

1. Purpose of Board Procedures Manual. January 21, 2015

The purpose of this Board Procedures Manual is to provide a composite of information on procedures approved by the Board of Directors to be used in the conduct of Board business to provide for the fair and efficient consideration of said matters, to ensure that the public is informed of the matters coming before the Board and has an opportunity to witness the deliberations of the members thereof in the conduct of the Board’s business, and to encourage proper public involvement in the deliberations of the Board. Each Director, upon assuming office, shall be given a copy of this Board Procedures Manual, shall be asked to acknowledge receipt of the copy in writing and shall be asked to affirm in writing the Director’s intent to comply with the policies and procedures in this Board Procedures Manual.

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2. District Mission.

The Marina Coast Water District Board of Directors adopted the following mission statement:

We provide our customers with high quality water, wastewater collection and conservation services at a reasonable cost, through planning, management and the development of water resources in an environmentally sensitive manner.

Comment [1]:
Replace with new Mission Statement in the Strategic Plan.

Deleted: *Providing high quality water, wastewater and recycled water services to the District’s expanding communities through management, conservation and development of future resources at reasonable costs.¶*

3. Authority.

The Board of Directors is the governing body of the District and derives its authority from the County Water District Law (Division 12, Part 3 sections 30000 et seq. of the Water Code of the State of California). The District was formed in 1960 and has provided water and wastewater services within its service boundaries since that time.

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The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act, or expenditure.

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Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the community as a whole.

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4. Governing Laws and Rules.

The Board of Directors conducts all meetings of the Board and meetings of committees of the Board in accordance with the Ralph M. Brown Act, California’s Open Meeting Law. The Board conducts its meetings “guided but not bound by” Robert’s Rules of Order as to those situations not specifically addressed by an applicable law or statute. Directors must become familiar with the Brown Act, Robert’s Rules of Order, the conflict of interest laws, the County Water District Law, and all other laws applicable to the District, in order to effectively execute their duties.

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Comment [2]:
Resolution 98-1 should be repealed and relevant sections should be incorporated into job descriptions or other sections of the BPM.

5. Harassment-Free Work Environment.

Each director shall act to provide a District work environment and a Boardroom environment free of harassment, disrespectful or other unprofessional conduct.

Deleted: ¹ Resolution 98-1 still contains information about the duties of the General Manager, Financial Officer, Legal Counsel, District Engineer and Consultants.

The District’s policy is more fully set forth in the Marina Coast Water District Employee

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Handbook, available through www.mcwd.org and each director should become familiar with the Employee Handbook and the harassment rules contained therein.

The following sections are taken from the CA Special Districts Policy suggestions

CSDA POLICY TITLE: Operating Principles of the Board (Norms) (to replace #7)

POLICY NUMBER: 4005

4005.1 IMPLEMENTATION

- The [DISTRICT] is committed to practice these norms, whereupon we will evaluate, learn, and adjust according to what we learn.

- Upon the occasion of the occurrence of what appears to be a breach of these norms, we are committed to addressing this perception first to the individual(s) involved, before raising the issue with the Board itself. Because we value learning and improvement, we are committed to debriefing each of these at each of our Board meetings.

4005.2 COMMUNICATION NORMS

- All communication will be accurate and brief
- Board and staff will attempt to describe our behavior before we engage in it, and actively listen when communicated with.
- Always Check Your Assumptions (C.Y.A.)
- Revisit and display these norms at each Board meeting.

4005.3 PROCESS NORMS

- The Board needs to address and resolve policy issues and set priorities. The Team is committed to doing this by practicing the building of consensus and orderly implementation.
- The Team is committed to [DISTRICT]'s mission and to work as a team.
- The Team needs to monitor and respond to changes in the market and environment.
- Staff needs to make available all information and analysis of alternatives so that the Board

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Deleted: provides that the District maintains a strict policy prohibiting all forms of unlawful harassment, including sexual harassment and harassment based on race, color, religion, national origin, age, sexual orientation, gender identity or any other characteristic protected by state or federal law. This policy applies to all agents and employees of the District, including supervisors, department heads, and non-supervisory employees, and prohibits harassment of employees in the workplace by any person, including non-employees. It also extends to harassment of, or by vendors, independent contractors, and others doing business with the District. Furthermore, this policy prohibits unlawful harassment in any form, including verbal, physical, and visual harassment. It also prohibits retaliation of any kind against individuals who file complaints in good faith or who assist the District in an investigation.

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can make "reasoned decisions."

- The Board will jointly discuss and identify its interest(s) prior to establishing a position and negotiating with external organizations.

- All requests from the Board for information/agenda items will be funneled through the General Manager and distributed to all Board members.

4005 – 1

- The "Team" includes the Board, Staff, Consultants and Membership.

4005.4 CAPACITY NORMS

- Continue the process of hiring qualified personnel.

- Expand education for the Board, Staff and Consultants.

- Expect creative decision-making.

- Maintain competitive advantage by adhering to a policy of updating technology and resources.

- Ensure a cooperative and open work environment.

4005 – 2

POLICY TITLE: Code of Ethics

POLICY NUMBER: 4010

4010.1 The Board of Directors of [DISTRICT NAME] is committed to providing excellence in legislative

leadership that results in the provision of the highest quality services to its constituents and to comply with

State laws including AB 1234 (Salinas) approved in 2006.(copy attached as reference)

In order to assist in the governance of the behavior between and among members of the Board of Directors

and District staff, the following rules shall be observed.

4010.1.1 The dignity, style, values and opinions of each Director shall be respected.

4010.1.2 Responsiveness and attentive listening in communication is encouraged.

4010.1.3 The needs of the District's constituents should be the priority of the Board of Directors.

When a Director believes he/she may have a conflict of interest, the legal counsel shall be requested to make a determination if one exists or not.

4010.1.4 The primary responsibility of the Board of Directors is the formulation and evaluation of

policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

4010.1.5 Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.

4010.1.6 Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

4010.1.7 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Directors should commit to supporting said action and not to create barriers to the implementation of said action.

4010.1.8 Directors should practice the following procedures:

4010.1.8.1 In seeking clarification on informational items, Directors may directly approach professional staff members to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making.

4010-1

4010.1.8.5 In seeking clarification for policy-related concerns, especially those

involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the General Manager or legal counsel.

4010.1.9 If approached by District personnel concerning specific District policy, Directors should direct inquiries to the appropriate staff supervisor or General Manager. The chain of command should be followed.

4010.2 The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.

4010.2.1 When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

4010.2.2 Directors should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.

4010.2.3 Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

4010.2.4 Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

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6. Attendance at Board and Committee Meetings.

