



**CITY OF SUNNYVALE**  
**OFFICE OF THE CITY ATTORNEY**

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**MEMORANDUM**

**TO:** Oversight Board for Sunnyvale Successor Agency  
**FROM:** David Kahn, Sunnyvale Successor Agency Counsel *DEK*  
**DATE:** April 9, 2012  
**RE:** Proposed Board Rules of Conduct and Meeting Procedures

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The Oversight Board's April 9, 2012 Agenda includes the consideration and adoption of Rules of Conduct for the Sunnyvale Successor Agency Oversight Board. Proposed Rules of Conduct and Meeting Procedures are attached to this memorandum. The recommendation is that the Oversight Board adopt the proposed Rules of Conduct and Meeting Procedures, with any amendments proposed and adopted by the Oversight Board, to make sure that meetings are efficient and organized. The proposed Rules establish the powers and duties of the Chair and Vice-Chair, the appointment of the City Clerk as Secretary to the Oversight Board, and provides that the meetings shall comply with the Brown Act on public meetings, and rules of order.

At the March 29 meeting, Oversight Board Member Sharma requested that the regular agenda for the Oversight Board include items on:

- Cash Flow Report By Successor Agency
- Status report on Successor Agency Finances and Payments

At the time the Oversight Board considers the adoption of the proposed Rules of Conduct and Meeting Procedures, Oversight Board Member Sharma's requested changes and any other changes or amendments the Oversight Board wants to make can be adopted by motion and majority vote.

**RESOLUTION NO.**

**RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SUNNYVALE ADOPTING AND ESTABLISHING RULES FOR THE CONDUCT OF ITS MEETINGS PROCEEDINGS AND BUSINESS**

WHEREAS, the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Sunnyvale has found it necessary and desirable to adopt Rules of Order for the conduct of its business, now therefore,

BE IT RESOLVED BY THE Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Sunnyvale that the Board does hereby adopt Rules of Order for the conduct of its business, as follows:

**RULES OF ORDER**

**ARTICLE I**  
**GENERAL PROVISIONS**

**Section 100. DEFINITIONS.** As used in these rules, unless the context clearly indicates otherwise:

- (a) “Board” means the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Sunnyvale;
- (b) “Brown Act” means the Ralph M. Brown Act, Government Code Sections 54950 et seq., as amended.

**Section 101. GENERAL.** The name of the Board, the number of its members, the members’ qualifications, and their appointment, removal and terms of office shall be prescribed by State Law.

**Section 102. OFFICE.** Sunnyvale City Hall, Office of the City Clerk, 456 W. Olive, Sunnyvale California 94086, is designated as the office of the Board.

**Section 103. REGULAR MEETING PLACE.** Except as the Board may from time to time otherwise provide, the regular meeting place of the Board shall be in Sunnyvale City Hall, 456 W. Olive, Sunnyvale California 94086 in a room to be designated on the meeting agenda. If by reason of emergency, it is unsafe to meet at the regular meeting place of the Board, meetings may be held at any place designated by the Chairperson.

**Section 104. RECORDS.** All books, records, papers, tapes, and minutes of the Board meetings shall be maintained in the Office of the City Clerk, 456 W. Olive, Sunnyvale California.

**ARTICLE II**  
**OFFICERS**  
**CHAIR AND VICE CHAIR**

**Section 200. ELECTION AND OFFICERS:** The Board shall, in regular session following the first day of March of every year, elect from their members a Chair and Vice-Chair. The term of office shall be for one (1) year. The Chair and Vice-Chair shall serve at the pleasure of the Board during the term of office and may be removed from office by the Board at any time for any reason. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair, until such time as the members shall elect a new Chair.

**Section 201. POWERS AND DUTIES OF CHAIR.** The Chair shall have the following powers and duties:

- (a) Preside at all meetings of the Board, and at all hearings conducted by the Board.
- (b) Sign all written resolutions of the Board, and all minutes of all meetings or hearings of the Board, which shall have been approved by the Board.
- (c) The Chairperson shall perform such other duties as may be required of the Chairperson either by State law or by resolution or order of the Board consistent with State law and shall perform such other duties as may be necessary to perform the required duties of the Chairperson.
- (d) Meet with staff as appropriate to set the agenda for Board meetings.

