RESOLUTION NO. OC SAN ~~24-09~~26-XX

A RESOLUTION OF THE BOARD OF DIRECTORS OF ORANGE COUNTY SANITATION DISTRICT ESTABLISHING RULES OF PROCEDURE FOR THE CONDUCT OF BUSINESS OF THE ORANGE COUNTY SANITATION DISTRICT, AND REPEALING RESOLUTION NO. OC SAN ~~22-37~~24-09

WHEREAS it is necessary to establish rules of procedure to facilitate the orderly handling of business to come before the Orange County Sanitation District (OC San) Board of Directors and Standing, Steering, Special and Ad Hoc Committees.

NOW THEREFORE, the Board of Directors of the Orange County Sanitation District DOES HEREBY RESOLVE, DETERMINE AND ORDER:

Section 1: Rules of Procedure. That the following rules of procedure be adopted for the conduct of business of the Orange County Sanitation District (Sanitation District):

A. Regular Meetings. There shall be a regular monthly meeting of the Board of Directors of OC San on the fourth Wednesday of every month at 6:00 p.m., in the Administrative Offices of OC San, located at 18480 Bandilier Circle, Fountain Valley, California; provided, however, if the fourth Wednesday of the month falls upon a legal holiday, said monthly meeting shall be held on the next day thereafter, at the same time and place, unless the Board of Directors adjourns to a different date and time. OC San's Plant No. 2, located at 22215 Brookhurst Street, Huntington Beach shall serve as an alternate location for holding meetings of the Board of Directors.

The Board of Directors may adjourn any regular, special or adjourned special meeting to a time and place certain, as specified in the order of adjournment.

B. Special Meetings. A special meeting of the Board of Directors may be called in either one of the following ways:

(1) By the Chairperson of the Board of Directors; or

(2) By the written request of a majority of the Steering Committee delivered to the Clerk of the Board.

The call or notice for special meeting shall be in writing and delivered electronically or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. Any notice deposited in the regular mail addressed to a Director at the address he or she has on file with the Clerk of the Board postage prepaid, sixty (60) hours in advance of any such meeting as specified in the notice, shall be presumed to have been delivered. If the notice is delivered electronically, the Clerk of the Board should use an electronic "read receipt" to ensure delivery. If a Director has not read the notice, the Clerk

will diligently attempt to contact the Director by telephone as soon as possible after the publication of the notice.

The call or notice shall specify the time and place of the special meeting, a description of the business to be transacted and copies of all pertinent material.

Such notice may be dispensed with as to any Director or Alternate Director who, at or prior to the time the meeting convenes, files with the Clerk of the Board a written waiver of notice. Such waiver may be given by facsimile or electronic mail. Such notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The Clerk of the Board shall diligently attempt to notify each Director personally of the time, place and purpose of said meeting, not less than twenty-four (24) hours before the time of said meeting.

The call or notice shall be posted in the administrative offices' public lobby and in a location freely accessible to the public at least twenty-four (24) hours prior to the special meeting.

C. Meetings Adjourned by Clerk of the Board. If at any regular, adjourned regular, special or adjourned special meeting there is not a quorum of Directors present, the Clerk of the Board may declare the meeting adjourned to a stated time and place and shall cause written notice of the adjournment to be given in the same manner as for a special meeting, unless such notice is waived as provided for in special meetings. Within twenty-four (24) hours after the time of the adjournment, a copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held and, in a location, freely accessible to the public.

D. Notices to News Media. When any local newspaper of general circulation, radio or television station requests, in writing, notices of meetings of the Board of Directors, the Clerk of the Board shall thereafter, until receipt of a notice terminating said request, deliver notices of regular, regular adjourned and special adjourned meetings to such newspapers, radio or television stations. Delivery shall be made in the same manner as delivery is made to the Directors.

E. Conduct of Meetings.

(1) Procedural Rules. The procedural rules for debate and action shall be as set forth in Table 1, attached hereto and adopted herein by reference. Robert's Rules of Order shall not be applicable or govern the procedures for the conduct of OC San business.

(2) Legal Officer. In any case of ambiguity or uncertainty in the interpretation or application of these Rules to any procedure, the presiding officer may direct such question for a ruling to the Board's General Counsel, who shall be the parliamentarian of the Board.

(3) Obtaining the Floor and Making Motions. Any member of the Board wishing to speak, or any member of the public wishing to address the Board, must first be recognized by the Chairperson. The Chairperson must recognize any member of the Board who seeks the floor when appropriately entitled to address the Board.