Directors are expected to carry out their responsibilities to the best of their abilities. In order to accomplish this goal, directors should be present for scheduled meetings of the Board, special meetings, meetings of board committees, and District events. If a Director cannot attend a regular Board meeting for any one of the following reasons, that absence shall be deemed excused: illness, family emergencies, or a Director's regular job demands. If a Director does not attend a regular Board meeting for any other reason, unless the Director's absence is approved by vote of

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the other Directors, then the Director's absence shall be deemed an unexcused absence. A Director having three (3) or more consecutive unexcused absences or 50% or greater unexcused absences in any consecutive three month period shall be deemed to be a violation of Board Policy subject to Board action pursuant to Section 43. shall be considered neglecting the director responsibilities.

7. Duties of the Directors Acting as Members of the District Board of Directors.

The duties of the directors include:

- A. setting policies, procedures, goals, directions, and adopting rules and regulations for the governance of the District;
- B. taking action only by the affirmative vote of at least three directors on ordinances, resolutions and motions;
- C. maintaining the District's financial stability;
- D. assuring that the District is well managed;
- E. assuring the District is responsive to the interests of the ratepayers and the needs of the persons served by the District;
- F. assuring that the actions of the Board and of each director and the actions of all employees of the District conform to all federal, state, and local statutes and ordinances, and to the ordinances, rules, regulations and policies of the District;
- G. assuring that each employee of the District and each constituent of the District is treated courteously and fairly by the people who serve as elected or as employees of the District, and that privacy rights of District employees and constituents are safeguarded in accordance with law;
- H. making reasonable and diligent inquiry of competent, qualified and reliable advisors and other sources to obtain sufficient information for informed and timely decisions and judgments;
- I. assisting the General Manager by looking at problems from broader points of view, and providing outside perspective and guidance;
- J. appointing the persons to serve as the District's General Manager and Secretary to the Board, the District's Legal Counsel, the independent Auditor, and such other attorneys, and consultants as the Board determines are necessary or convenient to be appointed by the Board for the business of the District, each of whom shall serve at the pleasure of the Board;
- K. establishing rules for and assuring the effective conduct of the Board's

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Comment [pr3]: Jan Shriner - how do other Boards word policies on attendance.

Comment [4]: Section 1770 does not apply to county water districts.

Comment [pr5]:

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proceedings, and adjourning meetings of the Board by 10 p.m. unless the meeting is extended by Board action;

L. preparing for and attending all regular and special meetings of the Board and assigned committees of the Board, unless excused for reasons listed above absent in accordance with Section 6;

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M. appointing members to the District's Joint District-City Committee, Water Conservation Commission, and such other committees as the Board determines;

N. nominate and elect representatives and alternates to outside boards, committees, and other bodies on which the District is entitled to representation;

O. preparing for and attending all regular and special meetings of boards, committees, and other bodies to which the Board elects a director as the District's representative, or arranging for attendance by an alternate, if the director cannot attend and if the Board has selected an alternate;

P. (Jan would like Legal Counsel to check these) assuring that the conduct of the District's business is open and public and that actions and records of the District are taken and held in confidence only as permitted by law, including: Article I, Section 3 of the California Constitution; the Ralph M. Brown Act, Govt. Code sections 54950 and following; the Public Records Act, Govt. Code sections 6250 and following, and as necessary to safeguard the assets of the District and to protect the rights of the District's employees;

Q. protecting confidential information of the District, its officers and employees from unauthorized disclosure and dissemination;

Comment [pr6]: Jan Shriner asks whether Board members are required to report for themselves only or conflict suspicions for other Board members.

R. reporting and avoiding conflicts of interest; and,

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S. completing and tracking training for Directors in exercising oversight and supervision of management, the roles and responsibilities of Directors, how to understand budgets, how to monitor budget compliance, how to work together as a team in problem solving, preventing harassment, cultural competency, and basic mediation for conflict resolution.

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Comment [pr7]: Jan Shriner asks whether Board member training should be tracked.

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Comment [8]:
This does not have anything to do with Directors.

8. Prohibited Service.

A director is prohibited by law from being employed by or entering into any contract with the District while serving on the Board. Water Code Section 30541 also prohibits a director from serving as the General Manager, Secretary, Treasurer, or Auditor.

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9. Duties of the President.

This District shall have a President who shall be elected by the Board from among the five (5)

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electd directors. The President shall be elected annually in the month of December but not before any newly elected or reelected director(s) have taken office. No Director shall serve more than two (2) consecutive years as President. If a majority of the directors cannot agree on who should be the new President, then the existing Vice President shall become the new President, then the President shall continue to preside until agreement can be reached. If the President has served three years, then an alternate will be chosen in the following order: 1. the director with the most regular attendance for the previous three years 2. The director who has served the most years. The Vice President may preside while the President is absent but does not automatically take the place of the President in the case of conflict. The President's responsibilities include:

A. presiding over all meetings of the Board, with guidance from Roberts' Rules of Order, including:

1. announcing each item of business on the agenda, including the Closed Session items according to the Brown Act procedures and the recommended motion;
2. calling for motions;
3. calling for public participation during meetings when appropriate;
4. determining questions of order and enforcing rules of the Board;
5. stating the motion and announcing its passage or failure;
6. adjourning any regular or special Board meeting which is still in progress at 10 p.m., unless the meeting is extended by Board action; and,
7. reviewing and approving the agenda in conjunction with the Vice President and the General Manger or Secretary of the Board.

B. appointing members to Ad Hoc Committees of the Board;

C. serving on committees and commissions as appointed by the Board;

D. setting the time and place for any special meeting of the Board, except a special meeting called by a majority of the Board;

E. adjourning meetings of the Board;

F. representing the District at public events;

G. serving as public spokesperson of the District, along with the General Manager, including responding to all inquiries from the media;

H. signing all contracts on behalf of the District, except as the Board alternatively authorizes the General Manager or other person, subject to limitations and conditions as the Board may determine;

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Comment [RM9]: Amend to read: the Vice President elected under Section 10 shall serve as President pursuant to Section 10.B.

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Comment [RM10]: Is this intended to be the exclusive public spokesperson or just a public spokesperson?

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I. assist with the orientation of new Board members as they are elected or appointed to the Board of Directors; and,

J. upon advice from District Legal Counsel and approval by the Board, gives direction to outside legal counsel on matters where the General Manager should not direct counsel as he or she is the subject of a legal issue.

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10. Duties of the Vice-President.

This District shall have one Vice-President who shall be elected by the Board from among the five (5) elected directors at the same time the President is elected. The Vice-President shall be elected annually in the month of December but not before any newly elected or reelected director(s) have taken office. It is the Board's policy to rotate the office of Vice-President among the Board members. However, no director shall serve more than two (2) consecutive years as Vice President. If a majority of the directors cannot agree on who should be the new Vice President, then the existing Vice President shall continue in office subject to the three-consecutive-year limitation. If three directors cannot agree on who should be the new Vice President, then the existing Vice President shall continue in office unless they have reached the third year in that role. If the conflict can't be resolved, then the director with the best attendance record for the three years prior will serve as the Vice President.

