seat upgrades are not eligible for reimbursement.
  - b. Personal Vehicle Travel. Board members may be reimbursed for expenses incurred in traveling by personal vehicle on official business at the Internal Revenue Service mileage rate.
  - c. Car Rental Reimbursement. Board members may be reimbursed for the expense of a car rental, so long as the amount of reimbursement sought does not exceed economical and reasonable rental rates that are available.
- 4) Meals. Board members may be reimbursed for expenses on a per diem basis incurred for meals consumed in conjunction with official business in 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 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 may not be reimbursed for meals purchased in lieu of, or in addition to, the provided meal.

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

- 5) Lodging. The District will reimburse lodging expenses when travel on official District business reasonably requires an overnight stay, so long as the amount of reimbursement sought does not exceed economical and reasonable rates for lodging that is located to meet the Board member's scheduling and official business needs. For lodging in connection with a conference or organized educational activity, such lodging costs shall generally not exceed the maximum 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 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 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.
- 9) Prohibited Expense Reimbursements. Board members shall not be reimbursed for expenses such as alcoholic beverages, spouse or family meals, entertainment expenses such as movie rental fees, theater tickets or sporting event fees, and fines for parking citations.
- 10) Out of State Travel. Travel for conferences or seminars beyond the State's boundaries by the Board of Directors, General Manager, 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.

#### **6.4 DOCUMENTATION FOR COMPENSATION AND REIMBURSEMENT**

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

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

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

- 2) Brief Report to Legislative Body for Compensable Activities. Board members shall provide brief reports on meetings or occurrences attended for which compensation (the 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 District land will be facilitated with issuance of an ID card to all Directors during their term on the Board.

## **6.6 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 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 District.

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

- 1) Use for private gain of District staff time, facilities, equipment or supplies, or the badge, prestige, or influence of the office of the Director.
- 2) Receipt of money or other consideration from someone other than the District for rendering an act which is required as a part of the regular duties of a Director.
- 3) Performance of an act for private gain in a private capacity, which may later be directly or indirectly approved or reviewed by another officer or employee of the District.

### **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’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 District is required to defend and provide legal counsel to any of its Directors, officers, agents, or employees against any civil action proceeding brought against any of them on the basis of an act or omission within the scope of such person's employment, upon the written request of such officer, agent, or employee. However, the Board may refuse to have the District defend such individual if the Board determines, 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 District and such individual.
- 4) Expenses of the defense are proper charges against the District and are not recoverable against the individual.

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

### **8.2 RETAINED COUNSEL**

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

## **9 LEGISLATIVE SERVICES**

### **9.1 PURPOSE OF DISTRICT PROGRAM**

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 the beginning of each State legislative session, 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 Board Members, District Staff and consultants should proactively advocate.

### **9.3 ADVOCATES' ACTIVITIES**

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

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

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

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

#### **9.4 SELECTION OF ADVOCATES**

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

#### **9.5 COMMUNICATION OF DISTRICT POSITION**

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

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

#### **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's legislative program, meetings, contacts, and reports.

## **10 APPENDICES**

- APPENDIX A:** SPECIAL PUBLIC MEETING PROCESS
- APPENDIX B:** BOARD COMMITTEES
- APPENDIX C:** PARK ADVISORY COMMITTEE
- APPENDIX D:** CONFLICT OF INTEREST DEFINITIONS
- APPENDIX E:** POLICY FOR PURCHASING, CONTRACTING AND AGREEMENTS
- APPENDIX F:** POLICY FOR RECEIPT AND DISTRIBUTION OF TICKETS AND PASSES AND POLICY FOR GIFTS TO AN AGENCY

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## **APPENDIX A**

### **SPECIAL PUBLIC MEETING PROCESSES**

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

##### **A. STAFF SHALL:**

1. Accept and gather available information relative to acquisition of parklands or improvements to District lands through proposed dedication or other agreements, including mitigation, consistent with the Master Plan.
2. Make a good faith effort to discuss proposals with all interested parties – members of the Board, lead agency, landowner(s), applicant, PAC, and appropriate public interest groups of the proposed action, including distribution of copies of the Board report.
3. Prepare and present to the Board a report covering all interests as well as possible recommendations for action.

