RULES OF PROCEDURE
OF THE BOARD OF DIRECTORS OF THE
SAN MATEO COUNTY TRANSIT DISTRICT

Pursuant to Section 103104 of the Public Utilities Code, the Board of Directors (Board) of the San Mateo County Transit District (District) hereby promulgates the Rules of Procedure set forth below to govern its proceedings, and the protocols and conduct of those representing the District.

Article 1. Board and Committees

1.1 Board of Directors. The Board is the legislative body that governs the District and is accountable to the public through the following actions:

- Establish policies, procedures, and regulations for District business.
- Establish and oversee the District's finances and its budgets, programs, and performance.
- Provide the resources needed by management and staff to carry out District policy.
- Approve and ensure the implementation of the District's strategic plan and vision.
- Conduct annual performance evaluations of the General Manager/Chief Executive Officer (CEO) and General Counsel.

The Board retains power to accept, reject, amend, influence, or otherwise guide and direct staff actions, through its policies and actions taken by affirmative votes of at least a majority of the members of the Board (i.e., five Board Members, Public Utilities Code Section 103105). No individual Board members can act for or on behalf of the Board without authorization to do so.

The Board's connection to the operational aspects of the District is through the General Manager/CEO. Decisions or instructions of individual Board Members or committees (unless the Board delegates authority to a committee or to the Chair or other individual Board member) are not binding on the General Manager/CEO, who can only take direction from the Board. The Board can only give direction to the General Manager/CEO and not to other District staff (including, but not limited to, the District Secretary). (Adopted by Resolution No. 2026-42, 8/5/26.)

1.2 Officers. The officers of the District Board are a Chair and Vice Chair. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1994-32, 4/13/94, and Resolution No. 2026-42, 8/5/26.)

1.3 Chair. The Chair is elected annually as provided in Section 103103 of the Public Utilities Code, at its first meeting in January. It is the duty of the Chair to preside at all meetings of the Board of Directors, maintain the orderly conduct of business, and serve as the spokesperson for the Board. The Chair may appoint members of the Board of Directors to committees, whether standing or ad hoc, and serves as ex officio member of all committees except as otherwise set forth herein. The Chair regulates the order of presentation to the Board and may regulate the time allowed to each person making such presentation or who is allowed to speak. The Chair may call a special meeting of the Board for the purposes and in the manner designated below. The Chair performs such other and additional duties as may be designated by the Board. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1994-32, 4/13/94; Resolution No. 1997-31, 5/14/97; and Resolution No. 2026-42, 8/5/26.)

1.4 **Vice Chair**. The Vice Chair is elected at the first meeting of the Board in January of each year. The Vice Chair performs the duties of the Chair in the Chair's absence or incapacity. In the absence of both the Chair and the Vice Chair from a Board meeting, the Board must appoint a presiding officer pro tempore from among the members present. If the office of the Chair becomes vacant for any reason, the Vice Chair will become the Chair and the Board must elect a successor Vice Chair from its membership at the next regular meeting. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1994-32, 4/13/94; Resolution No. 1997-31; 5/14/97; and Resolution No. 2026-42, 8/5/26.)

1.5 **Regular Meetings**. Except as otherwise determined by the Board or otherwise provided herein, regular meetings of the Board and the standing committees of the Board are held on the first Wednesday of every month commencing at 2:00 p.m. at the District's Administrative Headquarters located at 166 N. Rollins Road in Millbrae, California. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1987-11, 1/28/87; Resolution No. 1990-97, 11/19/90; Resolution No. 1994-32, 4/13/94; Resolution No. 1994-50, 6/22/94; Resolution No. 2013-58, 12/4/13; and Resolution No. 2026-42, 8/5/26.)

1.6 **Special Meetings**. The Chair may, within their discretion, or upon the request of any two members with concurrence of the Chair, call a special meeting for the purpose of transacting any business so specified in the meeting notice. Such notice must be made at least twenty-four (24) hours before the time of such special meeting, as further described in Section 1.12. Only business that is specified in the special meeting notice may be conducted. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1987-11, 1/28/87; Resolution No. 1994-32, 4/13/94; and Resolution No. 2026-42, 8/5/26.)

