SUBJECT: C-TRAN Board of Directors Conduct Policy

SECTION 1 DEFINITIONS

As used in these Rules, the following mean:

Board Committees. All Board committees, commissions, task forces, and advisory bodies as created by the C-TRAN Board of Directors.

Board and Board Members. The Chair, Vice-Chair, and voting and non-voting Board Members.

Board Meetings. All regular Board meetings, special or emergency meetings, executive sessions, Board Workshops, and joint meetings with other jurisdictions.

Electronic Communications. Including, but not limited to e-mail, text messages, instant messages, voicemail messages, or other forms of communications transmitted or received by technological means.

Electronic Communications Devices. Including, but not limited to computers, cell phones, notebooks, tablets, or other similar devices capable of transmitting or receiving messages electronically.

SECTION 2 BOARD MEETINGS

Board Meetings Generally. As a general rule, Board meetings will be held at the Vancouver Community Library, 901 C Street, Vancouver, WA for the purpose of conducting business, developing policy, or discussing as a body, topics of importance to Board or agency operations. Normally, Board meetings will be conducted on the second Tuesdays of each month.
The meetings usually begin at 5:30 p.m. All Board meetings will last until the meeting adjourns.

If a Board executive session is necessary, it will normally follow a Board meeting. In those instances where an executive session is scheduled to precede a Board meeting every effort will be made to complete discussion of executive session matters to avoid delaying the commencement of the formal Board meeting.

**Board Meetings.** Board business meetings are designed to hear and take formal action on matters of agency concern, including but not limited to such things as recognition of retiring staff; staff presentations, committee reports, adopting resolutions, conducting public hearings, and considering measures and proposals offered by Board members.

**Executive Sessions.** Board Members and staff shall not discuss executive session matters with anyone outside of the session without prior lawful authorization.

**Minutes.** A record of all Board meetings shall be kept as required by law. Only Board Members have the authority to revise the minutes subject to a majority vote of the Board. If a citizen wishes to suggest a modification or revision, the request must be made through the Chair or a Board Member.

**Attendance.** Board Members will inform the Chair and Clerk of the Board if they are unable to attend any Board meeting.

**Presiding Officer.** The Chair presides over Board meetings. In the Chair’s absence, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the longest serving member of the Board shall preside.

The presiding officer has the authority to preserve order at all meetings of the Board, to cause the removal of any person from any meeting for disorderly conduct, to place a limit on debate and to enforce the rules of the Board. The presiding officer may also command the assistance of C-TRAN staff to restore order at any meeting as authorized by law.

**Seating.** The Chair will inform staff of the preferred seating arrangement for Board meetings.

**Staffing.** The Executive Director/CEO or designee will attend all Board meetings unless excused. The Executive Director/CEO may make recommendations to the Board and, with the consent of Board, shall have the right to take part in all Board discussions. The Executive Director/CEO shall have no vote.
Legal Counsel will attend all Board meetings unless excused, and will, upon request, give an opinion, either written or oral, on legal questions. The Legal Counsel shall decide all questions of interpretations of these rules and any other parliamentary questions that may arise at a Board meeting.

Other staff and consultants will attend Board meetings upon request of the Executive Director/CEO to provide information and respond to questions.

**Telephonic/Electronic Meetings.** From time to time, a Board Member will not be able to be physically present at a Board meeting. The procedure and guidelines for permitting a Board Member to attend a Board meeting via alternative electronic means (including, but not limited to speakerphone, video call, or video chat) are as follows:

A. Attendance via alternative electronic means should be the rare exception, not the rule, and is limited to two (2) times per year per Board Member. Examples of situations where attendance by alternative means would be appropriate include, but are not limited to:
   a) An agenda item is time sensitive, and attendance by alternative electronic means is needed for a quorum;
   b) The Alternate for the Board Member is unable to attend.
   c) The Board Member is either a Clark County Commissioner or Non-Voting Labor Representative, who usually do not have designated alternates.

B. Attendance - Procedure
   1. The Board Member attending via alternative electronic means:
      a) Must attend the entire meeting;
      b) Must be able to hear all discussions taking place;
      c) Must be heard by all Board Members and the public when speaking;
      d) Should have all meeting materials, including visual aids (i.e. PowerPoint presentations), must be made available to the caller prior to the start of the meeting; and
   2. The Chair (or presiding officer, if the Chair is not physically present) should state for the record:
      a) Let the record reflect that Board Member ____________ is attending via speakerphone.
      b) Board Member __________________, can you hear me? [There must then be a clearly audible response in the affirmative.]
      c) Let the record reflect that Board Member __________, who is attending via speakerphone, can be heard by all present in meeting room.
C. Notification

3. If a Board Member wishes to attend a Board meeting via alternative electronic means, the Board Member should notify the Board of his or her intent at the Board meeting prior to the meeting for which they wish to attend via alternative electronic means. This notification should be made during Board Communications.