Any member of the Board, including the Chairperson, may bring a matter of business properly before the Board by making a motion. Any member, including the Chairperson, except the member making the motion, may second the motion. Once a motion is seconded, it may be opened for discussion and debate, in accordance with the procedures in Subsection (4) below.

(4) Rules for Discussion, Debate and Deliberation by the Board. The procedures for consideration and action on all matters to come before the Board shall be in compliance with the terms of this Section, as follows:

(a) Each item on the Agenda will be introduced in a form of a report by either the General Manager, a member of the Executive Management Team, General Counsel, Special Counsel, or the Clerk of the Board.

(b) Upon completion of the report, the Chairperson will allow for direct questions regarding the item, by Directors, each in turn, and in the order as selected by the Chairperson.

(c) Upon completion of the question period, the Chairperson will entertain a motion and second for consideration by the Board.

(d) Discussion among the Directors will follow. Each Director will be recognized to address the Board in the order selected by the Chairperson, with a five (5) minute time limit for each Member wishing to speak on the Agenda item, unless the time limit is waived by the Chairperson. Directors should limit comment to the subject matter, item, or motion currently being considered. There will be no interruptions of the Director who has been recognized. Attempted interruptions will be declared out-of-order, and the Director attempting to interrupt will be asked to remain silent until recognized.

(e) As an additional courtesy to everyone, repetition of comments will be discouraged in the interest of time and, at the discretion of the Chairperson, can be declared out-of-order.

(f) After each Member who wishes to speak has been recognized and completed their remarks, a single three (3) minute period of rebuttal will be allowed any Director, unless the time limit is waived by the Chairperson.

(g) If it appears to the Chairperson that any Director is pursuing a line of questioning or commentary due to lack of preparation or prior review with OC San's Staff, the Director's time will be declared to have been used up, and no further inquiry will be allowed.

(h) Upon adoption of a motion on an Agenda item, there will be no further discussion of that item.

(5) Decorum in Debate. All Members shall address their remarks to the Chairperson and confine them to the business then pending and subject to discussion before the Board, avoiding personalities and reflections upon anyone's motives.

(6) Closing or Limiting Debate. At all times, the Board shall endeavor to allow free and open debate among Members of the Board. However, in the discretion of the Chairperson, it may become necessary to close or limit debate, so that action can be taken by the Board. An order by the Chairperson closing or limiting the debate can only be set aside by a majority vote of the Board.

F. Quorum. A majority of the Directors shall constitute a quorum of the Board.

G. Chairperson and Vice Chairperson of the Board. A Chairperson and Vice Chairperson of the Board shall be elected by a majority vote of Directors at the regular meeting in June of each year and will assume office July 1st. The nominations for Chairperson and Vice Chairperson shall be made at the regular Board meeting in May of each year. Any person nominated for Chairperson shall be deemed to be nominated for Vice Chairperson in the event the person is not elected as Chairperson. Thereafter, the nominees shall prepare a statement setting forth their qualifications for the office sought. The statements should be forwarded to the Clerk of the Board who will in turn forward by electronic mail to the members of the Board of Directors with the Agenda and other meeting material for the June regular meeting. If only one individual is nominated for Chairperson at the regular Board meeting in May, that individual shall be deemed elected as Chairperson, no election shall be held in June, and the individual shall assume office July 1st. If only one individual is nominated for Vice Chairperson at the regular Board meeting in May, that individual shall be deemed elected as Vice Chairperson, no election shall be held in June, and the individual shall assume office July 1st.

The Chairperson and Vice Chairperson shall serve at the pleasure of a majority of the Directors. In the event the office of Chairperson becomes vacant due to resignation or retirement of the incumbent prior to the expiration of the regular term, the Vice Chairperson shall automatically succeed to the office of the Chairperson and shall continue to serve through the remainder of the regular term unless sooner removed by action of a majority of the Directors. In the event the office of Vice Chairperson becomes vacant prior to the expiration of the regular term, nominations, and the election of a Director to serve in that capacity shall be conducted at the next regular Board meeting. The person so elected shall serve the balance of the regularly scheduled term unless sooner removed as a result of action by a majority of the Directors.

The Chairperson shall not serve more than two consecutive one-year terms for which they have been elected to the office of Chairperson. The Vice Chairperson shall

not serve more than two consecutive one-year terms for which they have been elected to the office of Vice Chairperson.

H. Presiding Officer. The Chairperson of the Board shall preside during meetings of the Directors. In the absence of the Chairperson, the Vice Chairperson shall preside.

