

# Presidio Trust Board Member Manual

This manual, approved by the Board on March 18, 2025, regulates the conduct of Board meetings and Board Members.

## Contents

- Scope Of This Manual ..... 4
- Rules for Board Member Conduct ..... 4
  - Understand the role of the Board..... 4
  - Understand the role of the CEO and staff members ..... 4
  - Attend all Board and Committee meetings ..... 5
    - Required preparation..... 5
  - Act with integrity ..... 5
    - The Trust does not give favors to anyone..... 5
    - Avoid actual and potential conflicts of interest..... 5
    - Political activity rules ..... 6
    - Complete initial and annual training in federal ethics rules ..... 6
    - Complete initial financial disclosure form ..... 7
  - Keep Trust documents and information confidential and secure ..... 7
    - Complete training in cyber security ..... 7
    - Use official email for Presidio Trust-related matters..... 7
    - Do not reveal confidential or privileged information ..... 7
    - Be aware of the potential for public disclosure of written communications ..... 7
  - Respond appropriately to inquiries about the Presidio Trust ..... 8
    - Engaging with officials ..... 8
    - Board Chair is spokesperson for the Board ..... 8
- Board Member Appointments and Terms ..... 8
  - Appointments ..... 8
  - Terms for Presidential appointees..... 9
  - Term limits for Presidential appointees..... 9
  - Board alumni ..... 9
- Board Officers ..... 9
  - Terms ..... 9
  - Election ..... 9

Board Rules and Actions ..... 10

    Board Bylaws..... 10

    Board Manual..... 10

    Board Policies..... 10

    Board Actions ..... 10

    Trust Regulations ..... 10

    Items that must come to the Board..... 11

Board Meetings..... 12

    Dates and locations..... 12

    Unanimous written consent in lieu of Board meeting..... 12

    Agendas..... 12

    Documents ..... 14

    Chair Role ..... 14

    Quorum ..... 14

        Abstention from Voting ..... 14

        Recusal from Discussion and Voting ..... 14

    Motions ..... 15

    Minutes ..... 15

Public Board Meetings ..... 15

    Informing the Public..... 15

    Agendas..... 15

    Public Comment..... 16

Committees..... 17

    Appointments ..... 17

    Authority ..... 17

    Conduct of Meetings..... 17

    Committee Chair Role ..... 17

    Attending Meetings of Committees to Which the Board Member Has Not Been Appointed ..... 17

    Quorum ..... 18

    Motions in Committees ..... 18

    Minutes of Committees ..... 18

Board Compensation and Travel..... 18

## Scope Of This Manual

The Presidio of San Francisco is a local jewel and a national treasure. Though small in size (in comparison to many other U.S. National Parks), its history and natural beauty holds an outsized place in the American experience as both a national park site and a National Historic Landmark District.

Its significance is underscored by the fact that its Board is appointed by the President of the United States and the Secretary of the Interior. More than 41 people representing a variety of business, societal and political perspectives have stewarded this remarkable place as Board Members.

To ensure the public understands and has confidence in our work, we strive to uphold the highest performance and ethical standards. The sections that follow include rules for Presidio Trust Board of Directors (“Board”) Member conduct.

In case of a conflict, this manual overrides conflicting prior resolutions or actions of the Board of Directors.

## Rules for Board Member Conduct

### Understand the role of the Board

The Board of Directors has ultimate authority over the Presidio Trust. The Board is a governance and policy board, appointed by the President and the Secretary of the Interior to set the broad rules for Presidio Area B and for the management and conduct of the Trust in carrying out the provisions of the Presidio Trust Act (“Trust Act”).

The Board acts only as a body, voting on all matters. No individual Board member may direct a staff member to take an action, including the Board Chair.

Board Members are prohibited from attempting to influence actions that do not come to the Board for action. This protects Board Members from requests from friends and acquaintances for intervention in Trust business decisions, and it enables staff members to operate the Trust ethically and responsibly. It also assures the public that the Trust is run for the benefit of the American people, not for the benefit of Board Members.

### Understand the role of the CEO and staff members

Under the Board Bylaws and policies, the Chief Executive Officer (CEO) (referred to as the Executive Director in the Trust Act and in older documents) is responsible for the daily operations and management of the Trust and all staff members. The CEO acts as the Trust’s agency head for the administration and operations of the Trust, except where a power is expressly reserved to the Board.

