

Board Meeting of
May 16, 2012

Honorable Chair and Members
of the City of Torrance Oversight Board
City Hall
Torrance, California

Members of the Board:

SUBJECT: Establish Oversight Board Rules of Procedure

RECOMMENDATION

Recommendation that the Oversight Board adopt a RESOLUTION establishing the Rules of Procedure.

BACKGROUND AND ANALYSIS

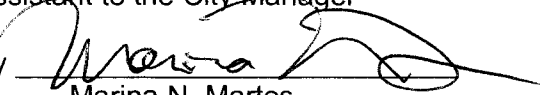
The first City of Torrance Oversight Board meeting was held on Friday, April 27, 2012. At this meeting, the Board adopted bylaws and elected to use an agenda format modeled after the City of Torrance City Council. Staff was also directed to prepare Rules of Procedure to help facilitate order at future Board meetings. In an effort to maintain consistency with a model staff is accustomed to working with, staff has adapted the Torrance City Council Rules of Procedure for use by the Board. The Rules of Procedure are attached for your review. Staff has also attached Rules of Procedure from the City of La Quinta's Oversight Board so that you would have the option of adopting a different set of rules of procedure. If the Oversight Board were interested in adopting La Quinta's Rules of Procedure, they would have to be amended.

Staff recommends that the Board adopt a RESOLUTION establishing the attached Rules of Procedure for Oversight Board meetings and functions.

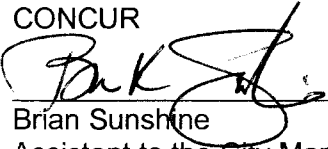
Respectfully submitted,

Brian Sunshine
Assistant to the City Manager

By


Marina N. Martos
Planning Assistant

CONCUR


Brian Sunshine
Assistant to the City Manager

NOTED


Leroy Jackson
City Manager

Attachments: Exhibit A Rules of Procedure from Torrance
Exhibit B Rules of Procedure from La Quinta
Exhibit C Resolution No. 0B2012-2

**OVERSIGHT BOARD
TO THE CITY OF TORRANCE AS
SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE
CITY OF TORRANCE**

RULES OF PROCEDURE

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ARTICLE I — MEETINGS

SECTION 1.1 TIME OF MEETINGS

Unless otherwise directed by a majority of the entire membership of the Oversight Board, the Board shall meet regularly on the first and third Wednesdays of the month with regular business commencing at 3:00 p.m. When the day for any regular meeting of the Board falls on a holiday, Christmas Eve, New Year's Eve, or on a statewide or municipal election day, such meeting shall be cancelled or held on another day, as determined by the Oversight Board.

SECTION 1.2 PLACE OF MEETINGS

All regular meetings of the Oversight Board shall be held in the Council Chambers of the City Hall, 3031 Torrance Boulevard or at any other place within the corporate limits of the City or in any other place as designated by the Oversight Board.

SECTION 1.3 SPECIAL MEETINGS

Special meetings shall be called and held in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the State Government Code.)

SECTION 1.4 ADJOURNED MEETINGS

The Oversight Board may adjourn any meeting to a time and place specified in the order of adjournment, in accordance with the Ralph M. Brown Act.

SECTION 1.5 OPEN MEETINGS

All meetings of the Oversight Board shall be open to the public; however, the Oversight Board may hold closed (executive) sessions as provided in the Ralph M. Brown Act and as otherwise permitted by law.

SECTION 1.6 RECESSES

Once each two (2) hours, or as Board business permits, the Board shall recess for not more than fifteen (15) minutes.

ARTICLE 2 — BUSINESS

SECTION 2.1 COMMUNICATIONS FROM THE PUBLIC

- a) All matters submitted by the public requesting action by the Oversight Board shall be delivered to the Oversight Board Secretary and transmitted by the Oversight Board Secretary to the staff liaison from the City Manager's Office.
- b) The staff liaison from the City Manager's Office shall decide if any written matter requesting action by the Oversight Board shall be submitted to the Oversight Board. The staff liaison from the City Manager's Office shall respond to such

written matters within thirty (30) days after receipt by the Oversight Board Secretary, unless otherwise directed by the Board.

SECTION 2.2 AGENDA

- a) All matters intended for action by the Oversight Board, whether originating with the public or City officials, shall be submitted to the Board on an agenda submitted by the staff liaison from the City Manager's Office and prepared by the Oversight Board Secretary in the form as determined by the Board.
- b) The agenda shall contain a description of other business of public interest to be transacted at the Board meeting sufficient to enable members of the general public to determine the general nature or subject matter of each agenda item so that they may seek further information on items of interest to them.
- c) Each agenda for regular meetings shall provide under oral communication an opportunity for members of the public to directly address the Oversight Board on items of interest to the public that are within the jurisdiction of the Oversight Board.
- d) No action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by subsection (b) of Section 54954.2 of the California Government Code (emergency items of a critical nature and those where the need arose subsequent to the agenda being posted).
- e) The Oversight Board Secretary may prepare a supplementary agenda for a regular meeting consisting of items on which Board action is permissible by the provisions of said subsection (b) of Section 54954.2. The supplementary agenda shall be placed and posted in the Main Library in the same manner as the regular agenda as soon as practicable after being issued.