I. Clerk of the Board and Minutes. The Board of Directors shall have a person designated to serve as Clerk of the Board. The Clerk of the Board will be appointed to the position by the General Manager and shall report to the General Manager or their designee. The Clerk of the Board will be a regular full-time employee, subject to all the rules and policies applicable to all regular full-time employees. The Clerk of the Board shall attend all meetings of the Board of Directors, unless excused by the Chairperson, and shall prepare an accurate record of each meeting for submission to the Directors and subsequent approval at the following meeting; provided, however, that when an adjourned, special or special adjourned meeting of the Board of Directors immediately precedes a regular meeting, Minutes of said meeting shall be submitted for approval at the next meeting of the Board following said regular meeting.

In the preparation of Official Minutes of a meeting of the Board of Directors, the Clerk of the Board will not record the name of the Director who moves or who seconds the adoption of a motion or Resolution but will reflect the votes by name of each Director on each item brought before the Board.

In the absence of the Clerk of the Board, an Assistant Clerk of the Board shall be appointed to exercise the duties of the Clerk of the Board.

J. Regular Business to Come Before the Board of Directors. Insofar as practicable, all items of business to be taken up at a regular meeting of the Board shall be submitted to the Clerk of the Board, who shall include the Agenda all such items submitted by Directors, the General Manager and General Counsel, and all formal communications. The General Manager, in consultation with the Board Chairperson and Board Vice Chairperson, shall determine agenda items for OC San Board of Director Meetings. Directors should prepare in advance of meetings and be familiar with items on the agenda. Directors shall make a reasonable effort to meet with the General Manager or related staff before meetings to receive answers to questions regarding the agenda.

The Order of Business on the agenda for regular meetings of the Board of Directors shall be:

i. Call to Order

ii. Invocation and Pledge of Allegiance

iii. Roll Call and Declaration of Quorum

iv. Public Comment - Pursuant to the Brown Act, public comment will be allowed on items on the Board/Committee agendas at the beginning of the meeting either on agenda items or general comments within

the subject matter jurisdiction of OC San. Public comments are limited to no more than three minutes each. Individuals desiring to speak are encouraged to submit a request to speak card or place an eComment online to the Clerk of the Board.

v. Special Presentations - Special presentations shall be scheduled as necessary in recognition of employee or Director service, or other requested presentations. Requests for special presentation must be submitted to the Clerk of the Board in writing in advance of the agenda publication deadline. The Clerk of the Board will coordinate the scheduling of presentations with the Board Chairperson.

vi. Board Chairperson / General Manager Reports - The reports portion of the meeting provides the Chairperson and the General Manager the opportunity to briefly comment on OC San business, operations, projects and other items of interest.

vii. Public Hearings - Public Hearings may be required on certain items as prescribed by state or federal law. The regular time for public hearings is established by this resolution.

viii. Elections – Annually or when deemed necessary.

ix. Consent Calendar - Items on the Board/Committee Agenda which are considered to be of a routine nature by the General Manager shall be listed on the "Consent Calendar." These items shall be approved, adopted, etc. by one motion of the Board and majority vote.

Directors may comment on Consent Calendar items or ask for minor clarifications without the need for pulling the item for separate consideration. Items requiring deliberation should be pulled for separate consideration.

x. Receive and File - Items that require no action; and if no objection, the Chairperson may so order.

xi. Committee Items – Items approved at the monthly Committee meetings are brought forward under each Standing Committee title on the agenda for Board approval. These items may be treated as a consent calendar by one motion of the Committee and majority vote.

xii. Non-Consent – Items on the Board/Committee Agenda which have not been previously considered and require study, report, or action.

xiii. Information Items – Educational or Items of interest that require no action.

xiv. AB 1234 Disclosure Reports – This item allows Board members to provide a brief oral report regarding the disclosure of outside committees, conferences, training, seminars, et. Attended at the Agency's expense, per Government Code §53232.3(d).

xv. Closed Session - During the course of conducting the business set forth on an agenda as a regular meeting, the Chairperson may convene the Board/Committee in closed session pursuant to pursuant to Government Code Sections 54956.8, 54956.9, 54957 or 54957.6, as noted.