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The Vice-President's responsibilities include:

A. performing all the duties of the President during any absence of the President; and,

B. if for any reason the office of President is vacant, acting in the place of the President until a new President is elected.

11. Orientation, Training and Preparation of Directors.

A. Each new director, upon assuming his or her duties, will be provided a comprehensive District orientation by the General Manager and Board President. The Board shall strive to develop and maintain a superior level of competence and preparation among its members through a process of continuing training, education and preparation.

B. Directors ~~may~~ schedule to attend, on behalf of the District, such educational programs, conferences, and meetings to the extent funds are allocated in the then annual Budget. Attendance will be scheduled through the Secretary of the Board or General Manager.

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Comment [RM11]: Does the Board want to review and pre-authorize out of state travel or does this section apply to all travel?

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C. In accordance with Subsection B above, any Director may request attendance either by email, phone or written requests, preferably three weeks before the deadline for early registration or accommodation discount. If fund is budgeted and available, the General Manager shall register the Director for attendance, book travel, accommodation and meals and pay all costs accordingly. Meals that include speakers and exceed the District allowed cost for meals will be allowed. If funds are not available, the General Manager shall place an item on the earliest Board agenda to request the Board approval for such expenditure and before the deadline for early registration discount. Within 24 hours after the registration is complete, the General Manager shall email the

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Director(s) all the completed registration forms, and accommodation and travelling details. If the General Manager or District staff receives any notification of changes in the meetings or conferences or travelling or accommodation details, the Director(s) will be informed of any changes immediately, no later than 24 hours after receiving the notice(s). If the Director(s) could not attend the meeting or conference for any reason, the Director(s) shall notify the General Manager within 24 hours of such event so that the General Manager can cancel the registration, accommodation and travelling arrangements. If such cancellation is not possible, the General Manager shall inform the Board so that another Director can attend. If the Director(s) prefers to pay all the registration, traveling, accommodation and meals on site to avoid loss of fund due to potential cancellation, the General Manager shall issue and provide the Director(s) District checks that cover such costs at least a week before the actual meeting or conference. This section shall supersede the adopted District Policies on attending meetings, travelling, accommodation and meals and apply to Directors only.

D. The General Manager will from time to time provide the Board lists of such conferences or meetings so that the Board may consider individual or collective attendance with local locations preferred over out-of-town. Travel for training of directors is limited to California, preferably Monterey County. [The rest of the proposed language regarding travel arrangements is not needed.]

12. Board Committees and Commissions.

A. Committee and Commission Actions. Committee and Commission actions shall be governed by the provisions of the California Water Code and all other applicable California Codes as well as District policies, rules, and regulations. The Board may adopt rules for the governance of any committee consistent with the provisions of the California Codes.

Committees have no legal authority to act for the Board or the District except with prior Board approval, but shall report their findings and recommendations to the Board for action. All committees and commissions of the Board are advisory in nature and are authorized only to provide recommendations to the whole Board. Committees and commissions are evaluated periodically by the Board based on their necessity and value to District business.

B POLICY TITLE: Committees of the Board of Directors
POLICY NUMBER: 4060

4060.1 The Board President shall appoint such ad hoc committees as may be deemed necessary or advisable by himself/herself and/or the Board. The duties of the ad hoc committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

4060.2 The following shall be standing committees of the Board:

4060.2.1 Planning Committee;

4060.2.2 Ordinance Committee;

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4060.2.3 Personnel Committee;

4060.2.4 Finance Committee; and,

4060.2.5 Public Relations Committee.

4060.3 The Board President shall appoint and publicly announce the members of the standing committees for the ensuing year no later than the Board's regular meeting in January.

4060.4 The Board's standing committees may be assigned to review District functions, activities, and/or operations pertaining to their designated concerns, as specified below. Said assignment may be made by the Board President, a majority vote of the Board, or on their own initiative. Any recommendations resulting from said review should be submitted to the Board via a written or oral report.

4060.4.1 All meetings of standing committees shall conform to all open meeting laws (e.g., "Brown Act") that pertain to regular meetings of the Board of Directors.

4060.5 The Board's standing Planning Committee shall be concerned with the formulation of plans for arranging, realizing, and/or achieving District goals.

4060.6 The Board's standing Ordinance Committee shall be concerned with proposed ordinances, resolutions and/or District policies, except those pertaining specifically to personnel.

4060.7 The Board's standing Personnel Committee shall be concerned with the functions, activities, operations, compensation and welfare of District staff.

4060.8 The Board's standing Finance Committee shall be concerned with the financial management of the District, including the preparation of an annual budget and major expenditures.

4060.9 The Board's standing Public Information Committee shall be concerned with assuring that information regarding the affairs of the District is adequately and appropriately communicated to its constituents and the public at large.

- A. B Standing Committees. District standing committees shall be the Water Conservation Commission, the Joint City-District Committee, the Executive Committee, and the Community Outreach Committee. Each committee shall consist of two Directors and such other persons as the Board may appoint, except the Water Conservation Committee which shall have one director appointed. Standing Committees constitute legislative bodies for the purposes of the Brown Act. Public members of the Water Conservation Commission shall be appointed for terms of two years. Public members of committees shall not receive confidential information of the District and shall not participate in closed meetings except with advice of Legal Counsel. Each director shall serve on one or more standing committees.
- B. Standing Committees, District standing committees shall be the Water Conservation Commission, the Joint City-District Committee, the Executive

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Committee and the Community Outreach Committee. Each committee shall consist of two directors (except Water Conservation Commission) and such other persons as the Board may appoint. Standing Committees constitute legislative bodies for the purposes of the Brown Act. Each director shall serve on one or more standing committees. Public members shall not receive confidential information of the District and shall not participate in closed meetings except with advice of Legal Counsel.

(1). Water Conservation Commission: The Board will select a Director and an alternate Director to serve on the Water Conservation Commission as a voting position. There shall be one (1) voting position on the Commission for a member of the City Council of the City of Marina. The Board will appoint six (6) members of the public or more as desired by the Board from within the area served by the District, for terms of two years. The members of the Water Conservation Commission shall have the duties and responsibilities to:

Comment [pr13]: Jan Shriner asks to make it explicit to what extent the Board member must or may vote in WCC meetings.
Masuda comment: From the wording of the first sentence, the Director is a voting member of the Commission.

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(a) annually review and evaluate current and past water consumptions for each service area, water conservation ordinances and policies and recommend changes to the Board in matters related to conservation and water usage by the customers of the District;

(b) review, evaluate and make recommendations, at least annually, to the Board concerning refinements/adjustments to the water conservation program, specifically conservation Best Management Practice implementation, outreach and educational programs, within and outside District service areas, the conservation budget, and overall District conservation resources;

(c) review, evaluate and make recommendations to the Board on customer appeals to the District's Water Shortage Contingency Plan, Conservation Ordinance, and conservation provisions of the District Code;

(d) review, evaluate and make recommendations to the Board on equipment and technologies that promote water conservation;

(e) review periodic newsletters, Consumer Confidence Reports, and other conservation outreach activities and make recommendations to the Board for actions to inform the public about the District's conservation activities.

