

AGENDA ITEM REQUEST FORM

Department: Rent Program

Department Head: Nicolas Traylor

Phone: 620-6564

Meeting Date: February 19, 2020

Final Decision Date Deadline: February 19, 2020

STATEMENT OF THE ISSUE: At their Regular Meeting on January 15, 2020, the Rent Board received a presentation regarding possible governance policies and subsequently directed staff to move forward with drafting regulations per their approved policy recommendations. Staff members have drafted regulations for the Board's consideration.

INDICATE APPROPRIATE BODY

- | | | | | |
|---|---|--|--|---|
| <input type="checkbox"/> City Council | <input type="checkbox"/> Redevelopment Agency | <input type="checkbox"/> Housing Authority | <input type="checkbox"/> Surplus Property Authority | <input type="checkbox"/> Joint Powers Financing Authority |
| <input type="checkbox"/> Finance Standing Committee | <input type="checkbox"/> Public Safety Public Services Standing Committee | <input type="checkbox"/> Local Reuse Authority | <input checked="" type="checkbox"/> Other: <u>Rent Board</u> | |

ITEM

- | | | |
|---|--|---------------------------------|
| <input type="checkbox"/> Presentation/Proclamation/Commendation (3-Minute Time Limit) | <input type="checkbox"/> Regulation | <input type="checkbox"/> Other: |
| <input type="checkbox"/> Public Hearing | <input checked="" type="checkbox"/> Rent Board As Whole | |
| <input type="checkbox"/> Contract/Agreement | <input type="checkbox"/> Claims Filed Against City of Richmond | |
| <input type="checkbox"/> Grant Application/Acceptance | <input type="checkbox"/> Video/PowerPoint Presentation (contact KCRT @ 620.6759) | |
| <input type="checkbox"/> Resolution | | |

RECOMMENDED ACTION: RECEIVE draft Rent Board governance regulations and PROVIDE direction to staff. Rent Program (Nicolas Traylor, 620-6564).

AGENDA ITEM NO:

G-2.



AGENDA REPORT

DATE: February 19, 2020
TO: Chair Maddock and Members of the Rent Board
FROM: Nicolas Traylor, Executive Director
SUBJECT: RENT BOARD GOVERNANCE POLICIES

STATEMENT OF THE ISSUE:

At their Regular Meeting on January 15, 2020, the Rent Board received a presentation regarding possible governance policies and subsequently directed staff to move forward with drafting regulations per their approved policy recommendations. Staff members have drafted regulations for the Board's consideration.

RECOMMENDED ACTION:

RECEIVE draft Rent Board governance regulations and PROVIDE direction to staff. Rent Program (Nicolas Traylor, 620-6564).

FISCAL IMPACT:

There is no fiscal impact related to this item.

DISCUSSION:

Background

At their January 15, 2020, Regular Meeting of the Rent Board, Boardmembers examined the following governance regulations policies:

1. Policies regarding procedural requirements for the adoption, amendment, and repeal of Rent Board regulations
2. Policies concerning meeting procedures
3. Policies concerning conflicts of interest

Each of these topics, and related policy questions, were contemplated and discussed by Boardmembers after the Staff presentation on January 15, 2020. Boardmembers voted to approve a series of recommendations for each of the below policy questions.

ITEM G-2

Based on direction provided by the Rent Board at their January meeting, staff drafted a series of regulation to help govern the Rent Board. These regulations include those for which the Rent Board provided specific policy direction as well as related foundational regulations. The purpose of these regulations is to ensure consistency and predictability during Rent Board meetings by creating a framework in which Rent Boardmembers will conduct the business of the public in adherence with existing State law.

Timeline and Next Steps

Upon receiving direction from the Board, staff will make any requested amendments and present the regulations to the Board at a future meeting for their consideration and potential adoption.

