



**RICHARDSON BAY REGIONAL AGENCY**  
**BOARD OF DIRECTORS GOVERNANCE MANUAL**

**ADOPTED BY RESOLUTION NO. 25-03**

**MINUTES ACTION: January 9, 2025**

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## **I. GOVERNING DOCUMENTS**

### **A. Richardson Bay Joint Exercise of Powers Agreement (JPA)**

The member agencies of Richardson Bay Regional Agency (RBRA) entered into a Joint Exercise of Powers Agreement (JPA) for the mutual exercise of certain functions within the waters of Richardson Bay that would be beneficial to all parties. The member agencies currently include the City of Belvedere, the City of Mill Valley, the Town of Tiburon, and the County of Marin. The City of Sausalito was an original member of the JPA, but withdrew in 2017.

The JPA provides overall structure and authority for the functioning of RBRA. The JPA may be amended pursuant to the provisions of the JPA. The JPA with its amendments may be found on RBRA website at [rbra.ca.gov](http://rbra.ca.gov).

### **B. State of California Ralph M. Brown Act (“Brown Act” Open Meeting Laws)**

Meetings, communications and related functions of the RBRA Board of Directors are subject to the provisions of State of California open meeting law, known as the “Brown Act,” which is amended from time to time by the State.

## **II. BOARD RULES OF PROCEDURE**

### **A. BOARD OF DIRECTORS ORGANIZATION**

#### **1. Board Elections**

Pursuant to the JPA, the Board shall elect from its own members a Chair and Vice Chair whose terms of office shall be two years. The Chair and Vice Chair may not be reelected to a second consecutive term in the same office.

Board elections of Chair and Vice Chair shall be conducted at the first Board meeting of the fiscal year, at such time the term of Chair or Vice Chair expire, or as soon thereafter as is practical or is otherwise designated by the Board.

#### **2. Vacancies**

If the position of the Chair becomes vacant, the Vice Chair shall assume the duties of the Chair until an election is conducted at the next meeting of the Board.

If the position of Vice Chair becomes vacant, the Board will conduct an election to fill the remaining term at the meeting in which the position becomes vacant, or at the next meeting of the Board.

#### **3. Chair and Vice Chair Duties**

The duties of the Chair are to supervise the preparation of the agenda for Board meetings, preside at Board meetings, and undertake other duties required by the JPA, or as may be assigned by the Board. The Chair may represent RBRA to other agencies, organizations, and the public. The Chair shall execute any contracts and other legal instruments approved by the Board unless otherwise assigned to the Executive Director or their designee.

The Vice Chair shall assume the duties of the Chair in the absence or request of the Chair.

#### **4. Board Committees**

##### **a. Standing Committees**

Standing committees are formed to study a subject for an indeterminate time frame. When the standing committee is created by the Board, the Board may appoint one (1) or two (2) Board Members to serve on the committee. An additional Board Member may attend committee meetings only if authorized by the Board and it does not result in more than two (2) Board members attending any of the meetings. Standing Committees will meet as necessary and shall comply with the requirements of the Brown Act.

## **b. Ad hoc subcommittees**

Ad hoc subcommittees are formed to study a specific issue for a limited time frame. According to the Brown Act, ad hoc subcommittee meetings are not required to be noticed and open to the public. Only appointed board members may attend ad hoc subcommittee meetings. No more than two (2) Board members may be appointed to an ad hoc subcommittee. Ad hoc subcommittees are dissolved when their objective is complete or they are no longer needed, as determined by the Board.

## **c. Committee Work**

The Executive Director or their designee shall work with and support the efforts of standing and ad hoc subcommittees. Actions by committees and ad hoc subcommittees shall be limited to recommendations to the Board, unless otherwise assigned by the Board. Each committee or ad hoc subcommittee may inform the Board about its work and progress at Board meetings. The full Board may take action on the recommendations of the committees or ad hoc subcommittee.