1.7 **Meeting Falling on Legal Holiday**. In the event any regular or special meeting would fall upon a legal holiday, the meeting will be held on the next succeeding day that does not fall on a holiday, unless otherwise determined by the Board. (Adopted by Resolution No. 1976-24, 4/28/76.)

1.8 **Meetings Open to the Public**. All regular and special meetings of the Board and all standing committees will be open and public in person and via remote or hybrid options as required by law (the Ralph M. Brown Act, codified at Government Code Sections 54950 et seq. and commonly referred to as the “Brown Act”). The agenda for regular meetings must provide an opportunity for persons to address the Board or committee concerning items of interest to the public that are not otherwise listed on the agenda but are within the subject matter jurisdiction of the Board or committee. The agenda for regular and special meetings must provide an opportunity for persons to address the Board or committee concerning any item that has been described in the notice for the meeting before or during consideration of that item. Any regular or special meeting may be adjourned to another date and place specified by the Board or committee, and any such adjourned meeting will be deemed to be a part of the regular or special meeting so adjourned. The Board will take such action as may be required by law to notify the public of all Board meetings including meetings of standing and ad hoc committees. The District Secretary or designee shall make reasonable efforts to publicize and invite groups that do not traditionally participate in public meetings to attend Board meetings. The Board will also take such action as may be required by law to eliminate willful disruption in the conduct of its meetings (Government Code Section 54957.9). To respond to disruptions to public participation during remote or hybrid meetings, the Board has adopted the Policy on Public Participation During Remote or Hybrid Meetings, attached to these rules as Appendix A. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1987-11, 1/28/87; Resolution No. 1994-32, 4/13/94; Resolution No. 1994-69, 8/10/94; and Resolution No. 2026-42, 8/5/26.)

1.9 <u>Public Comment by Individual Speakers</u>. Members of the public may offer comments on matters included on the agenda of each meeting of the Board or committee. At regular meetings, members of the public also may comment on matters not the agenda, but within the subject matter jurisdiction of the Board or committee. The Board or committee may adopt reasonable regulations during each meeting pertaining to the permitted duration of public testimony to be received including, but not limited to, regulations limiting time allocated for public testimony by each individual speaker. As a general rule, public speakers will be afforded one minute for each comment. When deemed appropriate, necessary or required due to time constraints, the number of speakers, the number of items on the agenda, the complexity of agenda items, or other unique circumstances, the Chair will determine and announce a different time limit at the start of a public comment process. (Adopted by Resolution No. 1976-24, 4/28/76; Amended by Resolution No. 1987-11, 1/28/87; Resolution No. 1994-32, 4/13/94; Resolution No. 1994-69, 8/10/94; and Resolution No. 2026-42, 8/5/26.)

1.10 <u>Quorum</u>. A majority of the membership of the Board or any standing committee constitutes a quorum for the purpose of conducting the business of the District. If there is not a quorum, the Board or committee members present or the District Secretary may adjourn the meeting until there is a quorum. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1997-31, 5/14/97; and Resolution No. 2026-42, 8/5/26.)

1.11 <u>Call to Order and Roll Call</u>. The Chair of the Board or any committee will preside at all meetings, and will call each regular, adjourned, recessed or special meeting to order at the appointed hour. Immediately after the call to order, the District Secretary will call the roll of the members of the Board or committee and record those present and those absent. If present, members will be recorded present regardless of their answer or failure to answer to the roll call. Immediately after the roll call, or the appointment of a Chair pro tempore in the event that the Chair and Vice Chair are absent, the presiding officer will proceed with the order of business. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1994-32, 4/13/94; and Resolution No. 2026-42, 8/5/26.)

