

SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY

POLICIES

ARTICLE 1 - ADMINISTRATION AND GOVERNANCE
PART 1.3 - BOARD AND COMMITTEE MEETINGS
SECTION 1.30 - MEETINGS, AGENDAS AND VOTING OF THE BOARD OF DIRECTORS

PURPOSE: To establish a policy for conducting meetings of the Board of Directors (“**Board**”) of the San Diego County Regional Airport Authority (“**Authority**”).

POLICY STATEMENT:

- (1) Board meetings shall be conducted by the Chair of the Board (“**Chair**”) according to Robert’s Rules of Order.
- (2) Regular meetings shall be held at least once each month. The regular meeting dates, time and location shall be set annually by Board resolution. To the maximum extent practicable, meetings of the Board shall be held on either a Monday or Thursday. Before any meeting is changed, the members of the Executive Committee shall be notified. Notice of the meetings shall be provided to the media and public as required by law.
- (3) Special meetings may be called at any time by the Chair or by a majority of the Board, by delivering personally, by U.S. mail, by facsimile or by electronic mail, written notice to each member of the Board. A written notice also shall be given to news media as required by law and in accordance with any and all policies adopted by the Board. The notices required herein must be delivered at least 24 hours before the time of the meeting as specified in the notice. The notice shall state the business to be transacted and no other business shall be considered at the special meeting. Written notice need not be provided to any member who, at or prior to the time the meeting convenes, files with the Authority’s Clerk (“**Clerk**”) a written waiver of notice.
- (4) The Board shall adopt rules or bylaws for its proceedings. All meetings of the Board shall be open and public and all persons shall be permitted to attend any meeting, except for closed sessions held pursuant to applicable California public meeting law or otherwise permitted by law. Meetings of the Board are subject to the provisions of the Ralph M. Brown Act, Gov. Code §§54950 *et seq.* [P.U.C. §170010(a)(2) and §170014(a),(g)]
- (5) Closed Sessions. Closed sessions shall be held upon the order of the Chair or the affirmative vote of a majority of the Board members. Such closed sessions may be only for purposes permitted by the California public meeting law or otherwise permitted by law.
- (6) Quorum. A majority of the total voting membership of the Board shall constitute a quorum for the transaction of business. [P.U.C. §170014(b)]

(7) Approval of Agendas. The agendas for all Board meetings shall be set and approved by either the Board or the Executive Committee. All agendas must be in compliance with the Ralph M. Brown Act.

(a) Normal Request for Agenda Item. Any Board Member or the President/Chief Executive Officer (“**President/CEO**”) may request an item be included on a forthcoming Board meeting agenda. The item shall be included on the agenda: (1) upon review by the Executive Committee, which may discuss and appropriately modify the requested agenda item, or (2) by direction of the Board at a prior meeting.

(b) Extraordinary Request for Agenda Item. During the interval after an Executive Committee’s last meeting and prior to the posting of the Board’s agenda for its next meeting, any Board Member or the President/CEO may request an item be added to the Board’s agenda (1) by requesting the President/CEO add the item, and (2) by submitting written notice of the request to the Executive Committee Members. The item shall be added where the President/CEO finds that good cause exists, the need for Board consideration was ascertained after the Executive Committee meeting, and Board action is necessary before the Board’s following month scheduled meeting.

(c) Request to Remove and Agenda Item. During the interval after the Executive Committee’s meeting and prior to the posting of the ALUC or Board agendas for its next meeting, the President/CEO may remove items from the ALUC or Board’s agenda by submitting written notice to the Executive Committee Members. The item shall be removed where the President/CEO finds that good cause exists and the need for removal of an item was ascertained after the Executive Committee meeting and delay in consideration of the item will not cause an impact to the operations of the Airport Authority.

(d) Intent. It is the intent of the Board and the Executive Committee to honor all requests of Board Members to add an item to an agenda. If a Board Member believes a properly submitted request has not been honored, the Board Member together with two other Members may submit a written request to the Executive Committee in which event the item shall be added to the agenda of the next Board meeting.