## **B. MEETINGS**

### **1. Regular Meetings – Time and Location**

The Board of Directors shall typically hold regular meetings the second Thursday of every other month at 5:30 p.m. in the Chambers of the Tiburon Town Hall, 1505 Tiburon Boulevard, Tiburon, CA, 94920.

The typical date and meeting start time of a regular meeting of the Board may be varied if determined to be necessary by the Chair to achieve a quorum or conduct business. The Board Clerk shall give appropriate prior written notice of the adjusted date and starting time to the press and public in compliance with the Brown Act open meeting laws. When the day for any regular meeting falls on a legal holiday or an observed religious holiday, no meeting shall be held on such holidays; the meeting shall be moved to a date set by the Chair and with sufficient quorum, or cancelled at the discretion of the Chair.

The Chair may also cancel a Board meeting due to lack of quorum or lack of substantive agenda items. Notification of meeting cancellation shall be posted at all required posting locations.

Meeting location attendance shall be limited to the posted capacity thereof. Virtual meeting attendance and participation may be provided, when feasible, and in compliance with the Brown Act.

The Chair in collaboration with the Executive Director shall have the authority to authorize that a Board meeting be held at a facility other than the Tiburon Town Hall Chambers. Alternative meeting locations shall be within the jurisdictional boundary of the JPA member agencies. The Board Clerk shall give appropriate written notice of the adjusted meeting location on the Board agenda.

## **2. Special Meetings**

Special meetings may be called at any time by the Chair. Notice must be posted in compliance with the Brown Act and shall specify the time and place of the special meeting and the business to be transacted.

Special meetings may also be in the form of a public workshop or study session on a matter that requires additional analysis, or that would benefit from a more informal meeting setting to allow for added dialogue on matters of community interest. The Chair shall coordinate the meeting with the Executive Director regarding the planning and scheduling of any Board public workshops/study sessions.

## **3. Closed Sessions**

The Board may hold closed sessions during any regular or special meeting, or any time otherwise authorized by law, to consider or hear only matters that are authorized by State law. The Board may exclude from any such closed session any person or persons, which it is authorized by State law to exclude from such closed sessions. The general subject matter for consideration shall be shown in the agenda posted for such session pursuant to the procedures set forth in the Brown Act.

## **4. Meeting Attendance by Board Members**

Board Members are expected to attend all meetings of the Board of Directors. Should a circumstance arise to which a Board Member must teleconference, notice must be provided pursuant to the Brown Act. Board Members unable to attend any meeting should notify the Board Clerk as far in advance of the meeting as possible. Such notification shall constitute an excused absence.

## **5. Quorum**

Three (3) members of the Board shall constitute a quorum and shall be sufficient to transact regular business. If fewer than three (3) Board Members appear at a regular meeting, the members present may adjourn the meeting to a stated day and hour. If all members are absent, the Board Clerk may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be delivered personally or by mail/email to each Board Member at least twenty-four (24) hours before the time of the meeting as specified in the notice.

## **C. AGENDAS**

### **1. Agenda Preparation**

An agenda shall be prepared for each meeting of the Board of Directors containing the specific items of business to be transacted and the order thereof. The Executive Director shall coordinate with the Chair regarding each Board of Directors agenda.

The Board Clerk shall prepare the agenda for posting and distribution. Each item on the agenda shall contain a brief description of the issue and action to be taken. Whenever feasible, each action

item on the agenda should contain a staff recommendation and/or a recommendation from a Board subcommittee.

The agenda for a regular meeting, together with all reports pertaining thereto, should be delivered electronically to the Board Members at least 72 hours in advance of the start time of the meeting.

## **2. Procedure for Bringing Matters Before the Board of Directors**

Any Board Member may convey a request to place an item on the agenda, accompanied by background information and purpose of the item, to the Chair. The Chair may accommodate the request, subject to availability of space on RBRA agendas and other considerations at the discretion of the Chair.

Items of business may also be placed on the agenda by the Executive Director or by RBRA legal counsel.

