

MEMORANDUM

Agenda Item No. 6. D.

Board of Directors Meeting

Date 8-9-06

TO: Board of Directors, Sequoia Healthcare District
FROM: Penelope C. Greenberg, Legal Counsel
DATE: August 1, 2006
SUBJECT: Policies referring to a majority of the board

In connection with Resolution 06-4, below are the sentences, as currently worded, from the seventeen policies that refer to the majority of the board in one way or another. The phraseology varies because of context and because of the sources of the various rules. I have bolded the phrases in question. The proposed rewording in Resolution 06-4 would standardize and clarify the meaning of these phrases.

THE CURRENT WORDING IN THE SEVENTEEN POLICIES

2.6 If a **majority of the Directors at the meeting** approve the request for information and/or research, the CEO shall respond to the individual Director's request for substantive information and/or research.

6.1 If a meeting includes any Director's attendance by teleconference, a least a **majority of the Board** shall participate in the meeting from locations within the boundaries of the District although it is not required that the majority all be at the same location within the District.

6.2 Section 32106 of the California Health and Safety Code provides that "A **majority of the members of the board** shall constitute a quorum for the transaction of business." Since the District has a five-person board, that means that three Directors constitute a quorum.

6.6 Special meetings of the Board may be called by the Board President or by a **majority of the Board** at a time and for the purpose(s) specified in the call.

6.7 Emergency meetings of the Board may be called by the Board President or by a **majority of the Board** at a time and for the purpose(s) specified in the call in the case of an *emergency situation* involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities.

8.3 Such request shall be honored if the request is seconded and a **majority of the Directors in attendance** vote yes.

9.2 However, that ["that" is a typo and should be deleted] the Board may take action on items of business not appearing on the posted agenda if (1) by **majority vote**, the Board determines that an emergency exists as defined in the Brown Act, (2) if at least two-thirds of the Directors present at the meeting (or, if fewer than two-thirds of the Board is present, all of the Directors present) determine that there is a need to take immediate action and that need came to

the attention of the District after the agenda was posted, or (3) the item was posted for a prior meeting of the Board occurring no more than five calendar days earlier and the item was continued to the present meeting.

10.5 Corrections approved by **majority vote of the Board** shall be made to the minutes.

10.8 If the ruling is not satisfactory to the Director who raised the point of order, the President shall put the question to the Board, which shall decide by **majority vote**.

10.11 If the motion to call the question is seconded by another Director and approved by **majority vote of the Board**, then the main motion is voted upon without further discussion.

10.12

Motion to Postpone. A main motion may be postponed to a certain time, by a motion to postpone, which is then seconded and approved by a **majority vote of the Board**.

Motion to Table. A main motion may be indefinitely tabled before it is voted upon, by motion made to table, which is then seconded and approved by a **majority vote of the Board**.

Motion to Refer to Committee. A main motion may be referred to a Board committee for further study and recommendation, by a motion to refer to committee, which is then seconded and approved by a **majority vote of the Board**.

10.14 A motion to reconsider requires a **majority vote** to pass.

10.22 A majority vote is a vote of more than 50%. Thus, for example, a 3-2 vote produces a majority, but a 2-2 vote does not. If only a quorum (three Directors) is in attendance, an item can be approved only if the vote to do so is 3 – 0 because the Brown Act specifies that “action taken” by the Board means a decision made by a **majority of the Board**. It is noted, however, that a 3-0 vote or a 3 – 2 vote is not sufficient to adopt an item if there is a statutory requirement for a 2/3 or 4/5 vote of the entire Board, as, for example, under California Government Code Sections 53790 and 53792 which require a 4/5 vote of all Directors to expend public funds in excess of budget limitations to “meet a national or local emergency created by war, military, naval, or air attack, or sabotage, or to provide for adequate national or local defense.” An abstention does not count as a vote for or against. However, in practical effect, if there is a required minimum affirmative vote, an abstention has the effect of a negative vote.

10.25 By **majority vote**, the Board of Directors may terminate any meeting at any place in the agenda to any time and place specified in the order of adjournment when, in the opinion of the **majority**, adjournment is advisable.

