

## **6.0 BOARD MEETINGS**

A meeting of the Board of Directors of TRWD is defined as any meeting that is required to be posted under the Texas Open Meetings Act. The Board shall give written notice of the date, hour, place, and subject(s) of each meeting it holds.

All regular monthly meetings and special meetings of the Board shall be open to the public, and public notices shall be posted in compliance with applicable state law.

**6.1 Regular Monthly Board Meetings.** The Board of Directors shall conduct monthly regular Board meetings in accordance with Section 49.064 of the Texas Water Code and Chapter 551 of the Texas Government Code. The Monthly Board Meeting shall be held at 800 E. Northside Drive, Fort Worth, Texas in the TRWD Administrative Offices building. When determined necessary and for the convenience of the Directors, the Board President, or a majority vote of the of the Board, may change the location of a Board meeting. The notice for that Board meeting shall reflect the changed location.

Directors of the TRWD shall be given 72 hours' notice for regular monthly and special meetings.

All meeting notices and official records of Board meetings shall be preserved in accordance with applicable state law and TRWD's record retention procedures.

**6.2 Special or Called Board Meetings/Board Workshops.** The Board President shall call special or called Board meetings or workshops as appropriate. The Board President shall call a special or called Board meeting or workshop at the President's discretion or at the formal, written request of two Directors. A formal request shall:

1. Be submitted by two or more Directors to the Board President either by e-mail or paper;
2. Contain language for the specific agenda item(s) for the requested special or called Board meeting that is/are identical from two Directors; and
3. If submitted on paper, be signed by two or more Directors with the date of the request.

The Board shall hold a special or called meeting addressing the specific agenda items presented in the formal, written request within 60 days after the formal, written request is received.

**6.3 Emergency Meetings.** The Board President may call an emergency meeting when an emergency or an urgent public matter arises that is an imminent threat to public health and safety, or a reasonably unforeseeable situation arises, and the Board has a need to take immediate action.

Notice for emergency meetings shall be provided to the Directors at least one hour prior to the scheduled time of an emergency meeting.

**6.4 Notice to the Public.** Notice of a Board meeting shall be posted in a place convenient to the public and in the Administrative Offices of TRWD, as well as on the internet, at least 72 hours before the scheduled time of a meeting. The notice shall also be provided to the secretary of state and the county clerk of the county in which the administrative office of TRWD is located; or, TRWD may post notice of each meeting on TRWD's website.

Notice for an emergency Board meeting or the addition of an emergency action item to a meeting agenda shall be posted for at least one hour before the meeting is convened.

**6.5 Executive Session (Closed Meeting).** The Board of Directors may meet in executive session closed to the general public on matters exempted by the Texas Open Meetings Act or other applicable state law from public meeting requirements, provided that requirements for public notice and documentation of such sessions are followed.

Procedures for Executive Session: If a closed meeting is allowed, the Board shall not conduct the executive session unless a quorum of the Board first convenes in an open meeting for which proper notice has been given and the presiding officer has publicly announced that an executive session will be held and has identified the section or sections of the Texas Open Meetings Act or other applicable law under which the executive session is held.

Certified Agenda: The Board shall keep a certified agenda of the proceedings of each executive session closed to the general public except for private consultations with the District's attorney as permitted under Sections 551.071 and 551.103 of the Texas Government Code. The certified agenda will include a statement of the subject matter for each deliberation, a record of any further action taken, and an announcement by the Board President at the beginning and end of the closed executive session indicating the date and time. Board members, acting in their official capacity, may not receive, remove, or copy the certified agenda from an executive session.

The Board President shall attest that the certified agenda is a true and correct record of the proceedings. The certified agenda will be retained by the District's General Counsel as a record of a closed executive session for at least two years after the date of the meeting. If litigation regarding the executive session is brought within the two-year preservation period, the Board shall preserve the certified agenda while the litigation is pending.

Recording Prohibited: Executive sessions (closed meetings) shall not be recorded by any person unless a majority vote of the Board authorizes such recording.

Conflicts of Interest in Executive Session: A member of the Board of Directors shall not participate in a portion of an executive session involving any litigation that the member

has pending against the District. Additionally, no person shall attend a portion of an executive session when the individual's interests on a topic are adverse to the District's.

No Participation in Improper Closed Meetings: No Director shall willfully call or aid in calling an executive session, or to close a meeting or session to the public, or willfully participate in an executive session where an executive session is not duly posted or otherwise not permissible. No Director shall knowingly participate in an executive session knowing that a certified agenda of the executive session is not being kept. No Director or group of Directors of the Board should circumvent, or conspire to circumvent, the provisions of the Texas Open Meetings Act by meeting in numbers constituting less than a quorum for the purpose of secret deliberations in contravention of the Open Meetings Act.

If, in the opinion of a Director, a discussion in the executive session goes beyond the specific called agenda item(s) or includes topics that should not be discussed in executive session under law, the Director should call the presiding officer's attention to a "point of order."

Except as required by court order, other applicable law or under the provisions of this section, no one other than a TRWD Board member will be granted access to executive session records. Requests for access or review of such records by a TRWD staff member or legal counsel retained to represent TRWD must be made in writing to the General Counsel and must state the reasons for the request. Access to the records will be granted only by the General Counsel. The General Counsel will be responsible for maintaining the confidentiality of executive session records.