**Section 202. POWERS AND DUTIES OF VICE-CHAIR.** The Vice-Chair shall have the following powers and duties:

- (a) The Vice-Chair shall have and perform all powers and duties of the Chairperson in the event of and during the absence or disability of the Chairperson.
- (b) The Vice Chairperson shall preside as Chairperson at all meetings and hearings of the Board in the event of and during the absence or disability of the Chairperson.
- (c) The Vice-Chair shall perform such other duties as may be required of the Vice-Chair either by State law or by resolution or order of the Board consistent with State law and such other duties as may be necessary to perform the required duties of the Vice-Chair.

**Section 203. VACANCY IN OFFICE.** If the Vice-Chair should cease to be a member of the Board, or if for any other reason the office of the Vice-Chair should become vacant prior to the expiration of the term of office, the Board shall elect a successor to the office of Vice-Chair for the unexpired portion of the term.

**ARTICLE III**  
**OFFICERS**  
**CHAIR PRO TEMPORE**

**Section 300.** In the event of vacancies in offices of the Chair and Vice-Chair, or in the event of the absence of the Chair and Vice-Chair, at the time of any meeting, the Board may elect one of its

members Chair Pro Tempore to preside over such meeting during such vacancies or absences. The Chair Pro Tempore shall have all the powers and duties of the Chair during such meeting.

**ARTICLE IV**  
**SECRETARY – CLERK OF THE BOARD**

**Section 400. APPOINTMENT.** The City Clerk of the City of Sunnyvale shall serve as Clerk of the Board or designee and shall serve as Secretary to the Board.

**Section 401. POWERS AND DUTIES.** The Clerk of the Board shall have the following powers and duties:

- (a) The Clerk of the Board shall attend all meetings of the Board and shall record or keep minutes of all that transpires;
- (b) The Clerk of the Board shall attest all minutes of the meetings of the Board;
- (c) The Clerk of the Board shall preserve, and be custodian of, all books, records, papers and tapes of the Board. Whenever necessary he or she shall certify true copies of Board documents; and
- (d) The Secretary shall perform all duties required of him or her by these rules and regulations or required of him or her by resolution or order of the Board consistent with State law.

**ARTICLE V**  
**MEETINGS**

**Section 500. GENERAL.** Except as otherwise provided by this article, meetings of the Board shall be open and public and shall comply with the requirements of the Brown Act.

- (a) Except as provided by the Board, the procedure to be followed by the Board at its meetings shall be that set forth in Sturgis' Standard code of Parliamentary Procedure.

**Section 501. REGULAR MEETINGS.** Regular meetings of the Board shall be at \_\_\_\_ o'clock a.m. on the \_\_\_\_\_ of each calendar month.

**Section 502. SPECIAL MEETINGS.** A special meeting may be called at any time by the Chair of the Board, or by a majority of its membership, by delivering personally or by providing written notice by mail, fax, telegram, email, or other electronic communication to each member of the Board and to each local newspaper of general circulation, radio or television station requesting notice in writing. The notice must be delivered personally or by mail, fax, e-mail, or other electronic communication at least twenty-four (24) hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted; no other business shall be considered by the Board at the special meeting.

Written notice of the special meeting may be dispensed to any member who, at or prior to the time the meeting convenes, filed with the Secretary of the Board a written waiver of notice. The waiver may be given by fax, e-mail, telegram, or other electronic communication. Written notice of special

meetings may also be dispensed to any member of the Board who is actually present at the meeting at the time it convenes.

