

# **RULES OF CONDUCT FOR THE OVERSIGHT BOARD**

## **ARTICLE I** **GENERAL PROVISIONS**

### **Section 100: DEFINITIONS**

Unless the context clearly indicates otherwise:

- (a) "AB 26" means Stats. 2011 1<sup>st</sup> Ex. Sess. 2011-2012, chs. 5-6, codified in Parts 1.8 and 1.85 of Division 24 of the Health and Safety Code.
- (b) "Board" means the Santa Monica Redevelopment Successor Agency Oversight Board.
- (c) "Brown Act" means the Ralph M. Brown Act, Government Code sections 54950 *et seq.*, as amended from time to time.
- (d) "Department" means the California Department of Finance.
- (e) "Political Reform Act" means the Political Reform Act of 1974, Government Code sections 87100 *et seq.*, as amended from time to time.
- (f) "Public Records Act" means the California Public Records Act, Government Code sections 6250 *et seq.*, as amended from time to time.
- (g) "Successor Agency" means the Santa Monica Redevelopment Successor Agency.
- (g) "Staff" means any members of the staff of the Successor Agency.

### **Section 101: GENERAL**

The Board's duties and actions, composition, number of its members, qualifications, and their appointment, removal, terms of office shall be prescribed by AB 26. The Board is also required to comply with the Brown Act, the Public Records Act, and the Political Reform Act, and to the extent and when these Rules of Conduct contradict, or are inconsistent with, state laws, they shall not apply. These Rules may only be amended by a majority vote of the entire membership of the Board.

### **Section 102: REGULAR MEETING PLACE**

Except as the Board may from time to time otherwise provide, the regular meeting place of the Board shall be in **\_(Meeting Address)\_**, in a room to be designated on the meeting agenda. If by reason of emergency, it is unsafe to meet at the regular meeting

place of the Board, meetings may be held at any place designated by the Chair or by majority vote of the Board. Additionally, teleconference meetings are permitted subject to the requirements of the Brown Act.

## **ARTICLE II** **OFFICERS**

### **Section 200: ELECTION OF CHAIR & VICE CHAIR**

The Board shall, in regular session following the first day of March of every year, elect from its members a Chair and Vice-Chair, except that for year 2012, the Board shall elect from its members a chair and vice-chair on or before the first day of May. The term of office shall be for one (1) year. The Chair and Vice-Chair shall serve at the pleasure of the Board during the term of office and may be removed from office by the Board at any time for any reason. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair, until such time as the members shall elect a new Chair.

### **Section 201: POWERS AND DUTIES OF CHAIR**

The Chair shall have the following powers and duties:

- (a) Preside at all meetings of the Board, and at all hearings conducted by the Board;
- (b) Sign all written resolutions of the Board, and all minutes of all meetings or hearings of the Board, which shall have been approved by the Board;
- (c) Perform such other duties as may be required of the Chairperson either by State law or by resolution or order of the Board consistent with State law and shall perform such other duties as may be necessary to perform the required duties of the Chairperson; and
- (d) Confer with Successor Agency staff as appropriate to set the agenda for Board meetings.

### **Section 202: POWERS AND DUTIES OF VICE-CHAIR**

The Vice-Chair shall have the following powers and duties:

- (a) Have and perform all powers and duties of the Chairperson in the event of and during the absence or disability of the Chairperson;
- (b) Shall preside as Chairperson at all meetings and hearings of the Board in the event of and during the absence or disability of the Chairperson; and

- (c) Shall perform such other duties as may be required of the Vice-Chair either by State law or by resolution or order of the Board consistent with State law and such other duties as may be necessary to perform the required duties of the Vice-Chair.

### **Section 203: VACANCY IN OFFICE**

If the Vice-Chair should cease to be a member of the Board, or if for any other reason the office of the Vice-Chair should become vacant prior to the expiration of the term of office, the Board shall elect a successor to the office of Vice-Chair for the unexpired portion of the term.