## **3. Agenda Order of Business**

At the time set for each regular meeting, the Board Members, Board Clerk, Executive Director, and such staff or RBRA legal counsel as have been requested to be present shall take their regular places in the meeting location. The Chair shall call the meeting to order and the business of the Board shall be taken up for consideration and disposition in the order as set on the agenda. Agenda items may be taken out of order, at the discretion of the Chair or 2/3 majority of the Board, for circumstances such as, but not limited to: number of interested parties anticipated to attend for particular agenda items, costs to the RBRA for persons waiting for the agenda item, or attendance by other agency representatives or other interested parties.

## **4. Contents of Agenda**

Regular meeting agendas will typically, but not necessarily, contain the following title headings in the order listed below. If a closed session of the Board is conducted prior to or following a regular meeting, the agenda shall contain applicable language pursuant to the Brown Act.

### **Roll Call**

The Board Clerk shall call the roll of the Board Members, and the names of those present shall be entered into the minutes.

### **Public Comment**

The Board shall consider all written and oral communications from the public. All written and oral communications shall be subject to the provisions of Section M below, and State Law.

Members of the public may address the Board for up to three minutes per speaker on matters not on the agenda, unless an alternative time limit is set by the Chair or a majority of the

Board. Pursuant to the Brown Act, Board members may not deliberate or take action on items not on the agenda, and generally, only may listen.

### **Ceremonial Matters**

Ceremonial matters include reading of proclamations, awards and special recognitions.

### **Executive Director and Harbormaster Reports**

Executive Director and Harbormaster verbal and/or written reports regarding matters of interest to the Board.

### **Consent Agenda**

The Consent Agenda reflects those agenda items with prior policy approval from the Board and/or are administrative matters. Unless any item is specifically removed by a member of the Board, staff, or in response to a request by a member of the public in attendance wishing to comment, the Consent Agenda will be adopted by one motion. The Consent Agenda will consist of:

Approval of Minutes: The Board shall consider the correction, if necessary, and approval of the minutes of the previous meetings. A full reading of the minutes shall not be required unless requested by a majority of the Board. It shall be the Clerk's goal to bring forth the approval of minutes of regular meetings of the Board of Directors no later than the next regular meeting.

Other matters: The Consent Agenda may also include any other matter of a routine or administrative nature.

Members of the Board may pull a Consent Agenda item to ask questions and/or for further discussion. It should be noted that matters on the Consent Agenda are typically routine in nature, and as such, pulling of Consent Agenda items should be done infrequently in order to ensure efficient time management of the meeting.

Consent Agenda items pulled for questions and/or for further discussion may be considered prior to a vote on the Consent Agenda, or the Chair may place the item under the Discussion/Action portion of the agenda.

### **Discussion/Action Items**

The Board shall consider the reports and recommendations presented by staff, and take action by a motion either approving or denying each recommendation. An affirmative majority vote is required for passage.



### **Presentations**

Presentations on particular topics of interest to the Board will be provided by staff, affiliated contractors, or other invited parties on an as needed basis. The Board may take actions on presentation matters.

### **Public Hearings**

Public hearings may be required by State or local law. In general, a public hearing is an open consideration within a regular meeting of the Board for which special notice has been given and may be required. During a specified portion of the hearing, any resident or concerned individual is invited to present protests or offer support for the subject under consideration.

Public hearings may also be held before a hearing officer or board designated by the Board, and shall be conducted consistent with RBRA ordinances and State law.

Those public hearings set by the Board may be cancelled only by vote of the Board. Public hearings may be continued to a date certain without re-noticing upon majority vote of the Board.

### **Announcement of Board Meetings and Events**

The Board does not deliberate over these items and therefore there is no public comment on these items. This announcement of future RBRA meetings and events shall consist of:

Upcoming RBRA Events and Upcoming Board Meetings

### **Board Member Comments**

Board Members may make announcements on matters of interest to RBRA. No action may be taken on such matters unless expressly noted on the agenda.

