



GOVERNANCE COMMITTEE MEETING

February 16, 2021 – 6:30 p.m.

VIRTUAL MEETING BY TELECONFERENCE

VIRTUAL MEETING TELECONFERENCING and PHONE NUMBER FOR PUBLIC PARTICIPATION

In conformity with the Governor's Executive Order N-29-20 (MARCH 17, 2020) and due to concerns over COVID-19, the Woodland Hills-Warner Center Neighborhood Council meetings will be conducted entirely telephonically.

Every person wishing to address the Neighborhood Council must dial +1 669 900 6833, and enter Zoom ID No. 913 643 25420 and then press # to join the meeting. Instructions on how to sign up for public comment will be given to listeners at the start of the meeting. The public is requested to dial *9, when prompted by the presiding officer, to address the Board on any agenda item before the Board takes an action on an item.

GENERAL PUBLIC COMMENT ON NON AGENDA ITEMS

THE AMERICAN WITH DISABILITIES ACT - As a covered entity under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services and activities. Sign language interpreters, assistive listening devices and other auxiliary aids and/or services, may be provided upon request. To ensure availability of services, please make your request at least 3 business days (72 hours) prior to the meeting you wish to attend by contacting the Department of Neighborhood Empowerment by email: NCsupport@lacity.org or phone: (213) 978-1551.

PUBLIC ACCESS OF RECORDS – In compliance with Government Code section 54957.5, non-exempt writings that are distributed to a majority or all of the board in advance of a meeting may be viewed on our website at: www.whcouncil.org or at the scheduled meeting. In addition, if you would like a copy of any record related to an item on the agenda, please contact Joyce Fletcher at (818) 639-9444 or email: j.fletcher@whcouncil.org

PUBLIC INPUT AT NEIGHBORHOOD COUNCIL MEETINGS – The public is requested dial *9, when prompted by the presiding officer, to address the Board on any agenda item before the Board takes an action on an item. Comments from the public on agenda items will be heard only when the respective item is being considered. Comments from the public on other matters not appearing on the agenda that are within the Board's jurisdiction will be heard during the General Public Comment period. Please note that under the Brown Act, the Board is prevented from acting on a matter that you bring to its attention during the General Public Comment period; however, the issue raised by a member of the public may become the subject of a future

Board meeting. Public comment is limited to two minutes per speaker, unless adjusted by the presiding officer of the Board.

SERVICIOS DE TRADUCCIÓN - Si requiere servicios de traducción, favor de avisar al Concejo Vecinal 3 días de trabajo (72 horas) antes del evento. Por favor contacte a Joyce Fletcher de la Mesa Directiva, al j.fletcher@whcouncil.org o por correo electrónico avisar al Concejo Vecinal.

Notice to Paid Representatives - If you are compensated to monitor, attend, or speak at this meeting, City law may require you to register as a lobbyist and report your activity. See Los Angeles Municipal Code §§ 48.01 et seq. More information is available at ethics.lacity.org/lobbying. For assistance, please contact the Ethics Commission at (213) 978-1960 or ethics.commission@lacity.org

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AGENDA

- 1. Call to Order**
- 2. Pledge of Allegiance**
- 3. Roll Call**
- 4. Public Announcements – Two (2) minutes per speaker**
- 5. Public Comment Period on items not on the agenda: Two (2) minutes per speaker**
- 6. Approval of Minutes**
- 7. Review of Standing Rules and discussion of possible changes.**
- 8. Adjournment**

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*RECONSIDERATION AND GRIEVANCE PROCESS - For information on the WHWCNC process for board action reconsideration, stakeholder grievance policy, or any other procedural matters related to this Council, please consult the WHWCNC Bylaws. The Bylaws are available at our Board meetings and our website at www.whcouncil.org



GOVERNANCE COMMITTEE MEETING MINUTES

January 19, 2021 – 6:30 p.m.

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VIRTUAL MEETING TELECONFERENCING and PHONE NUMBER FOR PUBLIC PARTICIPATION

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AGENDA

1. Call to Order

The meeting was called to order at 6:34 p.m.

2. Pledge of Allegiance

Peter Fletcher led the Pledge of Allegiance.

3. Roll Call –

Members present – Don Patterson, Peter Fletcher, and Paul Lawler. Members not present – Joyce Fletcher and Dena Weiss.

