

SILICON VALLEY
ANIMAL CONTROL AUTHORITY

AGENDA ITEM

Resolution Amending the Rules of the Board

RECOMMENDED MOTION

That Resolution 2018-2 amending the Rules of the Board be approved.

DISCUSSION

Section A. Meetings

Section 1 was updated to reflect the change in meeting date from the fourth Thursday of the month to the fourth Wednesday.

CONCLUSION

Staff is recommending that the Rules of the Board be amended as presented.

DOCUMENTS ATTACHED

Resolution 2018-2 Approving Amendment to the Rules of the Board
Rules of the Board, as revised

RESOLUTION NO. 2018 – 2

APPROVING AMENDMENTS TO RULES OF THE BOARD

SILICON VALLEY ANIMAL CONTROL AUTHORITY

**COUNTY OF SANTA CLARA
STATE OF CALIFORNIA**

WHEREAS, the Silicon Valley Animal Control Authority (the “Authority”) Board of Director’s meeting time has been altered; and

WHEREAS, the Executive Director have carefully considered and recommended appropriate change to the Rules of the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Silicon Valley Animal Control Authority hereby adopts and approves the Rules of the Board in their amended form as presented by staff.

PASSED AND ADOPTED this 23rd day of May 2018 by the following vote:

AYES:

NOES:

ABSENT:

Chairperson, Board of Directors
Silicon Valley Animal Control Authority

ATTEST:

Board Secretary

Silicon Valley Animal Control Authority

Rules of the Board

A. Meetings

1. Regular Meetings

The Board of the Silicon Valley Animal Control Authority ("the Authority") shall hold bi-monthly meetings on the fourth Wednesday of the month which shall begin at 8:30 a.m. The Board shall meet the following months: January, March, May, July, September and November.

2. Special Meetings

Special meetings may be called at any time by the Chairperson or a majority of the Board members by delivering personally, by e-mail or by mail, written notice to each Board member, by posting the written notice personally or by mail to each local newspaper of general circulation, radio station and television station which has made written request for such notice. Such notice must be delivered and posted at least twenty-four (24) hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings. Such written notice may be dispensed with, as to any Board member who, at or prior to the time the meeting convenes, files with the Executive Director a written waiver of notice. Such waiver may also be given by telefax or e-mail.

3. Location of Board Meetings

All regular and special meetings of the Board shall be held at the administrative offices of the Authority or at such other location as the Chairperson or Board shall designate.

4. Meetings to Be Public

All regular, adjourned, and special meetings of the Board shall be open and public, provided, however, the Board may hold closed sessions from which the public may be excluded for the consideration of those matters permitted by state law pursuant to Government Code section 54950 et seq.

No member of the Board, employee of the Authority, or any other person present during a closed session of the Board shall disclose to any person the content or substance of any discussion that took place during said closed session without prior authorization by a majority vote of the Board; provided, however, that any member of the Board may discuss closed session items with the Board

member's alternate. A Board member who is found by the Board to have made disclosure in violation of the foregoing provisions shall be subject to either or both (i) motion of censure, or (ii) removal from any one or more of the offices which he or she holds by reason of election or appointment by the Board, such as Chairperson, Vice Chairperson, representative of the Board on an outside board or commission, or membership on a Board committee.

5. Board Meeting Preparation

The Executive Director shall cause the Board meeting room doors to be unlocked fifteen minutes prior to any regular or special meeting. In addition, he or she shall cause all preparations for the Board meeting room and other available public facilities for the general comfort of the audience and efficiency of the meetings.

6. Quorum; Special Quorum Requirements

A quorum means the presence of the Santa Clara Board member and two Directors of the other Member Agencies to represent a majority of the Member Agencies. Actions of the Board require a quorum present and, except as provided below, a four (4) vote majority of the six (6) unweighted total votes on the Board. Where there is no quorum, the Chairperson, Vice Chairperson, or any Board member shall adjourn such meeting, or, if no Board member is present, the Executive Director shall adjourn the meeting.

