

Exhibit A

POLICIES GOVERNING CITY OF WACO BOARDS AND COMMISSIONS

GENERAL

Section 1. DEFINITIONS

The following words shall have the meanings ascribed to them by this section:

- A. **BOARD** means a board, committee, or commission of the City which is established by statute, City Charter, ordinance, resolution, or minute entry.
- B. **CHAIR** means the presiding officer of a board, whether appointed by the City Council or elected by the other members of the board. In debate, the Chair shall be referred to by official title.
- C. **MEMBER** means a duly appointed member of a board.

Section 2. REPORTS TO THE CITY COUNCIL

- A. Annual board reports from each board or commission shall be submitted to the City Secretary by June 1st of each year. The City Secretary shall submit the combined reports to the City Council by July 1st of each year. Each individual report should contain the following information:
 - (1) a cover letter transmitting the report, signed by the board chair, addressed to the Mayor and City Council and containing the following:
 - (a) summary of achievements related to goals and objectives of the reporting period;
 - (b) summary of significant activities;
 - (c) Work Program and goals for the coming year (June 1 through May 31st);
 - (d) recommendations for City Council action next fiscal year;
 - (e) a summary of the recommendations of the minority, if there is a minority report; and
 - (f) a summary of attendance of members to be submitted every six (6) months; and
 - (2) other information determined to be necessary by the board.
- B. The following standards for the format shall apply:
 - (1) The report should be "8 ½" x "11" in size. Each larger sheet should be folded to this size;
 - (2) The report should not exceed ten (10) pages and should be submitted electronically to the City Secretary; and

- (3) Use of photographs should be kept at a minimum.
- C. The report should be approved by the board or submitted with a consensus from board members.
- D. Minority or dissenting viewpoints should be given full disclosure in the report so that the opinions of each board member are fairly conveyed. The minority or dissenting report should be prepared by those holding such viewpoints, and it should be incorporated in the report without editing, except in order to achieve compliance with this section. The minority report will be placed after the last page of the majority report.

Section 3. NOTICE OF APPOINTMENT; ACCEPTANCE

- A. After the City Council appoints a person to serve as a member of a board, the City Secretary shall notify the person of the appointment. The notification shall contain a form of acceptance of appointment to be returned to the City Secretary by the appointee. Board Members reappointed to boards or commissions that are advisory in nature will be notified by letter and will be asked to notify the City Secretary's office if they decline appointment. Boards members reappointed to boards or commissions that are more than advisory in nature must complete and return the "acceptance of appointment" form to the City Secretary.
- B. The appointee must return the signed acceptance of appointment to the City Secretary within 10 calendar days from the date of receiving notice of the appointment or reappointment, as in the case of boards or commissions that are more than advisory in nature. If the City Secretary does not receive the signed acceptance of appointment within the required 10 days that board position shall be considered vacant and a new appointment made.
- C. The appointee must take the required Open Government training and provide certificates of completion to the City Secretary within 90 days of appointment or be subject to removal by the City Council.
- D. Chapter 372 of the Texas Local Government Code has very specific requirements for composition of the board for public improvement districts ("PID"), requiring ownership of property in the district. In order to fulfill this requirement and maintain the quorum of a PID board, the City council may appoint an organization as a member of the PID board. "Organization" is defined in Section 1.002 of the Texas Business Organization Code.
 - (1) The organization must return the "acceptance of appointment" form to the City Secretary, and in that form, must designate the individual that will represent the organization on the PID board. Prior to changing its representative to the PID Board, the organization must notify the City Secretary of the change in writing with an effective date of the change.
 - (2) The individual designated by the organization must meet the requirements found in Section 5.B. of this policy and must receive the training required by Section 14 prior to participating in a meeting of the PID board.
- E. Members of the board and commissions shall designate, when practical and unless provided otherwise in the statute, Charter, ordinances, resolutions, or minute entry establishing such board or commission, the individual to serve as chairperson for a one year term beginning October 1st of each year. A Chairperson may not serve more than two consecutive years.

Section 4. ELIGIBILITY OF EMPLOYEE OF FRANCHISE HOLDER

- A. A person who is an employee of a public utility providing service under a franchise with the city is not disqualified from serving as a member of a board if the responsibilities of the board are not directly related to regulation of the rates and service of the public utility.
- B. A board member who is an employee of a public utility providing service under a franchise with the City shall abstain and disqualify himself/herself from voting and comply with Section 18, as well as Local Government Code Chapter 171, and any other ordinance or statute, as amended, on any matter before the board directly or indirectly related to the business of the public utility.

