



DATE: September 27, 2017
TO: Waste Management Authority Board
FROM: Wendy Sommer, Executive Director
BY: Richard Taylor, General Counsel
SUBJECT: Changes to the Waste Management Authority Rules of Procedure

SUMMARY

Due to the large size of the Board, staff has investigated options for streamlining roll call votes and, in connection with that review of the Rules of Procedure, identified several other changes for Board consideration. The attached revisions to the WMA Rules of Procedures would establish a streamlined process for conducting roll call votes, increase the number of Board members that may participate in a WMA meeting via teleconference from two to four, establish a term limit for the Programs and Administration (P&A) Committee chair to be consistent with other officer terms, provide for a designated “Clerk of the Board,” and make several minor changes to conform to current practice.

DISCUSSION

Roll Call

The purpose of a roll call vote historically has been to ensure that members of the public are aware of the votes of each member of a legislative body. When some members of a legislative body are participating via teleconference, the roll call serves the added purpose of ensuring that the Board members and members of the public at the regular meeting location and the remote location(s) know how each member is voting, whether in the same room or not. The roll call procedures proposed in the attached rules would dovetail with existing Board procedures to meet these goals.

The procedures would operate as follows:

1. In accordance with the current rules, at the start of each WMA meeting the Board Clerk calls the roll. This informs the public and Board members calling from remote locations of who is participating in the meeting. This aspect of the current rules remains unchanged.
2. Under the proposed revisions to the Rules of Procedure, when a roll call vote is required, the Board Clerk will report on the Board members who have joined or left the meeting since the start of the meeting. This will ensure that all members of the Board and public know which members will be participating in the vote.
3. Following the report of the Board Clerk, the presiding officer will call for a voice vote on the matter. If there are no “nay” votes or abstentions it will be clear that the vote is unanimous and the Board Clerk will report in the minutes an “aye” vote for each of the Board members present.

4. If there are any “nay” votes or abstentions, the presiding officer will ask the Board Clerk to call the name of each agency and record the vote of that agency representative.

This approach will allow streamlined roll call voting for uncontested matters while ensuring that all members of the public and Board know the vote of all Board members in the meeting whether at the meeting site or a teleconference location.

Teleconference Participation

The current rules of procedure allow only two Board members to participate in a Board meeting via teleconference. The proposed revisions would increase this number to four. The WMA’s technology can easily accommodate this number and it does not seem that having this number of teleconference participants would unduly interfere with the conduct of the meeting. Under the Brown Act, at least a quorum of the Board must participate from within the boundaries of Alameda County; because of the large size of the Board, having up to four members participating from outside the county should not adversely affect the Board’s ability to move forward with its meeting. Because Board committees are a smaller size, no change is proposed to the limit of two teleconference participants for those meetings.

Clerk of the Board

The existing Rules of Procedure call for the WMA Executive Director to serve as or to designate a Board Secretary. The proposed revisions would track current practice, which is to have the Executive Director work with the officers on agenda setting and serving as the lead staffer in Board meetings, and the agency’s Supervising Executive Assistant serving as the Clerk of the Board. The revisions would also designate the Clerk of the Board as the person to attest the signatures of the Board officers on ordinances and other expressions of Board policy.

Other Revisions

The other revisions to the Rules of Procedure would:

1. Clarify that the term limits referenced in the Rules apply only to a member’s term as an officer and not as a member of the Board.
2. Clarify the order of business and that approval of the minutes may be included on the agenda as a consent calendar item. Board members who did not attend a prior meeting of the Board or of a Committee may nonetheless vote on approval of the minutes for that meeting.
3. Change the Planning & Organization Committee name to Planning Committee and clarify each committee’s roles and membership.
4. Establish a term limit for the P&A Committee Chair to be consistent with other officer terms.

RECOMMENDATION

That the WMA Board approve the attached amendments to the Rules of Procedure and that the Energy Council President direct staff to make comparable amendments to the Rules of Procedure for the Energy Council and place those amendments on the consent calendar for the next regular meeting of the Energy Council.

