

Attachment 4

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., ~~but normally with the typical start time at 7:30p.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, ~~prior to January 31st of each year.~~ The Board will endeavor to adopt a Board calendar for the upcoming calendar year prior to December 31st, 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. Only 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 ~~Member~~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 ~~3rd~~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—including, 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 & 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. ~~For~~[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 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

~~A majority of Board members (three or more members) constitutes a quorum necessary for conducting business at a Board meeting.~~ The Board shall act only by motion, resolution or ordinance. As long as a quorumA majority of the board shall constitute a quorum for the transaction of Board members is present, a simple majority of those Board members present is satisfactory to approve routine agenda items, such as approving the expenditure of funds, or passing a business; however, no ordinance, motion, or resolution not requiring a supermajority 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.

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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:

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- 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.

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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.

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.

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

~~The Board Ethics~~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 ~~the Board Ethics Policy and~~

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.

Public Records Act ~~Training~~

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 Board directors.

- 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.

~~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.~~

Conflict of Interest/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 with a value totaling more than \$500 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).

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.

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.

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.