For certain actions specified below, the Board will use a weighted voting procedure as described in Section 2.8 of the Joint Exercise of Powers Agreement for the Silicon Valley Animal Control Authority ("JPA"); the affirmative votes of at least four fifths (4/5) of the Board shall be required for the Board to propose an amendment to or termination of the JPA Agreement, to approve the addition of new Member Agencies to the JPA Agreement, to approve the issuance of any bonds or the restructuring of any bond financing, to approve any budget actions requiring increased amounts to be paid by a Member Agency over and above approved budget appropriations, and to modify the Member Agencies' contributions to Operating Costs pursuant to Section 6.3.2 of the JPA Agreement.

7. Agenda

An agenda shall be prepared for each regular meeting containing the specific items of business to be transacted and the order thereof. Items of business may be placed on the agenda by any Board member, the Executive Director, or the General Counsel. All reports, ordinances, resolutions, contract documents, or other matters to be submitted to the Board at a regular meeting shall be delivered to the Executive Director no later than 5:00 p.m., five (5) business days prior to

the meeting. The Executive Director shall prepare the agenda of all such matters according to the order of business, numbering each item consecutively. A complete copy of the agenda shall be sent to each Board member in time to reach the recipient not later than 5:00 p.m. three (3) business days prior to each regular Board meeting. When the agenda packet is prepared, the Executive Director shall also distribute it to the City Manager or designee of each member city of the Authority. The Executive Director shall exclude from public dissemination any reports or information related to closed session matters.

8. Additions to Agenda

No matters shall be finally acted upon by the Board unless they are included on the posted agenda; provided, however, items of business not appearing on the posted agenda may be considered pursuant to applicable Brown Act provisions.

9. Order of Business

The business of the Board at each regular meeting shall be taken up for consideration and disposition in the following order:

1. Call to Order
2. Roll Call
3. Public Comment
4. Consent Calendar
5. Public Hearings (7:00 p.m. - if scheduled)
6. Unfinished Business
7. New Business
8. Board Reports
9. Staff Reports
10. Closed Session (if necessary)
11. Adjournment

The Chairperson or a majority vote of the Board may change the order of business at any time during the meeting; furthermore, the Board shall, whenever practicable, set hearings for a specific time and such hearing shall begin at the stated time, or as soon thereafter as possible.

10. Official Action of the Board

The Board shall take official action by ordinance, resolution or minute order.

11. Expense Reimbursement

Each Board member may receive reimbursement for the reasonable and necessary expenses incurred in the performance of duties on behalf of the

Authority and at the request or with approval of the Board provided appropriate documentation of the expenses incurred is furnished to the Executive Director.

B. ADDRESSING THE BOARD

1. Right to Address Board

Any person shall have the right to address the Board during consideration of any item on the Board's agenda or during the time for public comment if the subject matter is not on the agenda but pertains to a matter within the jurisdiction of the Board.

2. Manner of Addressing Board

Any person wishing to address the Board shall stand or raise his or her hand and wait to be recognized by the Chairperson. He/she shall state his/her name and city of residence for the record and proceed to address the Board. All remarks and questions shall be addressed to the Board through the Chairperson and not to any member thereof or to the public. No question shall be asked of a Board member or a member of the Authority staff without first obtaining permission of the Chairperson.

3. Time Limitation

The Chairperson or a majority of the Board may limit the time speakers may have to make oral presentations or offer public comment to the Board. In the event that more than one person makes such a request on any one item of business, the Chairperson may designate a reasonable time limit for it. When any group of persons wishes to address the Board on the same subject matter, it shall be proper for the Chairperson or Board to inquire whether or not the group has a spokesperson, and if so, to direct that the spokesperson be heard first, with the subsequent speakers in the group limited to information not already presented by the spokesperson.