Attachment A: Draft Amended Rules of Procedure

Attachment B: Resolution Amending WMA Rules of Procedure

Attachment A

Alameda County Waste Management Authority
Rules of Procedure
Page 1

ALAMEDA COUNTY WASTE MANAGEMENT AUTHORITY

WASTE MANAGEMENT BOARD

RULES OF PROCEDURE

REVISED ~~APRIL 24, 2013~~ SEPTEMBER 27, 2017

Article 1

General Provisions

- Section 1-1 Name of Board The name of the Board is the Alameda County Waste Management Board.
- Section 1-2 Authority for Rules The rules apply to the Alameda County Waste Management Board (including Committees of the Board) and are adopted pursuant to the Joint Exercise of Powers Agreement for Waste Management dated February 13, 1990, as it may be amended from time to time. The provisions of said agreement are herein incorporated by reference.
- Section 1-3 Purpose of Rules The purpose of these rules is to provide for the orderly and fair conduct of the meetings of the Board.

Article 2

Organization of Board

- Section 2-1 Composition of Board The Board is composed of seventeen (17) members and seventeen (17) alternates appointed pursuant to the agreement creating the Authority.
- Section 2-2 Officers The Officers of the Board shall be a President, First Vice-President and Second Vice-President, who shall serve until the elections of their successors. No member may serve more than one full consecutive term of office: ~~as an Officer in the same office.~~
- Section 2-3 Election of Officers The Officers shall be elected at the regular meeting of the Authority in the month of June of each year. They shall be elected by a majority of the total authorized vote of the Board, and shall serve from July 1 through June 30 of the following year.
- Section 2-4 Executive Director The Board shall appoint an Executive Director of the Waste Management Authority who shall be responsible for, among other duties, administration of Authority programs.
- Section 2-5 Duties of President The President shall preside at all meetings of the Board and shall conduct the business of the Board in the manner prescribed by these Rules. The President shall preserve order and decorum and shall decide all questions of order subject to the action of a majority of the Board.
- Section 2-6 Duties of the First and Second Vice-President In the absence or inability of the President to act, the Vice Presidents shall perform the duties of the President in the order of the succession.

- Section 2-7 Duties of Executive Director In addition to the duties set forth in the Joint Exercise of Powers Agreement, the Executive Director ~~or designee will serve as Secretary to the Board and~~ shall perform the following duties:
- (a) Prepare an agenda for each meeting of the Board;
 - ~~(a)(b)~~ (b) Attend each meeting of the Board;
 - ~~(b)(c)~~ (c) Maintain Appoint a record of all proceedings Clerk of the Board; to:
 - ~~(e)~~ (e) Prepare an agenda for each meeting;
 - (i) Notify all Board members of the time and place of each meeting;
 - (ii) Maintain a record of all proceedings of the Board;
 - (iii) Maintain all records of the Authority and Board;
 - (iv) Maintain records of the proceedings of ~~committee meetings;~~ Board committees ; and
 - (v) Attest to the Board's approval of ordinances, resolutions, and other expressions of Board policy.
 - (d) Perform other duties directed by law, the ~~Executive Committee~~ Officers, or the Board. These duties may be delegated as determined necessary by the Executive Director.

Article 3 Meetings of Board

- Section 3-1 Regular Meetings Regular monthly meetings will be held at 3:00 p.m. on the fourth Wednesday of the month, except for the months of November and December when the meetings will be held at 3:00 p.m. on the third Wednesday of the month.
- Section 3-1.1 Cancellation and/or Reschedule of Regular Meetings Any regular meeting of the Board may be canceled or rescheduled by the President, or the Executive Director on the direction of the President, no less than seven (7) calendar days prior to the scheduled date of such meeting. Notification of cancellation or reschedule shall be mailed to all parties who are notified of regular meetings of the Board.
- Section 3-2 Special Meetings Special meetings of the Board may be called by order of the President or by a majority of the members. The order calling the special meeting shall specify the time of the meeting and the business to be transacted at such meeting.
- Section 3-3 Adjourned Meetings Any regular meeting of the Board may be adjourned to any date prior to the date established for the next regular meeting. Any adjourned regular meeting is part of the regular

