

RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

April 2022

Rules of Procedure of the Board of Directors

Adopted:

October 8, 2003

Revised:

January 1, 2008

October 14, 2009

November 9, 2011

April 11, 2012

March 13, 2013

April 13, 2022

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1.00 ORDER OF BUSINESS

After reading and approval of the minutes, the order of business shall be as follows:

- a) Presentation and disposition of petitions, proclamations, certificates of commendation, and other papers
- b) Amendments to the agenda
- c) Consent agenda
- d) Consideration of remaining business in order set forth in meeting notice and agenda, as amended, if appropriate.

The order of business may be changed at any time by the vote of a majority of the Directors present and participating, or by the Chair, unless a majority of the Directors present and participating object.

2.00 PARLIAMENTARY PROCEDURE

These procedures apply to meetings of the COG Board of Directors. They also apply, unless modified by majority vote, to all formal meetings of committees created by the Board of Directors and acting under the authority of the Council of Governments.

2.01 Obtaining the Floor

A Director wishing to speak, give notice, make a motion, submit a report, or for any other purpose, shall address and be recognized by the Chair before addressing the Board. No Director may speak more than once on any subject until every Director desiring to be heard on the subject has been allowed to speak, except that after a motion has been seconded, the maker of the motion shall be offered the floor.

2.02 Limitations on Debate

Unless otherwise provided for in these Rules, debate may be limited by a motion to limit debate to a time certain or (2) to terminate debate by a motion to move the previous question. Neither motion is debatable. If debate is limited, the Chair shall fairly apportion the designated time between proponents and opponents of the question.

2.03 Personal Privilege and Identification of Conflict of Interest

- a) Any Director, as a matter of personal privilege, may speak for a period not longer than five (5) minutes concerning matters which may affect the

Board collectively, its rights, its dignity and the integrity of its proceedings, or the rights, reputation and conduct of its individual Directors in their representative capacities only. Personal privilege statements must still follow the basic courtesies and decorum required of public officials and a public meeting.

- b) A Director who has a conflict of interest, on a matter that requires the Director's disclosure or disqualification, shall state the conflict prior to any discussion of the matter and, if disqualified, shall abstain on the vote. If disqualified, the Director shall not participate in the discussion or any other action on the matter.

2.04 Points of Order

Any Director may make a point of order. Points of order are debatable only at the discretion of the Chair. If the Chair permits debate, the Chair has authority to limit it. Points of order include: (1) alleged violations of parliamentary rules, (2) agenda, and (3) orders of the day.

2.05 Appeal

An appeal may be taken from any decision of the Chair. A Director must state the reasons for appealing a decision, to which the Chair may respond. Appeals must be acted upon immediately. Only the Director appealing a decision, the Chair, and the Parliamentarian may address the issue; otherwise the appeal is non-debatable. An affirmative vote of a majority of the Directors present and participating is required to sustain the Chair's decision.

2.06 Recognition of Non-Directors

The Chair may recognize members of the public where the participation of such persons would, in the judgment of the Chair, enhance the understanding of the matter under consideration by the Board. Recognition of non-Directors during meetings shall be limited to extraordinary circumstances and should not be a matter of general practice.

2.07 Withdrawal or Modification of Motions

Any motion may be withdrawn or modified by the mover at any time before it has been amended or voted on.

2.08 Form of Vote

Voting shall be in the form of "YES," "NO" or "ABSTAIN." A vote of "ABSTAIN" shall be deemed the equivalent of an abstention or a non-vote. A Director who has a conflict that disqualifies him from participating on the matter should abstain.

2.09 Voting

Votes on all questions shall be by voice, with the results determined by the Chair. A Director's vote upon any matter shall be recorded upon request. On any question, the Chair or any voting Director may request a show of hands.

2.10 Demand for Roll Call Vote

Any Director, in advance of a vote or promptly thereafter, may demand a roll call vote.

2.11 Calling the Roll

When a roll call vote is demanded, the Board's Secretary-Treasurer, or designee, shall call the roll of the Directors in alphabetical order, commencing with the maker of the motion.

2.12 Record Votes

When a roll call vote is demanded, the Board's Secretary-Treasurer, or designee, shall record the names of those voting "YES," those voting "NO," and any abstentions. Directors will be recorded as absent if they are not in the chambers when a vote is taken. Voting records are official records of the Board.

2.13 Weighted Votes

At the request of a majority of the Directors present representing any two (2) participating governments, any question shall be determined by the majority of the aggregate votes of each participating government on a weighted basis in the same manner as provided in the COG By-Laws, Sec. 5.06.

2.14 Proxy Voting Prohibited

No proxy shall be permitted either for the purpose of voting or for the purpose of obtaining a quorum.