There are several staff members assigned to support the Board. They are listed in the staff contact sheet Board Members receive. Board Members may contact those staff members regarding matters in their areas of expertise. If Board Members desire information outside of the areas listed in the staff contact sheet, ask the CEO to ensure that the correct information is provided as quickly as possible.

### Attend all Board and Committee meetings

Because the Board may only make decisions as a body, Board meetings are important events. Board Members are expected to attend all Board meetings and all meetings of committees to which they have been assigned.

Board Members should notify the Board Liaison as soon as possible if Board Members cannot attend a Board or committee meeting to ensure there is a quorum for the meeting.

### Required preparation

Board Members are expected to have read the agenda and supporting materials prior to the start of the Board or committee meeting. As a result, presentations are kept to a minimum. This allows Board Members to focus on questions and discussion of the agenda items at the Board meeting.

### Act with integrity

As a federal appointee, various federal rules apply to Board Members' conduct. Many of the federal ethics rules are reflected in the Supplementary Standards of Conduct, but there are potential criminal liabilities that might attach to certain conduct. The summary of the rules below is meant to reflect the most common situations that might arise, but it is in no way exhaustive. If Board Members have any questions about any of the ethics rules, contact the Designated Agency Ethics Official (DAEO).

### The Trust does not give favors to anyone

The Trust does not give favors, discounts or preferential treatment to anyone. It's the only way the Trust can keep the public's trust, ensure that the Trust meets its mission, and stay out of ethical trouble. And it makes Board and staff member interactions with others much easier.

Board Members may be approached by friends, relatives, associates, or the public for assistance on matters related to the Presidio. The Board can act only as a body via a vote. No individual Board member can bind the Trust. Thus, Board Members may not participate in, or attempt to influence, matters that do not come to the Board for a vote.

This means that Board Members must avoid attempting to influence all other leases, contracts, requests for discounts, job applicants or other requests for preferred treatment. Board Members may refer inquiries to staff with the understanding that staff will not give preferential treatment to anyone. Board Members may not direct staff to take particular action in any case.

### Avoid actual and potential conflicts of interest

A conflict of interest can be any activity that is inconsistent with the Trust's best interests, that gives the appearance of impropriety or divided loyalty, or that uses or appears to use Board Member's position to pressure others into actions the Trust would not otherwise take.

Where a conflict arises, Board Members should disclose it immediately to the General Counsel. Board Members must also i) recuse (remove) themselves from participating in all Board discussion, consideration and processes relating to the subject matter which gives rise to the actual or potential conflict of interest, and ii) take such additional steps as the Board may require to address the actual or

potential conflict of interest. The Trust will not knowingly enter into any substantial business transaction with a Board member or with any family of a Board member.

Here are examples of conflicts of interest which Board Members must avoid:

- Do not accept compensation from any source for Board Members services on the Board or accept gratuities or bribes to influence Board Members government actions.
- Do not use Board Members position for private gain. Private gain would include promising a specific vote on a certain motion in exchange for some benefit or using the Board Member's position in order to obtain favorable treatment, such as in a restaurant located at the Presidio.
- Do not solicit or accept funds or gifts, including discounts and favorable treatment, from Trust employees or entities doing business with the Trust. Even in situations where there is a pre-existing personal relationship, Board Members should still consult with the DAEO prior to accepting any gifts of significant value.

Board Members may be subject to criminal penalties if Board Members participate in a matter in which the Board Member, the Board Member's family or the Board Member's businesses or other affiliations have a financial interest.

Given the wide variety of situations that might arise and different analyses that attach to slight variations in the facts, Board Members should always consult with the DAEO when Board Members are aware of the possibility of a conflict of interest.

#### Political activity rules

Board Members may participate in political campaigns and other partisan political activities only in the Board Member's private capacity. However, Board Members may not engage in such activities while "on duty" (i.e., representing the Trust or the U.S. Government in an official capacity or participating in Trust business and activities).

This means that while on duty, Board Members may not solicit, accept, or receive political contributions, or display political buttons or wear political clothing. Board Members also may not participate in election fundraising while on the grounds of the Presidio.

The following activities are also prohibited: (a) using the Board Member's affiliation with the Trust to affect elections; (b) taking a public position on pending ballot measures that directly affect the Trust, except when officially sanctioned; (c) knowingly soliciting or receiving political contributions from employees of the Trust; or (d) soliciting or discouraging political activity by anyone known to have business before the Trust or to be an employee of the Trust.