(2). Joint City-District Committee: The Board President or Vice President shall serve on this committee. The Board President will designate two directors to serve on this committee. The duties and responsibilities of the Joint District - City Committee shall be:

Comment [pr14]: Tom Moore - Where do we define its makeup?

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(a) communicating with the City of Marina and maintaining a harmonious working relationship between the Board and the City officials and staff; and,

Comment [pr15]: Jan Shriner wants to add representatives of Ord Community.

(b) reporting to the Board its findings and recommend appropriate action with respect to any inter-agency matters.

(c) **Eliminate section 3a & b and 4a if CSDA recommendations are accepted instead.**

(3). Executive Committee: The Board President and Vice President shall serve on this committee. This committee shall meet on an as-needed-basis to discuss topics of general nature with the GM. The duties and responsibilities of the Executive Committee shall be:

(a) These meetings will be of a 'pulse check' type to exchange ideas and perspectives regarding the flow of information, etc.

(b) Current projects or future agenda items before the Board may be discussed at these meetings.

(4). Community Outreach Committee: The Board President shall select two Directors to serve on this committee. This committee shall meet on an as-needed-basis. The duties and responsibilities of the Community Outreach Committee shall be:

(a) This committee will expand the current communications with the community beyond the current District Newsletter.

C. Ad Hoc Committees are eliminated. Ad Hoc Committees: An ad hoc committee is an advisory committee composed solely of less than a quorum of the Board and the committee serves a limited or single purpose, is not perpetual, and will be dissolved once its specific task is completed, and whose meetings are not fixed by formal action of the Board. Government Code Section 54952(b). Ad hoc committees are not legislative bodies subject to the Brown Act. No staff or public members may be appointed to an ad hoc committee. The director or two directors comprising an ad hoc committee shall be appointed by the President of the Board.

D. Special Committees: Special committees are committees other than standing or ad hoc committees. Special committees are legislative bodies subject to the Brown Act. Special committees may be established by and its members may be appointed by the President of the Board or the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act on behalf of the Board and the District except such as specifically conferred by action of the Board. Upon completion of the task for which appointed, a special committee shall be dissolved. Staff and public members may be appointed to a special committee.

Special Committees: Committees other than Standing that are legislative bodies subject to the Brown Act. Special committees may be established by the President of the Board or three directors in an open agendized board meeting. Special committees are for special tasks. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act on behalf of the Board and the District except such as specifically conferred by action of the Board. Upon completion of the task for which appointed, a special committee shall be dissolved by the Board or by the President, depending upon who made the original appointment. Staff may be appointed to a special committee.

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Comment [pr18]: Jan Shriner wants to clarify whether or not the completion of task for which appointed is considered a Board action. Masuda comment: If the Board established the committee, it would be the Board. If the President established the committee, it would be the President.

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E. Board-Appointed Negotiators Distinguished: Under the Brown Act, the Board has the authority to appoint property negotiators, labor negotiators, and litigation representatives, which may include one or two directors or staff members, which are authorized to meet in closed session with the Board. Property and labor negotiators are appointed in public session by the Board. Private meetings of such negotiators are not subject to the Brown Act. The negotiators may meet in closed session with the Board subject to compliance with applicable provisions of the Brown Act. See also Section 16.G.

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Board-Appointed Negotiators: Under the Brown Act, the Board has the authority to appoint property negotiators, labor negotiators, and litigation representatives, which may include one or two directors or staff members, which are authorized to meet in closed session with the Board. Property and labor negotiators are not appointed in open session by the Board. Private meetings of such negotiators are not subject to the brown Act. The negotiators may meet in closed session with the Board subject to compliance with applicable provisions of the Brown Act.

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F. Attendance and Vacancies: Any person serving on a standing or special committee must be prepared for and attend all committee meetings, unless excused for good reason. If a committee member fails to attend meetings of a committee and is not excused for good reason for two consecutive meetings his or her position as a committee member shall be deemed vacant. In any committee, vacancies shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment. Unless approved by the Board, the District will only pay for the fees and cost of meals for the duly appointed Director(s) charged by the organization for attending the meeting.

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Comment [pr19]: Jan Shrinierwants clarification when meetings of a committee are scheduled "as needed" then what method can be used to determine if a member appointment is considered vacant. Masuda comment: Changed "months" to "meetings."

Absence from a Committee: If a committee member's schedule in any given month precludes that director from attending a scheduled committee meeting, that director will ask the alternate committee member to attend the meeting. unless there are only the two such as in the case of the Executive Committee or Community Outreach Committee. In the case of the Executive Committee or Community Outreach Committee, when committee member cannot attend, the two primary committee members will then select a special committee meeting date and time. Future Agenda Items will be gathered during each meeting, evaluated by the process of the presiding chair, and an agenda prepared by the staff at the direction of the chairperson of the committee 13.

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Deleted: If the two primary committee members' schedules can not accommodate the scheduling of a special meeting date/time, the committee chair will contact the alternate committee member in an attempt to have two directors available for the meeting.¶

Communications.

The Board and the individual board members will be committed to establishing and maintaining an environment that encourages the open exchange of ideas and information among Board members, the staff and the public, that is positive, honest, respectful, concise, understandable, responsive, and cost-efficient.

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14. Code of Ethics.

AB 1234 requires agencies to provide mandatory ethics training and develop compensation and reimbursement regulations for their agencies. Board members are required to complete an ethics training course every two (2) years. Newly elected and/or appointed Board members are required to complete the course within one (1) year of being sworn in and then follow the two (2) year refresher course time frame. The District encourages training as soon as reasonably possible.

Deleted: Referral to Committee: Matters may be referred to any committee through the Chair of the committee by the Board, by any director, or by any other person. Each Committee Chair shall discuss each referred matter with the committee.¶
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The Board of Directors is committed to providing excellence in legislative leadership that result in the provision of the highest quality services to its constituents. The Board and its individual members are expected to maintain the highest ethical standards, to follow District policies and procedures, and to abide by all applicable local, state, and federal laws. Board member conduct should at all times enhance the integrity and Mission of the District, and the confidence the public has in the District. In order to assist in the governance of the behavior between and among members of the Board, the following rules shall be observed:

- A. The dignity, style, values and opinions of each director shall be respected.
- B. Responsiveness and attentive listening in communications is encouraged.
- C. The needs of the District’s constituents should be the priority of the Board.
- D. The primary responsibility of the Board is the formulation and evaluation of policy. All operational aspects of the District are to be delegated to the General Manager.
- E. Directors should commit themselves to emphasizing the positive.
- F. Directors shall commit themselves to focusing on issues and not on personalities.
- G. Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board takes action, directors shall commit to supporting said action and not to creating barriers to the implementation of said action.
- H. Any complaints from customers, constituents, or others dealing with the District should be referred to the General Manager and ~~the General Manager shall report results of the complaints to the Board at the earliest Board meeting, except that customer complaints subject to an appeal to the Board shall proceed and be handled in accordance with the applicable Marina Coast Water District Code sections and except that any complaint brought against any District employee by another person or employee shall comply with Government Code Section 54957(b). The term “employee” is defined in Subsection 54957(b)(4).~~
- I. Any concerns for safety hazards should be reported to the General Manager. Emergency situations should be dealt with immediately by seeking appropriate assistance.
- J. In seeking clarification for policy-related concerns, especially those involving personnel, legal action, property, finance, projects and programs, said concerns should be referred directly to the General Manager and the General Manager shall report these concerns to the Board at the earliest Board meeting. See H above.
- K. When approached by District personnel concerning specific District management or operations, Board members should direct all inquiries to the General Manager and the General Manager shall report these concerns to the Board at the earliest Board meeting. See H above.
- L. The work of the District is a team effort. All individuals should work together in a collaborative process, assisting each other in the conduct of the District’s affairs.
- A. Directors should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly. ~~The General Manager shall respond to questions and concerns from any Director within 24 hours. If the General Manager cannot respond within 24 hours, he/she will notify the inquired Director when he/she will provide such response. If the questions or concerns require more than 8 hours of the General Manager or staff time, the General Manager shall place such request on the Board agenda at the~~

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Comment [pr20]: Tom Moore - Does not belong in Section 14.

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Comment [pr21]: Tom Moore - Does not belong in Section 14.

Comment [pr22]: Tom Moore - Does not belong in Section 14.

Comment [pr23]: Jan Shriner wants to add something to cover instances when there may be concern related to the General Manager or in the absence of the GM.
Masuda comment: If I correctly understand the intent of J, J only applies to “policy-related concerns” and not complaints against a specific District employee, which are handled under H and in which complaints about the General Manager would be reported but any action handled in accordance with the second “except” clause in H.

Comment [pr24]: Tom Moore - Does not belong in Section 14

Comment [pr25]: Tom Moore - Unreasonable unless "I received your request" counts as a response.

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Comment [RM26]: Do these 8 hours also include attorney and consultant time?

earliest Board meeting. If the working relationship is lacking in direct, open, transparent communication, further training in conflict resolution will be attempted. And if it continues, a professional mediator will be consulted.

Comment [pr27]: Tom Moore - Does not belong in Section 14. The mere presence in the BPM indicates we have personality problems.

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- M.
- N. Directors should function as part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.
- O. Directors are responsible for monitoring the District's progress in attaining its goals and objectives.
- P. Harassment, in any form, will not be tolerated.
- Q. Directors shall protect confidential information of the District, its officers, employees, and customers from unauthorized disclosure and dissemination.
- R. Directors shall report and avoid conflicts of interest.
- S. Training shall be provided for Directors in exercising oversight and supervision of management, the roles and responsibilities of Directors, how to understand budgets, how to monitor budget compliance, and how to work together as a team in problem solving.

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Comment [pr28]: Jan Shriner asks whether Board members are required to report for themselves only or conflict suspicions for other Board members.

Comment [pr29]: Tom Moore - does not belong in Section 14. Combine with Section 7S.

Comment [pr30]: Jan Shriner asks whether Board member training should be tracked.

15. Comments by Directors Concerning Staff Members; Comments by Staff Members Concerning a Director or the Board.

Board members shall refrain from publicly censuring or criticizing members of the District staff, but shall instead relay any criticism or problems relating to staff members or the General Manager to the General Manager through private discussions. See 14.H above. Conversely, the General Manager and District staff shall refrain from publicly censuring or criticizing a Director or the Board; however, nothing herein is intended to infringe on the Constitutional right to free speech or any other legal right. Directors have many legal requirements to adhere to that may seem in conflict with the constitutional right to free speech, such as the requirement to maintain confidentiality or the requirement to maintain civil discourse while in a public meeting. The privileges of directors' roles as citizens do not outweigh the responsibilities of the roles as elected volunteers. **16. Board and Individual Director Consultations with, and Directions to, General Manager and Attorneys. Relationship and Authorities between General Manager and Legal Counsel and Special Legal Counsels.**

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Comment [pr31]: Tom Moore - Delete

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- A. The Board and its members shall deal with the administrative services of the District only through the General Manager, and neither the Board nor any individual director shall give orders or instructions to any subordinate of the General Manager. The General Manager shall not direct nor allow subordinates to give direction to any Director. The General Manager shall respond to questions or concerns from any Director directly by himself or herself and shall not direct any subordinate, other District staff or consultants to provide responses or answers to questions or concerns from any Director.

Comment [pr32]: Tom Moore - Delete...makes directors seem weak and stupid.

- B. **Legal Counsel: Duties:** The Board shall employ an individual or firm of attorneys licensed to practice law in the State of California, to advise and represent the District and to assure full compliance with the requirements of the District Enabling Act and applicable laws. Legal counsel shall serve at the pleasure and direction of the Board of Directors. The resolution appointing the Legal Counsel shall include terms of an agreed upon fee schedule. Legal Counsel shall be responsible for:

Comment [RM33]: What if the General Manager needs to consult with an attorney or consultant to respond to any such Director questions or concerns?

- (1) Reviewing, preparing documents as requested by the Board, or by the General Manager pursuant to Water Code Section 30580, and making appropriate comment on matters or recommendations presented in written or oral form;
- (2) Reviewing and preparing documents as requested by the Board in advance of meetings. The General Manager will request direct that Legal Counsel or Special Legal Counsel review and/or prepare notices, agendas, resolutions, ordinances, minutes, agreements, contracts and supporting materials pursuant to Water Code Section 30580;
- (3) Attending each meeting of the Board, unless excused, in advance or during a meeting; and attending other meetings as authorized by the Board; and,
- (4) Attending Board Committee meetings, upon request of the General Manager or the Board, as well as attending other business meetings of the District as requested by the Board.

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C. The Board of Directors shall appoint Special Legal Counsel to assist the Board and District when the Board determines that attorneys with specialized legal expertise are needed to represent or advise the Board and District staff. The legal services agreement with each Special Legal Counsel shall specify the scope of legal services to be provided. D. The Legal Counsel and Special Legal Counsels report to the Board as a whole. However, the Legal Counsel is available to each individual director for consultation regarding legal matters particular to that individual director's participation in matters where the individual director may have a conflict of interest but no attorney-client relationship shall be established with the individual director as a result of such consultation. An individual director (1) may not give direction to the Legal Counsel or any Special Legal Counsel without prior concurrence from the Board, and (2) may not request a legal opinion of the Legal Counsel or any Special Counsel without the prior concurrence by the Board, except as such requests relate to questions regarding that individual director's participation. The Legal Counsel and Special Legal Counsels shall be available to the General Manager and District staff to the extent authorized by the Board, or authorized by the General Manager pursuant to Water Code Section 30580, for consultation on applicable issues and activities within the scope of the applicable legal services agreement approved by the Board.

