

CONSERVANCY BOARD PROCEDURES

Section 1. Purpose of Procedures

(a) General

The California Tahoe Conservancy (“Conservancy”) is a State agency governed by a board and created by statute to exercise certain delegated authorities under Title 7.42 of the California Government Code. (Gov. Code, §§ 66905-66908.3.) The meetings of the Conservancy’s governing body (“Conservancy Board” or “Board”) are subject to the Bagley-Keene Open Meeting Act (“Bagley-Keene Act”) (Gov. Code, §§ 11120-11132.) In general and subject to certain limited exceptions, the Bagley-Keene Act ensures the Conservancy Board’s deliberations and actions are taken in an open public forum. These policies and procedures (“Procedures”) provide for the orderly and effective conduct of the Conservancy Board. Many of the procedures reflect legal requirements of the Bagley-Keene Act. The remaining substance constitutes Conservancy policy regarding matters of internal management. These Procedures do not replace legal requirements in statute or regulation, which take precedence in the event of any inconsistency.

(b) Adoption and Amendment

These Procedures, and any subsequent amendments, shall be adopted through Board action during open session at a regular Board meeting. Government Code section 66906.4 authorizes the Board to adopt Procedures.

Section 2. The Conservancy Board

(a) Board Members

The Conservancy Board consists of seven voting members and one non-voting ex-officio member (Gov. Code, § 66906.1.) Each voting member of the Conservancy Board shall represent the State of California and the Conservancy while serving in such capacity at meetings of the Conservancy Board. The ex-officio member shall participate in the activities of the Conservancy Board to the extent that participation is not incompatible with his or her position as a federal employee. All Board members shall discharge their duties in good faith.

(b) Responsibilities of the Conservancy Board

The Board is the governing body of the Conservancy, which the legislature created to lead California’s effort in restoring and sustaining a balance between the natural and human environment and between public and private uses at Lake Tahoe. The Board is responsible for setting the strategic priorities of the Conservancy and for authorizing the adoption and implementation of various actions to fulfill the Conservancy’s statutory mission. The Board also plays an important role in strengthening the

Conservancy's ties with local governments in the Lake Tahoe region, other State agencies, and the hundreds of thousands of California residents who visit the Lake Tahoe region each year.

(c) Board Chair and Vice Chair

(1) Election

The voting Board members shall elect, by simple majority of the present voting members, a Chair who shall preside at all meetings of the Board, and a Vice Chair to preside in the absence of the Chair. The terms of office for the Chair and Vice Chair shall be no longer than two years. (Gov. Code, § 66906.3.) The election of the Chair and Vice Chair shall appear on the Board meeting agenda for a Board meeting prior to the expiration of the two-year term. The election shall be held pursuant to an agenda item at a meeting of the Conservancy Board. The Chair and Vice Chair are always eligible for re-election so long as they are members of the Board.

All references to "Chairman" in the Conservancy's Administrative Regulations or other Conservancy documents shall be equivalent to "Chair" for purposes of these Procedures.

(2) Duties

In addition to presiding at and leading Board meetings, the Chair shall serve as the primary spokesperson for the Board, execute on behalf of the Conservancy any documents requiring such execution, consult with the Conservancy's Executive Director on matters and decisions of importance that arise between meetings and require immediate attention, and exercise and perform any such other powers and duties prescribed herein or as may from time to time be assigned to the Chair by the Board. The Chair shall decide all questions of order at all meetings of the Board, subject to the action of a majority of the voting members present at the meeting.

When the Chair is absent, the Vice Chair presides at Board meetings and performs any other duties of the Chair that cannot reasonably await the Chair's return.

(3) Relief of Duties

The Chair and Vice Chair may be relieved of their duties as such by the affirmative vote of a majority of the voting Board members present.

(4) Chair Pro Tempore

In the event of the absence or inability to act of the Chair and Vice Chair, the voting members present at any meeting of the Board, by order entered in the minutes, shall select one of the voting members to act as Chair Pro Tempore, who, while so acting, shall have all of the authority of the Chair.

(d) Board Committees

(1) Establishment

Board committees may be established by the Chair, or by resolution of the Board, during the open session of any regular Board meeting. When a committee is established, the Chair or Board resolution shall specify the committee's subject matter area, period of existence (if any), and membership.

Unless otherwise provided in an adopted resolution of the Board, Board committees may serve in an advisory capacity only, make any recommendations to the full Board in open session of a regular Board meeting, and may not provide independent direction to Conservancy staff or consultants outside of a scheduled Board meeting. Any delegation of power to a committee shall be made by resolution of the Board. The resolution shall set forth the power delegated to the committee, the term of existence (if any) of the delegation, and the membership (which must consist of two or more members).