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

1. The first meeting shall be a public hearing; full discussion by the Board may take place, but a vote shall not be taken.
2. At the second meeting, the Board may vote on the issue and may adopt a Resolution of Intent, providing the lead Agency(ies) has requested the District to participate in mitigation proposals.
3. As an exception to 1. and 2. above, when, in the opinion of a majority of the Board of Directors, a proposed project is clearly contrary to Park District interests, and when time is of the essence, the Board may vote immediately in opposition to the project. In all other cases, the project will be listed on a Board agenda, and interested parties will be given an opportunity to present information to the Board prior to its vote.
4. Acceptance of a mitigation proposal shall not imply endorsement of the project.

## **APPENDIX B**

### **BOARD COMMITTEES (AS OF 1/01/2017)**

#### **STANDING COMMITTEES**

Executive  
Finance  
Legislative  
Natural and Cultural Resources  
Operations

#### **SPECIAL COMMITTEES**

Workforce Diversity

#### **LIAISON COMMITTEES**

ABAG Regional Planning Committee  
Alameda County  
Alameda County CSDA  
City of Alameda  
California Area Recreation & Park District (CARPD)  
Contra Costa County  
Contra Costa County CSDA  
Dublin  
East Bay Municipal Utility District (EBMUD)  
Fremont  
Livermore Area Park & Recreation District (LARPD)  
Regional Parks Foundation  
Pleasanton  
Richmond  
San Francisco Bay Restoration Authority (SFBRA)

#### **JOINT AGENCY REPRESENTATIVES**

Chabot Space and Science Center  
(CSSCC)  
Hayward Area Shoreline Planning  
Agency (HASPA)  
Martinez

The Board of Directors may revise this list at any time during the year. Committee members will be appointed by the Board President in January of each year, for a period of one year (January to December of the current year), except in cases where the appointment is conducted by another agency (i.e. Association of Bay Area Governments (ABAG), San Francisco Bay Restoration Authority (SFBRA)). Alameda and Contra Costa County Local Agency Formation Commission (LAFCO) Committee members are elected.



## **APPENDIX C**

### **PARK ADVISORY COMMITTEE**

#### **A. MISSION STATEMENT**

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

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

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

#### **B. OPERATING GUIDELINES**

##### **I. COMPOSITION, NOMINATIONS AND APPOINTMENTS**

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

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

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

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

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

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

When a PAC member's two year term is due to expire on December 31 of any given year, the nominating authority will be notified in November and asked, should the appointee have remaining eligibility, if they would like to re-nominate their appointment for an additional two year term. All nominated appointments are approved by the full Board, preferably prior to January 1 of each year.

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

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

## 2. MEMBERSHIP REMOVAL

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

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

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

## 3. PAC OFFICERS

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

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

#### 4. SUBCOMMITTEES

The PAC has two standing subcommittees: Executive and Finance. Members are appointed by the Chair in consultation with the Vice-Chair. From time to time, the Board of Directors may instruct the PAC Chair to appoint a specific subcommittee to address major policy issues. PAC Members are also empowered to recommend to the Board of Directors the formation of a specific subcommittee. In either case, the formation of a specific subcommittee must be part of the Board approved work plan. Specific subcommittees stand for one year.

#### 5. EXECUTIVE SUBCOMMITTEE

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

#### 6. MEETINGS

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

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

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

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

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

The PAC Executive Subcommittee shall meet in joint session with the Board Executive Committee at least once per year. The PAC Chair, or designee, shall report on such meetings during the next regular PAC meeting.

## 7. GOALS, OBJECTIVES, AND ASSIGNMENTS

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

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

### Referral for PAC Comment

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

### Referral for PAC Recommendation

1. A majority of the full Board at any time may ask the PAC to undertake specific assignments, Special SubCommittees, or make comments or recommendations on issues. PAC recommendations may be referred directly to a Board Committee for information, and referred/recommended thereafter to the full Board.
2. All Board member-proposed referrals to the PAC for comment and/or recommendation should be brought up during the Board Comments section of the Board Meeting, and Board consensus for referral shall be obtained.

