Boards and Commissions Staff Liaison Resource Guide

2011 Edition
Message

When it comes to the accomplishments of all City of Phoenix Boards and Commissions and the amazing amount of work they do to benefit City residents, there is no role more important than the staff liaison. This job can be overwhelming, at times seem thankless, and is always challenging. Thank you for your commitment to providing excellent service in this role. Whether you are new to staffing a board or commission or have been doing this for several years, you deserve to be recognized for the many issues you face and handle on a regular basis.

This resource guide is designed to provide staff liaisons with an easily accessible reference to various issues and questions involving the staffing of boards and commissions. The guide is divided into five parts: 1) Understanding Boards and Commissions; 2) Meeting Preparation; 3) Staffing the Meeting; 4) Things to do After the Meeting; and 5) Appendices. I hope this resource guide will help to answer any questions you may have about boards, commissions, and their subcommittees.

The City Clerk Department has been designated by the City Manager to coordinate the City’s boards and commissions. The Open Meeting Law Coordinator position is responsible for serving as the central contact for staff liaisons and board and commission members. Additional training and resource guides for both staff liaisons and the members are expected to lead to greater effectiveness and more consistency among our City’s Boards and Commissions.

There are several items to note about this resource guide:
- The terms “Board” and “Commission” are used interchangeably throughout this document.
- There are several “additional resources” mentioned throughout the guide, including the Open Meeting Law and Ethics handbooks. Copies of these handbooks are available in the City Clerk’s Office. These handbooks are also available on the City’s website. The Open Meeting Law handbook can be found at http://phoenix.gov/CITYCLERK/oml.pdf and the Ethics handbook is located at http://phoenix.gov/AGENCY/PHXPERSON/ethics.pdf.
- A.R.S. stands for Arizona Revised Statutes which is a collection of all the state laws.

Please contact the Open Meeting Law Coordinator at 256-3186 to let us know what works well, what needs improvement, whether more detail is needed, or for more information. Thank you.
# Table of Contents

## Part One – Understanding the Boards and Commissions Process

<table>
<thead>
<tr>
<th>Topic</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board or Commission Creation</td>
<td>6</td>
</tr>
<tr>
<td>How Boards and Commissions are Formed</td>
<td>6</td>
</tr>
<tr>
<td>The Difference Between Ordinances/Resolutions and Bylaws</td>
<td>6</td>
</tr>
<tr>
<td>Types and Duties of Boards and Commissions</td>
<td>7</td>
</tr>
<tr>
<td>Advisory</td>
<td>7</td>
</tr>
<tr>
<td>Ad hoc</td>
<td>7</td>
</tr>
<tr>
<td>Quasi-judicial</td>
<td>7</td>
</tr>
<tr>
<td>Decision-making</td>
<td>8</td>
</tr>
<tr>
<td>Appointment Process</td>
<td>8</td>
</tr>
<tr>
<td>First Step – Apply</td>
<td>8</td>
</tr>
<tr>
<td>Second Step – Review</td>
<td>8</td>
</tr>
<tr>
<td>Third Step – Appointment</td>
<td>8</td>
</tr>
<tr>
<td>Fourth Step – Orientation</td>
<td>9</td>
</tr>
<tr>
<td>Subcommittees</td>
<td>9</td>
</tr>
<tr>
<td>Subcommittee Formation and Purpose</td>
<td>9</td>
</tr>
<tr>
<td>Subcommittee Membership</td>
<td>9</td>
</tr>
<tr>
<td>Staff Liaison Duties for Subcommittees</td>
<td>10</td>
</tr>
<tr>
<td>Board and Commission Members</td>
<td>11</td>
</tr>
<tr>
<td>The Role of Board and Commission Members</td>
<td>11</td>
</tr>
<tr>
<td>Term of Office</td>
<td>11</td>
</tr>
<tr>
<td>Releasing Personal Information</td>
<td>11</td>
</tr>
<tr>
<td>Staff Liaisons</td>
<td>11</td>
</tr>
<tr>
<td>The Role of Staff Liaisons</td>
<td>11</td>
</tr>
<tr>
<td>Responsibilities</td>
<td>12</td>
</tr>
<tr>
<td>The Mayor’s Office</td>
<td>12</td>
</tr>
<tr>
<td>The Role of the Mayor’s Office</td>
<td>12</td>
</tr>
<tr>
<td>Responsibilities</td>
<td>12</td>
</tr>
<tr>
<td>Open Meeting Law Coordinator</td>
<td>12</td>
</tr>
<tr>
<td>The Role of the Open Meeting Law Coordinator</td>
<td>12</td>
</tr>
<tr>
<td>Responsibilities</td>
<td>12</td>
</tr>
</tbody>
</table>

## Part Two – Preparing for the Meeting

<table>
<thead>
<tr>
<th>Topic</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loyalty Oaths and Personal Commitment Statements</td>
<td>14</td>
</tr>
<tr>
<td>What is the Loyalty Oath and Personal Commitment Statement?</td>
<td>14</td>
</tr>
<tr>
<td>Why Do Board Members Need to Sign These Forms?</td>
<td>14</td>
</tr>
<tr>
<td>How Board Members Can Take and File These Forms</td>
<td>14</td>
</tr>
<tr>
<td>Attendance</td>
<td>15</td>
</tr>
<tr>
<td>Importance</td>
<td>15</td>
</tr>
<tr>
<td>Requirements</td>
<td>15</td>
</tr>
<tr>
<td>Temporary Leave of Absence</td>
<td>16</td>
</tr>
<tr>
<td>Resignations</td>
<td>16</td>
</tr>
<tr>
<td>Tardiness</td>
<td>16</td>
</tr>
<tr>
<td>Quorum</td>
<td>16</td>
</tr>
<tr>
<td>Section</td>
<td>Page</td>
</tr>
<tr>
<td>------------------------------------------------------------------------</td>
<td>------</td>
</tr>
<tr>
<td>What is a Quorum?</td>
<td>16</td>
</tr>
<tr>
<td>How to Calculate a Quorum</td>
<td>16</td>
</tr>
<tr>
<td>Maintaining a Quorum Throughout the Meeting</td>
<td>17</td>
</tr>
<tr>
<td>The Open Meeting Law</td>
<td>18</td>
</tr>
<tr>
<td>What is the Open Meeting Law?</td>
<td>18</td>
</tr>
<tr>
<td>Allowed and Prohibited Communication Methods</td>
<td>19</td>
</tr>
<tr>
<td>Bottom Line</td>
<td>20</td>
</tr>
<tr>
<td>Additional Resources</td>
<td>20</td>
</tr>
<tr>
<td>Executive Session</td>
<td>20</td>
</tr>
<tr>
<td>What is an Executive Session?</td>
<td>20</td>
</tr>
<tr>
<td>Subjects that Can be Discussed in an Executive Session</td>
<td>20</td>
</tr>
<tr>
<td>Agenda Example</td>
<td>21</td>
</tr>
<tr>
<td>Meeting Notice (Agenda) Process</td>
<td>22</td>
</tr>
<tr>
<td>Types of Agendas</td>
<td>22</td>
</tr>
<tr>
<td>Creating the Agenda</td>
<td>23</td>
</tr>
<tr>
<td>Sending Out the Agenda</td>
<td>23</td>
</tr>
<tr>
<td>Ensuring the Agenda is Posted in a Timely Manner</td>
<td>24</td>
</tr>
<tr>
<td>Getting Ready for the Meeting</td>
<td>24</td>
</tr>
<tr>
<td>Meeting Location</td>
<td>24</td>
</tr>
<tr>
<td>Items to Bring to the Meeting</td>
<td>25</td>
</tr>
<tr>
<td><strong>Part Three – Staffing the Meeting</strong></td>
<td>27</td>
</tr>
<tr>
<td>Meeting Management</td>
<td>27</td>
</tr>
<tr>
<td>Who Runs the Meeting?</td>
<td>27</td>
</tr>
<tr>
<td>Role of Staff Liaison</td>
<td>27</td>
</tr>
<tr>
<td>Minute Taking</td>
<td>28</td>
</tr>
<tr>
<td>Purpose of Taking Minutes</td>
<td>28</td>
</tr>
<tr>
<td>What Must be Included in the Minutes?</td>
<td>28</td>
</tr>
<tr>
<td>Are Minutes Required if There is no Quorum?</td>
<td>29</td>
</tr>
<tr>
<td>Are Minutes Required for an Executive Session?</td>
<td>29</td>
</tr>
<tr>
<td>Approving the Minutes</td>
<td>30</td>
</tr>
<tr>
<td>Tips for Good Note Taking</td>
<td>30</td>
</tr>
<tr>
<td>Additional Resources</td>
<td>31</td>
</tr>
<tr>
<td>Robert’s Rules of Order</td>
<td>31</td>
</tr>
<tr>
<td>What is Robert’s Rules of Order?</td>
<td>31</td>
</tr>
<tr>
<td>Additional Resources</td>
<td>31</td>
</tr>
<tr>
<td>Voting</td>
<td>31</td>
</tr>
<tr>
<td>Who Can Vote?</td>
<td>31</td>
</tr>
<tr>
<td>Can a Designee or Proxy Vote?</td>
<td>31</td>
</tr>
<tr>
<td>Can Board Members Abstain from Voting?</td>
<td>32</td>
</tr>
<tr>
<td>Discussion and Voting Procedures</td>
<td>32</td>
</tr>
<tr>
<td>Decorum</td>
<td>34</td>
</tr>
<tr>
<td>Enforcement of the Debate and Decorum Rules</td>
<td>34</td>
</tr>
<tr>
<td>Nomination Procedures for Chairs and Vice-Chairs</td>
<td>35</td>
</tr>
<tr>
<td>Additional Resource</td>
<td>35</td>
</tr>
<tr>
<td>Conflict of Interest</td>
<td>35</td>
</tr>
<tr>
<td>What is a Conflict of Interest?</td>
<td>35</td>
</tr>
</tbody>
</table>
Part One – Understanding the Boards and Commissions Process

Board or Commission Creation

*How Boards and Commissions are Formed*

Most boards and commissions are created either by ordinance or resolution, with an exception being ad hoc committees. This section briefly discusses the difference between ordinances, resolutions and formal Council actions.

There are two types of ordinances enacted by the City Council – “S” and “G” Ordinances. A Special or “S” Ordinance typically involves actions that are required by the City Charter or other laws to be taken by the passage of an ordinance. Examples of “S” Ordinances are expenditures of budgeted funds and approvals of personnel classification and pay plans. A General or “G” Ordinance creates, amends, or repeals provisions of the Phoenix City Code. This type of ordinance deals with the permanent law of the City as set forth in the Code. Examples of “G” ordinances include annexations and amendments to the Zoning Ordinance. Normally, boards or commissions are created through “G” ordinances, but can also be created through “S” ordinances.

The other way boards and commissions are created is through resolution. A resolution is a formal, permanent, or longstanding expression of intent or public policy of the City. Resolutions are frequently used to exercise the Council’s legislative power. The adoption of a resolution may occasionally be required in order to comply with a state or federal law and often has legal consequences.

Normally, ad hoc committees are established by formal action of the City Council rather than through the enactment of an ordinance or resolution.

*The Difference Between Ordinances/Resolutions and Bylaws*

Bylaws are the rules that govern the internal affairs or actions of a board or commission. Normally, bylaws are drafted by the board and staff liaison and adopted by the board members. Bylaws generally include procedures for holding meetings, set out the duties and powers of the chair and vice-chair (along with the election process for the chair and vice-chair), explain the procedure for creating subcommittees, and lay out the rules for conducting a meeting.

Ordinances and resolutions are enacted by the City Council, while the board or commission creates its own bylaws. For this reason, when there is a conflict between the ordinance or resolution and the board’s bylaws, the ordinance or resolution is the controlling law that must be followed by the board. If there is a conflict, the bylaws should be revised to be in agreement with the ordinance or resolution.
All boards and commissions should have bylaws. If your board already has bylaws, please contact the Open Meeting Law Coordinator to check if they have been filed in the City Clerk Department. If your board does not have bylaws, staff liaisons and department representatives should work with their board on creating bylaws. The Law Department has created a bylaws template for your use, which is included in Appendix A of this document. Please note that the template is a starting point and your board may wish to provide more detail. Finally, bylaws should be reviewed every three years to determine if the bylaws are still relevant and to see if revisions are needed. You may wish to compare your board’s existing bylaws to the template and consult your legal counsel to discuss differences. If your board has existing bylaws, please review them at this time.

Additionally, as your board elects a new chair and vice-chair, please let the Open Meeting Law Coordinator know who the chair and vice-chair will be along with their term of office (with term start and end dates).

**Types and Duties of Boards and Commissions**

**Advisory**

Most boards and commissions fall into this category. Advisory boards have the primary responsibility of advising and making recommendations to a higher body or the City Council. It is the Council’s role to absorb the advice and recommendations offered by numerous sources and then make a decision to be implemented by the City Manager and staff. Because the recommendations of these boards are advisory, the Council may not always follow the recommendations offered. An example of an advisory board or commission would be a Village Planning Committee, which assists the Planning Commission in the performance of its duties. Village Planning Committee activities include commenting on proposals for the new zoning districts or land use districts and identifying areas or provisions of the General Plan text which need refinement and updating.

**Ad hoc**

Ad hoc committees are typically advisory in nature and are created to study, review and make recommendations regarding specific issues designated by the Mayor. The major difference between ad hoc committees and other advisory bodies is that ad hoc committees are established only for a limited, clearly defined time and at the end of the designated time, shall automatically be sunset or end unless the term is extended by the Mayor. An example of an ad hoc board or commission would be the Healthier Phoenix Initiative Ad hoc Committee which was created in December 2004 to bring members of the community together with the professional disciplines to address the promotion of good health. This Committee was sunseted in December 2007.

**Quasi-judicial**

A quasi-judicial board is a public body, other than a court of law, that possesses the power to hold hearings on disputed matters between a private person and a public agency and to make decisions in the general manner of a court regarding such disputed
claims. An example of a quasi-judicial board or commission would be the License Appeals Board, which conducts public hearings regarding the City denying, suspending, or revoking an individual’s business license. The decision of the Board is final and can only be appealed in Superior Court.

**Decision-making**

A decision-making board is a public body that possesses the power to select a course of action from multiple alternatives without having to seek the approval of a higher body, such as the City Council. In other words, like a quasi-judicial body, a decision-making board makes a choice rather than making a recommendation. An example of a decision-making board or commission would be the Parks and Recreation Board, which establishes operating policies for the City’s recreational facilities and services as required, enters into contracts to grant concessions, licenses and permits for the use of the City’s recreational facilities, and contracts with others for the use of recreational facilities needed by the city.

One thing to note is that certain boards can fall under more than one category. For example, in addition to its decision-making duties, the Parks and Recreation Board also has an advisory role. It advises the City Council on fees to be set by Council on golf courses, tennis centers and swimming pools and recommends acquisition, location, and nature of facilities to meet identified recreational needs.