### **Adjournment**

The meeting shall be adjourned when the Chair calls for adjournment after conclusion of businesses on the agenda. The Board may adjourn the meeting in memory of a recently deceased member of the community.

## **D. CONDUCT OF MEETING**

### **1. Powers and Duties of the Chair at Board Meetings**

#### **a. Presiding**

The Chair shall preside at the meetings of the Board and shall preserve strict order and decorum at all regular and special meetings of the Board.

### **b. Stating of Motions and Actions**

The Chair, or such member of staff as the Chair may designate, may verbally restate each motion immediately prior to calling for the vote. Following the vote, the Chair shall announce whether the motion carried or was defeated. The Chair in their discretion may publicly explain the effect of a vote for the audience, or they may direct a member of the staff to do so before proceeding to the next item of business.

### **c. Participation**

The Chair may move, second, debate, and vote. They shall not be deprived of any of the rights and privileges of a Board member by reason of their acting as Chair.

### **d. Maintaining Order and Decorum**

The Chair shall be responsible for the maintenance of order and decorum at all meetings. In the event of continual disruption to the order of the meeting, the Chair may call for the removal of person(s) or call for a recess in accordance with State law.

### **e. Signing of Documents**

The Chair shall sign all ordinances, resolutions, and other documents necessitating their signature which were adopted in their presence. In the absence of the Chair, the Vice Chair or Acting Chair presiding at the meeting when the documents were adopted may sign said documents.

## **2. Duties of Board Members**

Promptly at the time set by law on the date of each regular meeting, the members of the Board shall take their regular stations in the designated meeting room and the business of the Board shall be taken up for consideration and disposition.

## **3. Requests for Technical Assistance**

A majority vote of the Board shall be required to direct staff to provide technical assistance, develop a report, initiate staff research, or respond to requests for information or service generated by an individual Board Member.

## **E. ADDRESSING THE BOARD**

### **1. Written Correspondence**

Interested parties or their authorized representatives may address the Board by written correspondence regarding matters of concern to them.

The Executive Director, Harbormaster or Board Clerk are authorized to receive and open all correspondence addressed to the Board of Directors. Administrative business not requiring Board action may be handled by those staff members or their designees, with responses made or actions taken reported to the Board Members.

## **2. Board Agenda Communications**

Communications relating to an item on the agenda of a Board meeting received via mail or email by the Harbormaster or Board Clerk at least one hour prior to the start of the Board meeting shall be submitted to the Board prior to the meeting. Said communications shall be available to the public.

## **3. Right To Address Board**

Subject to the provisions of Sections E-4 and E-5, members of the public shall have the right to address the Board on agenda items, pursuant to the Brown Act.

Once interested persons have addressed the Board during the public comment period for said item, those parties may not speak to the item again, unless expressly permitted by the Chair.

## **4. Manner Of Addressing Board**

Any person present at the meeting desiring to address the Board shall wait to be recognized by the Chair. After being recognized, they may state their name for the record and proceed to address the Board. All remarks and questions should be addressed to the Board as a whole and not to any member thereof. No response shall be provided by a Board Member or a member of the staff without first obtaining permission of the Chair.

Those persons attending the meeting remotely may request, in the manner noted on the Board agenda, to be recognized by the Board Clerk to address the Board. After being recognized by the Chair, they may state their name for the record and proceed to address the Board.

## **5. Time Limitation**

It is the intent of the Board to hear various perspectives on matters on its agenda. The time period for public comment on items on the agenda typically will be three (3) minutes. However, there may be instances in which the number of people who wish to speak, the number of other items on the agenda, the time available on the agenda, or other special circumstances exist that may cause the Chair to determine the Board would be better served by setting a limit of one (1) or (2) minute per speaker.

Notwithstanding the above, the Chair shall provide reasonable accommodation for additional time, if needed.

