

## MINUTES

Special Meeting of the Board of Directors  
Cameron Park Community Services District  
Community Center  
2502 Country Club Drive, Cameron Park, California

Wednesday, October 28, 2009 at 7:30 PM



### Board of Directors

VALERIE SALTZEN COZE, President

RICHARD GREEN, Vice President

Directors, DAVID JOHNSON, ALAN CLARKE, and DALE GERGER

**CALL TO ORDER:** The meeting was called to order by President Saltzen Coze at 7:42 p.m. The meeting was delayed as the board decided to wait for Director Gerger. They decided to continue in his absence.

1. **PLEDGE OF ALLEGIANCE**

2. **ROLL CALL**      **Present:** Directors: Saltzen Coze, Green, Johnson, and Clarke  
Director Gerger arrived at 8:19 pm.

3. **APPROVAL OF AGENDA** President Saltzen Coze stated that Director Green requested to amend Department Matter #1 to add Policy #1030 to review and discuss. Director Johnson pointed out Policy #1010. Section 1010.2 reads, "Adoption of a new policy or amendment of an existing policy shall be accomplished at a regular meeting of the Board of Directors and shall require a 4/5 affirmative vote of the entire Board of Directors." Director Johnson stated that the current meeting is not a regular meeting of the Board of Directors and the items are a waste of time. President Saltzen Coze answered that she wanted to discuss Policy #2180 as a consequence of the last closed session meeting under personnel items. Vice President Green added that that is what Policy #1030 is about. President Saltzen Coze stated that there is a connection between the two policies and the board needs to discuss corrective action. Director Johnson asked if the policies were regular board meeting items. Vice President Green stated that it can be discussed and not acted upon until the regular meeting. There is also something about the policy being reviewed for three days prior to action. The current meeting is a good opportunity to discuss it and have the three-day window to look at it. President Saltzen Coze added that this is an expense-saving effort as well as a time to take corrective action regarding some situations that have been troubling to staff. It was asked if Director Johnson wanted to make any motions. Director Johnson stated that he didn't feel it was the proper meeting and wanted to go on record saying that.

District Counsel, Bob Biegler, added that a representative from Local Union 1 called and left a voicemail to remind the board that both Grievance and Discipline are subjects of the MOU and thus have a mandatory meet and confer prior to the time that any changes be made. President Saltzen Coze agreed. Staff was asked to leave and get a copy of the MOU. President Saltzen Coze asked Counsel if the closed session item was appropriate for closed session because it neither involves litigation that reasonably has been identified nor involve a disciplinary process of personnel or staff. District Counsel answered that it is appropriate for closed session anytime that there are statements made that lead one to reasonably believe that there is a potential litigation; that's why it is under potential litigation and not pending litigation. President Saltzen Coze stated that she believed that there would have to be something more advanced for one to actually interpret that there is potential litigation—otherwise it covers a broad spectrum and she understood closed session to be narrow, narrow, narrow, narrow, narrowly tailored and not broad like that. Without any active steps toward litigation, she would not consider all items—it is too broad of an interpretation. She asked if there was any case law that follows it. Legal counsel reminded her of

Meritor Savings Bank v. Vinson, which outlined what the whole hostile work environment claim is based on, and what the board is kind of looking at. Following that, is Prodigy. President Saltzen Coze stated that she will read them. She asked legal counsel again about the item being in closed session. He answered that the whole purpose of the item is to avoid litigation—if the board has an open discussion about avoiding litigation, then it is talking about potential litigation. If the board has an open discussion about what a third party said, then it is a whole other thing. The purpose of last meeting's closed session item was to give notice that certain things could happen. President Saltzen Coze answered that just because things could happen—she didn't know if that qualified under the Brown Act under closed session. There is a difference between what could happen and what is reasonably expected or steps have been taken towards pursuing litigation then she could understand. Legal counsel answered that it is a judgment call because if too many steps are taken, then the board would have pending litigation. President Saltzen Coze answered that she agreed. She stated that at this juncture, she has seen nothing in writing—legal counsel answered that that is not a requirement. She responded that she has been put on notice of nothing. Vice President Green asked what the cause was. President Saltzen Coze stated that she wanted to hear from the rest of the board. Vice President Green stated that without cause, what is there? There is no foundation without cause. President Saltzen Coze asked what the board does if she doesn't feel that it is a closed session item. Legal counsel answered that he wouldn't know what to do if it was an open session. He stated that it is not agendaized as an open session. President Saltzen Coze stated that the board has not approved the agenda so they can move it into open session. Legal counsel answered that the board cannot pull a closed session into open without public notice. Director Johnson stated that the board still needs to approve the agenda for a proper meeting. Director Gerger called in at 7:53 pm and requested that President Saltzen Coze call him. The board adjourned to a recess.