(2) Committee Meetings

Advisory committees consisting of no more than two persons are not subject to the requirements of the Bagley-Keene Act. To ensure compliance with the Bagley-Keene Act, only Board members who are a member of a two-person advisory committee may participate in such a committee.

Any committees with delegated power and any committees consisting of three or more persons are subject to the requirements of the Bagley-Keene Act. (Gov. Code, § 11121.) The meetings of such committees shall comply with the notice and agenda requirements set forth in Section 5, and be open to and allow for public participation from members of the public in accordance with Sections 6 and 15. In addition, any committee described in this paragraph shall be identified on the Conservancy's public website along with a description of that committee's subject matter and delegated power (if any).

An advisory committee of three or more members that intends to hold a teleconference meeting shall comply with section 11123.5 of the Government Code, which provides teleconference procedures specific to advisory committees subject to the Bagley-Keene Act.

(3) Committee Updates

All Board committees shall provide updates regarding any committee deliberations and recommendations, and, in the case of a committee with delegated powers, any formal actions taken, during the portion of regular Board meetings reserved for Board member comment or other appropriate time during the open session of the meeting.

(4) Dissolution

Committees may be dissolved by the Chair, or by resolution of the Board, during the open session of any regular Board meeting.

Section 3. Regular Board Meetings

(a) General

Any congregation of a majority of the members of the Conservancy at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Conservancy constitutes a “meeting” for purposes of the Bagley-Keene Act, and is therefore subject to the Bagley-Keene Act’s requirements. (Gov. Code, § 11122.5(a).)

(b) Frequency

Unless otherwise specified, the Board shall meet no less than four times per year, or as needed, subject to weather or other conditions that may render a meeting impracticable.

(c) Meeting Location

The Conservancy shall generally vary the locations of its meetings between the north and south areas of the Lake Tahoe Basin within the State of California, but may occasionally hold a meeting outside the Lake Tahoe Basin. Meetings must be held in California, except that teleconference meeting locations may be allowed anywhere provided consistency and compliance with Section 11 of these Procedures and the Bagley-Keene Act (Gov. Code, § 11123).

Section 4. Quorum and Voting

The Chair shall commence all meetings with a roll-call reflecting the attendance of Board members. A majority of the total voting membership of the Conservancy (*i.e.*, at least four voting Board members) shall constitute a quorum for all meetings and the transaction of Conservancy business. (Gov. Code, § 66906.4.) Provided the existence of a quorum, a majority vote of the members present is required for any formal action taken by the Conservancy, except a request to the State Public Works Board to exercise the power of eminent domain pursuant to Government Code section 66907.5, which shall require five affirmative votes (Gov. Code, § 66906.4.) The ex-officio Board member is not a voting member and does not count toward a quorum.

A majority vote of a quorum (or the affirmative vote of five Board members when required under Government Code section 66906.4) is binding with respect to the matters acted on by the Board. If a quorum is not present at the commencement of a duly noticed Board meeting, those members who are present may convene as a committee of the whole for the purposes of discussing matters appearing on the agenda for that meeting. The committee may submit recommendations to the Board when a quorum is present.

Any Board action requiring a vote may be initiated by motion for approval from any Board member, and seconded by another Board member. Following a seconded motion, the Chair must proceed with discussion and a vote using either the roll-call or collective voice method, as specified below. In all cases, the meeting minutes shall reflect how each individual Board member voted on each action.

(a) Roll-call vote

When the Chair requests a roll-call vote, each individual Board member must indicate their vote (“aye/yes,” “nay/no,” or “abstain”) following the call of their name by the Board clerk (who may be a designated Conservancy staff member). A roll-call vote is required for any action taken during a meeting held by teleconference as described in Section 11, any action taken during an emergency meeting described in Section 13, and any action taken during a closed session involving personnel actions as described in Section 14. (See Gov. Code, §§ 11123, subd. (b)(1)(D); 11125.5, subd. (d); 11125.2.) A roll-call vote may also be the superior method for tracking Board votes on more controversial or complex agenda items.

(b) Collective voice vote

When a vote by roll-call is not required, the Chair may conduct the vote by asking “all in favor,” with those in favor collectively saying “aye/yes”; asking “all opposed,” with those opposed collectively saying “nay/no”; and asking “all who abstain,” with those abstaining members saying “abstain.” The Chair shall state the outcome of the collective voice vote with sufficient detail to discern how each member voted. For example, “the motion passes unanimously,” or, “the motion passes 4-2, with Board members C and D voting “nay” and Board member E abstaining.”

