



BOARD OF DIRECTORS OPERATING GUIDELINES

Revised June 26, 2025, Resolution 2025-3

MODIFICATION HISTORY

Date	Reso. No.	Modification
12/12/16	2016-4	Board Operating Guidelines adopted by Board of Directors.
12/18/17	2017-6	Added Section 1.3.1 – Agenda Development Added Section 5 – Public Engagement
8/22/19	2019-3	Added Appendix C – Closed Session Policy Pursuant to Government Code Section 54946.96.
6/27/24	2024-7	Added Section 1.3 – Board Member Removal for Cause Revised Section 3.1 – Rules of Procedure, to reflect Brown Act amendments per Senate Bil 1100, removing a member of the public due to disruptive behavior.
6/26/25	2025-3	Added Section 1.9 – Board Member Travel Revised Sections 2.1 and 2.2 by moving three types of agenda item from the CCA Participating Members Weighted Voting list to the Full-Board Equal Weighted Voting list. Revised Section 2.2 – CCA Program Items, enabling the Chair to request a roll call Board member vote in randomized order.

1: INTRODUCTION AND OVERVIEW

1.1 Background and Purpose

The Redwood Coast Energy Authority (“RCEA” or “Authority”) was established on April 22, 2003, by numerous local public agencies to undertake a pilot project created and funded by the California Public Utilities Commission (“CPUC”) and Civic Well (then called the Local Government Commission or LGC), a California nonprofit membership organization. The pilot project was designed to encourage the formation of regional organizations to promote energy efficiency, conservation and increased local self-reliance. RCEA continues to implement robust energy efficiency programs. In addition to its energy efficiency programs, on December 15, 2015, RCEA launched a program to implement and administer an electric service enterprise called a Community Choice Aggregation (“CCA”), synonymously referred to as the Community Choice Energy (“CCE”) program. Through the CCE program, RCEA is the primary electric service provider to residential and commercial customers throughout RCEA’s territorial jurisdiction.

Formation of RCEA initially occurred pursuant to the execution of a Joint Powers Agreement (“Agreement”) by the County of Humboldt, the Cities of Arcata, Blue Lake, Eureka, Ferndale, Fortuna, Rio Dell, and Trinidad, and the Humboldt Bay Municipal Water District. The Yurok Tribe and the Blue Lake Rancheria became signatories to the Agreement in 2023. Each signatory to the Agreement is referred to as a “Member Agency”. The Joint Powers Agreement is the foundational document from which RCEA’s authority and powers are ultimately derived.

RCEA has established these Guidelines pursuant to Section 3.2 of the Agreement to assist the RCEA Board members in achieving RCEA's purposes, including implementation of the Agreement's weighted voting provisions for CCA program matters, providing rules of conduct and procedure, and assisting in the Board's compliance with applicable state laws.

1.2 Board Member Appointment

RCEA Board members are appointed by and serve at the pleasure of their respective Member Agencies. Member Agencies also appoint alternate Board members to attend RCEA Board meetings when the primary Board member is unavailable. Board members are expected to attend every Board meeting. If unable, it is the responsibility of the Board member to arrange for their alternate's attendance or notify the Board Clerk no later than 24 hours prior to any meeting of the Board member and alternate's expected absence.

The primary and alternate Board members may share between each other any information each obtains during an open session of the RCEA Board. However, information obtained in a closed, or executive, session may not be shared between primary and alternate members. It is the Board member's responsibility to regularly inform their respective Member Agencies of RCEA's actions and decisions.

RCEA is a public agency, legally independent and distinct from its Member Agencies. Once appointed, a Board member has full authority to vote on RCEA matters based on the best interests of RCEA. Individual Board members are not required to obtain specific direction from their respective Member Agencies prior to voting.