Speakers are not permitted to yield their time to any other speaker.

The Chair has the discretion to limit the overall time period for public comments and limit the time allowed per speaker. The overall time period that the Chair may set shall be reasonable for the subject matter at hand and allow for a variety of perspectives to be expressed. A typical time limit may be in the range of 30 to 60 minutes. In addition to or in replacement of an overall time limit on public comment, the Chair may limit each public comment to less than three (3) minutes.

When any group of persons wishes to address the Board on the same subject matter, it shall be proper for the Chair to request that a spokesperson be chosen to represent the group so as to avoid unnecessary repetition.

The Chair may allocate a block of time to organized parties to an issue, with consideration for equal time to issues with opposing sides. A typical time limit for such presentations is five (5) to fifteen (15) minutes. The allocation and length of a block of time shall also consider whether it will contribute to Board's intent to hear various perspectives on an issue, provide relevant expertise, and be an efficient use of Board meeting time.

## **F. DEBATE AND DECORUM**

### **1. Getting the Floor**

Every Board Member desiring to speak shall first address and gain recognition by the Chair, and shall confine remarks to the question under debate.

### **2. Questions to Staff**

Every Board Member desiring to question the RBRA staff shall, after recognition by the Chair, address their questions to the staff member. The Executive Director shall be entitled either to answer the inquiry personally, or to designate a member of their staff for that purpose.

### **3. Interruptions**

A Board Member, once recognized, shall not be interrupted when speaking, unless called to order by the Chair. Members of the RBRA staff, after recognition by the Chair, shall hold the floor until completion of their remarks or until recognition is withdrawn by the Chair.

### **4. Points of Order**

The Chair shall determine all points of order subject to the right of any Board Member to appeal to the Board. If an appeal is made, the question shall be, "Shall the decision of the Chair be sustained?" Board decision shall conclusively determine such question of order.

### **5. Board and Staff Decorum and Order**

While the Board is in session, the Board Members and RBRA staff shall preserve order and decorum. A Board member or staff member shall neither by conversation or otherwise delay or

interrupt the proceedings or the peace of the Board, nor disturb any member while speaking or refuse to obey the directives of the Chair.

## **6. Audience Decorum and Order**

Members of the public attending Board meetings shall observe the same rules of order and decorum applicable to the Board Members and RBRA staff. No person shall disrupt the orderly conduct of the Board meeting. Prohibited disruptive behavior includes but is not limited to shouting, making disruptive noises such as boos or hisses, creating or participating in a physical disturbance, speaking out of turn or in violation of applicable rules, preventing or attempting to prevent others who have the floor from speaking, preventing others from observing the meeting, entering into or remaining in an area of the meeting room that is not open to the public, or approaching the Board without consent. Any message to or contact with any member of the Board while the Board is in session shall be through the Board Clerk.

## **7. Enforcement of Decorum**

The Chair shall have the authority to call for a recess, clear the room, or remove members of the public who willfully interrupt the meeting to render the orderly conduct of such meeting unfeasible, as needed to maintain order and decorum as permitted under the Brown Act.

Any person who willfully interrupts the Board meeting so as to render the orderly conduct of such meeting unfeasible may be removed from the room as directed by the Chair, and such person may be barred from further audience before the Board during that meeting.

Direction from the Chair to remove any person(s) from the room may be carried out by any member of the Board or RBRA staff, or by any law enforcement or private security services engaged by RBRA.

Any person who violates the order and decorum of the meeting and fails to cooperate with the orders of the Chair or their designee may be placed under arrest and prosecuted under provisions of applicable law. Aggravated cases shall be prosecuted on appropriate complaint signed by the Chair or a Board Member.

## **8. 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 any 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 the law.

## **G. MOTIONS**

### **1. Presentation of Motions**

A motion is the formal statement of a proposal or question to the Board for consideration and action. Every Board Member has the right to present a motion. A second to a motion is required for the Board to take action.

