



## Board of Directors Handbook

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# MARIN MUNICIPAL WATER DISTRICT

## BOARD OF DIRECTORS HANDBOOK

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### SECTION 1: Purpose and Background

#### Purpose

This handbook is compiled as a guidance document to provide incumbent and newly elected members of the Marin Municipal Water District (“District”) Board of Directors (“Board”) with general information and specific authorities regarding oversight of the District. This handbook is intended to facilitate the handling of Board affairs, assist the Board in complying with open meeting laws, and is complementary to applicable laws and other requirements.

The proper operation of the District requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the Marin Municipal Water District Board of Directors.

In addition to providing guidance to the Board on process, this handbook will also promote awareness of ethics, integrity and fidelity as critical elements in Board members’ conduct and in achievement of the District’s mission.

#### Background

The District is an independent special district, formed pursuant to the Municipal Water District Law of 1911 and approved by voters to provide specific services to residences within the District’s service area. The District is a single function, enterprise special district because it charges its customers for the service provided. The District is governed by a five-member Board elected by voters within a specified limited boundary or division. Each Board member must be a resident of the division from which he or she is elected. Regular elections for Board members are held every 2 even years for staggered 4-year terms (i.e., divisions I, III & IV are elected in one 2-year election cycle and divisions II & V in the other 2-year election cycle). The District contracts with the Marin County Department of Elections to facilitate all candidate filings and services for Board member elections.

The Board holds publicly noticed meetings in accordance with the Brown Act where citizens may address the Board regarding matters within the subject matter jurisdiction of the District.

## Governing Laws and Regulations

The District was formed pursuant to California Water Code Section 71000 *et seq.*, commonly known as the Municipal Water District Law of 1911. The California Constitution, the Government Code and other state statutes contain a number of provisions applicable to the District and Board member activities including, but not limited to: the Ralph M. Brown Act (Open Meetings Law), Public Records Act (Public Access to Information), Government Code Section 1090 and the Political Reform Act and associated regulations (Conflict of Interest), Assembly Bill 1234 (Ethics), and Assembly Bill 1661 (Sexual Harassment Prevention).

## Board Policies and Administrative Procedures

The mission of the District, as established by the Board of Directors, is to manage “the lands, water, and facilities in our trust to provide reliable, high-quality water and adapt and sustain these precious resources for the future.”. . The Board communicates its direction, or its philosophy, toward fulfilling this mission by developing and periodically reviewing its values and goals, and creating and updating various policies and procedures to ensure that the District’s customers and the public are treated in a fair and consistent manner. In most instances, policy is established by an affirmative vote of a majority of the members of the Board. However, some circumstances may necessitate the approval of a supermajority of the Board. The District’s General Counsel will advise the Board of the approval requirements necessary to bind the Board to a given course of action.

Current District values and goals developed as part of the 2024-2028 Strategic Plan are listed below:

### *Values*

- **Health and Safety**
  - We are committed to the health and safety of our colleagues and community.
- **Stewardship**
  - We recognize the essential connection between people and natural resources and manage our lands and facilities for sustained benefits now and in the future.
- **Innovation**
  - We strive for excellence and innovation in managing water and watersheds.
- **Efficiency and Responsiveness**
  - We value efficiency, cost-effectiveness, and timely service in our work with customers and communities.
- **Accountability**
  - We operate with the highest levels of individual and organizational accountability to each other and the community.
- **Respect**

- We maintain a welcoming environment that embraces differences and offers respect, dignity, and fairness for all people and partners.
- **Listening and Learning**
  - We enhance ourselves and the organization by listening to others, reflecting on our performance, sharing knowledge with others, and making informed decisions.
- **One Water**
  - We work together to anticipate the challenges ahead and achieve our mission.

*Goals*

- **Reliable Water Supply**
  - Provide a high quality, reliable and resilient water supply now and for the future.
- **Resilient Water System**
  - Invest in and maintain a resilient water system through effective infrastructure management and planning.
- **Watershed Stewardship**
  - Protect and manage Marin Water lands for the long-term benefits for the community and environment.
- **Fiscal Responsibility**
  - Judiciously manage customer revenue and other financial resources for operating, maintaining and upgrading the water system today and in preparation for the future.
- **Organizational Excellence**
  - Support and sustain an innovative organization that lives by its values, leads by example, delivers valued benefits for its customers and is regarded as an employer of choice.

District governing documents include but are not limited to: the Marin Municipal Water District Code, Board Policies, Administrative Policies, Operating Procedures, and applicable state and federal laws, which collectively constitute the policies and procedures that District staff follow when carrying out their day-to-day duties.

District administrative and operating procedures are approved by the General Manager pursuant to the authority delegated by the Board and are implemented to ensure that the District operates in a uniform and businesslike manner, and in accordance with legal requirements and the established policies and direction of the Board.

## SECTION 2: Board Officers and Board Appointed Staff

### Board Officers and General Board Duties

#### *Newly Elected Directors Time of Taking Office*

Pursuant to the California Water Code section 71253, newly elected directors shall take office at noon on the first Friday in December succeeding their election. If the election results have not yet been certified by the Marin County Elections Officer by the first Friday in December, however, then the newly elected directors shall take office as soon as possible thereafter but not later than the next meeting of the Board following certification of the election results.