Section 5. QUALIFICATION CONSIDERATIONS IN APPOINTMENTS TO BOARDS

- A. In addition to the qualifications for service on a board that are mandated by statute, the City Charter, ordinance, resolution, or minute entry, an appointee to a board that is more than advisory in nature must:
 - (1) be a resident of the City unless:
 - (i) the resolution, ordinance, or other law creating the board does not require residency;
 - (ii) the appointment to the board requires the appointee to be licensed in a specific profession; and
 - (iii) the City Council determines that it is in the best interest of the City to waive the requirement.
 - (2) have not been convicted of a felony within the last five (5) years for which he/she has not been pardoned; and
 - (3) have not been convicted of a misdemeanor crime of moral turpitude within the last three (3) years for which he/she has not been pardoned; and
 - (4) have not been removed from a board or commission because of failure to attend meetings within the last three (3) years.
- B. In addition to the qualifications for service on a board that are mandated by statute, the City Charter ordinance, resolution, or minute entry, an appointee to a board that is advisory in nature must:
 - (1) have not been convicted of a felony within the last five (5) years for which he/she has not been pardoned;
 - (2) have not been convicted of a misdemeanor crime of moral turpitude within the last three (3) years for which he/she has not been pardoned; and
 - (3) have not been removed from a board or commission because of failure to attend meetings within the last three (3) years.
- C. It is the desire and intent that a person serves on only one board at a time, except that this restriction does not apply to ex officio board positions or boards with special or City Council

directed functions. It is the City Council's intent that a board member is not required to resign one board position before being appointed to another board, but must resign the first position before accepting appointment to the new board position.

- F. In order to continue as a board member, a person appointed to a board must meet the qualifications required by this section for appointment during the entire time of service on a board.

MEETINGS

Section 6. REGULAR MEETINGS

Each board shall meet on a date certain, on a regularly recurring basis as provided for below, and with a posted, starting time of the meeting between the hours of 9 a.m. and 7 p.m.. If there is no business to be conducted for a particular month, then such meeting may be cancelled. If the regular meeting is set before 5:30 P.M. and there is an objection by a member of the board or commission, such meeting time must be approved by 80% of the members present and voting. Regular meetings shall be scheduled weekly, monthly, semi-monthly, or quarterly, as the responsibilities of the board necessitate, unless otherwise provided by statute, City Charter, ordinance, resolution, or minute entry, at a location within a building open to the public.

If a regular meeting is cancelled due to lack of a quorum of the board or commission, the meeting should be rescheduled to a date as soon thereafter as possible.

This section does not apply to a board or commission that the City of Waco is a member of or participates in but does not control. Examples of the type of board or commission that the City of Waco participates in or is a member of but does not control are:

Heart of Texas Housing Finance Corporation;
Cooper Foundation;
Economic Opportunities Advancement Corporation (EOAC);
Heart of Texas Council of Governments; and
McLennan County Appraisal District

Section 7. SPECIAL MEETINGS

Special meetings may be called by the chair at any time, and shall be called by the chair upon written request of members comprising at least one-third of the board.

Section 8. QUORUM

At the beginning of each regular or special meeting, the chair shall determine whether or not a quorum exists in order to transact properly the business of the board. If a quorum does not exist 15 minutes after the time for which the meeting was called, the chair shall adjourn the meeting and either reschedule the meeting at its next regular time, or call a special meeting, depending on the circumstances. A quorum shall exist as follows:

- A. City Council Committees.**

A quorum of a City Council Committee shall exist when there is physically present at least one member of the City Council that is a member of the Committee.

B. All other Boards.

A quorum of a board shall exist when there are physically present a simple majority of the members of the board.

Section 9. RULES OF ORDER

Unless otherwise stipulated by the board or this chapter, proceedings of a board shall in all cases be governed by rules of order as set forth in Robert's Rules of Order (Revised).

Section 10. PUBLIC CHARACTER OF MEETINGS AND ACTIONS

A. All meetings of a board shall be of a public nature, unless pertaining to matters of pending or contemplated litigation, land purchase, security, personnel, seeking advice of its attorney, or any other matter allowed by state law to be conducted in executive session. Unless in one of these categories, all meetings and actions of the board shall be public and sufficient copies of the minutes shall be made available by the City Secretary to staff members, the news media, and other interested persons upon request.

B. A printed agenda of items to be considered at each regular or special meeting shall be posted for public inspection at least seventy-two hours prior to the meeting or in accordance with state open meeting laws, as amended, or as otherwise provided by law.

Section 11. NOTICE OF MEETINGS

Notice of all regular or special meetings of the board and the meeting agenda shall be posted in accordance with City procedures, and at least seventy-two hours in advance of the meeting or as otherwise provided by law.

Section 12. REPORT OF MINUTES

After approval of the minutes, each board shall submit the original set of minutes signed by the presiding officer, and the corresponding attendance report of that meeting to the City Secretary of the City, within ten working days following the meeting at which they were approved. An attendance report on the standard attendance roster is required for each regular and special meeting, indicating which members were present and which members were absent.

OFFICERS AND THEIR DUTIES

Section 13. CHAIR

A. The chair shall, when present, preside at all meetings of the board. In the absence of the chair, the vice-chair shall exercise the powers of the chair. The seniority of the vice-chair, if more than one, shall be stipulated at the time of their selections.

- B. The presiding officer shall rule on points of order and procedures that are brought up in board meetings.
- C. In the absence of the chair and all vice-chairs, the board shall elect a temporary chair.
- D. In debate the chair shall be referred to by official title.

Section 14. TRAINING

Board and Commission members are required by state law to receive training in Texas Open Government Laws as prescribed by the Texas Attorney General. Training shall be coordinated by the City Secretary.

Section 15. PRESERVATION OF ORDER

The chair shall preserve order and decorum and shall have authority to appoint a sergeant-at-arms and a deputy to enforce compliance with the rules contained herein. The Chair shall require members of the board engaged in debate to limit discussion to the question under consideration.

Section 16. QUESTIONS TO BE STATED

The chair shall state all questions submitted for a vote, shall call for an affirmative and negative vote, and announce the result. A roll call vote shall be taken upon the request of any member or where required by charter, ordinance or statute.

Section 17. SUBSTITUTION FOR CHAIR

The chair may call upon any other member to take his/her place in the chair. Such substitution does not continue beyond adjournment.

DUTIES AND PRIVILEGES OF MEMBERS

Section 18. RIGHT TO FLOOR

When recognized by the chair, a member shall confine himself/herself to the question under debate, avoid personal comments, and refrain from impugning the motives of any other member's argument or vote. No member shall address the chair or demand the floor while a vote is being taken.

Section 19. PERSONAL INTEREST

- A. A board member may remain in the meeting room during the debate and vote on any matter on which he/she has abstained or been disqualified for reasons of personal interest as defined in a statute, the charter, ordinance, resolution, or minute entry; provided however, that if the member will be testifying on any matter, he/she should only be present when testifying.
- B. Board members should complete an Affidavit of Substantial Interest and/or the Conflict Interest Statement (CIS) as needed and as required by the Local Government Code, Section

Section 20. RIGHT OF APPEAL

A member may appeal to the board from a ruling of the chair. If the appeal is seconded, the member making the appeal may briefly state his/her reason for appeal, and the chair may briefly explain his/her ruling; but there shall be no debate on the appeal, and no other member shall participate in the discussion. The chair shall then put the question to a vote. If a majority of the members present vote Aye, the ruling of the chair is sustained; otherwise it is overruled. The chair shall have the right to announce the board's going into executive session to seek advice of its attorney, in accordance with the state open meeting law.

Section 21. LIMITATION OF DEBATE

No member shall be allowed to speak more than once upon any one subject until every other member choosing to speak thereon shall have spoken.

Section 22. VOTING

No action of a board shall have any force or effect unless it is adopted by the favorable votes of a majority of the members present and qualified, unless otherwise provided by statute, City Charter, ordinance, resolution, or minute entry.

Section 23. DEMAND FOR ROLL CALL

Upon demand from any member, made before the question has been put to a vote, the roll shall be called for Ayes and Nays upon any question before the board. It shall not be in order for members to explain their vote during the roll call.

Section 24. ATTENDANCE

- A.** A member of a board which meets weekly or biweekly, who is absent from more than 25% of the regular or special meetings in any six month period, whether excused or not, may be removed from his/her office or membership by the City Council.
- B.** A member of a board which meets monthly or quarterly, who is absent from more than 25% of the regular meetings during any 12 month period, whether excused or not, may be removed from his/her office or membership by the City Council.
- C.** For purposes of this section, the record of a member's absences will begin with the first regular meeting after the fifteenth day from the date the member received notice of his/her appointment.
- D.** The chair shall send any member with two consecutive absences a written notice of attendance status.
- E.** A member may not leave a board meeting in regular or special session without acknowledgment by the chair. A member who leaves a board meeting after the board has been duly called to order, and removes himself/herself from the remainder of the meeting without first obtaining the consent of the chair, shall be charged with an unexcused absence for that meeting.

Section 25. SPECIAL ATTENDANCE REQUIREMENTS

If a board or commission, as part of its decision-making process, schedules an inspection trip to the location of a matter that is to be considered by the board or commission at that day's meeting, a member will be counted absent unless:

- (a) the member attends both the inspection trip and the meeting; or
- (b) the member represents that he/she has personally inspected each location visited by the inspection trip and attends the meeting.