10.27 Upon motion made, seconded, and approved by **majority vote of the Board**, the President shall adjourn the meeting.

15.3 Any such action shall first be approved by a **majority vote of the Board**.

22.1 By motion made, seconded, and approved by a **majority of the Board**, the Board may amend or temporarily suspend these policies and procedures in whole or in part.

**RESOLUTION 06-4
SEQUOIA HEALTHCARE DISTRICT
BOARD OF DIRECTORS**

RESOLUTION CLARIFYING POLICIES AND PROCEDURES

RESOLVED by the Board of Directors, Sequoia Healthcare District, County of San Mateo, State of California, that

WHEREAS, seventeen of the Policies and Procedures adopted by the board on April 19, 2005, refer to votes of the Board using various terminology;

WHEREAS, twelve of the seventeen policies deal with parliamentary procedure and five of the seventeen policies relate to statutory provisions;

WHEREAS, legal counsel has reviewed applicable rules of parliamentary procedure and legal opinions and decisions;

WHEREAS, under the law a majority of the quorum of the district board is sufficient to act for general district purposes; and

WHEREAS, it is desirable to standardize and otherwise clarify the meaning of the voting provisions of these seventeen policies to avoid any confusion or misunderstanding;

NOW, THEREFORE, IT IS HEREBY DETERMINED AND ORDERED that

1. The following policies in the Policies and Procedures of the Sequoia Healthcare District shall be reworded for clarity as indicated:

Policy 2.6 The last sentence shall be deleted and the following inserted in its place: "If a majority of the Directors (as defined in policy 22.2) approve the request for information and/or research, the CEO shall respond to the individual Director's request for substantive information and/or research."

Policy 6.1 The last sentence shall be deleted and the following inserted in its place: "If a meeting includes any Director's attendance by teleconference, a least a majority of the Directors (as defined in policy 22.3) shall participate in the meeting from locations within the boundaries of the District although it is not required that the majority all be at the same location within the District."

Policy 6.2 The policy shall be restated in its entirety to read as follows: "Section 32106 of the California Health and Safety Code provides that "A majority of the members of the board shall constitute a quorum for the transaction of business." The definition in policy 22.3 shall apply to this provision."

Policy 6.6 The first sentence shall be deleted and the following inserted in its place: "Special meetings of the Board may be called by the Board President or by a majority of the Directors (as defined in policy 22.3) at a time and for the purpose(s) specified in the call."

Policy 6.7 The first sentence shall be deleted and the following inserted in its place: "Emergency meetings of the Board may be called by the Board President or by a majority of the Directors (as defined in policy 22.3) at a time and for the purpose(s) specified in the call in the case of an *emergency situation* involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities."

Policy 8.3 The last sentence shall be deleted and the following inserted in its place: "Such request shall be honored if the request is seconded and approved by a majority of the Directors (as defined in policy 22.2)."

Policy 9.2 The first sentence shall be deleted and the following inserted in its place: "However, the Board may take action on items of business not appearing on the posted agenda if (1) a majority of the Directors (meaning a majority of the directors present [in person or otherwise] and voting aye or no, except as may otherwise be required by law) determines that an emergency exists as defined in the Brown Act, (2) if at least two-thirds of the Directors present at the meeting (or, if fewer than two-thirds of the Board is present, all of the Directors present) determine that there is a need to take immediate action and that need came to the attention of the District after the agenda was posted, or (3) the item was posted for a prior meeting of the Board occurring no more than five calendar days earlier and the item was continued to the present meeting."

Policy 10.5 The next to the last sentence shall be deleted and the following inserted in its place: "Corrections approved by a majority of the Directors (as defined in policy 22.2) shall be made to the minutes."

Policy 10.8 The last sentence shall be deleted and the following inserted in its place: "If the ruling is not satisfactory to the Director who raised the point of order, the President shall put the question to the Board and the ruling shall be approved or disapproved by a majority of the Directors (as defined in policy 22.2)."