DOCUMENTS ATTACHED:

Attachment 1 – Draft Rent Board Regulations Chapter 3

Attachment 2 – Rosenberg's Rules of Order

300. Purpose

The purpose of this Chapter is to ensure consistency and predictability during Rent Board meetings by creating a framework in which Rent Boardmembers will conduct the business of the public in adherence with existing State law.

301. Boardmember Qualifications

- A. Consistent with both City of Richmond Municipal Code Section 11.100 et.seq, and the City of Richmond Charter, the Mayor and City Council are vested with the power to both appoint and remove Boardmembers. The Rent Board shall consist of five (5) Boardmembers, all of whom must maintain Richmond residency during their tenure.
- B. There shall not be more than two Boardmembers serving on the Board that either own or manage any rental property or are realtors.

302. Election of Chairperson

The members of the Rent Board shall elect from among themselves a Chair and Vice Chair for a term not to exceed one year. The election of the Chair and Vice Chair requires a majority vote. At the end of the Chair and Vice Chair term, neither person will be eligible to hold the same position until at least one year after the expiration of their chairship. The election of the Chair and Vice Chair must be held at a properly agendized, Regular Rent Board meeting.

303. Rent Board Motions

All Rent Board motions taken at a properly agendized Rent Board meeting requires the affirmative vote of three (3) Rent Boardmembers. All decisions by the Rent Board shall be recorded by roll call vote and a record of such action shall be available to the public.

304. Quorum

Three (3) Boardmembers shall constitute a quorum of the Board.

305. Agenda

The Rent Board clerk shall compile the agenda. The agenda, with all supporting matters, shall be transmitted to the Boardmembers and be available to the public at least seventy-two (72) hours prior to the regularly scheduled Board Meeting, unless specified otherwise by state law. Any item of public interest or concern added to the agenda after its publication to the general public shall not be considered unless it is accompanied by a full explanation by the advocate of such item and not until after a majority of the Board has voted to do so.

306. Time and Place for Holding Regular Meeting

The City of Richmond Rent Board shall hold regularly scheduled meetings as are necessary to ensure the timely performance of its duties under the Richmond Fair Rent, Just Cause for Eviction, and Homeowner Protection Ordinance. At the minimum, the Rent Board must hold at least one (1) meeting per year. All meetings shall be called and conducted in accordance with state law. Accordingly:

- A. The City of Richmond Rent Board hereby establishes regular meetings to be held on the third Wednesday of each month at 5:00 P.M., unless the agenda includes a closed-session item, in which case the regular meeting shall commence at the conclusion of closed session. If any such Wednesday falls on any day designated by law or by the City Council as a holiday or City closure, or if a change in the date for a regular meeting is reasonably necessary for the Board to perform its duties, the Board shall give the public reasonable notice of the alternative date for the regular meeting.
- B. The City Council Chamber in City Hall located at 440 Civic Center Plaza, Richmond, California, is established as the location for holding the Rent Board's meetings. If, for any reason, the City Council Chamber is unavailable for a particular regular meeting, the Board shall give the public reasonable notice of the alternative site of the meeting in its published agenda. If, however, the City Council Chamber becomes permanently unavailable, the Board shall, with reasonable notice, amend this regulation to set forth the new location(s) of its regular meetings, in its published agenda.

307. Meetings must be Public -- Exception for Closed Sessions

In accordance with the Brown Act, all regular, adjourned regular, and special meetings of the Rent Control Board shall be public except that the Rent Board may hold Closed Sessions during a regular or special meeting, from which the public may be excluded, for the purpose of considering the matters referred to in §§54956.7-54957.10 of the California Government Code relating to Closed Sessions of the legislative body, or pursuant to other provisions of law.