#### *Appointment of Officers and Duties*

The Board elects one of its members President and one of its members Vice President each year. The election of board officers shall take place at the first meeting in January following a nonelection year, and at the first meeting of the board at or after which the newly elected directors take office following district elections in November.. The Board President and Vice President have no additional powers beyond those of any other Board member except that all committees of the Board are appointed by the President, with the advice and consent of other Board members. Appointment of committee chairs and vice chairs occurs in January. . When a committee chair or vice chair vacancy is created following an election, the President may request another member of the board to fill in, or may assume this duty, until such time as new committee appointments are made.

The following are the responsibilities of the Board President:

- Serve as presiding officer of all Board meetings and maintain proper and appropriate parliamentary procedure (Robert's Rules of Order) and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Run effective and efficient Board meetings and keep the Board discussions focused on agenda items to steadfastly move the Board toward making decisions true to its proper role and responsibility;
- Maintain proper conduct at Board meetings and diplomatically facilitate appropriate public participation in the activities of the Board in accordance with the Brown Act, while managing time and avoiding diversions from the agenda or disruptions in conducting District business;
- Allow other Board members to complete their comments on an item before offering his or her own;
- Vote, discuss, and make motions the same as other Board members; however, the President only makes motions and seconds when other Board members are reluctant to do so;
- Sign various Board-approved documents, including every original ordinance and resolution passed and adopted by the Board; and
- Act as the official representative of the District for ceremonial purposes, unless unavailable or delegated to another Board member or the General Manager.

The Vice President exercises the powers and responsibilities of the President in his or her absence.

*Responsibilities of Public Office*

District Board members are dedicated to the concepts of effective and democratic governance by responsible elected officials. As such, the Board members will:

- Uphold the Constitution of the United States and the Constitution of the State of California, and carry out the laws of the nation, the state and local governmental agencies;
- Comply with applicable laws regulating their conduct, including open government, conflict of interest, and financial disclosure laws;
- Fulfill all applicable training requirements, including attending two (2) hours of ethics (AB 1234) training every two (2) years; and,
- Work in full cooperation with other public officials, unless they are legally prohibited from doing so.

District Board members promote diversity and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.
- Board members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
- Board members will cooperate in achieving the equal opportunity objectives of the District.

The Board ensures that the District maintains a healthy work environment.

- The General Manager has primary responsibility for ensuring compliance with the District's personnel/administrative policies and procedures, and ensuring that District employees do not engage in improper activities, for investigating allegations of improper activities, and for taking appropriate corrective and disciplinary actions. The Board ensures that the General Manager is operating the District according to law and the policies approved by the Board.
- Board members will disclose to the General Manager, to the extent not expressly prohibited by law, improper activities within their knowledge. Board members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the General Manager is not properly carrying out these responsibilities.

- A Board Member will not directly or indirectly use or attempt to use the authority or influence of his or her position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the General Manager or the Board any information that, if true, would constitute: a work-related violation by a Board Member or District employee of any law or regulation, gross waste of District funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of a District official or employee, use of a District office or position or of District resources for personal gain, or a conflict of interest of a District Board Member or District employee.

Board members exercise responsible financial management in the conduct of District business.

- The Board ensures that the District maintains a system of auditing and accounting that completely and at all times shows the financial condition of the District in accordance with generally accepted accounting principles and legal requirements.
- The Board retains an independent auditor who conducts an annual audit of the District's books, records and financial affairs. The District's Finance Director and auditor will meet with the Board at the conclusion of the audit each year to review the audit results and recommendations.
- Board members will safeguard District property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.
- A Board Member will not ask or require a District employee to perform services for the personal benefit or profit of a Board Member or employee.
- Each Board Member will protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form.
- Board members will maintain written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the District's behalf.

The Board is collectively the unit of authority within the District. Apart from a Board member's normal function as a part of this unit, an individual Board member has no authority to bind the District to a specific course of action.

The Board, as governing body of the District, is charged with full jurisdiction over all water works necessary for the acquisition, storage, treatment, sale and distribution of water served to District customers. The General Manager is charged with carrying out this responsibility on a day-to-day basis.

- The Board sets District policy and the General Manager is responsible for execution of policy.
- The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board by majority vote of the Board during duly convened Board and Board committee meetings.

- Members of the Board deal with matters within the authority of the General Manager through the General Manager, except as it pertains to the functions of the General Counsel.

Among other duties the Board has the authority to:

- Acquire or sell the District's real property, to construct and operate facilities, to purchase equipment and enter into contracts;
- Adopt and oversee annual District budgets and finances, set water rates and charges, and approve the purchase of resources needed by management to carry out District policies; and
- Appoint and conduct annual performance evaluations of the General Manager and General Counsel, and approve compensation for all District employees.

## Communication to/from the Board

The tone and content of all communications should reflect the highest degree of professionalism and respect. Board members are responsible for the content of all text, audio, or images that they place or send, including those sent over the District computer network. Messages with fraudulent, harassing, abusive, obscene, vulgar, profane, offensive, or sexually suggestive content are prohibited. Messages with derogatory or inflammatory remarks related to a person's membership in any protected class are also prohibited.