2.15 Reconsideration

- a) Any Director recorded as having voted with the prevailing side on a question may move to reconsider the question at any time except as limited by this section. A resolution may only be reconsidered during the meeting at which it was adopted, or at the next regular meeting.
- b) For the purpose of this rule, any Director who was present and voting on a question decided by a voice vote will be considered as having voted

with the prevailing side on the question, unless the Director had asked to be recorded as voting against the prevailing side or “ABSTAIN.”

- c) A motion to reconsider requires the approval of a majority of the Directors present and voting.
- d) When a motion to reconsider a vote is defeated, it cannot be repeated.
- e) A motion to reconsider is not required to consider amendments to move to Strike, or to accept amendments accepted or rejected on a previous reading of a bill.
- f) Votes to approve or amend these Rules may not be reconsidered pursuant to this section; such votes must be subject to the notice requirements of Rule 2.19.

2.16 Absence of Chair

In the absence of the Chair at a meeting, the Vice Chair, senior in election, shall preside. In the absence of the Chair and Vice Chairs at a meeting, the Directors present shall elect a Chair Pro Tempore. A Vice Chair, or Chair Pro Tempore, while acting as Chair, shall have all the authority and voting rights of the Chair. If, after a meeting has commenced, it is necessary for the Chair and the Vice Chair to be absent from time to time, the Chair, or other Presiding Officer, pursuant to this section, may designate a Director to preside temporarily at the meeting.

2.17 Parliamentary Authority

Matters not covered by these Rules will be governed by *Robert's Rules of Order*. It is the duty of the Chair to interpret the Rules. Matters not covered by *Robert's Rules of Order* shall be determined by the Chair subject to the right of any Director to appeal the ruling of the Chair. The Chair of the COG Board, or any derivative committee, or any Director thereof may seek assistance from the General Counsel, as Parliamentarian, in interpreting these Rules or *Robert's Rules of Order*.

2.18 Suspension of Rules

Except for rules regarding notice, quorum, or amendment of these Rules, and except for any requirement of the Bylaws, any Rule governing procedures of the Board may be suspended during the consideration of a specified matter by motion to suspend the Rules approved by 2/3 of the Directors present and participating.

2.19 Amendment of Rules

- a) These Rules may be amended by a vote of a majority of the

Board of Directors.

- b) An amendment must be proposed in writing, signed by the proposer and circulated to all Directors, at least seven (7) days prior to the Board's consideration of the amendment.

3.00 AGENDA AND MATERIALS

3.01 Developing the Agenda

The Executive Director, at least ten (10) days before the meeting, shall prepare a list of proposed agenda items for the consideration of the Chair and the Vice Chairs. The agenda of every regular Board meeting shall be approved by the Chair.

3.02 Availability to Public

Agendas of upcoming Board meetings shall be made available for public review in the COG offices and on the COG website no later than Monday, the week of the Board meeting.

3.03 Time of Distribution

Agenda materials shall be mailed or delivered by hand or electronically to the Directors no later than seven (7) days before a regular Board meeting. All additional materials are to be distributed to the Board prior to the meeting. The Board may defer any item for which all relevant information has not been prepared in the above-referenced manner.

3.04 Agenda and Related Materials

All written materials related to agenda items, which are received at the COG office by 5:00 P.M. on the day preceding a regular Board meeting, will be distributed to Directors prior to the meeting. All correspondence received by the Board that is public shall be made part of the record of the meeting. For distribution to Directors, 35 copies of the correspondence, as well as an electronic copy, shall be provided to the Board's Secretary-Treasurer, or designee.

3.05 Policy Reports

TPB, MWAQC, and the Policy Committees are encouraged to make periodic reports to the COG Board. TPB and MWAQC shall make such reports at least semi-annually and policy committees shall do so at least annually. These presentations and reports will describe the work performed by the committee, its future work plans, and how its efforts impact and are integrated with other efforts of the region and the Board.

4.00 MEETINGS AND ACCESS TO INFORMATION

4.01 Definitions

- a) “Meeting” means the assemblage, as a body or entity, of the constituent Membership, with or without minutes being taken, whether or not votes are cast, of the Board of Directors, and of any designated policy or *ad hoc* committee of COG. “Executive session” or “closed meeting” is a meeting from which the public is excluded. “Open meeting” or “public meeting” is a meeting at which the public may be present.
- b) “Official Records” means the minutes or summaries of any open and public meeting, the documents submitted for inclusion with the minutes, the record of all actions taken at such meeting, the reports of studies paid for with COG or public funds, except unpublished information and information deemed internal work product or confidential data, and records of actions taken by an officer, a committee of the board, or a designated body on behalf of COG.
- c) “Internal Work Product” means the documents, memoranda, data, maps, figures, projections, inter-departmental communications, or other sources of information required for intelligent and informed internal discussions and which have been developed by and intended to be used by COG’s staff, consultants, or technical committees.
- d) “Confidential Data” means information or data in COG’s possession which can identify a particular person, private organization, or business, or which can reveal a trade secret, process, operation, or style of work of a contractor in which the contractor has a proprietary interest. It includes data about an employee that is maintained and controlled by COG, including, but not limited to, education, financial transactions, medical history, and which contains a name or identifying number or symbol.