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Comment [34]:
Alternatively, delete the entire second sentence and require individual directors to obtain legal opinions with their own legal counsel and at their own expense.

Comment [pr35]: Jan Shriner - without consultation related to conflict of interest, directors may not be able to report all conflict of interest.

- E. Legal Counsel and Special Legal Counsels shall report directly to the Board and General Manager all potential legal problems and liabilities they notice or discover during their employment by the District. If the subject of the potential legal problem or liability is a Director or the General Manager, then the report shall be made to other than that Director or General Manager.
- F. Legal Counsel and Special Legal Counsels shall be available to answer questions from the Board during closed sessions. Any director may email Legal Counsel and Special Legal Counsels questions on closed session items

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before Board meetings but such Counsel shall not perform any work on such questions unless and until directed by the Board in closed session. The General Manager may be copied on all such messages to Legal Counsel or Special Legal Counsel at the discretion of the Board, and, unless any such message involves the General Manager, The General Manager shall copy all correspondences and communications to and from Legal Counsel and Special Counsels to the Board on all closed session items.

- G. The President or the Board may appoint one or two directors to act as the District representative for each legal case. The Board may grant limited authority to the District representative to direct Legal Counsel and Special Legal Counsels. The limited authority will be assigned and described by the Board in closed session. The District representative shall report in closed session (if permitted) to the Board at the next Board meeting following any direction given by the Districtport in closed ses to Legal Counsel or Special Legal Counsel, and any other actions taken pursuant to the District representativetted) to the Board a. See also Section 12.E.
- H. Legal Counsel and Special Legal Counsels shall immediately notify the Board and the General Manager about important events, rulings or decisions made regarding the District's case(s) within 24 hours of such events, rulings or decisions.
- I. Legal Counsel and Special Legal Counsels shall email the entire Board and the General Manager, if the General Manager is not subject of the case, copies of all briefs, dockets, applicable court calendars, motions and filings submitted to the Court and all documents and notices received from the Court and opposing parties.
- J. Legal Counsel and Special Legal Counsels shall only perform work that has been authorized by the Board, or by the General Manager pursuant to Water Code Section 30580.

17. Conduct of Business.

- A. The Board of Directors shall comply with the Ralph M. Brown Act (Brown Act) that require meetings of the Board of Directors to be open and public.
- B. Regular District Board meetings shall be held at the City of Marina's Council Chambers at 211 Hillcrest Avenue, Marina, CA 93933, unless otherwise specified.
- C. The notice and agenda for each meeting of the Board or committees of the Board shall be posted at the District offices at 11 Reservation Road, Marina, CA and the City of Marina offices at 211 Hillcrest Avenue, Marina, CA in accordance with the Brown Act.
- D. Subject to the review and approval of the Board President and Vice President, each Board member may place a non-emergency item on the agenda by submitting it to the General Manager and the Board President and Vice President, at least seven (7) days before the meeting, in a written request for consideration of the issue. Said

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Comment [pr38]: Tom Moore - Too stringent.
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Comment [pr40]: Tom Moore - anti-democratic.
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request shall explain the issue, how the issue is relevant and timely with the Strategic Plan and provide a recommendation for Board action. Subject to the review and approve of the Board President and Vice President, emergency matters can be added to the agenda without complying with the submission time limit. The General Manager shall submit the draft Board agenda to the Board President and Vice President for review and approval before posting such agenda. Agenda and agenda package will be distributed to the Board and made available to the public on Wednesday in advance of the Board meeting on Monday or Tuesday if Monday is a holiday.

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Teleconferencing may be used for any meeting if such request is made sufficiently in advance of the meeting to permit compliance with posting requirements under Government Code section 54953(b)(3). Agendas shall be posted at teleconference locations in a place most likely to be seen by the public and also at the specific area or areas where the meeting will be held. The General Manager shall include all copies of contracts, proposals, agreements, plans, specifications, exhibits, attachments, test results, investigation reports, etc. in the agenda packet for the Board to review and approve. The General Manager shall request District Legal Counsel and/or Special Legal Counsel to review all proposed contracts, agreements, employment agreements, etc. and approve them before including in the Board agenda package. All staff reports shall be in a format and contain such types of relevant information proposed by the General Manager and approved by the Board. All staff reports shall also be signed by the preparer, department head, legal counsel and General Manager.

Comment [pr41]: Tom Moore - Too inflexible.

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Comment [pr42]: Tom Moore - redundant

Comment [pr43]: Jan Shriner-is it legal to remove this language and use guidelines of Brown Act and law for teleconferencing.

Nothing about the methods staff use to prepare the agenda packets.

Deleted: contain background information, previous Board actions, adopted goals and objectives, concerned issues, at least two options for the Board with pros and cons for each option, recommendations by staff and alternatives for the Board, funding sources and available fund in the adopted budget.

Comment [pr44]: Tom Moore - what does this buy us?

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18. Directors Preparation for Meetings.

Board members are to prepare for all Board meetings. In preparing for meetings, directors shall identify the need to obtain any supplemental or clarifying information in order to better prepare or enhance their knowledge to improve the legislative decision-making process, and communicate same to the General Manager. Board members are encouraged to do so as far in advance of the Board meeting as possible, to allow the General Manager to be able to provide the requested additional information. Any Director can elect NOT to receive materials or documents requested by any other Director such as CD's or DVD's, copies of checks, copies of reports, etc. The General Manager will ask the Director if he/she wants to receive such documents before making copies.

Comment [RM45]: Brown Act, Govt Code Sec. 54957.5 provide that any writing distributed to all or a majority of all of the Board members by any person in connection with a matter subject to discussion or consideration at an opening meeting are disclosable public records under the Public Records Act and shall be available for public inspection.

19. Quorums.

A majority of the Board members (three of the five directors) is needed to be present at the designated meeting location authorized by the Brown Act to constitute a quorum of the Board. If a quorum is not present, no meeting shall take place. For quorums of board committees, a majority of committee members is required. For committees of two (2), both members are required to be present to constitute a quorum and hold a meeting. If a committee quorum is not present, the committee meeting can be adjourned to another time and the lack of a quorum will be reported to the Board.

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20. Adjourned Meetings.

The Board of Directors may adjourn any regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may determine date and time specific to adjourn a meeting and notice properly. If all members are absent, then the Secretary or the Secretary’s designee shall comply with the procedure specified in the Brown Act. When an order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at 6:00 p.m.

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Comment [pr46]: Jan Shriner - will it be a 72 hour requirement? Also, if less than a quorum of the board present for a noticed meeting, is it an adjourned meeting or a canceled meeting that staff can manage a reschedule?

21. Special Meetings.

An emergency or special meeting may be called in accordance with the Brown Act.

