

**TWAIN HARTE COMMUNITY SERVICES DISTRICT**  
**Policy and Procedure Manual**

**POLICY TITLE: Board Actions and Decisions**

**POLICY NUMBER: 5040**

**ADOPTED: September 20, 2005**

**AMENDED: 05/11/2022**

**LAST AMENDED: May 11, 2022**

**5040.10 PURPOSE**

The purpose of this policy is to define the types of action that can be taken by the District Board of Directors to make official decisions.

**5040.20 ACTING AS A BODY**

Individual Directors cannot take action or make decisions on behalf of the District. The Board can only take action when acting as a body according to the following:

1. Quorum. A majority of the total membership of the Board of Directors (3 Directors) will constitute a quorum. A quorum of the Board is required to conduct District business or take official Board action.
2. Majority Vote Required for Action. A majority vote of the total membership of the Board of Directors (3 Directors) is required to take official action as a Board. In the case where only a minimum quorum is present, action requires the unanimous vote of all three Directors present.
3. Super Majority Vote. For specific actions, the law requires a 4/5 or 2/3 majority vote of the entire Board of Directors (4 Directors) for action to be taken. Therefore, the Board cannot take action on items requiring a super majority vote when only a minimum quorum is present.
4. Abstentions. If a Director abstains from a vote, they will be considered absent for that vote. For example, when only a minimum quorum is present, the Board cannot take action when one Director abstains because a majority vote requires 3 votes. In the case of an action requiring a super majority, action cannot be taken if two Directors abstain because action requires 4 votes.

**5040.30 TAKING OFFICIAL ACTION**

The Board of Directors shall only act by:

1. Ordinance. Action by ordinances shall be in accordance with requirements of California Government Code Sections 25120 – 25132.
2. Resolution. Action by resolution may be taken at any meeting where a quorum exists. Resolutions shall provide a written record of the Board's findings leading to the Board's action as well as the specific actions taken.
3. Motion. Motions may be made at any meetings where a quorum exists. Action by motion may only be taken on items listed on the meeting agenda.

#### **5040.40 COMMON BOARD ACTIONS**

Common actions taken by the Board include, but are not limited to the following:

1. Adoption of ordinances to set and enforce rules and regulations for the administration, operation, and use and maintenance of facilities and services provided by the District.
2. Adoption of policies for the administration and operation of the District.
3. Establishing service levels.
4. Establishing strategic goals and priorities.
5. Acquisition or disposal of real property.
6. Appointment of Board Officers and Board Members (in the event of a vacancy).
7. Appointment and evaluation of District Officers.
8. Adoption of salary schedules for District Employees.
9. Adoption of budget.
10. Engaging legal counsel, auditors and other professional services.
11. Entering into contracts.
12. Entering into joint powers agreements.

#### **5040.50 BOARD DIRECTION**

As a body, the Board may provide direction or instructions to the General Manager; however, such direction will not be considered an official action of the Board. Board direction does not require formal procedures, must be in accordance with the following:

1. The Chairperson shall determine by consensus a Board directive and shall state it for clarification.

2. If two or more Directors challenge a stated directive by the Chairperson, a vote may be requested.
3. A formal motion may be made to place a disputed directive on a future agenda for Board consideration or to take some other action.
4. Although Board direction is considered an unofficial action, direction shall only be given in that relates to matters that appear on the Board meeting agenda or to matters brought up during public comment.