### **2. Substitute Motion**

A substitute motion may be made to replace the main motion. Any substitute motion shall require a second. In the event that a substitute motion is made and receives a second, the Chair will call for a vote on the substitute motion first, and, if the substitute motion is not approved, the Board will then vote on the original motion.

### **3. Amendment to a Motion**

A Board member may propose an amendment to the motion under consideration, which shall require a second in order to be considered for a vote. An amendment to a motion shall be voted upon prior to a vote on the main motion.

### **4. Precedence of Motions**

When a main motion is before the Board, no motion shall be entertained except the following which shall have precedence, one over the other, in the following order:

- a. Adjourn
- b. Recess
- c. Postpone temporarily or definitely (table)
- d. Previous question
- e. Limit or extend debate
- f. Refer to committee or staff
- g. Amend
- h. Postpone indefinitely

### **5. Restrictions on Precedence of Motions**

The above order of preference is subject to the following restrictions:

- a. A motion shall not be repeated without intervening business or discussion
- b. A motion shall not be in order when the previous question has been ordered.
- c. A motion shall not be in order while a vote is being taken.

## **H. VOTING**

### **1. Voting Procedure**

When any motion is in order for the question, a vote thereon shall be taken by voice or roll call and entered in full upon the record. Voting may be in a randomized order, with the Chair casting the final vote on a roll call vote. Motions may be passed by a simple majority of the members present at a meeting with a quorum, unless otherwise required by State law or Board policy for the action under consideration. Two (2) votes are sufficient if only three (3) members are present, unless otherwise required by State law or Board policy for the action under consideration.

### **2. Change of Vote**

A member may change their vote only if they make a timely request to do so immediately following the announcement of the vote by the Chair and prior to the time that the next item in the order of business is taken up.

### **3. Conflict of Interest**

Board Members shall be subject to the conflict of interest rules set forth in the Political Reform Act (commencing with Section 81000 of the California Government Code) and Sections 1090 et seq. of the California Government Code, and the RBRA Conflict of Interest Code as required and as provided by the implementing regulations of the Political Reform Act.

Any Board Member who has a conflict of interest in any matter coming before the Board shall disclose said interest and shall disqualify themselves from discussing or voting on said matter. The responsibility for determining whether a Board Member has a conflict of interest rests with that individual Board Member.

### **4. Failure to Vote**

Absent a conflict of interest, every member should vote but no Board Member shall be forced to vote. A Board Member who abstains shall, in effect, consent that a majority of the other members present may act for them. Tie votes shall be lost motions and may be reconsidered.

### **5. Voting Disqualification**

A member who is disqualified by a conflict of interest in any matter shall not remain in the meeting during the debate, unless it is a Consent Agenda item, and shall not vote on such matter, but shall request and be given the Chair's permission to absent themselves.

Should the situation arise where a majority of Board Members are disqualified from debate and vote on a particular matter and the Board is unable to assemble a quorum, a random drawing will be conducted by the Board Clerk to determine the minimum number of members required to participate in the debate and vote, and the remaining Board Members that have a conflict of interest shall be disqualified.

## **6. Reconsideration and Rescission of Prior Action**

After motion and vote by the Board, such action may be reconsidered or rescinded only in the following manner:

### **a. Reconsideration**

A motion to set aside a vote (to reconsider) on a main motion shall always be in order at the same meeting. The motion to reconsider is amendable and debatable. Such motion can be made by any Board Member regardless of how they previously voted on the matter. If the motion to reconsider passes, the effect thereof is to over-rule and cancel the prior action.

### **b. Rescission**

A motion to rescind (repeal, cancel, nullify) prior Board action on a main motion shall be in order at any meeting of the Board. The effect of rescinding prior Board actions shall operate prospectively only and not retroactively to the date of the original action. That is, it shall not operate to adversely affect intervening legal rights which create an estoppels situation.