**Appointment Process**

**First Step – Apply**

Board and commission membership appointments are made by the Mayor and approved by City Council members. To apply, individuals fill out an application (available online at http://phoenix.gov/CITYGOV/bdcomm.html#HOW). Part of the application process requires applicants to review the descriptions of the City’s boards and commissions and determine their top four (4) choices.

**Second Step – Review**

The Mayor’s Office will review the application and consult with the City Council Office for appointments that are linked to a specific Council District. As vacancies occur, the Mayor’s Office will contact applicants to ensure they are still interested in serving. If there are no vacancies, the individual is placed on a waiting list.

**Third Step – Appointment**

The Mayor’s Office will contact applicants to let them know when they will be appointed. Appointments are listed in a City Council Report issued by the Mayor. Appointments are approved by the Council at Formal Meetings held on Wednesdays at 3:00 p.m. in the Council Chambers located at 200 West Jefferson Street. The appointee has the option of being sworn in by the Mayor at the Council Meeting. The appointee can also be sworn in by any notary or by City Clerk staff. These options are discussed in more detail in the Loyalty Oath Section.
**Fourth Step – Orientation**

The Open Meeting Law Coordinator will send a new member packet to the board member. The packet contains several handbooks (including handbooks on the Open Meeting Law and Ethics) and a loyalty oath and ethics statement for the member to sign. The packet is given to applicants who are sworn in at Formal Council Meetings. If the applicant cannot attend the meeting, the packet is emailed. Additionally, many staff liaisons take the opportunity to contact the new board member and provide an orientation to procedures specific to that particular board.

After the board member is appointed, the staff liaison should work with the Public Works Department Employee Parking Coordinator (can be contacted at 262-7119) to obtain a parking pass and hang tag for the new board member. The parking pass and hang tag should be turned in when the member no longer serves on the board. Additional information can be found at: [http://inphx:8000/PUBWORKS/FACILITY/garages.html](http://inphx:8000/PUBWORKS/FACILITY/garages.html)

**Subcommittees**

**Subcommittee Formation and Purpose**

The board may establish, modify and terminate subcommittees, working groups, and ad hoc committees (hereinafter referred to as subcommittees) and charge these bodies with their powers, duties and responsibilities. The board's bylaws and debate and decorum rules (which are explained in the Voting Section) shall govern all subcommittee proceedings. The board may refer matters to the subcommittees for the purpose of collecting information, providing analysis and making recommendations to the board or, at times, a higher body, such as the City Council. Subcommittees may conduct public hearings on referred matters.

Usually, the subcommittee chair shall determine the meeting agenda consistent with the subcommittee’s charge. However, you should refer to your specific bylaws as certain boards have been set up to have the board chair review and approve all agendas, including those for subcommittees. Normally, the subcommittee is charged with a specific duty or role. For example, if the board has three duties, it may create three subcommittees with each examining one of those duties in more detail.

As mentioned previously, most subcommittees are advisory in nature, making recommendations to the main board or a higher body. However, there are a few subcommittees that have the ability to make their own decisions. For example, the Disability Assessment Committee, which is a subcommittee of the City of Phoenix Employees’ Retirement Board, has the ability to evaluate and decide whether disability retirement benefits should be granted. These subcommittees have their decision-making ability granted either through ordinance or bylaws.

**Subcommittee Membership**

Subcommittees should have a consistent body of members. The number of members should be set by the board or commission and a quorum would be a majority of the total members of the subcommittee. Additionally, the board appoints and removes the
members and chair for each subcommittee. It is recommended that at least one member of the board serve on the subcommittee (this member possibly could chair the subcommittee).

Boards often use subcommittees as a way to involve individuals who want to serve on the board, but cannot due to a lack of vacancies. The City strives to have a diverse makeup of its Boards and Commissions. Likewise, boards and commissions should look for diversity when filling their subcommittee rosters. An additional benefit to allowing non-board members to serve on subcommittees is that, as the staff liaison, you get to see if these individuals would possibly be good board members. For example, if the non-board member always attends the subcommittee meetings, prepares for the meetings ahead of time, and readily participates in the meeting, this individual may make a good board member. When a vacancy on the main board comes up, you can encourage this individual to apply and also recommend him or her to the Mayor’s Office.

All subcommittee members should officially declare participation in the subcommittee when it is formed or when it is time to make new appointments. In other words, you cannot have board members participating as they wish. Finally, there cannot be a quorum of board members on a subcommittee. Otherwise, a claim could be made that the subcommittee is doing the work of the full board. Additionally, there may be an Open Meeting Law (which is discussed in more detail in its own section) violation as well if the subcommittee (acting as the full board) exceeds its authority or goes beyond the posted agenda topics.

Staff Liaison Duties for Subcommittees

For staffing purposes, subcommittees should be treated as smaller versions of the board or commission. General staffing duties are discussed in more detail in the Roles and Responsibilities Section. In addition to your normal duties (which are discussed in detail throughout the rest of the resource guide), here are several things to be aware of when it comes to subcommittees:

- The meeting agenda **must** be posted at least 24 hours in advance of the meeting time, in accordance with the Open Meeting Law.
- The results and minutes are required for each subcommittee.
- The staff liaison needs to file the following items with the City Clerk Department Open Meeting Law Coordinator:
  - A list of all subcommittees;
  - A copy of each subcommittee’s membership list, noting the chair and vice-chair (if applicable);
  - A copy of the subcommittee’s charge;
  - Any changes to the subcommittee information; and
  - Creation of any new subcommittees or dissolution of existing subcommittees.
Board and Commission Members

The Role of Board and Commission Members
The primary role of most board members is to advise and make recommendations to the City Council. A select number of boards have decision-making authority, while others have quasi-judicial powers.

Board and commission members provide a great service to the City in terms of the commitment, interest, and expertise that they bring to the City. The opportunity for citizen participation in the decision-making process is crucial to open and responsive government. It is important to remember that these individuals are not paid for their work and they are volunteering their time and effort.

Term of Office
Each board member’s term of office can be found in the ordinance or resolution that establishes the board or commission. The term of ad hoc committee members is equal to the life of the committee itself. Generally, the terms of each member are staggered to ensure continuity on the board, with a third of the member terms expiring each year. The length of terms varies among the boards and in some instances, varies among members sitting on the same body.

Important note: Individuals serve as active board members until reappointed, removed, or replaced even if their term has expired. In other words, please assume any members with expired memberships continue to serve on your board and count toward quorum requirements. For an update on the possible reappointment or replacement of a member with an expired membership, please contact the Mayor’s Office.

Releasing Personal Information
Occasionally, you may receive a request from an outside third-party to release personal information (such as mailing addresses) of your board members. Per our Law Department, this information must not be released. You can direct the requestor to the City’s Boards and Commissions website (http://phoenix.gov/phxd/bdcomm/index.jsp) where they can obtain a list of board members (without any other personal information). If the requestor is insistent on obtaining mailing or other personal information, please contact the Open Meeting Law Coordinator.

Staff Liaisons

The Role of Staff Liaisons
The staff liaison facilitates and enhances the board’s operation and effectiveness. The liaison is responsible for ensuring that the board complies with the Open Meeting Law, providing technical expertise and research assistance, answering questions related to the City policies and procedures, and coordinating the involvement of other departments as needed.
The staff liaison role is critical to the boards and commissions process as the liaison is the link between the board and the City. The liaison is a neutral third-party who advises the board and ensures the board focuses its discussion on the properly posted agenda items. It is important for the staff liaison to develop a good working relationship with the entire board, including the chair and vice-chair.

**Responsibilities**

In addition to the primary role of serving as the contact and advisor to the board, the staff liaison has a variety of other duties, including preparing the agenda, reserving and setting up the meeting room, taking minutes (or ensuring minutes are taken), preparing meeting results, and keeping track of attendance, among other things. These duties and others are discussed in more detail throughout this resource guide. If the board requests that the staff liaison perform work or research that will take an extensive amount of time, the liaison should consult with his or her supervisor before committing to the task.

**The Mayor’s Office**

**The Role of the Mayor’s Office**

As previously discussed in Part One (Appointment Process), interested residents apply for a board or commission through the Mayor’s Office. Applicants are recommended by the Mayor and appointed by the Mayor and City Council. The Mayor also makes recommendations on reappointments and removals.

**Responsibilities**

A Senior Assistant to the Mayor reviews applications, contacts potential applicants, and serves as the primary contact to staff liaisons on member appointments, reappointments, resignations, and removals. Additionally, the Mayor’s Office contacts board members who have attendance issues. Initial member contact information (such as name and address) is entered into the City’s database (CityServe) by the Mayor’s staff. The Mayor’s Office also coordinates a recognition reception for all board members.

**Open Meeting Law Coordinator**

**The Role of the Open Meeting Law Coordinator**

The Open Meeting Law Coordinator is responsible for the administration and coordination of three main programs/functions for the City Clerk Department: the Open Meeting Law function; the City of Phoenix Lobbyist Program; and the Council Support Section.

**Responsibilities**

The Open Meeting Law Coordinator serves as the central contact for staff liaisons and board and commission members on all public-body related issues. The Open Meeting Law Coordinator also conducts training for staff liaisons and board members on the
overall board and commission processes. Additionally, the Coordinator updates the CityServe database with new information regarding staff liaisons and board and commission members. Duties related to the Open Meeting Law function include reviewing public meeting notices/agendas of the City Council, Council Subcommittees, Boards, Commissions, and Ad hoc Committees for proper preparation and posting. Work involves contacting the staff liaison if a potential problem exists, if the agenda is not in compliance with State Statutes or City Code, or if concerned citizens raise questions. The Open Meeting Law Coordinator also tracks meeting results and minutes. Additionally, the Open Meeting Law Coordinator provides training on Open Meeting Law requirements.
Part Two – Preparing for the Meeting

Loyalty Oaths and Personal Commitment Statements

**What is the Loyalty Oath and Personal Commitment Statement?**

The loyalty oath is a notarized, written affirmation in which board members promise to faithfully and impartially discharge the duties of their board. The personal commitment statement is a certification that the board member agrees to uphold the City of Phoenix Ethics Policy to the best of his or her ability. These forms are sent to members upon appointment by City Clerk staff.

**Why Do Board Members Need to Sign These Forms?**

Board members are required by State law (A.R.S. Title 38, Chapter 2, Article 4) to sign loyalty oaths and personal commitment statements per City policy. For loyalty oaths, State law requires that members sign and file (with the City Clerk Department) the oath prior to participating in a meeting or otherwise exercising the powers of the office they were appointed to hold. **Loyalty oaths must be signed upon appointment and reappointment and must be signed for each board or commission the individual is appointed to.**

The personal commitment statement is found at the end of the City of Phoenix Ethics Handbook that is sent to all new board members. The personal commitment statement is not a notarized document and needs to be signed only upon initial appointment. There is no need to sign the commitment statement for reappointments. However, the statement should be signed for each board or commission the individual is appointed to. For more on this topic, please see the Ethics Section.

**How Board Members Can Take and File These Forms**

Board members have three options for meeting the loyalty oath and personal commitment requirements:

1. The member may sign the loyalty oath before a notary public and send the oath and personal commitment statement (assuming he or she is a new member) to:
   
   Phoenix City Hall – City Clerk Department  
   Attn: Open Meeting Law Coordinator  
   200 West Washington Street, Suite 1500  
   Phoenix, AZ 85003

2. The member may come to the City Clerk’s Office, sign the oath, and file it (and the commitment statement, if applicable) directly with a staff person from that office. **The City Clerk employee administering the oath is a notary public and will provide notarization free of charge.** The City Clerk Department is located on the 15th Floor of Phoenix City Hall and is open Monday through Friday from 8:00 a.m. to 5:00 p.m.
3. The member may also be sworn in by the Mayor during a Formal Council Meeting. Members must arrive before the meeting starts and let City Clerk staff know they would like to be sworn in. At that time, the member will sign the written oath. When the meeting begins, the Mayor will call forth those present to be sworn into office. **It is important to stress to board members that they still need to sign the written oath, even if the Mayor swears them in.** Formal Council Meetings are held on Wednesdays at 3:00 p.m. in the Council Chambers located at 200 West Jefferson Street. If you know a board member will be exercising this option, please notify the Mayor’s Office and the Open Meeting Law Coordinator.

As the staff liaison, it is vital to explain to board members the need to sign their loyalty oaths in a timely fashion upon appointment and reappointment. At times, some reappointed board members may not understand why the oath needs to be signed, especially since they signed it once. In these situations, you can explain that it is required by State law and the requirement has been confirmed by our Law Department. If the member has further questions, please have them contact the Open Meeting Law Coordinator at 602-256-3186.

**Attendance**

**Importance**

It is always preferable to have full attendance as compared to a bare quorum. Here are several rationales that you can provide to board members when explaining the importance of attendance:

- The City Council appoints board members for their experience, background and perspective in a particular policy area and the Council wants the benefit of those factors when the board is making a decision.
- More members in attendance will mean a greater likelihood of diversity of thoughts and opinions and hopefully generate a fruitful discussion.
- Bare quorums mean a greater possibility of meetings being cancelled or cut short due to last minute no shows, members having to declare a conflict of interest, or members leaving early. This not only wastes the considerable time of members and staff, delays the important work of the body, and is disappointing to the members and staff who attended the meeting, but it also sends a negative message to any members of the public who may have wished to speak on an item and believe their time was wasted.

**Requirements**

Board members are expected to attend all regularly scheduled meetings. **It is important to stress that board members should contact the staff liaison as soon as they know they will not be able to attend a meeting.** The sooner the liaison knows that a quorum will not be present, the sooner the meeting can be cancelled and rescheduled.
Per City Code (Part II, Chapter 2, Article I, Division 2, Section 2-14), if a board member fails to attend 3 consecutive regularly-scheduled meetings or fifty percent of the regularly-scheduled meetings held during any calendar year, the City Council may declare such member’s seat vacant and his or her term expired. Staff liaisons should contact the Mayor’s Office with attendance issues.

Temporary Leave of Absence
A member cannot declare that he or she is taking a temporary leave of absence in order to alleviate a quorum problem. In other words, that individual would still count towards the quorum, even if that member was absent for an extended period of time. If a member knows he or she will be absent for an extended period, it is important the member let the staff liaison know so that the Mayor’s Office can be informed.

Resignations
All resignations should be forwarded to the Mayor’s Office for processing. The Mayor’s Office will confirm that the resignation is official and remove that member from active membership. Until this occurs, the member is considered an active member and counts toward quorum requirements. For this reason, it is important to forward all resignations in a timely manner.

Tardiness
If meeting are starting late due to a lack of a quorum, it may be beneficial to have the chair remind the members of the importance of timely attendance or you may want to talk to individual members to see if there is something causing them to be late (such as the meeting is too early or they have a conflicting commitment). After talking to the individual, confer with the chair to see if a solution can be reached (starting the meeting 15-30 minutes later for example). If the individual provides no reason and continues to be habitually late, please contact the Mayor’s Office for follow up.