C. CHAIRPERSON AND VICE CHAIRPERSON

1. Election of Officers

A Chairperson and Vice Chairperson shall be elected annually by the Board from among its members by a majority vote of the Board at the regular Board meeting held in January.

2. Term of Office

The Chairperson and Vice Chairperson shall each hold office until his/her successor is elected and qualifies. The Chairperson and the Vice Chairperson may be elected to no more than two consecutive one-year terms.

3. Qualifications

Any member of the Board is eligible to serve as Chairperson or Vice Chairperson, irrespective of seniority, rotation, or prior service as Chairperson or Vice Chairperson. In casting votes for Chairperson and Vice Chairperson, members of the Board may consider the candidate's leadership qualities, his/her ability to conduct meetings of the Board expeditiously and fairly, and his/her willingness to represent and implement positions adopted by the Board when such positions are at variance with his/her personal views, as well as any other factors deemed pertinent.

4. Duties of Officers

The Chairperson, or in his/her absence the Vice Chairperson, shall be the presiding officer of the Board and shall assume his/her place and duties as such immediately following his/her election. If the Chairperson is absent or unable to act, the Vice Chairperson shall serve until the Chairperson returns or is able to act. During such periods, the Vice Chairperson has all of the powers and duties of the Chairperson. In the event the Vice Chairperson is absent, the Chairperson shall have the right to name any member of the Board to perform the duties of the Chairperson, but such substitution shall not extend beyond adjournment.

The Chairperson shall preserve strict order and decorum at all meetings of the Board and announce its decisions on all subjects, and decide all questions of order, subject, however, to an appeal as herein described. The Chairperson shall sign all resolutions adopted and contracts approved by the Board at meetings at which he/she is in attendance. In the event of his/her absence, the Vice Chairperson shall sign such documents as have been adopted during the meeting at which he/she presided.

The Chairperson shall serve as the liaison between the Authority's Executive Director and the Authority Board. The Chairperson shall also serve as the spokesperson of the Board relative to all external communications regarding Authority business.

D. RULES OF PARLIAMENTARY PROCEDURE AND DEBATE

1. Call to Order

The Chairperson, or in his/her absence, the Vice Chairperson, shall take the chair at the appointed hour for the meeting, and shall call the Board to order. In the absence of the Chairperson and the Vice Chairperson, and the failure of the Chairperson to appoint a temporary Chairperson, the Executive Director shall call the Board to order, whereupon a temporary Chairperson will be elected by the members present. If the Chairperson or Vice Chairperson arrives after the meeting is called to order, the temporary Chairperson shall serve until the disposal of the item then under consideration after which the Chairperson or Vice Chairperson shall assume the chair. In no event shall the temporary Chairperson serve beyond adjournment.

2. Roll Call

Before proceeding with the business of the Board, the Executive Director shall call the roll of the Board members, and the names of those present, absent or excused shall be entered in the minutes.

3. Reading of the Minutes

Unless the reading of the minutes of a Board meeting is requested by a majority of the Board, such minutes may be approved without reading as part of the Consent Calendar if the Executive Director has previously furnished each Board member with a copy.

4. Chairperson May Debate and Vote

The Chairperson may move, second and debate from the Chair, subject only to such limitations of debate as are, by these rules, imposed on all Board members and shall not be deprived of any of the rights or privileges of Board members by reason of his/her acting as Chairperson.

5. Obtaining the Floor

Any Board member desiring to speak shall address the Chair, and upon recognition by the Chairperson, shall confine him/herself to the question under debate.

6. Decorum

While the Board is in session, the Board members and members of the public must preserve and observe order and decorum, and no person shall, by

conversation or otherwise, delay or interrupt the proceedings or the orderly conduct of the meeting, nor disturb any Board member while speaking, or refuse to obey the orders of the Board or of the Chairperson, except as otherwise herein provided. When necessary to enforce decorum, the Chairperson, subject to Board appeal, or the Board itself may order a person removed from the public meeting, or the public meeting may be recessed or closed pursuant to state law.