## **ARTICLE III** **CHAIR PRO TEMPORE**

### **Section 300: VACANCY OF CHAIR AND VICE CHAIR**

In the event of vacancies in offices of the Chair and Vice-Chair, or in the event of the absence of the Chair and Vice-Chair, at the time of any meeting, the Board may elect one of its members Chair Pro Tempore to preside over such meeting during such vacancies or absences. The Chair Pro Tempore shall have all the powers and duties of the Chair during such meeting.

## **ARTICLE IV** **SECRETARY-CLERK OF THE BOARD**

### **Section 400: APPOINTMENT**

The City Clerk for the City of Santa Monica shall serve as Clerk of the Board and shall serve as Secretary to the Board.

### **Section 401: POWERS AND DUTIES**

The Clerk of the Board shall have the following powers and duties:

- (a) Attend all meetings of the Board and shall record and keep minutes of all that transpires;
- (b) Attest all minutes of the meetings of the Board;
- (c) Preserve, and be custodian of, all minutes, books, records, papers and tapes of the Board. Whenever necessary he or she shall certify true copies of Board documents; and

- (d) The Clerk of the Board will delegate to Successor Agency Staff the posting of all notices required by law for proposed Board actions on the Successor Agency's Internet Web site or Oversight Board's Internet Web site.
- (e) Act as the designated official to whom the Department may make requests for review of Board actions and who shall provide the Department with the telephone number and e-mail contact information of Successor Agency staff for the purpose of communicating with the Department during the review process.
- (f) Perform all duties required of him or her by these rules and regulations or required of him or her by resolution or order of the Board consistent with State law, including, without limitation, the Brown Act.

## **ARTICLE V** **MEETINGS**

### **Section 500: GENERAL**

Except as otherwise provided by this article, meetings of the Board shall be open and public and shall comply with the requirements of the Brown Act. Except as provided by the Board, the procedure to be followed by the Board at its meetings shall be that set forth in Robert's Rules of Order, provided, further, that the failure to follow Robert's Rules of Order shall not invalidate any action taken. Furthermore, such failure or deviation or waiver does not convey any right or cause of action to third parties.

### **Section 501: TIME AND DAY OF REGULAR MEETINGS**

The Board shall hold \_\_\_\_\_ regular meetings of the Board at \_\_\_\_ on the \_\_\_\_\_  
And \_\_\_\_\_ of each calendar month at \_\_\_\_\_ AM/PM, until otherwise  
provided by a majority of all members of the Board.

### **Section 502: SPECIAL MEETINGS**

A special meeting may be called subject to the requirements of the Brown Act.

### **Section 503: ADJOURNMENT- ADJOURNED MEETINGS**

The Board may adjourn any regular, adjourned regular, special or adjourned meeting to a time and place specified in the order of adjournment; a majority of members present, even though less than a quorum may so adjourn. If all members are absent from a regular or adjourned regular meeting, the Secretary of the Board may declare the meeting adjourned to a stated time and place and he or she shall cause a written notice of the adjournment to be given in the manner provided in Government Code section 54956. A copy of the order or notice of adjournment shall be posted conspicuously on or near the door of the place, where the regular, adjourned regular, special or adjourned

special meeting was held within twenty-four (24) hours after the time of adjournment. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings in Section 501 of these rules and regulations.

#### **Section 504: CONTINUANCE**

A convened meeting, or any meeting ordered or noticed to be held, may by order or notice of continuance, be continued or recontinued to any subsequent meeting of the Board in the same manner and to the same extent set forth in Section 503 for the adjournment of meetings, provided, if a hearing is continued to a time less than twenty-four (24) hours after the time specified in the notice or order of hearing, a copy of the order notice of continuance shall be posted immediately following the meeting which orders or declares the continuance.

