

CIVIC SAN DIEGO BOARD POLICY

Section: 1.0 – Governance
Sub-section: 1.03 – Meetings of the Board of Directors
Effective Date: May 23, 2018

1. PURPOSE

1.1 To establish a policy for conducting meetings of the Board of Directors of the Corporation.

2. EFFECTIVE DATE AND AMENDMENTS

2.1 This Policy shall be effective upon the approval of the BOARD of the CORPORATION. This Policy may only be amended by approval of the BOARD, except as provided in Policy 1.01, Section 5.8.

3. DEFINITIONS

3.1 BOARD – The Board of Directors of the CORPORATION.

3.2 BY-LAWS – The Amended and Restated By-Laws of the CORPORATION, adopted July 31, 2012 (Document No. R-307539).

3.3 CORPORATION – Civic San Diego.

3.4 MEMBER – The City of San Diego.

4. PROCEDURES

4.1 The President is authorized to establish and disseminate administrative procedures to implement this Policy, as applicable.

5. POLICY

5.1 BOARD meetings shall be conducted by the Chair of the BOARD. In the event that the Chair of the BOARD is not present, the meeting shall be conducted by the Vice Chair of the BOARD, or in the absence of the Chair and Vice Chair of the BOARD, a director selected by the majority of the BOARD present at the meeting.

5.2 All meetings shall be conducted in compliance with the Brown Act and the BY-LAWS.

5.3 Regular meetings of the BOARD shall be held at least 10 times a year. The regular meeting dates, times and location shall be set annually by BOARD

resolution. Notwithstanding any requirement to the contrary in this Policy, the BOARD shall only consider the salary, salary schedule, or compensation paid in the form of fringe benefits of the President or CFO at one of the regular meetings set by the BOARD in the resolution that is adopted at the BOARD's annual meeting. Notice of meeting shall be made available to the media and public as required by law and the BY-LAWS.

- 5.4 Special Meetings may be called by the Chair of the BOARD, the President, the Secretary, or any two (2) Directors or the MEMBER, in accordance with the Brown Act and the BY-LAWS.
- 5.5 All meetings shall be held at the principal office of the CORPORATION or other locations as deemed appropriate by the BOARD and/or President.
- 5.6 All meetings shall be open to the public, except for closed sessions held pursuant to the Brown Act or otherwise permitted by law.
- 5.7 Closed Sessions shall be held upon the order of the President, the Chair of the BOARD, or a majority vote of the BOARD. Such closed sessions may be only for purposes permitted by the Brown Act or otherwise permitted by law, and in accordance with the City of San Diego's Policy on Closed Sessions.
- 5.8 The presence of a majority of the directors authorized in the BY-LAWS at a meeting of the BOARD shall constitute a quorum for the transaction of business.
- 5.9 The President shall ensure that an agenda is prepared and distributed in a manner which is consistent with the Brown Act and the BY-LAWS. BOARD Members may include an item on a forthcoming BOARD agenda as follows:
 - a.) upon request to the President, and notice to the Chair of the BOARD, by at least two (2) BOARD Members; or
 - b.) upon direction to the President by the BOARD to include an item on a future BOARD agenda.
- 5.10 When a majority of the BOARD, upon hearing an item which was placed on a BOARD agenda by at least two (2) BOARD Members in accordance with Paragraph 5.9(a) of this Policy, disapproves the recommendation(s) proposed by those two (2) BOARD Members in connection with that item, then that item may be considered or placed on a future agenda by those two (2) BOARD Members in accordance with Paragraph 5.9 only after a minimum of twelve (12) months passes after the BOARD considered that item previously.
- 5.11 All requests to place an item on a forthcoming BOARD agenda which are received after an agenda has been finalized will be placed on the next scheduled BOARD agenda.
- 5.12 There shall be included on every BOARD agenda a matter of business entitled "Future Agenda Items." This matter shall provide any single BOARD Member

the opportunity to propose that an item be placed on an agenda for the BOARD's consideration at a later meeting.

- 5.13 Order of Business at meetings should be arranged in a sequence that will minimize unnecessary waiting by the public and interested persons and generally arranged as follows:
- a.) Call to Order;
 - b.) Roll Call;
 - c.) Non-Agenda Public Comment;
 - d.) Approval of the minutes;
 - e.) Corporation Report;
 - f.) Future Agenda Items;
 - g.) Consent Agenda Items. Items of routine nature or approved unanimously by a Committee shall be indicated as consent items and shall be acted upon without individual comment with one vote; provided, however, if anyone indicates a desire to discuss any item listed as a consent matter, that item shall be removed from the consent agenda for individual discussion and voting;
 - h.) Regular Agenda Items. Regular items requiring BOARD action;
 - i.) BOARD Comment;
 - j.) Closed Session, and
 - k.) Adjournment.
- 5.14 An affirmative vote of a majority of the directors that are present at a meeting at which a quorum is initially present shall be regarded as an official act of the BOARD, unless a greater number, or other number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, the BY-LAWS or the Law.
- 5.15 Any motions to approve an item on the agenda shall mean approval of the Staff Recommendation as set forth in the item, unless the motion provides otherwise.