7. Interruptions

A Board member, once recognized, shall not be interrupted when speaking unless (a) called to order by the Chairperson, (b) a point of order or personal privilege is raised by another Board member, or (c) the speaker chooses to yield to a question by another Board member. If a Board member, while speaking, is called to order, he/she shall cease speaking until the question of order is determined and, if determined to be in order, he/she may proceed.

8. Points of Order

Only a Board member, the Executive Director or the General Counsel may raise a point of order. Points of order shall be limited to cases where the discussion or debate on the floor does not pertain to the item of business before the Board at the time or is in violation of any of the provisions of these Rules.

9. Personal Privilege

The right of a Board member to address the Board on a question of personal privilege shall be limited to cases in which his/her integrity, character or motives are questioned or where the comfort or welfare of the Board, staff and audience are concerned. A Board member raising a point of personal privilege may interrupt another Board member who has the floor, subject only to the power of the Chairperson to call him/her out of order.

10. Call for the Question

A call for the question is a motion to halt debate on a motion before the Board. A Board member calling for the question must receive a second to his/her motion. A properly moved and seconded call for the question must be voted on immediately and is not debatable. If the motion calling for the question passes by a two-thirds vote, then the motion before the Board on which the question was called must be voted on immediately without further debate.

11. Recognition of the Authority Staff

Members of the Authority staff, after recognition by the Chairperson, shall hold the floor until completion of their remarks or until recognition is withdrawn by the Chairperson.

12. Failure to Vote

A Board member who fails to vote without stating his/her abstention or without being disqualified shall be deemed to have cast a "yes" vote.

13. Change of Vote

A Board member may change his/her vote only if he/she makes a timely request during the Board meeting at which the vote was taken and provided said change does not affect the outcome of the vote.

14. Reconsideration of Prior Action

A motion to reconsider a vote on an action shall be in order at the same meeting or the next following meeting from which said action was taken. Any final action taken on a quasi-judicial or administrative matter shall not be subject to a motion for reconsideration. Such motion may be made only by a Board member who has previously voted with the majority on the matter. Tie votes shall be lost motions and the underlying matter may be reconsidered.

15. Failure to Observe Rules of Order

Rules adopted to expedite the transaction of the business of the Board in an orderly fashion are deemed to be procedural only, and the failure to strictly observe such rules shall not affect the jurisdiction of the Board or invalidate any action taken at a meeting that is otherwise held in conformity with law.

16. Robert's Rules of Order

As to the determination of a procedural issue not specifically addressed by these Rules, the Board will be guided by Robert's Rules of Order.

E. MINUTES

1. Preparation of Minutes

The minutes of the Board meetings shall be prepared by the Executive Director, shall be neatly typewritten and kept in a book for that purpose, with a record of each particular type of business transacted set off in paragraphs, with proper

sub-headings. The Executive Director shall be required to make a record only of such business as was actually passed upon a vote of the Board, and shall not be required to make a verbatim transcript of the proceedings. The minutes shall include a record of the names and cities of residence of the persons addressing the Board, the subject matter to which their remarks related, and, if relevant, whether they spoke in support of or in opposition to such matter.

2. Remarks of Board Members

A Board member may request, through the Chairperson, the privilege of having an abstract of his/her statement of any subject under consideration by the Board entered into the minutes. If the Board consents, such statement shall be included in the minutes.

3. Protest Against Board Action

Any Board member shall have the right to have the reasons of his/her dissent from or his/her protest against any action of the Board entered in the minutes.

4. Synopsis of Debate

The Executive Director may be directed by the Chairperson, with the consent of the Board, to enter in the minutes a synopsis of the discussion on any question coming regularly before the Board.