**Section 503.** **ADJOURNMENT – ADJOURNED MEETINGS.** The Board may adjourn any regular, adjourned regular, special or adjourned meeting to a time and place specified in the order of adjournment; a majority of members present, even though less than a quorum may so adjourn. If all members are absent from a regular or adjourned regular meeting, the Secretary of the Board may declare the meeting adjourned to a stated time and place; and he shall cause a written notice of the adjournment to be given in the manner provided in Section 502 for special meetings unless the notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be posted conspicuously on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within twenty-four (24) hours after the time of adjournment.

When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings in Section 501 of these rules and regulations.

**Section 504.** **CONTINUANCE.** A convened meeting, or any meeting ordered or noticed to be held, may by order or notice of continuance, be continued or recontinued to any subsequent meeting of the Board in the same manner and to the same extent set forth in Section 503 for the adjournment of meetings; provided, if a hearing is continued to a time less than twenty-four (24) hours after the time specified in the notice or order of hearing, a copy of the order notice of continuance shall be posted immediately following the meeting which orders or declares the continuance.

**Section 505.** **CLOSED SESSIONS.** Every meeting of the Board shall be open and public; provided, however, that the Board may hold closed session during a regular or special meeting to consider items as provided under the Brown Act.

## **ARTICLE VI** **MEETING AGENDA AND PROCEDURE**

**Section 600.** **AGENDA.** The Board shall provide for an agenda and may regulate or limit business to be considered by the Board at any meeting. The Clerk of the Board shall prepare and distribute the agenda for the Board.

- (a) Order of Business: At Board meetings, the regular order of business shall be conducted in accordance with the agenda prepared for the meeting. The Board may rearrange the order of the items or matters listed on each meeting's agenda at any meeting. The Board may, from time to time, adopt a revised agenda and order of business as is consistent with the Brown Act and as may be convenient or desirable for the conduct of Board business.
- (b) Notification of matters to be presented to the Board shall be given or delivered to the Clerk of the Board at least three (3) business days in advance of the Board meeting, as required by the Brown Act. Agendas shall be posted in accordance with the Brown Act in a location that is freely accessible to members of the public. The Clerk of the Board shall cause the agenda to be posted.

- (c) **Public Discussion on Agendized items:** Upon calling the meeting to order and before any motion is adopted relating to the merits of the matter to be heard, the Chair shall inquire if there are any persons present who desire to speak on the matter, which is to be heard or to present evidence respecting the matter. Any person desiring to so speak or present evidence may submit a speaker's request card and submit it to an Agency staff member before the item is heard. Upon being recognized by the Chair, such person may speak or present evidence relevant to the matter being heard.

No person shall be denied the right to speak because he or she declines to disclose his or her name, address, or telephone number. However, no person shall be permitted to speak or present evidence until she or he is recognized by the Chair and given permission by the Chair to present evidence or to speak. Members of the Board who wish to ask questions of the people or of each other, or who wish to discuss the subject matter of the hearing during the course of the hearing, may do so, but only after being recognized by the Chair.

Time limits for oral petition shall be three (3) minutes for an individual. However, the Chair, in his or her discretion, may shorten or extend such time as she or he may find reasonable under the circumstances or may further limit the time if the time anticipated to complete the agenda is unusually long.

**SECTION 601. MATTERS NOT ON AGENDA.** If a person or group of persons wishes to present to the Board at a Board meeting a written or oral petition or communication that has not been placed on the Board's Agenda pursuant to Section 600 (above), such matter will be permitted at the time the Board takes up "Public Comment", as shown on the Agenda, provided that the subject of such petition or communication is within the jurisdiction of the Board. Any person or group of persons desiring to speak to the Board respecting the subject matter of such petition or communication will be permitted to do so personally or through authorized representatives. No person shall be permitted to speak unless he or she first submits a speaker's request card and is recognized by the Chair and given permission by the Chair to speak. Any person desiring to speak shall submit a speaker's request card to the Board Secretary. No person shall be denied the right to speak because he or she declines to disclose his or her name, address, or phone number on the speaker's request card. However, no person shall be permitted to speak until recognized by the Chair and given permission by the Chair to speak.