## **7. Lost Motions**

A lost motion is one that fails to receive the necessary number of votes to carry. Tie votes result in a lost motion. Lost motions may be renewed at any subsequent Board meeting. To revive a lost motion at the same meeting, the proper action is a motion to reconsider, as discussed above.

## **I. MINUTES**

### **1. Preparation of Minutes**

The minutes shall consist of a clear concise statement of every Board action, including the motions made and the vote thereon. Minutes shall serve as a summary of the meeting and shall not be verbatim. Reasons for making a motion or casting a specific vote, Board debate, and public comments other than speaker names, are generally irrelevant for purposes of the minutes. Such items may be included if considered to be particularly relevant or otherwise necessary by the Board Clerk, the Executive Director, or the Board. The Board Clerk shall have exclusive responsibility for preparation of the minutes, and any directions for changes in the minutes shall be made only by action of the Board of Directors.

### **2. Minutes of Hearings**

Whenever the Board acts in a quasi-judicial proceeding, such as hearings as stated in Section K, the minutes shall contain a synopsis of all evidence considered in the hearing, including statements of persons addressing the Board.

### **3. Reading of Minutes**

Unless the reading of the minutes of a Board meeting is ordered by a majority vote of the Board, such minutes may be approved on the Consent Agenda if the Board Clerk has previously furnished each Board Member with a copy.



## **J. ORDINANCES, RESOLUTIONS AND CONTRACTS**

### **1. Ordinances**

All ordinances shall be prepared or reviewed by RBRA legal counsel and shall be presented to the Board only when ordered by the Board, or requested by the Chair, or Executive Director, or prepared by RBRA legal counsel on their own initiative.

The introduction, reading, adoption, publication, and effective dates of ordinances shall be conducted pursuant to State law.

### **2. Resolutions**

Resolutions shall be prepared by RBRA staff and reviewed by the Executive Director and/or RBRA legal counsel prior to submittal to the Board for action. In matters of urgency, a resolution may be presented verbally in motion form together with instructions for written preparation for later execution.

Resolutions may be adopted by motion on the date they are first presented to the Board. It is not required that resolutions be read, either in full or by title only.

### **3. Contracts**

All contracts shall be prepared or reviewed by the Executive Director, and shall be presented to the Board when required by RBRA's Purchasing Policy, ordered by the Board, or submitted by the Chair or Executive Director. Contracts shall be reviewed as to form by RBRA legal counsel.

## **K. HEARINGS**

Hearings of the Board shall be conducted pursuant to any applicable RBRA ordinances.

## **L. URGENCY MATTERS AT BOARD MEETINGS**

Urgency matters that come to the attention of the Executive Director, RBRA legal counsel, or a Board Member that are not noticed as an agenda item may be added by the Board to the agenda only in accordance with the Brown Act. Unless otherwise authorized or prescribed by the Brown Act, Board action to place such an urgency matter on the agenda shall:

1. Consider and include sufficient information as to how the need to take action arose following the posting of the agenda, and why there is a need to take action at that particular meeting.
2. Require a unanimous vote of the Board to place the matter on the agenda.

## **M. BOARD COMMUNICATIONS**

### **1. Public Communication to the Board**

Members of the community may contact the Board of Directors by communication methods including but not limited to:

- a. Board Member's email addresses as posted on the RBRA website: [link](#)
- b. Individual Board Member's telephone numbers as posted on the RBRA website;
- c. Via mail addressed to the Board Member, c/o RBRA, Marin County Community Development Agency, 3501 Civic Center Dr. Room 308, San Rafael, CA 94903.

All correspondence received is a matter of public record and will become subject to RBRA's Records Management, Disclosure and Retention Policy.

E-mail addresses, names, addresses, and other contact information included in written communications will become part of the public record. If an individual does not want their e-mail address or any other contact information to be made public, the communication may be delivered via U.S. Postal Service or in person to RBRA, Marin County Community Development Agency, 3501 Civic Center Dr. Room 308, San Rafael, CA 94903. If a person does not want contact information included in the public record, that person should not include that information in the communication.