#### Complete initial and annual training in federal ethics rules

Board Members are required to complete initial training upon joining the Board and annually thereafter. Annual training is scheduled for the September Board meeting.

Around the time of the annual ethics training, the DAEO will provide Board Members with a list of individuals and entities with whom the Trust is doing business or considering doing business. Within 30 days of receipt of that list, Board Members need to review the list and disclose in writing any actual or potential conflicts between Trust duties and Board Members' private financial interests or affiliations to our DAEO and to our General Counsel. For purposes of this responsibility, "affiliations" includes board service, employment or any other status giving rise to a fiduciary duty.

#### Complete initial financial disclosure form

To help Board Members and the Trust to avoid potential conflicts of interest, Board Members must submit an Office of Government Ethics (OGE) Form 450, Confidential Financial Disclosure Report, to our DAEO as soon as possible after being appointed to the Board but no later than 30 days after Board Members appointment.

#### Keep Trust documents and information confidential and secure

##### Complete training in cyber security

Board Members may be subject to phishing attempts or on-line scams. To protect the integrity of the Trust's electronic data and systems, Board Members must complete cyber security training upon joining the Board and as required by the Board thereafter. Governance Committee Charter, Section II.

##### Use official email for Presidio Trust-related matters

To assist the Trust in complying with federal document retention rules, the Trust issues each Board member an official email account. This account should be used by Board Members for all email correspondence relating to Trust matters. The Trust retains all emails sent or received to a Board Member's official email account; they are archived in perpetuity.

##### Do not reveal confidential or privileged information

Board Members owe an individual and collective fiduciary duty of loyalty to the Trust in all matters relating to the Trust. This requires Board Members to (a) maintain the confidential nature of non-public Board processes and information; and (b) maintain as confidential all counseling and advisory communications with Trust in-house and outside counsel on any Trust-related matters. Supplemental Standards, Section I.

##### Be aware of the potential for public disclosure of written communications

As a federal agency, the Trust is subject to FOIA (Freedom of Information Act). FOIA broadly guarantees public access to public records, including Board Member's notes and correspondence concerning Trust business. This includes e-mail and digital documents such as texts stored on Board Members cellphones or documents in the cloud. 5 U.S.C. section 552.

Board Members should be sensitive to the potential for public disclosure of Board Members written communications relating to the Trust. It is recommended that Board Members not take notes or record in any way oral discussions with anyone relating to Trust matters, and especially of topics discussed during closed/non-public Board session deliberations.

Any request for Trust records, regardless of the nature of the request (including oral and informal), is treated as a FOIA request. Any request to Board Members by a member of the press or any other person

to inspect or obtain copies of Board Members or Trust documents should be brought immediately to the attention of the General Counsel to ensure a timely and proper reply.

### Respond appropriately to inquiries about the Presidio Trust

Staff will provide Board Members with talking points for individual conversations Board Members might have on Presidio Trust matters of interest (such as trees, coyotes, trails, road closures, commercial and residential leasing, development etc.).

### Engaging with officials

As a federal agency, the Presidio Trust invests time and resources in the continued development of our relationships with elected and appointed officials in local, state, and federal governments. Credibility is built with decision-makers with accurate, timely information.

Board Members often assist in our relationships with government elected and appointed officials. However, individual Board Members may not commit the Trust to any particular action. Thus, when interacting with an elected or appointed official, be vigilant not to commit the Trust to any particular action unless the Board has authorized that action in advance.

### Board Chair is spokesperson for the Board

To ensure the quality and consistency of information shared with media sources and ultimately the public, only the Board Chair is authorized to speak on behalf of the Board. Only the CEO, or staff members authorized by the CEO, are allowed to speak with the media on behalf of the Trust. Press and media inquiries should be directed to the Chief Operating Officer.

## Board Member Appointments and Terms

### Appointments

The President of the United States appoints people to six of the seven seats on the Trust Board. None of these six members may be employees of the Federal government. The seventh member of the Board is the Secretary of the Interior or the Secretary's designee.

Of the six Presidentially appointed Board Members, at least one must be a veteran and at least three must live in the Bay Area. These appointees are required to possess expertise in one or more of the following areas: city planning, finance, real estate development and resource conservation. Presidio Trust Act, Section 103(c)(1)(B).