All written materials and verbal information regarding closed session items shall remain confidential. No member of the Board of Directors, employee of OC San, or any other person present shall disclose to any person the content or substance of any discussion which takes place in a closed session unless authorized by General Counsel and a majority of the Board of Directors.

xvi. Other Business and communications or Supplemental agenda items – Prior to adjournment, the Board Chairperson will inquire if there is any other business to bring before the meeting.

xvii. Board of Directors initiated items for a future meeting - This portion of the meeting allow Directors to request an agenda item for a future meeting. If the Board Chair or a majority of the body indicates support for the request at that time, then the item shall be placed on a future agenda. Upon support for the request, the Board of Directors/Committee will provide direction to staff on the information that is desired to be presented when the item is placed on a future agenda.

xviii. Adjournment

The Board Chairperson shall have the discretion to change the order of business.

The Clerk of the Board shall electronically mail to each Director a notice of such regular meetings, together with a proposed Agenda, not later than the Friday immediately preceding such regular meetings. Said Agenda, insofar as possible, shall include copies of Resolutions, except as hereafter provided, and a description of all matters to be considered, together with any additional pertinent material.

Agendas shall be posted in a location freely accessible to the public not less than seventy-two (72) hours in advance of the meeting.

Resolutions designated as “standard” and adopted by the Board of Directors from time to time, and approved as to form and content, need not be included with said Agenda; provided, however, that the information completing said standard Resolutions shall be set forth on the Agenda listing, and copies of said standard Resolutions shall be on file with the Clerk of the Board at the meeting time and place.

Items of business not known at the time the regular Agenda is electronically mailed as herein provided, may be considered as supplemental Agenda items; provided that all requirements of the Ralph M. Brown Act (California Government Code Sections 54950 et seq.) are satisfied.

No business, except with consent of two-thirds of the Directors present (a majority of Directors present for emergency actions), and only if permitted by the Ralph M. Brown Act, not appearing on the regular or supplemental Agendas may be brought before the Board of Directors.

The meeting Agenda shall provide for an opportunity for members of the public to address the Board on items on the Agenda and non-Agenda items of public interest. As determined by the Chairperson, speakers may be deferred until the specific Agenda item is taken for discussion, and remarks may be limited to three (3) minutes. Speakers on non-Agenda items may address only items that are within the subject matter jurisdiction of the Board of Directors. Time allotted for such presentations is limited to three (3) minutes or less. Total time allotted for all public input on each non-Agenda item is limited to thirty (30) minutes to one (1) hour, taking into consideration the number of persons filing a request to address the Board. However, time allotments may be waived by a majority vote of the Board.

K. Handling of Business and Voting. During the course of a Board meeting, routine matters listed on the Agenda for consideration will be referred to by Agenda Item Number only.

Voting on all Resolutions shall be by roll call, except if waived by unanimous voice vote, in which event, the Chairperson may order a unanimous ballot cast in favor of the motion or Resolution under discussion. The name of each Director shall be called only once.

On matters of considerable interest or on which there appears to be a controversy, the motion or Resolution shall be read by title or repeated by the Chairperson. The Chairperson shall thereafter call for discussion of the motion or Resolution, at which time any member may discuss the pending matter. Any person other than a Director present at the meeting may speak on the motion if recognized by the Chairperson. Sole discretion as to the extent of discussion outside of the membership of the Board shall rest with the Chairperson. At the close of discussion, the Chairperson may, at the Chairperson’s discretion, repeat the motion or Resolution pending, and thereafter, call for a vote.

The Clerk of the Board shall determine and state whether or not a motion or Resolution is adopted by roll call vote. On all other matters, the Chairperson shall determine the outcome of the voting.

L. Committees.

(1) Standing Committees.

(a) Steering Committee: There shall be a permanent Committee designated as the Steering Committee, comprised of the Chairperson of the Board, the Vice Chairperson of the Board, the Chairperson of each of the Standing Committees and three at-large members selected by the Chairperson of the Board. The Vice Chairperson of each of the Standing Committees shall serve as the designated Alternate, in the absence or inability to serve by any Chairperson. In the absence or inability of any designated member of the Steering Committee to serve, his/her city/agency appointed Alternate Director may not serve in that member's absence.

The Committee shall conduct an annual performance evaluation of the General Manager and submit recommendations on their compensation to the Board of Directors. The Committee shall also review the General Manager's evaluation and compensation of the executive management employees, based on established criteria, and executive management's goals and objectives for the following year.

The Committee shall also conduct an annual performance evaluation of General Counsel and submit recommendations to the Board of Directors as provided by Resolution No. OCSD 12-03.

The Committee shall make recommendations to the Board of Directors on labor negotiations and other related activities as may be needed or appropriate.