Time limits for oral petition shall be three (3) minutes for an individual. However, the Chair, in his or her discretion, may shorten or extend such time as he or she may find reasonable under the circumstances or may further limit the time if the time to complete the Agenda has been unusually long.

**Section 602. QUORUM.** Four (4) members, being a majority of the total authorized membership of the Board, shall constitute a quorum to transact business. A lesser number of members present at a meeting may constitute a quorum solely to adjourn the meeting or adjourn the meeting to a stated time.

**Section 603. VOTING.** No action shall be taken by the Board except by affirmative vote of not less than four (4) members of the Board; provided, a majority of a lesser number present may adjourn or adjourn to a stated time.

**Section 604. MANNER AND RECORDATION OF VOTES.** Voting by members of the Board shall be by “ayes” and “noes,” and the result of each vote shall be entered by the Secretary in the record of the Board proceedings. Upon the request of any Board member, a roll call vote shall be taken on any matter upon which a vote is called, and each vote shall be recorded by the Secretary to the record of the Board proceedings.

**Section 605. RECONSIDERATION OF VOTE.** No reconsideration of any decision by the Board shall be had except on motion by a Board member to reconsider the vote made, acted on and carried at the same meeting at which the original decision was made. A Board member who voted with the majority must make the motion.

**Section 607. DISCUSSION THROUGH CHAIRPERSON ONLY; LIMITATION OF DISCUSSION; DISQUALIFICATION OF MEMBERS.**

Discourse shall not be had directly among members of the Board nor between persons in attendance and members of the Board. Persons in attendance may address the Board or members thereof only through the Chairperson.

Any member who is legally disqualified from participating in Board action on any particular matter shall take no part in the discussion, debate, or vote on such matter; and as soon as such matter is reached on the agenda such member shall disclose the member’s disqualification and the reason therefore, or if disqualification is not known to the member at the time such matter is reached on the agenda the member shall make such disclosure as soon as the disqualification is known to that member.

**SECTION 608. MOTIONS, DEBATE THEREOF, DEBATE LIMITED TO MEMBERS OF BOARD .**

No debate of a motion shall be permitted prior to a second of the motion. As a member of the Board, the Chairperson has all rights and privileges as other members and may make motions and participate in the debate of all items. When a motion is made and seconded, it shall be stated by the Chairperson before being debated; and such debate shall be limited to members of the Board only. Members of the Board may speak in debate of a motion only upon addressing the Chairperson and being recognized by the Chairperson. After the Chairperson has started to take the vote on the motion there shall be no further debate except that members of the Board may be allowed to explain their vote.

**SECTION 609. PETITIONS AND COMMUNICATIONS; FILING, REPORT, AND INSPECTION THEREOF.**

All written petitions and communications on the agenda of a meeting shall be filed with the Board at such meeting and shall be so marked by the Clerk of the Board and a copy shall be provided to each Board member. The substance of such petitions and communications shall be orally reported to the Board by the Clerk of the Board; if, upon the request of any member of the Board present at the meeting, any such petition or communication shall be read aloud in its entirety by the Secretary. Such petitions and communications may be inspected at any time by any member of the Board.

**SECTION 610. DOCUMENTS AND OBJECTS PRESENTED TO BOARD; FILING AND INSPECTION THEREOF.**

All documents and all physical objects presented to the Board at any meeting by any person shall be filed with the Board at such meeting and shall be so marked by the Secretary. Any such document or object filed with the Board may be inspected at any time by any member of the Board. At the discretion of the Chairperson, true copies or photographs of such documents and objects may be filed in lieu of the originals thereof.

ADOPTED this \_\_\_ day of \_\_\_, 2012, by the following vote:

AYES: Board members –

NOES: Board members – .

ABSENT: Board members -

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Chair - Oversight Board of the Successor  
Agency to the Redevelopment Agency of the  
City of Sunnyvale

Attest:

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***Kathleen Franco Simmons, Clerk of the Board***

Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Sunnyvale