CODE OF CONDUCT

Section 26. BOARD MEMBERS

- A. During board meetings, board members shall preserve order and decorum and shall neither by conversation or otherwise, delay or interrupt the proceedings, nor refuse to obey the orders of the chair or the rules of the board.
- B. Every board member desiring to speak shall address the chair and, upon recognition by the chair, shall confine himself/herself to the question under debate, and shall avoid discussion of personalities.
- C. A board member, once recognized, shall not be interrupted while speaking unless called to order by the chair, unless a point of order is raised by another member, or unless the speaker chooses to yield to questions from another member. If a board member is called to order while he/she is speaking, he/she shall cease speaking immediately until the question of order is determined. If ruled to be in order, he/she shall be permitted to proceed. If ruled to be not in order, he/she shall remain silent or shall alter his/her remarks so as to comply with rules of the board.
- D. All members of the board shall accord the utmost courtesy to each other, to city employees, and to members of the public appearing before the board, and shall refrain at all times from rude and derogatory remarks, reflection as to integrity, abusive comments, and statements as to motives and personalities.
- E. Board members shall confine their questions as to the particular matters before the board and, in debate, shall confine their remarks to the issues before the board.
- F. Members shall be removed from the meeting for failure to comply with decisions of the chair or continued violations of the rules of the board. If the chair fails to act, any member may move to require him/her to enforce the rules, and the affirmative vote of a majority of the board shall require the chair to act.

Section 27. ADMINISTRATIVE STAFF

- A. Members of the administrative staff and employees of the City may attend board meetings but shall observe the same rules of procedure and decorum applicable to members of the board.

- B. All remarks and questions addressed to the board by a staff member shall be addressed to the board as a whole and not to any individual member.
- C. No staff member, other than a staff member having the floor, shall enter into discussion either directly or indirectly without permission of the chair.

Section 28. NEWS MEDIA MEMBERS

- A. During the conduct of official business, members of the news media shall occupy spaces allocated for them.
- B. Members of the news media shall refrain from conversing privately with other persons in the meeting room during the conduct of official business.
- C. Any interview of persons attending board meetings shall be conducted outside the meeting room.

Section 29. MEMBERS OF THE PUBLIC

- A. Citizens are welcome to attend all official meetings of City Boards, and will be admitted to the meeting room up to the fire safety capacity of the room.
- B. Members of the public attending board meetings also shall observe the same rules of propriety, decorum, and good conduct applicable to members of the board. Any person making personal, impertinent, and slanderous remarks, or who becomes boisterous while addressing the board or while attending the board meeting, shall be removed from the room if the sergeant-at-arms is so directed by the chair. Such person shall be barred from attendance for the balance of the meeting.
- C. Unauthorized remarks from the audience, stamping of feet, whistles, yells, and similar demonstrations shall not be permitted by the chair, who shall direct the sergeant-at-arms to remove such offenders from the room. Aggravated cases shall be prosecuted on appropriate complaint signed by the chair. In case the chair shall fail to act, any member of the board may move to require him/her to act to enforce the rules, and the affirmative vote of the majority of the board shall require the chair to act.

ADMINISTRATIVE PROCEDURES

Section 30. BOARD RECOMMENDATIONS

- A. All recommendations, reports, and findings of a board shall be submitted through established administrative procedures within the City to the appropriate City department or the City Council. In no event shall the members of the board, either individually or as a board, circumvent the administrative procedure through which such information is to pass. In the event that no action is taken or the suggestion is not properly passed to the City Council or appropriate city officials, then, upon motion duly made, seconded, and passed by a majority of the members, the chair of the board shall be directed and authorized to make known the wishes of the board to the City Council or appropriate City official.

- B.** Unless authorized by the City Council or the board, individual members shall not act on behalf of the board to present board recommendations, reports, or findings to persons or agencies outside the city organization.

Section 31. DEALINGS WITH CITY EMPLOYEES

Under no circumstance shall members of a board or commission interfere in any manner with the employees or personnel who work with or under the board, but they shall, in all cases, make their wishes known to the head of the department, who shall handle the matter with his/her employees the same as in other employee-personnel matters. The board shall confine itself to the guidelines provided in the charter, appointing ordinance, resolution, or minute entry which sets out the duties of the board.

Section 32. TERMS, ETC.

- A.** Terms of board membership will become effective October 1 and unless otherwise noted will be for a period of two years.
- B.** The City Council may determine, upon recommendation of the City Council Boards and Commissions Committee, when it is in the best interest of the City to allow a member to serve for more than two consecutive terms.
- C.** A member of the board presently qualified and serving shall continue to serve until such time as a successor has been appointed and qualified to replace the member.
- D.** A member of the board may be removed at the will of the City Council, except members of the Central Waco Development Corporation, Waco Health Facilities Development Corporation, and Brazos Higher Education Authority, Inc., boards, who may only be removed from office for cause.
- E.** The term “advisory” shall be added to the titles of boards and commissions which are advisory in nature, but which do not already contain the term within their titles.