The Committee shall also be authorized to assign new subjects of significant importance to the appropriate Standing Committee for study, evaluation and recommendation.

The Steering Committee shall meet on the fourth Wednesday of each month at 5:00 p.m. preceding the Board's meeting, or at the call of the Chairperson of the Board of Directors.

(b) Administration Committee: There shall be a permanent Administration Committee (Communications, Finance & Administrative Services, Environmental Services, and Human Resources) to advise the Staff and make recommendations on matters related to the communication, financial, budgeting, administrative, environmental and ~~personnel~~ human resources policies and programs of OC San.

The Committee shall review with the Staff the procedures for development, preparation and format of the annual budget and recommend appropriate change, and

counsel the Staff during the budget process to assure the proper interpretation and implementation of the Board's policies and that the desired procedures have been followed.

The responsibility for consideration and adoption of OC San budget rests with the Board of Directors.

The Committee shall periodically interview and recommend the selection of outside auditors. The Committee shall review the result of the annual audit of OC San's accounts with representatives of the outside audit firm, including any comments received recommending improvements. The Committee shall review management's response to these comments and make appropriate recommendations for implementation.

Periodically, the Committee shall recommend employment of an outside firm to audit internal control procedures to safeguard the assets of OC San.

The Committee shall interview and make recommendations on the employment of investment-banking firms, bond counsel and, if necessary or desired, financial advisors, to be used in connection with OC San's financing programs.

The Committee shall periodically coordinate recommendations on personnel audits of OC San's operations or segments of the operations on an as-needed basis.

The Committee shall make recommendations on personnel policies and procedures, insurers and coverage, procurement procedures and such other related activities as may be needed or appropriate.

The Committee shall also review issues pertaining to OC San's National Pollutant Discharge Elimination System (NPDES) Ocean Outfall Discharge Permit, including annual review of the contractor(s) performing the ocean monitoring and research programs required as a condition of said permit, and related issues regarding protection of the marine waters off metropolitan Orange County's coastline from impacts resulting from OC San's operations and discharge of treated wastewater.

The Committee shall review issues pertaining to the impact on OC San of legislative and regulatory proposals and submit appropriate recommendations on the matters.

The Committee shall also be responsible for overseeing the contractual arrangements with OC San's legislative advocates to provide advocacy services in Sacramento and Washington, D.C. In carrying out its responsibilities, the Committee shall receive regular status reports from the advocates and staff and monitor and recommend positions on legislative and regulatory proposals.

The Committee shall also review issues pertaining to OC San's public outreach, branding, and communications activities, evaluate alternatives and make recommendations to the Board of Directors.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson for the Administration Committee. The Committee Chairperson and Committee Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The Administration Committee shall consist of thirteen members, as follows:

(1) The Chairperson of the Board of Directors;

(2) The Vice Chairperson of the Board of Directors;

(3) The Committee Chair of the Administration Committee;

(4) The Committee Vice Chair of the Administration Committee; and

(5) Nine additional Directors appointed by the Chairperson of the Board of Directors.

Other than the Board Chairperson and the Board Vice Chairperson, no Director who serves on the Operations Committee shall be eligible to serve concurrently on the Administration Committee. In the absence of the Board Chairperson, his or her alternate Director may attend meetings of the Administration Committee.

The Administration Committee shall meet on the second Wednesday of each month at 5:00 p.m., or at the call of its Chairperson.

(c) Operations Committee: There shall be a permanent Committee designated the Operations Committee (Engineering and Operations & Maintenance). With the goal of compliance with all public health and environmental laws and regulations, the Operations Committee shall review and submit appropriate recommendations on the matters pertaining to the operation of OC San wastewater treatment process, including such matters as current and projected service/flow needs, level and quality of treatment, conservation, recycling and reuse activities and air quality issues.

The Committee shall also review matters pertaining to contractual arrangements by OC San to provide sewerage services to areas outside OC San's boundaries or approved spheres of influence.

The Committee shall review plans for the future needs of OC San, explore alternatives and make recommendations to the Board of Directors.

The Operations Committee shall also review and submit appropriate recommendations on matters pertaining to capital projects which address operational needs, including the selection of professional consulting services to assist in studying, planning and designing needed OC San wastewater treatment systems and support

facilities, including computerized systems, in accordance with the Board's established policies and procedures for procuring such services; the Committee shall further review construction projects for said facilities in accordance with applicable public works laws and Board policies. Said oversight shall include the contracts for professional services and public works construction projects and addenda or change orders thereto. In carrying out its responsibilities, the Committee shall receive advance notice and regular status reports on the projects from Staff, and monitor, visit and observe OC San wastewater systems operational functions and major capital construction projects.