SECTION 2.3 AVAILABILITY OF AGENDA

- a. On or before noon of the Saturday preceding a regular meeting of the Oversight Board, the Oversight Board Secretary shall post a copy of the agenda on the Public Notice Board on the exterior of City Hall at 3031 Torrance Boulevard and shall cause a copy of the agenda with supporting material to be delivered to each Member of the Oversight Board.
- b) The Oversight Board Secretary shall cause a copy of the agenda (including supporting material) to be delivered to the Main Library where it shall be available for public inspection at all times that the Main Library is open to the public.
- c) In the case of a special meeting of the Oversight Board, the Oversight Board Secretary shall post a copy of the call and notice of the meeting on the Public Notice Board at least 24 hours prior to the special meeting and otherwise comply with the provisions of Section 54956 of the Government Code.

- d) As soon as practicable following the opening of business on the Monday preceding a regular meeting of the Oversight Board (or if Monday is a holiday, on the following Tuesday), the Oversight Board Secretary shall place a copy of the agenda with supporting material in the office of the Oversight Board Secretary and in each Branch City Library for inspection by the public.
- e) On or before 5:00 p.m. on the Friday preceding a regular meeting of the Oversight Board, or as soon thereafter as practicable, the Oversight Board Secretary shall deliver a copy of the agenda with supporting material to the City Manager and the Attorney for the Oversight Board, and shall make available to or mail a copy thereof to each newspaper and radio station so requesting. In the event of a special meeting or adjourned regular meeting of the Oversight Board, the Oversight Board Secretary shall perform such tasks as soon as practicable after the agenda is delivered to members of the Board.
- f) The Oversight Board Secretary shall provide agendas and supporting materials to interested persons and groups in accordance with rules to be determined from time to time by resolution of the Oversight Board.
- g) The Oversight Board Secretary, or the Secretary's designee who actually posted the agenda, shall sign an affidavit of the time and place that the agenda was posted as required above. The Oversight Board Secretary will report the posting of such affidavit to the Oversight Board at the following Board meeting. Affidavits will be kept in the office of the Oversight Board Secretary for public reference according to the Records Retention Schedule.

SECTION 2.4 ACTION ONLY ON AGENDA ITEM--EXCEPTIONS

- a) Except as provided in subsection b) below, no action or discussion shall be taken by the Oversight Board on any item not appearing on the posted agenda, except that members of the Oversight Board may briefly respond to statements made or questions posed by, persons exercising their public testimony rights under Govt Code Section 54954.3. In addition, on their own initiative, or in response to questions posed by the public, members of the Oversight Board may ask a question for clarification, provide a reference to staff or other resources for factual information, or request staff to report back to the Board at a subsequent meeting concerning any matter. Furthermore, the Oversight Board, may take action to direct staff to place a matter of business on a future agenda.
- b) The Oversight Board may take action on any item not appearing on the agenda upon a determination by a two-thirds vote or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the City subsequent to the agenda being posted.

SECTION 2.5 THE CHAIR AS PRESIDING OFFICER

- a) The Chair shall take the chair at the hour appointed for the meeting and shall call the Oversight Board to order. In the absence of the Chair, the Chair Pro

Tempore shall be the presiding officer of the Board. Upon the arrival of the Chair, the Chair Pro Tempore shall relinquish the chair when the business immediately before the Board is concluded.

SECTION 2.6 ORDER OF BUSINESS

At the time set for the commencement of the meeting, the members of the Board, the Oversight Board Secretary, the Attorney for the Oversight Board and the City Manager, and such department heads as designated by the City Manager shall take their regular stations in the Council Chamber and the business of the Board shall be taken up for consideration and disposition in the following order, except as may otherwise be ordered by the Board:

- Call to order by Chair
- Roll call of members by Oversight Board Secretary
- Flag salute
- Invocation
- Report of Oversight Board Secretary on posting of agenda.
- Motion to waive further readings
- Withdrawn or deferred items
- Notice of Board Committee meetings and other Announcements
- Report of Board Committees
- Community Matters
- Oral Communications #1 (Limited to 30 minutes)
- Approval of minutes of previous meetings
- Agenda items
- Oral Communications #2
- Adjournment

SECTION 2.7 ROLL CALL

Before proceeding with the business of the Board, the Oversight Board Secretary shall call the roll of the members. The names of those present shall be entered in the minutes.