The board reconvened at 8:05 pm. President Saltzen Coze stated that the board was discussing whether or not closed session item was an open session item or not. She stated that without sufficient information she would not make a motion. She asked if any other directors had a motion. Director Johnson stated that the board needs to approve the agenda before any discussion can be had. President Saltzen Coze stated that the board always have discussion prior to the approval of the agenda and this is a part of it. She asked if any directors had any further discussion. Directors Johnson and Clarke answered no. President Saltzen Coze asked again if there were any further discussions prior to any motions. None was offered. She asked for a motion. **Director Green made a motion to approve the agenda. President Saltzen Coze seconded it. Ayes—RG, VC Noes—DJ, AC Absent—DG**

President Saltzen Coze stated that they cannot proceed with the meeting. Legal counsel confirmed because the board does not have an agenda. President Saltzen Coze asked that if Director Gerger showed up, could the board vote again. Legal counsel answered that the board could reconsider—but it can only be brought back up by the ones who voted against the action. If Director Gerger shows up and either Directors Johnson or Clarke request to reconsider, then the board can revote. Vice President Green asked legal counsel to repeat the statement. Legal counsel stated that a director can bring up reconsideration if they voted on the “no” side of the motion—in other words, that they have changed their mind. President Saltzen Coze asked if the board inadvertently leaves a director, knowing that they are on their way, is there a mistake of vote? He was available by phone, but the board bypassed it—and she had voted by phone before. Director Johnson answered that it is not the board's policy. President Saltzen Coze stated that she has voted by phone, so the board accidentally left someone out based on past practice—therefore the vote is invalidated. Director Clarke answered that when President Saltzen Coze voted by phone, it was due to her notification of absence.

Director Johnson stated that he is voting against the agenda because he believes Policy #1010 is pretty cut and dry. President Saltzen Coze stated that the purpose of the current agenda is not to amend anything—Director Johnson answered that the policy states that even considering amendment of a policy has to be a regular meeting item. President Saltzen Coze stated that closed session also has a purpose. President Saltzen Coze stated that if Director Gerger's intent is to be heard, she didn't know if the board should not have done that—it was her mistake. President Saltzen Coze stated that a motion could be made to approve the agenda removing item 1 because agendas are dynamic. Legal counsel stated that Directors Johnson or Clarke could make that motion. President Saltzen Coze asked if making a new motion could be made by anyone. Legal counsel answered that there are two questions that he has never been faced with. Director Johnson stated that President Saltzen Coze has professed for the last year that meetings should be open and transparent. If, all of a sudden, the board is having a special meeting and the only item on open session smacks directly against Policy #1010, he didn't see how President Saltzen Coze could support

that because the current meeting did not look open to the public per the policies. The policy states "regular meetings" and people expect regular meetings to be the third Wednesday of the month. He asked if the closed session item was an emergency. President Saltzen Coze stated that she believed it to be. Vice President Green stated that that is hard to talk about because it is a closed session item. Director Johnson stated that he understood. President Saltzen Coze asked what would preclude the board from making another motion to modify the agenda. Legal counsel answered that out of the many things he knew, he didn't know about the current situation. He stated that he had never experienced a situation where the motion to approve the agenda failed and another motion followed to move agenda items around because moving items usually happens before a motion to approve. President Saltzen Coze stated that she had read Robert's Rules of Order and there is quite a bit of latitude in agendas. The biggest infraction seems to be when items are added without proper notice. If the board members are present for the current meeting and there is a closed session item and money has been expended, then the purpose is to continue to resolve district issues. Legal counsel stated that he understood the situation, he just cannot provide the answer because he's never seen it.

Director Clarke stated that he has an early morning meeting and requested that either a motion is made-- President Saltzen Coze stated that she was waiting for Director Gerger to arrive. Director Clarke explained that the current meeting is taking up staff time, legal counsel time, and the board is already under a close eye of the public. He questioned why the board is hanging around still. President Saltzen Coze answered that didn't think she could find an answer but that she would call Director Gerger and see how close he was. She stated that she will make a motion as soon as she contacts Director Gerger and see if he would either like to vote by phone or if he's close by. Director Johnson asked what the legality is. Legal counsel answered that he didn't know. The phone call went to Director Gerger's voicemail. Director Gerger then walked in at 8:19 pm.