Trust staff have no influence over who is appointed to the Trust Board or when an appointment is made. Typically, new Board Members are announced to staff via the White House Office of Presidential Personnel or the Department of the Interior. Typically, their appointment is effective immediately.

By custom, the Board witnesses the swearing in of new Board Members at the beginning of the next regularly scheduled Board meeting. Traditionally, the General Counsel administers the oath of office. However, anyone may swear in a new Board member.



### Terms for Presidential appointees

Each Presidentially appointed seat on the Board has a fixed four-year term that starts and ends on a particular day. Board Members are appointed to specific seats on the Board. This means that a Board member's term ends when the seat's term ends, not four years after the Board member was appointed. For example, Seat 1's term runs from May 5, 2000 – May 4, 2004. If a Board member is appointed to Seat 1 on July 1, 2000, the Board member's term still ends on May 4, 2004.

However, while the term ends on May 4, 2004, the Board Member remains in the seat until they are replaced by a new presidential appointee specifically assigned to Seat 1. Presidio Trust Act, Section 103(c)(2).

Note that the President may remove or replace an appointee before the end of the Board member's term.

### Term limits for Presidential appointees

Presidentially appointed Board Members may serve a maximum of two consecutive terms. However, Board Members continue to serve until they are replaced, so a Board member whose second term has ended may continue to serve until replaced. Presidio Trust Act, Section 103(c)(2).

### Board alumni

The Trust maintains contact with Board alumni. Individually and collectively, Board alumni can be helpful in orienting new Board Members, providing guidance to the CEO, advocating or explaining issues on behalf of the Trust with stakeholders, and supporting Trust projects financially. Typically, the Trust has a Board alumni event each spring where Trust staff present an update on what is going on in the Presidio and have the alumni engage with current Board Members.

## Board Officers

The Board has two officers: a Chair and a Vice-Chair. Trust Bylaws, Article 4, Section 3.

### Terms

The Board Chair serves a two-year term that commences when they assume the position as Chair. Trust Bylaws, Article 4, Section 3.

The Vice-Chair serves a two-year term that commences when they assume the position as Vice-Chair. If the Vice-Chair's term ends prior to their becoming chair, new nominations and a vote must be taken to appoint the Vice-Chair. The incumbent Vice-Chair may be re-elected to a new two-year term after their original term ends. Trust Bylaws, Article 4, Section 3.

### Election

The Governance Committee nominates candidates to serve as Chair and Vice-Chair. Governance Committee Charter.

The Board elects the Chair and Vice-Chair from its members. The Vice-Chair automatically becomes the Chair upon the end of the Chair's term as Chair (or the Chair's resignation or termination from the Trust

Board) unless there is a motion to prevent the Vice-Chair taking the Chair's seat, and the motion is supported by 2/3 of the Board Members. Trust Bylaws, Article 4, Section 3.

## Board Rules and Actions

Below is a summary of the areas where the Board acts to regulate or set policy for the Trust, or to regulate how the Board operates.

### Board Bylaws

The [Board bylaws](#) set forth the rules of internal conduct for the Board. The Board may change the bylaws with a majority vote. The bylaws are posted on the Trust website.

### Board Manual

This Board Manual contains the rules that the Board applies to its own conduct as a body and as individual members of the Board.

The Board may change the Board Manual with a majority vote. The Board Manual is posted on the Trust website.

### Board Policies

[Board policies](#) are rules for the operations of the Trust that do not rise to the level of a regulation. They delegate authority to Trust staff and give direction to Trust staff on how to handle certain issues. The Board may issue, amend, or delete its policies with a majority vote. Board policies are posted on the Trust website.

### Board Actions

Board actions are votes by the Board to approve a staff recommendation or direct the staff to take a specific action. Board actions require a majority vote.

Note: From the inception of the Board until 2017, the Board took its actions by passing resolutions. The resolutions were then published on the Trust website. In 2017, the Board started recording actions in the minutes of Board meetings instead of in resolutions.

### Trust Regulations

[Trust Regulations](#) are official rules of the Presidio Trust and they apply to the public. They are largely outward facing, meaning that members of the public would check them to understand what rules apply to them within Area B of the Presidio. Subjects include resource protection, public use and recreation, vehicles and traffic safety, and commercial and private operations. Trust regulations are published in the Code of Federal Regulations at [36 CFR 1000 – 1012](#).

