



## Conduct Meetings of the Board of Trustees Policy 3.1.0

**POLICY.** The Board of Trustees will establish the time and place of the regular meeting of the Board of Trustees of the Incline Village General Improvement District and provide the manner in which special meetings of said District may be called, designating the meeting location, establishing the agenda and rules for its proceedings for the Incline Village General Improvement District, Washoe County, State of Nevada

Notice and conduct of all meetings shall conform with the provisions in Nevada Revised Statutes (NRS) 241.020 and NRS 281A (Ethics In Government). Meeting minutes and transcripts of meeting with be in compliance with NRS 241.035.

- 0.1 Regular Meetings.** The regular meeting times and location shall be set by the Board of Trustees.
- 0.2 Special Meetings.** Special meetings of the Board of Trustees shall be held upon call of the Chair of the Board or at least two of the Trustees.
- 0.3 Meeting Place.** All Board of Trustees meetings shall be held within the District.
- 0.4 Item(s) of Business/Agenda Preparation.** The Board Chair, in cooperation with the General Manager, is responsible for preparing the agenda and supporting materials for each meeting. The Chair, in cooperation with the General Manager, will place on the Agenda any item requested by a fellow Trustee.

If a person or party, including the general public, wishes to have a matter considered by the Board, a written request should be submitted to the General Manager, in advance of the meeting, allowing enough time for staff research. The amount of advance time required will be determined by the General Manager, based upon Board Policy, administrative procedure, and the facts in each instance.

No matter shall be heard or acted upon without all accurate and relevant materials being published with the initial publication of the Board Packet. If materials are inaccurate or missing, the agenda item

Adopted ~~January~~ September 1128,  
2023~~2~~

1



### Conduct Meetings of the Board of Trustees Policy 3.1.0

will be deferred. Delayed and/or supplemental materials shall defer an agenda item.

The agenda and Board Packet materials shall be posted on the District's website one calendar week prior to the meeting.

Public comment may be scheduled for individual agenda items in addition to the initial and closing public comment period at the discretion of the Chair. Unless otherwise determined, the time limit shall be three (3) minutes for each person wishing to make an initial or closing public comment and shall be two minutes(2) for each person should public comment be permitted for an individual agenda item. Unless otherwise permitted by the Chair, no person shall be allowed to speak more than once on any single agenda item.

The item(s) of business at the regular meetings of said Board may include, but are not limited to:

- Pledge of Allegiance
- Roll call of Trustees
- Appearances/Presentations (Non-action)
- Initial Public Comment – not to include comments on General Business items with scheduled public comment
- Appearances/Presentations/Declarations/Proclamations (Action)
- Approval of Agenda
- Public Hearings (if any) – all changes to Ordinances require a Public Hearing with a minimum of a 21-day notice
- District Staff Update (if any)
  - The General Manager's monthly report
  - Once a month the General Manager is to provide a formal written report outlining the contracts/expenditures s/he approved with proper signing authority per District policy.
- ~~Review of the long range calendar~~
- Legal Counsel Update (if any)
- Reports to the Board – Reports are intended to inform the Board and/or the public – Reports shall be limited to 15 minutes or a time to be determined at the discretion of the Chair.

Adopted January/September 1128,  
20232



## Conduct Meetings of the Board of Trustees Policy 3.1.0

- **GM Report**
- Department liaisons' updates (if appropriate)
- Audit Committee (if appropriate)
- Treasurers Report (if any)
  - Payment of Bills – For District payments exceeding \$50,000 or any item of capital expenditure, in the aggregate in any one transaction, a summary of payments made shall be presented to the Board at a public meeting for review. The Board hereby authorizes payment of any and all obligations aggregating less than \$50,000 provided they are budgeted and the expenditure is approved according to District signing authority policy.
  - Any other reports as deemed of value by the Treasurer. This may include a review of procurement card purchases, weekly bill pay review, etc.
- Consent Calendar (if any)
  - In cooperation with the Chair, the General Manager may schedule matters for consideration on a Consent Calendar. The Consent Calendar may not include any action which is subject to a public hearing. Consent Calendar items are:
    - Contracts for review prior to signing/execution;
    - Budgeted items with a financial impact of less than \$100,000;
    - Items that have been previously discussed by the Board of Trustees;
    - "Housekeeping" items that passage without discussion is likely;
    - Meeting minutes approval.
  - Each consent item shall be separately listed on the agenda, under the heading of "Consent Calendar". A memorandum containing all relevant information will be included in the packet materials for each Consent Calendar item. The memorandum should include the justification as a consent item in the Background Section.
  - Any member of the Board may request the removal of a particular item from the Consent Calendar, at the time of the