## 8. SUBCOMMITTEE RECOMMENDATIONS AND COMMENTS

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

## 9. PAC RECOMMENDATIONS AND COMMENTS TO THE BOARD

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

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

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

10. ACTIONS

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

11. REPORTS TO THE BOARD

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

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

## **APPENDIX D**

### **CONFLICT OF INTEREST DEFINITIONS**

#### **A. FINANCIAL INTEREST**

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

1. Any real property in which the Director has a direct or indirect investment or interest worth more than \$1,000. (An indirect investment or interest is one owned by the spouse, dependent, or nondependent child of the Director, by an agent on behalf of the Director, by any business entity in which the Director, his agents, spouse, dependent or nondependent children hold more than a 50% ownership interest, or by a trust in which the Director, his agents, spouse, dependent or nondependent children have a present or future interest worth more than \$1,000).
2. Any source of income (other than loans by a commercial lending institution in the regular course of business) equaling \$250 or more in value either received by or promised to the Director within twelve months prior to the time when the decision is made.
3. Any business entity in which the Director is a director, officer, partner, trustee, employee, or holds any position of management.

#### **B. REMOTE INTEREST**

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

1. An employee or agent of the contracting party, if the contracting party has 10 or more employees, and the Director was an employee for at least three years prior to taking office.
2. A non-salaried member or officer of a contracting nonprofit company.
3. A parent whose minor child has earnings from the contracting party for personal services.

4. The landlord or tenant of the contracting party.
5. A member of a contracting nonprofit corporation formed under the Agricultural or Corporations Code for the sole source of merchandising agricultural products or supplying water.
6. A supplier of goods or services, where the District has supplied the contracting party with goods and services for at least five years prior to taking office.
7. A party in a contract entered into pursuant to the California Land Conservation Act of 1965.
8. An officer, director, or employee of a bank, a bank holding company, or savings and loan association with which the contracting party has the relationship of a borrower or depositor, debtor, or creditor.
9. An owner of less than 3% of the shares of a contracting corporation, provided that neither the total annual dividend payments or other payments exceed 5% of the Director's total annual income.
10. Being reimbursed for actual and necessary expenses incurred in the performance of official duty for the contracting corporation.
11. Receiving services generally provided by the Board as member of the general public.
12. A spouse of an officer or employee of a public agency, if the position of employee or officer has existed for at least a year prior to the Director's taking office.
13. A party to a contract of sale for any District public securities, if the securities are sold at a public sale to the highest bidder after public notice of sale.

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

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

## **APPENDIX E**

### **POLICY FOR PURCHASING, CONTRACTING AND AGREEMENTS**

*(Board Resolution No. 2016-05-125)*

#### **A. AUTHORITY**

This policy is enacted pursuant to the provisions of California Public Resources Code Sections 5549 and 5594.

#### **B. PURPOSE**

The purpose of this policy is to establish guidelines for the cost effective and efficient purchasing and contracting for supplies, materials, equipment, labor and services; and to encourage competition for public contracts and to aid the District in the efficient administration of public contracting, to the maximum extent possible.

#### **C. DEFINITIONS**

1. “Construction contracts” means all contracts for furnishing supplies, materials, labor, or other valuable consideration furnished to the District for constructing any new building, structure, or improvement.
2. “Contract for services” means a contract or agreement for the performance of work by an independent contractor. Services may be categorized as general services, construction services, maintenance services, or professional services.
3. “Emergency” means a breakdown in machinery, equipment, or facilities, a natural disaster, or other sudden occurrence resulting in the inability of the District to provide services, or a threat to public health, safety, or welfare, including, but not limited to, threatened damage to property or natural resources.
4. “Formal Bid” means a procedure to solicit bids for items or work costing more than \$50,000 which requires a written document officially noticed and distributed as widely as reasonably possible with specific instructions regarding the due date and format for written responses.
5. “General Manager” means the General Manager of the East Bay Regional Park District or his/her designee per written authority.
6. “Informal Bid” means a procedure for soliciting cost quotes /bids either in writing or orally for items or work costing more than \$10,000 up to \$50,000 with written documentation of the informal bid results.
7. “Lowest Responsible Bidder” means the bidder who submits the “lowest



monetary bid” which is “responsive” to the requirements of the solicitation, and who is a “responsible bidder.”

