

**ANNOTATED GUIDING PRINCIPLES OF THE RAIL EXPANDED COMMUNITY ADVISORY
PANEL (XCAP) OF THE CITY OF PALO ALTO**

Date adopted: October 10, 2019

First Amendment Approved on: October 30, 2019

Adoption and Purpose. The Expanded Community Advisory Panel (XCAP) of the City of Palo Alto is charged with presenting preferred alternatives to the City Council by April 30, 2020 and to help with community outreach related to the rail grade separation Connecting Palo Alto process.

- Strive towards a shared stakeholder vision to provide a basis for decisions.
- Demonstrate a comprehensive understanding of contexts.
- Foster continuing communication and collaboration to achieve consensus.
- Exercise flexibility and creativity to shape effective transportation solutions, while preserving and enhancing community and natural environments.

[per Cari Templeton amendment]

Section 1. Creation; XCAP Duties.

1.0 The XCAP was created as a temporary body to review technical information and present preferred alternatives to the City Council by April 30, ~~2019~~ 2020 [per Larry Klein amendment] and to help with community outreach related to the rail grade separation Connecting Palo Alto process. In addition, the XCAP shall, as requested by the City Council or the City Manager (or designee), provide advice on relevant matters pertaining to rail grade separation affecting the City aligned with City Council-guided parameters.

2.0 Membership: The XCAP consists of 14 members and if any vacancies occur, they should be filled by the City Manager. [per Larry Klein amendment]

Section 2. Officers.

2.0 The officers of the XCAP shall consist of a Chairperson, Vice Chairperson, and a Secretary.

2.1 The offices of Chairperson and Vice Chairperson shall be filled by election of members of the XCAP from among their members. In the event that either office becomes vacant before the XCAP delivers its recommendation to the City Council in 2020, the XCAP shall elect a member to serve the remainder of the term, if desired.

2.2 The City Manager's designee shall serve as Secretary of the XCAP.

2.3 The duties of the XCAP officers shall be as follows:

2.3.1 It shall be the duty of the Chairperson to preside over all meetings of the XCAP or designate a facilitator, to call special meetings of the XCAP as allowed by law and to designate the time and place of such meetings, to sign documents and correspondence in the name of the XCAP (once approved by the XCAP), and to represent the XCAP before the City Council, its committees, and such other groups and organizations as may be appropriate.

The Chairperson may designate another member ~~or facilitator~~ [per Larry Klein amendment] to act in her or his stead. The Chairperson shall have the same voting rights as other members of the XCAP.

2.3.2 It shall be the duty of the Vice/~~Co~~ [per Larry Klein amendment] Chairperson to assist the Chairperson and to preside over meetings of the XCAP during the Chairperson's absence.

2.3.3 It shall be the duty of the Secretary to keep a record of all the meetings of the XCAP, to accept and file in the name of the XCAP documents and correspondence addressed to it.

Section 3. Committees.

The Chairperson may appoint special committees as required or desired.

Section 4. Quorum.

Quorum for the XCAP shall be constituted as one half of the membership plus one rounded down to the nearest whole number for doing business. ~~Eight members of the XCAP shall constitute a quorum for doing business.~~ [per Larry Klein amendment] When there is no quorum at the commencement of or at any time during an XCAP meeting, the Chairperson or Vice Chairperson, or in such officers' absence any XCAP member, shall adjourn the meeting, or if no XCAP member is present, the Secretary shall adjourn the meeting. Phone participation is not allowed for the XCAP meetings, thus phone participation will not count towards the quorum. [per Larry Klein amendment on October 30]

Section 5. Regular and Special Meetings.

5.0 Regular meetings of the XCAP shall be held the first and third Wednesdays ~~_____ a month, on the _____ Wednesdays~~ of each month. Regular meetings shall be held at 4:00 p.m. in City Hall, 250 Hamilton Avenue.

5.1 Special meetings may be called at any time. Notice of any special meeting shall be provided in the manner required under the Brown Act, and no business other than that set forth in the notice shall be considered by the XCAP at the special meeting.

5.2 Any regular or special meeting of the XCAP may be adjourned to a subsequent date for continuation or completion of the business on the XCAP's agenda at the meeting. Notice of such adjournment shall be provided in the manner required under the Brown Act.