When a Board member receives a complaint or inquiry from the public regarding the District's services and/or staff, the Board member should acknowledge the complaint or inquiry without making any promise or commitment as to what will happen on behalf of the District and forward the message to the General Manager. Board members are encouraged to engage the public on matters of District interest and concern, but cannot guarantee an outcome or result before the Board has acted.

### *Emails/ Text Messages*

The District provides each Board member his or her own District email address. Routine communication should be by District email. Board members should refrain from using any communication method that may result in a serial meeting. For example, Board members should refrain from using the "reply all" function to respond to emails sent to the Board and should not use email or other means of communication to develop a consensus on any issue within the Board's subject matter jurisdiction outside of a public meeting. (See later reference to the Brown Act, Section 3).

Email messages related to District business, sent from either District email accounts or personal accounts, are considered "public records" and accordingly, unless exempt from disclosure pursuant to the provisions of the California Public Records Act, may be disclosed in response to a public records request. These emails may also be subpoenaed as evidence in litigation. The District reserves the right to access and disclose all messages sent over its computer network and email system for any lawful purpose. The use of personal email accounts and personal electronic devices for District business is still subject to the disclosure requirement of the Public Records

Act or a subpoena. Board members should carefully consider whether the use of personal email for District business is appropriate.

Board members are responsible for checking their incoming email frequently, reading its contents and responding in a timely manner. Messages transmitted over the District email system should only involve District-related activities for the accomplishment of business-related tasks or any communication directly related to District business, administration or practices. The District email system should not be used for personal correspondence. All email messages received at or sent through the District server system, including emails sent and received by Board members' District email addresses, are property of the District and are not private.

Board members should remain aware that the rules applicable to emails also apply to text message communications. Therefore, Board members should use good judgment when sending and receiving electronic communications of any kind, including text messages. Board members should refrain from sending any electronic communications regarding matters within the subject matter jurisdiction of the Board during Board or committee meetings. Instead, Board member comments and discussions should occur aloud during the meeting in order to ensure members of the public may properly observe their elected official's opinions on District matters.

#### *Social Media*

Board members may use social media to engage in separate conversations or communications on an internet-based social media platform to answer questions, provide information to the public, or to solicit information from the public regarding matters that are within the subject matter jurisdiction of the Board provided that a majority of the members of the Board do not use the internet-based social media platform to discuss among themselves business within the subject matter jurisdiction of the Board. Board members should remain aware that the phrase "discuss among themselves" is broadly defined to include any communications made, posted, or shared on an internet-based social media platform between members of the Board, including comments or use of digital icons that express reactions to communications made by other members of the Board, such as "like". For this reason, Board members should not comment or use any digital icons (i.e., like, dislike, etc.) expressing reactions to fellow Board members' social media posts related to District business. Board members should also refrain from taking positions on social media regarding any matter that is pending or may become before the Board.

Board members should remain aware that using social media accounts to discuss District business may create a "public forum", which may thereafter restrict the Board member's right to remove public comments on the account or block other users. It is recommended that Board members who utilize social media label personal accounts as such and do not use the accounts to speak on behalf of the District. If the Board member desires to maintain an official account that is intended to speak on District issues, it is recommended that the Board member consult with the District's Communications Department and General Counsel.

## Contact with Media

Because the public receives much of its information regarding District programs, policies and operations through the media, it is important that the District provide the media with the most complete and accurate sources of information available. Thus, the General Manager or his designee shall serve as the District's primary spokesperson and the media's primary source of contact with the District. Media inquiries about official District business, including requests for explanations of District policy, should be directed to the General Manager or his designee. Press releases and any other media communications are coordinated as part of the District's communications strategy and should therefore be prepared by and at the direction of the General Manager or his designee, including opinion/editorial pieces, which are reserved to address timely or critical topics, including matters of greater urgency, sensitivity or public interest.

Any Board member communications with the media, including the submission of opinion/editorial pieces by a Board member or members, in which the District is a subject matter of discussion shall be clearly identified as an expression of personal opinion of the individual Board member who is expressing his or her opinion to the media in accordance with *Use of Title/Advocacy on Non-Board Approved Matters* and as such should not use District time or resources.

## Use of Title/ Advocacy on Non-Board Approved Matters

Elected or appointed officials may not take positions on behalf of the District without the express prior permission and direction of the Board. When Board members are asked for the District's opinion on an issue, the response should reflect the position of the Board. Any position of the Board is developed through a collective action taken by the entire Board. If a Board member is uncertain as to the official position of the District, he/she should contact the General Manager.

If an individual Board member elects to engage in producing any correspondence, public comment or oral presentation or to engage in advocacy on matters other than in representation of a Board position, the Board member may not use his or her Board title, or otherwise suggest or imply that their positions reflect the position of the Board or the District. If a Board member produces or engages in advocacy that does not reflect a collective action taken by the entire Board and finds that it is necessary to make reference to their Board title, the Board member must include a disclaimer that immediately precedes and follows the opinion expressed by the individual Board member. The disclaimer must indicate that the position being expressed is that of the individual Board member and does not reflect the position of the District or the Board.

## Board Appointed Staff

### *General Manager*

The General Manager is appointed by and reports to the Board to carry out the day-to-day activities of the District pursuant to adopted ordinances, resolutions and policies. The General Manager has full charge and control of the maintenance, operation and construction of the waterworks system of the District and authority to employ and discharge employees, except

those appointed by the Board, and determine employee duties necessary to carry out these responsibilities. The General Manager shall provide a written monthly report to the Board summarizing the work performed during the month and other items of importance or interest to the Board, and approve, or appropriately delegate, all requisitions for materials, supplies, equipment and services necessary for carrying out the work, with Board approval where required.