SECTION 2.8 READING OF MINUTES

Unless a member requests a reading of the minutes of a Oversight Board meeting, such minutes may be approved without reading by majority vote if the Oversight Board Secretary has previously furnished each member with a copy thereof. The signature of the Chair, attested by the Oversight Board Secretary shall authenticate their approval.

SECTION 2.9 READING OF RESOLUTIONS

The reading of all resolutions on the agenda, following the assignment of a number and the reading of the title, may be waived by the passage of a blanket motion by the unanimous vote of the members present, but any ordinance or resolution shall be read in regular order on request of any member.

SECTION 2.10 SPEAKERS UNDER ORAL COMMUNICATIONS

- a. Speakers under Oral Communications shall be limited to three (3) minutes each unless otherwise permitted by the Chair.
- b. Under Oral Communications #1 (after Community Matters) a period of up to 30 minutes will be set aside for speakers.
- c. Speakers under Oral Communications #1 may not speak on any matter scheduled to be considered by Board as part of the meeting agenda.
- d. Those who wish to speak under Oral Communications #1 must reserve a spot on the Speaker Request List available at the podium, prior to the start of the meeting. Speakers will be taken in the order in which they appear on the Speaker Request List.
- e. To the extent all pre-registered speakers have spoken and time remains within the 30 minute period, the Chair may open orals to members of the audience for the remainder of the period.
- f. Under Oral Communications #2 those not heard under Oral Communications #1 will be given priority by the Chair to speak.
- g. Any other speakers under Oral Communications #2 need not register prior to the meeting but are asked to complete an optional speaker card to ensure correct spellings for the record.

ARTICLE 3 — MOTIONS

SECTION 3.1 MAKING OF MOTIONS

When any subject is opened for consideration by the Oversight Board, whether before or after debate thereon, a motion shall be made by a member and seconded by a member. Where a motion is made and seconded, the Chair may rule the motion out of order if in violation of the rules of order. The mover, with the consent of the second, may withdraw or amend the motion at any time before a decision or amendment.

SECTION 3.2 AMENDMENT

Any motion may be amended with the consent of the maker and second.

SECTION 3.3. SECONDING MOTIONS

The following motions do not require a second: Questions of order, division of the question, and nominations.

SECTION 3.4 SUBSTITUTE MOTIONS

A substitute motion may be made to take the place of any motion on the floor. When a substitute motion has been made and seconded, it shall be voted on ahead of the main motion. Only one substitute motion may be on the floor at any time.

SECTION 3.5 IMPROPER MOTIONS

No dilatory, absurd or frivolous motion shall be considered. The Chair shall decide which motions are improper, subject to the right to appeal to the Oversight Board.

SECTION 3.6 MOTION TO RECONSIDER

A motion to reconsider any action taken by the Board may only be made by one of the Board members who voted with the prevailing side or who was absent when the motion was voted on.

- 1) Tie votes are considered failed motions and may be reconsidered. Any Board member may move to reconsider any action taken by the Board that resulted in a tie vote.
- 2) A motion to reconsider any action taken by the Board may only be made once at the meeting at which the matter was first considered, and once within the succeeding two meetings.
- 3) Any Board member may second a motion to reconsider.

SECTION 3.7 CONSENT CALENDAR

When several items of Board business have been combined into a single agenda item, identified as a Consent Calendar, and a member of the public requests that any of the several items be considered separately, the Board may, and if a member of the Board makes such a request, shall hear and consider the item or items separately, thereby permitting public comment.

ARTICLE 4 VOTING

SECTION 4.1 DISPOSITION BY CHAIR

Except where a vote is otherwise required, the Chair may order the disposition of matters coming before the Oversight Board; provided, however, that if a member objects, a vote shall be taken. Where a motion is made and seconded, unless a vote is required by law or desired by any member, the Chair may order the disposition of the matter in accordance with the motion. Such decision of the Chair shall be deemed to be the action of the Board.

SECTION 4.2 RECORDING VOTES

When a vote on any matter is called for, the Oversight Board Secretary shall call the roll, and each member who is present shall be recorded as voting YES, unless when the member's name is called the answer is NO and except as provided in Section 4.3. On a tie vote, the motion is lost. The vote shall be taken in alphabetical order with the Chair voting last. The Chair shall announce the result of the vote and then announce the next order of business.

SECTION 4.3. ABSTAINING FROM VOTING

When a roll call vote is being taken on a motion and a member declines to vote because of a disqualifying interest or for any other reason, the member's vote shall not be counted in determining the passage of the motion and such member shall be recorded as having abstained from voting.

SECTION 4.4 EXPLANATION OF VOTE

A member is allowed to briefly explain a vote before, during or after a vote.

SECTION 4.5 CHANGE OF VOTE.