To change, add or remove a regulation, the Trust must follow the [federal rulemaking process](#) which involves publication of draft rules in the Federal Register, notice and public comment on the draft rules, response to public comments, approval by the Board by majority vote, and publication of the final rules.

### Items that must come to the Board

- Election and removal of the chair and vice-chair (Section 3 Article 4 of the [ByLaws](#))
- Establishment of committees and committee charters (Section 15 of Article 4 of the [ByLaws](#))
- Appointments to and removals from committees (Section 15 of Article 4 of the [ByLaws](#))
- Trust Bylaw revisions (Section 8 of Article 6 of the [Bylaws](#))
- Board member manual (Section 7 of Article 6 of the [Bylaws](#))
- Board policies – new and revisions (Section 7 of Article 6 of the [Bylaws](#))
- Board adoption of financial and investment policies (Section 6 of Article 6 of the [ByLaws](#))
- Presidio Trust regulations – new and revisions (Section 7 of Article 6 of the [Bylaws](#))
- Board and committee meeting minutes (Section 11 of Article 4 of the [Bylaws](#))
- Fiscal Year operating budget ([Budget Policy](#))
- Annual update to the Investments Budget ([Budget Policy](#))
- Increase to a replacement, capital improvements or technology/operational improvement project in excess of 10% of the original budget or \$500,000, whichever is greater ([Budget Policy](#))
- Transfers of funds from the Investments Budget to the Operating Budget ([Financial Reserves Policy/Budget Policy](#))
- Use of the Operating Reserve ([Financial Reserves Policy](#))
- Annual Performance and Accountability Report (includes annual audited financial statements) (Article Six, section 3 of the [ByLaws](#))
- Contracts for payment by the Trust of more than \$5,000,000, including GMP contracts ([Procurement Policy](#))
- Leases with terms of 15 years (including options to renew) or more, or for spaces of 50,000 square feet or more ([Real Estate Policy](#))
- Resolution of rent reappraisals through agreement between the Trust and a tenant (versus through the application of rent reappraisal procedures in a lease or arbitration/court judgment) for leases that must come to the Board for approval ([Real Estate Policy](#))
- CEO-related personnel matters such as hiring, discipline, termination, evaluation and compensation (Section 2 of Article 5 of the [Bylaws](#))
- Presidio housing for senior level managers other than the CEO and two persons appointed by the CEO ([Senior Management Required Occupancy Policy](#))
- Settlements of claims or lawsuits where the Trust will pay more than \$5,000,000 ([Legal Claims Policy](#))
- Any resolution of a claim or lawsuit involving the CEO's conduct ([Legal Claims Policy](#))
- Any commemorative works to be installed in the Presidio ([Commemorative Works Policy](#))
- Recognition of philanthropic gifts to the Presidio ([Philanthropic Recognition Policy](#))
- Taking action against a Board member who violates the ethical rules that apply to Board Members ([Supplemental Standards of Conduct](#), Section VIII.)

- Making public any investigative report (involving the actions of a Board member) from the DAEO setting out the conclusions and recommended course of action ([Supplemental Standards of Conduct](#), Section VIII.)
- Determination of whether the Trust should indemnify a Trust employee or Board member for claims made against them in a legal proceeding (Section 1 of Article 7 of the [Bylaws](#))
- Board vote to adjourn a meeting to another place or time (Section 13 of Article 4 of the [Bylaws](#))
- Board approval of any waivers of conflicts of interest in order to move a transaction forward despite the existence of a conflict of interest for one of the Directors ([Supplemental Standards of Conduct](#), Section IV A.)
- Board disapproval by majority vote of a conflict waiver proposed by the Chair and granted by the Vice Chair ([Supplemental Standards of Conduct](#), Section V A.)
- Questions relating to indemnification of Board Members (Section 1 of Article 7 of the [Bylaws](#))

## Board Meetings

### Dates and locations

All Board meetings, other than two Public Board meetings a year, are closed to the public. Closed Board and committee meetings are not publicly announced. Staff list the dates for all public meetings on the Trust website at [www.presidio.gov/presidio-trust/events](http://www.presidio.gov/presidio-trust/events).