*General Counsel*

The General Counsel is appointed by and reports to the Board, and is the legal advisor to the District regarding all legal matters pertaining to the District. The General Counsel performs such duties in relation to the District's legal matters as the General Manager, or Board may request. The General Counsel is authorized to retain outside counsel from time to time to represent the District in various matters.

*Board Secretary*

The Board Secretary is appointed by the Board and reports to the General Manager and attends all Board meetings and committee meetings; keeps a complete record of the proceedings including attendance; prepares and maintains official correspondence as directed; maintains custody of the District seal; countersigns all District warrants; maintains oaths of office of all appointed or elected officials and performs such other duties as may be required by the Board.

*Finance Director/Treasurer*

The Finance Director/Treasurer is appointed by the Board and reports to the General Manager and is the chief financial officer of the District. He or she supervises and administers the financial accounts, records and accounting controls in accordance with generally accepted accounting procedures regarding the financial status and requirements of the District.

*Consulting Auditor*

The Consulting Auditor shall be an independent public accountant annually retained by and reporting solely to the Board to make an examination of the District's financial position in accordance with generally accepted accounting and auditing standards. The Consulting Auditor may perform other services as requested by the Board from time to time. The Consulting Auditor is not an employee of the District and is engaged on a fee basis for the services rendered.

*Evaluation of Board Appointed Staff*

Annually, the Board should conduct performance evaluations of the General Manager and General Counsel. Any discussions among the Board regarding the performance or the evaluation of the General Manager or General Counsel will occur in closed session in compliance with the Brown Act.

## District Organization and Communications between Board Members and Staff

### *Organization*

The District is organized into five divisions with each division leader reporting directly to the General Manager. The five divisions are as follows:

- Administrative Services Division, including functional responsibilities of Finance, Customer Service & Meters, and Information Technology;
- Engineering Division, including functional responsibilities of Engineering, Planning, Design, Construction and Real Property;
- Water Resources Division, including the functional responsibilities of Water Supply, Water Quality, Water Laboratory Services and Water Conservation;
- Operations Division, including Water Treatment and Distribution, Distribution System Maintenance, and the functional responsibilities of Facilities Maintenance & Support; and
- Watershed Division, including Watershed Maintenance, Watershed Protection, and Safety/ Emergency Response.

Additionally, the District's Human Resources and Communications & Public Affairs Departments report directly to the General Manager. The General Counsel's Office reports directly to the Board and provides ongoing support to the General Manager and District staff regarding legal and related matters.

### *Communication between Board Members and Staff*

All communication between Board members and staff regarding District business should be coordinated through the General Manager, including requests from individual Board members. The General Manager will then generate a staff assignment to develop information or reports responsive to the Board member(s) request.

Responses from staff shall be communicated through the General Manager's Office or designee to the requesting Board member(s) and, if the General Manager believes that the information may be of general interest, the response may be sent to all Board members. This does not apply to requests for routine information (e.g. lake storage status, stream flows, fire conditions on the watershed, etc.). Routine information will be provided to Board members in the same way that it is provided to the general public.

## SECTION 3: Board Meetings

### Scheduling Meetings

#### *Regular Meetings*

The principal type of meeting at which District business is conducted is at a regular bi-monthly meeting of the Board. Regular bi-monthly meetings of the Board of Directors will normally be held the first and third Tuesdays of each month, to begin at or after 5p.m., with the typical start time at 6:30p.m., in the boardroom located at the District office (220 Nellen Avenue, Corte Madera, California) unless otherwise stated in a Board adopted calendar for the upcoming year. The Board will endeavor to adopt a Board calendar for the upcoming calendar year prior to December 31<sup>st</sup>, but not sooner than the seating of any new Directors elected in the November election. The Board Calendar will include the calendar of regular Board and committee meetings for January into the following calendar year.

Meeting notices and agendas for regular meetings are posted online at marinwater.org, and physically posted at the District office in Corte Madera, and at the Corte Madera, Fairfax, Mill Valley and San Rafael Civic Center public libraries on the Friday (at least 72 hours) before each meeting. Reports and other materials related to the agenda items are posted on the District's website and hard copies are available for review at the District office.

#### *Special Meetings*

Occasionally, special meetings of the Board are held to consider a particular topic, conduct a workshop or study session or, if necessary, hold a meeting at a time or date other than a regularly scheduled Board meeting. Agendas for special Board meetings must be posted in a public place and online at least one-day (24 hours) prior to the meeting. However, the District makes every effort to provide more than one-day (24 hours) notice prior to the meeting, when possible.

Regular and special meetings of the Board should generally be held within the boundaries of the District's jurisdiction with certain exceptions. The Board may adjourn a regular or special meeting to another place, date or time if the business considered at that particular Board meeting has not yet been completed and/or if Board deliberations would benefit from re-convening the meeting to another place, date or time.