**6.6 Rules of Order.** The Board of Directors will use the modified parliamentary procedures as articulated in *Robert's Rules of Order, Newly Revised* as a guide when applicable or when any procedural dispute arises. The Board President shall be the final authority for interpreting the applicability of *Robert's Rules of Order* in all Board meetings. The Board may suspend procedural rules at any Board meeting by a majority vote of Directors who are present and cast a vote.

**6.7 Voting.** Directors may vote by a show of hands or by voice vote, depending on the direction given by the Board President. Any Director may abstain from a vote. Such vote or abstention from the vote shall be recorded upon that Director's request.

Any final action, decision, or vote by the Board on a matter deliberated in an executive session shall be made only in an open meeting for which proper notice has been given.

**6.8 Discussion and Limitations.** All Board discussions shall first be addressed to the Board President and then opened to the entire Board. Discussion shall be limited solely to the agenda item presently under deliberation. The Board President shall terminate any discussion that does not apply to the agenda item before the Board.

Additionally, the Board President shall terminate discussions which exceed any agreed time limitation for discussion of a particular agenda item, and that time limit has expired. The Board President shall not otherwise interfere or impede debate among the Directors so long as members wish to address only those items under consideration.

Directors shall conduct themselves in accordance with the Board's Standards of Conduct and ethical obligations during discussions.

**6.9 Public Comment.** The Board shall provide a forum at regular Board meetings for members of the public to comment on matters not on the agenda. The Board will allow each member of the public who desires to address the Board regarding an item on an agenda for an open meeting of the Board to address the Board regarding the agenda item at the beginning of the Board meeting during the public comment forum provided by the Board. At all other times during Board meetings, the audience shall not enter into discussion or debate on matters being considered by the Board.

All individual presentations shall be limited to three (3) minutes, regardless of the number of agenda items on which the individual seeks to comment, or six (6) minutes if such comments are provided through a translator. The Board President may allow additional time for an individual presentation if the Board President deems the time limit is unreasonable under the circumstances.

In response to an inquiry from a member of the public at a meeting, the Board may either provide a statement of specific factual information or recite existing policy. Any deliberation or decision about the subject of the inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

**6.10 Minutes.** Action taken by the Board of Directors shall be carefully recorded by the Board Secretary or TRWD staff member assisting the Board Secretary and provided to all Directors before the next meeting at which the minutes shall be approved. Public comments shall be recorded in the minutes by reciting the agenda item and/or subject written on the commenter's speaker card submitted prior to the meeting, or as communicated to TRWD staff prior to the public meeting. Corrections to the minutes shall be made at the meeting at which they are approved. Once approved or corrected by the Board at the next regular or special/called meeting, these minutes shall serve as the legal record of official Board action. Approved minutes of all meetings shall be signed by the Board President and Board Secretary.

Minutes of the Board of Directors meetings shall be kept in an official file and retained in accordance with TRWD's records retention schedule. Individuals wishing to review the minutes should contact TRWD during regular business hours. Minutes may also be accessed by visiting TRWD's website.

**6.11 Conduct at Board Meetings.** The Board shall not tolerate disruption of the meeting by members of the public. If, after at least one warning from the Board President,

any person continues to disrupt the meeting by his or her words or actions, the Board President shall request assistance from law enforcement officials to have the person removed from the meeting.

Individuals attending Board meetings shall not engage in conduct that disrupts, interrupts, or causes delay in the proceedings. The Board President shall take such measures as may be necessary to ensure that decorum is preserved at all times during Board meetings.

**6.12 Board Committees.** Duly-created Board committees, discussed in Section 8.0 of these Board Governance Policies—which may consist of Directors and TRWD staff—may only conduct meetings, consider issues, and make recommendations to the Board regarding matters within the specific authority granted by the Board. Unless otherwise delegated by the Board to the committee, to be binding on the Board, all committee recommendations must be provided to the Board at the next regular or special/called Board meeting for consideration and discussion, and a vote by the Board regarding the committee’s recommendation.

**6.13 Training.** Members of the TRWD Board of Directors shall participate in annual training prior to September 1 each year on the Texas Open Meetings Act.

## **AUTHORITY**

Tex. Gov’t Code §§ 551.001, et seq.  
Tex. Gov’t Code § 551.005  
Tex. Gov’t Code § 551.007  
Tex. Gov’t Code § 551.041  
Tex. Gov’t Code 551.042  
Tex. Gov’t Code § 551.045  
Tex. Gov’t Code E § 551.0554  
Tex. Gov’t Code § 551.101  
Tex. Gov’t Code § 551.103  
Tex. Gov’t Code § 551.104  
Tex. Gov’t Code § 551.144  
Tex. Gov’t Code § 551.445  
Tex. Atty. Gen. Op. JC-0120 (1999)  
Tex. Atty. Gen. Op. JM-1004 (1989)  
Tex. Atty. Gen. Op. JC-0506 (2002)  
Tex. Atty. Gen. Op. KP-0300 (2020)