5. Delivery of Minutes

As soon as possible after each Board meeting, but no later than 72 hours before the next Board meeting, barring any emergency situation, the Executive Director shall cause a copy of the minutes thereof to be forwarded to the Board members, the General Counsel, and such other staff members, agencies or persons as may be designated by the Board or that may have specifically requested such in writing.

6. Tape Recordings

The Executive Director shall electronically record all Board meetings, when possible, except closed sessions, to assist the Executive Director in preparation of the minutes, and will retain the recorded tapes for at least two (2) years. The Board may order full tapes or portions thereof retained for longer periods. The recorded tapes shall not be an official Authority record, but shall be available to the public upon request.

7. Public Access to Minutes and Tapes

At least one copy of the minutes of each Board meeting and at least one copy of the recorded tapes of each Board meeting for the preceding two-year period shall be maintained by the Executive Director in such a manner as to be readily available for inspection by the residents of the jurisdiction of the Authority or their authorized representatives, subject only to whatever reasonable conditions the Executive Director may require to avoid excessive interferences with the Authority business or misuse and destruction of Authority property.

8. Storage of the Minutes

The official copy of the Board minutes and recorded tapes shall be stored in the administrative offices of the Authority, or such other depository as may be designated by the Board.

F. Technical Advisory Committee

1. Purposes

The purposes of the Technical Advisory Committee (“TAC”) include:

- To serve in an advisory capacity to the Executive Director and to the Board of Directors
- To provide input and advice to the Executive Director and to the Board of Directors reflecting concerns, desires and issues from the member cities relative to pending Authority matters
- To ensure that all member cities have the opportunity to review and provide feedback regarding recommendations and proposals on major matters of business that go before the Authority Board including the proposed annual budget
- To provide supplemental professional staff support to the Authority at the request of the Executive Director, particularly with respect to functions and disciplines, such as finance and public works, where the Authority may not have the depth of internal resources
- To serve as the liaison and enhance communications between the Authority and each member city
- To ensure that the Authority Board member from a member city is fully informed regarding Authority pending matters in general and issues that may pertain to that respective city in particular

2. Composition

The composition of the TAC shall include representatives from each member city of the Authority. Each member city may determine for itself which of its staff members shall be representatives to the TAC. There is no limit to the number of staff members that a member city may assign to the TAC. Each city shall have only one (1) vote on items requiring action by the TAC.

3. Term.

TAC members are expected to serve for at least one (1) year.

4. Chair and Vice Chair

The TAC shall elect annually from among its members a Chair and Vice Chair. The duties of the Chair and Vice Chair shall be similar to those of the Board Chairperson and Vice Chairperson except the Chair shall not be the spokesperson relative to all external communications regarding Authority business.

5. Meetings

The Executive Director shall call regular meetings of the TAC on a bi-monthly basis. The TAC shall meet the following months: January, March, May, July, September and November. These regular meetings will generally be scheduled for the second Thursday of each month. The Executive Director may call a special meeting of the TAC or any member of the TAC may request the Executive Director to schedule such a special meeting at any time. TAC meetings shall be subject to the rules specified in the Ralph M. Brown Act. Accordingly, regular meetings shall have a minimum of 72 hours prior notice and special meetings require 24 hours prior notice.

6. Removal.

The Board reserves the right to remove any TAC member in the event that serious performance issues arise, including three (3) unexcused absences in a one-year period.

7. Ad Hoc Subcommittees.

In addition to the TAC, the Board may determine, with recommendation from the TAC or the Executive Director, to establish ad hoc subcommittees comprised of member city staff members who may include but are not required to be members of the TAC. Such committees would be established for the purpose of lending technical support to the Executive Director in identified areas, functions or issues.

Silicon Valley Animal Control Authority
Rules of the Board

Adopted: October 23, 2000
Revised: May 21, 2001
Revised: October 22, 2001
Revised: January 27, 2003
Revised: July 28, 2003
Revised: November 22, 2004
Revised: January 25, 2007
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Revised: January 28, 2016
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