#### **Section 505: CLOSED SESSIONS**

Every meeting of the Board shall be open and public, and closed sessions shall not be held unless essential for the conduct of business. The public must be afforded an opportunity to comment on closed session items prior to adjournment to closed session. Subject to these requirements and those in the Brown Act, the Board may hold closed session during a regular or special meeting. It is the intent of the Board to strictly limit closed sessions. The Board understands that it always has the option of discussing matters in open session notwithstanding that the Brown Act may entitle the Board to hold a closed session, and the Board intends to so exercise its prerogative in favor of open sessions to the greatest extent possible.

### **ARTICLE VI** **MEETING AGENDA AND PROCEDURE**

#### **Section 600: AGENDA**

The Board shall provide for an agenda and may regulate or limit business to be considered by the Board at any meeting. The Successor Agency Staff shall prepare and distribute the agenda for the Board.

- (a) Order of Business: At Board meetings, the regular order of business shall be conducted in accordance with the agenda prepared for the meeting. The Board may rearrange the order of the items or matters listed on each meeting's agenda at any meeting. The Board may, from time to time, adopt a revised agenda and order of business as is consistent with the Brown Act and as may be convenient or desirable for the conduct of Board business.
- (b) Items for Agenda: At each regular meeting, the Board shall identify items for the Agenda for the next regular meeting. In addition, Board members may suggest

agenda items at other times by communicating them to the Chair. The Chair shall notify the Clerk of the Board of matters to be placed on the agenda at least four (4) business days in advance of the Board meeting. The Chair shall consider for agenda placement any item suggested or requested by any member of the Oversight Board. The Chair shall place on the agenda any item requested by at least two (2) members of the Oversight Board in the form requested by them. Requests for placing items on the agenda shall be made to the Chair by email, fax or any other communication agreed to by the Board.

- (c) Public Discussion on Agenda items: Upon calling the meeting to order and before any motion is adopted relating to the merits of the matter to be heard or before consideration of any item, the Chair shall inquire if there are any persons present who desire to speak on the matter or to present evidence respecting the matter. Any person desiring to so speak or present evidence may submit a speaker's request card and submit it to an Agency staff member before the item is heard. Upon being recognized by the Chair, such person may speak or present evidence relevant to the matter being heard. No person shall be denied the right to speak because he or she declines to disclose his or her name, address, or telephone number. However, no person shall be permitted to speak or present evidence until she or he is recognized by the Chair and given permission by the Chair to present evidence or to speak. Time limits for oral petition shall be two (2) minutes for an individual. However, the Chair, in his or her discretion, may shorten or extend such time as she or he may find reasonable under the circumstances or may further limit the time if the time anticipated to complete the agenda is unusually long. Each person who submits, presents, or makes any such evidence, testimony or statement may be requested to answer questions respecting such evidence, testimony or statements.
- (d) After all presentations have been concluded, the Chair shall so declare and the members of the Board may discuss the matter among themselves, and no other persons may speak and no further exhibits may be filed unless Board members request clarifications from presenters, or petitioners or other persons in attendance. Every Board member has the right to request such clarifications or additional information.

## **Section 601: MATTERS NOT ON AGENDA**

If a person or group of persons wishes to present to the Board at a Board meeting a written or oral petition or communication that has not been placed on the Board's Agenda pursuant to Section 600 (above), such matter will be permitted at the time the Board takes up "Public Comment", as shown on the Agenda. Any person or group of persons desiring to speak to the Board respecting the subject matter of such petition or communication will be permitted to do so personally or through authorized representatives. No person shall be permitted to speak unless he or she first submits a

speaker's request card and is recognized by the Chair and given permission by the Chair to speak. Any person desiring to speak shall submit a speaker's request card to the Board Secretary. No person shall be denied the right to speak because he or she declines to disclose his or her name, address, or phone number on the speaker's request card. Each person who submits, presents, or makes any such evidence, testimony or statement may be requested to answer questions respecting such evidence, testimony or statements subject to the requirements of the Brown Act Time limits for oral petition shall be two (2) minutes for an individual. However, the Chair, in his or her discretion, may shorten or extend such time as he or she may find reasonable under the circumstances or may further limit the time if the time to complete the Agenda has been unusually long.