308. Rent Board Correspondence

- A. The Rent Board Clerk is authorized to open all mail or other written communications addressed collectively to the Rent Board and to give it immediate attention so that all administrative business referred to in said communication which does not necessarily require Rent Board action may be acted upon.
- B. All written communications addressed to the Rent Board, the subject matter of which comes within the Rent Board, shall be placed on the agenda of the earliest regular meeting if the Executive Director deems Board receipt appropriate, except for those written communication containing material which:
 - 1. is profane;

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2. is in the nature of a criminal or civil slander, or is potentially slanderous or libelous;
 3. advocates or opposes the candidacy of any person or party for any elective office;
 4. is primarily an advertisement or promotion or has as a substantial purpose the advancement of any cause the major benefit of which is private and not public; or
 5. does not necessitate Board action.
- C. Written communications addressed to individual Boardmembers shall not be opened by the Rent Board Clerk unless authorized to do so by individual Boardmembers. Such communications shall not become public records until received and filed by the Board at a regular, special or adjourned meeting of the Board, or retained or used as provided in §6250 of the California Government Code.
- D. Written communication received by the Rent Board Clerk after the deadline to publish the agenda shall not be placed on that agenda unless it concerns a matter to be considered by the Board at the upcoming regular meeting and is determined by the Rent Board Clerk to be an urgent matter which should be brought to the immediate attention of the Board. If it is determined that the communication must be placed on the agenda, Rent Board staff shall amend the agenda, to include the written communication.
- E. Written communications received by the Rent Board shall not be read aloud at a Board Meeting unless requested by a majority vote of the Board. No item which is exempted by §6254 of the California Government Code shall be disclosed or treated as a public record.

309. Order of Business

- A. The Board will ordinarily consider and dispose of its business in the following order, unless otherwise specified by the Board:
1. Call to Order. The Chair will call the meeting to order, and the Rent Board Clerk will call the roll.
 2. Closed Session. The Board will recess to closed session to consider items on the closed-session agenda.
 3. Reconvene to Open Session. The Chair will call the open session to order and invite the Rent Board and public to salute the flag.
 4. Report of Closed Session. The Staff Attorney will provide a report of the Rent Board's closed session.
 5. Roll Call. The Rent Board Clerk will call roll of the Boardmembers and shall announce for the record the names of the absent Boardmember(s). If a Boardmember has been recorded as absent, but later arrives at the meeting, the Rent Board Clerk shall announce that Boardmembers and the time of arrival for the record.

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6. Statement of Conflict of Interest. The Rent Board Clerk will inquire as to whether any Rent Boardmember has a conflict of interest as it relates to any of the items appearing on that meeting's agenda.
7. Agenda Review. The Rent Board Chair or one serving in the Chair's capacity will inquire as to whether Rent Boardmembers and/or Rent Board staff would like to make changes to the agenda.
8. Swearing in New Boardmembers. Where applicable, the Rent Board Clerk will swear-in new Boardmembers at the first meeting they appear.
9. Electing Chair and Vice-Chair. Where applicable, the Rent Boardmembers will elect a Chair and Vice-Chair consistent with Regulation 302 of this Chapter.
10. Special Agenda Items. The Chair or any member of the Board, may make relevant announcements, present commendations or awards, introduce special guests, or conduct other brief business of a like nature.
11. Public Forum. Members of the public will be given the opportunity to directly address the Board on any item of interest to the public that is within the Board's subject-matter jurisdiction; however, members of the public wishing to address the Board on specific agenda items should address the Board on those items when they are under consideration by the Board. All speakers must complete and file a speaker's card with Rent Board staff prior to the commencement of Public Forum. The amount of time allotted to individual speakers shall be determined based on the number of persons requesting to speak during this item. The time allocation for each speaker will be as follows: 15 or fewer speakers, a maximum of 2 minutes; 16 to 24 speakers, a maximum of 1 and one-half minutes; and 25 or more speakers, a maximum of 1 minute.
12. Rent Board Consent Calendar. The Rent Board will consider all consent items as a group by a single motion to approve the consent calendar. Because the consent calendar includes only items of a noncontroversial nature that do not require a public hearing such as receiving reports, approving minutes or making technical, non-substantive changes to regulations, the title to the individual consent items will not be read unless a request to do so is made by a member of the Board. Public discussion by the Rent Board is permitted only if the item is removed from the consent agenda and a specific request to be heard is made.
13. Continued Business. The Rent Board will consider any unconcluded items from previous Board Meeting agendas.
14. Appeals. The Rent Board will hear matters in which the Board is required to make a decision concerning an appeal.
15. Administrative Items, Including Regulations. The Rent Board will consider issues placed on the agenda by the Rent Program staff members, including those items placed on the agenda on behalf of non-Rent Program staff members.