5.3 All regular and special meetings of the XCAP shall be open to the public.

Section 6. Agendas.

6.0 The agenda for all regular and special XCAP meetings shall be prepared in writing by the staff in conjunction with the Chairperson [per Larry Klein amendment] and shall be posted within the time and in the manner required by the Brown Act. The agendas will be distributed electronically through an email distribution list. The XCAP, by majority vote, may add items to future agendas. [per Larry Klein amendment]

6.1 The staff, in conjunction with the Chairperson, shall develop a work plan for XCAP covering items to be considered by XCAP and the time expected for such consideration. XCAP shall consider such a work plan and may make such additions or deletions as it deems appropriate. [per Larry Klein amendment]

6.2 The City Manager shall cause materials to be considered at an XCAP meeting to be delivered to XCAP members and available to the public at least 72 hours in advance of the meeting. [per Larry Klein amendment]

Section 7. Conduct of Meetings.

7.0 The Chairperson, the Vice Chairperson, ~~the designated facilitator,~~ [per Larry Klein amendment] the temporary presiding officer appointed by the Chairperson, or, if necessary, whichever member of the XCAP in attendance with the longest tenure on the XCAP, shall take the chair at the time designated for the start of the meeting, and shall call the XCAP to order.

7.1 The presiding officer shall preserve order, decorum, and timeliness at all XCAP meetings, announce the XCAP's decision on all subjects, and decide all questions of order.

7.2 The Secretary shall call the roll of the XCAP members and shall record the names of those present and those absent.

7.3 Refer to Appendix A to the Guiding Principles for further information about the meeting norms and expected culture and conduct. [per Nadia Naik amendment]

7.4 If any XCAP member has three (3) consecutive unexcused absences from XCAP meetings, s/he shall no longer be a member of the XCAP. [per Larry Klein amendment]

Section 8. Amendment.

These Guiding Principles may be amended, revised, or repealed by the affirmative vote of eight XCAP members. Proposed amendment, revisions, or repeal must be submitted at a regular or special meeting of the XCAP and may not then be voted upon until the next regular meeting.

Section 9. Guiding Principles Available to Public.

Upon adoption, these Guiding Principles and any Procedural Rules adopted by the XCAP shall be transmitted to each member of the XCAP and to the City Clerk. Copies of the Guiding Principles shall be made available to the public in the Office of Transportation.

**ANNOTATED PROCEDURAL RULES OF THE RAIL EXPANDED COMMUNITY ADVISORY
PANEL (XCAP) OF THE CITY OF PALO ALTO**

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These Procedural Rules accompany the Guiding Principles and govern the conduct of regular and special XCAP meetings. These Procedural Rules supplement the Guiding Principles and are to be construed consistent with those Guiding Principles. In the event of any conflict between these Rules and the Guiding Principles, the Guiding Principles shall prevail.

I. Public Participation in XCAP Meetings

A. Policy. It is the policy of the XCAP to assure that members of the public have the opportunity to speak to any regular or special meeting agenda item where the XCAP will take action before final action. In addition, an opportunity will be provided for members of the public to address the XCAP on items within its purview but not on the agenda at each regular meeting. These rules establish the rights and obligations of persons who wish to speak during XCAP meetings.

B. General Guidelines.

1. Presiding Officer's Permission Required. The presiding officer at XCAP meetings (usually the Chair or Vice-Chair) is responsible for preserving strict order, decorum, and timeliness. This is important in order to assure a fair opportunity for everyone to participate in an open and civil setting.

a) Any person desiring to address the XCAP must first get the permission of the presiding officer by the process established by the presiding officer. The member of the public is not obligated to state their name, if they do not wish to do so.

b) Except as provided by these rules, no person shall be permitted to enter into any discussion without the permission of the presiding officer.

2. Recording and Identification. Persons wishing to address the XCAP shall comply with the following:

a) Use the microphone provided for the public and speak in a recordable tone, either personally or with assistance, if necessary.

3. Specific Requirements and Time Limits.

a) Oral Communications. Oral communications shall be limited to two (2) minutes per speaker and will be limited to a total of 15 minutes for all speakers combined at the end or beginning, at the Chairperson's discretion, [per Larry Klein amendment] of each regular meeting.

1) Oral communications may be used only to address items that are within the XCAP's subject matter jurisdiction, but not listed on the agenda.