4.02 How Meetings May Be Held; Electronic Meetings; and Individual Member Electronic Participation

- a) Meetings will be held physically in-person at a central location. However, meetings may be held by telephone conference call, videoconference, online or a combination of physical and remote assembly, upon direction of the Chair, with consent of the Executive Committee, upon at least three (3) days’ notice given to Directors by either email or telephone, which notice shall include the specific steps necessary to access the meeting. Insofar as possible, all matters requiring a vote shall be proposed in writing and furnished to Directors at least three (3) days prior to the meeting.

- b) When a physically in-person Board of Directors meeting at a central location is scheduled, a Director may attend the meeting through electronic communication means from a remote location as follows: The Director shall give at least five (5) days' notice to the Executive Director by either email or telephone. The Chair shall announce electronic participation at the beginning of the Board meeting.

[1] Electronic participation is contingent upon the ability of COG staff to make arrangements for the voice of the remote participant Director to be heard by all persons at the central meeting location.

[2] The following procedures shall apply when a Director is attending electronically:

- The Director shall verbally identify at the beginning of the meeting that the Director is present electronically; and announce if the Director is departing from the meeting unless the meeting has adjourned.
- The Director attending electronically shall verbally ask for recognition from the Chair if the Director desires to speak.
- The Director attending electronically shall indicate the Director's vote verbally when requested by the Chair or Board Secretary.
- The Director attending electronically shall not have a right to attend any executive session or closed meeting during the meeting but may be included if arrangements can be readily made and the confidentiality of the meeting ensured.
- All other Rules shall apply.

[3] The Chair may determine that no electronic attendance is permitted at certain meetings of the Board of Directors or limit the number of electronic attendees to no more than four (4) Directors based on a first notification basis. The Chair has the discretion to waive the five (5) days' advance notice.

4.03 Access to Official Records

Except as provided in Rule 4.07, it is COG policy that all official records, as defined in Rule 4.01(b), above, shall be open to inspection and copying by any person during the regular business hours of the custodian of such records. Reasonable fees may be charged for the search for such records and use of copying facilities (see Rule 4.23).

4.04 Records Withheld from Public Disclosure

The following official records may be withheld from public disclosure:

- a) Records specifically exempted from disclosure, by law;
- b) Confidential data as defined in Rule 4.01, release of which would result in a clearly unwarranted invasion of personal or business privacy, except that access shall not be denied to the person who is the subject thereof;
- c) Records of commercial or financial information contained from a person under an agreement of confidentiality;
- d) Records of internal communications (internal work product) which would not be available by law to a party other than a party in litigation with COG;
- e) Reports and memoranda of consultants or independent contractors, except to the extent they would be required to be disclosed if prepared by COG.

4.05 Segregable Portions of Official Records

Any reasonably segregable portion of any official records shall be provided to any person requesting such records after deletion of the portions which are exempt under this Rule.

4.06 Procedure for Handling Official Records

The following procedure shall guide the day-to-day handling of requests for official records. Revisions in or deviations from these procedures may be made by a Department or Office Director for a given situation, subject to the approval of the Executive Director.

- a) Requests from the general public for official records shall be filed, in writing, with the COG Office of Public Affairs (“OPA”), and the OPA shall forward requests to the appropriate department or office for response if the records are not available in the OPA.
- b) The appropriate COG employees shall locate the official records requested as promptly as possible and forward to OPA. If the records sought are exempt, do not exist, are located outside of COG, or are not available, the person making the request shall be notified of this fact, in writing, by the OPA, on the recommendation of the COG Department or Office responsible for such records, as promptly as possible.
- c) If the official records are not exempt, the records sought shall then be

given or mailed to the person making the request. Copying facilities shall be available, at a reasonable cost, if it is necessary for the requester to duplicate the requested records at the COG offices.