Section 5. Public Notice and Meeting Agenda

(a) General

Conservancy staff shall provide public notice of Board meetings to any person who has requested such notice in writing. (See Gov. Code, § 11125; Cal. Code Regs., tit. 14, § 12060.) This subsection shall not apply to special meetings and emergency meetings described in Section 13 of these Procedures, which have their own notice requirements. (See Gov. Code, §§ 11125.4, subd. (b), and 11125.5, subd. (c), respectively.)

The notice requirements set forth herein and in the Bagley-Keene Act do not supplant or address the notice requirements of other laws such as the California Environmental Quality Act (CEQA), which may additionally apply to certain Conservancy projects.

(b) Form of Notice

The required notice shall consist of the meeting agenda, which shall identify the date, time and location of the meeting, and list and sufficiently describe each item of business to be acted upon, transacted, or discussed at the meeting. The agenda shall

identify the Conservancy staff-person who can provide further information prior to the meeting. The agenda shall also include the Conservancy's website address where materials related to the Board meeting can be accessed.

(c) Method and Timing of Notice

Notice shall be sent by electronic mail (e-mail) and/or post-marked using first class mail no less than ten days prior to the meeting. (See Cal. Code Regs., tit. 14, § 12060.) Additionally, Conservancy staff shall post the notice on the Conservancy's public website no less than ten days prior to the meeting.

(d) Setting the Agenda

In general, the Executive Director and Conservancy staff set the Board meeting agenda with consultation from the Chair. Additionally, as a standing agenda item before the adjournment of each regular meeting, the Executive Director or a designee shall identify anticipated agenda items for the Board's next meeting. At such time, Board members may comment on anticipated items and suggest additional items for consideration.

(e) Adding Items to the Agenda within Ten Days of a Meeting.

Except in very limited circumstances set forth in section 11125.3 of the Bagley-Keene Act and restated in paragraphs (1) and (2) of this subsection, the Conservancy may not add items to the agenda subsequent to its distribution in fulfillment of the public notice requirements. If an exception applies and an item is added to the agenda within ten days of the meeting, the Conservancy shall provide notice of the additional item in accordance with subsections (a)-(c) of this Section as soon as practicable after the item is added. In addition, the Conservancy shall provide notice in a manner that allows it to be received by the Board and by any newspapers of general circulation, significant online news media outlets, and radio or television stations serving the Lake Tahoe Basin, at least 48 hours before the time of the meeting specified in the notice, in accordance with Government Code section 11125.3, subdivision (b).

(1) Emergency

An item may be added to an agenda within ten days of a Board meeting if an emergency situation (as defined herein) exists, and a majority of the voting Board members present confirm such a finding during open session of the meeting at which the additional matter is to be considered. For purposes of this paragraph, an "emergency situation" is limited to, (i) "work stoppage or other activity that severely impairs public health or safety, or both"; or (ii) a "crippling disaster that severely impairs public health or safety, or both." (Gov. Code, §§ 11125.3, subd. (a)(1), 11125.5, subd. (b).)

(2) Need for Immediate Action on a Late Matter

An item may be added to an agenda within ten days of a Board meeting if there is a need for immediate action that comes to the attention of the Board after the agenda was distributed, and provided that at least two-thirds of all the voting Board members (*i.e.*, at least five voting members) confirm such a finding during open session of the meeting at which the additional matter is to be considered. If less than five voting members are present at the meeting, then a unanimous vote of the voting members present is required. (Gov. Code, § 11125.3, subd. (a)(2).)

(f) Order of Proceedings

The Board will generally consider items as ordered on the noticed agenda. Upon request or subject to the Chair's discretion, the order of the items on the agenda may be altered for any particular meeting.

Section 6. Public Participation

Board meetings shall be open to the public, except for closed sessions permitted under the Bagley-Keene Act and described in Section 14. The Conservancy supports the right of all interested persons to comment on matters before the Board.

(a) Board Materials and Presentations

Board members will review all materials that are provided or submitted to them in advance of the Board meetings. All Board materials, such as staff recommendations, discussion item updates, attachments, exhibits, PowerPoint presentations, written public comments, and other agenda materials, are a part of the administrative record for the appropriate item and shall be maintained by Conservancy staff at the Conservancy's office in electronic and/or hard-copy form. Absent applicable legal exemptions from public disclosure (*e.g.*, materials related to closed sessions, attorney-client communication, sensitive personal information), the public or any other interested person may obtain such materials from the Conservancy's public website, the Conservancy's office, or at the Board meeting (including teleconference meeting locations) where Conservancy staff shall have at least one copy of the materials available for public inspection.