2) All remarks shall be addressed to the XCAP as a body and not to any individual member.

3) XCAP members shall not enter into debate or discussion with speakers during oral communications.

b) Other Agenda Items. Public comments or testimony on agenda items other than Oral Communications shall be limited to a maximum of ~~two~~ three (3) [per Larry Klein amendment] minutes per speaker unless additional time is granted by the presiding officer. The presiding officer may reduce the allowed time to speak to if necessary, to accommodate a larger number of speakers.

4. A written list of questions for City Staff and Consultants shall be maintained and available at each meeting with formal responses if available; this can be done electronically as well. [per Nadia Naik amendment in conjunction with Cari Templeton]

II. Motions, Debate & Voting

A. Policy. It is the spirit of the XCAP to reach consensus. It is recognized that it will be necessary to follow simplified rules of parliamentary procedure for motions, debate, and voting. That procedure will be followed for this body's formal recommendations to Council, including but not limited to the final recommendations to Council. ~~It is the policy of the XCAP to follow simplified rules of parliamentary procedure for motions, debate and voting. These rules focus on the types of motions the XCAP can debate and when those motions are properly used.~~ [per Greg Brail amendment in conjunction with Larry Klein and Adina Levin]

1. Purpose: The purpose of these rules is to facilitate orderly and thorough discussion and debate of XCAP business. These rules shall not be applied or used to create strategic advantage or unjust results. Where appropriate, freewheeling discussion will be encouraged subject to approval of the chair. [per Keith Reckdahl amendment in conjunction with Larry Klein]

2. Summary of Rules: Palo Alto does not follow Roberts Rules of Order.

3. XCAP Members Conduct: XCAP Members are expected to prepare in advance of meetings, be familiar with issues on the agenda, and focus comments on the issues at hand. XCAP Members should demonstrate professionalism, respect, and courtesy to members of the public, fellow XCAP Members, and staff.

B. Motions. A motion is a formal proposal by an XCAP Member on an actionable item asking that the XCAP take a specified action. A motion must receive a second before the XCAP can consider a matter.

1. Types of Motions. There are two kinds of motions. These are the "main" motion and any secondary motions. Only one main motion can be considered at a time.

2. Procedure.

a) Get the Floor. An XCAP Member must receive the permission of the presiding officer before making a motion.

b) State the Motion. A motion is made by an XCAP Member (the "maker") stating his or her proposal. Longer proposals can be written.

c) Second Required. Any other XCAP Member (including the presiding officer) who supports the proposal (or who simply wishes it to be considered) may "second" the motion without first being recognized. A motion to raise a question of personal privilege

does not require a second. If there is no second stated immediately, the presiding officer should ask whether there is a second. If no XCAP Member seconds the motion the matter will not be considered.

d) Motion Restated. The presiding officer should restate the motion for the record, particularly if it is long or complex.

e) Discussion. The maker shall be the first XCAP Member recognized to speak on the motion if it receives a second. Generally, XCAP Members will speak only once with respect to a motion. If the presiding officer or XCAP permits any XCAP Member to speak more than once on a motion, all XCAP Members shall receive the same privilege.

f) Secondary Motions. Secondary motions may be made by an XCAP Member upon getting the floor.

g) Action. After discussion is complete the XCAP will vote on the motion under consideration.

3. Precedence of Motions. When a motion is before the XCAP, no new main motion shall be entertained. The XCAP recognizes the following secondary motions, which may be considered while a main motion is pending. Secondary motions propose procedural action which relate to the XCAP meeting operation. For example, proposals to take a recess, limit or extend debate, table a main motion, refer a main motion to a committee, amend or substitute the main motion, or adjourn – all of these are secondary motions.

4. Voting Related to the Final Report [per Larry Klein / Cari Templeton Oct. 30 amendment]

The XCAP's directive from City Council is to make "consensus-based" recommendations. Consensus means the willingness to support or accept the decision. Consensus does not necessarily mean agreement or active support by each member. Those not objecting are not necessarily indicating that they favor, but merely that they can "live with it." Consensus isn't about us all thinking the same thing. Differences of opinion are natural and to be expected.

Disagreements can help a group's decision, because with a wide range of information and opinions, there is a greater chance the group will find good solutions. Easily reached consensus may cover up the fact that some people don't feel safe or confident enough to express their disagreements.