Quorum
What is a Quorum?
A quorum is the number of members of the public body required to be in attendance at meetings in order for the meeting to be held. A.R.S. Title 1, Chapter 2, Article 2, Section 1-216 (B), states that a quorum for the boards and commissions of the State or its political subdivisions is a majority. Since the statute does not specify what is meant by a majority, the City of Phoenix is bound by the common law rule, which states that a quorum is a majority of the number of members established by the ordinance or resolution creating the body. It is a good idea to have the staff liaison call roll at the beginning of the meeting and announce that a quorum has been established.

How to Calculate a Quorum
For boards with an even number of members, the rule of thumb is that a quorum is half plus one of the number of members, regardless of vacancies, established by ordinance or resolution. For example, if your board has twenty members, then you would need to
have 11 members present to have a quorum. For boards with an odd number of members, the rule of thumb is that a quorum is a simple majority of the members, regardless of vacancies, established by ordinance or resolution. For example, if there are 9 authorized members of your board, then you would need to have 5 members present to have a quorum. Please contact the Mayor's Office with any vacancy-related questions or issues.

Most boards have a set or fixed number of members with an example being the License Appeals Board. The License Appeals Board has seven authorized members, with four members needed for a quorum. If the License Appeals Board had two vacancies (bringing its current membership down to five) it would still need four members for a quorum. This is because the Board has a set number of members and the law states that a quorum is a majority of the authorized members. In other words, for a board with a set membership, the quorum requirement never changes regardless of the number of vacancies. For example, if the License Appeals Board had only three current members, it could not hold a meeting because the quorum requirement is four members.

However, there are several bodies that have a minimum and maximum number of members, one example being the Development Advisory Board. For boards like this, the quorum number is based on the current membership of the body, which cannot be less than the minimum.

For example, the Development Advisory Board has a minimum membership of 9 and a maximum membership of 26. If its current membership is 18, the quorum would be based on the current membership (half plus one or 10). Other boards that have minimum and maximum memberships include the 2006 Citizens Bond Executive Committee and the Industrial Development Authority Board.

In addition to the minimum/maximum boards, there are also boards that have “no more than” or “up to” a certain number of members. These boards do not have a set or fixed number of authorized members. For boards without a fixed number of members, the quorum requirement is based on a majority of the current membership.

Examples of boards with memberships of “no more than” or “up to” a certain number are the Village Planning Committees. For example, the Estrella Village Planning Committee shall have no more than 21 members. If the current membership is 10 members, its quorum would be 6 members because the quorum requirement is based on its current membership. If you are a staff liaison to a “no more than” or “up to” board and need to know what your current membership is, please contact the Open Meeting Law Coordinator at 256-3186.

**Maintaining a Quorum Throughout the Meeting**

If a meeting is started with a minimum or bare quorum and the quorum is lost due to a member leaving, a member declaring a conflict of interest (see the Conflict of Interest Section for more information), or some other reason, items cannot be discussed or acted on until the quorum is regained. If it is not possible to regain the quorum, the
meeting must end with any remaining items considered at the next board meeting. If it is known in advance that a member has to leave a meeting early (and that member makes quorum), important business, such as items of a time-sensitive nature or requiring action, should be moved to the front of the agenda.

If the item cannot be discussed at the meeting due to a loss of quorum, staff liaisons should encourage members of the public who came to comment on the item to attend the next board meeting. However, if the item must be forwarded to a higher body (with no recommendations since the board could not consider the item), staff liaisons should encourage members of the public to attend the higher body’s meeting to provide input. For example, if a Village Planning Committee does not have a quorum and the item is scheduled to be heard at the next Planning Commission meeting (which is a higher body), staff should encourage members of the public to attend the Planning Commission meeting. For this reason, it is important to have any applicable future dates (whether those dates are for another board or the City Council) available at the meeting for quick reference.

In the majority of cases, when a member declares a conflict of interest, he or she cannot be counted towards the quorum requirement. However, Arizona’s Conflict of Interest Law (A.R.S. Title 38, Chapter 3, Article 8, Section 38-508) provides one exception. In the event a board member has a potential conflict of interest that prevents the board from acting as required by law, the member may participate in the matter’s decision ONLY if the member declares his/her interest on the record. This should only occur when non-participation by the member would absolutely prevent the board from taking an action to be done by law within a specific time period. In other words, if a vote on the decision can be delayed until the next meeting, it should. The staff liaison must then work to ensure that a quorum will still be available when the member declares a conflict of interest.

In the week leading up to the meeting, the staff liaison should contact each board member by telephone or e-mail (if using e-mail make sure to blind carbon copy the members) to determine if they can attend the upcoming meeting. Assuming you can only confirm a minimum quorum, you may want to consider canceling the meeting because if one of the members does not show, you cannot discuss or act on items. If canceling the meeting is not an option, call each confirmed member and stress the importance of attending the meeting and explaining the quorum requirement. If a quorum does not exist or is lost and cannot be regained, the meeting should not be held or it must end (in cases where the quorum cannot be regained).

The Open Meeting Law

What is the Open Meeting Law?

Board and commission meetings are public meetings which are conducted openly in compliance with the Open Meeting Law. The Open Meeting Law promotes openness in government and ensures the general public has access to government processes. The Open Meeting Law applies anytime a quorum gathers and discusses business at a
meeting, retreat, workshop, tour, or social function. For more information about quorums, please see the Quorum Section.

The Open Meeting Law is a State Law (A.R.S. Title 38, Chapter 3, Article 3.1) which requires all public bodies (which includes all types of boards, commissions, committees and their subcommittees) to conduct their properly posted meetings in an open environment. Proper posting means that an agenda or meeting notice must be made available to the public at least 24 hours before the meeting with the meeting’s time, date, location, and items for discussion and/or action indicated on the notice. Meeting notices are placed on a posting board located outside City Hall and online at http://phoenix.gov/PUBMEETC/indxhtml.html. The City Clerk Department has been designated by the City Manager to administer the Open Meeting Law for the City.

**Allowed and Prohibited Communication Methods**

The Open Meeting Law opens government to public review and prevents public bodies (such as boards and commissions) from making decisions in secret. Communications, such as telephone calls, e-mails, and other electronic devices used to bypass the OML and its purposes subjects the public body members to sanctions. *(Arizona Attorney General Opinion No. 105-004 (R05-010), available online at: http://www.azag.gov/opinions/2005/I05-004.pdf)*

Here are some examples of prohibited and allowed communication methods under the Open Meeting Law:

- **Prohibited**: Public body members cannot circumvent public discussion by splintering the quorum and having separate or serial (one after another) discussions. For example, one board member cannot call, e-mail, or have a face-to-face discussion with another board member and then pass on the results of that discussion to a third board member either by e-mail, phone, or a face-to-face discussion.

- **Prohibited**: An e-mail from a board member to the entire board or to a quorum of the board that proposes action would be considered a meeting and subject to the OML, even if no board members respond to the e-mail. For example, an e-mail sent from a board member to the board which states “We should approve the grant to the elementary school” would be considered an action and would violate the OML.

- **Allowed**: An e-mail request by a board member to the staff liaison for specific information does not violate the OML, even if the other board members are copied on the e-mail. The staff liaison may reply to all the board members without violating the OML as long as the response does not communicate the opinions of the other board members. However, if further clarification is needed, the board member should only respond to the staff liaison and not copy the other board members as this would constitute a discussion or deliberation, which violates the OML.
• **Allowed:** A board member may e-mail the staff liaison and the rest of the board requesting that an item be placed on a future agenda. The other board members should not respond to the e-mail as this would constitute a discussion and violate the OML.

**Bottom Line**
There are risks whenever board members send electronic communications or talk to each other in person or by phone. For example, even if the first e-mail does not violate the OML, there is a chance that subsequent responses could. In addition, board member #1 could be talking with board member #2 about an item, not realizing that board member #3 and board member #4 are also talking about the same item. This exchange of e-mails might result in a discussion or deliberation that could violate the OML. A final consideration is that e-mails generated by board members and/or staff pertaining to government business are public records. These e-mails must be preserved according to the public records retention schedule and be available for inspection. Therefore, based on these reasons, it is best that board members communicate at public meetings about board business and not through telephonic or e-mail methods.

**Additional Resources**
For more information on the Open Meeting Law, please refer to the *Arizona Open Meeting Law Handbook*. There is also an Arizona Attorney General Opinion on the Open Meeting Law that is online at [http://www.azag.gov/opinions/2005/I05-004.pdf](http://www.azag.gov/opinions/2005/I05-004.pdf). Additionally, the City Clerk Department provides a presentation to boards on the Open Meeting Law. To schedule a presentation, please contact the Open Meeting Law Coordinator at 256-3186. Finally, the City offers an “Open Meeting Law / Robert’s Rules of Order” professional development class. To register for this class, please consult the Training and Development Catalog found online at [http://phoenix.gov/extranet/echris/catalogf.pdf](http://phoenix.gov/extranet/echris/catalogf.pdf).

**Executive Session**

**What is an Executive Session?**
An executive session is a gathering of a quorum of members of a public body from which the public is excluded for one or more of the subjects prescribed in A.R.S. Title 38, Chapter 3, Article 3.1, Section 38-431.03 (discussed below). In addition to the members of the public body, officers, appointees and employees, only individuals whose presence is reasonably necessary in order for the public body to carry out its executive session responsibilities may attend the executive session.

**Subjects that Can be Discussed in an Executive Session**
Upon a public majority vote of a quorum of the board members, a public body may hold an executive session to discuss several topics, including:
1. Discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of a public officer, appointee or employee of any public body, except that, with the exception of salary discussions, an officer, appointee or employee may demand that the discussion or consideration occur at a public meeting. The public body shall provide the officer, appointee or employee with written notice of the executive session as is appropriate but not less than twenty-four hours for the officer, appointee or employee to determine whether the discussion or consideration should occur at a public meeting.

2. Discussion or consideration of records exempt by law from public inspection, including the receipt and discussion of information or testimony that is specifically required to be maintained as confidential by state or federal law.

3. Discussion or consultation for legal advice with the attorney or attorneys of the public body.

4. Discussion or consultation with the attorneys of the public body in order to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are the subject of negotiations, in pending or contemplated litigation or in settlement discussions conducted in order to avoid or resolve litigation.

5. Discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations with employee organizations regarding the salaries, salary schedules or compensation paid in the form of fringe benefits of employees of the public body.

6. Discussion, consultation or consideration for international and interstate negotiations or for negotiations by a city or town, or its designated representatives, with members of a tribal council, or its designated representatives, of an Indian reservation located within or adjacent to the city or town.

7. Discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations for the purchase, sale or lease of real property.

Legal action involving a final vote or decision **shall not** be taken at an executive session (with the exception of instructing its attorneys as noted in #4 above). Rather, a vote in a publicly-posted meeting must be taken. Additionally, the item(s) to be discussed in executive session must be listed on the agenda (see the next section for examples on how to create agenda items for an executive session). Finally, it is important to advise those who are present that the information discussed is confidential.

**Agenda Example**
Here are two examples for ways to put an executive session on your meeting agenda:
Pursuant to Arizona Revised Statutes, Section 38-431.02B, notice is given that the [Board Name] may vote to go into Executive Session, or Sessions, for discussion or consultation, for legal advice with the attorney or attorneys of the public body for any agenda items listed below, as authorized by Arizona Revised Statutes, Section 38-431.03 (A)(3) or for discussion of records and/or information that is exempted by law from public disclosure, as authorized by Arizona Revised Statutes, Section 38-431.03(A)(2). If authorized by a majority vote of the [Board Name], the Executive Session will be held immediately after the vote and will not be open to the public. If a decision is requested, the [Board Name] may decide the matter in the public meeting or defer the decision to a later date.

OR

Pursuant to A.R.S. Section 38-431.03 (A) (1) (2) and (3), the [Board Name] may vote to convene in executive session to discuss personnel matters, to discuss or consider records exempt by law from public inspection and/or discussion or consultation for legal advice under items 3 – 5. The [Board Name] will vote on action to take on these items in open session.

Meeting Notice (Agenda) Process

Types of Agendas

The meeting notice or agenda is normally set by the board chair, with input from the board members and the staff liaison. The agenda should be specific enough to allow members of the public to have a general idea of what will be discussed and may be voted on (if the item is set for action). The public is entitled to know what could potentially take place. Additionally, specific agenda items help focus the board’s discussion and possible action. It is important to review the agenda ahead of time for completeness and accuracy as only listed items may be discussed and only items listed for action may have an action taken. In the event that a previously-posted or regularly-scheduled meeting is cancelled, the staff liaison should draft a cancellation notice.

In addition to regular meeting notices, there are also notices for events, retreats or workshops, and tours. At these types of events a quorum of the board may or may not be present. Additionally, discussion and action on board-related business may not occur at events, retreats/workshops, and tours because the event is not properly posted for discussion and/or a quorum of board members may not be there. For example, several boards have orientation trainings for new board members which “veteran” board members normally do not attend since they already understand the board’s processes and procedures. Rather, discussion and action takes place at a publicly-posted meeting with a quorum of the full board in attendance.

For example, if your department was involved with a City-sponsored luncheon and there was a possibility that board members may attend this luncheon, you would post an event notice. For the Ability Counts Awards Luncheon, the Equal Opportunity Department posts an event notice that states that a quorum of the Mayor’s
Commissions on Disability Issues, the Phoenix Women’s Commission, and the Human Relations Commission may or may not be in attendance, noting that no business will be discussed or acted on. Likewise, if you have a retreat for new board members, you would post a retreat/workshop event notice, noting that only training and/or information will be provided. Finally, if your board is going on a tour of a location related to an upcoming agenda item, you would post a tour notice noting that information may be provided, but any discussion and/or action on the agenda item will occur at a publicly-posted meeting.

**Important note:** For a tour, if you provide transportation (for example in a bus or van) for the board members, you must also make this transportation available to the public. However, if all board members drive to the tour site individually, you do not have to provide transportation to the public.

**Creating the Agenda**

There are templates available for posting meeting, retreat, tour, and cancellation notices. To access these templates:

- Open Microsoft Word;
- Click on **File** (which is in the upper left hand corner);
- Then click on **New**;
- On the right hand side, you should see a tool bar labeled “**New Document**”;
- Go down to “**New from Template**”;  
- Click on “**General Templates**” *(note: some servers have a Citywide Templates tab)*;
- Scroll down and all the templates start with “**OML**”;  
- Select the template needed and double click to open;
- Replace the shaded areas with meeting information, as well as the agenda items;
- Remember to save your agenda on one of your drives with a specific meeting name.

**Sending Out the Agenda**

The staff liaison normally types up the agenda and submits it to the OML mailbox (OML/CLK/PHX). The agenda and all revisions to the agenda must be posted 24 hours in advance of the meeting. If you are submitting an agenda shortly before the 24-hour deadline, please call the Open Meeting Law Coordinator at 256-3186 to provide a “heads up” that an agenda must be posted shortly.