8. “Maintenance” means all contracts for furnishing supplies, materials, labor, or other valuable consideration furnished to the District for maintenance projects involving contractor services to preserve, maintain, or repair any existing building, structure, or improvement.
9. “Professional Services” means services requiring specialized knowledge or expertise provided by outside consultants/ contractors exercising independent judgment which are generally characterized as a profession rather than a business, industry, occupation, or trade. Professional services include technical and consultant services which typically include providing analysis, design, ideas, information or reports.
10. “Purchase Cost” means the total cost for the item(s) or service purchased including taxes, shipping costs and other fees, and contingencies.
11. “Request for Proposals” (RFP) means a document prepared by the District outlining the terms, conditions and specifications of the services required by the District and requesting proposals from consultants to provide those services.
12. “Request for Qualifications” (RFQ) means a document prepared by the District requesting a written “Statement of Qualifications” (SOQ) from consultants outlining the professional’s qualifications, relevant experience, staffing and support and hourly rates.
13. “Responsible Bidder” means the bidder who has demonstrated the attribute of trustworthiness, as well as quality, fitness, capacity and experience to satisfactorily perform in accordance with the requirements identified in the solicitation.
14. “Responsive Bidder” means the bidder who has submitted a bid/quote in accordance with the requirements of the solicitation and this Policy, such that the District’s acceptance of the bid legally binds the bidder to perform. The District shall have the right to waive minor irregularities in a bid, and find it to be responsive, only if the irregularities are non-material and inconsequential.

D. BOARD OF DIRECTORS APPROVAL REQUIRED

- I. Approval of the Board of Directors is required in the following conditions:
  - a. All contracts for services, maintenance contracts, or construction contracts with a purchase cost exceeding \$50,000. Contracts shall include the full scope of supplies, materials, equipment, labor or services reasonably anticipated for the project, program or annual service agreements and shall not be split into smaller units for the purpose of circumvention of this Policy.
  - b. Multi-year purchase agreements and contracts exceeding \$50,000 per fiscal year. However, subsequent-year renewals will not require additional Board of Directors approval provided funds for such renewals have been appropriated in the corresponding year's budget. Multi-year agreements and contracts are limited to no more than five (5) years. Board of Directors re-authorization must be obtained after the five-year contract period.
2. Rejection - In cases where all bids for a construction or maintenance contract are rejected, the Board of Directors may authorize staff to modify the specifications to revise the scope of work or other requirements, or by a five-sevenths vote may authorize staff to purchase the materials or supplies in the open market, or to complete the work with District personnel and equipment in conformance with the specifications.
3. Signature - Agreements, contracts and conveyances which have been approved by Resolution of the Board of Directors shall be signed by the General Manager or designee when specifically so delegated in the Resolution. In all other cases, the Board President shall sign on behalf of the District and the Clerk of the Board shall countersign and affix the seal of the District.

E. GENERAL MANAGER AUTHORITY

The General Manager is authorized to have prepared a proposed agreement, contract, specification, or other description of work and to obtain competitive bids or a negotiated agreement for any supplies, materials, equipment, labor and services provided for in a fiscal year budget or by other action of the Board of Directors. Agreements or contracts not requiring Board of Directors approval may be approved or rejected by the General Manager.

1. The General Manager is authorized to enter into contracts or agreements for amounts not exceeding \$50,000.
2. The General Manager has delegated approval to enter into contracts or agreements for amounts not exceeding \$25,000 to Assistant General Managers.
3. The General Manager has delegated approval to enter into contracts or

agreements for amounts not exceeding \$10,000 to Departmental Chiefs, with approval of that delegation by the Assistant General Manager of that Department.

The General Manager is also authorized to enter into contracts or agreements in amounts over \$50,000 in cases where the agreement or contract pertains to a District emergency. Such agreements or contracts will be presented to the Board of Directors for ratification within 30 days of the General Manager's approval.