#### *Emergency Meetings*

When an emergency occurs, such as a crippling disaster, work stoppage or other activity that severely impairs public health, safety or both, as determined by a majority of the Board, an emergency meeting may be called. Notice of an emergency meeting must be given to local media at least one hour prior to the meeting. However, in the case of a dire emergency such as mass destruction, terrorist act, or threatened terrorist activity posing peril so immediate and significant that providing one-hour notice may endanger public health, safety or both, as determined by a majority of the Board, notice need only be provided at or near the time that notice is provided to members of the Board.

### *Public Hearings*

Public hearings are held on matters of special importance when required by law.

### *Closed Sessions*

Meetings of the Board are either fully open or fully closed, and there is nothing in between. The Brown Act strongly favors open meetings and private discussions among a majority of the Board members are prohibited, unless expressly authorized by the Brown Act. Closed sessions are an exception to open meeting requirements, and the authority for such sessions is narrowly construed. The fact that material may be sensitive, embarrassing or controversial does not justify consideration in a closed session unless authorized by a specific statutory exception(s) to the Brown Act. The most commonly cited statutory exceptions relate to litigation (including threat of), real property negotiations, public employment issues, and labor negotiations.

Closed sessions are generally held immediately prior to or following regular bi-monthly meetings of the Board but may also be scheduled at other designated times. While public comment is permitted prior to the Board convening to closed session, only individuals having an official role in the closed session subject matter may attend and the confidential information discussed during the closed session is explicitly prohibited from unauthorized disclosure. It is incumbent upon those attending closed sessions to protect the confidentiality of those discussions.

Following a closed session the Board shall reconvene in open session and publicly report out final decisions and the votes for or against any final decisions. The Board President or General Counsel generally makes these public reports.

### *Committee Meetings*

Board committees act in an advisory capacity to the Board. Two Board members (Chair and Vice Chair) are annually appointed to each committee by the Board President with the advice and consent of other Board members.

Committee meetings are typically held in the boardroom at the District office, 220 Nellen Avenue, Corte Madera, California, unless otherwise noticed. Committee meeting notices and agendas are prepared and posted in accordance with the Brown Act similar to regular Board meetings and minutes are prepared for each meeting. The minutes are included in the next committee meeting agenda packet and approved by the committee during a subsequent meeting of the committee.

The District dually notices all committee meetings as both committee meetings and special meetings of the Board. This ensures that a quorum of the Board may attend and participate in the committee meeting, while maintaining compliance with the Brown Act. If less than a quorum of the Board (less than three Board members) participates in the meeting, it is a committee meeting. When a quorum of the Board (three or more Board members) participates in the meeting, it is a Board meeting. The Board, as a practice, generally does not take final action on items during committee meetings, unless District staff determines the urgency of the item

requires immediate action that cannot be delayed until a subsequent regular bi-monthly Board meeting. This practice generally allows members of the public multiple opportunities to submit comments and participate in the Board's decision-making process prior to the Board taking final action on an item.

Currently there are four Board committees:

- Communications & Water Efficiency Committee, which generally meets quarterly on the 3rd Wednesday of the month in February, May, August and November;
- Finance & Administration Committee, which meets on the 4th Thursday of each month;
- Operations Committee, which meets on the 3rd Friday of each month; and
- Watershed Committee, which generally meets quarterly on the 3rd Thursday of the month in March, June, September and December.

From time-to-time the Board may establish ad hoc committees to address issues with a limited scope and duration. The Board President may appoint Board members to ad hoc committees. These committees are not subject to the Brown Act, since a quorum of the Board (3 or more members) does not attend or participate.

Additionally, Board members may be assigned to represent the District before other broad based regional groups, such as: Tamalpais Lands Collaborative Executive Committee, Lagunitas Creek Sediment and Riparian Management Plan Technical Advisory Committee, North Bay Watershed Association, Tomales Bay Watershed Council, Sonoma County Water Agency Water Advisory Committee, North Bay Water Reuse Authority, Las Gallinas Recycled Water Committee, and Association of California Water Agencies.

## Preparation of Agenda and Order of Business

### *Agendas*

Meeting agendas specify the date, time and location of the meeting, in accordance with Brown Act requirements, and must contain a brief general description of each item of business to be transacted or discussed at the meeting. It should be clear from the agenda wording what will be discussed and what action is being proposed so members of the public can determine if they would like to observe or participate in the meeting. The Brown Act generally prohibits any Board action or substantive Board discussion of items that are not on the agenda.

Most items on the agenda originate from the General Manager and District staff. Staff maintains a detailed list of upcoming agenda items that is updated after each Board and committee meeting. Typical types of agenda items include the following:

- Policy direction from the Board;
- Public hearings;
- Items with overarching policy implications (e.g. strategic planning, budgeting, labor negotiations);
- Actions required by law;

- Actions on the overall implementation of a Board approved project or program (e.g. award of construction contracts, consideration of an environmental review document, etc.);
- Discretionary decisions for which authority has not been delegated to the General Manager; and
- Informational items to update the Board and public on District matters.

A draft agenda for regular Board meetings is developed by the General Manager and reviewed by the Board President prior to the agenda being publicly posted. The Board formally adopts the agenda for each meeting as an initial order of business after each meeting is called to order.

#### *Future Agenda Items*

Board members may request that items be placed on agendas during discussion of the “Future Board and Committee Meetings and Upcoming Agenda Items” portion of the agenda. A motion by a Board member and a second by another Board member will initiate bringing the item to a future meeting for discussion and consideration.