The agenda should be sent to board members either through U.S. mail or by e-mail. If sending by U.S. mail, ensure there is adequate time for the agenda to be received before the meeting takes place. The OML requires that agendas be sent to board members at least 24 hours before the scheduled meeting. If sending by e-mail, it is important to make sure to **blind carbon copy (bcc)** the recipient list. By blind carbon copying, you greatly reduce the chances of the board members copying other members if they respond to your e-mail. This in turn decreases the chances of an Open Meeting Law violation as it reduces the likelihood of board members e-mailing each other regarding the agenda. An Open Meeting Law violation would occur if the members discussed the agenda outside a publicly-posted meeting.
In addition to blind carbon copying, it is **highly recommended** that the following “blurb” is located at the bottom of all e-mail correspondence to board members:

**NOTE TO [BOARD MEMBERS, COMMISSIONERS, OR COMMITTEE MEMBERS]:** To ensure compliance with the Open Meeting Law, recipients of this message should not forward it to other members of the [Board or Commission name]. Members of the [Board or Commission name] may reply to this message, but they should not send a copy of the reply to other members.

Board members can respond to staff’s e-mail, but should not discuss or deliberate with other board members through e-mail.

**Ensuring the Agenda is Posted in a Timely Manner**

Here are some tips to consider when submitting your agenda to the OML mailbox:

- Submit the agenda as early as possible to ensure adequate time for posting.
- As mentioned previously, the agenda must be submitted at least 24 hours in advance of the meeting time.
  - However, it is important to take weekends and holidays into account.
  - For example, for a 9:00 a.m. Monday meeting, the agenda should be submitted in time for posting by 5:00 p.m. on the previous Friday.
  - If there is a City holiday on a Monday and your board has a 9:00 a.m. Tuesday meeting, the agenda should be submitted in time for posting by 5:00 p.m. on the previous Friday.
- When sending any e-mail to the OML mailbox, make sure to select “Return Receipt” under “Delivery Options.” This will ensure that you have documentation that the e-mail was received by OML staff.
- As a follow up, please check the Public Meeting Notices webpage ([http://phoenix.gov/PUBMEETC/index.html](http://phoenix.gov/PUBMEETC/index.html)) later in the day (after sending the agenda to the OML mailbox) to verify the meeting notice has been posted and check the Official Posting Board located outside City Hall.
- The OML Coordinator will review the meeting notice for compliance with OML requirement prior to posting and will contact the staff liaison with any issues.
- Between meeting notices, results and minutes, there are over 4,500 e-mails sent to the OML mailbox on a yearly basis. For this reason, it is vital to use the following format in the subject line on all e-mails submitted to the OML mailbox:
  - **Meeting Notices** – “Notice – Date of Meeting – Name of Public Body”
  - **Meeting Results** – “Results – Date of Meeting – Name of Public Body”
  - **Meeting Minutes** – “Minutes – Date of Meeting – Name of Public Body”

**Getting Ready for the Meeting**

**Meeting Location**

It is important to reserve a room as early as possible for your meeting and, if possible, for a year at a time (to ensure a consistent meeting location). There are several locations in and around City Hall. For meetings, the City Hall Assembly Rooms, City
Council Chambers, the Personnel Building Testing Room, several rooms in Historic City Hall, and the City Hall 10th Floor East Conference Room can be reserved. For events, the Calvin C. Goode Lobby, Cesar Chavez Plaza, City Hall Atrium, and City Hall Plaza can be used. To reserve any of these meeting spaces, please use the online reservation form found at [http://inphx:8000/PUBWORKS/FACILITY/resform.html](http://inphx:8000/PUBWORKS/FACILITY/resform.html). Additionally, you may want to consider holding your meeting at a public library, recreation or senior center, or public school.

After confirming that the room is available for the dates needed, but before finalizing the location, it is a good idea to check it out. Some things to look for include:

- Is the room large enough to accommodate board members, staff and members of the public?
- Is the room relatively free of external disturbances, such as ringing telephones, traffic, and noise?
- Does the room meet your audio-visual needs? What equipment is available and what will you have to bring in?
- Is it easily accessible to board members, staff and the public or will signage need to be directing individuals to the meeting location?
- Is there enough seating and are the seats relatively comfortable?
- Is the location accessible for people with disabilities?
- Will building staff be on hand to help with any problems, such as electrical issues, room temperature, extra chairs or tables, letting people in (if meeting held after business hours, etc?)

**Items to Bring to the Meeting**

Here is a list of helpful items to bring to every meeting (please note that not every staff liaison will need all these items):

- Copies of the agenda
- Copies of reports to be presented
- Sign-In Sheet for members of the public and City staff
- Board member list and contact information
- Name tents for board members and staff
- Seating chart
- Board member attendance information
- Copies of board's ordinances or resolutions and bylaws
- List of board's significant accomplishments
- If items voted on by board will be considered by a higher body (i.e. the City Council), have the date of that Council Meeting available for interested members of the public
- Boards and Commissions Staff Liaison Resource Guide
- Minute book (containing copies of at least last 12 meeting minutes, preferably more)
- Staff contact information (bring business cards to hand out to members of the public)
- Mayor/ Council Information (which can be found online at: [http://phoenix.gov/CITYGOV/MAYORCOUNCIL/index.html](http://phoenix.gov/CITYGOV/MAYORCOUNCIL/index.html))
● City and Department Organizational Chart (which can be found online at: http://phoenix.gov/citymanager/orgchart.pdf)
● Calendar and future meeting schedule
● Watch/timer
● Extra pens and notepads
● White board or flip charts
● markers
● Tape recorder and tapes (if recording meeting)
● Speaker cards for members of the public to fill out (optional)
● Emergency contact numbers (Department Head, room or building contact)
● Audio-visual equipment, such as a laptop and projector
● Copies of any presentations on flash drive or computer disks
● Printed copies of presentations in case laptop does not work
● Reasonable accommodation materials
● Parking validation
● Security (if needed to deal with large crowds and/or a controversial issue)

*Remember to arrive early to ensure proper setup and deal with any unanticipated issues.*
Part Three – Staffing the Meeting

Meeting Management

Who Runs the Meeting?
The chair shall be the presiding officer in all board or commission proceedings. During the absence of the chair, the vice-chair shall act as chair. If the vice-chair assumes the chair position, a notation is made in the minutes. If neither the chair nor vice-chair can attend the meeting, the past chair, past vice-chair, or most senior member may act as chair. However, there is no formal order of who would take over during the absence of both the chair and vice-chair and the board can choose to elect a presiding officer for the meeting.

Chairs and vice-chairs normally serve for a predetermined period of time (for example, 1 or 2 years). Normally, their term length is set out in the board's bylaws along with the nomination process. There are some boards, such as the Human Services Commission, that has their chair and vice-chair appointed by the Mayor and City Council. However, many boards elect their own chair and vice-chair by having a board member make a motion to select another member as chair. If seconded by another member, the nomination is voted on by the full board. This process can be repeated for the vice-chair position. When it comes time to elect the board leadership, it is recommended that the nomination process be an agenda item.

Role of Staff Liaison
It is highly recommended that the staff liaison sit next to the chair (on either side). This allows the staff liaison to provide guidance and communicate easily with the chair especially when concerns, such as a possible violation of the Open Meeting Law, come up during the meeting. The vice-chair should sit on the other side of the chair. The staff liaison's primary role is as an advisor to the chair, vice-chair and board. At the meeting, the staff liaison's duties include:

- Greeting members of the public and seeing if they would like to comment on agenda items. If so, have them fill out a speaker card and present it to the chair for use when the item comes up during the meeting.
- Tell the chair when everyone is present and when the meeting should begin.
- Remind the chair of any correspondence to be read at the meeting or any presentations to be made.
- Advise the board on applicable State laws and City policies, ordinances, resolutions, bylaws, and actions taken at previous meetings.
- Ensure the board is staying on topic and only discussing items that are on the posted agenda. If the board wanders off the posted agenda, remind the chair that it is important to stay on the posted agenda due to the Open Meeting Law.
- Ensure that the Open Meeting Law and Robert’s Rules of Order are being followed.
• Keep track of the discussion time for each agenda item. If the discussion is taking significantly longer than anticipated, let the chair know so a decision can be made about the best way to proceed through the rest of the agenda.
• When it is time to plan the future agenda, keep track of activities or decisions that were deferred to upcoming meetings and let the chair know.

The staff liaison has many significant duties. For this reason, we recommend that a second staff person take minutes to allow the staff liaison to fully concentrate on the aforementioned duties, along with any board-specific duties. This second person should not be a board member.

Minute Taking

Purpose of Taking Minutes
Minutes are the official, formal record of what occurred in a meeting and are essential for continuity and as information for future boards. Minutes summarize action taken, action planned, responsibilities, and deadlines. Minutes can vary in length depending on the meeting length and the desires of the meeting body, chair, or management.

All boards, commissions and their subcommittees (including ad hoc committees and working groups) are required to take minutes under the Open Meeting Law. Additionally, minutes are public record and must be available to the public within three days of the meeting. If minutes have not been finalized, a tape recording of the meeting or handwritten readable notes will meet this requirement. Additionally, if an individual requests minutes that have not been approved, the minutes can be marked “draft.”

What Must be Included in the Minutes?
Good minutes serve to refresh the minds of the meeting body on points of fact. The agenda items, decision and actions will provide the outline of the record. Minutes should detail, in outline form, all subjects discussed, decisions reached, and relevant opinions and ideas offered during the discussion.

Minutes should include:
• The date, time, and place of the meeting. Include the actual time the meeting was called to order and the actual time the meeting was adjourned.
• The members recorded as either present or absent along with a list of the members of the public and staff in attendance.
• The names of the persons making statements or presenting material, and a reference to the item or topic they discussed.
• A general description of matters discussed or considered. Minutes must contain information regarding matters considered or discussed even if a vote was not taken.
• An accurate description of all legal actions proposed, discussed or taken and the voting process.
  o The components of the voting process include the names of the members who made the motion and seconded the motion.
Additionally, the numerical breakdown of the vote (for example 4 in favor, 1 opposed) should be noted. It is beneficial to reflect the names of those who voted in favor or against the motion.

If a member declares a conflict of interest, that should be noted in the minutes as that member not voting due to a conflict of interest.

- If a board member arrives after a meeting has started, list their names under "Members Present" and then make a notation by the item number in the minutes to indicate when they arrived. The time they arrived is not as important as at what point during the meeting they arrived.
- If a board member leaves during a meeting, make a notation by the item number in the minutes or during the discussion of the item to indicate at what point they left. Also, make a notation if they come back to the meeting. If a quorum is lost (due to members leaving) at any time during the meeting, the meeting should end. For more information on quorum, please see the Quorum Section.
- If a board member participates via telephone, minutes should identify those members participating by telephone.
- One item that normally is not included in the minutes is any attachment.
  - If a critical report is handed out and discussed at the meeting, the key points should be addressed under that agenda item.
  - Occasionally, a list of residents attending a meeting may be attached if the list is very long.
  - Any background information should be retained by staff.

**Are Minutes Required if There is no Quorum?**

If a quorum is not present, there is no meeting and therefore there is no need to take minutes. However, there is one exception to this rule. If individuals had been invited for a special presentation and they could not be rescheduled (for example, they are from out of town), the presentation could be given, but must not be discussed. Staff should take written notes regarding the content of the presentation and present that report to the board at the next meeting. Board members should review the report’s content and their discussion of the report would be included in the minutes of that future meeting. If board members observed the presentation, they should not comment on their observations of the presentation. Rather, their comments should be limited to their thoughts of the written report. Finally, since the notes on the presentation would have no legal significance because of the lack of a quorum, the notes should not be filed with the City Clerk.

**Are Minutes Required for an Executive Session?**

Minutes are required for an executive session. However, minutes of an executive session are confidential and may not be disclosed to anyone except members of the public body and certain necessary staff members.

Executive session minutes must include the following:

- The date, time and place of the meeting. Include the actual time the meeting was called to order and the actual time the meeting was adjourned.
- The members recorded as present or absent.
A general description of the matters considered.
  o The detail of the minutes should be the same as in regular meeting minutes by providing a record of what took place in the executive session.
  o However, no decisions can be made in executive session; therefore there will be no votes to record.

An accurate description of all instructions given to attorneys.

Any other information deemed appropriate. For example, the public body might record that those present were advised that the information discussed and the minutes are confidential.

**Approving the Minutes**

Minutes generally are sent with the agenda of the next meeting to be reviewed by all members. There is no legal requirement to approve minutes. However, minute approval has become a custom for most boards and commissions. Normally, when minutes are approved, the approval is noted in the minutes of that next meeting. Any member may make a motion to approve the minutes. Even a member not present during the meeting for which minutes are being approved may make the motion. This is useful when there has been a complete turnover in board membership. In these cases, the staff person who wrote the minutes can attest to their accuracy before a board member moves to approve the minutes.

If a board member makes a correction to the minutes and no other board members object, the minutes are considered approved when the members vote. Any disputed corrections would need to be formally voted on by the group. Once approved, minutes become official government documents and their form is fixed. Any changes to approved minutes can only be made by a vote of the body that approved those minutes.

**Tips for Good Note Taking**

- Minutes are summary in nature. If a verbatim transcript is necessary, think about hiring a freelance court reporter or tape the meeting and have it transcribed.
- Before your first meeting as minute taker, read previous minutes as this will help you understand specific terminology or jargon used by the board and recent topics that were discussed.
- Use name tents for board members. This will help you to know the participants and how to spell their names.
- As much as possible use shorthand or abbreviations when taking notes.
- If you miss something critical (such as a motion) or are not sure of what was said, ask for it to be restated for the record.
- Record ideas instead of every single comment. That being said, motions, resolutions or changes/amendments to bylaws should be written down verbatim.
- Concentrate on getting the essence of the discussion.
- Write in script (cursive) form and use a gel or rolling ball-point pen.
- Make yourself as comfortable as possible.
- Be alert, listen carefully, and write objectively.
* For information on drafting and filing minutes, see Part Five – After the Meeting.

**Additional Resources**
The City offers an “Effectively Taking Minutes” professional development class. To register for this class, please consult the Training and Development Catalog found online at [http://phoenix.gov/extranet/echris/catalogf.pdf](http://phoenix.gov/extranet/echris/catalogf.pdf). Additionally, sample minutes are found in Appendix D of this resource guide.

**Robert’s Rules of Order**

**What is Robert’s Rules of Order?**
Robert’s Rules of Order provide instruction, guidance and consistency for how meetings are conducted. Robert’s Rules are used only as a supplement to City policy. Therefore in any conflict between Robert’s Rules and City policy and procedures, the City’s policy takes precedence. Robert’s Rules regarding debate and decorum are further discussed in the Voting Section.

**Additional Resources**
The City Clerk Department provides a presentation to boards and commissions on Robert’s Rules of Order. To schedule a presentation, please call the Open Meeting Law Coordinator at 256-3186. Additionally, the City offers an “Open Meeting Law / Robert’s Rules of Order” professional development class. To register for this class, please consult the Training and Development Catalog found online at [http://phoenix.gov/extranet/echris/catalogf.pdf](http://phoenix.gov/extranet/echris/catalogf.pdf).