Deleted: the General Manager may declare the meeting adjourned to a stated time and place, and he shall cause a written notice of the adjournment to be given in the same manner provided herein for special meetings. A copy of the notice of adjournment shall be conspicuously posted on or near the front door of the place where the meeting was held within twenty-four (24) hours after the time of adjournment. When a regular or adjourned regular meeting is adjourned, the resulting adjourned regular meeting is a regular meeting for all purposes.

22. Parliamentary Procedure.

A. Rules of Order. The presiding officer shall preserve order and decorum and shall decide on questions of order subject to appeal to the Board. District Legal Counsel shall advise the President as Parliamentarian, guided but not bound by Robert’s Rules of Order and this procedures manual.

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B.Call for Question. The “call for question” shall be deemed a non-binding request that the presiding officer close debate and bring an issue to an immediate vote. The presiding officer may choose to continue discussion of the issue irrespective of a “call for question.”

Deleted: at any time by the President of the Board, or by a majority of the members of the Board, by following the notice and agenda requirements set forth by California Government Code sections 54956 or 54956.5. No other business shall be considered at such meetings by the Board other than the item(s) requiring the special meeting.

C.Motion to Close Debate. The “motion to close debate,” if seconded, shall be a non-debatable motion, and shall have precedence over any other motion except for a parliamentary inquiry, or a motion to adjourn. Should the “motion to close debate” pass by a two-thirds majority vote, the presiding officer shall thereafter immediately call the question on the principal motion.

D.Non-Roll Call Votes. Following any non-roll call vote, the President shall announce the results of the vote, including the vote or abstention of each director present unless the vote is unanimous.

E. Roll Call Votes. After a motion has been made and duly seconded, any Board member may call for a roll call vote. Additionally, action on all District resolutions and ordinances and items that expend District funds shall be taken by a roll call vote.

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F. Point of Order. Follow the guidelines in Roberts Rules for directors to ask presiding officer to effectively monitor relevance of discussion to agenda.

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23. Order of Business.

The regular order of business of the Board shall contain any or all of the following items:

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Call to Order

Roll Call
Public Comment on Closed Session Items
 Closed Session Items
Reportable Actions Taken During Closed Session
 Pledge of Allegiance
 Oral Communications from the Public
Responses to Oral Communication by President, Directors and General Manager
 Special Presentations
 Public Hearings
 Consent Calendar
 Action Items
Correspondences Received by the District, Directors and General Manager
 Informational Items
Board Member Requests for Future Agenda Items
Director's Comments and Reports on Meetings
 Adjournment

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Comment [pr47]: Jan Shriner - items pulled from the consent calendar to be deliberated at point after Informational Items in teh Board member requests for future agenda items. If minutes are pulled they need more formal review for next meeting.

Deleted: Staff Reports

Comment [48]: Does the Order of Business need to be revised?

Comment [pr49]: Tom Moore - How do we prevent abuse of this?

Comment [pr50]: [This section has several proposals that would be best reviewed by legal counsel]

Comment [pr51]: Ijan Shriner wants explanation on the differences between ordinance and comment by RM
 Masuda comment: The pre-adoption and post-adoption newspaper publication costs for ordinances are very expensive. Ordinances should normally only be used instead of a resolution were (1) the law requires that the action be adopted by ordinance or (2) where the Board wants any violator to be criminally prosecuted.

The regular order of business may be changed by the President subject to the Board determining otherwise. The General Manager shall, at the next Board meeting, provide the Board with written answers and responses to questions and concerns made by the public, if no such response was provided at the same meeting.

24. Board Actions.

All actions of the Board shall be in the form of an ordinance, resolution or motion.

A. Ordinances. The Board shall enact as ordinances any items of business presented to the Board and approved by the Board which: 1) are required by law to be enacted as ordinances, 2) repeal, supersede or amend an existing ordinance, except that the Board may adopt an ordinance authorizing that an existing ordinance may be repealed, superseded or amended by resolution, 3) adopt a policy, rule or regulation to be enforced as a misdemeanor, 4) relate to any other item of business which could be adopted as a resolution or motion which the Board determines to enact as an ordinance. Each ordinance shall state whether it amends the District Code and, if so, which part or parts of the District Code the ordinance amends.

Comment [52]: This would enable any future Central Marina rates, fees, and charges to be adopted by resolution if the Board enacts an ordinance allowing the change.

Comment [53]: The District is not following this requirement as to the provision of water and sewer services for the Ord Community.

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B. Resolutions. The Board shall adopt as resolutions, any items of business presented to the Board and approved by the Board which: 1) are required by law to be adopted by resolution, 2) supersede or amend an item previously adopted by resolution, 3) interpret any ordinance, 4) establish or change a policy, rule or regulation which does not need to be enforced as an ordinance, 5) adopt procedures for the Board, Officers or Staff to use in implementing any ordinance, 6) make a determination (Determination of Exemption, Negative Declaration or Environmental Impact Report) under the California Environmental Quality Act, 7) adopt or amend a budget, 8) approve any written contract, 9) approve the acquisition or disposition of real property, 10) approve the acquisition of personal property with a value of \$5,000 or more, 11) approve the disposition of personal property, 12) adopt or amend any plan for the District, 13) adopt or amend authorized positions for the District, and

Comment [54]: The Investment Policy requires a resolution as to certain matters, which are not listed here.

Comment [55]: Words are missing but may not be important.

Deleted: are approved by the Board based on such a determination

Comment [RM56]: Under the District's Procurement Policy, the Board's approval is only required for "any procurement action exceeding \$25,000."

14) relate to any other item of business which could be adopted as a motion and which the Board determines to adopt as a resolution. All resolutions shall state whether the contents of the resolution will become a policy, rule or regulation of the Marina Coast Water District.

Comment [RM57]: Note that the District does appear to make any legal distinction among a policy versus a rule versus a regulation. Our client the Turlock Irrigation District defines all policies adopted by the Board as "rules" and all policies adopted by the General Manager as "regulations."

C. Motions. The Board shall adopt as motions, any items of business presented to the Board and approved by the Board which: 1) are not required by law to be approved as an ordinance or resolution, 2) are not enacted as ordinances or adopted as resolutions by the Board, and 3) require an action of the Board. If the Board so directs in its motion, a motion shall become a rule and regulation of the District; however, most rules and regulations of the District should be adopted either by resolution or ordinance.

Comment [pr58]: Tom Moore - why both?

Comment [pr59]: Tom Moore - why not just make it clear?

D. Ordinances, Resolutions and Motions. All ordinances and resolutions shall be adopted by roll call vote. All motions to approve the expenditure or transfer of District funds and to approve personnel actions shall be adopted by roll call vote. All motions shall be reflected in the minutes of the Board, which shall state the contents of the motion, who made the motion, who seconded the motion and, unless adopted by unanimous vote, the ayes and noes on the vote and the vote or abstention of each director present.

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25. Procedure for Action Items.