16. Reports of Officers. The Executive Director and/or Deputy Director may share relevant news or updates to the Rent Board as it relates to the Rent Program or Rent Board's course of business.
 17. Adjournment. The Rent Board will adjourn, and will remain adjourned until its next regularly scheduled meeting unless an emergency or special meeting is called before the next regularly-scheduled meeting.
- B. The Rent Board may alter the order of its agenda for an individual meeting, except the call to order and adjournment, by a majority vote.

310. Preparation of Minutes

The Rent Board Clerk shall have exclusive responsibility for preparation of the minutes, and any directions for changes in the minutes shall be made only by a majority action of the Rent Board.

311. Presiding Officer

The Chair shall be the Presiding Officer at all meetings of the Rent Board. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, the Rent Board Clerk shall call the Rent Board to order whereupon a temporary Presiding Officer shall be elected by a majority of the Boardmembers present to serve until the arrival of the Chairperson or Vice Chairperson or until adjournment.

312. Powers and Duties of Presiding Officer

- A. Duties. The Presiding Officer shall preserve order at all regular, adjourned regular, and special meetings of the Board. Such officer shall state each agenda item or question coming before the Board, announce the decisions of the Board on all subjects, and decide all questions of order.
- B. Signing of Documents. The Presiding Officer shall sign all Resolutions and other documents necessitating their signature which were adopted in their presence, unless they are unavailable, in which case the signature of the alternate Presiding Officer may be used.
- C. Sworn Testimony. Where appropriate, the Presiding Officer may require any person addressing the Board to be sworn as a witness and to testify under oath, and the Presiding Officer shall so require if directed to do so by a majority vote of the Board. Any member of the Board may request that anyone appearing before the Board on any matter shall be sworn.
- D. Subpoena. The Rent Board may, through the Presiding Officer, compel the attendance of witnesses, to examine them under oath, and to compel the production of evidence before it.

313. Rules of Debate

- A. Getting the Floor. Every Rent Boardmember desiring to speak shall first address the Chair, gain recognition by the Presiding Officer, and shall confine their remarks to the question under debate.
- B. Questions to Staff. Every Rent Boardmember desiring to question Board staff shall, after recognition by the Presiding Officer, address his/her questions to the Executive Director, the Deputy Director, the Rent Board's counsel, or any staff member then present on the dais. If either the Executive Director or the Rent Board's counsel feels another staff member who is not located on the dais could best respond to the Boardmember's question, he or she may direct the question to a member of his/her staff in the audience for that purpose.
- C. Interruptions. A Boardmember, once recognized, shall not be interrupted when speaking unless:
 - 1. Called to order by the Presiding Officer;
 - 2. a point of order, point of information, or of personal privilege is raised by another Boardmember; or
 - 3. the speaker chooses to yield to a question by another Boardmember.
- D. Points of Order. The Presiding Officer shall determine all points of order subject to the right of any Rent Boardmember to appeal to the Board. Appropriate points of order relate to anything that would not be considered appropriate procedural conduct of a meeting. If an appeal is taken, the question shall be, "Shall the decision of the Presiding Officer be sustained?" A majority vote shall conclusively determine such question of order.
- E. Point of Personal Privilege. The right of a Rent Boardmember to address the Board on a question of personal privilege shall be limited to those issues that would interfere with the normal comfort of the meeting.
- F. Calling the Question. Rent Boardmembers may move to end debate on individual items. However, neither the moving party nor the party seconding any motion is permitted to call for the question.
- G. Motion to Reconsider. A motion to reconsider any action taken by the Board may be made only by a Rent Boardmember of the prevailing side and may be made only on the same day the action is taken and shall have precedence over all other motions or while a member has the floor and said motion shall be debatable.
- H. Limitation of Debate. No Boardmember shall be allowed to speak more than once upon any particular subject until every other Boardmember desiring to do so shall have spoken. Each Boardmember speaking on any item on the agenda shall be limited to ten (10) minutes per item to state his/her opinion and his/her views.
- I. Continue or Table a Matter. Any Rent Boardmember may move to table or continue an agenda item that is currently being discussed. If a Rent Boardmember makes said motion,