**Voting**

**Who Can Vote?**
The chair shall have a voice and vote in all board or commission proceedings. This is one instance where the City does not follow Robert’s Rules of Order, which states that the chair is a non-voting member.

Most board members have the right to vote. One exception to this rule is ex-officio members who normally do not have the right to vote. Ex-officio is a Latin phrase meaning "from the office" and describes someone who has a right to serve on a board because of an office held, such as a Department director. For example, one of the members of the Parks and Recreation Board is the Parks and Recreation Department Director who serves in a non-voting, ex-officio capacity. While they cannot vote, ex-officio members can discuss agenda items, providing their expertise and input. Additionally, ex-officio members are not normally counted toward quorum requirements.

**Can a Designee or Proxy Vote?**

No, this is not allowed. At times, a board member will be unable to attend a meeting and ask if a representative (also known as a designee, delegate, or proxy) can be sent in his or her place. While allowed under Robert’s Rules of Order, this practice is not
allowed under the Arizona Open Meeting Law. Since the City must follow the Open Meeting Law, representatives are not allowed for boards or commissions or their subcommittees. Additionally, the loyalty oath and ethics statement are linked to a specific person rather than to a group of people, such as the board member or his or her designee. Finally, in addition to not having voting rights, representatives cannot be counted towards quorum requirements as this also violates the Open Meeting Law.

**Can Board Members Abstain from Voting?**

Unless outlined differently in the board’s bylaws, board members are allowed to abstain from voting. A board member’s vote shall not be counted when a failure to vote occurs, an abstention is announced, or the board member physically leaving the meeting with his or her absence noted for the record. If a member leaves the meeting, the member cannot be counted toward quorum requirements during their absence. A significant thing to remember is that the Mayor and Council may have appointed the member for his or her expertise on the subject. Board members negate their vote by abstaining from voting.

If a board member abstains from voting, the abstention should be noted in the minutes in some way similar to the following:

[Number and/or Name of board members] who voted Yes or Aye, [Number and/or Name of board members] who voted No or Nay, and [Number and/or Name of board members] who Abstained.

Additionally, per Robert’s Rules of Order, board members who abstain are still counted toward the quorum. This differs from members who declare a conflict of interest and are not counted towards the quorum. The difference between abstentions and conflicts of interest is that those abstaining are choosing not to vote on that item, whereas those declaring a conflict of interest cannot vote on that item. Another difference between abstentions and conflicts of interest is that board members can participate in the discussion of the item and then choose to abstain during the voting process. On the other hand, when a member declares a conflict of interest, he or she cannot participate in the discussion or voting process.

**Discussion and Voting Procedures**

The general procedure for discussing and voting on a posted agenda item is:

1. The chair will explain the item is up for discussion and voting (if applicable as certain agenda items are for information or discussion only).

2. A presentation will be made by either staff or possibly an outside group that is making a presentation before the board.

3. After the presentation ends, the chair will ask for comments or discussion by the board or commission.
4. If there is no discussion or after discussion ends and the item is posted for action, the chair will ask for a motion.
   a. A motion is a formal proposal that certain action be taken, or that a certain statement express the opinion, desire or will of the board.
   b. Motions must be made by board members, not by guests or the public.

5. In order to vote, all motions require a second to put the issue before the board.
   a. A member does not need to be recognized to second a motion.
   b. A board member who seconds a motion does not have to vote in favor of that motion.
   c. Seconding a motion does not endorse the motion; it simply indicates a desire to have the motion considered by the board.

6. The board can do a roll call vote (where individual names are called and each member states their vote) or a voice vote (where those in favor call out “aye” and those opposed call out “nay”).
   a. The chair should announce whether the motion passed or failed.
   b. For voice votes of ayes and nays that are not unanimous, the chair shall indicate the individual votes.
   c. The chair may require that member’s votes be clarified.
   d. Printed or secret ballots are not permitted.

7. A motion will pass or fail based on a majority vote.

8. If a motion fails, an alternative motion can be made.

At times, chairs will ask for a motion and then call for discussion before the item is voted on. This is permissible under City policy. The following rules (which are collectively known as the “Debate Rules”) are things to consider when an item is discussed and voted on:

- When a measure is presented for consideration, the chair shall recognize the appropriate person or persons to present the matter.
- When a motion is made and seconded, the presiding officer shall ensure the debate is confined to that motion.
- A motion can fail for lack of a second.
- Per Robert’s Rules of Order, no more than one amendment to a motion shall be permitted or one substitute to that amendment.
- Motions may be amended or withdrawn.
- If an amended motion fails, the original motion would still be on the floor for a vote.
- The board may agree to limit discussion on any matter before it. A limit may be formalized by a majority vote of the body or the chair may announce time limits on any agenda item.
- Any member may call for the previous question on any issue under discussion. A previous question is the last action the board considered before the discussion started. For example, the chair may have asked for a motion and second and then let debate commence before voting on the issue. The call for the previous question
would be to end debate and vote on the motion. In order to do this, the call for the previous question must receive a majority vote (a second to this motion is not necessary). Passage of a motion to address the previous questions terminates all debate on the original motion. At that point, the board votes on the original motion.

- Any board member, at any time, may request a roll call vote. A roll call vote is a vote where each member notes his or her position (yes/yea or no/nay) when called by the individual taking minutes or the staff liaison.

- **Printed or secret ballots must not be used.**
- Equal debate time should be provided to both sides.
- In the case of a tie in the vote on any motion, only the motion fails. The agenda item is neither approved nor disapproved.
- If a motion fails, the agenda item is still open to a new motion. For example, if the board moves to approve an item and the motion to approve fails (example – 2 members vote in favor to approve and 7 members vote against the motion), it is only the motion that failed. The item has not been approved or denied. Therefore, a separate motion to deny then needs to be made. Presumably, the motion to deny would pass with a 7 to 2 vote, but this does not always happen. If the motion to deny is approved, then the item is officially denied. If the motion to deny fails, once again the item is neither approved nor denied and another motion is needed.
- A motion to reconsider any measure may be made only by a member on the prevailing side of the original vote. If a motion to reconsider is made at the same meeting that the item was originally heard, it is important the public still be there to hear the reconsideration. If the public has left, the item should be reconsidered at the next meeting as a properly-posted agenda item.

**Decorum**

Here are some tips to talk about with your board members regarding discussion and conduct etiquette:

- Board members may speak after recognition by the chair. The chair shall not unreasonably withhold such recognition. However, the chair may not recognize similar repetitive discussions or motions which would delay the meeting.
- When two or more board members wish to speak, the chair shall determine the order of speaking and recognize the first speaker.
- While a board member is speaking, no other member shall interrupt except to make a point of order or a point of personal privilege. A point of order is made when a member notes an infraction of the rules, or improper decorum in speaking. The point of order must be raised immediately after the error is made. A point of personal privilege pertains to noise, personal comfort, or related items.

**Enforcement of the Debate and Decorum Rules**

The Debate and Decorum Rules shall be enforced by the chair, subject to an appeal to the board. If a member breaks these rules, the chair shall, or any other member may, call the member to order. The member so called shall immediately cease speaking, but may appeal to the board, which shall decide the appeal without debate. If the appeal is granted, such member may continue speaking. If the appeal is denied, such member
shall remain silent. Unless otherwise provided by law, these rules may be suspended or modified by a majority vote of the board.

**Nomination Procedures for Chairs and Vice-Chairs**

When it is time to elect a chair and vice-chair, the current chair can ask for nominations. It is best to handle each position with individual nominations, so once the chair is elected, nominations for vice-chair can be entertained. Multiple individuals can be nominated and individuals presenting nominations should use the language “I nominate [person’s name] for the position of [chair or vice-chair].” Once all the nominations are done, the board can then discuss those individuals. Once it appears that there is some agreement for one nominee, an individual can make a motion (using the language “I move to vote on the nomination of [person’s name] for [chair or vice-chair].”) This motion must be seconded. Assuming it passes, no further discussion on the other candidates for that position is needed. If the voting motion fails to get a second or fails to pass, then another motion is needed. Additionally, the current chair can nominate or move to vote for a candidate. Finally, secret ballots must not be used – all nominating and voting should be done verbally.

**Additional Resource**

For more information on motions, please refer to Appendix G of this resource guide.

**Conflict of Interest**

**What is a Conflict of Interest?**

A conflict of interest refers to a situation when someone, such as a board member, has competing professional or personal obligations or personal or financial interests that would make it difficult to fulfill his or her duties fairly. It is a conflict between an individual’s personal interest and his or her public duty. This can exist whether or not money is involved, and whether the conflict is actual or only perceived.

**Determining if a Conflict Exists**

The City of Phoenix has adopted Arizona’s Conflict of Interest Laws (A.R.S. Title 38, Chapter 3, Article 8). It is the responsibility of board members to be aware of and identify the circumstances in which the board’s actions might affect them or a relative and to avoid any situation in which a conflict of interest exists or appears to exist.

Staff liaisons should encourage board members to review meeting agendas before each meeting. If a board member determines there may be a potential conflict of interest with an item, he or she should let the staff liaison know as soon as possible. The staff liaison should check with their Department’s attorney in the Law Department to determine if an actual conflict exists. **If there is any doubt about whether a conflict exists, the member should opt not to participate in the discussion, deliberation and voting process on that item.** This is better than taking the risk of inadvertently violating the law.
Noting a Conflict for the Record

Any member having a conflict of interest (or even a possible conflict) in a board decision must make that interest known in the official records (minutes) of the body. Before discussion on that item begins, the member should declare the conflict. Once the conflict is declared, the board member must refrain from taking part in the discussion, deliberation or voting on that item. The circumstances in which the board’s actions might affect the member or the member’s relative must be identified and recorded in the minutes. Conflicts of interest must be recorded each time they come up. A written disclosure of the conflict is required and must be kept for the public record. Recording the conflict in the minutes meets this requirement.

During this time, the board member is not required to leave the meeting, but can “step outside” if he or she so chooses. Once the item is over, the staff liaison should bring back any member who left the meeting due to a conflict before discussion begins on the next item.

If a board expresses regret over declaring a conflict, explain that members of the City Council often declare possible conflicts to avoid any hint of impropriety. Finally, as previously discussed in the Quorum Section, any board member that declares a conflict of interest cannot be counted toward the quorum requirement on that particular item.

Note: When preparing minutes, the staff liaison should note on the Minutes Route Form if a conflict of interest was declared. The Minutes Route Form is discussed in greater detail in the “Filing Minutes Section” found in Part Five of the Resource Guide.

Examples of a Conflict of Interest

The following examples provide a general understanding of how Arizona’s Conflict of Interest Laws would be applied. One thing to keep in mind is that each situation is unique and depends on the specific facts presented. For this reason, it is a good idea to consult with the Law Department to determine if an actual conflict exists. **NOTE:** The situations below assume that board on which the member is sitting is deciding the matter in question.

- The board member owns a property close to another property that is the subject of a zoning or license application. The granting or denial of the application could affect the value of the board member’s property.
- A proposed amendment to the City Code seeks to regulate a specific type of business activity. The board member or a relative has an exclusive franchise or right to conduct the activity in the City.
- A board member’s relative (for example, a sister) has done work in the past for a firm seeking a City contract. She anticipates doing further work for this firm in the future. A potential conflict exists whether or not she is involved in the work that is the subject of the contract.

**Note:** A conflict only exists if the relative has a continuing business relationship with the company under consideration or anticipates a continuing business relationship in the future with this company. A past association does not constitute a conflict of
interest. The statute defines “relative” as a “spouse, child, child’s child, parent, grandparent, brother or sister of the whole or half blood and their spouses and the parent, brother, sister or child of a spouse.”

**Additional Resource**

For more information on Conflicts of Interest, please refer to the *City of Phoenix Ethics Handbook* provided by the Human Resources Department, which is available online at: [http://inphx:8000/PERSO NNL/ethics.pdf](http://inphx:8000/PERSONNL/ethics.pdf).

**Public Comment**

**What is Public Comment?**

Public comment provides members of the public the opportunity to address the board in two ways – on a published agenda item when that item is considered by the board or on other issues that are not on the agenda during the public comment period. To be compliant with the Open Meeting Law, if an individual is commenting on a posted agenda item, the speaker should confine his or her statements to the agenda issue. For a posted agenda item, board members and/or staff can respond to citizen comments or questions. However, there are restrictions on what can be said by board members during the public comment period, which is normally its own agenda item and is usually placed at the end of the agenda (see the Agenda Creation Section for more information). The board cannot discuss, make any decisions, or take any action on any of the issues raised during the public comment period.

The Open Meeting Law does not grant residents the right to speak at public meetings, however a public comment period is required by the Open Meeting Law (A.R.S. Title 38, Chapter 3, Article 3.1, Section 38-431.01(H)). At the discretion of the Chair, individuals appearing before public bodies are able to express their views during the public comment period and on published agenda items.

Individuals may speak only when recognized by the chair or the presiding officer of the meeting if the chair is absent. It is a good idea to have individuals (wishing to make their position on an item known) fill out a Speaker Comment Card (a sample of the card is included in [Appendix E](#Appendix E)). There are several benefits to having individuals fill out Speaker Cards:

1. The chair is made aware of how many people wish to speak on a particular item and can implement reasonable time limit restrictions.
2. The chair can call up the speakers in order by name.
3. The staff liaison has a record to refer to when drafting minutes.
4. Confirmation for those individuals not wishing to speak, but wanting to have something on the record (that they supported or opposed a particular item).

Speaker Comment Cards should be filled out before the meeting begins and turned in to the staff liaison. The liaison should organize the cards by item number and then give the cards to the chair right before the item is heard. After the meeting, the liaison should get
all cards from the chair for use in composing their minutes. The comment cards should be held by the liaison for the appropriate public records retention period.

**What Can the Public Say and How Can Board Members Respond?**

The chair can place reasonable limits on the amount of time for each individual to speak on an agenda item or during the public comment period. For example, each speaker may be given two minutes to talk. It is important that the chair announces the limits prior to the individual speaking and that all speakers be given the same amount of time for comment. The chair may need to adjust time limits due to the specific circumstances of the meeting or the specific item and this should be explained by the chair to the public when necessary. The chair may ask if a speaker wishes to be signaled when he or she nears the end of their allotted speaking time.

While the public can comment on anything they wish during the public comment period, there are special restrictions on how board members can respond. Board members can respond to statements made during the public comment period in three ways:

1. They can respond to personal attacks (someone questions their qualifications, suggests the member has a conflict of interest that was not disclosed, etc.).
2. The chair can instruct staff to follow up (or a board member can request that the chair have staff follow up).
3. The chair can instruct staff to place the item brought up (by the member of the public) on a future agenda (or a board member can request that the chair have staff place the item on a future agenda).