1.12 Order of Business. The Order of Business of each Board of Directors meeting, which may not be changed except by consent of a majority of the Board members present, is as follows:

I. Call to Order
II. Roll Call
III. Consideration of Any Requests to Change Order of Business
IV. Report Out from Closed Session(s) at Previous Meeting
V. Public Comment on Items Not on the Agenda
VI. Consent Calendar
VII. Public Hearing (to be designated on the Agenda at a time certain when applicable)
VIII. Report of the Chair
IX. Report of the General Manager/CEO
X. Recess to Committee Meetings
  A. Community Relations Committee / Committee of the Whole
  B. Finance Committee / Committee of the Whole
  C. Strategic Planning, Development and Sustainability Committee / Committee of the Whole
  D. Legislative Committee / Committee of the Whole
XI. Reconvene Board of Directors Meeting
XII. Matters for Board Consideration
  A. Community Relations Committee
  B. Finance Committee
  C. Strategic Planning, Development and Sustainability Committee
  D. Legislative Committee
  E. Audit Committee
XIII. Written Communications to the Board of Directors
XIV. Board Members Requests
XV. Date / Time of Next Regular Meeting
XVI. Report of the General Counsel / Closed Sessions
XVII. Adjournment

The Consent Calendar must be prepared prior to every meeting of the Board and incorporated in the agenda circulated to Board members. The Consent Calendar may include items that are regularly presented to the Board of Directors and are routine in nature, such as minutes, financial statements and relatively small-value contracts. Upon presentation of the Consent Calendar for approval, any member of the Board may request of the Chair that an item or items listed on the Consent Calendar be considered and acted upon separately. Each Board member request must be granted such that the referenced item(s) are separately heard and acted upon by the Board of Directors after approval of the remainder of the Consent Calendar. Adoption of the Consent Calendar requires the affirmative vote of a majority of the members of the Board. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1978-58, 9/20/78; Resolution No. 1987-11, 1/28/87; Resolution No. 1994-32, 4/13/94; Resolution No. 1997-81, 12/10/97; and Resolution No. 2026-42, 8/5/26.)

1.13 **Agenda**. Prior to every meeting of the Board and each standing committee, the General Manager/CEO, in consultation with the Board or committee Chair, must prepare an agenda which sets forth a brief general description of each item of business to be transacted or discussed by the Board or committee, including matters to be discussed in closed session and matters specifically requested for consideration by any Board member. A complete copy of each agenda, together with supporting materials, is provided by U.S. mail, electronic mail, or personal delivery to each Board or committee member so as to reach the recipient at least three (3) days prior to the scheduled regular Board or committee meeting and at least one (1) day prior to the scheduled special Board or committee meeting. A copy of the agenda, containing a brief general description of each item of business to be transacted or discussed, must be posted in a location freely accessible to the public and on the District's website at least seventy-two (72) hours before each regular meeting, and at least twenty-four (24) hours before each special meeting. No action may be taken on any item not appearing on the posted agenda unless (1) a majority of the Board or committee determines that an emergency situation exists; (2) two-thirds of the Board or committee, or, if less than two-thirds are present, all of the members present, determine that there is a need to take immediate action and that the need for action came to the attention of the District subsequent to the agenda being posted; (3) the item was posted in an agenda for a meeting of the Board or committee held not more than five calendar days earlier, where the item was continued to the meeting where action is being taken, or (4) as permitted by law. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1987-11, 1/28/87 Resolution No. 1994-32, 4/13/94; and Resolution No. 2026-42, 8/5/26.)

1.14 **Manner of Voting**. Actions of the Board take the form of ordinances, resolutions, or motions. Voting on ordinances and resolutions, or any other matters which may be requested by a majority of the Board members, must be by roll call. Voting by motion may be conducted by voice vote with any objections and/or abstentions recorded. If any Board members are participating via teleconference, all votes must be by roll call. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 2026-42, 8/5/26.)

1.15 **Voting Requirements**. All official acts of the Board require the affirmative vote of a majority of the members of the Board. Every Board member present when a question is put to a vote must vote for or against it, unless a member abstains for cause. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 2026-42, 8/5/26.)

1.16 Minutes of Meeting. The minutes of the meetings of the Board and standing committees will be kept and maintained as permanent records by the District Secretary. The minutes will describe each particular type of business transacted, set off in paragraphs with proper descriptive headings. The minutes serve as a record of business considered and actions taken by vote of the Board or committee. The District Secretary is not required to make a verbatim transcript of the proceedings, providing that such proceedings are recorded, recordings are made available on the District website for at least the past two years, recordings more than two years old are made available upon request for as long as they are retained, and recordings are retained in accordance with applicable policy. Minutes must include all proposed actions voted upon by the Board or committee, with the names of those members who voted for and against each proposal. Minutes also must reflect the names of persons addressing the Board or committee, to the extent such information is made available, along with the title of the subject matter to which their remarks were directed and an indication as to whether they spoke in support of or in opposition to such item. A copy of the minutes of the Board or committee must be provided to the Board or committee to be considered and approved at a future Board or committee meeting. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1994-32, 4/13/94; and Resolution No. 2026-42, 8/5/26.)