1.3 Board Member Removal for Cause

A Board Member may be removed by the Board for cause. Cause shall be defined for the purposes of this section as follows:

- a. Unexcused absences from three consecutive Board meetings. Board members shall make every effort to notify the Chair and/or Board Clerk no later than 24 hours prior to any regular meeting of their absence. The failure to give such notice shall be deemed an unexcused absence unless the failure to give timely notice was due to emergency circumstances.
- b. Unauthorized disclosure of confidential information or documents from a closed session or the unauthorized disclosure of information or documents provided to the Board member on a confidential basis and whose public disclosure may be harmful to RCEA's interests.
- c. Failure to comply with RCEA's Conflict of Interest Code and Ethical Conduct requirements listed in section 1.4.

Written notice shall be provided to the Board member proposed for removal and the governing body that appointed such Board member at least 30 days prior to the meeting at which the Board will consider removing the Board member for cause. The notice shall state the grounds for

removal, a brief summary of the supporting facts, and the date of the scheduled meeting to discuss the removal. The Board member proposed for removal shall be given an opportunity to speak at the meeting and to submit any supporting oral or written evidence. The Board member shall not be removed for cause from the Board unless two-thirds of all Board members (excluding the Board member in question) vote in favor of the recommendation.

If a vacancy occurs on the Board, for whatever reason, the Board Clerk shall notify the Member Agency's governing body that a vacancy exists. The Member Agency's governing body shall appoint a replacement to fill the position within 90 days of the Clerk's notification.

1.4 Ethical Conduct, Conflicts of Interest

Members of the Board of Directors must comply with all California laws pertaining to conflicts of interest and ethical conduct. Conflict of interest laws generally prohibit a Board member from making or participating in the making of any decision-making in which they have a financial interest. Failure to adhere to such conflict of interest laws can expose the Board member to civil or criminal penalties, jail time, removal from office, and prevention from seeking additional public office.

These conflict of interest laws provide the minimum standards to which the RCEA Board members are required to comply. As public servants entrusted with RCEA's leadership, members of the RCEA Board of Directors are held to high standards of ethical conduct in order to best maintain the public's trust and confidence in the organization. Board members are required to undergo California Assembly Bill 1234 ethics training for local government officials every two years, receiving their first training no later than one year from the first day of service on RCEA's Board. FPPC Form 700 Statements of Economic Interest must be completed and filed with the RCEA Board Clerk annually, when assuming office, and when leaving office.

1.5 Board Meetings

Regular meetings of the Board occur every month, generally on the fourth Thursday of each month. The Board approves the annual calendar of regular meetings every year at its January meeting. Regular meetings may be changed or cancelled by Board action, or cancelled by the Executive Director if there is no quorum. Special meetings may be scheduled as needed. All Board meetings are subject to Ralph M. Brown Act advance noticing.

Board meeting agendas and packets are distributed to Board members electronically, with hard copies available on request. The Ralph M. Brown Act requires Board agendas to be posted no less than 72 hours before a regular meeting and no less than 24 hours before a special meeting. However, staff will strive to distribute the Board agenda and information packet 5 days prior to the meeting. It is the Board member's responsibility to review all materials before the meeting in order to come prepared.

1.5.1 Agenda Development

The Board meeting agenda is generally developed by the Executive Director. No later than 10 days prior to a regular meeting, the Executive Director shall meet with the Chair, General Counsel, and staff as deemed appropriate by the Executive Director, to discuss the draft agenda.

The Board will review all agenda item requests made by individual Board members or members of the public. Any Board member or member of the public may request that an item be placed on a future Board meeting agenda by bringing the matter to the full Board at the appropriate time of a noticed meeting or by submitting a written request to the Executive Director. The Executive Director will bring written requests for future agenda items to the Board for its determination of whether to place the item on the agenda during a noticed public meeting.

Written requests for items to be placed on the agenda must, at a minimum, contain all of the following:

- a. A substantive outline or summary of the information that will be presented to the Board;
- b. A concise statement of the specific action, if any, the Board will be asked to take on the item; and,
- c. A statement of the reasons why the requesting party believes it is appropriate and within the jurisdiction of the Board to consider this subject matter and to take the requested action.