This is all that board members can say during a public comment period. They cannot express agreement or disagreement with a resident’s comment, discuss it, or take action. The reasoning behind this rule is that items brought up during public comment periods were not posted in accordance with the Open Meeting Law. The public is not aware of these items and did not have a chance to respond. This is why discussion or action cannot take place and why the item can be discussed only at a future meeting with a properly posted agenda. **As the staff liaison, it is important to remind board members of this if you see them responding in a way other than one of three previously listed exceptions.**

**Ethics**

**Importance of Ethics**

It is the policy (See City Code, Part II, Chapter 2, Article II, Division I, Section 2-52) of the City of Phoenix to uphold, promote and demand the highest standards of ethics from all of its employees and officials, whether elected, appointed or hired. Accordingly, all City employees and board and commission members should maintain the utmost standards of personal integrity, truthfulness, honesty and fairness in carrying out their roles as public servants and never use their City position or powers for improper personal gain. Because the City has adopted this policy as an ordinance, all City employees and board and commission members must obey it.
The proper operation of municipal government requires all City employees and board and commission members to remain independent, impartial and responsible only to the public. It is important for both employees and board members to uphold the highest standards of morality and to discharge the duties of the board, recognizing that the public interest should be the primary focus.

**Additional Resources**

For more information on the ethics policy, please refer to the *City of Phoenix Ethics Handbook* provided by the Human Resources Department and available online at: [http://inphx:8000/PERSOONL/ethics.pdf](http://inphx:8000/PERSOONL/ethics.pdf). Additionally, the Human Resources Department provides an Ethics Presentation for board members. To schedule a presentation, please contact the Curriculum and Training Coordinator at 495-0953.

**Conflict Resolution**

**Types of Conflict**

There may be times that a conflict arises at your board meeting. There are two types of conflict. One is content-focused where individuals are in conflict about an idea, process, or technique. Examples of this would be where the board members disagree strongly on a proposed motion or a strategic plan for the board. The other type is person-focused, where the conflict is personality-based. An example of this would be two or more board members who cannot get along.

**Tips for Resolving Conflicts**

The following is a process for resolving conflict:

- Be friendly and remain calm – do not fight or argue;
- Throughout the entire process, listen and summarize the discussion as a section (such as identifying the problem, getting all sides of the story, etc.) is completed;
- Set limits if necessary;
- Identify the problem (acknowledging your part in the problem);
- Agree that the issue identified is the problem;
- Get all sides of the story;
- Identify the needs of all parties;
- Treat all individuals as members of the team;
- Develop a clear and definite plan, utilizing multiple alternatives and stressing the need to compromise (if necessary);
- Obtain agreement and ask for a commitment to work on the solution together;
- Implement the agreed-upon solution;
- Follow up to see if plan is working.
- If you have a conflict between two board members, you may want to meet with them. If the conflict is between three or more board members, you may want to plan a retreat (making sure to post a retreat notice) to address any issues.
**Conflict Management Guiding Principles**

- Preserve dignity and self-respect; allow others to save face.
- Keep your words and actions positive and ensure body language is non-threatening.
- Listen with empathy to both what is said and what is not said.
- Do not expect to change another person's personality and instead deal with behaviors.
- Find common ground and build from there.

The Conflict Resolution Section was developed utilizing the City of Phoenix Supervisory Academy Handbook.
Part Four – After the Meeting

Meeting Results

What are Meeting Results?
The Open Meeting Law requires all public bodies to file meeting results shortly after the meeting ends that are posted on the City’s website. Meeting results are a very simple one or two word notation on the meeting notice regarding what happened with a particular agenda item.

For example, if an item was posted for possible action, sample wording could include:
- Approved
- Disapproved
- No Action Taken
- Forwarded to (insert name of higher body, such as a Commission or City Council subcommittee),
- Continued to (date)

If an item was posted for discussion or presentation only, possible wording could be:
- Presentation Made
- Report Discussed
- No Action Taken
- Continued to (date)

The wording can be very simple. There is no need to indicate who made or seconded a motion or go into detail about the discussion that was held. The intent is to provide the public with a synopsis of what occurred at the meeting in a timely manner.

Filing Meeting Results
Meeting results for boards and their subcommittees are due to the OML mailbox (OML/CLK/PHX) 24 hours after the meeting ends. Due to the high number of e-mails sent to the OML mailbox, please use the following format in the subject line on all e-mails submitted to the OML mailbox:

Meeting Results – “Results – Date of Meeting – Name of Public Body”

Minutes

Tips for Good Minute Writing
- Draft your minutes as soon as possible after the meeting while the proceedings are still fresh in your mind.
- Have a copy of the agenda, attachments, documentation, and minutes of the previous meeting available before typing up your minutes.
Use the agenda items as a format for the minutes.
   - The discussion and action can then be summarized under each item which speeds the indexing of the minutes and assists anyone researching the information.
   - Bold or underline the agenda item to set it off from the summary.

The motion and vote should be in a separate paragraph after the discussion paragraphs.

Minutes are always written in the third person using past tense.

Minutes should be a clear, accurate and concise record of the proceedings.

Minutes are summary in nature – focus on the actions items and the substance of the meeting. That being said, motions, resolutions or changes/amendments to bylaws should be typed verbatim.

Use simple, ordinary words which are commonly understood.

Avoid personal comments, judgments, adjectives or adverbs that suggest good or bad qualities. Minutes should not be your interpretation of what happened.

Minutes should follow the order of the meeting. If an item was taken out of order, that should be noted on the agenda by stating "Item taken out of order" before beginning discussion on that agenda item.

Make sure to spell out any acronyms when used for the first time in your minutes and put the acronym in parentheses after the full name. After that, you can use the acronym. [example – Development Advisory Board (DAB)]

Have someone else review your minutes for grammar, punctuation and word choice.

**Minute Filing**

All minutes, with the exception of executive session minutes, **must** be filed in the City Clerk Department. Due to a new State law, subcommittee minutes (including working groups and ad hoc committees) must be filed as well.

Minutes may be filed with the City Clerk Department in one of two ways:

1. Minutes can be filed electronically through e-mail by using the OML mailbox (OML/CLK/PHX).
2. Minutes can be filed in hard copy through interoffice mail or by dropping off to the City Clerk Department, OML Desk, 15th Floor, Phoenix City Hall.

Regardless of the filing method, all minutes **must** be accompanied by the Minutes Route Form (found online at [http://inphx:8000/CITYCLRK/minuteform.pdf](http://inphx:8000/CITYCLRK/minuteform.pdf)). Due to the high number of e-mails sent to the OML mailbox, please use the following format in the subject line on all e-mails submitted to the OML mailbox:

   **Meeting Minutes** – “Minutes – Date of Meeting – Name of Public Body”

Executive session minutes are confidential, so only the public body and certain necessary staff members would have access to these minutes.

Minutes should be filed with the City Clerk Department when completed or approved. If minutes are distributed with the next agenda, the minutes should be sent to the City
Clerk Department at that time. However, if minutes are normally attached to the meeting notice, the minutes (if approved or completed) should be sent separately from the meeting notice with the Minute Route form attached. If the minutes are approved prior to distribution, they should be filed with the City Clerk Department as soon as possible after approval.

Please make sure to not send double sets of minutes to the City Clerk Department. For example, do not send an electronic and a hard copy version of the minutes. Instead, send one or the other. However, there is one exception with revised minutes. If minutes are sent to the City Clerk Department prior to approval by the board and then are revised at the meeting, the minutes must be corrected and resubmitted to the City Clerk Department. These minutes should be marked with “REVISED [date]” in the upper right hand corner so the previously submitted minutes may be replaced with the revised/approved minutes. If minutes are not distributed until after approval, minutes may be corrected as approved at the meeting without a revised notation and then sent to the City Clerk Department.

**Records Retention**

**E-mail**

E-mail sent to and among board members implicates the public records law, as well as the Open Meeting Law. E-mails that staff or board members generate pertaining to the business of the board are public records. Therefore, e-mails must be preserved according to your approved records retention program and generally must be made available for public inspection. It is a good idea to maintain a file, available for public inspection, containing any e-mails sent to and from board members.

**Minutes**

All Council-Appointed board and commission minutes are retained permanently under the City’s Records Management Program. These minutes are posted online at the City Clerk Official Record website ([http://ccimages.phoenix.gov/searchAll](http://ccimages.phoenix.gov/searchAll)). Executive session minutes are retained by the staffing department.

**What is Due, When is it Due, and Who is it Due to?**

**Due to the Open Meeting Law Coordinator**

- Copy of existing or newly-created bylaws. Bylaws should be reviewed every three years to determine relevancy.
  - **Due:** As soon as possible.
- Updates to board member contact information.
  - **Due:** As needed (a quarterly information update report is also sent out by the Open Meeting Law Coordinator for your review and revision).
- Changes to staff liaison (either contact information or new person appointed as liaison).
  - **Due:** As needed.
• Update to chair and vice-chair appointments.
  o **Due:** Each time a new chair and/or vice-chair is elected. Please remember to include the start and end dates of their terms of office.

• Council approved updates to board-related ordinances and resolutions.
  o **Due:** Once approved by the City Council.

• As issues or concerns arise about your board, you should contact your supervisor and the Open Meeting Law Coordinator. The Open Meeting Law Coordinator is happy to assist in any way possible.
  o **Due:** As needed.

• A list of all subcommittees for the board including:
  - Each subcommittee’s membership list, noting the chair and vice-chair (if applicable);
  - A copy of the subcommittee’s charge;
  - Any changes to the subcommittee information; and
  - Creation of any new subcommittees or dissolution of existing subcommittees.
  o **Due:** As soon as possible.

• A copy of the meeting notice.
  o **Due:** As soon as possible; at the very least, must be posted at least 24 hours in advance of the meeting.

• A copy of the meeting results.
  o **Due:** 24 hours after the meeting ends.

• A copy of the meeting minutes.
  o **Due:** When completed or approved, depending on the preference of your board.

**Due to the Mayor’s Office**

• Please contact the Mayor’s Office with vacancy, reappointment, and attendance issues.
  o **Due:** As needed.

• Copy of quarterly attendance reports. The Mayor’s Office will review the reports and contact the liaison with potential issues. Staff liaisons should be proactive about contacting the Mayor’s Office to discuss attendance issues.
  o **Due:** At the beginning of January (documenting previous year), April, July, and October.

**Concluding Remarks**

Democratic government can function properly only when the citizenry has confidence in how its government is run. Public trust is built largely upon the perceptions that citizens have regarding their Mayor and City Council, City employees, and board and commission members. If it is destroyed, it is hard to reestablish public confidence. Many of the rules and policies discussed in this resource book were put in place to reinforce the public’s trust in the board and commission process. These rules and policies are used to ensure that the business of boards and commissions is conducted in an open atmosphere where the public can provide input and feedback.
Appendix A

Sample Bylaws Template
(Created by Mike Hamblin with the Law Department)

BYLAWS TEMPLATE FOR CITY OF PHOENIX
BOARDS AND COMMISSIONS
[NOT SERVING A QUASI-JUDICIAL FUNCTION]

Bylaws and Rules of Procedures for the ___(board/commission)___ of the City of Phoenix.

ARTICLE I – ORDINANCE AUTHORITY

The _______________ board/commission is created by City Ordinance __________ as set forth in _______________ and as subsequently amended.

ARTICLE II – POWERS AND DUTIES OF THE _______________

A. Advisory Body. The ______________ is an advisory body to the ______________ (City Council?/City Department?) whose purpose is to provide advice to the City to better enable the City to meet the needs of its residents. Its powers are advisory only unless additional powers and authority is provided by ordinance or state or federal law or regulation.

B. Powers and Duties. The powers and duties of the ______________ board/commission shall be:

1. 

2. 

3. 
ARTICLE III – MEMBERSHIP AND OFFICERS

A. **Membership.** The (board/commission) shall consist of _________ members. Members shall be _____________________ (residents of the City of Phoenix? engaged in a particular field of profession?).

B. **Appointment.** Members shall be appointed by ________________.

C. **Term.** Members shall serve terms of ________ years and may be appointed to no more than ________ successive terms. In the event a member becomes incapacitated or resigns or unable to perform the duties of the office or is otherwise removed, the ________________ shall appoint another member to fill the unexpired term of the member replaced.

D. **Removal of Members.** A (board/commission) member may be removed by the Mayor and City for nonattendance at three consecutive meetings or 50 percent of the meetings in a calendar year, conviction of a crime involving moral turpitude, repeated disruptive behavior after warning, or when in the opinion of the Mayor and City Council, removal is in the best interest of the board (or commission).

E. **Officers.**

1. **Chairperson.** The Chairperson shall be appointed by the Mayor and confirmed by the City Council to serve a one year term (or may be elected by the members of the board to serve a one year term). The Chairperson may be appointed/elected to serve successive terms as deemed appropriate by the Mayor and City Council (or as elected by board members). In the event the Chairperson resigns, becomes incapacitated, or unable to perform the duties of office or is otherwise removed, the Mayor with confirmation by the City Council (or the Board by election) can appoint another Chairperson to fill the unexpired term of the Chairperson being replaced.

   a. **Duties of Chairperson.** Chairperson shall be responsible for:

      (1) establishing a regular meeting schedule;

      (2) presiding over board/commission meetings, including deciding upon all points of order or procedure;

      (3) appointing board members to serve on committees, ad-hoc committees, and subcommittees of the board or commission (some boards elect subcommittee chairs);

      (4) prior to commission meetings and other such mutually convenient times review with the staffing department agenda items for future board/commission meetings;
(5) consider other such matters and concerns of the commission or board as set forth in these bylaws or as directed by the Mayor and City Council.

3. **Vice Chairperson.** The Vice Chairperson shall be elected by a majority of the members of the (board/commission) at a properly noticed and constituted meeting. In addition to such other duties, if any, as may evolve upon the Vice Chairperson by virtue of the office, or as assigned by the Chairperson, the Vice Chairperson shall preside over meetings of the Commission in the absence of the Chairperson. A vacancy in the office of Vice Chairperson shall be filled for the unexpired term by a new election at any regular meeting of the board/commission.

4. **Secretary.** The Director of the __________________ Department of the City of Phoenix shall appoint a member or members of the department’s staff to serve as Secretary and Staff to the board/commission. Neither the Secretary nor Staff shall be members of the board/commission. The Secretary shall take all minutes of board/commission meetings and keep all board/commission reports in accordance with applicable City ordinances and Arizona statutes. The minutes of all board/commission meetings shall be provided to the board/commission in summary/verbatim form. All documentation shall be kept and maintained in the office of the __________________ Department. When issues of parliamentary procedures arise, the Secretary shall be available to advise a Chairperson on such matters.

5. **Legal Representation.** The City Attorney, or his/her designee, shall provide legal representation and advice to the board/commission as necessary.

F. **Committees.**

1. **Creation.** The board/commission shall establish such committees, ad-hoc committees, and subcommittees as the board/commission deems necessary and appropriate for carrying out Board/Commission business. The Chair shall appoint the members of the committees, ad-hoc committees, and subcommittees created. Committees, ad-hoc committees, and subcommittees report to the Board/Commission in an advisory capacity and such committee shall exist only so long as necessary to fulfill the purposes for which they were created.