(b) Public Comment

The Board shall allow for public comment during the open session of Board meetings on all matters on the agenda. The Chair should generally invite public comment after Conservancy staff presents but before the Board takes action on an item requiring Board action. Additionally, the Board shall provide at least one opportunity for members of the public to comment on items not on the agenda. The Board shall not prohibit public criticism of the policies, programs, or services of the Conservancy, or of the acts or omissions of the Conservancy.

The Chair may impose reasonable limits on the amount of time allocated for public comment on particular issues and for each individual speaker. Although the Chair may request that members of the public attending or intending to comment at a meeting write their name on the meeting sign-in sheet, the sign-in sheet must clearly state that signing-in is optional, and signing-in shall not be a prerequisite to attending or speaking at the meeting. (Gov. Code, § 11124.)

The Conservancy shall accept any written comments from the public on any matter, whether or not appearing on the meeting agenda. All written comments received prior to the Board meeting will be included in the materials provided to all Board members in advance of the meeting, or in the materials provided to all Board members on the day of the meeting, depending on when Conservancy staff receive the comments. Written comments received on the day of the meeting shall be directed to the Chair. If time allows, the Chair may recite or summarize each written comment at the appropriate time during the meeting, whether or not the person who submitted the comment is in attendance.

The Conservancy shall treat all public comments as part of the record. Oral comments may be summarized in the meeting minutes, but, provided they are made during the indoor setting of a regular meeting, oral comments will be recorded and fully reflected in the meeting transcripts consistent with Section 10 of these Procedures.

(c) Responding to Public Comments

At the Board meeting, members of the public are provided an opportunity to comment and express their views to the Board. There is no obligation for the Board or Conservancy staff to substantively respond to a public comment, including one that is directed at the Board or staff in the form of a question.

(d) Removal of Disruptive Persons

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Chair may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Individuals and representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this subsection. (Gov. Code, § 11126.5.)

Section 7. Specific Agenda Items

(a) Consent Calendar

In preparing the agenda for any meeting of the Board, the Executive Director may, subject to any input the Chair elects to provide, designate agenda items to be placed on a consent calendar. Items on the consent calendar do not receive specific

discussion or comment at Board meetings. The consent calendar is therefore only appropriate for items expected to be routine, non-controversial, and not involving an action subject to CEQA (*i.e.*, items exempt from CEQA or to which CEQA is not applicable). (See Cal. Code Regs., tit. 14, § 12063.) Items that may be appropriate for the consent calendar include, but are not limited to, approval of meeting minutes, approval of non-controversial long-term license agreements, and approval of real property acquisitions where staff and the prospective seller are in agreement and the Conservancy has received no comments indicating any opposition to or controversy over the matter. (Ibid.)

The Board may take action on items on the consent calendar without any substantive discussion. If any Board member or other interested party or member of the public requests public comment or substantive discussion of a consent item, the item shall be removed from the consent calendar and taken up in the regular agenda in an order determined by the Chair.

(b) Discussion Items

Discussion items may involve staff presentations and updates to the Board, but may not result in any binding Board action. The Board shall allow public comment and Board discussion on discussion items.

(c) Executive Director's Report

Board meeting agendas shall contain a standing item for the Executive Director's Report, consisting of general updates regarding any relevant matters. Such matters may include updates on Conservancy initiatives, legislative developments, budget and accounting updates, special use authorizations, staff-related announcements, and community events. The Executive Director shall include in the materials provided to the Board a written report to supplement the report given at the meeting.

(d) Chair's Report and Board Member Comment

Board meeting agendas shall contain a standing item for a Chair's Report, and for Board member comment. The Chair's Report provides an opportunity for the Chair to update the Board, staff, and members of the public on any relevant matter. The Board member comment may include updates from Board committees or individual Board members.

(e) Board Tours

In response to Board member direction, or upon the Executive Director's own initiative, the Executive Director may arrange for the Board to tour any site of or related to any Conservancy project, initiative, or any matter coming before or anticipated to come before the Board. All Board tours involving four or more voting members of the Board shall appear on a meeting agenda and comply with the public notice requirements of

the Bagley-Keene Act and these Procedures. The Board may not take, adopt, or otherwise vote on any action during a Board tour.