The Chairperson of the Board of Directors shall appoint a Committee Chairperson and a Committee Vice Chairperson of the Operations Committee. The Committee Chairperson and Committee Vice Chairperson shall serve at the pleasure of the Chairperson of the Board of Directors.

The Operations Committee shall consist of fourteen members, as follows:

(1) The Chairperson of the Board of Directors;

(2) The Vice Chairperson of the Board of Directors;

(3) The Committee Chair of the Operations Committee;

(4) The Committee Vice Chair of the Operations Committee; and

(5) Ten (10) additional Directors appointed by the Chairperson of the Board of Directors.

Other than the Board Chairperson and the Board Vice Chairperson, no Director who serves on the Administration Committee shall be eligible to serve concurrently on the Operations Committee. In the absence of the Board Vice-Chairperson, his or her Alternate Director may attend meetings of the Operations Committee.

The Operations Committee shall meet on the first Wednesday of each month at 5:00 p.m., or at the call of its Chairperson.

(2) Special and Ad Hoc Committees. In addition to the Standing Committees, the Chairperson of the Board of Directors, the Chairperson of a Standing Committee or a majority of the Directors, may appoint from time to time, Special or Ad Hoc Committees to study and report on specific matters. Such Committees shall be temporary in nature, and their assignments shall pertain to a current, specific issue. Upon completion of the assigned task, the Ad Hoc or Special Committee will be dissolved.

The Chairperson and Vice Chairperson of Special and Ad Hoc Committees shall be appointed by the Chairperson of the appointing authority.

Each Special and Ad Hoc Committee shall meet at the call of its Chairperson.

M. Alternate Directors: If a regular Director cannot attend a meeting of the Operations Committee, the Administration Committee or the full Board of Directors, the Director's alternate may attend in place of his or her regular Director. An alternate Director may not, however, attend a meeting of any other Committee in the absence of his or her regular Director. An Alternate Director serving in place of a regular member shall not act as Chairperson or Vice Chairperson of the Board or any Committee, even if the absent regular member serves as Chairperson or Vice Chairperson of one of those bodies. ~~If the regular Director and the Alternate Director are both unable to attend the meeting, the regular Director may request that the meeting be teleconferenced. The request may be approved, at the Board Chairperson's discretion, provided that all requirements of the Ralph M. Brown Act (California Government Code Section 54950 et seq.) are able to be satisfied.~~

N. Teleconferenced Meetings:

(1) There are various methods to allow teleconferenced meetings within the Ralph M. Brown Act (California Government Code Sections 54950 et seq.) (Brown Act).

(2) If the OC San regular Director and the Alternate Director are both unable to attend the meeting of the Operations Committee, Administration Committee, or the Board of Directors, the regular Director may request that the meeting be teleconferenced. The request may be approved, ~~–~~ by providing notice to the Clerk of the Board; and ~~at the Board Chairperson's discretion,~~ provided that all requirements of the ~~Ralph M.~~ Brown Act ~~(California Government Code Section 54950 et seq.)~~ are able to be satisfied.

~~N.~~O. Motion to Refer to a Standing Committee. Any Director at a Board or Committee meeting may move to have a policy or any other activity affecting OC San, or any one of the member Agencies, referred to a Standing Committee for study and report. This motion shall be a privileged motion, and when duly seconded, discussion thereof shall be limited to Directors only. Said motion shall receive an affirmative vote of a majority of the Directors for adoption.

P. All meetings of the Board of Directors and Standing Committees shall be publicly available in person; via two-way remote participation; and live streamed on OC San's website. All meetings ~~and~~ are recorded~~. T~~ and the audio/video recording of any open and public meeting shall be subject to inspection pursuant to the California Public Records Act.

Q. A policy to manage disruptions during two-way remote participation during Brown Act meetings has been established and is attached as "Attachment A". The policy includes procedures for responding to a disruption in the telephonic or internet services that provide two-way remote public access to meetings of Orange County Sanitation District (OC San) Board of Directors, as required by the Gov. Code § 54953.4. The policy ensures transparency, public participation, and continuity of government during technology disruptions.

Section 2: Procedure for Consideration of Demands for Corrective Action.