4. If notification at the prior meeting is not possible, the Board Member should notify the Chair, Executive Director/CEO, and Clerk of the Board of his or her wish to attend a Council meeting via alternative electronic means not later than the business day prior to the Board meeting for which he or she wishes to attend via alternative electronic means. With less notice, it may not be possible to make the necessary arrangements.

Robert’s Rules of Order. Meeting conduct, decorum, and procedures not provided for in these rules shall be governed by Robert’s Rules of Order, newly revised.

Electronic Communications. Board Members shall not send or receive electronic communications concerning any matter pending before Board during a Board Meeting.

Board Members shall not use electronic communication devices to review or access information regarding matters not in consideration before Board during a Board Meeting.

To ensure focus on the discussions during meetings, Board Members should only use the internet during meetings to access Board agenda packet information, board resource documents, including but not limited to Board Policies, C-TRAN Bylaws, Robert’s Rules of Order, or other research relevant to the discussion.

In deference to the Board meeting at hand, Board Members should make every effort to refrain from sending or receiving electronic communication of a personal nature during Board Meetings, though it may sometimes be necessary to send or receive very urgent/emergency family or business communications during meetings.

SECTION 3 AGENDA

Agenda Content. Board business meeting agendas will generally contain the following categories:

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL

CHANGES TO AND APPROVAL OF THE AGENDA
Agenda Preparation. The Executive Director/CEO will prepare an agenda for each Board meeting specifying the time and place of the meeting and a brief general description of each item to be considered by the Board.

Agenda materials will generally be available to the Board, staff, media, and public no later than the Friday preceding the meeting.

Scheduling of Agenda Items. The Chair will meet with the Executive Director/CEO to determine scheduling of agenda items.

With the exception of Workshops, a time for citizen comment will be scheduled for all Board meetings. Citizen and Community Group sign-up forms will be available at each meeting.

An item may be placed on the Board agenda after the agenda is printed and the notice published if the Executive Director/CEO explains the necessity and receives consent of the Chair. The Executive Director/CEO will notify the media and any known interested citizens as soon as possible after receiving information about proposed agenda additions. The practice of adding items to the Board agenda after it has been printed and published is to be discouraged, and will be permitted only when required by business necessity.

Agenda items that are continued from one meeting to another will have preference on the subsequent agenda.

The Chair may, with the approval of the Board, consider agenda items out of order.
SECTION 4 BOARD DISCUSSIONS AT BOARD MEETINGS

General. Board Members should ask the Chair to be recognized, be direct and candid, speak one at a time, ask questions to clarify information, and be conscious of time limits during discussions. Each Board Member is responsible for facilitating discussions.

Public Hearings. Board members should not make judgments or decisions about matters presented during a public hearing until all relevant written material has been reviewed, and all staff, citizen, and Board comments, opinions, and recommendations have been considered. When necessary, it is appropriate to defer action on a hearing or refer matters back to staff. When doing so, Board members should specify what new or additional information is needed and determine when the matter should be brought back for further deliberation. The decision to close or continue a public hearing may be had upon a consensus of the Board. The Chair will seek unanimous consent on the appropriate Board action.

Interruption. No member of the Board shall interrupt or argue with any other member while such member has the floor.

Courtesy. Members of the Board, in the discussion, comments, or debate of any matter or issue, shall be courteous in their language and deportment and shall not engage in contemptuous or disorderly behavior, or discuss or comment on personalities, or indulge in derogatory remarks or insinuations in respect to any other Board member of, or any member of the staff or the public, but shall at all times confine their remarks to those facts which are germane and relevant, as determined by the presiding officer, to the question or matter under discussion.

Transgression. The Board has power under state law to impose punishment on its members, short of removal from office, for violation of state law or Board Rules of Conduct.

If a member of the Board shall transgress these rules, the presiding officer shall call such member to order, in which case such member shall be silent except to explain or continue in order. If the presiding officer shall transgress these rules or fail to call such member to order, any other member of the Board may, under a point of order, call the presiding officer or such other member to order, in which case the presiding officer or such member, as the case may be, shall be silent except to explain or continue in order. Additional consequences may include a verbal admonition, written reprimand, censure, or expulsion from the meeting at which the conduct is occurring. Expulsion for such behavior in the Board’s presence shall require the affirmative vote of a 2/3 majority of the Board, specifying in the order of expulsion the cause thereof.
SECTION 5 BOARD MOTIONS AT BOARD MEETINGS

General. Board Members should clearly and concisely state their motions. The Chair will state the name of the Board Member who made the motion and the name of the Board Member who made the second. The Chair may make a motion or a second, if he or she first designates the Vice-Chair or, in his or her absence or inability to act, the senior member of the Board as the presiding officer during consideration of the matter. All motions under these provisions are subject to the Block Veto.