(8) Agendas. An agenda shall be prepared by the Clerk. Each agenda shall contain the following statement: “Please complete and submit to the Clerk a Request to Speak Form Prior to the Commencement of the Meeting.”

(9) The order of business shall be:

- (a) Call to Order;
- (b) Pledge of Allegiance;
- (c) Roll Call;
- (d) Presentations;
- (e) Reports From Board Committees, Ad Hoc Committees, and Citizen Committees and Liaisons;
- (f) Chair’s Report;
- (g) President/CEO Report;

- (h) Non-Agenda Public Comment;
 - (i) Consent Agenda. The consent agenda contains items that are routine in nature and non-controversial. Some items may be referred by a standing Board Committee or approved as part of the budget process. The matters listed under 'Consent Agenda' may be approved by one motion. Any Board Member may remove an item for separate consideration. Items so removed will be heard before the scheduled New Business Items, unless otherwise directed by the Chair;
 - (j) Public Hearings;
 - (k) Old Business;
 - (l) New Business Items. Regular items requiring Board action, arranged in a sequence that will minimize unnecessary waiting by the public and interested persons;
 - (m) Closed Session;
 - (n) Report on Closed Session;
 - (o) Non-Agenda Public Comment;
 - (p) General Counsel Report;
 - (q) Board Comment; and
 - (r) Adjournment.
- (10) The Board shall receive a staff report for each action item on the agenda. Staff reports shall classify the item, summarize the background, analyze the subject matter and state the President/CEO's recommendation. The President/CEO or the Clerk shall ensure that the Board is provided with the agenda and all supporting staff reports not later than one week preceding a regular meeting.
- (11) The Board shall act only by ordinance, resolution, or motion. [P.U.C. §170014(c)]
- (12) Voting. Except as provided below in paragraph 13 or by law, to adopt an ordinance, resolution, or motion requires both a numerical majority vote and a weighted majority vote of the total voting membership of the Board. [P.U.C. §170014]
- (a) Numerical Majority Votes. A numerical majority vote requires an affirmative vote of at least five of the voting membership of the Board.
 - (b) Weighted Majority Votes. A weighted majority requires an affirmative vote of at least 51 vote points that are allocated to the voting membership of the Board, unless the total number of vote points is expanded beyond 100 as a result of the operation of subparagraph (4). If the total number of vote points is greater than 100 as a result of the operation of subparagraph (4), a weighted majority requires an affirmative vote of at least 50 percent plus one of the total vote points. Vote points shall be allocated pursuant to subparagraph (1).

(1) There shall be a total of 100 allocated vote points for the weighted vote, except that additional vote points shall be allocated pursuant to subparagraph (4). For purposes of this paragraph, the City of San Diego, the County of San Diego, the east county cities, the north county coastal cities, the north county inland cities, and the south county cities are each a jurisdiction. The points allocated to the City of San Diego shall be divided among the three Board members appointed pursuant P.U.C. §170010(a)(1)(A). The points shall be allocated among the three Board members by the Mayor of the City of San Diego, keeping the votes for each seat as close to equal as possible but in a manner that avoids fractional vote points. The vote points allocated to the County of San Diego shall be divided between the two Board members appointed pursuant to P.U.C. §170010(a)(1)(B). The vote points shall be allocated among the two Board members by the chair of the San Diego County Board of Supervisors, keeping the votes for each seat as close to equal as possible but in a manner that avoids fractional vote points. Each jurisdiction shall have that number of vote points determined by the following allocation formula, except that each jurisdiction shall have at least one vote point, no jurisdiction shall have more than 40 vote points, and there shall be no fractional vote points:

(i) If any jurisdiction has 40 percent or more of the total population of the San Diego County region, 40 vote points shall be allocated to that jurisdiction and the remaining vote points shall be allocated to the remaining jurisdictions pursuant to clause (ii). If no jurisdiction has 40 percent or more of the total population of the San Diego County region, vote points shall be allocated pursuant to clause (iii).