1.17 Board Committees.

A. Procedures Generally. The Chair of the Board appoints the members and chairs of all committees. Each standing committee consists of no more than three (3) members, plus the Chair as an ex-officio member; except, however, that the Audit Committee consists of up to four (4) members, including the Chair, and including at least one (1) member of the Board who is also a member of San Mateo County Board of Supervisors and at least one (1) member of the Board who was appointed to the Board by the Council of Cities.

If a member of a standing committee is absent from a committee meeting, and the committee is not convened as a Committee of the Whole pursuant to subsection C, the chair of the committee or the committee member presiding over the meeting may appoint another Board member present to serve on the committee in place of such absent member. If more than one member of the committee is absent from a committee meeting, the chair of the committee or the committee member presiding over the meeting may appoint one or more non-committee Board member(s) to serve on the committee in place of such absent members. (Amended by Resolution No. 1997-81, 12/10/97 and Resolution No. 1998-5, 1/14/98.)

Except as otherwise determined by the committee chair and except in the case of the Audit Committee, regular meetings of standing committee are held on the same afternoon as regular Board meetings. Except as otherwise determined by the Audit Committee chair, Audit Committee meetings are held at the commencement of the financial audit process in the beginning of each fiscal year, upon conclusion of the annual financial audit process, and as necessary to address issues that may arise at other times. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1987-11, 1/28/87, Resolution No. 1994-32, 4/13/94, Resolution No. 1994-32, 4/13/94 and Resolution No. 31; 5/14/97; and Resolution No. 2026-42, 8/5/26.)

B. Standing Committees. The standing Committees of the Board are the:

(1) Finance Committee
(2) Community Relations Committee (Accessibility, Senior Services and Community Issues)
(3) Legislative Committee
(4) Strategic Planning, Development & Sustainability Committee (Amended by Resolution No. 2009-19, 4/8/09; and Resolution No. 2016-63.)
(5) Audit Committee (Amended by Resolution No. 2016-26.)

Committees report on any subject referred to them by the Board, or by the Chair of the Board, and give their recommendations thereon.

The functions and responsibilities of each standing committee are as set forth below.

(1) Finance Committee. The Finance Committee's responsibilities include but are not limited to:

a. Review of the District's annual (and/or biennial, at the Board's discretion) operating budget and capital budget.
b. Review of the District's multi-year operating and capital expenditure projections and long-range financial planning.
c. Review of accounting and auditing practices and the preparation of all financial reports by the staff.
d. Review and oversight of all matters pertaining to labor contracts and grievance procedures.
e. Review of any benefits extended to employees, with respect to their uniformity and fairness to various segments of the labor force, and their impact on the District's overall operating costs.
f. Review of any major financial commitments which will bind the present Board or its successors to fixed annual payments (e.g. capital improvement debt obligations, insurance contracts, employee benefits such as pension plans, etc.).
g. Review of procurement contracts, including public works, professional services, and technology contracts, as well as contract amendments, contract terminations, proposed proposal or bid rejections, and related matters.
h. Oversight responsibility regarding District improvement programs.
i. Submit recommendations concerning these matters for further consideration by

the Board.
(Amended by Resolution No. 2016-63; and Resolution No. 2026-42, 8/5/26.)

(2) Community Relations Committee (Accessibility, Senior Services, and Community Issues). The Community Relations Committee's responsibilities include but are not limited to:

a. Receive reports on bus, paratransit and multi-modal performance and ridership, including developing trends and metrics.
b. Review and oversee programs and procedures relating to senior services and the District's responsibilities regarding implementation of the Americans with Disabilities Act.
c. Review and develop programs and procedures for public information, press relations, marketing, advertising and community participation.
d. Establish contacts with organizations which can assist the District in promoting the utilization of public transportation in San Mateo County.
e. Establish liaison with the Community Advisory Committee.
f. Submit recommendations concerning these matters for further consideration by the Board.