Adopted [January](#)[September](#) [1128](#),  
20232

3



## Conduct Meetings of the Board of Trustees Policy 3.1.0

agenda approval, and that the matter shall be removed and addressed in the General Business section of the meeting.

- A unanimous affirmative vote shall be recorded as a favorable motion and approval of each individual item included on the Consent Calendar.
- General Business
- ~~Reports~~
- Reports are intended to inform the Board and/or the public.
- ~~Review of the long range calendar~~
- Final Public Comment
- Board of Trustees Updates
- Adjournment

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### 0.5 Rules of Proceedings.

- a. Public Meetings. All meetings of the Board shall be in accordance with NRS 241, the Nevada Open Meeting Law.
- b. Quorum. A majority of the Board of Trustees present in person or by virtual technology shall constitute a quorum for the transaction of business. When using virtual technology, so long as there is adequate internet service, the Trustee must be on-camera to qualify for voting. In no event shall any matter be approved without the affirmative vote of three Trustees.
- c. Method of Action. The Board of Trustees shall act only by motion which, to become effective, shall be adopted by the affirmative vote of at least a majority of its members, which is three (3), unless otherwise provided by statutes, including but not limited to NRS 318.280 and NRS 318.350. In the event of only three members present, the method of action must be unanimous.

The District and its Board will operate according to NRS 281A, Ethics In Government. Should a conflict of interest be a concern, the Trustee will abide by NRS 281A and potentially

Adopted ~~January~~ September 1128,  
2023~~2~~

4



### **Conduct Meetings of the Board of Trustees Policy 3.1.0**

abstain from voting. According to NRS 241.0355, an abstention is not a vote in favor.

- d. Recording Vote. All Trustees present and voting, shall have their yes/ayes and no/nays taken on all actions taken and entered into the minutes. All Trustees shall have the equal right to vote, make and second motions. If the vote for/against any item is not unanimous, the Chair may ask the Clerk to conduct a roll call vote.
- e. Ordinances. The enacting clause of all ordinances passed by the Board shall include the word "ordinance" and be consecutively numbered. All actions to pass or revise an ordinance shall be attested by the Secretary.
- f. Contracts. Until this policy is modified, all contracts are to be provided to the Board for review prior to signing/execution. The Board shall designate one Trustee to review, approve the signing of any contracts, and inform the Board of said action, when time is of the essence. In addition, contracts proposed and/or estimated to exceed the signing authority in Policy 20.1.0 subparagraph 1.5 or Policy 21.1.0 subparagraph 1.6, must be approved by the Board of Trustees. The General Manager has the authority to execute contracts per Board Policy so long as the funds were budgeted for the specific purpose. All documents approved or awarded by the Board shall be signed in the name of the District by two (2) officers of the Board of Trustees, unless authorization to sign is given to another person(s) by the Board.
- g. Claims. The Board of Trustees may engage the General Manager and General Counsel to negotiate on behalf of IVGID, the settlement of all property damage, personal injury, or liability claims. Final settlement of such claims must be approved by the Board. The General Manager may accept a tentative settlement, which shall not be final and binding upon IVGID, unless and until approved by the Board of Trustees.



**Conduct Meetings of the Board of Trustees  
Policy 3.1.0**

- h. Litigation. The General Manager must obtain Board of Trustees authorization, at a public meeting, to initiate any lawsuit, appeal any decision or judgement, or retain legal counsel to defend a lawsuit. In addition, the role of the General Manager is to carry out the business of the Board. Any discussion, conversation, or communication between the GM and outside legal counsel require the Board to be immediately informed.
- i. Texting. At no time during a meeting are Trustees to be making use of digital technology to communicate with others. The meetings are to conduct business by the Trustees.