Items requested to be placed on a future agenda by individual Board members or members of the public must be agreed to by a majority of the full Board. Items approved for future agendas shall be placed on the agenda as soon as possible with consideration for scheduling issues. The Executive Director may, in their discretion, place time sensitive items requested by an individual Board member or member of the public on the agenda for full Board discussion without the Board's prior approval.

1.6 Selection of Board Chair and Vice Chair

By simple majority vote, the RCEA Board selects its Chair and Vice Chair every year at its January meeting. The responsibilities of the Chair include:

- Conducting the monthly and special meetings
- Attending the monthly agenda review meeting
- Being available to sign checks when necessary

The Vice Chair's responsibilities include:

- Conducting the monthly and special meetings when the Chair is unable to
- Attending the monthly agenda review meeting when the Chair is unable to

- Being available to sign checks when necessary

1.7 Overview of Basic RCEA Documents

The Board has approved several key operational and planning documents, some of which come before the Board for approval on an annual basis. The following lists some of these documents.

- Joint Powers Agreement
- Annual Budget
- Annual Audit
- Comprehensive Action Plan for Energy (CAPE)
- RePower Humboldt
- Guidelines for the RCEA Community Energy Program Launch-Period Strategy and Targets
- CCA Implementation Plan
- RePower Humboldt: RCEA's Comprehensive Action Plan for Energy (2019 strategic plan update)
- Organization Chart
- Salary and Wage Schedule
- Energy Risk Management Policy
- Board Operating Guidelines (this document)

1.8 New Board Member Orientation

In order to prepare new Board members, the Executive Director provides an orientation for new Board members. Continuing Board members as well as Member Agency officials and staff are welcome and encouraged to attend.

1.9 Board Member Travel

Travel expenses for agency-related business will be reimbursed to Board and Community Advisory Committee (CAC) members subject to Executive Director approval obtained prior to travel. Should Executive Director approval not be obtainable, the Board or CAC member is required to obtain Board approval at a regularly scheduled or special meeting prior to travel. Board and CAC members will be reimbursed at the same rate and for the same covered expenses as RCEA employees and will follow employee reimbursement procedures as outlined in the RCEA Employee Handbook. Board Directors must utilize RCEA staff to arrange all travel, lodging, and event registrations. RCEA's Executive Director shall designate a staff member who is responsible for making these arrangements.

Section 2: BOARD VOTING

2.1 Non-CCA Program Items, Full-Board Voting Equal Weighting

A majority of the full Board constitutes a quorum for the transaction of non-CCA Program business. Each Board member present at the meeting has an equal vote in all non-CCA program business matters. The following lists the types of items considered to be non-CCA program related:

- Adopting the annual budget
- Contracting, including CCA procurement contracts
- Organizational policies
- Organizational positions on legislative or regulatory matters (even if only related to CCA)
- Personnel matters
- Financial operating policies and procedures
- Litigation or other legal matters
- Program-related matters for any programs not funded by the CCA
- Agency-wide risk management matters, including primary energy-risk management policies/procedures
- Setting of Overall CCA Program Objectives*
- Determining power content targets*
- Procurement strategy and procedures*

*These items, although integral to operating the CCA, are subject to full-Board equal-weighted voting due to their fundamental connection to RCEA's overall strategic planning goals and initiatives.

2.2 CCA Program Items, Participating Members Weighted Voting

Only Board members representing Member Agencies that are CCA Program participants are eligible to vote on CCA program items ("Participating Agencies"). However, all Board members are eligible, and encouraged, to participate in Board discussions of CCA Program matters. The Chair may, at their discretion, request a roll call vote in randomized order. The vote from each Board member representing a Participating Agency consists of:

- 1) 1/3 fixed pro rata share based on total number of Participating Agencies; and
- 2) 2/3 proportional share of electric accounts in Participating Agency's jurisdiction.

The method of computation of these two vote components is set out in the Joint Powers Agreement at Section 4.4. The initial weighted voting shares and total votes, which is subject to update every two years beginning in 2017 on or before March 1, is set out in the Joint Powers Agreement as Exhibit A. These documents are attached here in Appendix A.