F. COMPETITIVE BIDDING FOR NON-MAINTENANCE AND NON-CONSTRUCTION RELATED PURCHASES

For the purchase of equipment, supplies, materials, labor, services or other valuable consideration (excluding professional services) for non-maintenance and non-construction related purchases, the following process shall be followed:

1. Solicitation of advertised bids for expenditures exceeding \$50,000:
  - a. When the purchase cost is expected to exceed \$50,000, a formal bid is required, and the contract must be approved by the Board of Directors. Staff shall attempt to solicit formal bids from a minimum of three bidders.
  - b. The contract shall be awarded to the lowest responsible, responsive bidder, after advertising bids, unless the low bid is rejected as provided by applicable state law or as otherwise provided in this Policy.
2. Solicitation of informal bids for expenditures exceeding \$10,000 but not exceeding \$50,000:
  - a. When the purchase cost is expected to exceed \$10,000 up to \$50,000, staff shall attempt to solicit a minimum of three informal bids. If obtaining three bids is not feasible, a written explanation must be submitted to the General Manager.
  - b. The contract shall be awarded to the lowest responsible, responsive bidder, unless the low bid is rejected as provided by applicable state law or as otherwise provided in this Policy.
  - c. All purchases expected to exceed \$10,000 up to \$25,000 require approval of the Assistant General Manager. All purchases exceeding \$25,000 but not exceeding \$50,000 require approval of the General Manager.
3. Direct negotiation for contracts not exceeding \$10,000:
  - a. When the purchase cost is not expected to exceed \$10,000, written cost quotations are not required. However, competitive cost information should be obtained whenever feasible.

- b. Staff may negotiate a contract directly with the recommended contractor.
- c. All purchases equal to or less than \$10,000 require approval of an authorized Departmental Chief or pursuant to Finance Department procedures.

G. COMPETITIVE BIDDING FOR MAINTENANCE AND CONSTRUCTION PROJECTS

For the purchase of supplies, materials, labor, or other valuable consideration (excluding professional services and general services) for maintenance and construction projects, the following process shall be followed:

- 4. Solicitation of formal advertised bids for expenditures exceeding \$50,000:
  - a. When the purchase cost is expected to exceed \$50,000, a formal bid is required, and the contract must be approved by the Board of Directors. Staff shall attempt to solicit formal bids from a minimum of three bidders.
  - b. The contract shall be awarded to the lowest responsible, responsive bidder, after notice inviting bids, published in a newspaper in the District at least one week before the time of receiving bids, unless the low bid is rejected by the Board of Directors as provided by applicable state law or as otherwise provided in this Policy.
- 5. Solicitation of informal bids for expenditures exceeding \$10,000 but not exceeding \$50,000:
  - a. When the purchase cost is expected to exceed \$10,000 up to \$50,000, staff shall attempt to solicit a minimum of three informal bids. If obtaining three bids is not feasible, a written explanation must be submitted to the General Manager.
  - b. The contract shall be awarded to the lowest responsible, responsive bidder, unless the low bid is rejected as provided by applicable state law or as otherwise provided in this Policy.
  - c. All purchases expected to exceed \$10,000 up to \$25,000 require approval of the Assistant General Manager. All purchases exceeding \$25,000 but not exceeding \$50,000 require approval of the General Manager.
- 6. Direct negotiation for contracts not exceeding \$10,000:
  - a. When the purchase cost is not expected to exceed \$10,000, written cost quotations are not required. However, competitive cost information should be obtained whenever feasible.

- b. Staff may negotiate a contract directly with the recommended contractor.
- c. All purchases equal to or less than \$10,000 require approval of an authorized Departmental Chief or pursuant to Finance Department procedures.

## H. EXCEPTIONS TO PURCHASING REQUIREMENTS

Bidding, formal or informal, for the purchase of equipment, supplies, materials, services, or labor for any purpose may be dispensed with in the following situations:

- 1. Emergency Purchases - when emergency conditions require the immediate purchase of supplies, materials, equipment, labor and services. Staff members shall prepare and submit with the purchase requisition a memorandum reciting the facts which constitute the “emergency” situation. The General Manager shall provide the Board of Directors with a report summarizing all expenditures made and contracts executed in response to the emergency condition within 30 days of the emergency purchase.
- 2. Volunteer Projects – projects accomplished with volunteer help.
- 3. Sole Source Supplier – when the supplies, materials, equipment, labor and services are unique, available only from one source, or are sought to match existing goods already in use. Staff members shall prepare and submit with the purchase requisition a memorandum reciting the facts which constitute the “sole source” situation. The sole source justification request shall be reviewed and approved by District Counsel and the Assistant General Manager.
- 4. Insufficient bids received – when after a reasonable attempt has been made to obtain formal or informal bids and it has been determined that three bids cannot be obtained, or if it is in the best interest of the District under the specific circumstances, to limit the number of bids or proposals solicited. The basis for such action shall be documented in writing and approved by the General Manager. When Board of Directors approval is required, the documented basis for such action shall be included in the report to the Board of Directors.