#### *Urgency Items*

In rare cases, a legitimate urgent need may arise that must be acted upon even though the item was not included on a posted agenda. The General Counsel shall be consulted on all urgency items. In order for the Board to take action on an urgency item, two determinations must be approved by a two-thirds vote of the Board members present (or by unanimous vote if less than two-thirds (2/3) but more than a quorum of members are present):

- There is an immediate need to take action; and
- The need for action arose after the agenda-posting deadline.

If the above requirements are met, the Board may vote to add the urgency item to the agenda.

#### *Attendance, Conduct, Quorum and Voting, Rules of Order, Brown Act*

Board members should strive to attend all Board and committee meetings in person. If a Board member will be absent, he or she should notify the General Manager and Board President as soon as possible.

#### *Teleconferencing*

A Board member may participate in meetings via teleconference when not able to attend in person. Unless a Board member has an emergency circumstance or just cause, as those events are defined under section 54953 (i)(1) and (2) of the Brown Act, for each meeting that a Board member will participate by teleconference, the Board member should notify the Board Secretary of his or her teleconference location prior to the agenda being posted, so that the agenda for the meeting will properly identify the teleconference location. All teleconference locations must be accessible to the public, have a copy of the agenda posted, and allow members of the public to

address the Board at the teleconference location. A quorum of the Board must be located within the District boundaries, regardless of remote participation.

Alternatively, if the Board member has need to attend the meeting remotely due to familial caregiving needs, a contagious illness, a disability or travel on District business or other physical family or medical emergency to prevents that member from participating in person, the Board member need not provide their remote location, but should notify the Board Secretary as soon as possible. The Board member participating under the just cause or emergency provisions of the Brown Act, will need to inform the Board of the need for remote participation, must disclose whether there is any other person over 18 years old in the room with them during the meeting and must participate in the meeting via audio and visual technology.

When a Board member or members, participate via teleconference meeting all votes must be taken by roll call.

#### *Quorum/ Board Action*

The Board shall act only by motion, resolution or ordinance. A majority of the board shall constitute a quorum for the transaction of business; however, no ordinance, motion or resolution shall be passed to become effective without the affirmative vote of a majority of the members of the board. A supermajority of votes is necessary to consider an urgency item not previously posted on the Board meeting agenda or to take certain actions in response to an emergency situation. The District utilizes the parliamentary procedure from Robert's Rules of Order to conduct Board meetings.

#### *Brown Act (Opening Meetings Law)*

In compliance with the Ralph M. Brown Act ("Brown Act"), all meetings of the Board are to be held in open session, unless a closed session is expressly permitted by the Brown Act, and the general public is permitted to attend all open sessions. District Board members promote fair and open public processes. Board members, and persons elected but who have not yet assumed office as members of the Board, will fully comply with California's the Brown Act. In order to ensure proper public participation and that all decisions are reached only during public meetings, Board members should refrain from participating in phone calls or emails that:

- Discuss issues within the Board's subject matter jurisdiction and are directed to a majority of the Board members;
- Take a position or make commitments on matters yet to be decided by the Board; and/or Communicate his/her position on a matter pending before the Board to all other members of the Board.

#### *Meeting Minutes*

Draft meeting minutes are prepared by the Board Secretary and presented to the Board and/or committee for approval at the next meeting of the Board or applicable committee.

## Safeguard Confidential Information

Board members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the California Public Records Act.

A Board member may make a confidential inquiry or complaint to a district attorney or grand jury concerning a perceived violation of law, including disclosing facts to a district attorney or grand jury necessary to establish the alleged illegality of a District action. Prior to disclosing confidential information, however, a Board member will first bring the matter to the attention of either the President of the Board or the full Board, in a lawful and appropriate manner, to provide an opportunity to cure an alleged violation.

## SECTION 4: Conference, Training, Reporting Requirements

### Conferences

In accordance with Board policy, Board members may elect to attend conferences, meetings and other functions from which the District derives specific benefit through attendance, including those affiliated with District membership in various associations. After attending the conference, meeting or training, the Board member who attended on behalf of the District should provide a brief oral report during the Directors' and General Manager's Announcements portion of the agenda to share information about the event with fellow Board members and the public.

### Mandatory Ethics and Sexual Harassment Prevention Training

This Policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members' conduct and in achievement of the District's mission. The proper operation of the District requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. Pursuant to provisions of the California Government Code set forth in Assembly Bill 1234, Board members are required to receive two hours of ethics training within the first six months of taking office and every two years thereafter.

Board members must also receive two hours of sexual harassment prevention training within the first six months of taking office and every two years thereafter. The District's current Sexual Harassment Policy is intended to prevent sexual harassment in the work environment and provides procedures for resolving complaints of sexual harassment.

The Board Secretary maintains certificates of completion and a training log for all Board member training. The Board Secretary keeps Board members informed of all training requirements and applicable due dates to ensure compliance with applicable laws.

Board members are encouraged to seek other training pertinent to local public agency officers. Such training may be found online through the Institute for Local Government at [www.ca.ilg.org](http://www.ca.ilg.org).

