

CITIZEN'S TELECOMMUNICATIONS AND TECHNOLOGY ADVISORY BOARD
(CTTAB)

RULES OF PROCEDURE

Section 1. Officers.

- 1.1 Officers. The CTTAB ("CTTAB or Board") shall elect a Chair and Vice Chair (Officers) from among its members.
- 1.2 Term of Office. The Chair and Vice Chair shall serve a term of one year. The Chair and Vice Chair may seek successive terms.
- 1.3 Election. The election of Officers shall be by a majority of a quorum of Board members.
- 1.4 Chair. The Chair shall have the duties and powers to:
 - A. Direct the preparation and distribution of an agenda for all Board meetings;
 - B. Preside over all deliberations and meetings of the Board;
 - C. Vote on all questions before the Board; and
 - D. Call special meetings of the Board in accordance with these Rules of Procedure.
- 1.5 Vice Chair. During the absence, disability or disqualification of the Chair, the Vice Chair shall assume all the duties and powers of the Chair. In the absence of both officers, the Board shall elect an acting chair.

Section 2. Meetings and Meeting Notices.

- 2.1 Regular Meetings. The Board shall hold regular monthly meetings at such times that the Board shall determine. The Chair may cancel and/or reschedule a regular meeting if lack of a quorum is apparent, or for other good cause. The location of regular meetings shall be determined by the Board.

2.2 Notice of Meetings.

Notification of regular meetings shall be distributed via postal or electronic mail (e-mail) to Board members, City staff, and other interested persons and organizations at least seven days prior to the meeting. The notifications shall state the time, date, place and agenda for the meetings. All notifications shall be clearly posted on the Citizens' Telecommunications and Technology Advisory Board web site.

Section 3. Agenda and Conduct of Meetings.

3.1 Meeting Agenda. Any Board member or other person may request that an item be placed on the agenda of a regular Board meeting. The request is subject to approval of the Chair. Requests made for agenda placement and any accompanying materials must be received by the support staff for the Board at least 10 days before the next regular Board meeting.

3.2 Amendments to Agenda. The Board may amend the agenda items upon consent of the majority of Board members present.

3.3 Public Comments/Testimony (Adopted September 12, 2006).

3.3.a. Purpose

As one strategy for keeping abreast of community interests and concerns regarding telecommunication and technology, CTTAB offers an opportunity for public comment at its business meetings. The public comment policy and procedure detailed below is designed to allow the expression of diverse views without compromising the Board's ability to conduct its meetings in an effective and efficient manner.

3.3.b. Policy

- i. CTTAB Board and committee meetings are open to the public. As time permits, public comments will be heard during CTTAB Board meetings.
- ii. Time for public comment will be allotted at the discretion of the CTTAB Board Chair. Each speaker will be limited to three (3) minutes.
- iii. Public comments made at CTTAB meetings must be related to the Board's business, functions, or responsibilities.
- iv. The CTTAB Board Chair has the right to exercise discretion in the implementation of this policy.

3.3.c. Procedures

- i. Members of the public who desire to speak may sign up on sheets provided by CTTAB staff at the beginning of the meeting.

ii. If more than one member of the public from a particular group has requested to speak, the group must select one representative of the group to present the group's view. In such case, the group's representative will be allowed five (5) minutes to speak.

iii. After all other agenda items, including Board Business, are completed; the Board Chair will determine whether to take public comment. The Board Chair will recognize those individuals who signed up to speak and will enforce the appropriate time limits.

iv. Speakers should preface their remarks by stating their first and last names, where they live, and where they work.

3.3.d. Effective Date

This policy is effective immediately upon passage by the Citizens Telecommunications and Technology Advisory Board, and supersedes any public participation guidelines that may have been established in the past. The CTTAB reserves the right to waive this policy and these procedures when necessary to conduct Board meetings efficiently and effectively.

3.4 Requests for Advice from Council or Executive Branch. Request for a Board letter, analysis, advice, consent, or recommendation from City Council or Executive Branch will be addressed to the entire Board. Requests shall receive priority for placement on the agenda.

3.5 Consensus decisions. All requests for a Board letter, analysis, advice, consent, or recommendation will be made by a consensus-type decision process as described in these rules.

Notes: A new Section 3 was added January 2002.

Section 4. Quorum, Attendance, Voting, Minutes.

4.1 Quorum. At any meeting of the Board, attendance by Board members of forty percent (i.e. 7 of 16) of the total filled Board member slots shall constitute a quorum.