4. Public Announcements - (2) minutes per speaker – *There were no speakers.*

5. Public Comment Period on items not on the agenda: Two (2) minutes per speaker - *There were no speakers.*

6. Approval of Minutes

Paul Lawler made a motion to approve the minutes of December 29, 2020; second by Don Patterson.

Vote:

AYES: 3 NOS: 0 ABSTAIN: 0

7. Pursuant to Article V Section 6 of the Woodland Hills Warner Center Neighborhood Council Bylaws - Motion to confirm that Lisa Meyer meets the qualifications for a vacant Area 5 Board position.

Motion by Don; Second by Peter

Motion by Don Patterson to confirm that Lisa Meyer meets the qualifications for a vacant Area 5 Board position; Second by Peter Fletcher. Lisa Meyer provided an introduction of herself and her interest in the neighborhood council.

Vote:

AYES: 3 NOS: 0

ABSTAIN: 0

8. Adjournment

The meeting was adjourned at 6:45p.m.

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STANDING RULES

WOODLAND HILLS - WARNER CENTER NEIGHBORHOOD COUNCIL

Standing rules shall be adopted by the Board of Directors to clarify and supplement the administration of the Bylaws. Such rules shall be in addition to the Bylaws and shall not be construed to change or replace any Bylaw.

SR - 1 If there is any conflict between the Bylaws and the Standing Rules, the Bylaws shall prevail.

Standing Rules may be adopted, amended, or repealed by a simple majority of the Board.

SR - 2 The presiding officer shall impose a stated time limit on any speaker. No Board member may speak a second time on the same issue until all Council members wishing to comment speak until all the members wishing to speak have spoken.

SR - 3 Comment Period - After each Neighborhood Council meeting has been called to order, a public comment period shall be held, as early as reasonably possible. Speakers shall be granted two (2) minutes. Any modifications to the time given to any speaker may be extended by the presiding officer.

SR - 4 In accordance with the Ralph M. Brown Act, audience members shall be allowed to address the Neighborhood Council regarding a specific agenda item during the time it is being considered. Speakers shall be limited to two (2) minutes, although the presiding officer may, at his or her discretion, extend the comment period.

SR - 5 All financial matters required by DONE require a roll call vote.

SR - 6 Copies of all correspondence sent on behalf of the Neighborhood Council shall be posted on the Neighborhood Council Website. If the correspondence states a position or recommendation of the Neighborhood Council, it shall also state the number of votes for and against that position/recommendation.

SR - 7 The Officers shall be responsible for creating the Agenda for meetings of the full Neighborhood Council. All potential agenda items shall be submitted to the Officers no later than five (5) days before the meeting, no later than 5:00 p.m.

SR - 8 All Committees shall have:

1. monthly meetings;
2. an Agenda (properly posted prior to each meeting with copies provided at each meeting);
3. minutes (taken and approved);
4. requests from stakeholder claims (as necessary); and
5. provide recommendations to the Board (as necessary).

SR - 9 Committees shall consist of Board Representatives, not to exceed eleven (11), and Alternate(s) and Stakeholder(s) who have submitted an application, not to exceed five (5). Changes to these numbers may be made with Council approval. No actions of a Committee may supersede the actions of a regular Board Meeting.

SR - 10 Persons placed on a Committee have a responsibility to attend each meeting and to advise its Chair in advance if they are unable to attend. A Committee member who has missed two (2) consecutive meetings, without having been excused by the Committee Chair, may be removed from the Committee (at the discretion of its Chair.)

SR - 11 Stakeholder Action Request forms shall go to the NC President, who shall be responsible for receiving and directing request forms to the appropriate Committee(s) or Area Representative within ten (10) days.

SR - 12 The Neighborhood Council Board shall meet on the second (2nd) Wednesday of the month. The President or Vice-President may, if necessary, cancel or change the date of the monthly meeting and posted as required by Brown Act.

SR - 13 There is no requirement for Committee appointments to be made proportionately according to Area representation.

SR - 14 Each Committee shall take roll. The rolls will then be included in the minutes of the meeting. The minutes of the respective Committee meeting will be forwarded to the Secretary of the Board.

SR - 15 Every member of the Board, including Alternates, shall actively serve on a Committee for the duration of their elected term of office.

SR - 16 This item intentionally left blank.