## [Public Records Act](#)

All records of the District, except those exempt from disclosure pursuant to the California Public Records Act and/or other applicable laws, are public records. Any person may examine public records during regular business hours of the District or may obtain a copy of requested records in accordance with the California Public Records Act. For convenience to the public, the District has a Public Records Act Request form on its website and provides electronic records at no charge to the public.

The Board Secretary maintains a records retention policy and works with the General Counsel's Office in responding to Public Records Act requests. The Board Secretary and the General Counsel conduct periodic in-house trainings pertaining to the California Public Records Act. Board members are encouraged to participate in said training.

## [Conflicts of Interest](#)

Board members should avoid both actual conflicts of interest and the appearance of conflicts of interest in their roles as members of the Board.

- A Board member will not have a financial interest in a contract with the District, or be a purchaser at a sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.
- A Board member will not participate in the discussion, deliberation or vote on a matter before the Board, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a prohibited interest with respect to the matter under California law.
- A Board member will not accept any honoraria.
- A Board member will not accept gifts that exceed the limitations specified in California law. Board members will report all gifts, campaign contributions, income and financial information as required under the District's Conflict of Interest Code and the provisions of the Fair Political Practices Act and Regulations.
- A Board member will not recommend the employment of a relative to the District or to any person known by the Board member to be bidding for or negotiating a contract with the District.

## [Form 700](#)

State laws attempt to eliminate any action by a Board member that may implicate a conflict of interest. The purpose of such laws and regulations is to ensure that all actions taken are in the public interest. The Political Reform Act of 1974 requires public officials and designated employees to disclose financial interests that could cause a conflict of interest. Public officials may be required to disqualify themselves from making, participating in, or attempting to

influence any decision that will materially affect their financial or economic interest. If a Board member is unsure whether or not he or she may have a disqualifying economic interest, he or she should consult the General Counsel as soon as possible.

Economic interests include, but are not limited to, those items public officials are required to report on the Form 700, Fair Political Practices Commission (“FPPC”) “Statement of Economic Interest” and include sources of income, business interests and real estate investments. The Form 700 also requires the annual reporting of all gifts received that are valued at \$50 or greater in a calendar year. The Political Reform Act precludes the acceptance of any gifts over a specified value, currently more than \$590 in a calendar year. These Form 700s are provided to Board members each calendar year, and within 30 days of assuming or leaving office, and filed with the Board Secretary who forwards them to the FPPC and makes them available for public inspection and reproduction.

#### *Conflict of Interest Reporting at Board Meetings*

A Board member may be disqualified from participating in agenda items that present a financial conflict of interest. If a Board member is disqualified due to a financial conflict, he or she must abstain from the item, state the reason for the disqualification, and leave the room during the agenda item (unless the item is listed on the consent calendar).

#### *Incompatible Offices*

Except as expressly permitted by law, Board members appointed or elected to another public office, the duties of which may legally require action contradictory or inconsistent with the interests of the first entity, will resign from the former Board.

#### *Political Contributions/Campaign Rules*

The Levine Act (the Political Reform Act section 84308) Prohibits an Official from soliciting, accepting or directing campaign contribution of \$250 or more from a participant (or their agent) having any a proceeding in front of the agency. If a Board member has accepted campaign contributions within the past twelve months, he/she is prohibited from participating in the proceeding involving the donor or donor’s agent, unless the Board member has cured the conflict by returning the donation within thirty days of learning of the donation or proceeding.

Additionally:

- Board members will not solicit political funds or contributions of in-kind services at District facilities.
- A Board member will not use the District’s seal, trademark, stationary, or other indicia of the District’s identity or facsimile thereof in any solicitation for political contributions.

#### *Candidate’s Statement*

A Board member will not include false or misleading information in a candidate’s statement for a general District election filed pursuant to Section 13307 of the Elections Code.

## Ethics Violations

A perceived ethics violation by a Board member should be referred to the District General Counsel for review and consideration of any appropriate action warranted. An ethics violation may be addressed by remedies available by law, including but not limited to:

- Adopting a resolution expressing disapproval of the conduct of the Board member who has violated this policy,
- Injunctive relief, or
- Referral of the violation to the District Attorney and/or the Grand Jury.

## SECTION 5: Compensation/Benefits

### Board Compensation

The District Board members receive a per diem amount as compensation “for each day’s attendance at meetings of the Board or for each day’s service rendered as a member of the Board by request of the Board.” (District Code §2.10.060) That per diem amount is set by ordinance of the Board. Pursuant to State law, no director may receive compensation for more than 10 days in any calendar month. Additionally, Board members receive medical and dental benefits consistent with other District employees.

The District Board of Directors has adopted a Board policy regarding Compensation of Elected or Appointed Officials to address Board member compensation, Board Policy No. 42. Each Board member shall review and abide by the Board Compensation Policy.

### Reimbursement of Travel Expenses

Board members may attend, travel and seek reimbursement of all normal and necessary expenses incurred while attending conferences, training, meetings and other functions from which the District derives a specific benefit through attendance. Only that travel/attendance which serves a District purpose and is deemed necessary and/or advantageous to the District shall be approved and reimbursed. Travel shall be by means most economical to the District. Board members are expected to exercise sound judgment in the incurring and submittal of travel expenses in keeping with the standards and proprieties of a visible and accountable public agency.