### **Section 602: QUORUM**

Four (4) members of the Board shall constitute a quorum to transact business. A lesser number of members present at a meeting may constitute a quorum solely to adjourn the meeting or adjourn the meeting to a stated time.

### **Section 603: VOTING**

A majority vote of the total membership of the Board is required for the Board to take action.

### **Section 604: MANNER AND RECORDATION OF VOTES**

Voting by members of the Board shall be by "ayes" and "noes," and the result of each vote shall be entered by the Secretary in the record of the Board proceedings. Upon the request of any Board member, a roll call vote shall be taken on any matter upon which a vote is called, and each vote shall be recorded by the Secretary to the record of the Board proceedings.

### **Section 605: DISQUALIFICATION**

Any member who is legally disqualified from participating in Board action on any particular matter shall take no part in the discussion, debate, or vote on such matter; and as soon as such matter is reached on the agenda such member shall disclose the member's disqualification and the reason therefore, or if disqualification is not known to the member at the time such matter is reached on the agenda the member shall make such disclosure as soon as the disqualification is known to that member.

### **Section 606: MOTIONS, DEBATE THEREOF, DEBATE LIMITED TO MEMBERS OF BOARD**

No debate of a motion shall be permitted prior to a second of the motion. As a member of the Board, the Chairperson has all rights and privileges as other members and may

make motions and second motions and participate in the debate of all items. When a motion is made and seconded, it shall be stated by the Chairperson before being debated. Such debate shall be limited to members of the Board only; however, Board members may request clarifications or explanations from presenters, petitioners or other persons in attendance.

#### **Section 607: PETITIONS AND COMMUNICATIONS; FILING, REPORT, AND INSPECTION THEREOF**

All written petitions and communications on the agenda of a meeting shall be filed with the Board at such meeting and shall be so marked by the Clerk of the Board and a copy shall be provided to each Board member. The substance of such petitions and communications shall be orally reported to the Board by the Clerk of the Board; upon the request of any member of the Board present at the meeting, any such petition or communication shall be read aloud in its entirety by the Secretary. Such petitions and communications may be inspected at any time by any member of the Board.

#### **Section 608: DOCUMENTS AND OBJECTS PRESENTED TO BOARD; FILING AND INSPECTION THEREOF**

All documents and all physical objects presented to the Board at any meeting by any person shall be filed with the Board at such meeting and shall be so marked by the Secretary. Any such document or object filed with the Board may be inspected at any time by any member of the Board. True copies or photographs of such documents and objects may be filed in lieu of the originals thereof.

#### **Section 609: SUBCOMMITTEES**

The Board may establish *ad hoc* subcommittees to perform specific tasks. Members of such subcommittees may be nominated by Board members. Nominated Board members may vote for themselves. Nominations do not need a second.

#### **Section 610: EFFECTIVENESS OF BOARD ACTIONS**

Board actions shall not be effective for three business days, pending a request for review by the Department. In the event that the Department requests a review of a given Board action, it shall have 10 days from the date of its request to approve the Board action or return it the Board for reconsideration and approval by the Department.

### **ARTICLE VII** **LEGAL COUNSEL**

#### **Section 700: SOLICITATION OF OUTSIDE COUNSEL**

The Board shall not be represented by counsel whose office represents (or who is employed by, an associate or partner of, or who reports to counsel who represents):

- (a) The City that sponsored the redevelopment agency whose successor is being overseen by the Board; or
- (b) Any of the affected taxing entities with respect to the redevelopment agency, as that term is used in AB 26. This Article shall not constitute a waiver of any conflicts pursuant to California Rules of Professional Conduct applicable to attorneys.

As soon as possible after the first Board meeting, the Board shall conduct a solicitation for outside legal counsel for representation for the Board. The Board shall form an *ad hoc* subcommittee to evaluate all responses or shall meet as a Committee of the Whole for the purpose of evaluating such responses.

#### Amendment of Rules