- meeting. Any special meeting may be adjourned, and any adjourned special meeting is part of the special meeting.
- Section 3-4 Effect of Holiday If any meeting day or adjourned meeting day falls on a holiday, the meeting of the Board shall be specially scheduled by the Board.
- Section 3-5 Quorum A majority of the members of the Board shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time pursuant to Section 3-6 of these Rules.
- Section 3-6 Absence of Quorum In the absence of a quorum, the members present shall adjourn the meeting to a stated time and place, and the absent members shall be notified. If all members are absent, the Executive Director shall adjourn the meeting to a stated time and place and notify all members pursuant to Section 3-7 of these Rules.
- Section 3-7 Notice of Meetings All meetings of the Board shall be held subject to the provisions of the Ralph M. Brown Act, being Sections 54950 et. seq. of the California Government Code, and other applicable laws of the State of California requiring notice of meetings of the Board.
- Section 3-8 Teleconferencing No more than ~~two Board members~~four Board members may utilize teleconferencing per Board meeting at no more than ~~two~~four teleconferencing locations. A ~~Board member~~Board member wishing to utilize teleconferencing should notify the ~~Executive Director (or designee) at least eight (8) days~~Clerk of the Board prior to ~~the release of the agenda for~~ the affected Committee/Board meeting of the teleconference location that is accessible to the public. ~~The Executive Director~~(Agendas are typically released five (5) days in advance of the meeting.) ~~The Clerk of the Board~~ will identify the teleconference location in the agenda of the meeting and ensure posting of the agenda at the teleconference location. Votes at a Committee/Board meeting where teleconferencing is utilized will be taken by roll call. If more than ~~two~~four members request teleconferencing, the ~~two~~four selected shall be chosen on the basis of the order of request, and in the case of ties, by seniority on the Board. Members shall be compensated for attendance via teleconferencing on the same basis they would be if they were physically present.

Article 4

Conduct of Meetings

- Section 4-1 Order of Business The business of each meeting of the Board shall be transacted as far as is practicable in the following order:
- (a) Call to order;
 - (b) Roll call of attendance;
 - (c) Announcements by President;

- (d) Open public discussion from the floor;
- ~~(d) Approval of minutes of prior meetings;~~
- (e) (may be included in the consent calendar);
- ~~(f) Open public discussion from the floor;~~
- ~~(g)~~(f) Regular Consent calendar;
- ~~(8) Unfinished business;~~
- ~~(9) New business;~~
- (g) Regular calendar
- ~~(j)~~(h) Member Comments and Communications from the Executive Director; and
- (i) Adjournment.

The above order of business may be suspended or changed at any time upon order of the President. The consent calendar may contain those matters the nature of which have been determined by the Executive Director to be routine and items that have been recommended by a Committee for Board approval, and will be approved by a single action. Any item shall be removed from the consent calendar and placed for discussion on the regular calendar at the request of any member. Board members who were not in attendance at a meeting may vote in connection with approval of the minutes for that meeting. The regular calendar shall contain all other matters and business.

Open public discussion from the floor is provided for any member of the public wishing to speak on any matter within the jurisdiction of the Authority, but not listed on the agenda. Each speaker is limited to three minutes.

Section 4-2 Parliamentary Rules The rules and procedures set forth in Robert's Rules of Order are hereby adopted for the government of this Board in all cases not otherwise provided for in these rules.

Section 4-3 Vote Required A two-thirds majority of the total authorized vote shall be required for expenditures of \$500,000 or more. Except as provided by the Joint Powers Agreement (specifically amendments to the JPA and approval of a new member to the JPA which also require a two-thirds majority of the authorized vote) a majority of the authorized vote shall be required for all other actions.

An abstention to vote by any member shall be construed as that member not voting on a particular matter.

Section 4-3.1 Alternate's Vote An agency alternate may vote on any matter under consideration only in the absence of the agency member from the meeting or as provided under Section 4-6 of these rules.