Prior to voting on a motion, the motion should be repeated by the Clerk of the Board or the Chair to ensure that the action taken and meeting record is clear.

Most motions die if they do not receive a second. Motions for nominations, withdrawal of a motion, agenda order, roll call votes, and a point of order do not require a second.

The Chair will ask for a voice vote for all final decisions. The Clerk of the Board shall maintain a record of the votes. Any Board Member may request an oral roll call vote on any decision.

At the conclusion of any vote, the Chair will announce the results.

As noted above, Robert’s Rules of Order will apply in those areas of procedure not covered under these rules.

Withdrawal. A motion may be withdrawn by the mover at any time without the consent of the Board.

Tie. A motion that receives a tie vote fails.

Table. A motion to lay on the table is not debatable and precludes all amendments or further debate. A motion to lay on the table sets aside a main motion temporarily to take up a more pressing or important issue.

Postpone. A motion to postpone to a certain time is debatable and amendable. The matter may be considered later at the same meeting or at a future meeting.

A motion to postpone indefinitely is debatable and is not amendable. It may be reconsidered at the same meeting only if approved by an affirmative vote. This motion is not to postpone, but to reject the matter without a direct vote.

Call for Question. A motion to call for the question ends debate on the matter and is not debatable. A second is required for this motion and it fails without a two-thirds’ vote. Debate may continue if the motion fails.
SECTION 6 BOARD RELATIONS AND COMMUNICATIONS

Board Relations with Staff.

Staff Support. The Executive Director/CEO will assign the staff necessary to provide clerical and administrative support for the Chair and Board Members.

Treat all Staff as Professionals. Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected.

Administrative and Operational Questions to be Directed to the Executive Director/CEO. Questions of agency staff and/or requests for additional information should generally be directed to the Executive Director/CEO or his/her designee. Materials supplied to a Board member in response to a request will be made available to all members of the Board so that all have equal access to information.

Direction to Staff and Requests for Information. Every effort should be made to avoid disrupting or interrupting staff while they are in meetings, on the phone, or engrossed in performing their job functions. All requests for information, preparation of reports or initiation of any project or study desired by Board Members must be directed to the Executive Director/CEO or his/her designee. Requests from Board Members cannot inhibit staff from performing their other obligations to C-TRAN. If requested, the Executive Director/CEO or her/his designee will provide an estimate of the time required to fulfill a request. Unless the information requested is of a personal, confidential, or incidental nature, all C-TRAN Board Members will receive the information pursuant to any Board Member request.

The Chair and Board Members will not contact or direct vendors, firms, businesses, or organizations under contract or subcontract to C-TRAN to take any action, prepare any significant report, or initiate any project or study without the approval of the Board.

Board Influence or Involvement in Administrative Functions. Board members must not attempt to interfere with or influence agency staff, including the Executive Director/CEO, in making appointments, awarding contracts, consultant selection, processing development actions, The Executive Director/CEO is directed to bring possible violations of this provision to the attention of the Chair or Vice-Chair.

Board Relations with One Another In Board Meetings. Use formal titles. Board should refer to one another formally during Board meetings as Chair, Board Member, Commissioner, Councilor, or Mayor followed by the individual’s last name.

Practice civility and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a democracy in action.
**Role of the Chair.** It is the responsibility of the Chair or Vice-Chair to keep the comments and debate of the Board on track during Board meetings. Board members should honor efforts by the Chair to focus discussion on current agenda items.

**Personal comments and actions.** In the event a Board member is personally offended by the actions or remarks of the Chair or another Board Member, he or she should note the action or actual words used and call for a “point of personal privilege” that challenges the other Board member to justify the action or the language used.

**Maintain Common Goal.** The Board is comprised of individuals with a wide variety of backgrounds, personalities, values, opinions, and goals. Despite this diversity, all Board members have chosen to serve in public office in order to preserve and protect the present and future of the community. Board meetings should be used to show how individuals with disparate points of view can find common ground and seek compromise designed to effectuate C-TRAN's purpose and benefit the community as a whole.

**SECTION 7 PUBLIC RECORDS**

**Public Record Defined.** A public record is defined by RCW 42.56.010(3) and includes any document, book, paper, photograph, file, sound recording, machine readable electronic record, electronic communications, or other material, regardless of physical form or characteristics, made, received, filed or recorded in connection with the transaction of public business, whether or not confidential or restricted in use.

**Electronic Records.** All electronic records, including communications on electronic communications devices, have the same public records character as paper records. Any electronic communications that may be exempt from disclosure under state public records law should be clearly marked as confidential and exempt from disclosure. Electronic records in any way relating to the business of the agency created on electronic communication devices not owned or provided by the agency may also be subject review and disclosure under Washington law.

**Retention.** Public records created or received by Board members, including electronic communications, will be retained in accordance with Washington law.