- d) If any official record sought and located is deemed internal work product or confidential and non-disclosable and is designated as such by the Department or Office Director, the request for disclosure shall be denied. The reasons for the denial of the request shall be stated in writing. When a request is denied, it shall become incumbent upon the Department or Office Director to explore alternative or substitute forms for the distribution or access to the essential facts contained in the designated record.
- e) The person making the request may appeal the determination that the official record sought is internal work product or confidential by submitting a written request for the designated official record to the Executive Director.
- f) The Executive Director shall decide whether to release confidential or internal work products which have not been submitted, discussed, or considered by a COG committee. The person making the request shall be notified of the decision, in writing, as promptly as possible.
- g) If the internal work product has been submitted to, discussed, or considered by a committee, the committee members at the next regular meeting may, by a majority vote, eliminate the designation of the official record as internal work product and the record shall then be available for public disclosure through the aforementioned process. A reference to the existence of the internal work product in the minutes of a committee meeting shall not suffice to satisfy the requirement that the committee has submitted, discussed, or considered the record sought, or not made any determination on whether or not it is an internal work product.
- h) Requests to listen to or re-record a recording of any meeting recorded at COG shall follow the above procedures. Recordings may not be removed from the COG offices. Time will be provided for listening to or copying the recordings at COG.
- i) Any inconsistency between these procedures and any requirements of a controlling federal, state or local statute or regulation, including, without limitation, the requirements of DC STAT §§29-413.01 through 29-413.07, shall be resolved in favor of the applicable statute or regulation.

4.07 Meetings Open to Public

- a) Except as provided in Rule 4.09, all meetings of the COG Board or its

policy committees shall be public meetings. Information as to the time, location, and agenda of each meeting shall be furnished upon request. Where a federal law or regulation applicable to a transaction in which COG is involved calls for a public hearing or meeting, notice of such hearing or meeting shall be published as required by the specific federal law or regulation. Additionally, notice of the meeting shall be placed on the COG website. A mailing list may be kept providing notice to those persons who have requested that their names or organizations be placed upon such a list.

- b) In the case of an electronic meeting held pursuant to Rule 4.03, every reasonable attempt will be made to permit public electronic viewing or listening in the COG Board Room. If such public attendance is made impossible by the emergency causing the electronic meeting, electronic copies will be made available to the public as soon as possible.
- c) Meetings of technical committees are presumed not to be public meetings. However, by decision of its Chair, or by majority vote of the committee members, any meeting or part thereof may be opened to the public.

4.08 Executive Sessions or Closed Meetings

Executive sessions or closed meetings of the COG Board or its policy committees may be held only for the following purposes:

- a) Discussion or consideration of personnel matters such as: employment, assignment, appointment, promotion, demotion, disciplinary action, or salaries of employees within COG.
- b) Discussion or consideration of the condition, acquisition, or disposition of property in which COG has or may have an interest.
- c) Consultation with legal counsel and briefings by staff members, consultants or attorneys pertaining to pending litigation or other legal matters.
- d) Work sessions of the Board of Directors or its policy committees.

4.09 Vote on Executive Sessions or Closed Meetings

No meeting of the COG Board or its policy committees shall become an executive session or closed meeting, unless there shall have been publicly recorded an affirmative vote to that effect by the body holding such a meeting. The record of the vote should identify which of the purposes in Rule 4.09 was the basis for closing the meeting.

4.10 Laws/Regulations Governing Executive Sessions or Closed Meetings

Where federal, state or local laws or regulations are found applicable to the manner in which a particular matter or meeting shall be conducted, they shall take precedence over the aforementioned policy.

4.11 Confidential Data

It is the policy of COG to obtain confidential data only when necessary to fulfill its information-gathering and data collection responsibilities and to minimize risk of disclosure to the greatest extent possible. Whenever feasible and the requirements of a project allow, the names of respondents and survey participants shall not be accepted, recorded, or retained. It shall be the usual procedure that data will not be released with categories of less than 3 (three) observations or one observation representing 80% or more of the category total. However, with some data, this is an unnecessary precaution, and the Executive Director may authorize release of data with a lesser number. Nothing in this section shall prevent the Executive Director from setting a higher minimum when necessary.

4.12 Destruction of Confidential Data

Unless the data-contributing agency, organization, or individual requests that the data be returned, and except as may otherwise be required by law, all confidential data will be destroyed as it is no longer needed, according to schedules and procedures established by a designated Project Security Officer (Rule 4.15).

4.13 Certification of Destruction

Every agency, organization or individual contributing data is entitled, upon request, to a written certification that the confidential information that they supplied was destroyed after use.

4.14 Procedures for Handling Confidential Data

The following procedures guide the day-to-day handling of confidential data at COG. Revisions or deviations in these procedures may be made by the Executive Director.