Board tours described in this Section shall be open to members of the public. While the opportunity for members of the public to provide comment shall not be denied during a Board tour, Board tours, including public comments provided therein, will not be recorded or transcribed absent specific direction from the Chair involving special circumstances. Accordingly, the Chair may encourage the public to provide any comments prior to or following the Board tour.

Section 8. Resolutions and Motions

For the sake of clarity, all Board actions shall be memorialized in the form of a resolution. Adopted resolutions shall be signed and certified by the Executive Director and maintained with the meeting minutes as the official record of actions taken by the Conservancy. Notwithstanding this Section, an action otherwise duly voted upon and taken by the Board is not invalid by reason of a failure to act in the form of a resolution.

Section 9. Meeting Adjournment

All regular meetings of the Board shall be concluded by order of adjournment entered by the Chair, Vice Chair, or any member of the Board, in that order depending on their attendance at the time of adjournment. If all members of the Board become absent during the course of a meeting, the Board clerk shall enter the order of adjournment.

If the Board seeks to adjourn and reconvene the meeting at a subsequent date and time to continue the same meeting agenda, a copy of the order of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. The posted order of adjournment shall state the time and place to which the meeting is adjourned. (See Gov. Code, § 11128.5.)

Section 10. Meeting Minutes and Transcripts

The Conservancy shall electronically record the audio of all Board meetings, except that the recording of closed sessions permitted under the Bagley-Keene Act shall be at the discretion of the Chair. The Conservancy will retain audio recordings of all open session meetings for two years from the date of each meeting, and shall make such recordings available for public inspection upon request. The Conservancy will generally order certified transcripts to facilitate preparation of the meeting minutes. Members of the public may also record and/or broadcast Conservancy meetings (audio and/or video) at their own expense unless doing so results in a persistent disruption of the meeting (in which case the Chair may ask such recording to stop).

Conservancy staff shall prepare accurate written minutes summarizing the actions taken at each meeting. The minutes shall be subject to Board approval at the following Board meeting. After approval, the minutes shall be signed and certified by the Executive Director, and thereafter available to the public at the Conservancy's offices during normal

business hours. The approved meeting minutes shall be the official record of actions taken by the Conservancy at any meeting.

Section 11. Teleconference and Alternate Procedures

Board members are expected to attend all Board meetings in person. Board meetings are an infrequent occurrence that provide a valuable opportunity for Board members, Conservancy staff, stakeholders, partner organizations, and the public to convene together in one location while conducting Conservancy business. In-person attendance at Board meetings is incumbent upon Board members as the primary leaders of California's efforts within the Lake Tahoe Basin. Subject to the limitations of this Section, however, teleconference meetings and alternate Board member attendance may nevertheless be allowed as a substitute when in-person attendance is impracticable.

(a) Teleconference Meeting

Teleconference accommodation (*i.e.*, audio or audio/video conferencing) for any Board member who cannot attend a meeting in person may be allowed on a case-by-case and irregular basis, provided, however, that any request for a teleconference meeting be made at least fourteen days in advance of the scheduled date of the meeting. Requests for teleconference accommodation should be made to the Executive Director, who shall consult with the Chair in determining whether to grant the request. An untimely request for teleconference accommodation may be excused only if the reason for the request arose within fourteen days of the meeting, and provided the accommodation does not cause logistical difficulty. Teleconference meeting locations must be open to the public and in compliance with the Americans with Disabilities Act, as further specified in Section 15 of these Procedures. The Board member requesting teleconference accommodation is responsible for identifying the teleconference location, and confirming its suitability and availability, as part of the request for such accommodations.

The Conservancy shall post agendas at all teleconference locations. The agenda shall identify all teleconference location(s) and note that all such locations are open to any members of the public who wish to attend the meeting at the teleconference location. Members of the public attending the meeting at a teleconference location must be allowed an opportunity to provide comment. Conservancy staff shall ensure that all materials provided to the Board are available at the teleconference meeting for public review. All Board member voting during a teleconference meeting shall be by roll-call. At least one member of the Board should remain physically present at the teleconference location(s) specified in the agenda, and the teleconference location(s) shall remain open to members of the public, throughout the entirety of the meeting.

As noted in Section 2, the Bagley-Keene Act contains special rules for teleconference meetings of advisory committees subject to the Bagley-Keene Act (*i.e.*, advisory committees with three or more members) (See Gov. Code, § 11123.5.) Those rules

should be consulted in the event such a committee intends to hold a teleconference meeting.

(b) Board Member Alternates

Alternate Board members may serve at a Board meeting if the appropriate corresponding appointing body (*i.e.*, the City Council of the City of South Lake Tahoe, the Board of Supervisors of the Counties of El Dorado and Placer, and the Senate Committee on Rules) or the individual empowered to send a designee (*i.e.*, the Secretary of the Natural Resources Agency, the Director of Finance, and the Speaker of the Assembly) designates the alternate in writing. Board members may not designate their own proxies to attend meetings in their stead. All limitations applicable to Board membership under Government Code section 66906.1 apply to Board member alternates. The rules and procedures for new members set forth in Section 17 apply to alternate members. Upon request from Conservancy staff, duly designated alternates shall provide evidence of their designation for recordkeeping purposes.

Section 12. Use of Electronic Devices

Board members shall strive not to access laptops, phones, or other electronic devices for any purpose other than to view meeting materials. Any Board member who needs to use an electronic device for any significant length of time for any purpose other than viewing meeting materials shall excuse him or herself from the meeting and return once they are finished. Any use of an electronic device for direct communication with another Board member during a meeting to develop concurrence as to action to be taken on an item is strictly prohibited under these Procedures and may constitute a violation of the Bagley-Keene Act. (Gov. Code, § 11122.5, subd. (b).)

The Conservancy provides Conservancy-owned electronic tablets for Board members to access and review Board materials during Board meetings. Board members are strongly encouraged to use the Conservancy-owned tablets for Conservancy business during Board meetings. The existence of Board materials, notes, and other Conservancy-related records on a Board member's personal electronic device may subject that device to review and inspection in the event of litigation discovery or Public Records Act requests.

Section 13. Special and Emergency Meetings

(a) Special meetings (Gov. Code, § 11125.4)

The Chair or a majority of all voting members of the Board may call a special meeting at any time. A special meeting may only be called for one of the following purposes where compliance with the ten-day notice provisions of Section 5 would impose a substantial hardship on the Conservancy or where immediate action is required to protect the public interest: to consider pending litigation, as that term is defined in Government Code section 11126, subdivision (e); to consider proposed legislation; to consider issuance of a legal opinion; to consider disciplinary action involving a State

officer or employee; to consider the purchase, sale, exchange, or lease of real property; to consider license examinations and applications; to consider an action on a loan or grant provided pursuant to Division 31 (commencing with Section 50000) of the Health and Safety Code; to consider its response to a confidential final draft audit report as permitted under Government Code section 11126.2; or to provide for an interim executive officer upon the death, incapacity, or vacancy in the office of the executive officer.

When a special meeting is called, the Conservancy shall provide notice of the special meeting to each Board member and to all parties that have requested notice of Conservancy Board meetings as soon as is practicable after the decision to call a special meeting has been made, but shall deliver the notice in a manner that allows it to be received by the Board members, and by any newspapers of general circulation, significant online news media outlets, and radio or television stations serving the Lake Tahoe Basin, at least 48 hours before the time of the special meeting specified in the notice. Notice shall also be made available on the Conservancy's public website within the time periods required by this Section. The notice shall specify the time and place of the special meeting and the business to be transacted. The written notice shall additionally specify the address of the website where the Conservancy's notices are made available. No other business shall be considered at a special meeting.

At the commencement of any special meeting, the Board must make a finding in open session that the delay necessitated by providing notice ten days prior to a meeting would cause a substantial hardship on the Conservancy or that immediate action is required to protect the public interest. The finding shall set forth the specific facts that constitute the hardship to the Conservancy or the impending harm to the public interest. The finding shall be adopted by a two-thirds vote of the Board, or, if less than two-thirds of the members are present, a unanimous vote of those members present. The finding shall also be made available on the Conservancy's public website. Failure to adopt the finding terminates the meeting.

(b) Emergency meetings (Gov. Code, § 11125.5)

In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, a State body may hold an emergency meeting without complying with the ten-day notice requirement of Section 5 or the 48-hour notice requirement applicable to special meetings under subsection (a) of this Section.

For purposes of this Section, "emergency situation" means either a "work stoppage or other activity that severely impairs public health or safety, or both"; or a "crippling disaster that severely impairs public health or safety, or both." (Gov. Code, § 11125.5, subd. (b).) A majority of the Board must make a determination that an emergency

situation exists during a meeting prior to the emergency meeting, or at the beginning of the emergency meeting.