A. Requirement of Written Demand. Prior to any person commencing a judicial action for injunction or mandamus to declare any action taken by the Board void because of failure to observe Brown Act requirements, such person must first serve upon the Clerk of the Board a written demand describing the alleged violation and demanding corrective action. Such demand must be served upon the Clerk of the Board within thirty (30) days of the complained of action. Failure to serve any such demand within this thirty (30) day period shall result in the loss of any right to challenge any action to have been taken in violation of Sections 54953, 54954.2 or 54956 of the California Government Code.

B. Consideration of Corrective Action. Upon receipt of such a demand, consideration of the demand shall immediately be placed on the Agenda for the next meeting of the Board of Directors. If the demand is received less than seventy-two (72) hours prior to the time set for the next meeting, the Board may determine that the notice constitutes the initiation of litigation, and that the need to take action on the threatened

litigation arose subsequent to the posting of the Agenda and may consider it at that meeting pursuant to Section 1(J) above. A description of any item so placed on the Agenda shall include both consideration of the demand, and the possibility of corrective action, by the Board.

In considering such demands, the Board shall first determine, by motion, whether corrective action should be taken. If no motion to take corrective action is carried, the Clerk of the Board shall inform the demanding party in writing of the Board's decision not to cure or correct the challenged action.

C. Implementing Corrective Action. If a motion to take corrective action passes, the Chairperson may entertain a motion implementing corrective action. Any motion implementing corrective action shall address the concerns raised in the consideration of corrective action. The motion implementing corrective action may include a motion to rescind prior action taken, as appropriate. Passage of a motion to rescind invalidates prior action only as of the time of the passage of the motion, and not from the date of the initial action. A motion implementing corrective action resulting from a written demand is out-of-order if the action complained of (a) was in connection with the sale or issuance of notes, bonds or other evidence of indebtedness, or any contract, agreement or incident thereto; or (b) gave rise to a contractual obligation upon which a party has, in good faith, detrimentally relied. In any event, the Board shall notify the party making the demand in writing of its decision to take corrective action and shall describe any corrective action taken. This notice shall be given to the demanding party as soon as possible after the meeting, but in no event more than thirty (30) days after receipt of the demand.

Section 3: Resolution No. OC SAN ~~22-37~~24-09 is hereby repealed.

Section 4: This Resolution shall become effective immediately.

PASSED AND ADOPTED at a regular meeting of the Board of Directors held ~~August 28, 2024~~January 28, 2026.

Ryan P. Gallagher
Board Chairman

ATTEST:

Kelly A. Lore, MMC
Clerk of the Board

APPROVED AS TO FORM:

Scott C. Smith
General Counsel

STATE OF CALIFORNIA)
) ss
COUNTY OF ORANGE)

I, Kelly A. Lore, Clerk of the Board of Directors of the Orange County Sanitation District, do hereby certify that the foregoing Resolution No. OC SAN ~~24-09~~26-XX was passed and adopted at a regular meeting of said Board on the 28th day of ~~August 2024~~January 2026 by the following vote, to wit:

AYES:
NOES:
ABSENT:
ABSTENTIONS:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of Orange County Sanitation District this 28th day of ~~August 2024~~January 2026.

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Kelly A. Lore, MMC
Clerk of the Board of Directors
Orange County Sanitation District

TABLE 1

BOARD PROCEDURES AND ORGANIZATION SUMMARY OF MOTIONS

A. PRIVILEGED MOTIONS

Kind of Motion	***Second Required***	***Debatable***	***Amendable***	***Vote Required***	***Purpose***
Adjourn	Yes	No	No	Majority	To end the meeting
To Take a Recess	Yes	No	No	Majority	To interrupt a meeting for a short time or to provide an intermission
Raise a Question of Privilege	No	No	No	None	To obtain action immediately in an emergency

B. MAIN MOTION AND RELATED SUBSIDIARY MOTIONS

Kind of Motion	***Second Required***	***Debatable***	***Amendable***	***Vote Required***	***Purpose***
Main Motion	Yes	Yes	Yes	Majority	To introduce new business
Amend Main Motion	Yes	Yes	Yes	Majority	To modify or alter a motion
Substitute Motion	Yes	Yes	Yes	Majority	To replace the main motion entirely

Previous Question	Yes	No	No	Majority	To close debate on the main or amended motion immediately
Continue to a Certain Time	Yes	Yes	Yes	Majority	To defer action
To Table	Yes	No	No	Majority	To discontinue consideration until brought back by vote of the Board
Take a Motion from the Table	Yes	No	No	Majority	To bring before the group a motion previously tabled
Limit or Extend Limits of Debate	Yes	No	Yes	Majority	To limit or extend limits of debate
Refer to a Committee	Yes	Yes	Yes	Majority	To place business in hands of a Committee
Withdraw a Motion	No	No	No	None	To withdraw a motion before it is voted on
Reconsider	Yes	Yes	No	Majority must be by a Director who voted for the prevailing side on the original motion	To secure a new vote on a motion previously voted upon