2. **Removal of Committee Members.** A committee, ad-hoc committee, or subcommittee member may be removed by the Chair and/or majority of the main Board (or Commission) for nonattendance at three consecutive meetings or 50 percent of the meetings in a calendar year, conviction of a crime involving moral turpitude, repeated disruptive behavior after warning, or when in the opinion of the Chair and/or majority of the main Board (or Commission), removal is in the best interest of the board (or Commission).
G. **Compensation and Indemnification.**

1. The membership of the Board/Commission as well as its officers serve in a voluntary capacity but will be reimbursed for out of pocket expenses as approved by the Board and the Mayor/Council/City Manager or designee.

**ARTICLE IV – MEETINGS**

A. **Schedule.** When there exists business to be conducted and a quorum can be obtained, the board/commission shall meet _________ (monthly, quarterly?) and at such other times when called by the Chairperson after consultation with board members, and the staffing department.

B. **Quorum.** A quorum of the board/commission shall consist of a majority of its designated members. Any action voted on by a majority vote of the quorum present shall be considered an action of the board/commission. In the event a quorum is not present for a meeting, the Board/Commission is prohibited from discussing or voting on any items from the agenda and the meeting shall be rescheduled. In the event a quorum is present at the beginning of a meeting and is not maintained throughout the meeting, no discussion or votes requiring action may be taken after the loss of a quorum.

C. **Open Meetings.** The board/commission and its committees, ad-hoc committees, and subcommittees shall hold all meetings and conduct all business in accordance with Arizona Open Meeting Laws A.R.S. § 38-431 et seq. All meetings of the board/commission except Executive Sessions authorized by A.R.S. § 38-431.03 shall be open to the public.

D. **Procedure Not Contained in Bylaws.** All meetings of the board/commission shall be, to the extent not in conflict with these bylaws or with City policy, conducted according to the latest edition of Robert’s Rule of Order, with the exception that the Chairperson of the board/commission, committee, ad-hoc committee, or subcommittee shall be permitted to vote on any motion.

E. **Proxy Voting, Telephonic Participation.**

1. Proxy voting shall not be permitted.

2. Telephonic participation may be permitted where, in the opinion of the Chairperson, members can participate fully by speaker phone. In addition, the member participating by telephone will be provided information on the meeting’s agenda items seven (7) business days in advance of such meeting.

F. **Agenda Items.** Items for the agenda may be proposed by any member of the board/commission. The Chairperson shall approve the agenda for each meeting.

**ARTICLE VI – MISCELLANEOUS**
A. **Conflict of Interest.** Any member of the board/commission who has a substantial interest as defined in A.R.S. § 38-502 in the outcome of any matter brought before the board/commission shall make known that interest and the minutes of the meeting shall reflect that the member made such fact known. The member shall refrain from voting or in any way participating in that matter.

B. **Amending Bylaws.** These bylaws may be amended at any meeting of the commission after not less than seven (7) days notice has been given to all members of the board/commission and a copy of the proposed amendment sent with notice. A change in the bylaws shall require a concurring vote of three-fifths of the members present.

C. **Requests for Special Reports.** Requests for special studies or reports will be made only to _____________ and only by a vote of the board/commission.
Appendix B

Sample Meeting Agenda

NOTICE OF PUBLIC MEETING
CITY OF PHOENIX
DEFERRED COMPENSATION PLAN BOARD

Pursuant to A.R.S. Section 38-431.02, notice is hereby given to the members of the PHOENIX EMPLOYEES’ DEFERRED COMPENSATION BOARD and to the general public, that the PHOENIX EMPLOYEES’ DEFERRED COMPENSATION BOARD will hold a meeting open to the public on August 16, 2007 at 8:30 a.m. located in Room 100, 1st Floor, Personnel Department Building, 135 North 2nd Avenue, Phoenix, Arizona.

One or more members of the Deferred Compensation Plan Board may participate via teleconference call.

The agenda for the meeting is as follows:

<table>
<thead>
<tr>
<th></th>
<th>Call to Order</th>
<th>Alton Washington</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.</td>
<td>Approval of the Minutes from the July 19, 2007 Meeting.</td>
<td>Alton Washington</td>
</tr>
<tr>
<td></td>
<td>This item is for discussion and action.</td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>The Board may vote to hold an executive session for the purpose of obtaining legal advice from the Board’s attorney on any matter listed on the agenda pursuant to A.R.S. § 38-431.03(A)(3). If authorized by a majority of the members present, the executive session will be held immediately after the vote and will not be open to the public. In open session, the Board will vote on the action to take in each of the following matters:</td>
<td>Alton Washington</td>
</tr>
<tr>
<td>4.</td>
<td>Legal Update and Advice Regarding IRS Issues Concerning the City’s 401(a) Plan.</td>
<td>Mary Kyle, Mary Chang, Heidi Gilbert, Elaine Cardwell, Mary Beth Braitman, Terry Mumford</td>
</tr>
<tr>
<td></td>
<td>Mary Beth Braitman and Terry Mumford of Ice Miller, LLP will be participating via teleconference.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>This item is for discussion and possible action.</td>
<td></td>
</tr>
</tbody>
</table>
5. Board Review and Approval of Amendment(s) to the 401(a) Plan Document to Reflect Mandatory Deferrals of Nonelective City Contribution (Fringe) to the 401(a), Elimination of Annual Open Enrollment for the Fringe, Revision to Eligibility Period for Supplemental Component to 90 days With No Waiting Period, and Modification of Supplemental Component Election Options.

Mary Beth Braitman and Terry Mumford of Ice Miller, LLP will be participating via teleconference.

This item is for discussion and action.

<table>
<thead>
<tr>
<th>Board Members Participating in Teleconference</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mary Kyle</td>
</tr>
<tr>
<td>Mary Chang</td>
</tr>
<tr>
<td>Heidi Gilbert</td>
</tr>
<tr>
<td>Elaine Cardwell</td>
</tr>
<tr>
<td>Mary Beth Braitman</td>
</tr>
<tr>
<td>Terry Mumford</td>
</tr>
</tbody>
</table>


This item is for information and possible action.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Terry Dennison</td>
</tr>
</tbody>
</table>


This item is for information and possible action.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Terry Dennison</td>
</tr>
</tbody>
</table>


This item is for information and possible action.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yota Aguilar</td>
</tr>
</tbody>
</table>

9. Rescheduling of September Board Meeting.

This item is for discussion and possible action.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alton Washington</td>
</tr>
</tbody>
</table>

10. Staff’s Report on General Plan Administration Issues.

This item is for information only.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kathy Walczak</td>
</tr>
</tbody>
</table>

11. Future Agenda Items.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

12. Call to the Public.

<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>


<table>
<thead>
<tr>
<th>Board Members</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

For further information, please call Kathy Walczak, Personnel Analyst II, Personnel Department, Benefits Office at 602-256-3282.

For reasonable accommodations, call Lori Steward at Voice/602-262-4678 or TTY/602-261-8687 as early as possible to coordinate needed arrangements.

August 2, 2007
Appendix C

Sample Meeting Results

NOTICE OF RESULTS
CITY OF PHOENIX
DEFERRED COMPENSATION PLAN BOARD

Pursuant to A.R.S. Section 38-431.02, notice is hereby given to the members of the PHOENIX EMPLOYEES' DEFERRED COMPENSATION BOARD and to the general public, that the PHOENIX EMPLOYEES' DEFERRED COMPENSATION BOARD held a meeting open to the public on August 16, 2007 at 8:30 a.m. located in Room 100, 1st Floor, Personnel Department Building, 135 North 2nd Avenue, Phoenix, Arizona.

One or more members of the Deferred Compensation Plan Board may participate via teleconference call.

The results of the meeting were as follows:

<table>
<thead>
<tr>
<th>RESULTS</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Call to Order</td>
<td>Alton Washington</td>
</tr>
<tr>
<td>2. Approval of the Minutes from the July 19, 2007 Meeting.</td>
<td>Alton Washington</td>
</tr>
<tr>
<td>This item is for discussion and action.</td>
<td></td>
</tr>
<tr>
<td>3. The Board may vote to hold an executive session for the purpose of obtaining legal advice from the Board’s attorney on any matter listed on the agenda pursuant to A.R.S. § 38-431.03(A)(3). If authorized by a majority of the members present, the executive session will be held immediately after the vote and will not be open to the public. In open session, the Board will vote on the action to take in each of the following matters:</td>
<td>Alton Washington</td>
</tr>
<tr>
<td>4. Legal Update and Advice Regarding IRS Issues Concerning the City’s 401(a) Plan.</td>
<td>Mary Kyle, Mary Chang, Heidi Gilbert, Elaine Cardwell, Mary Beth Braitman, Terry Mumford</td>
</tr>
<tr>
<td>Mary Beth Braitman and Terry Mumford of Ice Miller, LLP will be participating via teleconference.</td>
<td></td>
</tr>
<tr>
<td>This item is for discussion and possible action.</td>
<td></td>
</tr>
<tr>
<td>5. Board Review and Approval of Amendment(s) to the 401(a) Plan Document to Reflect Mandatory Deferrals of Nonelective City Contribution (Fringe) to the 401(a),</td>
<td>Mary Kyle, Mary Chang, Heidi Gilbert</td>
</tr>
<tr>
<td>Item</td>
<td>Description</td>
</tr>
<tr>
<td>------</td>
<td>-------------</td>
</tr>
<tr>
<td>1.</td>
<td>Elimination of Annual Open Enrollment for the Fringe, Revision to Eligibility Period for Supplemental Component to 90 days With No Waiting Period, and Modification of Supplemental Component Election Options. Mary Beth Braitman and Terry Mumford of Ice Miller, LLP will be participating via teleconference. This item is for discussion and action.</td>
</tr>
<tr>
<td>6.</td>
<td>Mercer Report Regarding Impact of Acquisition of Morley Financial Services, parent company of Morley Capital Management, Administrator of the Stable Value Fund in the City’s 457 and 401(a) Plans. This item is for information and possible action.</td>
</tr>
<tr>
<td>7.</td>
<td>Review by Mercer of Quarterly Performance Report. This item is for information and possible action.</td>
</tr>
<tr>
<td>8.</td>
<td>Plan Administrator’s Quarterly Report on Nationwide Retirement Solutions’ Services. This item is for information and possible action.</td>
</tr>
<tr>
<td>9.</td>
<td>Rescheduling of September Board Meeting. This item is for discussion and possible action.</td>
</tr>
<tr>
<td>10.</td>
<td>Staff’s Report on General Plan Administration Issues. This item is for information only.</td>
</tr>
</tbody>
</table>

For further information, please call Kathy Walczak, Personnel Analyst II, Personnel Department, Benefits Office at 602-256-3282.

For reasonable accommodations, call Lori Steward at Voice/602-262-4678 or TTY/602-261-8687 as early as possible to coordinate needed arrangements.

August 2, 2007
Appendix D
Sample Meeting Minutes

CITY OF PHOENIX

PHOENIX EMPLOYEES’ DEFERRED COMPENSATION BOARD

Trust Management Board Meeting

August 16, 2007

MEMBERS PRESENT: Alton Washington, Chair; Joe Clure, Vice Chair; Donna Buelow, Board Member; Richard Clewis, Board Member; Brian Moore, Board Member; James Mullany, Board Member; Randy Plotrowski, Board Member; Janet Smith, Board Member; and Michael Viteri, Board Member.

MEMBERS ABSENT: None

ALSO PRESENT: Yota Aguilar, Nationwide Retirement Solutions; Mary Chang, Assistant City Attorney; Angie Ebert, Personnel Clerk; Heidi Gilbert, Assistant City Attorney; Mary Kyle, Deputy Personnel Director; and Kathy Walczak, Personnel Analyst.

Participating via teleconference: Mary Beth Braitman and Terry Mumford, Ice Miller, LLP.

1. Call to Order.

The Phoenix Employees’ Deferred Compensation Board met in Regular Session on August 16, 2007 in the first floor Personnel Department Conference Room 100, of the Personnel Department Building, 135 North Second Avenue. Mr. Washington opened the meeting at 8:30 a.m.

Ms. Braitman and Ms. Mumford joined the meeting via teleconference.

2. Approval of the Minutes of the July 19, 2007 Meeting.

Ms. Walczak noted a correction to the July 19, 2007 minutes in the second paragraph of page 3 to reflect the total of number of 401(a) Supplemental Component enrollment forms being held as “placeholders” to 208 instead of 188. The minutes of the July 19, 2007 Board Meeting were unanimously approved with the noted correction, following a motion by Ms. Smith and a second by Mr. Clure.

3. Executive Session
Mr. Clure moved that the Board convene in Executive Session for the purpose of getting a legal update and advice from Law Department staff and attorneys with Ice Miller, LLP regarding negotiations with the IRS related to its concerns regarding the city’s 401(a) Plan. The motion was seconded by Mr. Piotrowski and carried unanimously. The Executive Session began at 8:31 a.m. and concluded at 9:23 a.m., following a motion by Mr. Moore and a second by Mr. Piotrowski.

Ms. Braitman’s and Ms. Mumford’s participation in the meeting concluded at the end of the Executive Session.

4. Legal Update and Advice Regarding IRS Issues Concerning the City’s 401(a) Plan.

Mr. Washington noted that the Board has been briefed and advised regarding status updates on the IRS issues related to the Fringe Component of the city’s 401(a) Plan by staff and legal counsel during Executive Session. He indicated that additional discussion would be necessary regarding some issues raised as part of that briefing and that the Board would convene in a special meeting in the near future to further address those issues.

5. Board Review and Approval of Amendment(s) to the 401(a) Plan Document to Reflect Mandatory Deferrals of Nonelective City Contribution (Fringe) to the 401(a), Elimination of Annual Open Enrollment for the Fringe, Revision to the Eligibility Period for Supplemental Component to 90 Days with No Waiting Period, and Modification of Supplemental Component Election Options.

Due to the issues raised as part of the legal briefing to the Board, a motion regarding the proposed Fourth Amendment to the 401(a) Plan was not made at this meeting.


Mr. Dennison briefly reviewed the memo from Mercer’s research division regarding the impact of the purchase by Principal Global Investors of Morley Financial Services from NWD Asset Management Holdings, Inc., which is a subsidiary of Nationwide Mutual Insurance Company. He indicated that the sale of Morley, which was reported to the Board by city staff at the Board’s last meeting, is the result of a strategic change in direction at Nationwide wherein Nationwide is moving from being a manufacturer of product to being a distributor. Nationwide’s broader mutual fund strategy is to grow their mutual fund business but to transition it to a sub-advised platform. He noted that Mercer believes that this transaction is neutral to positive for Morley and that they will continue to operate as an independent entity with no change to their management or their investment process. He further noted that the transaction is unlikely to result in a loss of assets to Morley since it will continue to serve as a sub-advisor to the Nationwide funds. He indicated that the sale of Morley would have no adverse impact on the Stable Value Fund within the city’s 457 and 401(a) Plans.