A majority of the Board members representing Participating Agencies constitutes a quorum for the transaction of CCA Program business. Each Board member representing a CCA program Participating Agency and present at the meeting shall have a weighted vote in CCA program items. The following lists the types of items considered to be CCA program related:

- CCA budget decisions (which will be incorporated in the overall organizational budget)
- Setting customer rates
- CCA-funded program allocations
- Any policies that apply exclusively to CCA operations

If there is uncertainty whether a particular Board decision is CCA program business or non-CCA program business, RCEA General Counsel will be consulted for a determination on which voting structure applies.

Section 3: CONDUCT OF MEETINGS

3.1 Rules of Procedure

The RCEA is governed by the same laws and regulations that control its Member Agencies concerning the conduct of meetings. This primarily includes the Ralph M. Brown Act, however specific laws may apply in individual situations. When no state or federal law governs a particular procedure, the Board elects to follow as guidelines the parliamentary rules of procedure set out in “Rosenberg Rules of Order: Parliamentary Procedure for the 21st Century.” A copy of these rules is attached as Appendix B. It may also be found at:

https://www.calcities.org/docs/default-source/get-involved/rosenberg's-rules-of-order-simple-parliamentary-procedures-for-the-21st-century.pdf?sfvrsn=d3f73e91_3.

Meetings of the RCEA Board and RCEA's other “Brown Act bodies” such as the Community Advisory Committee (CAC), shall be conducted in an orderly manner. At every regular meeting, members of the public shall have the right to directly address the body on any item of public interest that is under the body's jurisdiction. Unless otherwise specified, public comment will be limited to three minutes per person. Public comment should be addressed to the Board of Directors (or other Brown Act body). Members of the Board of Directors shall generally refrain from engaging in a back and forth conversation with any one member of the public to avoid discussion of a matter not on the agenda.

The Board may remove persons from a meeting who willfully and actually interrupt or disrupt a meeting. Disruptive behavior is defined as behavior that actually disrupts, disturbs, impedes, or renders infeasible the orderly conduct of the meeting, including but not limited to, behavior that:

- a. Violates one of the governing body's regulations addressing the conduct of open meetings, or

- b. A reasonable observer would perceive as a threat to use force by that member of the public.

If a member of the public's behavior is disruptive, the meeting's presiding officer or their designee shall clearly warn that person that their behavior is disruptive and failure to stop the behavior will result in their removal from the meeting. Should that person continue to behave disruptively, staff are authorized to escort the disruptive person from the meeting room or remove them from the teleconference meeting. If order cannot be restored after ejecting the disruptive person, the meeting room may be cleared except for news media representatives who have not participated in the disturbance. No prior warning for removal is necessary if a member of the public behaves in a way that a reasonable observer would perceive as a true threat to use force.

Section 4: INTERACTIONS WITH MEMBER AGENCIES AND MEMBER AGENCY STAFF

The governing officers of the Member Agencies as well as their staff are encouraged to contact the Executive Director at any time questions or concerns arise. Upon direction by the Board or request of a Member Agency, the Executive Director will attend a regular meeting of the Member Agency governing body to present items of concern and answer questions.

Section 5: PUBLIC ENGAGEMENT

5.1 Purpose and Goals

The underlying purposes of RCEA's public engagement efforts include:

- Provide clarity to the public on RCEA Programs, especially the Community Choice Aggregation Program (CCA)
- Provide education to increase understanding and awareness of RCEA programs
- Build trust and confidence in RCEA programs with the public
- Create inclusion for members of the public so they are—and feel—heard and understood
- Build community support for RCEA programs
- Provide input to the Board and staff before decisions are made
- Engage a broad diversity of community stakeholders
- Ensure that RCEA decisions are made in alignment with explicitly stated criteria

The goals and desired outcomes of RCEA's public engagement efforts include:

- Community enthusiasm and support for RCEA decisions
- High participation in the public engagement process
- Establish and maintain high standards for public engagement strategies and processes
- High CCA customer participation rate (>90%)

5.2 Public Engagement Principles

RCEA and the Board will apply the following principles to public engagement:

- **Accountability and Transparency:** RCEA will enable the public to participate in decision-making processes by providing clear information on the issues, the ways to participate, and how their participation contributes to the decision.
- **Fairness and Respect:** RCEA will maintain a safe environment that cultivates and supports respectful public engagement.
- **Accessibility:** RCEA will respect and encourage participation by providing ample public notice of opportunities, resources, and accommodations that enable all to participate.
- **Predictability and Consistency:** RCEA will prepare the public to participate by providing meeting agendas, discussion guidelines, notes, and information on next steps.
- **Efficient Use of Resources:** RCEA will balance its commitment to provide ample opportunities for public involvement with its commitment to delivering government services efficiently and using RCEA resources wisely to make effective forward progress on RCEA's goals.
- **Evaluation:** RCEA will monitor and evaluate its public participation efforts to identify and act on opportunities to improve its processes.

5.3 Community Advisory Committee

The Board has established a Community Advisory Committee (CAC) to support RCEA public engagement efforts and to provide decision-making support and input to the RCEA Board.

- 5.3.1 The CAC will have up to 15 members, appointed by the RCEA Board. Each Board Member shall recommend appointment of one CAC member of their choosing. In order to accommodate outlying/unincorporated communities, the County representative shall recommend appointment of a total of three individuals. Up to - two at-large members will be selected through an open application process and voted on by the full Board. CAC members will be appointed for two-year terms but can be removed at any time by the Board.
- 5.3.2 All CAC members shall have their primary residence in Humboldt County.

- 5.3.3 The Board will appoint at least one RCEA Board member as a CAC liaison that will attend CAC meetings but will not vote.
- 5.3.4 Regular CAC meetings will be held at least quarterly at a regular date and time that will be established annually by the CAC. Special CAC meetings may be held to address specific topics or situations as needed. The Board may hold a joint Board and CAC meeting at its discretion.
- 5.3.5 CAC meeting agendas will be developed by the Executive Director and shall include those items requested by the Board as well as those items the Executive Director determines appropriate.
- 5.3.6 CAC members are held to the same standards of ethical conduct and the same conflict of interest laws as the RCEA Board members. CAC members must file annually FPPC Form 700 Statements of Economic Interest.

5.4 Ad Hoc Committees and Working Groups

In addition to the CAC, the Board may at its discretion create ad hoc committees, working groups or task forces, to address specific topics or projects as specified by the Board. These ad hoc committees, working groups and task forces may be comprised of Board members, community members, or a combination of both, to be appointed as determined by the Board. These committees may be subject to the Ralph M. Brown Act and conflict of interest laws. The individuals serving on these ad hoc committees will be notified of the Brown Act and conflict of interest law applicability at the time of appointment. All appointed ad hoc committee members are expected to follow a high standard of ethical conduct to best maintain public confidence in the business of RCEA.

APPENDIX A

Amended and Restated Joint Powers Agreement Section 4.4, Board Voting Related to the CCA Program, and Exhibit A, Initial Weighted Voting Shares and Total Votes

4.4 Board Voting Related to the CCA Program

- (a) Eligibility to Vote. Only Directors from Participating Members shall be eligible to vote on matters specifically related to the CCA Program.
- (b) Participating Member Vote. For purposes of the CCA Program, each Participating Member shall have a total vote comprised one third of a fixed Pro Rata Voting Share based on the total number of Participating Members, and two thirds of the proportional share of Electric Customers in the Participating Member's jurisdiction.
- (c) Computation. The Participating Member Vote shall be computed based on the following formulas:
 - i. *Pro Rata Voting Share*. Each Director shall have an equal voting share determined by the following formula: $([1/\text{total number of Directors}] \text{ multiplied by } 1/3)$; and
 - ii. *Customer Base Voting Share*. Each Director shall have an additional voting share determined by the following formula: $([\text{Number of Electric Customers in Director's jurisdiction} / \text{Total Number of Electric Customers in CCA}] \text{ multiplied by } 2/3)$, where "Electric Customers" means the total number of electricity customer accounts for all rate schedules as of December 31.
 - iii. *Total Vote*. The total vote for each Participating Member shall be the sum of its Pro Rata Voting Share plus its Customer Base Voting Share rounded to the nearest whole number, excepting that any sum greater than zero and less than 1.0 shall be rounded to 1.0. The initial Pro Rata Voting Shares, Customer Base Voting Shares, and total votes are set forth in Exhibit A, attached hereto and incorporated herein. Beginning in 2017, the Board's Executive Director shall update Exhibit A at least every two years no later than March 1 to reflect changes in the number of Electric Customers and Participating Members, and such update shall not constitute an amendment to this Agreement. Any updated Exhibit A shall be provided to the Board at the regular meeting immediately following the update, and to the executive officers of the Participating Members within 30 days after the update.