A member shall be allowed to change a vote only until the next item of business is announced by the Chair. This rule may be suspended by a vote of two-thirds of the members present or upon compliance with the provisions of Section 3.6 (motion to reconsider).

SECTION 4.6. ROLL CALL VOTE

Any member may demand that a roll call vote be taken on a motion.

SECTION 4.7 DIVISION OF A QUESTION

On the demand of any member before the question is put, a question shall be divided if it includes propositions so distinct in substance that one being taken away, a substantive proposition shall remain.

SECTION 4.8 MAJORITY VOTE

All actions or motions of the Oversight Board require four affirmative votes. Health & Safety Code § 34179(e).

NOTE:

Section 2.4(b) of these Rules requires a two-thirds vote (or in some cases a unanimous vote) for the Board to take action on items not listed on the agenda, but where the need to take action arose subsequent to the agenda being posted (per Section 54954.2, California Government Code).

ARTICLE 5 — DEBATE

SECTION 5.1 DEBATABLE MOTIONS

- a) When a matter is before the Oversight Board, the Chair may call for debate or comment before or after a motion has been made and seconded.
- b) All motions to adopt ordinances, resolutions, reports, communications and all amendments proposed to them, and all other motions, except as otherwise provided herein, may be debated or commented upon before action is taken on

them, unless the Board by a two-thirds vote of the members present decides to dispose of them without debate.

- c) The following motions are undebatable: Limit, close or extend debate, the previous question, object to consideration of a question.

SECTION 5.2 RULES OF DEBATE

- a) Every member shall have the right to speak at least once on each item.
- b) Every member desiring to speak shall address the Chair and, upon recognition by the Chair, may speak.
- c) The speaker shall confine comments to the question under debate, avoiding all personalities and indecorous language.
- d) A member, once recognized, shall not be interrupted when speaking unless called to order, in which case the member shall cease speaking until the question of order is determined.
- e) A member may not make a second speech on the same question as long as any member who has not spoken desires the floor.

SECTION 5.3 LIMITING AND EXTENDING DEBATE

Subject to the provisions of subsection (a) of Section 5.2., debate and comment may be limited or extended upon the passage of a motion by a vote of the Oversight Board. A motion to limit or extend debate is undebatable.

SECTION 5.4 THE PREVIOUS QUESTION

Subject to the provisions of subsection (a) of Section 5.2, debate and comment may be closed and the Oversight Board brought at once to a vote on the pending question by a vote on a motion for the previous question. The motion for the previous question is undebatable.

ARTICLE 6 — PUBLIC COMMENT

SECTION 6.1 RIGHT TO COMMENT

- a) The public shall be given an opportunity to speak on each item of business that appears on the agenda of the Oversight Board for Board action in open meeting, subject, however, to the other provisions of these Rules of Order.
- b) Under the agenda item designation of Oral Communications, any member of the public may address the Oversight Board on items of interest to the public that are within the subject matter jurisdiction of the Board; provided however, that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by the California Government Code.

SECTION 6.2 ADDRESSING THE BOARD

- a) No person shall address the Oversight Board without first securing the permission of the Chair; provided, however, that permission shall not be refused except for good cause.
- b) The Oversight Board Secretary shall first swear speakers as may be required or when so directed by the Chair.
- c) After a hearing is closed or the Board makes a substantive motion, no person shall address the Board without first securing permission from the Chair.

SECTION 6.3 MANNER OF ADDRESSING BOARD

All remarks shall be addressed to the Board as a body, and not to any member thereof. No person other than a member of the Board and the person having the floor shall be permitted to enter into the discussion without the permission of the Chair. No question shall be asked of a member of the Board except with the consent of, and through, the Chair.

SECTION 6.4 ALLOTTED TIME

As a guideline, three (3) minutes shall be the maximum time that is allotted to each speaker, except a member of the Board, unless the Chair shall extend the time. Unless otherwise ordered by the Oversight Board, the Chair may limit the number of speakers where, in his or her opinion, the facts or arguments advocated are cumulative in nature. Unless otherwise ordered by the Oversight Board, the Chair may limit the aggregate time of hearing or discussion.

SECTION 6.5 RELEVANCY

Speakers shall confine their remarks to those that are relevant to the subject of the hearing. Attacks against the character or motives of any person shall be out of order. The Chair, subject to appeal to the Board, shall be the judge of relevancy and whether character or motives are being impugned.

SECTION 6.6 INTERRUPTIONS

With the consent of the Chair, Board members may interrupt a speaker at any time to ask questions or make comments in order to clarify the discussion.

SECTION 6.7 DECORUM

Any person making personal, impertinent or slanderous remarks or who shall become boisterous while addressing the Board shall be forthwith barred from further audience before the Board, unless permission to continue is granted by the Chair.