The District Board of Directors has adopted a Board Travel Reimbursement Policy, Board Policy No. 41. All Board members shall review and abide by the Board Travel Reimbursement Policy.

## SECTION 6: Other Related Information

### *Human Resources*

The Board has established a District objective to “*cultivate a meaningful work environment that successfully recruits, retains, and develops an engaged, high performing, mission- and vision-focused team.*” This objective is based on District values of promoting diversity in and equitable treatment of its employees; providing a healthy work environment; and continuously improving

through the promotion of initiatives, leadership and personal development and training. Ensuring District HR policy is current and consistent with this strategy is a shared responsibility between staff and the Board. Board members should be familiar with key HR documents including but not limited to: the Equal Employment Opportunity Policy, labor agreements with both represented and non-represented employees, benefit summaries, job descriptions and salary schedules.

#### *Risk Management and Emergency Operations*

The District maintains a range of insurance coverage to limit financial risks, which may occur from an uncertain event or loss. The District's insurance portfolio includes both a self-insured component and third-party insurance coverage. The third-party insurance coverage provides coverage for the following: Property Damage, General & Auto Liability (including vehicle physical damage), Public Officials Errors and Omissions (E&O) and Employee Practices Liability, Employee Fidelity, Workers' Compensation and Cyber Liability coverage.

The Public Officials E&O coverage insures Board members and District officers against claims made against them for "breach of duty" occurring through negligence, error or unintentional omission. Violations of certain laws and regulations by a Board member, such as discrimination, harassment or fraud, may result in that individual member being personally liable for damages that may not be covered by this insurance policy.

All insurance coverage is annually reviewed and approved by the Board. Additionally, District contract language for procuring equipment, supplies and services (including consultant services), includes general provisions that reduce potential risks to the District. These contracting provisions include, but are not limited to, the following topics: indemnification, insurance, nondiscrimination and conflict of interest.

The District maintains an active emergency preparedness program that includes an Emergency Operations Plan (EOP) to help manage District critical functions during an emergency and ensure the safety of staff. The EOP has been prepared to provide a plan of action in response to various emergencies that may involve the District and/or its facilities. The plan primarily addresses the possible emergencies of earthquake, electrical power failure, fire, flood, hazardous or toxic spills, potential water contamination, vandalism and sabotage, and vehicle or personnel accidents. The District coordinates its EOP, functions and response with first responders from other public and private entities and organizations, and the District designates staff as liaisons with general-purpose government Emergency Operations Centers as necessary. The General Manager, or his designee, may request mutual aid assistance from other local government or public agencies, or commit District resources to other agencies requesting aid. The General Manager provides regular reports to the Board on the District's response to emergency situations and presents annual reports on the District Emergency Preparedness Program. Each Board member receives a copy of the EOP, which is updated from time to time.

When an emergency situation arises, the General Manager may award necessary contracts without competitive bidding. The Board must ratify the emergency contract award at the next regular Board meeting, or within 14 days, whichever is sooner.

### *Electronic Equipment, Data and Software*

The District's employees are given access to the District's software, information and applications to perform the functions of the District. Information and applications developed by employees are added to the District's overall information system. The District purchased data for the District's Geographic Information System from the County of Marin.

Board members are regarded as "District employees" with respect to the use of District electronic equipment, data and software and should follow the same rules as District employees. As with any District employee, Board members should only use these materials for District business and assure no dissemination of the materials to the public. Any requests for use of District electronic data and software will be subject to approval by the General Manager.

### *Community Outreach*

Supplementing Board member assignments to participate in broad based regional groups, the District provides extensive community outreach programs through its Water Conservation, Watershed Management and Public Information departments. Outreach activities and opportunities can be located on the District's website and through its social media accounts.

### *Association Memberships*

The District holds memberships in and attends meetings of associations, which have applicability to District functions, and looks upon such memberships as opportunities for in-service training. Board members may participate in the following associations with which the District holds memberships: the American Water Works Association (AWWA), the Association of California Water Agencies (ACWA) and others as may be prescribed to by the District. Board members who vote or hold a formal position in these associations recognize that they are representing the District when attending these functions.

When Board members are attending meetings on their own accord, and are not requested to attend by the Board, Board members are cautioned that they are not authorized to officially represent the District at those meetings.

### *Orientation of New Board Members*

Newly elected Board members are subject to the Brown Act immediately upon being elected to office, even though their swearing in does not occur until noon on the first Friday in December, or following certification of the election results. Current and newly elected Board members should remain cognizant of this when communicating with each other or other Board members in order to prevent an unintentional serial meeting from occurring, which would constitute a violation of the Brown Act.

The Board Secretary is the point of contact for newly elected Board members regarding:

- Filing an assuming office Statement of Economic Interests Form 700 with the FPPC within 30 days of taking office;

- Completing mandatory Ethics and Harassment training;
- Procuring a suitable photograph and developing a brief biography to be posted on the District website;
- Completing employee on-boarding, payroll and benefit paperwork and setting up a District email account; and
- Providing important reading materials including the Board of Directors Handbook, District policies, recent water rate information and Cost of Service Analysis, budgets, capital improvement program information and Water Resources Plan.

The General Manager is the point of contact for newly elected Board members to tour District offices, meet staff, visit key facilities and address pertinent questions.

The General Counsel is the point of contact for all legal matters, including conflicts of interest and the Brown Act.