C. INCIDENTAL RULES NON-RANKING

Kind of Motion	*Second Required*	*Debatable*	*Amendable*	*Vote Required*	*Purpose*
Request to Suspend the Rules	Yes	No	No	Two-Thirds	To facilitate business ordinarily contrary to the rules of the organization
Override Order of the Chair	Yes	No	No	Majority	To have Board majority rule on the order
Point of Order	No	No	No	None	To enforce the rules of the organization

Attachment “A”

Orange County Sanitation District
Board of Directors Policy
Brown Act Meeting Disruption

DATE ADOPTED: XX-XX-2026

SUBJECT: Policy to manage disruptions to two-way remote participation during Brown Act meetings per SB 707

Policy: Disruption of Telephonic or Internet Service During Public Meetings

1. Background

Senate Bill 707 (2025) amended the Brown Act to require eligible legislative bodies to adopt, on or before July 1, 2026, a policy addressing how the agency will respond to disruptions in telephonic or internet service that prevent members of the public from attending or observing a meeting remotely. This policy is adopted to comply with that requirement and to ensure continuity of public participation during technical disruptions.

2. Purpose

This policy establishes procedures for responding to a disruption in the telephonic or internet services that provide two-way remote public access to meetings of Orange County Sanitation District Board of Directors, as required by the Brown Act (Gov. Code § 54953.4). The policy ensures transparency, public participation, and continuity of government during technology disruptions.

3. Definitions

For purposes of this policy:

- “Disruption” means any failure, outage, or other interruption that prevents members of the public from attending or observing the meeting via these remote access services.
- “Remote access services” means the two-way telephonic service and/or two-way audiovisual platform used to provide real-time remote public attendance and observation of meetings.

4. Applicability

This policy applies to all open and public meetings of Orange County Sanitation District at which remote public participation is offered or required under the Brown Act.

5. Procedures in the Event of a Service Disruption

5.1 Response to Service Disruption

If the Board/Committee Chairperson or Clerk of the Board become aware of a disruption to the agency's remote access services that prevents members of the public from attending or observing the meeting remotely:

1. The Board/Committee Chairperson or Clerk of the Board shall immediately announce the disruption to the public.
2. The Board/Committee Chairperson may then call for a recess of the open session or convene the legislative body in closed session, consistent with the Brown Act.
3. Staff shall begin efforts to diagnose and restore the disrupted service.
4. The meeting shall remain in recess for at least one hour or until service is restored, whichever is sooner. The recess period may be extended if restoration efforts are ongoing.

5.2 Efforts to Restore Service

The agency shall make good faith efforts to restore remote access services, which may include:

- Troubleshooting platform or teleconferencing software
- Resetting or replacing audiovisual equipment
- Attempting alternative connection methods
- Contacting necessary support staff or service providers
- Switching to back-up equipment or platforms, if available

The Clerk of the Board shall document the restoration efforts undertaken.

6. Reconvening the Open Session

6.1. Timing

The open session may be reconvened after at least one hour has elapsed from the time of disruption or as soon as service is restored, whichever occurs earlier.

6.2. If Service Is Restored

If the remote access service is restored before or at the time the meeting reconvenes, the meeting shall continue as normal.

6.3. If Service Is *Not* Restored

If service has not been restored after one hour, the Board of Directors or Committee may reconvene and:

1. Adjourn the meeting; or
2. Continue the meeting in open session by adopting, by roll call vote, the following, or a substantially similar, finding:

   "Orange County Sanitation District has made good faith efforts to restore telephonic or internet service in accordance with its adopted policy, and the public interest in continuing the meeting outweighs the public interest in remote public access."

Upon adoption of the finding, the legislative body may continue the open session despite the fact that remote access services have not been restored.

7. Recordkeeping

The Clerk of the Board shall enter a brief statement into the meeting minutes, including the following:

- The nature and time of the disruption
- The restoration efforts undertaken
- The time the meeting was reconvened (if applicable)
- Any finding adopted pursuant to Section 6.3

8. Review and Updates

This policy may be amended by the Orange County Sanitation District Board of Directors at a noticed public meeting in open session, not on the consent calendar.