SECTION 6.8 ENFORCEMENT OF DECORUM

The Police Chief, or such member or members of the police department as may be designated, shall be sergeant-at-arms of the Board meetings. They shall carry out all orders and instructions given by the Chair for the purpose of maintaining order and

decorum at the Board meetings. Upon instruction of the Chair, it shall be the duty of the sergeant-at-arms to eject or place under arrest any person who violates the order and decorum of the meeting.

SECTION 6.9 DISORDERLY CONDUCT

In the event that any meeting is willfully interrupted so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Board may order the meeting room cleared and continue in session in accordance with the provisions of Government Code Section 54957.9 and any amendments thereto.

ARTICLE 7 — POINTS OF ORDER

SECTION 7.1 GENERALLY

Any member may raise a point of order (procedure). The Chair shall decide all questions of order; provided, however, that any two members shall have the right to appeal his decision, in which case the question shall be decided by a majority of the members present. The Chair or any other member may request advice of the Attorney for the Oversight Board thereon.

SECTION 7.2 SUSPENSION OF RULES

Any provision of this Chapter, except the provisions of Section 1.1 and Section 10.2, may be suspended by a two-thirds vote of the members present.

SECTION 7.3 ORDER OF SPEAKING UNDER ORAL COMMUNICATIONS

Boardmembers shall speak under Oral Communications by alphabetical rotation each meeting with the Chair speaking last. The Oversight Board Secretary will monitor/maintain the order for each meeting and place the continuing order on each agenda for the benefit of the members and the public.

ARTICLE 8 — VICE CHAIR

SECTION 8.1 SELECTION

Each member, other than the Chair, shall serve a term of appointment as Vice Chair in order of seniority. No member shall so serve for a second term until every other member has served one term.

SECTION 8.2 TERM OF APPOINTMENT

The term of appointment of the Vice Chair shall be six (6) months commencing on January 1 or July 1 after the first meeting of the Oversight Board after each Oversight Board reorganization and every six (6) months thereafter.

ARTICLE 9 – CONFLICT OF INTEREST**SECTION 9.1 CONFLICT OF INTEREST**

All Oversight Board members are subject to the provisions of California Law, such as Chapter 7, Title 9, of the California Government Code, relative to conflicts of interest, and to conflicts of interest codes adopted by the Oversight Board.

RULES OF PROCEDURE OF THE
OVERSIGHT BOARD OF SUCCESSOR AGENCY TO LA QUINTA REDEVELOPMENT
AGENCY

ARTICLE 1 - MEETINGS

Section 1. Regular Meetings

Regular meetings of the Oversight Board shall be held (to be determined at this Board's first meeting). The meetings will be held in the Council Chambers at City Hall, La Quinta, California, or at such other locations as the Oversight Board may from time to time designate by resolution or in the notice of call of any special meeting. In the event a day of meeting shall be a legal holiday, said meeting shall be held on the next business day unless otherwise determined by the Oversight Board.

Section 2. Special Meetings

The Chairperson of the Oversight Board may, when he or she deems it necessary, and shall, upon the written request of four members of the Oversight Board, call a special meeting of the Oversight Board for the purpose of transacting the business designated in the call. The means and method for calling such special meeting shall be as set forth in the Ralph M. Brown Act, California Government Code Section 54950 et seq., as it now exists or may hereafter be amended (the "Brown Act").

Section 3. Adjourned Meetings

The board members may adjourn any meeting to a time and place specified in the order of adjournment. When an order of adjournment of any meeting fails to state an hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. In adjourning any meeting, there shall be compliance with all procedures of the Brown Act.

Section 4. Quorum

Four (4) board members of the Oversight Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Every official act of the Oversight Board shall be adopted by a majority vote except in situations where the law calls for a vote of greater than a majority. A "majority vote" shall mean a majority of the full Board (i.e., four affirmative votes).

Section 5. Order of Business

(a) Agenda. The order of business of each meeting shall be as contained in the Agenda prepared by the Oversight Board Secretary. The Agenda shall be a listing by topic of the subjects which shall be taken up for consideration in the following order:

- (i) Call to Order
- (ii) Roll Call; Pledge of Allegiance
- (iii) Public Comment
- (iv) Confirmation of Agenda
- (v) Approval of Minutes
- (vi) Presentations
- (vii) Written Communications
- (viii) Consent Calendar
- (ix) Business Session
- (x) Study Session
- (xi) Reports and Informational Items
- (xii) Chair and Board members' items
- (xiii) Adjournment

All resolutions shall be in writing and designated by number, reference to which shall be inscribed in the minutes and an approved copy of each resolution filed in the official book of resolutions of the Oversight Board.

(b) Preparation of Agenda: The staff of the Successor Agency shall be responsible for the preparation of the Agenda. The Oversight Board, by a majority vote, may direct a matter to be placed upon a future agenda.