## I. PROFESSIONAL SERVICES

Professional consultant services are of a technical and professional nature, and due to the nature of the services to be provided, do not readily fall within the “low bid” competitive bidding process. In addition, state law requires that selection of professional consultants in the categories of architects, landscape architects, engineers,

surveyors, construction managers, and environmental consulting be made on the basis of demonstrated competence and the professional qualifications necessary for the satisfactory performance of the required services. Professional consultants should be individually selected for a specific project or problem with the objective of selecting the most qualified consultant at a price that is fair and reasonable.

Professional services shall be procured in accordance with the following process:

1. Professional services contracts and agreements exceeding \$50,000:
  - a. Staff shall prepare a Request for Qualifications (RFQ) and/or Request for Proposals (RFP) describing the general scope of work to be performed, and the process for consultant selection. Staff may either prepare a combined RFQ/RFP, or a stand-alone RFP.
  - b. The RFQ/RFP shall be distributed to any interested consultant and posted on the District website. A minimum of three (3) qualified firms or individuals shall be invited to submit qualifications and/or proposals. The General Manager shall take affirmative steps to reach out to historically disadvantaged businesses (e.g., MBE, WBE, SBE) to inform them of these contracting opportunities.
  - c. Following receipt of the Statement of Qualifications (SOQs) and/or proposals from the prospective consultants, staff will screen and evaluate the SOQs and/or proposals, conduct interviews (if necessary), negotiate and prepare a final contract with the recommended consultant, and submit the contract to the Board of Directors for approval.
  - d. Selection of consultant shall be based upon demonstrated competence, the professional qualifications necessary for the performance of the required services and value to be provided.
2. Professional services contracts and agreements exceeding \$25,000 but not exceeding \$50,000:
  - a. Staff shall solicit in writing, written proposals from qualified consultants. Although not required, it is preferable that at least three proposals be solicited.
  - b. A full RFQ/RFP process described in section 1 above is not required.
  - c. A contract with the recommended consultant shall be submitted to the General Manager for approval.
3. For professional services contracts and agreements not exceeding \$25,000:

- a. Written proposals are not required.
  - b. Staff may negotiate a contract directly with the recommended consultant.
  - c. A contract with the recommended consultant shall be submitted to the Division Assistant General Manager for approval, unless \$10,000 or less which may be approved by an authorized Chief.
4. General Manager Consultants:
- a. The General Manager may retain consultants for the purpose of assisting the General Manager or for temporarily filling vacant positions which are provided for in the adopted budget, without using the process described in Sections 1 through 3 above.

J. CHANGE ORDERS OR CONTRACT AMENDMENTS

For purchases originally approved by the Board of Directors, staff is authorized to approve change orders or contract amendments provided that the net aggregate of all change orders or amendments to that contract, does not exceed fifteen percent (15%) of the contract price previously authorized by the Board of Directors, in accordance with the following:

- 1. Departmental Chiefs may authorize change orders up to the 10% level.
- 2. Assistant General Managers must approve all change orders between the 10% and 15% level.
- 3. Any change order in excess of 15% requires approval of the Board of Directors.
- 4. Any change order which increases the purchase cost to the level requiring approval of the Board of Directors must be approved in advance by the Board of Directors.

For purchases not originally approved by the Board of Directors, change orders and contract amendments will be approved pursuant to Finance Department procedures.

K. PURCHASING FOR OTHER SERVICES AND SUPPLIES

The following purchases do not require formal or informal solicitation of bids or requests for proposals:

- 1. Cooperative Purchasing – when cooperative purchasing agreements are available with other public agencies (e.g. the State of California, counties, cities, schools or other special districts), to purchase goods or services at a price

established by that agency through a competitive bidding process. For purchases exceeding \$50,000, approval of the Board of Directors is required. For purchases not exceeding \$50,000, approval of the General Manager or as delegated in Section E. General Manager Authority is required.