Mr. Dennison commented that although there have been some recent declines in the stock market, the report period ending June 30, 007 reflected a good economy. He noted that since June 30th, however, the economy has declined due to increasing issues in the housing sector related to sub-prime and prime mortgage rates. He further noted that the mortgage market is very bad and credit standards are “through the roof.” He indicated that the Federal Bank’s loan rates are very volatile and that the housing sector is struggling.
Mr. Dennison then reviewed Mercer’s quarterly report. He commented that the city’s 457 Plan assets were nearing the billion-dollar mark, ending at $905.3 million as of June 30, 2007, which was an increase of $46.8 million from the last quarter. He also noted that 401(a) Plan assets were at $22.8 million at quarter-end, which was an increase over the previous quarter of $2.4 million.

As part of a brief review of the economic environment and market performance, Mr. Dennison noted that the economic growth improved in the second quarter by an initial government rate estimated at 3.4%. He then reviewed Mercer’s observations and recommendations related to the quarterly performance of the Plans’ funds. He noted that, as of July 6th, the assets of the Van Kampen Comstock Fund were mapped to the Allianz NFJ Dividend Value Fund, but that the fund was actually added to the city’s Plans as of May 18, 2007 which meant it was available for Plan participants for investment as of that date. He further noted that this resulted in second quarter fund assets for Allianz of $343,891.

Mr. Dennison then noted that the two funds currently on the Watch List, Janus Mid Cap Value and Turner Mid Cap Growth, had improved performance during the second quarter. He noted that although the funds have underperformed in the three-year and five-year rolling periods, the performance of these funds has improved and exceeded the index over the last two quarters. He further noted, however, that Mercer would still recommend leaving those funds on the Watch List to monitor for further improvements in performance. He commented that some segments of the market are still very strong and that Mercer expects growth funds to become more popular during the third quarter.

Mr. Dennison highlighted the Manager Summary-Compliance Table, which included breakdowns of the performance of the Plans’ funds in the last three-year and five-year periods as compared to the index and universe median. He then reviewed the fund performance summary. He noted that the performance of the PIMCO Total Return Admin Fund relative to the benchmark and other funds in its asset class is relatively poor but that its long term performance has been good. He noted that this fund is “on the boundary” of considering placement on the Watch List but that Mercer advises waiting one more quarter before making that determination. He indicated that the performance of Allianz NFJ Dividend Value Fund was strong in the second quarter and that American Funds Growth Fund of America also had a solid performance. He also indicated that the performance of Morgan Stanley Institutional Small Company Growth Fund has had some degree of recent deterioration but that the three and five-year performance of the fund has been above the median and the benchmark. He added that a couple of bad quarters are uncommon for Morgan Stanley and that it is still a good fund.

Due to the recent declines in the economy related to the housing sector, Mr. Piotrowski expressed concern related to the 60.6% mortgage backed security sector of the investments within the city Plans’ Stable Value Fund. Mr. Dennison responded that other providers of stable value funds have similar portfolios to the city Plans’ Stable Value Fund. He noted that mortgage securities have been relatively high yield investments and that is the purpose of stable value funds. He further noted that Mercer felt that there was no need to be concerned yet and thinks that the Federal government would address the situation if it worsened.

Mr. Washington thanked Mr. Dennison for his report. He then informed the Board that he was leaving for another meeting and that the Vice Chair, Mr. Clure, would chair the remainder of the meeting.

*************************************************************************************************************

Mr. Washington left the meeting at 10:55 a.m.

*************************************************************************************************************

Mr. Clure asked Ms. Aguilar to review Nationwide’s quarterly report. Ms. Aguilar noted that the majority of the second quarter was spent on 401(a) related activity, including the closing in June of the 24-month eligibility period for enrollment in the Supplemental Component by those Sworn Public Safety employees who became eligible when that component was implemented on June 30, 2005.

Ms. Aguilar also noted that Nationwide is working with city staff on several proposed website enhancements. She reminded the Board that the first participant retirement education expo was conducted in April and that approximately 800 city employees attended the event, including at least 300 attendees participating in the workshops offered during the expo.

Ms. Aguilar updated the Board regarding activity related to the ongoing Beneficiary Campaign to encourage employees and retirees to complete beneficiary designation forms with Nationwide. She noted that a follow-up targeted telephone campaign was conducted in June and July to contact those employees targeted as part of the initial telephone campaign in March. She also noted that Nationwide was working with city staff on two upcoming targeted interoffice mailings.

She noted that local Nationwide Plan representatives held 1,260 one-on-one meetings with participants during the second quarter, which represents 63% of the 2,000 required for 2007. She further noted that, combined with the 959 one-on-one meetings held in the first quarter, the year-to-date figure is 2,219, which represents 110% of the goal. She added that many of these meetings related to counseling regarding the 401(a) Plan. She commented that they are also continuing to make progress on workshop goals, with 43 workshops conducted during the second quarter.

Ms. Aguilar noted that there were 324 new voluntary 457 Plan participants in the second quarter, which represents a 2.8% increase over the year-end 2006 number and a total 6% increase to-date. She further noted that at recent meetings at the 23rd Avenue Wastewater Treatment Plant and at a Parks Department’s field location, there were a total of over 50 employees attending who increased their deferral or newly enrolled, including some new hires.

She reminded the Board that, as mentioned at the last meeting, Nationwide worked with city staff to implement a new retirement-planning workshop entitled, “3 Steps to Planning Your Retirement Income.” She noted that three sessions of the class have been scheduled at downtown and field locations between September and December, and are being promoted through fliers, meetings, and articles appearing on an ongoing basis in various city publications, as well as on Nationwide’s website and in their second quarter newsletter.

Ms. Aguilar then reviewed the Revenue Reconciliation portion of the report. She noted that total fund revenue collected during the second quarter was $398,624.66. She further noted that $331,691.50 of that revenue went to Nationwide for Plan administration expenses (based upon the contracted per participant cap of $72.75 per participant), and $115,081.61 was paid from the Plans’ assets to the city for its administrative expenses. She indicated that resulted in a negative retained fund revenue balance for the quarter of ($48,148.45) and total retained fund revenue for the city’s Plans of $318,511.75. She noted that figure represented a decrease from the total retained fund revenue reflected in the previous quarter’s report of $366,660.20. She further noted that this demonstrates that the recent changes made to revenue sharing for the city Plans’ Stable Value Fund and to the share classes of all of the Plans’ Gartmore Investor Destination Funds, as well as the recent fund change from Van Kampen Comstock to Allianz NFJ Dividend Value Fund (no revenue sharing), have had a positive impact on the reduction of the city Plans’ retained fund revenue. She also informed the Board that the Fidelity Contrafund increased its revenue sharing for all of their participating Plans from 15 to 25 basis points.
Mr. Moore thanked Ms. Aguilar for her presentations during a two-day seminar for sworn Fire Department employees in April, which was attended by 80 employees. He noted that he did not see this figure reflected in Nationwide’s report and wanted to acknowledge her efforts.

Mr. Clure thanked Ms. Aguilar for her report.

9. Rescheduling of September Board Meeting.

Due to the fact that five of the Board Members are attending the National Association of Government Defined Contribution Administrators (NAGDCA) Conference from September 16 through September 19th and two of those Board Members are not returning home until September 20th, the Board agreed that it would be appropriate to reschedule the September Board Meeting from the previously established date of September 20th. The Board Members felt that the special meeting to be scheduled regarding 401(a) issues could substitute for the regular September Board Meeting. Ms. Walczak indicated that she would email the Board Members with date options for the rescheduling of the Board Meeting and requested a prompt response to ensure timely scheduling of the meeting.

Ms. Gilbert informed the Board that staff will post an open meeting notice with the City Clerk regarding Board Member attendance at the NAGDCA Conference since the attendance of five Board Members constitutes a quorum. She reminded the Board Members attending the NAGDCA Conference that their attendance is not considered a Board Meeting and that they should not discuss city business or Board business during the conference.

10. Staff’s Report on General Plan Administration Issues.

Ms. Walczak reviewed the news release in the Board Meeting packets regarding the sale of NorthPointe Capital LLC, which is a money-management affiliate of Nationwide Mutual Insurance. She indicated that this sale would have no adverse impact on the city’s Plans, which are administered by Nationwide Retirement Solutions. Ms. Aguilar elaborated regarding the sale by indicating that the NorthPointe transaction is a part of Nationwide’s broader mutual fund strategy to grow their mutual fund business but to transition it to a sub-advised platform. She noted that Nationwide plans to continue their relationship with NorthPointe as a sub-advisor and believes this will be a seamless transition for clients. She further noted that the city’s Plans do not currently have any funds within its portfolio that are managed by NorthPointe and that this transition in no way affects the city’s Plans or its participants.

Ms. Walczak mentioned the Mercer press release, also in the Board Meeting packets, which indicated that Mercer Investment Consulting has expanded its Americas manager research team. She informed the Board that also in their meeting packets was a NAGDCA Retirement Income Task Force report regarding potential risks in insufficiently planning for retirement, which she encouraged them to review at their convenience.

Ms. Walczak then updated the Board regarding recent and upcoming activities related to the ongoing Beneficiary Campaign to encourage employees and retirees to complete beneficiary designation forms with Nationwide. She noted that articles previously run were repeated in a May issue of the City Connection, as well as being requested to be run in June issues of department and union/association newsletters. She also indicated that there were two more targeted interoffice mailing campaigns to be implemented in August and September to address the employees in designated employee groups not previously targeted who have not completed beneficiary designation forms. She noted that since implementation of this joint beneficiary campaign by Nationwide and the city late last year, there has been a 10% decrease in the number of employees who have not completed beneficiary forms. She noted that this will be an ongoing effort and asked
the Board Members to notify her or Ms. Aguilar if they had any suggestions or ideas on other methods to encourage employees and retirees to complete beneficiary designation forms.

Ms. Walczak informed the Board of a future agenda item request by Mr. Moore and Mr. Clure. She noted that both Board Members requested that the Board discuss the feasibility of implementation by Nationwide of the provision within the Pension Protection Act of 2006 which provides an exclusion from federal taxes paid by retired public safety officers on pensions from defined contribution plans, 457 plans, or qualified trusts for up to $3,000 per year for qualified health and long-term care. She noted that, due to pending 401(a) issues, it was likely that this item would not be placed on a Board Meeting Agenda until October or November.

Mr. Clure thanked Ms. Walczak for her report.

11. Future Agenda items.

Mr. Clure asked the Board to contact Ms. Walczak with requests for any future Agenda items.

12. Call to the Public.

There were no comments from the audience.


The Board Meeting was adjourned at 10:12 a.m. following a motion by Mr. Moore and a second by Mr. Piotrowski.

Respectfully submitted,

________________________
Kathy Walczak
Personnel Analyst II / DCP Board Liaison

APPROVED ________________________________

_________________________________
Appendix E
Sample Speaker Card

Speaker Card – Yellow

<table>
<thead>
<tr>
<th>Date</th>
<th>City of Phoenix</th>
<th>Item No.</th>
</tr>
</thead>
</table>

**Speaker Comment Card**
Please fill out completely and return to staff.

- [ ] In Favor
- [ ] Opposed

________________________
Name (Print)

________________________
Address  City  Zip Code

________________________
Telephone (optional)  email

- PLEASE NOTE: This card, including any street address, phone number, or e-mail address provided, is a public record open to public viewing pursuant to Arizona public records law.

- This information will be used for the meeting minutes and may be used by staff for follow-up.

- Speakers are requested to directly address their agenda item. For comments not related to agenda items, speakers are invited to attend the Citizen Comment Session.

- Please limit comments to no more than two minutes or as designated by the Chair.

To obtain lobbyist registration information, please call 602-256-3186.
# Appendix F

## Sample Attendance Report

### Name of Board or Commission

2007

**MEMBER ATTENDANCE SHEET**

P = Present  
E = Excused  
A = Absent  
X = Resigned Member

<table>
<thead>
<tr>
<th></th>
<th>NAME</th>
<th>JAN</th>
<th>FEB</th>
<th>MAR</th>
<th>APR</th>
<th>MAY</th>
<th>JUN</th>
<th>JUL</th>
<th>AUG</th>
<th>SEP</th>
<th>OCT</th>
<th>NOV</th>
<th>DEC</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>- Chair</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>- Vice Chair</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**QUORUM - Yes or No**
# Appendix G

## Motions Table

<table>
<thead>
<tr>
<th>Class</th>
<th>Motion</th>
<th>2nd</th>
<th>Debatable</th>
<th>Amendable</th>
<th>Reconsidered</th>
<th>Vote needed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Main</td>
<td>Main or procedural</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Nomination of Chair &amp; Vice Chair</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Adjourn</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Subsidiary</td>
<td>Postpone Indefinitely</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes –</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Affirmative</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Amend</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Amend an amendment</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Refer to Committee</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Negative</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>vote only</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Continue</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Limit/Extend limits of Debate</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>2/3 vote</td>
</tr>
<tr>
<td></td>
<td>Previous Question (close the debate)</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Yes</td>
<td>2/3 vote</td>
</tr>
<tr>
<td></td>
<td>Lay on the Table</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Substitute</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Correct minutes before adoption</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Table</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Incidental</td>
<td>*Friendly Amendment</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>See Next Page</td>
</tr>
<tr>
<td></td>
<td>Point of Order</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>Ruled by Chair</td>
</tr>
<tr>
<td></td>
<td>Appeal</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td></td>
<td>Suspend the Rules</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>2/3 vote</td>
</tr>
<tr>
<td></td>
<td>Consideration of the Question</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>2/3 vote</td>
</tr>
<tr>
<td></td>
<td>Divide the Question</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
</tbody>
</table>
Postpone Indefinitely – Avoids direct vote on a motion

Previous Question – Stops all discussion, if passed board must vote on pending motion.

Lay on the Table – Lay pending motion temporarily (if another urgent matter has arisen)

Point of Order – Made when Robert’s Rules are perceived to be violated.

Appeal – Critizes the ruling of chair/parliamentarian of a ruling on Robert’s Rules

Suspend the Rules – Take item(s) out of order, must state which item(s) are to be taken out of order.

Consideration of the Question – Avoid main motion / not take action on main motion.

Divide the Question – Vote on items in main motion separately.

Point of Information – Asking information of the mover/chair.

Parliamentarian Inquiry – Used to obtain information on proper Robert’s Rules procedures

Orders of the Day – Once moved the motion must be enforced

Take from the Table – To take action on an item previously Layed on the Table

Reconsider – Can only be made by a member of the prevailing side.

*Friendly Amendment – Two options. If anyone objects to the motion option 2 must be followed.
(1) If a friendly amendment is offered and the maker of the original motion and the person seconding the motion accept it, no second is required, no debate is called for, and no vote need be taken on the friendly amendment. Debate proceeds as if the main motion had been formally amended.

(2) If the maker of the original motion, the person seconding the motion, or anyone on the board "does not accept" the amendment, it must be opened to debate and voted on formally. It would follow the same procedures as a motion to amend.

*Withdraw a motion* – Can only be made by the mover of the motion. If no one on the board objects the motion is withdrawn. If anyone on the board objects then follow procedures in the table.