4.5 Quorum, Approval Requirements Related to CCA Program. A majority of the Participating Members must be present and a majority of the CCA total vote must be represented by the present Participating Members to establish a quorum for the transaction of business on any matter specifically related to the CCA Program. Except as otherwise provided in this Agreement, the action of the Board for any matter specifically related to the CCA Program shall require the affirmative vote of a majority of the Participating Members present at the meeting where such vote is taken. The affirmative vote shall be established by adding the total votes of the present Participating Members as set out in Section 4.4, above.

Exhibit A
Redwood Coast Energy Authority
Amended and Restated Joint Powers Agreement

Board Voting Shares for Community Choice Aggregation Business
Updated January 2025

Jurisdiction	Electric Customer Accounts	Percentage of Total Accounts (Jurisdiction's Accounts Divided by Total Accounts)	Customer Base Voting Share (67 x ratio of accounts)	Pro Rata Voting Share (33 x [1/number of Directors])	Total Votes, Prior to Rounding	TOTAL VOTES	PRIOR VOTES
City of Arcata	8,743	12.95%	8.68	4.125	12.80	13	13
City of Blue Lake	655	0.97%	0.65	4.125	4.77	5	5
City of Eureka	13,956	20.67%	13.85	4.125	17.97	18	18
City of Ferndale	949	1.41%	0.94	4.125	5.07	5	5
City of Fortuna	5,811	8.61%	5.77	4.125	9.89	10	10
City of Rio Dell	1,568	2.32%	1.56	4.125	5.68	6	6
City of Trinidad	274	0.41%	0.27	4.125	4.40	4	4
County of Humboldt (unincorporated)	35,561	52.67%	35.29	4.125	39.41	39	39
Total	67,517	100%	67	33	100	100	100

- Due to rounding, totals will differ at various stages of the calculation process.
- The percentages of total accounts are rounded to two decimal places prior to calculating the Customer Base Voting Share.
- Customer Base Voting Share = 67 multiplied by the % of total accounts, rounded to two decimal places.
- Total votes are the sum of the Pro Rata Voting Share and the Customer Base Voting Share, rounded to the nearest whole number.
- The allocation of voting shares will be updated every two years, and as-needed to adjust for changes in the make-up of jurisdictions participating in the CCA.

Appendix B



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

To be recognized and respected as the leading advocate for the common interests of California's cities.

About the League of California Cities

Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and autonomy of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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ABOUT THE AUTHOR

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

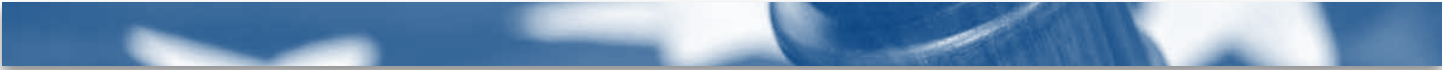


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INTRODUCTION

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:



First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the “ayes” and then asking for the “nays” normally does this. If members of the body do not vote, then they “abstain.” Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: “The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body.”

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member’s desired approach with the words “I move ...”

A typical motion might be: “I move that we give a 10-day notice in the future for all our meetings.”

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion**, for example, “A motion at this time would be in order.”
2. **Suggesting a motion to the members of the body**, “A motion would be in order that we give a 10-day notice in the future for all our meetings.”
3. **Making the motion**. As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body’s consideration. A basic motion might be: “I move that we create a five-member committee to plan and put on our annual fundraiser.”



The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: “I move that we amend the motion to have a 10-member committee.” A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: “I move a substitute motion that we cancel the annual fundraiser this year.”

“Motions to amend” and “substitute motions” are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a “motion to amend” or a “substitute motion” is left to the chair. So if a member makes what that member calls a “motion to amend,” but the chair determines that it is really a “substitute motion,” then the chair’s designation governs.

A “friendly amendment” is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, “I want to suggest a friendly amendment to the motion.” The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic “motion to have a five-member committee to plan and put on our annual fundraiser.” During the discussion of this motion, a member might make a second motion to “amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser.” And perhaps, during that discussion, a member makes yet a third motion as a “substitute motion that we not have an annual fundraiser this year.” The proper procedure would be

as follows:

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed*, the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: “I move we adjourn this meeting at midnight.” It requires a simple majority vote.



Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold.” The motion can contain a specific time in which the item can come back to the body. “I move we table this item until our regular meeting in October.” Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, “I move the previous question” or “I move the question” or “I call the question” or sometimes someone simply shouts out “question.” As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a “request” rather than as a formal motion. The chair can simply inquire of the body, “any further discussion?” If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the “question” as a formal motion, and proceed to it.

When a member of the body makes such a motion (“I move the previous question”), the member is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: “I move we limit debate on this agenda item to 15 minutes.” Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item*. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, “I move the previous question,” or “I move the question,” or “I call the question,” or “I move to limit debate,” it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it’s pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the “no” votes and double that count to determine how many “yes” votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote “no” then the “yes” vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote “abstain” or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in



California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of “those present” then you treat abstentions one way. However, if the rules of the body say that you count the votes of those “present and voting,” then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are “present and voting.”

Accordingly, under the “present and voting” system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are “present”), but you treat the abstention votes on the motion as if they did not exist (they are not “voting”). On the other hand, if the rules of the body specifically say that you count votes of those “present” then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like “no” votes.

How does this work in practice?

Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass, and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are “present and voting.” If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three “yes,” one “no” and one “abstain” also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members “present.” Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a “no” vote. Accordingly, if the votes were three “yes,” one “no” and one “abstain,” then the motion fails. The abstention in this case is treated like a “no” vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an “abstention” vote?

Any time a member votes “abstain” or says, “I abstain,” that is an abstention. However, if a member votes “present” that is also treated as an abstention (the member is essentially saying, “Count me for purposes of a quorum, but my vote on the issue is abstain.”) In fact, any manifestation of intention to vote either “yes” or “no” on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote “absent” or “count me as absent?” Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually “absent.” That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.



Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is “no.” There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, “point of privilege.” The chair would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person’s ability to hear.

Order. The proper interruption would be, “point of order.” Again, the chair would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, “return to the agenda.” If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair’s determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.



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APPENDIX C

REDWOOD COAST ENERGY AUTHORITY CLOSED SESSION POLICY PURSUANT TO GOVERNMENT CODE SECTION 54946.96

1. Councilmembers, Supervisors, and Commissioners serving on the Board of the RCEA may disclose information obtained in a closed session of the RCEA Board when the information has direct financial or liability implications for the City, County, and/or District to the following individuals:
 - a. Legal counsel of the RCEA Board Member's respective City, County, or District for purposes of obtaining advice on whether the matter has direct financial or liability implications for that member local agency, and
 - b. Other members of the legislative body of the RCEA Board Member's respective City, County, or District, in a closed session of that member agency.
2. Councilmembers, Supervisors, and Commissioners attending RCEA closed sessions as designated alternates shall be entitled to disclose information obtained in those closed sessions pursuant to Paragraph 1 above.
3. RCEA member agencies may, on advice of their respective legal counsel, conduct a closed session in order to receive, discuss and take action concerning information obtained in a RCEA closed session pursuant to section 1 of this Policy.