Written correspondence, including emails sent to Board Members through the RBRA website contact form may be reviewed by the Executive Director or their designee. When follow up is performed by RBRA staff, staff shall send all Board Members a copy of any written communication to the sender, to ensure that all Board Members are provided the same information.

### **2. Board Communications to the Public**

#### **a. Board Member Communications to the Public**

Board members should be clear in communications with the public whether the opinions and positions they convey are their individual positions or when they have been authorized by the Board to speak for the Board as a whole. To coordinate relations between the Board and RBRA staff for the benefit of the public and RBRA, it is recommended that Board Members share communications regarding Board administration with the Executive Director, particularly when communication received requires factual information and/or follow up from staff.

## **b. Public Statements by the Chair**

In the case of an event or matter of concern to the community within the interest of RBRA, the Chair may prepare and issue a statement, which will be made available to all Board members. Any such statement should be consistent with the Board's adopted mission, vision and strategic goals, and any other policy positions adopted by the Board of Directors. Statements from the Chair generally will be posted to the RBRA website.

## **3. Statements on proposed or pending legislation, policies, regulatory actions, or other actions by other governmental bodies**

The Board Chair may convey, or authorize the Executive Director to convey, on behalf of RBRA, verbally or in writing, RBRA's support, opposition, or comment on proposed or pending action concerning legislation, policies, regulatory actions, or other actions by other governmental bodies under any of the following conditions:

- a. The purpose is to convey the position approved by of the Board of Directors on the subject matter of the proposed or pending action
- b. The position being conveyed is consistent with RBRA's mission, goals, plans, and policies
- c. The proposed or pending action threatens the resources or authority of RBRA
- d. The proposed or pending action will result in additional resources to fulfill RBRA's mission

Copies of written communications to other governmental bodies containing support, opposition or comment on proposed or pending legislation, policies, regulatory actions, or other actions shall be transmitted to all members of the Board in a timely manner, and shall be a matter of public record.

## **N. BUDGET AND AUDIT**

### **1. Budget**

The Board shall adopt by resolution an annual operating budget prior to the start of each fiscal year, which begins on July 1. Prior to adoption of the budget, the Board of Directors will receive a report from the Executive Director on revenue and expenditure projections and projected fund balances. The Board shall approve by resolution all budget revisions that change the initial fund appropriations. The Executive Director will present a mid-year budget report to the Board.

### **2. Audit**

Every other year, RBRA shall receive an external audit performed by an independent auditor covering the prior two fiscal years. The Executive Director shall schedule this audit as an agenda item for the Board's review and acceptance. The Executive Director will submit a staff report summarizing the auditor's findings and the general financial condition of RBRA for the audit period. The independent auditor will attend the Board meeting when the audit is presented to the Board.

### **III. STRATEGIC POLICY GUIDANCE**

The Board recognizes the following documents to help inform, although not necessarily limit, its strategic policy direction; these documents can be found on the RBRA website: [rbra.ca.gov](http://rbra.ca.gov):

1. Richardson Bay Special Area Plan; and
2. Board Adopted Transition Plan (2020) and Transition Plan 2.0 (2022)

The Board may amend its Transition Plan(s), or may adopt other plans or tools to help guide its strategic direction.

### **IV. ORGANIZATIONAL POLICIES**

Board policy documents governing duties, responsibilities, and general operations of the Board and RBRA, which can be found on the RBRA website at [rbra.ca.gov](http://rbra.ca.gov), include:

1. Civil Rights Policy
2. Conflict of Interest Code
3. Guiding Principles
4. Lease Capitalization Policy
5. Purchasing Policy
6. Records Management, Disclosure and Retention Policy
7. Reserves Policy
8. Risk Management/Insurance Policy
9. Social Media Policy

Additional organizational policies shall be incorporated into the above list upon their adoption by the Board.

The Executive Director has the authority to implement procedures that are in line with Board policy direction.