Meetings may, in the discretion of the Board Chair, be held in person, by telephone, or via video call. Trust Act Section 103(c)(6); Trust Bylaws, Article 4, section 8.

No later than September of each year, Trust staff present a proposed Board and committee meeting schedule to the Governance Committee covering the following year. Once this schedule is approved by the Governance Committee, staff send it to all Board Members. Governance Committee Charter.

### Unanimous written consent in lieu of Board meeting

Occasionally, the Board may take action by unanimous written consent without a formal meeting. This is only used when a contract, lease or other action is urgent and cannot, in the CEO's view, wait until the next regularly scheduled Board meeting. After consulting with the Board Chair, the CEO sends an email to the Board requesting approval by a "reply" email. Such actions require via unanimous written consent.

### Agendas

The CEO develops and proposes the agenda to the Board Chair for approval. If Board Members want to have an item placed on an agenda, they may contact the Board Chair or the CEO. Typical agendas include:

- Executive Session with the CEO

This is an opportunity for the CEO to discuss matters with the Board without staff present. This is also an opportunity for Board Members to raise issues with the CEO without staff present.

- Committee Reports

These usually are oral reports from the committee Chair. Committee Chairs who wish to have notes provided by staff for their report should let the staff person for the committee know this in advance so that staff has time to prepare the written notes.

- Consent Agenda

This includes items of a routine or informational nature, including approval of minutes of prior meetings. This item has two categories: Approval and Information.

Unless a Board member requests that an item be separately discussed, one (1) vote is taken on all items listed under Approval, and no discussion is held on any of the Informational items.

While staff members will always be available to discuss any items, as a courtesy, Board Members should alert the CEO prior to the Board meeting so that the appropriate staff members are in attendance.

- Items Removed from the Consent Calendar

This is when items requested by a Board member to be taken off the Consent Calendar are considered.

- CEO Report

The CEO provides a written report. During the meeting, the CEO often highlights other items that may have come up since the preparation of the report. The Chief Business and Park Officers also present information. Board Members are encouraged to ask questions about reported items or other issues during this agenda item.

- Additional Substantive Items

Items that require a vote by the Board begin with "Approval of."

- Attorney-Client Discussion (used only if needed)

This is used for items where legal advice is sought or provided and allows the Trust to assert that these discussions are protected from public disclosure by the attorney-client privilege. Board Members may not to share the content of any discussions relating to this item without first checking with the Trust's General Counsel.

- Closing Executive Session

This is an opportunity for Board Members to speak together without the CEO present.

## Documents

The meeting agenda and supporting materials are distributed to members no less than 72 hours before every meeting via a PDF file in an email. Contact the Board Liaison if materials are needed in another format. Staff maintain and archive all Board documents.

## Chair Role

The Board Chair manages the conduct of Board meetings. If the Board Chair is absent, the Vice Chair manages the meeting. If both are unavailable, the Governance Committee Chair manages the meeting. If all three are absent, the Finance & Audit Committee Chair manages the meeting. In the absence of all of those, the Board Members present at a meeting designate a presiding officer for that meeting. Trust Bylaws, Article 4, Section 4.

In conducting the business of the Trust Board, the presiding officer uses Robert's Rules of Order as the procedural guide for managing Board or committee meetings. Roberts, H. M. (1998). *Robert's rules of order*. Berkley Publishing Corporation. The General Counsel can assist with any procedural matters before and during the meeting.

## Quorum

The minimum number of members required for a quorum for a Board meeting is four, regardless of how many Board seats are filled. The act of a majority of the members present at any meeting at which there is a quorum constitutes an act of the Board of Directors. Trust Bylaws, Article 4, Section 12.

Proxy votes and proxy attendance are not allowed. Trust Bylaws, Article 4, Section 12.

Meetings may be held when a quorum is not present, but votes may not be conducted.

## Abstention from Voting

When a Board member abstains from a matter, they are choosing not to cast a vote. However, the abstaining Board member may participate in the discussion. And the Board member's presence is counted towards the quorum.

While it is the duty of every member who has an opinion on a question to express it by their vote, Board Members may abstain since Board Members cannot be compelled to vote. Robert's Rules of Order, 11th ed., p 407.

As long as a majority of the Board Members present at the meeting vote in favor of the motion, it will pass. For example, if 4 members are attending a meeting and 1 abstains from a discussion or vote, the quorum still stands. Official business may still proceed with 3 members. Three "ayes" would be required for approval of a motion.