Comment [60]:
Can't see any beneficial purpose for this subsection plus it seems to try to generally paraphrase existing law, which should not be done.

The Board shall act only by ordinance, resolution or motion. Except where action is taken by the unanimous vote of all directors present and voting, the ayes and noes and the vote or abstention of each director present shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes. Any member of the Board, including the President, can make a motion. Motions require a second. The President may vote on all motions unless disqualified or abstaining. The President shall not call for a vote on any motion until sufficient time has been allowed to permit any member of the Board to speak. Complex motions should generally be prepared in writing, and if it is necessary for the full understanding of the matter before the Board, the President shall restate the question prior to the vote. Common motions may be stated in abbreviated form, and will be put into complete form in the minutes. Until the President states the question, the maker of the motion may modify their motion or withdraw it completely. However, after the President has stated the question, the motion may be changed only by a motion to amend which is passed by a majority vote. It shall be the procedure of the Board, when considering all action items, to (1) receive a staff report on the item from the General Manager or the responsible staff person, (2) allow Board members to ask clarifying questions of staff, through the President, (3) receive public comment of the item, (4) seek a motion and a second on a proposed action for the item, (5) provide for Board discussion of the item, and, (6) conclude discussion/debate and consider taking action on the item through an appropriate motion. See also Section 28.B below if there is an applicant at the meeting.

Deleted: <#>Compliance with Resolution. The failure by the Board to comply with an ordinance or resolution shall not invalidate any action of the Board unless such non-compliance also violates a specific provision of the law regulating the enactment of ordinances or the adoption of resolutions and motions, and the said provision of law so requires such invalidation.

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Comment [61]:
Is this the order the Board is currently following? See also 28.B below.
Additional Masuda comment: The Brown Act only requires that the public be allowed to comment on an agenda item "before or during the legislative body's consideration of the item." Govt Code Sec. 54954.3(a). So it up to the Board to determine the proper order for (3) and (4).

Deleted: Meetings of the Board are either open or closed. The Brown Act strongly favors open meetings; private discussions among a majority of a legislative body are prohibited, unless expressly authorized under the Brown Act.

Comment [pr62]: Tom Moore - Why delete???

26. Closed Sessions.

Closed sessions shall be agendized and conducted in accordance with the Brown Act. The most common purpose of a closed session is to avoid revealing confidential information that may, in specified circumstances, prejudice the legal or negotiating position of the Board or compromise the privacy interests of employees. Directors have a fiduciary duty to protect the confidentiality

Deleted: Closed meetings should involve only directors, plus any additional support staff required, legal counsel, a supervisor involved in a disciplinary matter, consultants, a labor negotiator or any witnesses in the case where the Board is hearing complaints and charges against an employee. Specific authority must be used in agendizing a closed session.

of closed session discussions. The California Attorney General has issued an opinion that includes sanctions that could apply to a person who discloses closed session information. For more detailed information on closed sessions see *the California Attorney General's web site and publications*.

27. Orderly Discussion.

In order to promote discussion of the issues before the Board, each member shall be recognized by the President before speaking. Notwithstanding any provision of this procedures manual, however, each member of the Board shall have the right to be heard within reason on any issue before the Board.

28. Process for Public Comment.

A. The public will always be afforded the opportunity to be heard on any item not on the Board's agenda, at each meeting during the period provided for Public Comment. Unless otherwise authorized by a majority of the Board, speakers will be limited to four (4) minutes during Public Comment unless the majority of the Board authorizes a longer time limit depending upon the circumstances, for proponents of actions or explanations of the benefits to the District or ratepayers or community members with additional relevant information. Community members who only have personal attacks and unfair criticism to offer will be limited to four minutes and are encouraged to be succinct. No response is required or expected of directors or staff in those cases where no useful information that is relevant to the water district is provided by the speaker. If the Board directs staff to put the issue on a future agenda, the General Manager shall, at the next Board meeting unless otherwise directed by the Board, provide the Board with written answers and responses to questions and concerns made by the public, if no such response was provided at the same meeting.

B. For all items being considered by the Board on the agenda, after the staff presentation for any public hearing, action item, information item, or consent item, and after staff responds to any clarifying questions from Board members but prior to discussion by the Board, the President shall seek public input. If there is an applicant, the President shall first call upon the applicant to comment on the staff recommendation and to present additional information concerning the application. The President shall then ask for comments from the public. Unless otherwise authorized by a majority of the Board, speakers will be limited to four (4) minutes. The President may, in the interest of facilitating the business of the Board, and avoidance of repetition, limit the amount of time a person may use to address the Board. The President may close public comment at any time restricting further discussion to the Board level unless a majority of the Board wishes to hear from other persons. At the conclusion of the public comment, if there is an applicant, he/she shall be given the opportunity to respond to the comments received. All questions of staff from the public and Board members shall be addressed to the President. Staff responses shall ordinarily be made only after the hearing has been closed to the public.

Comment [pr63]: Jan Shriner - clarify the order, motion then public comment or vice versa. Are there any sanctions for disregarding policy on discussions. Masuda comment: Same comment raised above. Issue can be raised by the a director raising a point of order, which is to correct a breach in the rules when the presiding officer does not correct it, or when the presiding officer makes a breach of the rules. .

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Comment [pr64]: Tom Moore - can be abused.

Comment [RM65]: The Brown Act only authorizes the Board or staff to "briefly respond" to comments or questions from members of the public during Public Comment.

Comment [pr66]: Jan Shriner- staff responses shall ordinarily be made after the hearing has been closed to the public and may be made off-line at discretion of the Board. Board members are not required or expected to respond to personal attacks, misinterpretation of actions or intentions, vitriol, and other unfair criticism on the part of the public or other Board members.

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Comment [pr67]: Tom Moore - much of this is repetitive - it should focus just on the special privileges of the applicant. Should clarify somewhere that staff, commissioners, and consultants aren't subject to this limit.

29. Limitations on Board/Staff Reports.

At each regular Board meeting, reports or comments by Board members shall be made under the Director's Comments and Reports. Reports or comments by staff members shall be made under Staff Reports or Informational Items. Any report from a Board member shall be placed on the meeting agenda with prior consent of the President. Unless authorized by the President, each director shall not exceed five (5) minutes. The President, with consensus of the Board, may defer some or all specified Board reports until after the Board has taken action on any Deferred Consent Calendar Items in the interest of facilitating the business of the Board, or as a courtesy to members of the public desiring to participate in Public Hearings or other Action Items which are also on the meeting agenda. Board members may make comments under the Director's Comments portion of each regular meeting agenda. Director's comments shall be limited to five (5) minutes.

30. Referrals.

Any matter coming before the Board may, if deemed necessary, be referred by the President, without Board action, to the General Manager, District Legal Counsel, Special Legal Counsel, or to any standing or special committee of the District. The matter shall be reported back to the Board at the next Board meeting (unless otherwise directed by the President) by the General Manager, District Legal Counsel, