



CENTRAL FLORIDA EXPRESSWAY AUTHORITY

RULES OF PROCEDURE FOR BOARD MEETINGS



Rules of Procedure for Board Meetings

- Old Rules previously adopted January 27, 2010 pursuant to governance study recommendation.
- New rules would be consistent with the provisions of SB230 and the nine member make-up of the new Board.
- Purpose is to provide an orderly process to conduct business and facilitate open exchange of ideas among Board members and the public.



Election of Officers

- Provides for the election of officers: Chairman, Vice-Chairman, and Secretary/Treasurer.
- Old Rules provided for one year terms and elections every January.
- Nominations (no second necessary) and a majority vote of the Board.
- 5 votes regardless of quorum (F.S. 348.753(4)(a)).



Regularly Scheduled Meetings

- Proposing second Thursday of every month at 9:30 a.m. for regular CFX Board meetings.
- Previous practice was to provide at least seven (7) days written notice of meeting to all Board members and persons requesting advance notice of Authority proceedings.
- As an independent special district, CFX will file an annual schedule of its regular meetings with all four counties and the City of Orlando.



Agendas

- Previously distribution of agendas with all backup has been seven (7) days before the meeting.
- Electronic delivery.
- Executive Director prepares the agenda. Any Board member may request an item on the agenda by written request at least 8 days prior to the meeting.



Non-Agenda items

- Non-agenda items introduced only when deemed by the Chairman, another Board member or the Executive Director to require urgent attention.
- Incongruous with public's right to comment on agenda items?



Form of Agenda

- (1) Call to Order and Pledge of Allegiance
- (2) Public Comment
- (3) Review and Approval of Minutes
- (4) Approval of Consent Agenda
- (5) Chairman's Report
- (6) Treasurer's Report
- (7) Executive Director's Report
- (8) Discussion Item Agenda: specific list of all items involving discretion or policy making with summary of each
- (9) Board Member Comment
- (10) Adjournment



Quorum

- Physical presence of at least five Board Members.
- Any action requires five affirmative votes regardless of quorum or the number of Board members voting. F.S. 348.753 (4)(a).
- Telephone appearances allowed, but may cast vote (at Board's discretion) only if a quorum exists without the Board Member's attendance. AGO 03-41.



Public Comment

- “Members of the public shall be given a reasonable opportunity to be heard on a proposition before a board or commission...”
F.S. 286.0114
- Current policy provides for at least 15 minutes at the beginning of each regular meeting and limits speakers to three minutes.
- Speakers must be courteous and non-disruptive.



Committees of the Board

- Standing Committees previously created:
 - Audit Committee
 - Finance Committee
 - Operations Committee
 - Right of Way Committee

Two Board members on each Committee



Part II - Motions

- No motion adopted until the motion is stated in substance by the Chairman.
- Second required for all main motions.
- Motions to Amend a main motion may be done by:
 - Consent of all members.
 - Formal amendment with second.



Motions cont'd

- Motions to Refer to Committee or staff for more information or Defer to time certain are allowable. Motions to table or postpone indefinitely are not.
- Motion to Reconsider may be used if at the same meeting new information or changed situation indicate a different result may reflect the will of the Board.



Motion to Rescind

- If Board member wishes to annul an action taken at a previous meeting a motion to rescind may be used, subject to restrictions:
 - Eight calendar days notice by Board member.
 - Prevailing Side - 5 votes.
 - Losing Side or Absent - 6 votes and only if
 - New information
 - Imperative to avoid material cost, risk, harm or other jeopardy to CFX or its customers which could not have been known at the time of the Board's previous decision



Motion to Rescind

- May be ruled out of order if:
 - Motion to reconsider could be made (i.e. at same meeting)
 - Motion to reconsider taken and lost on date of previous Board action
 - Matter is routine and motion to amend proper
 - Irrevocable action and detrimental reliance taken by CFX as a result of prior vote
 - Board member not a member when previous action taken
 - Effect would violate bond covenants.



Point of Order

- Member may call for a point of order if he/she believes that the Chairman has failed to notice a breach in the Rules. General Counsel to advise and assist Chairman and Board on matters of Board procedure.



Withdrawal of Motion

- Once moved and seconded the motion belongs to the Board and not the maker.
- Withdrawal may be done by Chairman asking if there is objection. If none the motion is withdrawn. If so, vote is taken.
- Withdrawal may be done by motion.
- Unseconded motions may be withdrawn by the maker.



Adjournment and Review

- Motion to Adjourn. Highest ranking motion requires date and time to complete any non-completed items on the agenda.
- Board shall review its own Rules at least every two years.