## Recusal from Discussion and Voting

In some instances, a Board member may choose, or may be directed by the Board, to recuse themselves from an item if their participation could present the reality or the appearance of a conflict of interest. In such a case, the Board member should declare their intention to recuse themselves and leave the meeting before any substantive discussion is held on the matter. The Board member may rejoin the meeting after the agenda item is finished.

The departure of a recused Board member does not change the initial quorum count. For example, if 4 members are attending a meeting and 1 recuses, the Board may still act because quorum still stands. Three “ayes” would be required for approval of a motion.

### Motions

The process for proposing and voting on motions is as follows:

1. A member makes a motion.
2. Another member seconds the motion.
3. The Chair asks if there is further discussion or debate.
4. When the discussion is complete, the Chair asks for all those in favor of the motion to say “Aye.”
5. The Chair asks all those opposed to motion to say “No.”
6. The Chair asks for any abstentions.
7. The Chair announces the result of the vote.

### Minutes

Official minutes are prepared after every Board and committee meeting. The minutes contain a record of the presence or absence of each Board member, the actions taken by the Board, the vote of each Board member upon each motion, and any abstentions or recusals from voting. A small amount of additional context is sometimes included in the minutes.

Minutes are approved at the next Board or committee meeting. Meeting minutes are posted on the Trust’s public website at [Public Documents | Presidio Trust Annual Reports | The Presidio \(San Francisco\)](#).

### Public Board Meetings

The Presidio Trust Act requires the Board to hold two public board meetings per year. These typically occur in May and November, but those dates may be adjusted due to business needs.

Typically, one meeting is held in person (May) and one is online via Microsoft Teams webinar (November). The meeting time usually is 6pm to 8pm.

### Informing the Public

Non-public Board meetings and committee meetings are not announced on the Trust website or otherwise advertised.

Trust staff post the agenda for each public meeting on the website at [www.presidio.gov/presidio-trust/events](http://www.presidio.gov/presidio-trust/events). Staff also send notices of public meetings to residents, tenants and individuals who have joined the email list.

### Agendas

The purpose of public meetings is to provide information to the public and to receive input from the public. There are no specific requirements on which topics must be covered in public meetings, nor are

there any specific actions that must be taken at a public meeting. However, the Board has a tradition of making decisions about major public building and/or land development decisions through an open process that includes public input with the final decision being made by the Board during a public Board meeting.

Typically, the business agenda runs from 6pm to 7pm, reserving the second hour of the meeting for public comment. Typical public board meetings are focused on one or two informational topics and an opportunity for the Golden Gate National Recreation Area Superintendent and the Golden Gate National Parks Conservancy CEO to each give short updates.

### Public Comment

The Board supports the First Amendment rights of citizens to participate in public meetings and strives to conduct government business in an orderly and efficient manner.

All public Board meetings include an opportunity for members of the public to comment on any matters within the jurisdiction of the Trust, regardless of whether the matter is on the agenda for that meeting. Typically, there is at least an hour for public comment.

Public comment is managed in the following manner:

- People who want to comment are not screened in advance.
- Each speaker who wants to comment must fill out a card that is provided by Trust staff to get on the speakers list. For virtual meetings, speakers must raise their virtual hand. No live “chat” or digital “comments” during the meeting are allowed.
- By tradition, the Board Chair invites former Trust Board Members to speak first, followed by other speakers called in the order that their speaking request card is received or in the order their digital hand was raised. However, the Board Chair may choose a different order if the Chair determines it is in the interests of the Trust.
- Speakers are requested to state their full name but are not required to do so.
- Each speaker has up to two minutes of time to speak. However, the Chair may reduce the time allotted to each person if there are many speakers.
- Speakers are not permitted to give their time to other people.
- A timekeeper lets speakers know when their time is done.
- Speakers are asked to address the Board as a whole and not address individual Board Members.
- Neither staff members nor Board Members respond to public comments. Where appropriate, the Board Chair may ask staff to follow up with a speaker after the meeting.
- To maintain order and decorum, speakers are asked to refrain from profanity, vituperation, or threatening words or behavior.
- The Board Chair will request that a person who is breaching the rules of decorum be orderly and respectful of the rules of the session. If, after receiving a warning from the Board Chair, a person continues to disturb or impede the orderly conduct of the meeting, the Board Chair may order that person to leave the public meeting. If the person does not leave, the Board



Chair may adjourn the meeting. In a virtual meeting, the Board Chair may “mute” the person or have them removed from the virtual meeting platform.