Newspapers of general circulation, online news media outlets, and radio or television stations that have requested notice of Conservancy Board meetings shall be notified by the Chair, or a designee thereof, by telephone at least one hour prior to the emergency meeting. Notice shall also be made available on the Conservancy's public website as soon as practicable after the decision to call the emergency meeting has been made. If telephone services are not functioning, the notice requirements of this Section shall be deemed waived, and the Chair, or a designee thereof, shall notify those newspapers, online news media outlets, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

The minutes of an emergency meeting, a list of persons who the Chair, or a designee thereof, notified or attempted to notify, a copy of the roll-call vote, and any action taken at the meeting shall be posted for a minimum of ten days in a public place, and also made available on the Conservancy's public website for a minimum of ten days, as soon after the meeting as possible.

Section 14. Closed Session

The Board must discuss all agenda items in open session unless the subject matter falls within one of the limited closed session exceptions listed below. (Gov. Code, § 11126.) The Board must hold closed sessions during regular or special Board meetings. (Id., § 11128.) The notice and agenda requirements set forth in Section 5 apply to closed sessions.

(a) General Procedures

Pursuant to the Bagley-Keene Act, the Board must comply with specific closed session procedural requirements. The meeting agenda shall disclose the general nature of items the Board will discuss in the closed session and cite the statutory authority which authorizes the closed session. The Chair must publicly announce the general nature of the issues that the Board will discuss in closed session before the closed session occurs, which may take the form of a reference to the items or items as listed on the agenda (see below for additional requirements related to the pending litigation exception) (Gov. Code, § 11126.3, subd. (a).) The Board may only discuss matters covered by the disclosure in closed session.

The Board is required to keep minutes during closed session. Closed session minutes shall be kept confidential. The Board shall designate a clerk, officer, or employee to keep minutes during closed session.

After a closed session, the Board must reconvene in open session. At that time, the Board may report out any decision it made during closed session. The only instance

in which the Board is required to make a report is when it decides to hire or dismiss a public employee.

(b) Closed Session Exceptions

(1) Personnel Exception (Gov. Code, § 11126, subd. (a)(1))

The purpose of the personnel exception is to protect the privacy of an employee subject to Board review, and to allow the Board to speak candidly. The Board may only consider certain subject matters relating to employees during closed session under the personnel exception, including appointments, employment, evaluation of performance, discipline or dismissal, or complaints about an employee's actions. The Board may not discuss employee compensation in closed session.

(2) Pending Litigation Exception (Gov. Code, § 11126, subd. (e)(1))

The purpose of the pending litigation exception is to permit the agency to confer with its attorney when it would otherwise prejudice the position of the agency in the litigation. The pending litigation exception allows closed sessions to discuss pending litigation but it also permits an agency to hold a closed session to discuss proposed settlement of pending litigation. Litigation is pending if 1) the agency is a party to existing litigation, 2) the agency has substantial exposure to litigation, or 3) the Board is meeting to determine whether to initiate litigation. Legal counsel must be present during the entire pending litigation closed session. The pending litigation exception covers the legal counsel's advice and the discussion around making litigation decisions.

Legal counsel must also prepare a memorandum stating the reasons and legal authority for the litigation and the title of the litigation unless it would jeopardize service of process or the ability to conclude settlement negotiations. Legal counsel must submit the memorandum to the Board before closed session if it is feasible. If it is not feasible, legal counsel must submit a memorandum to the Board no later than one week after closed session.

(3) Real Property Exception (Gov. Code, § 11126, subd. (c)(7))

The purpose of the real property exception is to provide the Board an opportunity to advise its negotiator in situations involving real estate transactions and negotiations regarding price and terms of payment for the purchase, sale, exchange, or lease of real property. Before meeting in closed session, the Board must identify in open session the specific parcel(s) in question and the person(s) with whom it is negotiating.

(4) Security Exception (Gov. Code, § 11126, subd. (c)(18))

The purpose of the security exception is to allow the Board to conduct a closed session to consider matters posing a threat or potential threat of criminal or terrorist activity against the personnel, property, building, facilities, or equipment where

disclosure of these considerations could adversely affect safety or security. The Board may meet in closed session under the security exception with a two-thirds vote of the Board members present. After a security closed session, the Board must reconvene in open session and report the general nature of the matters considered and whether any action was taken in closed session. The Board must also provide written notice to the Legislative Analyst when the Board utilizes this exception.

Section 15. Accessibility of Meeting Locations and Compliance with the Americans with Disabilities Act

All meetings of the Board that are open and public, including teleconference meeting locations, shall be accessible and in compliance with section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C., § 12132; Gov. Code, § 11123.1.) The meeting agenda used to provide public notice of Conservancy meetings shall include information regarding how, to whom, and by when a request for a reasonable disability-related modification or accommodation, including auxiliary aids or services, may be made by a person with a disability who requires such aids or services in order to participate in the public meeting. The agenda shall state that requests for reasonable accommodations should be made at least five working days in advance of the meeting date. Reasonable accommodations available upon request by a person with a disability include making the agenda and other materials provided to the Board in connection with the meeting available in appropriate alternative formats.