(c) Delivery of Agenda: The Agenda and related staff reports will ordinarily be delivered to the board members via e-mail on the Thursday preceding the meeting to which it pertains.

The Agenda and staff reports shall also be available to the general public at the time it is delivered to the board members.

(d) Roll Call: Before proceeding with the business of the Oversight Board, the Oversight Board Secretary shall call the roll of the board members and the names of those present shall be entered in the minutes. The order of roll call shall be alphabetical with the Chairperson called last.

(e) Approval of Minutes: Unless requested by a majority of the Oversight Board, minutes of the previous meeting may be approved without public reading if the Secretary has previously furnished each board member with a copy thereof.

(f) Public Comment: Pursuant to Government Code 54954.3, each agenda for a regular meeting shall provide an item entitled "Public Comment." The purpose of such item shall be to provide an opportunity for members of the public to directly address the Oversight Board on items of interest to the public that are within the subject matter jurisdiction of the Oversight Board. In order to assure that the intent of Government Code 54954.3 is carried out, three (3) minutes is the amount of time allocated for each individual speaker.

(g) Consent Agenda: Items of routine nature, and non-controversial, shall be placed on the consent agenda. All items may be approved by one blanket motion upon unanimous consent. Prior to review of the consent agenda, any board member may request that any item be withdrawn from the consent agenda for separate consideration.

(h) Call to Order: The meeting of the Oversight Board shall be called to order by the Chairperson, or in his/her absence, by the Vice Chairperson. The person calling meetings to order shall be referred to as the "Presiding Officer." In the absence of both the Chairperson and the Vice Chairperson, the meeting shall be called to order by the secretary to the Oversight Board and the Board shall select a Temporary Chairperson, who shall serve as the Presiding Officer for the meeting.

(i) Participation of Presiding Officer: The Presiding Officer may move, second, and debate, subject only to such limitations of debate as are imposed on all board members, and he or she shall not be deprived of any of the rights and privileges of a board member by reason of his or her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of the meeting. If he or she desires to personally engage in extended debate on questions before the Oversight Board, he or she should consider temporarily turning his or her role as Presiding Officer over to another board member.

(j) Question to be Stated: The Presiding Officer shall verbally restate each question immediately prior to calling for the vote. Following the vote, the Presiding Officer shall verbally announce whether the question carried or was

defeated. The Presiding Officer may also publicly state the effect of the vote for the benefit of the audience before proceeding to the next item of business.

(k) Maintenance of Order: The Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Presiding Officer. All questions and remarks shall be addressed to the Presiding Officer.

Section 6. Rules, Decorum and Order

(a) Points of Order: The Presiding Officer shall determine all Points of Order subject to the right of any member to appeal to the Oversight Board. If any appeal is taken, the question shall be, "Shall the decision of the Presiding Officer be sustained?" in which event a majority vote shall govern and conclusively determine such question of order.

(b) Decorum and Order - Board members:

(i) Any board member desiring to speak shall address the Presiding Officer and, upon recognition by the Presiding Officer, shall confine himself or herself to the question under debate.

(ii) A board member, once recognized, shall not be interrupted while speaking unless called to order by the Presiding Officer; unless a Point of Order is raised by another board member; or unless the speaker chooses to yield to questions from another board member.

(iii) Any board member called to order while he or she is speaking shall cease speaking immediately until the question of order is determined. If ruled to be in order, he or she shall be permitted to proceed. If ruled to be not in order, he or she shall remain silent or shall alter his or her remarks so as to comply with rules of the Oversight Board.

(iv) Board members shall accord the utmost courtesy to each other, to city or Oversight Board employees, and to the public appearing before the Oversight Board and shall refrain at all times from rude and derogatory remarks, reflections as to integrity, abusive comments and statements as to motives and personalities.

(v) Any board member may move to require the Presiding Officer to enforce the rules and the affirmative vote of a majority of the Oversight Board shall require him or her to so act.

(vi) Except where specifically authorized by Oversight Board action, no board member shall make any statement or give the appearance or indicate in any way that he or she is representing the Oversight Board.

(c) Decorum and Order - Employees: Members of the administrative staff of the Oversight Board shall observe the same rules of procedure and decorum applicable to board members. The Executive Director shall ensure that all Oversight Board employees observe such decorum. Any staff members, including the Executive Director, desiring to address the Oversight Board or members of the public shall first be recognized by the Presiding Officer. All remarks shall be addressed to the Presiding Officer and not to any one individual board member or member of the public.

(d) Decorum and Order - Public: Members of the public attending Oversight Board meetings shall observe the same rules of order and decorum applicable to the Oversight Board. Any person making impertinent and slanderous remarks or who becomes boisterous while addressing the Oversight Board or while attending the Oversight Board meeting shall be removed from the room and such person may be barred from further audience before the Oversight Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations shall not be permitted by the Presiding Officer, who may direct the sergeant-of-arms to remove such offenders from the room. Aggravated cases shall be prosecuted on appropriate complaint signed by the Presiding Officer.