SR - 17 Additional Duties and Responsibilities of the Neighborhood Council: The primary duties and responsibilities of the Neighborhood Council shall be to govern and to carry out its mission.

a. Return of Neighborhood Council Property. In the event of a change in the status of any Representative of the Neighborhood Council, ALL Neighborhood Council records and equipment must be turned over to the new President within ten (10) business days after such

change, excepting an Act of God or approval of an extension by the new President. An extension may be granted by the President. An acknowledgement confirming receipt of Neighborhood Council property shall be provided.

b. Maintenance and Inspection of Articles and Bylaws. At the time that an office location is established, the principal office for the Neighborhood Council shall be within the Neighborhood Council boundaries and listed on the Council website. The Neighborhood Council shall keep the original or a copy of the Charter and Bylaws as amended to date, which shall be available for inspection by any Stakeholder at a reasonable time and location.

c. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board and any Committee of the Neighborhood Council shall be kept at such place designated by the Officers of the Neighborhood Council. The minutes shall be kept in typed form and posted no later than 60 days from the time the minutes are approved and the accounting books and records shall be kept in typed form.

d. Inspection by Members. With the exception of those records exempt from disclosure by express provisions of law, including the California Public Records Act (Government Code Section 6250 et seq.), any member shall have the absolute right at any reasonable time to inspect all books. This inspection may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents at the requestor's cost.

SR - 18 If a Board member is not able to attend a meeting, the Board member MUST notify their Alternate by reasonable means.

SR - 19 Each member of the Neighborhood Council and everyone attending any of its meetings and/or functions shall follow the Neighborhood Council Code of Civility, and the BONC Board Member Code of Conduct as follows. The Neighborhood Council Code of Civility and the BONC Board Member Code of Conduct shall be posted on the Neighborhood Council website. All persons in attendance at meetings are expected to abide by the Neighborhood Council Code of Civility.

NEIGHBORHOOD COUNCIL CODE OF CIVILITY

Collectively and individually, all elected, appointed, or selected members of the WH-WCNC agree to abide by the Code of Civility to ensure that our NC's business is conducted in respectful and courteous manner and in a manner that will generate respect and credibility for our NC. The Freedom to express one's views about public matters is cornerstone of the democratic process.

The WH-WCNC welcomes the diverse views and opinions of our board members and stakeholders as they relate to the issues before us. In order for these discussions to be meaningful and effective, we shall treat others with courtesy and dignity.

By adoption of the code of civility and by incorporating this code of civility into our Standing Rules, we collectively and individually agree to abide by our Code of Civility.

1. As representatives of the WH-WCNC, we shall conduct ourselves in a professional manner, including treating each member of the Board and members of the public with esteem and deference;
2. During Neighborhood Council meetings, functions, or events we will not engage in or threaten to engage in any verbal or physical attack on any individual. We will not use language or physical gestures that are abusive, threatening, intimidating, obscene, or slanderous including using profanities, insults, or other disparaging remarks. We believe that derogatory language about an individual's ethnicity, race, sexuality, age, disability, or religion is not acceptable;
3. We will promote and enforce a safe meeting environment at all times. If members of the Board or the public become disruptive and violate the code of civility, we will join our fellow Board members in demanding that the person(s) conduct themselves in a respectful and orderly manner even if we do not agree with the point of view being expressed. The President will have the authority to mitigate the disruption by any reasonable and professional manner available to them;
4. We will commit to communicate our ideas and points of view clearly, and allow others to do the same without interruption. We will practice the art of being able to disagree without being disagreeable;
5. We will commit to learn the applicable laws that govern Neighborhood Councils, including, but not limited to, the bylaws, standing rules, meeting procedures, the Brown Act, conflict of interest laws, applicable city ordinances, and the City Charter, and will not knowingly violate any of them thereby fostering and maintaining a professional environment for conducting business;
6. We will present information truthfully, and will not knowingly misrepresent, mischaracterize, misstate, or misquote information received from others;
7. If we find ourselves representing our personal interests before our community's interests, we will publicly disclose the differences and recuse ourselves from voting on such matters, and we will ask for advice from the City Attorney wherever we have doubts;
8. We will commit to good faith efforts to resolve grievances that come before the Board as specified in the Bylaws or Standing Rules;
9. Out of respect to our fellow Board members, the public, and the decision makers who we are trying to influence, we will make the best possible effort to understand the issues before us.

SR - 20 Additional Duties of the President - The President shall be the primary spokesperson of the Neighborhood Council and shall sign all correspondence from the officers as prescribed by the bylaws. (Article VI §2A)

SR - 21 - All seated Board Members must take all training(s) as required by the Department.

SR – 22 All Board and Committee meetings shall comply with the following procedures.