President Saltzen Coze informed Director Gerger that the board discussed whether closed session item 1 was properly in closed session and nobody ended up challenging that categorization under closed session. When she took a motion to approve the current agenda, the motion did not advance due to a two-two vote (two in favor, two opposed). The biggest issue is that Directors Clarke and Johnson felt that item #1 was improperly agendized because any review or amendment of Policy #2180 or #1030 need to be noticed for three days and should only be in a regularly agendized meeting. She stated that they were not in disagreement; the purpose of tonight's meeting was for discussion and benefit to the district's issues. **President Saltzen Coze stated that she would like to make a motion to approve the current agenda and table item #1 for regularly scheduled meeting and to approve the agenda with closed session item #1.** She stated that there was some discussion as to the legitimacy of an agenda failing to pass and then a second approval of a agenda modified, but nobody had an answer as to the board's ability to approve an agenda in that matter. Director Gerger stated that he felt that the board should approve the agenda removing item #1. President Saltzen Coze stated that procedurally the board was unsure if it was appropriate or not—either way. Legal counsel stated that this was the first time he had ever seen an agenda approval fail, and then be brought up as modified. Director Gerger asked if he could vote on it since he was neither a yes or a no. Legal counsel responded that in thirty years he's been presented with two situations he's never encountered. President Saltzen Coze stated that Director Gerger is requesting to reconsider the motion. Legal counsel reminded that the only ones who can reconsider are those who voted against it. She asked if Director Gerger could make another motion. Legal counsel answered that he didn't know, he'd never seen it before. She stated that it will have to be evaluated as to whether there is good cause to deny the request or good cause to allow it. Director Gerger stated that he had information on closed session item #1. President Saltzen Coze asked if he thought that it would be in the district's best interest for the board to hear the information. Director Gerger answered yes. President Saltzen Coze stated that on that basis she will allow the motion if he would like to make it. **Director Gerger made a motion to approve the agenda removing item #1 from open session. Vice President Green seconded it. Ayes—DG, RG, VC Noes—AC, DJ.**

**DEPARTMENT MATTERS:** Prior to approval of the agenda, item 1 was removed from the agenda.

- 1. REVIEW AND DISCUSS POLICY #2180:** Review and discuss current policy #2180 to include additional procedures.  
**Action:** None. This item was removed from the agenda prior to approval.

/

/

**CLOSED SESSION:** The Board adjourned to Closed Session at 8:23 pm to discuss the following item:

1. **PERSONNEL ITEM PURSUANT TO GOVERNMENT CODE §54956.0 AND 54957:** Closed session under California Government Code §54956.0 and 54957 Discussion of confidential personnel matter.

**BOARD RECONVENED TO OPEN SESSION AT 8:48 PM AND REPORTED OUT OF CLOSED SESSION:**

District counsel was directed to communicate with SDRMA.


**MATTERS TO AND FROM DIRECTORS:** Vice President Green reported that he and Director Clarke had a very successful meeting as a kickoff for the general manager recruitment. The revised duty statement was given out and staff will set up a post office box, e-mail, and telephone as well as a way to deal with any financial transactions. A full product contract was done for \$4999. The 2009/2010 budget will be made available as well for applicants. They wanted to confirm with the board that the costs for advertising was decided—they chose the online websites: Park and Rec Society, CSDA, and Jobster. The wage and salary discussion from the last meeting was to have on the announcement “depending on experience”. If the public wants specifics, the board can provide a range but the salary is subject to negotiation. The posting should be up by next Friday—the 5<sup>th</sup> of November and run for thirty days. Interviews will take place early January. Director Gerger asked how the applications will be received. Vice President Green answered that the applications can be mailed to a post office box or e-mail to the HR Specialist. He added that the board, individually, needs to come up with the top three competencies that the board wants to see in the top applicants. The committee will forward them to the specialist to sort the applications. President Saltzen Coze asked Director Gerger to provide his competency choices to the board as he is leaving on vacation for a week. Director Gerger stated that his three choices would be: finance and budget experience, human resource experience (experience with supervising staff), and general knowledge of this type of facility. Director Johnson stated that his first choice would be that the individual would provide an opinion and documentation for a recommendation regardless if the board agrees with it or not. President Saltzen Coze agreed—provide a report and recommendation. The rest of the board agreed that that is a priority.

**ADJOURNMENT:** Meeting adjourned at 8:58 pm – **Approved. Ayes—**RG, VC, AC, DJ, DG

Attest:

December 16, 2009

  
\_\_\_\_\_  
President, Board of Directors

  
\_\_\_\_\_  
Secretary to the Board