(e) Enforcement of Decorum: As set forth in Government Code Section 54957.9, in the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the board members may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Duly accredited representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Oversight Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

(f) Conflict of Interest: All board members are subject to the provisions of California Law, such as Chapter 7, Title 9, of the California Government Code, relative to conflicts of interest, and to conflicts of interest codes adopted by the Oversight Board.

(g) Limitation of Debate: No board member normally should speak more than once upon any one subject until every other board member choosing to

speak thereon has spoken. No member shall speak for a longer time than five minutes each time he has the floor, without approval of a majority vote of the Oversight Board.

(h) Dissents and Protests: Any board member shall have the right to express dissent from or protest to any action of the Oversight Board and have the reason entered in the minutes. If such dissent or protest is desired to be entered in the minutes, this should be made clear by language such as, "I would like the minutes to show that I am opposed to this action for the following reasons"

(i) Procedures In Absence of Rules: In the absence of a rule herein to govern a point or procedure, Robert's Rules of Order, Newly Revised, shall be used as a guide.

(j) Rulings of Presiding Officer Final Unless Overruled: In presiding over Oversight Board meetings, the Presiding Officer shall decide all questions of interpretation of these rules, points of order or other questions of procedure requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the board members present and voting.

Section 7. Addressing the Oversight Board

(a) Manner of Addressing the Oversight Board: Any member of the public desiring to address the Oversight Board shall proceed to the podium and wait to be recognized by the Presiding Officer. After being recognized, he shall state his name and address for the record.

All remarks and questions shall be addressed to the Presiding Officer and not to any individual board member, staff member or other person. No person shall enter into any discussion without being recognized by the Presiding Officer.

(b) Time Limitation: For time limitation applicable to public comment, see Article III, Section (5). This limitation shall not apply to any staff presentation.

(c) Addressing the Oversight Board After Motion Is Made: After a motion has been made, no member of the public shall address the Oversight Board without first securing permission by a majority vote of the Oversight Board.

(d) Limitations Regarding Public Comments and Reports: The making of oral communications to the Oversight Board by any member of the public during the "Public Comments" portion of the agenda shall be subject to the following limitations:

At any time, before or after the oral communication is commenced, the Presiding Officer may if he or she deems it preferable, direct that the communication be made instead either to the Executive Director or other appropriate staff member during regular business hours, or in writing for subsequent submittal to board members.

(e) Persons Authorized to be Within Platform: No person except Oversight Board Officials shall be permitted behind the Oversight Board dais without permission or consent of the Presiding Officer.

Section 8. Motions

(a) Processing of Motions: When a motion is made and seconded, it shall be stated by the Presiding Officer before debate. A motion so stated shall not be withdrawn by the mover without the consent of the person seconding it.

(b) Motions Out of Order: The Presiding Officer may at any time, by majority consent of the board members, permit a board member to introduce a resolution or motion out of the regular agenda order.

(c) Division of Question: If the question contains two or more divisional propositions, the Presiding Officer may, and upon request of a board member shall (unless appealed), divide the same.

(d) Procedure of Motions: When a motion is before the Oversight Board, no motion shall be entertained except the following, which shall have precedence in the following order:

- Adjourn
- Fix hour of adjournment
- Table
- Limit or terminate discussion
- Amend
- Postpone

(e) Motion to Adjourn: (not debatable) A motion to adjourn shall be in order at any time, except as follows:

- When repeated without intervening business or discussion.
- When made as an interruption of a board member while speaking.
- When discussion has been ended, and vote on a motion is pending,
and
- While a vote is being taken.

(f) Motion to Fix Hour of Adjournment: Such a motion shall be to set a definite time at which to adjourn and shall be debatable and shall be amendable by unanimous vote.

(g) Motion to Table: A motion to table shall be used to temporarily by-pass the subject. A motion to table shall be undebatable and shall preclude all amendments or debate of the subject under consideration. If the motion shall prevail, the matter may be "taken from the table" at any time prior to the end of the next regular meeting.

(h) Motion to Limit or Terminate Discussion: Such a motion shall be used to limit or close debate on, or further amendment to, the main motion and shall be undebatable. If the motion fails, debate shall be reopened; if the motion passes, a vote shall be taken on the main motion.

(i) Motion to Amend: A motion to amend shall be discussed only as to the amendment. A motion to amend an amendment is possible but no additional motions to further amendments may be made. Any amendment shall relate to the original motion and not introduce a different matter. Amendments shall be voted first, then the main motion as amended. Alternatively, the original maker of the main motion may agree to revise the original motion and if the second agrees to second the revised motion, the Oversight Board may vote on the main motion as revised.