## Committees

The Board may create one or more committees by vote. Currently, the Trust has a Finance & Audit Committee and a Governance & Human Resources Committee (called the Governance Committee).

### Appointments

The Board Chair serves as an ex-officio and voting member of all established committees. Article 4, Section 15 of the Bylaws.

Other Board Members are appointed to a committee by a vote of the full Board. Typically, the Board Chair recommends committee appointments (including who will be committee chair) to the full Board.

Committee members serve on a committee until the Board votes to replace them or they resign from the committee. Only Board Members may serve on Board committees. Article 4, Section 15 of the Bylaws.

### Authority

Each committee has a charter that is approved by the Board that specifies the committee’s authority.

Committees cannot bind the Board to decisions unless the committee is delegated a specific decision-making power by the Board. Accordingly, committees typically review items and make recommendations to the Board. The one power the Board cannot delegate to a committee is the power to adopt, amend, or repeal the Bylaws. Article 4, Section 15 of the Bylaws.

Once a committee approves a recommendation to the Board, the committee decides whether to place the item on the upcoming Board meeting consent or regular agenda.

### Conduct of Meetings

A committee may make rules for the conduct of its business, but its business is conducted as nearly as possible in a manner provided by the Bylaws. Article 4, Section 15 of the Bylaws.

### Committee Chair Role

The committee chair manages the meeting. If the committee chair is absent, then the committee member with the most seniority on the Trust Board chairs the meeting.

In conducting the business of the committee, the presiding officer uses Robert’s Rules of Order as the procedural guide for managing committee meetings. Roberts, H. M. (1998). *Robert’s rules of order*. Berkley Publishing Corporation.

### Attending Meetings of Committees to Which the Board Member Has Not Been Appointed

All Board Members receive notice of all committee meetings, may attend any such committee meeting, and may take part in any discussion at such meeting. Board Resolution 17-10, Formation of Board Committees.

Board Members who attend meetings of a committee to which they have not been appointed do not count toward a quorum, nor may they vote on any items.

During committee meetings, Board Members who are not members of the committee are encouraged to listen and to be mindful that they are a guest. Committee chairs may facilitate committee meetings as they deem appropriate, prioritizing the efficiency of the meeting. Committee members may close all or a portion of a committee meeting to non-committee members as they deem appropriate.

### Quorum

A quorum is a majority of the appointed committee members. The Board Chair, who is an ex officio member with voting rights in all committees, is not counted for purposes of the quorum. For example, if there are three appointed members of a committee, then at least two appointed members must participate for the committee to conduct business. One appointed member and the Board Chair would not constitute a quorum.

If a committee only has two appointed members, a single member of the committee constitutes a quorum. A majority vote of committee members who are present is required for a motion to pass. So, in that case, the single committee member who is present can approve matters.

The Chair may, but is not required to, vote on a matter before a committee. When the Board Chair votes on a matter, she or he is counted in the total number of votes. This can affect the total number of votes required for a motion to pass. Assume, for example, that there are two appointed members of a committee, and one member participates in a meeting as does the Board Chair. The one appointed member may approve items on which the Board Chair does not vote. On the other hand, if the Board Chair chooses to vote on a matter, both the appointed member and the Board Chair would have to vote to approve the motion. If there is a split vote (one “aye” and one “no”) and there is a tie, the motion does not pass.

### Motions in Committees

The process for proposing and voting on motions is the same as for Board meetings.

### Minutes of Committees

The minutes for committee meetings are managed the same way as for Board meetings.

## Board Compensation and Travel

Board Members serve without compensation. Trust Act section 16.

While serving on the Board, Board Members may register one vehicle to receive free parking within Area B of the Presidio. That privilege ends when the Board Member leaves the Board.

Board Members must follow the Trust’s Travel Policy and Travel Procedure for any official travel for which they wish to be reimbursed. Examples of official Board travel are out-of-town members traveling to the Presidio for Board meetings. All other travel by Board Members must be approved in advance by the Board Chair. Board Members must contact the Board Liaison for all travel needs prior to engaging in travel.