It is acknowledged that the group may not get to consensus, but would like to make as many decisions as possible. In working towards consensus, one or two people may simply stop the group from moving forward. The group should see those who are withholding consensus as doing so out of their highest understanding and beliefs.

- a. Tentative agreements may be made at meetings subject to further consideration at the next meeting. This will be done on a timely basis.
- b. The commitment to work for consensus means that members will:
 - Participate in the give and take of the process in a way that seeks to understand the interests of all;
 - Generate proposals thought to be workable for all; and,
 - Work together to reach consensus.

- c. If the group is in general agreement on a motion, but one or more members dissent, those advocates of dissenting opinions are expected to propose alternatives to achieve consensus. The Chair may, at her/his discretion, organize a series of ad-hoc sub-committee meetings with dissenting members to create a new proposal that addresses the issues of the original proposal. The new proposal will be agendaized for the next meeting, where it will be discussed and voted on.
- d. If a new proposal is not generated by the sub-committee, the original proposal will be revisited at the next meeting for a 2/3rds super majority vote of members present.
- e. In the event a consensus recommendation on timely issues, other than the Final Recommendation to City Council, can't be reached, the XCAP Chair or Vice Chair or their designee, will report the various viewpoints to the City Council.

If consensus cannot be reached, the Final Report (defined below) to the City Council will require at a minimum a 2/3rds of all members present at the time of the vote.

5. Final Recommendations Report: [per Larry Klein / Cari Templeton Oct. 30 amendment]

The XCAP is tasked with making recommendations to the City Council regarding grade separation alternatives for Churchill, East Meadow and Charleston. The final recommendations shall take the form of a written report, which will be drafted by Staff and/or Consultants at the direction of the XCAP members based on the deliberations of the group.

The Final Report will include consensus recommendations of the group. In the event there are items where the group could not reach a consensus recommendation, the report will instead include Findings that attempt to provide the City Council an understanding on issues the group agreed upon, but where opinions varied in terms of being able to support a Final Report. The report will include an appendix of all written reports (Appendix Reports) from domain experts received by XCAP throughout this process. The Appendix Reports will memorialize key technical data presented to the XCAP to inform their recommendations. The Chair and Vice-Chair will work with Staff to finalize the report and the entire XCAP will vote on approval of the final report.

In the event a unanimous consensus recommendation for the Final Report cannot be achieved, the XCAP shall reach its decision by 2/3rds majority vote by those present and voting at two successive meetings. If unanimity cannot be achieved, the report will indicate the dissenting concerns as either Findings or Dissenting Recommendations. The Chair and Vice Chair would work with the dissenters to ensure their viewpoints are appropriately represented.

Appendix A: Meeting Norms, and Expected Culture and Conduct

Members agree to act in a reasonable, respectful and courteous manner. They will assist the Chair, Vice-Chair in discouraging disruptive behavior and enforcing the following XCAP rules:

- Prepare in advance for and attend all meetings
- Treat each member with courtesy and respect
- Agree or disagree with ideas, not with people
- Identify issues prior to taking “positions”
- Listen and consider the opinions of others
- Be brief and clear in your comments
- Concentrate on problem-solving, not fault finding
- Try not to repeat what has already been said
- Seek common ground
- Strive for an enjoyable and rewarding experience
- Focus on discussion related to the meeting objectives.
- Focus on providing thoughtful, well-meaning input that results in appropriate solutions representing the community’s interests and needs.
- Work to reach consensus on solutions to the issues discussed
- Be positive, respectful and constructive.

XCAP Members should:

- Work in good faith
- Represent one or more stakeholder groups affected by the project (not personal interest)
- Maintain flexibility and perspective; be willing to learn and compromise.
- Accept the fact that the final route of the project has been confirmed
- Identify potential conflicts ASAP and to let other participants know your concerns
- Keep constituents informed of the outcome of all meetings in a timely manner.
- Commit to regular attendance
- Focus comments, inputs and deliberations in XCAP meetings, not in the media (based on the understanding that consensus-building is an iterative, negotiated process).
- Commit to reading materials provided prior to meetings.
- Be willing to bring new members up to speed.
- Be courteous and considerate of the interests and ideas of XCAP members, City Staff and Consultants.
- Be willing to contribute relevant technical background.

[per Nadia Naik amendment]