- In accordance with the Ralph M. Brown Act, all agendas for regularly scheduled meetings shall be posted at least 72 hours in advance of the meeting and agendas for special meetings shall be posted at least 24 hours prior to the meeting.
- All agendas must be posted with all supporting material prepared by Board or committee members to be reviewed by the Board or committee at the date and time specified on the agenda. All supporting material must also be posted on www.whcouncil.org in PDF format, not exceeding 18mb. Any document in excess of 18mb must be separated into PDF files that do not exceed 18mb.
- Copies of the agenda and at least one (1) copy of all supporting documents must be publicly available at the Board or committee meeting at a separate table near the entrance to the room.
- A sign-in sheet and speaker cards must also be available at all Board and committee meetings at the same location as the agenda and supporting documents.
- A Board Officer or committee chair shall announce the availability of such material at the start of each meeting.
- All board and committee meetings shall have minutes that must be posted on www.whcouncil.org within 10 business days following approval of the minutes. Minutes shall be presented for approval at the next regularly scheduled meeting of the Board or committee.

SR 23 – Intentionally left blank.

SR 24 - All stakeholder committee members must take the Code of Conduct and Funding training upon appointment and ethics training biannually. This provision will be effective 60 days from approval by the Board.

SR 25 - All Board and stakeholder committee members may be censured or removed for failing to follow the Code of Conduct pursuant to the discipline process described in the Bylaws.

SR 26 – All committee chairs must be Board members. Other committee members may be any stakeholder. This provision will be effective following the 2019 Council elections.

EmpowerLa Board Member Code of Conduct

ATTACHMENT A

1. Neighborhood Council Board Members should conduct themselves in a professional and civil manner.
2. Neighborhood Council Board Members should treat other Board Members and members of the public with respect regardless of the other's opinion, ethnicity, race, religion, religious belief or non-belief, color, creed, national origin, ancestry, sex, sexual orientation, gender, gender expression, age, disability, marital status, income, homeowner status, renter status or political affiliation.
3. Neighborhood Council Board Members should not, during meetings, functions or events engage in or threaten to engage in any physical attack on any other individual.
4. Neighborhood Council Board Members should not use language that is threatening, obscene, or slanderous, including profanities, insults or other disparaging remarks or gestures directed toward other Board Members.
5. Neighborhood Council Board Members should promote and, if necessary, enforce a safe meeting environment. If other Board Members become disruptive or violate the Code of Conduct Neighborhood Council Board Members have agreed to abide by, Board Members should demand that the offending Board Member conduct themselves in a respectful and orderly manner.
6. Neighborhood Council Board Members should not engage in "bullying" or harassment which is generally defined as follows:
 - a) "Bullying" is conduct that meets all of the following criteria:
 - i. is reasonably perceived as being dehumanizing, intimidating, hostile, threatening, or otherwise likely to evoke fear of physical harm or emotional distress;
 - ii. is directed at one or more Board Members;
 - iii. is conveyed through physical, verbal, or technological means;
 - iv. substantially interferes with participation opportunities, benefits, or programs of one or more Board Members at Neighborhood Council sponsored activities or events;

v. adversely affects the ability of a Board Member to participate in or benefit from the Neighborhood Council programs or activities by placing the Board Member in reasonable fear of physical harm or by causing emotional distress; and,

vi. is based on a Board Member's actual or perceived protected characteristic (see 2 above), or is based on an association with another person who has or is perceived to have any of these characteristics.

b) "Harassment" is conduct that meets all of the following criteria:

i. is reasonably perceived as being dehumanizing, intimidating, hostile, threatening, or otherwise likely to evoke fear of physical harm or emotional distress;

ii. is directed at one or more Board Members;

iii. is conveyed through physical, verbal, or technological means;

iv. substantially interferes with participation opportunities, benefits, or programs of one or more Board Members at Neighborhood Council sponsored activities or events;

v. adversely affects the ability of a Board Member to participate in or benefit from the Neighborhood Council programs or activities because the conduct, as reasonably perceived by the Board Member, is so severe, pervasive, and objectively offensive as to have this effect; and,

vi. is based on a Board Member's actual or perceived protected characteristic (see 2 above), or is based on an association with another person who has or is perceived to have any of these characteristics.

I have read and understand the Neighborhood Council Board Member Code of Conduct. I understand that if I fail to provide the Department of Neighborhood Empowerment with a signed and dated copy of this Neighborhood Council Board Member Code of Conduct I may be subjected to suspension and/or removal from my Neighborhood Council Board.