4.15 Security Officer Responsibility

For any project at COG which involves confidential data, the Executive Director may designate a Security Officer who will be responsible for establishing project appropriate measures designed to protect the confidentiality of data collected or disseminated in connection with, or as a result of, that project.

The duties of the Security Officer shall be to:

- a) Identify and define the specific information and data that will be treated as confidential;
- b) Designate members of the staff who are to have access to the data, have them execute a confidentiality agreement, and transmit a list with the names of such employees along with the completed agreements, to the Executive Director;
- c) Develop procedures and maintain a secured area and such equipment as is needed to protect the confidentiality of information and data;
- d) Where appropriate for a specific project, establish and maintain a log (names, data, purpose) documenting the dates and times at which authorized persons have used or accessed confidential information or data;
- e) Identify or establish, and oversee, schedules and procedures for the destruction of confidential information and data when it is no longer needed for COG purposes, in accordance with applicable federal, state, and local laws, regulations and ordinances; and
- f) Issue, upon request, written certifications attesting that confidential information has been destroyed in accordance with applicable schedules and procedures.

4.16 Employee Responsibility

Employees shall be held responsible for the proper handling of COG confidential data in their use or possession. This includes taking personal responsibility for seeing that the data is not left unattended or where unauthorized persons may have access to it. Employees and applicants for employment, who have or will have access to, work with, or in any way be responsible for confidential data are required to sign a confidentiality agreement. This will constitute a condition of employment and failure to comply with the terms of the agreement will be grounds for dismissal.

4.17 Release of Confidential Data to Public

Confidential data shall not be released to the public except as provided in Rule 4.11. To the extent that outside consulting and data processing firms must handle confidential data for COG, they will be required to conform strictly with the operational procedures set out for them in Rules 4.14 and 4.15.

4.18 Written Authorization from Data Contributor

Data which would otherwise be confidential and not released may be made public only with written authorization from the data contributor(s) that: a) they have the authority to and do authorize COG to make the information public; and b) they will, to the fullest extent allowed by law, indemnify COG and release COG and its employees and officials from any damages which might result from use of such data if such permission was unauthorized.

4.19 Data Received from Other Sources

Confidential data received from public agencies or private organizations shall not be released to other agencies by COG without express written authorization from the data-contributing agencies or organizations.

4.20 Release to Public Agencies

Confidential data and analyses which are, or have become, the sole property of COG may be released to other public agencies by the Executive Director upon proper showing of need for the data, provided that the outside public agency agrees to follow all the procedures COG follows in using and any subsequent disclosure of such data and agrees, to the fullest extent allowed by law, to indemnify COG and release it from any damages which might result from the use and disclosure of such data.

4.21 Confidentiality Policy for Consultants

Where appropriate, consultants and consulting firms working for COG will be required to sign an agreement not to disclose any confidential information. They will be required to use such data at the COG offices. If that is not possible, and the removal of confidential data from the COG offices is necessary, the individual or firm will be required to submit (prior to retention) a separate statement of the procedures that will be followed to assure the confidentiality of the data while in transit, when being used, and during hours of non-use. If the Project Director is not satisfied with the procedures proposed by the consultant, confidential information shall not be released, and a contract will not be executed.

4.22 Policy for Data Storage/Processing Firms

The policy for companies providing keypunching, tape storage, and other data processing services for COG is similar to that for consultants. A basic agreement will be required and also a separate statement detailing their procedures for handling confidential data after its removal from COG offices. The Project Director and Executive Director must be satisfied with the procedures before a purchase order or contract is executed.

4.23 Search and Duplication Fees

The Executive Director shall establish specific fees applicable to services rendered to carry out this policy and these fees will be explained prior to rendering any service.

4.24 Fees for Other Services

When no specific fee has been established for a service, for example, when the search involves computer time or special travel, transportation or communications costs, the Department/Office Head shall recommend to the Executive Director the costs of the service and include such costs in the fees chargeable under this section.

4.25 Advance Deposits

Where it is anticipated that the fees chargeable under this section will amount to more than \$25, and the person making the request has not indicated in advance willingness to pay fees as high as are anticipated, the requester shall be promptly notified of the amount of the anticipated fee, or such portion thereof as can readily be estimated. In appropriate cases an advance deposit may be required. A request will not be deemed to have been received until the person making the request has agreed to pay any necessary fees and has made an advance deposit if one is required.

4.26 Fee for Search When Unable to Locate Data

Search costs are due and payable even if the record which was requested cannot be located after all reasonable efforts have been made to locate such information.

4.27 Fees Paid in Full Prior to Receiving Data

Fees must be paid in full prior to issuance of requested copies.