**0.6 Robert's Rules.** Unless contrary to this rule, such meetings shall be substantially conducted in conformity with Robert's Rules of Order unless those provisions conflict with Chapter 241 of the NRS, in which case, the statutes will prevail.

**0.7 Reconsideration.** Reversal, or substantial modification, of any item by the Board of Trustees within six months of the meeting date at which the action was taken, shall only be considered as follows:

- The General Manager may request reconsideration of any action of the Board, and place reconsideration of the action before the Board, if the General Manager determines that the action compromises the efficiency of operations or otherwise impairs the effective management of the District.
- A Board action may also be scheduled for reconsideration if at least two Trustees make written requests.
- Written requests for reconsideration by any other person or party, including members of the general public, will be distributed to the Trustees but shall not be placed on the Board agenda, without the concurrence of at least two Trustees, as provided above.

If the original action was taken after a Public Hearing, a second Public Hearing shall be held in conjunction with any reconsideration.

Once placed on the agenda under the procedure established herein, the Board may rescind, modify, reaffirm, or take no action on the item;

Adopted January~~September~~ 1128,  
20232



## Conduct Meetings of the Board of Trustees Policy 3.1.0

in the same manner it would take action on any other General Business agenda item.

- 0.8 Officers of the Board.** As the first item of General Business at the first meeting of the calendar year, the Board of Trustees shall elect a Chair, Vice Chair, Treasurer, and Secretary. It is recommended that the officers of the Board rotate on a reasonable basis. Roles should change at least every 2 years. Each Officers term will begin as defined by the agenda item and will continue until the next election. The officer roles and responsibilities are outlined in the Trustee Handbook.

According to NRS 318.085(1), the role of Treasurer and the Secretary may be fulfilled by someone other than a Trustee.

Should a vacancy occur, the Board of Trustees shall follow NRS 318.090(5) to fill the vacancy. The most current roster for the current Board of Trustees is located on the District's website.

- 0.9 Advisory Committees.** The Board of Trustees may from time to time establish citizen committees to advise it on policy matters of the District. All such committees shall serve at the pleasure of the Board, and the Board shall have the authority to remove any member or all members from any and all committees at any time, or to change any of the terms of office thereof. Unless otherwise provided for in the document creating such committee and as permitted by applicable law. Committees shall be advisory in nature only, and shall have no authority to set policy; expend or obligate funds; hire, fire, supervise, or direct staff; or speak on behalf of the District, the Board, or its officers or employees. All committees shall conduct their business according to Roberts Rules of Order and shall conform to all provisions of the Nevada Open Meeting Law. If any Trustee is appointed to serve on a committee, the Trustee shall be the chair of that committee, unless other methods for selecting the chair have been approved by the Board of Trustees. If more than one Trustee is appointed to serve on the committee, then the Board shall determine by motion which Trustee shall serve as chair.



### Conduct Meetings of the Board of Trustees Policy 3.1.0

The General Manager may establish citizen advisory committees or bodies to advise the General Manager on areas of interest. These Citizen Advisory Committees are distinctively different from Board advisory committees as they are created by the General Manager to provide input. As such, they are not subject to the Nevada Open Meeting Law, but a reasonable attempt is to be made to notify members of the public of their meetings. Only 1 Board member may serve on each Advisory Committee established by the General Manager. One Board member shall serve on the General Manager's citizen advisory committee and can serve on multiple Advisory Committees established by the General Manager.

- 0.10 Legislative Matters.** The General Manager may from time to time propose positions on legislative issues, which positions shall be reviewed and approved by the Board at its regular meeting.
- 0.11 Conflict Resolution.** In the event that the provisions of Policy 3.1.0 conflict with any other Policy Provisions, this policy shall prevail.
- 0.12 Board Highlights.** Board meeting highlights shall be posted on the District's website in addition to being emailed to subscribers. The highlights are to include a list of issues brought the attention of the Board by the public, brief overviews of each agenda item and when applicable, the results of a vote.