(3) Legislative Committee. The Legislative Committee's responsibilities include but are not limited to:

a. Review of federal, state and local legislation impacting the District.
b. Review and develop new legislative proposals and programs for the benefit of the District.
c. Review or develop the District's annual legislative program.
d. Review or propose strategies to support or oppose legislation that affects the District or its mission.
e. Submit recommendations concerning these matters for further consideration by the Board.

(Amended by Resolution No. 2016-63.)

(4) Strategic Planning, Development & Sustainability Committee. The Strategic Planning, Development & Sustainability Committee's responsibilities include are not limited to:

a. Review and oversee strategic planning for the District, including plan development and adjustments, and implementation of related initiatives.
b. Review and oversee development of District programs and projects.
c. Review and oversee District sustainability initiatives.
d. Submit recommendations concerning these matters for further consideration by the Board.

(Amended by Resolution 2009-19, 4/8/09; and Resolution No. 2016-63.)

(5) Audit Committee. The Audit Committee's responsibilities include but are not limited to:

a. Meet with District's auditors at the initiation of each annual financial audit process to outline issues of particular interest to the Audit Committee and be briefed on the auditors' plan for the audit scope and schedule.
b. Meet with the annual auditors to receive the audit findings in advance of presentation of the final audit report to the Board of Directors.
c. Receive information on opportunities and deficiencies identified by the auditors.
d. At the discretion of the General Manager/CEO and/or Chair of the Board, receive reports on other audits of the District, whether performed at the behest of the District or by another Federal, State or local agency.
e. Recommend policies to the Board or other appropriate standing committee(s) to address opportunities identified during any governmental audit of the District or of any agency managed by the District.
f. Report on any subject referred to it by the Board, or by the Chair of the Board, and give its recommendations thereon for further consideration by the Board.

(Amended by Resolution No. 2016-63.)

C. Committee of the Whole. To allow full participation by Board members at meetings of standing committees, each standing committee meeting except for Audit Committee meetings may be noticed as a "Committee of the Whole." In the event that a quorum of Board members is present, the standing committee will automatically convert into a Committee of the Whole. Likewise, if there is no longer a quorum of the Board, then the Committee of the Whole will automatically convert back into a standing committee. The Chair of the standing committee would serve as Chair of the Committee of the Whole.

The agenda for each standing committee may include the following footnote:

> This Committee may be attended by Board members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee will act as a Committee of the Whole. In either case, any item acted upon by the Committee or the Committee of the Whole will require consideration and action by the full Board of Directors as a prerequisite to its legal enactment.

(Amended by Resolution No. 1998-5, 1/14/98.)

D. Ad Hoc Advisory Committees. Special ad hoc advisory committees may be formed and appointed by the Chair and in the Chair's absence, the Vice Chair, to study, review and recommend policies and positions dealing with specific issues or activities related to the District.

1.18 Community Advisory Committee. The Board may appoint a Community

Advisory Committee (CAC) to act in an advisory capacity to the Board. CACs play an important public-facing role in local government, acting as channels of communication and information between the public and the Board. CACs help shape the public perception of local government and members should expect that their statements and conduct may be perceived by the public as a reflection of the Board and the District as a whole. As the public face of the Board, members of CACs are expected to conduct themselves in a manner consistent with Board policy and the expectations of the Board as their appointing body.

The principal function of the District's CAC is to assist the Board in articulating the interests and needs of transit users and potential transit users in San Mateo County. The activities of the CAC include:

a. Seek the views of various groups of users and potential users of public transit and develop proposals and recommendations for meeting the transit needs of such groups for submission to the Community Relations Committee.
b. Review and comment on staff proposals and actions as requested by the Board.
c. Perform the function of community information officers.
d. Assist the Board in any manner the Board may deem appropriate. A member of the CAC may serve as liaison at the Board of Directors' meetings.

The number and composition of the CAC may be determined by the Board and members serve at the pleasure of the Board. Appointment to the CAC is based on such criteria as the Board may specify, including such criteria as expertise, ability to work well with staff and the public, effectiveness as a representative of the entire community, and adherence to District values, policies, priorities, procedural rules, and expectations as expressed by the Board. Appointees are at-will and serve at the pleasure of the Board. Appointees have no vested rights in serving on the CAC or in remaining as a member of the CAC for any period of time.