Section 4-4 Roll Call Votes ~~Each~~Roll call votes shall proceed in the following manner:

- (i) The presiding officer will direct the Clerk of the Board to report on

the Board members who have joined or left the meeting since the roll call of attendance at the beginning of the meeting;
(ii) The presiding officer will ask for a voice vote on the matter;
(iii) If there are no “nay” votes or abstentions the presiding officer will direct that the matter be reported as passed unanimously with the names of all Board members in attendance reported as voting in favor;
(iv) If there are any “nay” votes or abstentions the presiding officer will direct the Clerk of the Board to call the name of each agency and record the vote of the representative of the agency and then report the total number of “aye”, “nay” and “abstain” votes.
(v) The roll call shall be in alphabetical order of the name of the agency, except that the President shall be called last.

Section 4-5 Roll Call Not Required The roll need not be called in voting upon a motion except when requested by a member; or otherwise required by law. If the roll is not called, in the absence of objection, the President may order the motion unanimously approved.

Section 4-6 Voting Ineligibility Any Board member ineligible to vote on any matter under consideration by the Board shall leave the Board table before the matter is considered and refrain from participation in any action concerning the matter.

Article 5 Meetings of Committees

Section 5-1 Committees: Specific Committees, Notice of Meetings and General Rules
The Authority Board has two Committees: The Programs and Administration Committee (P&A) and the Alameda County Recycling Board serving as a committee of the Authority (~~Planning and Organization Committee~~). (See Sections 5.3– 5.6)
Any committee that constitutes a quorum of the Board shall be noticed as both a meeting of the committee and a meeting of the Authority Board. Meetings of the ~~Planning and Organization~~ Committee shall be noticed as both a meeting of the committee and a meeting of the Recycling Board. ~~(RB)~~. General rules pertaining to Authority Board committees are as follows:

- Only Committee members are permitted to vote on matters before the Committee. ~~WMA alternates are members of the P&A Committee if the WMA member from their agency is not present. WMA alternates are not members of the Planning and Organization Committee under any circumstances (WMA alternates may not serve on the RB per the County Charter).~~
- The WMA alternates are members of the P&A Committee if the WMA member from their agency is not empowered

~~to present.~~

- Because WMA alternates may not serve on the RB per the County Charter, WMA alternates are not members of the Planning Committee under any circumstances.
- No Committee may take final agency action on behalf of the Board.
- Only Committee members (including WMA alternates attending the P&A Committee if the WMA member from their agency is not present) will receive compensation for attending the meeting.
- A majority of the Committee members present and voting is required for adoption of recommendations/actions.
- Board members who are not Committee members may attend a Committee meeting, but will not count towards formation of the quorum necessary to conduct the meeting nor will they receive compensation.

Section 5-2

Planning Committee Vacancy When a vacancy occurs on ~~any Authority~~the Planning Committee, the Executive Director shall request the Board shall be notified and the Authority President shall recommend appointment of members to said committee subject to confirmation by the Authority Board. ~~appoint a replacement.~~

Section 5-3

P&A Committee This committee consists of the twelve Authority board members who are not members of the Recycling Board (RB). ~~)/~~Planning Committee.

The P&A Committee primarily provides oversight for administration and communications projects and other projects that are not assigned to the Planning and Organization Committee, Administration, and Communication projects. ~~The projects subject to P&A Committee oversight shall be approved by the WMA Board.~~

Section 5-4

The P&A Committee ~~Meeting Times and Quorum~~ Rules Administration. The P&A Committee meets on the 2nd Thursday of each month at 9:00 a.m. at the Authority office. Six P&A Committee members constitute a quorum. The officers of the P&A Committee shall be a Chair and Vice Chair who shall serve until the elections of their successors. Beginning in June, 2018 the Chair and Vice Chair -shall be elected at the regular meeting of the Committee in the month of June of each year. They shall be elected by a majority of the total authorized vote of the Committee, and shall serve from July 1 through June 30 of the following year. Beginning July 1, 2018 no P&A Committee member may serve more than one full consecutive

