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# California Special Districts Association

## SAMPLE POLICY HANDBOOK

**POLICY TITLE:** Board Actions and Decisions

**POLICY NUMBER:** 5040

**5040.1** Actions by the Board of Directors include but are not limited to the following:

**5040.1.1** Adoption or rejection of regulations or policies;

**5040.1.2** Adoption or rejection of a resolution;

**5040.1.3** Adoption or rejection of an ordinance;

**5040.1.4** Approval or rejection of any contract or expenditure;

**5040.1.5** Approval or rejection of any proposal which commits District funds or facilities, including employment and dismissal of personnel; and,

**5040.1.6** Approval or disapproval of matters that require or may require the District or its employees to take action and/or provide services.

**5040.2** Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors [if five-member Board, four if seven-member Board] represent a quorum for the conduct of business.

**5040.2.1** A member abstaining in a vote is considered as absent for that vote. A member abstaining due to a conflict of interest does not count towards a quorum.

**5040.2.1.1** Example. If three of five Directors are present at a meeting, a quorum exists and business can be conducted unless the abstention is due to a conflict of interest. However, if one Director abstains on a particular action and the other two cast "aye" votes, no action is taken because a "majority of the Board" did not vote in favor of the action.

**5040.2.1.2** Example. If an action is proposed requiring a two-thirds vote and two Directors abstain, the proposed action cannot be approved because four of the five Directors would have to vote in favor of the action.

**5040.2.1.3** Example. If a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy, three Directors must vote in favor of the appointment for it to be approved. If two of the four Directors present abstain, the appointment is not approved.

**5040.3** The Board may give directions that are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager.

**5040.3.1** The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested.

**5040.3.2** A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager for review and recommendation, etc.).

**5040.3.3** Informal action by the Board is still Board action and shall only occur regarding matters that appear on the agenda for the Board meeting during which said informal action is taken.