4.2 Voting.

A. Voting is conducted according to the following divisions:

Table A: Vote Requirements

<u>Majority Vote Required</u>	<u>Consensus Vote Required</u>
Process matters or Board initiated meeting/business	Any action resulting in a product including: <ul style="list-style-type: none">• Oral or written external communications• Position, opinion, advice• Technology Matching Fund (TMF) recommendations• Allocation of budget resources

- i. Operational matters. Voting on agenda items, motions, or any pending matter that is initiated by a Board member (except for matters that fall within the scope of Section 4.2(A)(ii)), or that concerns the conduct of the meeting or the Board's business, or that concerns the process for making a decision or deciding a motion shall be by majority vote of the Board.
- ii. Requests for advice, etc. Requests for advice or recommendations of the Board (whether the outcome is a letter, report, or motion) shall be by consensus of the Board. The Board's consensus process shall be conducted as follows:
 1. The Chair will begin discussion by calling on members to comment on the pending matter.
 2. Board members shall listen actively and share information. Each member shall have at least one opportunity to speak to the matter.
 3. The Chair may limit the number of times a speaker can comment so that each member may speak within the allotted time.
 4. The Vice Chair shall record the discussion. No names shall be recorded; only the ideas and suggestions made by each speaker.
 5. When members have had a chance to comment, the Chair will state the agreements and/or disagreements of the group. The Chair may allow additional discussion to allow members to elaborate on points, or resolve

disagreements.

6. The Vice Chair will restate the sense of the discussion. The Vice Chair may state the discussion verbally or in writing.
 7. The Chair will conduct a vote for adoption of the consensus decision. The decision shall become the decision of the group as a whole.
 8. The Chair or Vice Chair shall indicate if there are members who express their objection to the decision. Objecting members may ask that their opinions be stated in a minority report.
 9. The Objecting member or members may submit a minority report to the Chair. The minority report will be forwarded to the Council, the Executive Branch, and the public at the same time as the Board's decision. The Board's decision shall at all times, be printed or submitted with the accompanying minority report at all times.
 10. The Board's consensus decision, with minority reports (if any), will be transmitted to the Council, the Executive Branch, and to the public. Members shall refer questions about the Board's decision to the document or to the Chair. The decision, if written, should include:
 - a. A clear recommendation;
 - b. The reason for the recommendation;
 - c. The facts on which it is based; and
 - d. Points of disagreement within the Board or with staff, if any.
 11. If the Board is requested to appear at a meeting, hearing, or presentation to present the decision, then along with the member representing the consensus opinion, a member representing the minority report(s) shall be present and provided time and access.
- B. Each Board member is entitled to one vote. Provided a quorum is present at the meeting, all Board action shall require a motion, a second, and a majority vote of members present.
- C. Adoption or amendments to the Rules of Procedure shall require at least six (6) affirmative Board votes.

- D. A Board member may vote by proxy; provided that such member attended a portion of the meeting during the time that the issue was discussed and the proxy vote is submitted in writing prior to the conclusion of such discussion.

Note: Section 4.2(A)(i) – end adopted January 2002. This was the major revision when Section 4 was replaced at that time.

4.3 Attendance.

- A. If a Board member is unable to attend a regular or special meeting, he or she must notify the Cable Office or the Chair prior to the meeting.
- B. If any Board member is absent for two successive regular meetings without excuse or prior notice the Board/Chair may recommend to the appointing body further action, including requesting the member's resignation.

4.4 Rules of procedure. All rules of procedure not provided for herein shall be determined in accordance with the latest edition of "Robert's Rules of Order Revised." (See Table A: Vote Requirements).

4.5 Minutes.

- A. Board support staff shall provide written meeting minutes for Board review and approval of such minutes, which shall include:
 - i. Members and participants present; and
 - ii. A brief summary of the matters discussed and their disposition;
- B. The Board shall review and approve written meeting minutes.
 - i. A copy shall remain on file in the Department of Information Technology; and
 - ii. A copy shall be forwarded for public review to the City's Public Access Network, where it shall remain on file for one year under the Citizens' Telecommunications and Technology Advisory Board web site.

4.6 Use of Board Members in Sub-committees. (reserved)

Notes: This Section 4 is new and was added January 2002.

Section 5. Conflict of Interest Policy.

- 5.1 A board member who has a financial or private interest, direct or indirect, personally or through a member of his or her immediate family, in any matter upon which the board member is required to act in the discharge of his or her official duties must promptly after the board member learns of such interest, disclose the interest, in sufficient detail to describe the nature of the potential conflict.
- 5.2 A board member who has a financial or private interest, direct or indirect, personally or through a member of his or her immediate family, in any contract or transaction that could result from the board's action must promptly after the board member learns of such interest, disclose the interest in sufficient detail to describe the nature of the potential conflict of interest. This provision does not apply to any contract awarded through the public bid process, in accordance with applicable law.
- 5.3 After disclosing a potential conflict of interest under Sections 5.1 or 5.2, the board member may participate in discussion about the matter, but may not participate in the vote or official board action on the matter. The disclosure should be described in the minutes of the meeting. If the transaction that could result from the board's action is a Technology Matching Fund (TMF) award, the board member may not be involved in the board's review of TMF applications or participate in any discussions, votes or official board actions recommending which entities will receive TMF grants. The board member may not assist the organization with which he or she has an interest in applying to the TMF. The board member may not prepare or sign the TMF application, or make any formal or informal presentations to other board members or DoIT employees. If the organization with which the board member has an interest is awarded a TMF grant without the board member's assistance, the board member must notify the Office of Ethics and Elections in writing of his or her interest in the contract. (Amendments adopted March 13, 2007.
- 5.4 If another board member, the City's board staff representative, or a member of the public has a good faith belief that a board member has a potential conflict of interest under Sections 5.1 and 5.2, such person may report the potential conflict of interest to the Chair and Vice Chair at least seven business (7) days prior to the next board meeting. Such report shall contain a true and concise statement of the factual basis supporting the allegation of a potential conflict of interest under Section 5.1 or 5.2. Upon receiving a written report alleging a potential conflict, then the Chair and Vice Chair shall proceed as follows:
 - A. Within one (1) business day following receipt of the report, the Chair and the Vice Chair shall provide a copy of such report to the affected board member;
 - B. Within three (3) business days following the affected board member's receipt of the report, the affected board member may choose to:

- i. Withdraw from participating in the matter as set forth in Section 5.3; or
 - ii. Dispute the allegations by providing a true and concise written response to such report setting forth the factual basis supporting the board member's contention that there is no direct or indirect conflict under Sections 5.1 and 5.2.
- C. If the affected board member disputes an allegation of potential conflict of interest under Section 5.4(B)(ii), the Chair and Vice Chair may consult the Ethics and Election Commission and shall investigate the factual basis behind the allegation and respond either jointly, independently, or by empanelling a subcommittee, the decision of which to be determined by the Chair and Vice Chair in their discretion;
- D. Within three (3) business days following the Chair and Vice Chair's receipt of the affected board member's response, the Chair and Vice Chair will make a determination as to whether the facts support a finding that a direct or indirect conflict of interest exists under Section 5.1 or 5.2;
- E. If the Chair and Vice Chair determine that the facts support a finding that a direct or indirect conflict of interest exists under Section 5.1 or 5.2, the affected board member may choose to:
 - i. Withdraw from participating in the matter as set forth in Section 5.3; or
 - ii. Dispute the allegations at the next board meeting by providing a true and concise written response supporting the board member's contention that there is no direct or indirect conflict under Sections 5.1 and 5.2;
- F. If the affected board member disputes an allegation of potential conflict to the board under Section 5.4(E)(ii), the board will review the allegation of potential conflict and the affected board member's response and determine, by a majority vote, whether a direct or indirect conflict of interest exists under Section 5.1 or 5.2. If the board determines that a direct or indirect conflict of interest exists, the board member must withdraw from participating in the matter as set forth in Section 5.3.
- G. If another board member, the City's board staff representative, or a member of the public has a good faith belief that the Chair or Vice Chair has a conflict of interest, then the Chair (in the case of the Vice Chair) or the Vice Chair (in the case of the Chair), will select a disinterested board member to replace board member in the investigation process set forth in this Section 5.4.
- H. If another board member, the City's board staff representative or a member of the public discovers a potential conflict of interest of a board member, less than seven (7) business days prior to the next board meeting, such person may report the potential conflict of interest to the board at the next board meeting. Such report shall contain a

true and concise statement of the factual basis supporting the allegation of a potential conflict of interest under Section 5.1 or 5.2. At such board meeting the affected board member may choose to:

- i. Withdraw from participating in the matter as set forth in Section 5.3; or
 - ii. Dispute the allegations by providing a true and concise oral response supporting the board member's contention that there is no direct or indirect conflict under Sections 5.1 and 5.2;
- 5.5 Simply noting "attorney/client privilege" shall be sufficient detail under Sections 5.1 and 5.2 in the case that an attorney who is a board member must disclose a direct or indirect conflict of interest involving a client.
- 5.6 For purposes of clarification, a financial or private interest under Sections 5.1 and 5.2 include: receipt of, directly or indirectly, any compensation, gratuity, reward, retainer, gift, loan, entertainment, favor, or other thing of monetary value that is, or to a reasonable person, would appear to have been received with intent to influence the board member in the discharge of his or her official duties or in any contract or transaction that could result from the board's action.
- 5.7 No board member shall use his or her board position for a purpose that is, or would, to a reasonable person, appear to be, primarily for the private benefit of the board member rather than primarily for the benefit of the City.
- 5.8 No board member shall use City funds or facilities for other than a City purpose.
- 5.9 Board members may not disclose or use any information, designated, at the time of disclosure, as privy or proprietary information and gained by reason of board membership, for a purpose other than a City purpose, unless the information is a matter of public knowledge or is available to the public, on request.
- 5.10 No former board member shall personally, during the period of six months after leaving the board membership:
- A. Assist another person in contested proceedings involving the board or on a matter in which he or she was involved, participated, or acted, as a board member;
 - B. Represent any other person as an advocate in any matter in which the former board member was officially involved, as a board member;
 - C. Participate as a competitor in any competitive selection process for a City contract in which he or she assisted the City in determining the project or work to be done or the process to be used.

Notes: New Section 5 was amended and adopted at the July 2002 meeting. It replaced the prior Technology Matching Fund (TMF) conflict provisions, and added a process for handling ethics issues.