4.28 Form of Remittance

Remittances shall be in one of the following formats: a check or bank draft drawn on a bank in the United States, ACH, wire transfer, or credit card transaction. Remittance made by check shall be made payable to the order of the “Metropolitan Washington Council of Governments” or “MWCOCG” and mailed or otherwise delivered to the attention of the Accounts Receivable Department, MWCOCG, 777 North Capitol Street, NE, Suite 300, Washington, DC 20002. To remit payments by credit card or electronic means, arrangements shall be made with the MWCOCG Finance Department, 777 North Capitol Street, NE, Suite 300, Washington, DC 20002.

4.29 Receipt for Fees Paid

A receipt for fees paid will be given only upon request. Refund of fees paid for services actually rendered will not be made.

4.30 Waiver of Fees by Executive Director

The Executive Director may waive all or part of any fee provided for in this section when the Director deems it to be in either COG’s interest or in the general public’s interest.

5.00 COMMITTEES

5.01 Selection of Committee Chairs

At or near the beginning of the term of the Chair of the Board of Directors, she or he shall nominate the Chair and Vice-Chairs of each committee of the Board and policy committee. The Board shall act on the Chair’s nominations before they take effect.

5.02 Chair as Ex-Officio Member

The Chair shall be an ex-officio, voting member of all committees, and may be counted for purposes of a quorum, but shall not increase the quorum requirement for the committee.

5.03 Vacancies in Committee Chairs

Vacancies in the chair of a committee shall be filled by appointment by the Chair of the Board, unless otherwise provided by the committee's bylaws.

5.04 Distribution of Responsibility

The Chair and Board shall endeavor to distribute committee responsibility as evenly as possible among the members, and in no event shall an individual member chair more than one standing committee.

5.05 Participation of Board Directors

Any Director may attend the meeting of any committee and may participate in committee discussions, but only committee members may make motions and cast votes.

5.06 Rules of Committees

- a) Each committee, except TPB and MWAQC, shall follow these Rules or shall adopt other written rules, not inconsistent with these Rules or applicable laws governing its procedures. The committee rules, effective upon filing with the Board's Secretary-Treasurer, shall incorporate the following principles:
 - 1) The scheduling of regular meeting days for conducting business;
 - 2) A procedure for rescheduling or canceling a regular meeting;
 - 3) A procedure for holding additional meetings to be called by the chair;
 - 4) A procedure for holding special meetings, which shall be called at the request of the committee chair or of a majority of the members of the committee;
 - 5) Procedures governing the chairing of a committee meeting in the absence of the chair;
 - 6) Procedures for keeping a complete record of all committee action, which shall include any roll call votes;
 - 7) Procedures for making available for inspection by the public at reasonable times in the office either of the committee or of the Board's Secretary-Treasurer, a description of each amendment, motion, order, or other proposition on which a vote was taken;

- 8) A procedure for giving notice of hearings consistent with Rule 6.02;
 - 9) Procedures setting a fixed number of members to constitute a quorum;
 - 10) A requirement that if, at the time of approval of any measure by a committee, any member of the committee gives notice of intention to file supplemental, minority, or additional views, that member shall be entitled to no fewer than five (5) calendar days (not including Saturdays, Sundays, and legal holidays) in which to file such views. All views so filed shall be included in the report of the committee on the measure;
 - 11) Any provision of these Rules that by its terms specifically applies to a committee shall be binding on each committee;
 - 12) When these rules are used as committee rules, and unless the context dictates a different meaning, the term "Board" means "Committee"; the term "member" or "member of the Board" means "member of the committee" and the term "Chair" means "Chair of the Committee;"
 - 13) Committees may adopt additional rules. Committee rules adopted under this section shall be consistent with these Rules and other applicable law and shall be filed with the Board's Secretary-Treasurer.
- b) TPB and MWAQC are encouraged to adopt rules which are as similar as practicable to these Rules, and to file written copies of their adopted rules with the Board's Secretary-Treasurer.

5.07 Board's Responsibility to Committees

- a) The Board is responsible for matters pertaining to the annual budget, schedule of assessments, the adoption of all major policies and plans, and initiation of action on matters not specifically assigned to other committees.
- b) The Board Chair is a member of all committees of the Board. The Chair may not withhold a measure duly reported and timely filed by a committee from the agenda of the Board, unless the Board votes to table the measure to a time certain.
- c) The following committees shall be deemed standing committees of the Board of Directors:
 - 1) Executive Committee

The Executive Committee shall consist of the Chair and the two Vice-Chairs. It shall: (1) assist the Chair in agenda planning; and (2) act on behalf of the Board on time-sensitive business or policy issues. In the latter case, the Executive Committee will report any action taken hereunder to the Board at its next regular meeting; the Board may then ratify the action or take any other action it deems appropriate.