Section 16. Communications

(a) Avoidance of Serial Meetings

The Bagley-Keene Act expressly prohibits the majority of the Board members from communicating outside of an open meeting about any topic that is within the subject matter of the Boards' authority. (Gov. Code, § 11122.5(b).) A serial meeting is a series of communications, each of which involves less than a quorum, but which taken as a whole involves the majority of the body's members. A serial meeting can occur by any means, including direct communication, collective emails or use of other electronic platforms, or use of an intermediary,

Staff may receive input from members of the Board on agenda items or any other substantive topic. Staff may also provide Board briefings to members of the Board individually as long as staff does not share communications from other Board members.

(c) Communications Between Board Members and Staff

Board members shall direct all inquiries or suggestions for Conservancy staff, other than routine requests for information, to the Executive Director or Deputy Director. All direction to staff and contractors from the Board shall be through the Executive Director or Deputy Director in order to prevent uncertainty and maintain proper accountability.

(d) Communications Between Board Members and Members of the Public

When speaking with members of the public outside the setting of a Board meeting, Board members should clarify when they are speaking on behalf of the Conservancy as opposed to offering a personal opinion or speaking on behalf of a local or other agency. When speaking on behalf of the Conservancy, Board members should ensure their statements are consistent with the official positions of the Conservancy and should confer with the Executive Director or Deputy Director as needed. On matters concerning Conservancy business, Board members should encourage members of the public to provide any comments, statements, or requests to Conservancy staff directly, or to present oral or written comments at Board meetings.

(e) California Public Records Act

Pursuant to the California Public Records Act (Gov. Code, § 6250 et. seq.), members of the public have a right to inspect records maintained by State government, including the California Tahoe Conservancy and its Board. Public records and communications of the Board and Board members are generally subject to public disclosure unless exempt under the law. Communications and documents contained on personal electronic devices (e.g., computers, tablets, phones) may be subject to the Public Records Act if they pertain to the business of the Conservancy. Board members are encouraged to utilize the tablets provided by Conservancy staff for reviewing Board material, rather than personal devices. Board members are also encouraged to ensure that any communications they receive (e.g., letters, emails, text messages) related to Conservancy business are promptly copied and provided to Conservancy staff.

Section 17. New Members and Bagley-Keene Act

The requirements of the Bagley-Keene Act apply to new Board members (and alternates designated in accordance with Section 11) at the time of their appointment or designation, even if they have not yet started to serve. (Gov. Code, § 11121.95.) Conservancy staff will provide a current copy of the Bagley-Keene Act to each member of the Board on the Conservancy-owned electronic tablets provided to Board members, and to each new member of the Board upon his or her appointment as part of an orientation packet Conservancy staff provide to new Board members. (Gov. Code, § 11121.9.) All Board members shall keep a copy of the Bagley-Keene Act.

New Board members, including alternates, shall be administered the oath of office prior to their service. (See Gov. Code, §§ 1225, 1360–1369.)

Section 18. Conflicts of Interest and State Training Requirements

The voting Board members shall at all times conform their conduct to the Political Reform Act (Gov. Code, § 87100 et seq.), including its provisions regarding the avoidance of conflicts of interest, disclosure of economic interests, and limitations on post-governmental employment. Among other requirements, the Political Reform Act prohibits any State official, including the Conservancy's Board members, from participating in any

decision that will have reasonably foreseeable material effects on the official's financial interests. (Gov. Code, § 87100.) Board members should seek an opinion from the Conservancy's legal office or the Fair Political Practices Commission before participating in any matter that may involve a financial conflict of interest. Voting Board members shall file Statements of Economic Interest (Form 700s), consistent with the Conservancy's Conflict of Interest Code (Cal. Code Regs., tit. 14, § 12120, appx.), within thirty days of assuming their position as a Board member, on or before April 1 of each year thereafter, and within thirty days of leaving their position as a Board member.

Voting Board members shall also comply with all State training requirements, including but not limited to the State's online ethics training course required within six months of assuming office and at least once every two years thereafter. (See Gov. Code, §§ 11146-11146.4.) Upon completing a required training course, Board members shall provide their certificate of completion to Conservancy staff for compliance with recordkeeping requirements. (See, e.g., Id., § 11146.2 [recordkeeping requirements for State ethics training].)