(ii) The total population of the remaining jurisdictions shall be computed and the remaining 60 vote points allocated based upon the percentage of the total that each jurisdiction has, in the following manner:

(I) The percentage each jurisdiction bears to the total remaining population shall be multiplied by 60 to determine fractional shares.

(II) Each fraction less than one shall be rounded up to one, so that no jurisdiction has less than one vote point.

(III) Disregarding any fractional vote points and adding just the whole vote points, if the total vote points is 60, fractional vote points are dropped and the whole numbers are the vote points for each jurisdiction.

(IV) If, after disregarding the fractional vote points and adding just the whole vote points, the total vote points for the remaining jurisdictions is less than 60, the difference in vote points shall be allocated to jurisdictions in order of the highest fractions until a total of 60 vote points are allocated, excepting those jurisdictions whose vote was increased to one pursuant to subclause (II).

(V) If, after disregarding the fractional vote points and adding just the whole vote points, the total vote points for the remaining jurisdictions is more than 60, the vote points in excess of 60 shall be eliminated by subtracting vote points from jurisdictions with the lowest percentage to the total remaining population except that no jurisdiction's vote points shall be reduced to less than one.

(iii) If no jurisdiction has 40 percent or more of the total population of the San Diego County region, the total population of the region shall be computed and all 100 vote points shall be allocated based upon the percentage each jurisdiction bears to the total population of the region, in the following manner:

(I) The percentage of any jurisdiction that is less than one shall be rounded up to one, so that no jurisdiction has less than one vote point.

(II) Disregarding any fractional vote points and adding just the whole vote points, if the total vote points is 100, fractional vote points shall be dropped and the whole numbers shall be the vote points for each jurisdiction.

(III) If, after disregarding the fractional vote points and adding just the whole vote points, the total vote points for all jurisdictions is less than 100, the difference in vote points shall be allocated to jurisdictions in order of the highest fractions until a total of 100 vote points are allocated, excepting those jurisdictions whose vote was increased to one pursuant to subclause (I).

(IV) If, after disregarding the fractional vote points and adding just the whole vote points, the total vote points for all jurisdictions is more than 100, the vote points in excess of 100 shall be eliminated by subtracting vote points from jurisdictions with the lowest percentage to the total population or the region except that no jurisdiction's vote points shall be reduced to less than one.

(2) When a weighted vote is taken on any item that requires more than a majority vote of the Board, it shall also require the same supermajority percentage of the weighted vote.

(3) The allocation of vote points pursuant to this subdivision shall be made annually by the Board based upon the population calculations made by the San Diego Association of Governments ("SANDAG").

(4) Any other newly incorporated city shall be added to the jurisdiction designated by SANDAG. The Board member representing that jurisdiction shall receive one additional vote under the weighted vote procedure specified above until the next allocation of vote points pursuant to subparagraph (3), at which time the new jurisdiction shall receive votes in accordance with the formula specified in this paragraph. Until this next vote points allocation, the total number of weighted vote points may exceed 100.

- (13) Ballot Measures. Any act to submit a ballot measure to the voters at a regular or special election shall require a two-thirds majority vote, both numerically and by weighted vote, of the total voting membership of the Board. [P.U.C. §170014(e)]
- (14) Record of All Board Actions. The Board shall keep a record of all of its actions, including financial transactions. [P.U.C. §170014(f)]

[Amended by Resolution No. 2018-0106 dated October 4, 2018.]
[Amended by Resolution No. 2016-0027 dated April 21, 2016]
[Amended by Resolution No. 2013-0132 dated December 12, 2013]
[Amended by Resolution No. 2008-0029 dated March 6, 2008]
[Amended by Resolution No. 2005-0099 dated September 8, 2005]
[Amended by Resolution No. 2005-0095 dated July 7, 2005.]
[Adopted by Resolution No. 2002-02 dated September 20, 2002.]