the motion must contain a specific reference as to when the agenda item will come back to the body.

- J. Recess. Any Rent Boardmember may move the Board to take a recess. If the motion passes, the chair shall determine the length of the recess.
- K. Adjourn. Any Rent Boardmember may move the Board to adjourn. If passed, the Board must immediately adjourn to the next regularly scheduled meeting.
- L. Close Nomination. When choosing a presiding officer, a Rent Boardmember may make a motion to close nomination. Where such a motion is passed, no further Rent Boardmembers may be nominated.
- M. Suspension of the Rules. Any Rent Boardmember may move to suspend the rules for a particular purpose. The suspensions of the rules permit Rent Boardmembers to deviate from the rules or regulations that guide particular procedures and conduct of Rent Board meetings.

314. Rules of Order

Except as otherwise provided in this Chapter or by law, the procedures of this Board shall be governed by the latest revised edition of Rosenberg's Rules of Order.

315. Failure to Observe Rules of Order

Rules under this Chapter are deemed to be procedural only and the failure to strictly observe such rules shall not affect the jurisdiction of the Board or invalidate any action taken at a meeting that is otherwise lawful.

316. Voting Procedure

Any vote of the Board, including a roll call vote, may be registered by the members by answering "AYE" or "YES" for an affirmative vote or "NO" for a negative vote upon their name being called by the Rent Board Clerk. Unless a member of the Board states that they are not voting, silence shall be recorded as an affirmative vote.

317. Disqualification for Conflict of Interest

Pursuant to the conflict of interest code adopted by the City of Richmond in accordance with Government Code Section 87300, all Rent Boardmembers shall disclose all present holdings and interests in real property, including interests in corporations, trusts, or other entities with real property holdings, in accordance with applicable state law.

- A. Any Rent Boardmember who is disqualified from voting on a particular matter by reason of a conflict of interest shall publicly state or have the Presiding Officer state the nature of such disqualification in an open meeting.

- B. Where no thoroughly disqualifying conflict of interest appears, the matter of disqualification may, at the request of the Rent Boardmember affected, be decided by other Rent Boardmembers.
- C. A Rent Boardmember who is disqualified by reason of conflict of interest in any matter shall not remain in their seat during the debate and shall not vote on such matter, but shall request and be given the permission of the Presiding Officer to step down from the dais and leave the Council Chamber or other room where the meeting is held.
- D. A Rent Boardmember stating such disqualification shall not be counted as part of a quorum and shall be considered absent for the purpose of determining the outcome of any vote on such matter.