Policy 10.11 The next to the last sentence shall be deleted and the following inserted in its place: "If the motion to call the question is seconded by another Director and approved by a majority of the Directors (as defined in policy 22.2), then the main motion is voted upon without further discussion."

Policy 10.12 The last eight lines shall be deleted and the following inserted in their place:

"Motion to Postpone. A main motion may be postponed to a certain time, by a motion to postpone, which is then seconded and approved by a majority of the Directors (as defined in policy 22.2).

Motion to Table. A main motion may be indefinitely tabled before it is voted upon, by motion made to table, which is then seconded and approved by a majority of the Directors (as defined in policy 22.2).

Motion to Refer to Committee. A main motion may be referred to a Board committee for further study and recommendation, by a motion to refer to committee, which is then seconded and approved by a vote of the Directors (as defined in policy 22.2)."

Policy 10.14 The next to the last sentence shall be deleted and the following inserted in its place: "A motion to reconsider requires approval by a majority of the Directors (as defined in policy 22.2)."

Policy 10.22 The policy shall be restated in its entirety to read as follows: "A majority vote is a vote of more than 50%. Thus, for example, a 3-2 vote produces a majority, but a 2-2 vote does not. If only a quorum (three Directors) is in attendance, an item can be approved by a vote of 2 - 1 or 2 - 0 unless there is a statutory requirement for a 2/3 or 4/5 vote of the entire Board, as, for example, under California Government Code Sections 53790 and 53792 (which require a 4/5 vote of all Directors to expend public funds in excess of budget limitations to "meet a national or local emergency created by war, military, naval, or air attack, or sabotage, or to provide for adequate national or local defense") or under California Government Code Section 54954.2(b)(2) (which is described in policy 9.2). An abstention does not count as a vote for or against."

Policy 10.25 The first sentence shall be deleted and the following inserted in its place: "If approved by a majority vote of the Directors (as defined in policy 22.2), the Board may terminate any

meeting at any place in the agenda to any time and place specified in the order of adjournment when, in the opinion of the majority, adjournment is advisable.”

Policy 10.27 The first (and only) sentence shall be deleted and the following inserted in its place: “Upon motion made, seconded, and approved by a majority vote of the Directors (as defined in policy 22.2), the President shall adjourn the meeting.”

Policy 15.3 The last sentence shall be deleted and the following inserted in its place: “Any such action shall first be approved by a majority of the Directors (as defined in policy 22.2).”

Policy 22.1 The first (and only) sentence shall be deleted and the following inserted in its place: “By motion made, seconded, and approved by a majority of the Directors (as defined in policy 22.2), the Board may amend or temporarily suspend these policies and procedures in whole or in part.”

2. Two new policies, numbered 22.2 and 22.3, shall be added to read in their entirety as follows:

“22.2 The word “majority” in policies 2.6, 8.3, 10.5, 10.8, 10.11, 10.12, 10.14, 10.25, 10.27, 15.3, and 22.1 shall mean a majority of the directors present at the meeting and voting aye or no. “Present at the meeting” shall include all directors present in person and all directors legally present by telephone or other allowed method.”

“22.3 For purposes of policies 6.1, 6.2, 6.6, and the first sentence in 6.7, the word “majority” shall be deemed to mean a “majority” of the directors then in office, except as may otherwise be required by law.”

3. Policy No. 22 shall be renamed “DEFINITIONS OF, AMENDMENTS TO, AND SUSPENSION OF POLICIES AND PROCEDURES.”

4. The rewordings set forth herein are clarifications of existing policies and not new policies. As clarified herein, the District’s Policies and Procedures shall remain in full force and effect.

As the duly elected Secretary of Sequoia Healthcare District, I hereby certify that the above accurately reflects the resolution which has been duly adopted and approved by the Board of Directors of

Sequoia Healthcare District at its duly noticed and constituted meeting held on the 9th day of August, 2006,
by the following vote:

Ayes: _____

Nos: _____

Absent: _____

Abstain: _____

John B. Oblak, Ph.D., Secretary
SEQUOIA HEALTHCARE DISTRICT