The following guidelines apply to the Board's relationship to the CAC:

(a) *If attending a CAC meeting, be careful to only express personal opinions.* Board members may attend any CAC meeting, which are always open to any member of the public. However, they should be sensitive to the way their participation – especially if it is on behalf of an individual, business or developer – could be viewed as unfairly affecting the process. Any public comments by a Board member at a CAC meeting should be clearly expressed as individual opinions and not representations of the feelings of the entire Board.

(b) *Respect that CACs serve at the pleasure of the Board as a whole, not individual Board members.* The Board appoints individuals to serve on a CAC, and it is the responsibility of the CAC to follow policy established by the Board, but CAC members do not report to individual Board members, nor should individual Board members feel they have authority to direct CAC members to recommend or decide an issue in a particular way.

(c) *Be respectful of diverse opinions*. A primary role of the CAC is to represent many points of view in the community and to provide the Board with advice based on a full spectrum of concerns and perspectives. Individual Board members may have a closer working relationship with some individuals serving on the CAC but must be fair and respectful of all individuals serving on the CAC.

(Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 1987-11, 1/28/87, Resolution No. 1994-32, 4/13/94, Resolution No. 1994-32, 4/13/94, Resolution No. 31; 5/14/97, and Resolution No. 2026-42, 8/5/26.)

1.19 Reports of Committees. Committees will report on any subject referred to them by the Board or Community Relations Committee (e.g., for the CAC), or by the Chair of the Board or Community Relations Committee, and will give their recommendations or input to the Board or Community Relations Committee on the particular subject. (Adopted by Resolution No. 2026-42, 8/5/26.)

1.20 Rosenberg's Rules of Order. All rules of order not herein provided for are to be determined in accordance with the latest revised edition of Rosenberg's Rules of Order. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 2026-42, 8/5/26.)

Article 2. Board/Public Communications

2.1 General. Individual Board Members have no individual authority and should not make any promises on behalf of the Board or the District. Only the Board can commit the District to an action or a policy.

2.2 Form of Communication. Board Members should be aware of how various forms of communication affect how messages are received: formal versus informal, written versus verbal, in-person versus over the phone versus electronic. Board members should use each form of communication in an effective manner at the appropriate time.

2.3 Communicating with the Public. A Board Member can always communicate with District constituents. Board Members should inform the General Manager/CEO about concerns from constituents as, often, the concerns can be handled administratively or are already being addressed.

2.4 Assistance from General Manager/CEO or Staff. Board Members should confer with the General Manager/CEO if in doubt about a District policy or other facts, or whenever guidance or assistance is desired in these matters.

2.5 Communication as a Representative of the Board. Board Members will represent the official policies or positions of the Board to the best of their ability when designated as delegates for this purpose. When representing the Board, the Board Member may use District letterhead, the District logo or seal, or any functional electronic equivalent thereof.

2.6 **Communication with the Media**. Board and CAC Members should forward media inquiries to the General Manager/CEO, or Board Members should confer with the General Manager/CEO prior to speaking with the media to ensure that they are fully briefed on the facts associated with the topic. For the purpose of assuring consistency in conveying messages regarding District business to the public through the media, as a general rule the Chair will serve as the spokesperson for the Board and committees. Board Members should respect adopted Board policies and decisions even when in the minority and clarify when their view is a personal opinion. In the event a Board Member communicates with the media, they should inform the General Manager/CEO as soon as possible.

2.7 **Communication in Private Capacity**. When presenting their individual opinions and positions, Board members will explicitly state they do not represent the District, nor will they allow the inference that they do. Board Members should keep in mind that even when they are speaking as private individuals, the audience could nevertheless hear and attribute their comments as positions of the District. If Board Members send correspondence stating their personal views related to District business and use their title as a Board Member, such correspondence should clearly state that the statements are the view of the sending Board Members and not the official position of the District. The sending Board Member should convey a copy of such correspondence to the General Manager/CEO and/or District Secretary, who will circulate it to the other Board Members for their information. When corresponding as an individual, the Board Member may not use District letterhead, the District logo or seal, or any functional electronic equivalent thereof.