318. Impartiality

Where the Rent Board sits as an adjudicative body to hear matters that fall within its jurisdiction, those members must strive to uphold the integrity of the Rent Board by avoiding impropriety and the appearance of impropriety. Thus, Rent Boardmembers must strive to perform their duties in adjudicating matters that fall within its jurisdiction in a fashion that is impartial, competent, and diligent. To that end, no Rent Boardmember may participate in the consideration or decision of any adjudicative matter in which such person has any personal interest, including equity interest, financial interest, an interest as a landlord, tenant, or management person, or is related by blood or marriage or adoption to a landlord or tenant involved. For the purposes of this Chapter, a personal interest is one where a Boardmember has a vested interest in the outcome of a matter thereby impairing their ability to evaluate the matter impartially. Where issues of partiality arise, Rent Boardmembers shall treat such partiality as a conflict of interest and adhere to Regulation 317, as it relates to disclosure and recusal.

319. Failure to Vote

Every Rent Boardmember is entitled to vote unless disqualified by reason of conflict of interest.

320. Tie Vote

Tie votes shall be lost motions and may be reconsidered.

321. Changing Vote

A member may change their vote only if they make a timely request to do so immediately following the announcement of the vote by the Rent Board Clerk and prior to the time that the next item in the order of business is taken up.

322. Consideration of Agenda Items

- A. The Board will ordinarily consider agenda items in the following order, unless otherwise specified by the Board:
- a. The Rent Board Clerk or Presiding Officer will read the title of the agenda item to be considered.
 - b. A report will be presented by staff, if called for by the Presiding Officer.
 - c. Rent Boardmembers may ask questions of staff.
 - d. The Presiding Officer will call for public comment public
 - e. After all members of the public wishing to address the Board have done so, the Presiding Officer will announce the close of discussion by the public.
 - f. The Board may publicly deliberate.
 - g. A Rent Boardmember may make a motion, or the Presiding Officer may ask for a motion. If the motion is seconded, the motion is before the Board.
 - h. The Board may discuss the motion that is before it.
 - i. At the conclusion of the discussion, the Presiding Officer will restate the motion and request that the Rent Board Clerk call the for a vote.
 - j. The Board will vote on the motion. If more than one motion is before the Board, the Board must vote on the last-made motion first, then proceed in reverse order to the first-made motion.

323. Effective Date of Adopted Regulations and Resolutions

Where the Rent Board by majority vote adopts a Regulation or Resolution, the effective date of the adopted Regulation or Resolution shall be thirty (30) calendar days from the date of the Board meeting where the Rent Board adopted said Regulation or Resolution.

324. Adjournment

All Board Meetings shall adjourn at nine o'clock p.m., unless a majority of the Rent Boardmembers vote otherwise.

325. Record of Meetings

All public meetings of the Board shall be electronically recorded. The recording shall be made available on the Rent Board's website and shall be part of the records of the Board.

326. Interpretation and Modification of the Rules

These rules shall be interpreted liberally in order to provide for the optimum in the free interchange of information and public debate without any unnecessary waste of time or duplication of effort.



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

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

VISION

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

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

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ABOUT THE AUTHOR

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

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INTRODUCTION

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

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

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

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

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

Establishing a Quorum

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

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

The Role of the Chair

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

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

The Basic Format for an Agenda Item Discussion

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

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

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

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

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

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

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

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

This is done in one of three ways:

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

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

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

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

Motions in General

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

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

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

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

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

The Three Basic Motions

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

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

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

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

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

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

Multiple Motions Before the Body

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

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

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

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

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

To Debate or Not to Debate

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

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

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

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

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

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

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

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

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

Majority and Super Majority Votes

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

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

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

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

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

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

Counting Votes

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

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

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

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

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

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

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

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

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

How does this work in practice?

Here are a few examples.

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

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

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

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

Any time a member votes “abstain” or says, “I abstain,” that is an abstention. However, if a member votes “present” that is also treated as an abstention (the member is essentially saying, “Count me for purposes of a quorum, but my vote on the issue is abstain.”) In fact, any manifestation of intention not to vote either “yes” or “no” on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

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

The Motion to Reconsider

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

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

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

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

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

Courtesy and Decorum

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

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

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

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

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

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

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

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

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

Special Notes About Public Input

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

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

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

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



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