2. Payments for utilities and utility-related payments, postage, legal services and concessionaire reimbursements from their deposit accounts. These payments do not require approval by the Board of Directors.

L. LEGAL REVIEW

General Counsel shall review all written agreements and contracts for form and legality. In addition, certain requests should be referred to General Counsel for opinion prior to making a decision not to go to bid, which include but are not limited to:

1. Sole source purchases.
2. Specialty building and structure renovations where plans and specifications cannot realistically be prepared and bid.
3. Projects where contractors do not normally do the specific type of work, i.e., hand-built trails, mine scaling, etc.
4. Items purchased in bulk, such as fuel, oil and tires.



## APPENDIX F

### POLICY FOR RECEIPT AND DISTRIBUTION OF TICKETS AND PASSES AND POLICY FOR GIFTS TO AN AGENCY

#### A. POLICY FOR RECEIPT AND DISTRIBUTION OF TICKETS AND PASSES

##### 1. AUTHORITY

This policy is enacted pursuant to the Political Reform Act (California Code of Regulations, Title 2, Division 6, section 18944.1).

##### 2. PURPOSE

The purpose of this policy is to ensure that all tickets and/or passes provided to an official or employee for admission to a facility, event, show, or performance for an entertainment, amusement, recreational, or similar purpose, either from the District or from an outside source, shall be distributed in furtherance of a governmental and/or public purpose pursuant to section 18944.1. In some instances, these tickets and/or passes are not gifts to an official or employee if the District distributes these tickets and/or passes in accordance with an adopted written policy.

##### 3. PUBLIC PURPOSE

The public purpose of providing the complimentary ticket and/or pass to an official or employee for admission to an event is to enable him or her to promote the District and District events, activities, or programs. This includes, but is not limited to the following:

- a. Promotion of special events in accordance with any District contract.
- b. Promotion of public facilities available for public use.
- c. Promotion of District visibility, recognition, or profile on a local, state, or national scale.
- d. Promotion of District-controlled or sponsored events, activities, or programs.
- e. Promotion of tourism activities within the District, including conferences and conventions.
- f. Marketing promotions highlighting the achievements of the District.
- g. Employment recruitment programs.

##### 4. DEFINITIONS

Ticket or Pass: For the purposes of Regulation 18944.1 and this policy, “ticket” or “pass” means admission to a facility, event, show, or performance for an entertainment, amusement, recreational, or similar purpose.

Immediate Family: As defined in Government Code section 82029, “immediate family” means the spouse and dependent children.

#### 5. AUTHORITY OF GENERAL MANAGER

The District delegates the authority to distribute any tickets and/or passes in accordance with this policy to the General Manager or his or her designee.

In instances where the General Manager desires to obtain a ticket and/or pass, the Board President shall make the determination whether the General Manager’s use of the ticket and/or pass is in accordance with this policy.

#### 6. TICKETS AND/OR PASSES PROVIDED BY DISTRICT

A ticket and/or pass provided to an official by the District is not subject to section 18944.1 if the official or employee treats the ticket/pass as income consistent with applicable state and federal income tax laws and the District reports the distribution of the ticket and/or pass pursuant to this policy.

This provision applies only to the benefits the official receives by the admission and are not applicable to any other benefits the official or employee may receive that are not included with the admission, such as food, beverages, or any item presented to him or her at the event.

#### 7. TICKETS AND/OR PASSES PROVIDED FROM AN OUTSIDE SOURCE

A ticket and/or pass provided from an outside source to the official by the District is not considered a “gift” and will not be reportable if the following requirements are met:

- a. The ticket and/or pass is not “earmarked” by the source for use by the official or employee who uses the ticket/pass;
- b. The District determines, in its sole discretion, which official or employee may use the ticket and/or pass; and
- c. The distribution of the ticket and/or pass by the District is made in accordance with this policy.