2) Finance Committee

The Finance Committee shall consist of the Chair, the Vice-Chairs, the Secretary/Treasurer, and the chairs of TPB and MWAQC. It shall: (1) review on an annual basis, the proposed work plan and budget of COG and its committees and make recommendations thereon to the Board; (2) advise the Board on methods to determine local government contributions to COG and long-term funding strategies for COG; and (3) advise the staff and Board, as necessary, on issues related to COG's finances.

3) Employee Compensation and Benefits Review Committee

The Chair shall annually appoint Directors to serve on the Employee Compensation and Benefits Review Committee (ECBR). The ECBR shall periodically cause a review and analysis of salaries and benefits in the "COG marketplace" to ascertain appropriate levels of employee compensation and benefits to maintain COG's competitiveness in recruitment for new employees and the retention of existing employees. The ECBR shall make recommendations to the Board concerning its findings. The COG marketplace includes (1) COG's participating jurisdictions; (2) similar major regional councils and metropolitan planning organizations throughout the country; and (3) comparable nonprofit associations in the Washington Metropolitan Statistical Area. The ECBR shall also create and implement annual procedures for the Board's review and evaluation of the Executive Director and shall annually make findings and recommendations thereon to the Board.

4) Audit Committee

The Audit Committee shall consist of three (3) Directors who are not currently an officer of COG, an officer of the Board, or the Chair of a policy Committee, TPB or MWAQC, nor have been such within three (3) years. The functions of the Audit Committee include: (1) overseeing periodic competitive processes for the selection of an outside auditor and recommendation of a selection to the Board; (2) receipt and review of the annual auditor's report; and (3) recommendations, if any, to the Board based upon such review.

- (d) The Board shall create such permanent and *ad hoc* policy and technical committees as it shall from time to time deem appropriate, and shall, concurrently with the creation of the committee, provide a mission

statement and bylaws governing the activities of the committee created. Participating governments and adjunct participating governments may nominate elected officials to policy committees and elected officials or professional staff to technical committees. With the approval of the committee chair, or as provided in its bylaws, professional staff may serve on policy committees.

6.00 PUBLIC HEARINGS

Public hearings provide individuals and organizations with a formal opportunity to be heard on a matter prior to decision-making. Public hearings will be held prior to adoption of formal policies or plans on which policies or plans and hearings are required by federal or state law. The following procedures shall be followed by the Board of Directors and its policy committees when holding public hearings. These procedures do not apply to informal public meetings held to elicit the viewpoints of individuals and organizations in the process of formulating policies and programs.

6.01 Determination to Hold Hearings

Except when otherwise required by law or regulation, the decision to conduct a hearing shall be made by the Board. In making such determination, the amount of public interest shown in and pertinent information to be gained from a hearing shall be taken into consideration.

6.02 Hearing Notice

A notice of each hearing shall be published at least 14 days prior to the hearing in a newspaper of general circulation in the area affected by the hearing, or such other time period as may be required by applicable law. The notice must state the date, time, place, subject of the hearing, any constraints on statements, telephone number and location at which to sign up to testify and to pick up available background material. Notice of the hearing shall be placed on the COG website. In addition, notice will be mailed to all individuals and organizations on the mailing list of the Board or committees conducting the hearing.

6.03 Location and Time

In determining the number, locations and times for hearings, consideration shall be given to easing travel hardship and to facilitating attendance and testimony by a cross section of interested or affected persons and organizations. The location for each hearing shall be in the District of Columbia, Northern Virginia, and suburban Maryland, as determined appropriate to the subject matter of the hearing. Accessibility of hearing sites by public transportation shall be considered.

6.04 Availability of Documents to Public

Reports, documents, and data to be discussed at the hearing shall be available to the public for not less than 10 days prior to the hearing unless otherwise directed by the Board at the time the hearing is scheduled or by the Executive Committee in the absence of a Board meeting.

6.05 Scheduling of Speakers

Individuals may telephone, visit the COG office, or request in writing to be placed on the list of speakers for a scheduled public hearing. Speakers shall be scheduled in advance when necessary to ensure maximum participation and appropriate allotment of time for testimony. The general time limit on presentation shall be five (5) minutes for individuals and ten (10) minutes for organizations. Governmental representatives who are to testify shall be placed at the beginning of the speakers' list.

A person who wishes to speak at a public hearing may sign up for himself/herself only and not for others, and only one representative per organization may speak.

A request to change the sequence of speakers when the appropriate person's name is called may or may not be granted by the Chair.

Written comments may be submitted in lieu of oral presentations and it shall be made part of the official record. The record may be held open for receipt of comments at the discretion of the Board or policy committee conducting the hearing.