- term of office as a P&A Committee officer in the same office.
- Section 5-5 Planning and Organization Committee. This committee consists of the eleven Recycling Board (RB-) members. The Planning ~~and Organization~~ Committee will primarily provide oversight for projects assigned to it in the areas of source reduction, market development, recycled content purchasing, ~~Planning, and Communications projects.~~ The projects subject to Planning and Organization Committee oversight shall be approved by the WMA Board. In addition, this Committee shall provide oversight for organization issues other than changes to the Joint Powers Authority of the WMA grants to non-profits, and planning projects.
- Section 5-6 Planning and Organization Committee Meeting Times and Quorum Rules Administration The RB –typically meets on the second Thursday -of each month at 4-6 or 7-9 p.m. at locations determined by the RB. Meetings of the Planning ~~and Organization~~ Committee will be at the times and locations of RB meetings. Six RB members constitute a quorum. In accordance with Measure D the RB formulates rules for its own procedures and other rules as necessary to facilitate the implementation of Measure D.
- Section 5-7 Other Committees- The President or the Board may appoint such other committees from time to time as may be appropriate to administer the powers and programs of the Authority.
- Section 5-8 Cancellation and/or Reschedule of Regular Committee Meetings Any regular Committee meeting of the Authority may be canceled or rescheduled by the PresidentChair, or the Executive Director with the consent of the PresidentChair, no less than seven (7) calendar days prior to the scheduled date of such meeting. Notification of cancellation or reschedule shall be mailed to all parties who are notified of regular meetings of the Committee.
- Section 5-9 Special Meetings Special Committee meetings may be called by order of the Presidentapplicable Committee Chair or the Executive Director with the consent of the PresidentChair or by a majority of the members of the Committee acting at a properly noticed public meeting. The order calling the special meeting shall specify the time of the meeting and the business to be transacted at such meeting.
- Section 5-10 Adjourned Meetings Any regular meeting of the Committee may be adjourned to any date prior to the date established for the next regular meeting. Any adjourned regular meeting is part of the regular meeting. Any special meeting may be adjourned, and any adjourned special meeting is part of the special meeting.
- Section 5-11 Effect of Holiday If any meeting day or adjourned meeting day falls

on a holiday, the meeting of the Committee shall be specially scheduled by the Committee.

Section 5-12 Absence of Quorum In the absence of a quorum, the members present shall adjourn the meeting to a stated time and place, and the absent member shall be notified. If all members are absent, the Executive Director shall adjourn the meeting to a stated time and place and notify all members pursuant to Section 3-7 of these Rules

Section 5-13 Teleconferencing No more than two Committee members may utilize teleconferencing per Committee meeting at no more than two teleconferencing locations. A Committee member wishing to utilize teleconferencing should notify the ~~Executive Director (or designee)~~Clerk of the Board ~~at least eight (8) days~~ prior to the release of the agenda for the affected Committee meeting of the teleconference location that is accessible to the public. (Agendas are typically released five (5) days in advance of the meeting.) ~~The Executive Director~~Clerk of the Board will identify the teleconference location in the agenda of the meeting and ensure posting of the agenda at the teleconference location. Votes at a Committee meeting where teleconferencing is utilized will be taken by roll call: in accordance with the procedures for meetings of the Board. If more than two members request teleconferencing, the two selected shall be chosen on the basis of the order of request, and in the case of ties, by seniority on the Board. Members shall be compensated for attendance via teleconferencing on the same basis they would be if they were physically present.

ALAMEDA COUNTY WASTE MANAGEMENT AUTHORITY

RESOLUTION #WMA 2017 –

MOVED:

SECONDED:

AT THE MEETING HELD September 27, 2017

AMENDING THE WASTE MANAGEMENT BOARD RULES OF PROCEDURE

WHEREAS, the Alameda County Waste Management Authority (“Authority”), adopted Rules of Procedure to provide for orderly and fair conduct of the meetings of the Board on April 24, 2013; and

WHEREAS, the Board wishes to update those Rules of Procedure to streamline and clarify operations of the Board and Authority.

NOW THEREFORE, BE IT RESOLVED THAT:

The Rules of Procedure are hereby amended as shown on Exhibit A.

ADOPTED this 27th day of September, 2017, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

I certify that under the penalty of perjury that the foregoing is a full, true and correct copy of Resolution # 2017-__.

Wendy Sommer
Executive Director