2.8 **No Political Endorsements**. No endorsements of candidates or measures on an election ballot will be discussed or displayed at meetings of the District Board or any related committee, except the District Board may consider taking formal positions on ballot measures directly related to its business.

(Adopted by Resolution No. 2026-42, 8/5/26.)

Article 3. Electronic Communications

3.1 **General**. To the extent feasible, Board Members are expected to limit their use of personal electronic devices during public meetings to only those uses necessary to facilitate their participation in such meetings. Examples of necessary uses include review of agenda materials, notes or related information assembled prior to the meeting, or taking notes on information shared during the meeting. If Board Members receive public or stakeholder input during Board meetings on matters before the District via their personal electronic devices, they are encouraged to disclose such communications for the record of the meeting and for the benefit of the Board's consideration.

3.2 Public Records. Board Members understand and agree that by using their personal electronic devices during a public meeting, the information on those devices may become subject to discovery, the Public Records Act, or other requests, and they agree to cooperate with the District in responding to such requests including through direct access to their devices as necessary in order to allow the District to comply with law or court orders, or to defend itself in any action.

(Adopted by Resolution No. 2026-42, 8/5/26.)

Article 4. Code of Ethics and Good Governance

The ethics and good governance standards below will govern Members of the Board and of all District Committees and advisory bodies (collectively referred to as "Member" or "Members").

4.1 Governance

4.1.1 Governance. All Members represent and serve the whole of San Mateo County.

4.1.2 Members Serving on Boards of other Public Agencies. State law permits Members who serve on Boards or Councils of other agencies to participate in the making of contracts between the District and these agencies. Prior to participation in discussions or votes on such contracts, Members should consult and coordinate with the District General Counsel to ensure proper disclosure of the dual roles, consistent with applicable statutory requirements.

In the event of a real property transaction or litigation involving the District and another agency on whose Board or Council a Member also serves, the Member may choose to participate in closed session discussions of only one agency. The Member must not attend related closed sessions of the other agency.

4.1.3 Conduct of Members. The professional and personal conduct of Members while serving the District must be above reproach and avoid even the appearance of impropriety.

4.1.4 Policy Role of Members. The Board determines the policies of the District with the advice, information and analysis provided by staff, advisory bodies, and the public. Members will not interfere with the administrative functions of the District or the professional duties of staff; nor will they impair the ability of staff to implement Board policy decisions.

4.1.5 Positive Workplace Environment. Members will support the maintenance of a positive and constructive workplace environment for District staff and for community members and businesses dealing with the District. Members will recognize their special role in dealings with District staff so as not to create the perception of inappropriate direction to staff.

4.1.6 Staff Performance. The General Manager/CEO is responsible for addressing all staff performance issues, including hiring, disciplining, and terminating employees. Any Member concerns with staff performance should be discussed with the General Manager/CEO only.

4.2 Ethics

4.2.1 Conflict of Interest. In order to assure their independence and impartiality on behalf of the common good and compliance with conflict-of-interest laws, Members will use their best efforts to refrain from creating an appearance of impropriety in their actions and decisions. Members will not use their official positions to influence government decisions in which they have a material financial interest.

A Member who has a potential conflict of interest regarding a particular decision will disclose the matter to the General Counsel and reasonably cooperate with the General Counsel to analyze the potential conflict. If advised by the General Counsel to seek advice from the Fair Political Practices Commission (FPPC) or other appropriate state agency, a Member should not participate in a decision unless and until he or she has requested and received advice allowing the member to participate. A Member will diligently pursue obtaining such advice. The Member will provide the Chair and the General Counsel a copy of any written request or advice, and conform their participation to the advice given. In providing assistance to Members, the General Counsel represents the District and not individual Members.

In accordance with the law, Members will disclose investments, interests in real property, sources of income, and gifts; and if they have a conflict of interest regarding a particular decision, will not, once the conflict is ascertained, participate in the decision and will not discuss or comment on the matter in any way to any person including other Members unless otherwise permitted by law.