#### 8. EXEMPTION

A ticket and/or pass provided to an official or employee for admission at an event at which the official or employee performs a ceremonial role or function on behalf of the District is not a gift to the official and is exempt from this policy. These tickets/passes are exempt from any disclosure or reporting requirements.

9. TRANSFER PROHIBITION

The transfer by any official or employee of any tickets and/or passes distributed pursuant to this policy to any other person, except to members of the official's immediate family for their personal use, is prohibited.

10. WEBSITE POSTING

This policy and any reporting requirement shall be posted on the District's website.

11. DISCLOSURE FORM

The distribution of a ticket and/or pass pursuant to this policy shall be posted on FPPC Form 802, or any other form as may be required, and shall be posted in a prominent fashion on the District's website within thirty (30) days after the distribution. The information contained in the posting shall include all the information as required under section 18944.1.

12. FILING OFFICER AND RETENTION OF FORMS

The Clerk of the Board is the filing officer of these forms and shall keep a log of the forms under both the name of the District and the official receiving the payment.

The forms are public record and are subject to inspection and copying. The forms shall be maintained on file and on the District's website for a period of not less than four (4) years.

B. POLICY FOR GIFTS TO AN AGENCY

1. AUTHORITY

This policy is enacted pursuant to the Political Reform Act (California Code of Regulations, Title 2, Division 6, section 18944.2).

2. PURPOSE

The purpose of this policy is to set forth circumstances, pursuant to section 18944.2, under which payment made to the District, that is controlled by the District and used for official District business, is not considered a reportable or limited gift to an official or employee, although the official or employee receives a personal benefit from the payment.

### 3. OFFICIAL DISTRICT BUSINESS

“Official District Business” as used in this policy shall refer to activities and/or functions in which an individual participates in or performs in order to carry out the mission, programs, and goals of the District.

### 4. DEFINITIONS

Payment: As defined in Government Code section 82044, “payment” means a payment, distribution, loan, advance, deposit, gift, or other rendering of money, property, services, or anything else of value, whether tangible or intangible.

Agency Head: An individual in whom the ultimate legal authority of an agency is vested, or who has been delegated authority to make determinations by the District for purposes of this policy.

### 5. AUTHORITY OF GENERAL MANAGER

The District delegates the authority to determine and control the District’s use of payment in accordance with this policy to the General Manager or his or her designee.

### 6. GIFTS TO THE DISTRICT

A payment, which is otherwise a gift to an official or employee, as defined in Government Code section 82028, shall be considered a gift to the District and not a gift to the official or employee if the following requirements are met:

- a. The General Manager determines and controls the use of the payment.
  - i. The donor may identify the purpose, but may not designate by name, title, class or otherwise an official or employee who may use the payment.
  - ii. The General Manager selects the individual who will use the payment. The General Manager may not select himself or herself as the individual who will use the payment.
- b. The payment must be used for official District business.
- c. The District reports the gift.

### 7. WEBSITE POSTING

This policy and any reporting requirement shall be posted on the District’s website.

## 8. DISCLOSURE FORM

The use of the payment pursuant to this policy shall be reported on FPPC Form 801, or any other form as may be required, and shall be filed with the Clerk of the Board within thirty (30) days after use of the payment. The information on the form shall include all the information as required under section 18944.2. The Clerk of the Board shall post a copy of the form on the District's website.

## 9. FILING OFFICER AND RETENTION OF FORMS

The Clerk of the Board is the filing officer of these forms and shall keep a log of the forms under both the name of the District and the official receiving the payment.

The forms are public record and are subject to inspection and copying. The forms shall be maintained on file and on the District's website for a period of not less than four (4) years.

## 10. LIMITATIONS

This policy does not apply to the following payments:

- a. A payment for travel, including transportation, lodging, and meals for an official specified in Government Code section 87200.
- b. A payment for travel to the extent that it exceeds the District's reimbursement rates for travel, meals, and lodging, and other actual expenses.
- c. A payment for travel that the General Manager or his or her designee has not pre-approved in writing in advance of the date of the trip.
- d. Passes or tickets, which are governed by Regulation 18944.1 and by the District's policy for receipt and distribution of tickets and passes.
- e. Payments from the federal government or federal government agency, such as a grant, reimbursement, funding, or other payment, for education, training, or other inter-agency programs.