6.06 Records

A record of the public hearing in form of written transcript or electronic recording shall be available to the public at cost.

7.00 NEWS MEDIA PARTICIPATION

7.01 Public Meetings

Reasonable seating facilities shall be provided for representatives of news media at all public meetings of the Board or policy committee, and such representatives are encouraged to attend. Any meeting may be briefly recessed for the purpose of picture taking or ceremonial activities. Time may be provided after the conclusion of a Board or policy committee meeting for questions by media representatives.

8.00 CONSENT AGENDA

8.01 Types of Items

The Consent Agenda shall contain items that require Board authorization but are not expected to require discussion. Such items shall include, but not be limited to the following: consultant and third-party contracts in furtherance of previously authorized programs by the Board; grant applications and contracts authorized in the COG budget; routine written reports from policy committees and written status reports; and committee appointments made by the Chair.

8.02 Format

Items on the Consent Agenda shall be listed together under the title Consent Agenda on the monthly Board meeting agenda. All motions listed on the Consent Agenda will be approved as a result of a single motion to approve the Consent Agenda.

8.03 Prerogative of Directors

Any Director attending the Board meeting shall be entitled to have one or more items removed from the Consent Agenda by a request made to the Chair prior to the Board taking action on the Consent Agenda. In such event, items removed from the Consent Agenda shall be considered after the vote on the Consent Agenda unless the Chair determines in the Chair's discretion otherwise.

8.04 Removal of Items

Items removed from the Consent Agenda at the request of a Director shall be dealt with individually and shall follow the regular practice and procedures for discussion and action by the Board.

9.00 RULES OF DECORUM

9.01 Decorum

Directors and members of the public shall conduct themselves in an orderly manner and not disrupt the Board meeting.

The Chair shall maintain order in the Board Chamber. If the Chair determines that the removal of any person is necessary to maintain order, and after warning the person, the Chair may order the removal of any disorderly person.

10.00 CONFLICT OF INTEREST GUIDELINES

10.01 Purpose and Intent

COG is a nonprofit, tax-exempt organization. The COG members view the operations of COG as a public trust, which is subject to scrutiny by and accountable to such governmental authorities, as well as to the IRS. Maintenance of its tax-exempt status is important both for public support and for its continued financial stability.

Consequently, there is a fiduciary duty among COG, its Board of Directors, officers, management, and employees. All have the responsibility of administering the affairs of COG honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of COG and its members. Therefore, Directors, officers, management, and employees shall exercise good faith in all transactions involved in their COG duties. They shall not use their positions with COG, or confidential or proprietary knowledge gained therefrom, for their personal benefit.

10.02 Handling Conflicts of Interest on Matters Coming Before the Board

- a) It is the duty of each Board Director to disclose any conflict of interest (“conflict”) that he or she has with an issue, matter, or transaction (“transactions”) coming before the Board, both in writing and verbally, at the meeting of the Board. After identifying the transaction with respect to which a conflict exists, the Director shall withdraw from any further involvement in that transaction.
- b) For purposes of COG transactions, a conflict of interest exists for a Director when that Director would have a conflict or personal interest under the conflicts of interest laws or policies of the entity which he or she represents on the Board, as if the same transaction were before that jurisdiction.
- c) A Director, who is uncertain as to whether he or she may have a conflict, should ask the General Counsel for an opinion. If requested, the General Counsel shall issue a written opinion stating the basis for the opinion, and the opinion shall be presumed to be correct. The General Counsel shall advise the Board Chair, the President and the Executive Director of each opinion issued. The opinion may be relied upon by the Director unless challenged by another Director at the time of the transaction, in which case the final decision as to whether a conflict exists shall be made by the other Directors. Copies of all opinions shall be retained by the Executive Director and made available to the Board upon request.

- d) The minutes of the meeting shall reflect that the disclosure was made and whether the person making the disclosure thereafter withdrew from further involvement in the transaction.

10.03 Prohibition of Other Conflicts

In addition to the foregoing, a Director shall not:

- a) Use for his or her own economic benefit, or that of another party, information acquired by reason of his or her position as a Director, which is proprietary or confidential or otherwise not generally known to the public.
- b) Accept any service, money or thing of value from any person or organization that would tend to impair his or her impartiality and independence of judgment in the performance of his or her duties as a Director.

10.04 Applicability to COG Officers, Committees and Other COG Entities

The responsibilities set forth in this section shall also apply to COG officers, members of COG Committees and other COG Entities, and the same procedures followed.

COG Human Resources policy will include consistent provisions with respect to staff.

10.05 Notice to Directors

New Directors and committee members shall be given a copy of this policy by the Executive Director and specifically asked to read it.



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