4.2.2 Gifts and Favors. Members will not take any special advantage of services or opportunities for personal gain, by virtue of their public office that is not available to the public in general. They will refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.

4.2.3 Use of Public Resources. Members will not use public resources which are not available to the public in general (e.g., District staff time, equipment, supplies or facilities) for private gain or for personal purposes not otherwise authorized by law.

4.2.4 Confidential Information. Members must maintain the confidentiality of all written materials and verbal information provided to Members on a confidential or privileged basis. Members will neither disclose confidential information without proper legal authorization, nor use such information to advance their personal, financial or other private interests.

(Adopted by Resolution No. 2026-42, 8/5/26.)

Article 5. Conduct Protocols

The conduct protocols below govern Members of the Board and of all advisory bodies (collectively referred to as "Member" or "Members").

5.1 Members' Conduct with Each Other in Public Meetings. Members are individuals with a wide variety of backgrounds, personalities, values, opinions, and goals who have chosen to serve the District to preserve and protect the present and the future of the community. In all cases, this common goal should be acknowledged even though individuals may not agree on every issue.

5.1.1 Honor the Role of the Chair. It is the responsibility of the Chair to keep the comments of members on track during public meetings. Members should honor efforts by the Chair to focus discussion on current agenda items. If there is disagreement about the agenda or the Chair's actions, those objections should be voiced politely and with reason, following procedures outlined in parliamentary procedure.

5.1.2 Practice Civility and Decorum. Difficult questions, tough challenges to particular points of view, and criticism of ideas and information are legitimate elements of debate by a free democracy in action. Belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments are never appropriate.

5.2 Interaction with Public in District Meetings. Making the public feel welcome is an important part of the democratic process. It is inappropriate to show signs of partiality, prejudice or disrespect toward an individual participating in a public forum. Every effort should be made to be fair and impartial in listening to public testimony.

5.2.1 No Response to Public Comment. To ensure compliance with the Brown Act, only the Chair should interact with speakers making public comments. Except for instances when a brief clarification from a Board or staff member may be helpful, no discussion or debate should ensue regarding the comments offered. However, a Member can ask the Chair for a point of order if the speaker is off-topic or exhibiting behavior or language the Member finds inappropriate.

(Adopted by Resolution No. 2026-42, 8/5/26.)

Article 6. Amendments

6.1 <u>Amendments to Rules</u>. The Rules of this Board may be amended by majority vote of the Board at a regular or special meeting, but only after the proposed changes have been introduced for adoption at a previous regular or special meeting. Any provision in these Rules of Procedure may be suspended during any regular or special meeting by a majority vote of the Board. (Adopted by Resolution No. 1976-24, 4/28/76. Amended by Resolution No. 2026-42, 8/5/26.)

ADOPTED: April 28, 1976

AMENDED: September 20, 1978
January 28, 1987
April 13, 1994
June 22, 1994
August 10, 1994
May 14, 1997
December 10, 1997
January 14, 1998
April 8, 2009
December 4, 2013
April 6, 2016
December 7, 2016
August 5, 2026

Appendix A
Policy on Public Participation During Remote or Hybrid Meetings

This policy outlines the procedure for managing disruptions to two-way remote participation tools during meetings of the Board of Directors (Board) as well as Committee meetings subject to the Ralph M. Brown Act, as may be amended (the Brown Act). This policy complies with legislative amendments to the Brown Act under Senate Bill 707. Effective July 1, 2026, the following procedure shall apply:

1) ***Recess Upon Disruption:*** If a disruption prevents public participation through two-way telephonic or audiovisual platforms, the Board shall recess the open session and make good faith efforts to restore the disrupted means of public access.

2) ***Closed Session During Recess:*** During the recess, the Board may meet in closed session to address matters lawfully permitted under the Brown Act.

3) ***Reconvening Open Session*****:** The Board may not reconvene open session until at least one hour has elapsed or the disrupted means of public access have been restored, whichever occurs first.

4) ***Continuing Without Restored Access:*** If the disrupted means of public access cannot be restored after one hour of good faith efforts, the Board may reconvene in open session only after adopting, by roll call vote, the following findings: (i) good faith efforts were made to restore access in accordance with this policy; and (ii) the public interest in continuing the meeting outweighs the public interest in remote access.