Section 9. Voting Procedure

(a) Voting Procedure: In acting upon every motion, the vote shall be taken by roll call or by electronic vote. The vote on each motion shall then be entered in full upon the record. If the vote is by roll call, the order of voting shall be alphabetical with the Chairperson voting last. The Secretary shall call the names of all members seated when a roll call vote is ordered or required. Members shall respond 'aye,' 'no' or 'abstain.'

Any action or motion of the board shall require four (4) affirmative votes. Any member may change his or her vote before the next order of business.

(b) Failure to Vote: A board member who abstains due to reasons of conflict shall, for purpose of the item under consideration, be considered as if absent. A board member abstaining for reasons other than conflict shall be counted as present for purposes of a quorum and such abstentions are counted with the majority. A board member who leaves the dais solely to avoid participating in a specific item shall, in absence of a conflict, be counted as if they were present but abstaining and such abstentions are also counted with the majority.

(c) Reconsideration: Any board member who voted with the majority may move a reconsideration of any action at the same meeting. If the motion to reconsider passes, then the original item may be reconsidered at that time or agendaized for the next meeting which meets any applicable noticing requirements. After a motion for reconsideration has once been acted upon, no other motion for reconsideration thereof shall be made without unanimous consent of the Oversight Board.

Section 9. Resolutions

(a) Definitions: The Actions of the Oversight Board will take one of three forms: "resolution," "minute order," and "motion" (hereafter recorded by minute entry). Resolutions, in addition to being referenced in the minutes, will be recorded by a separate document, numbered in sequence and preserved in a separate set of books. Such "resolutions" are used for various reasons, such as when specifically required by law, when needed as a separate evidentiary document to be transmitted to another governmental agency, or where the frequency of future reference back to its contents warrants a separate document (with the additional "whereas" explanatory material it often recites) to facilitate such future reference and research.

A "minute order" as used locally denotes an Oversight Board action which is recorded simply by an item entry in the minutes of the meeting at which it was accomplished, and no separate document is made to memorialize it. However, sequential numbering shall be assigned to each motion to facilitate indexing.

(b) Resolutions Prepared In advance: Where a resolution has been prepared in advance, the procedure shall be: motion, second, discussion, vote pursuant to methods prescribed above, and result declared. It shall not be necessary to read a resolution in full or by title except to identify it. Any member may require that the resolution be read in full.

(c) Resolutions Not Prepared In Advance: Where a resolution has not been prepared in advance, the procedure shall be to instruct the Executive Director of the Successor Agency to prepare a resolution for presentation at the next Oversight Board meeting.

(d) Urgency Resolutions: In matters of urgency, a resolution may be presented verbally in motion form together with instructions for written preparation for later execution. After the resolution has been verbally stated, the voting procedure described above shall be followed.

ARTICLE II - MISCELLANEOUS

Section 11. Amendments to Bylaws and Rules of Procedure

The Bylaws and Rules of Procedure of the Oversight Board may be amended by the Oversight Board at any regular or special meeting by a vote of the majority of the Oversight Board members, provided that no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all board members of the Oversight Board. Such notice shall identify the section or sections of the Bylaws and Rules of Procedure proposed to be amended.

Section 12. Rules Directory

To the extent not required by State laws, these rules of procedure shall be considered directory only; and compliance herewith shall not be considered mandatory or jurisdictional.

RESOLUTION NO. OB 2012-___

**A RESOLUTION OF THE OVERSIGHT BOARD TO THE
CITY OF TORRANCE AS SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY OF
TORRANCE ADOPTING RULES OF PROCEDURE**

WHEREAS, the Oversight Board to the City of Torrance as Successor Agency to the Redevelopment Agency of the City of Torrance (“Oversight Board”, as applicable) has been established to direct the Successor Agency to take certain actions to wind down the affairs of the Redevelopment Agency in Accordance with the California Health and Safety Code; and

WHEREAS, the Oversight Board desires to adopt rules of procedure for the general operation of the Oversight Board, including but not limited to the conduct of meetings and approval of contracts in accordance with the California Health & Safety Code.

NOW, THEREFORE, the Oversight Board to the City of Torrance as Successor Agency to the Redevelopment Agency of the City of Torrance does hereby resolve as follows:

SECTION 1. The Rules of Procedure of the Oversight Board to the City of Torrance as Successor Agency to the Redevelopment Agency of the City of Torrance, a copy of which is attached hereto and incorporated herein as Exhibit “A”, are hereby approved.

SECTION 2. The Oversight Board Secretary shall certify to the adoption of this Resolution.

INTRODUCED, APPROVED AND ADOPTED this 16th day of May, 2012.

Chair
Oversight Board to the City of Torrance as
Successor Agency to the Redevelopment
Agency of the City of Torrance

ATTEST:

Oversight Board Secretary

Attachment: Exhibit A Rules of Procedure

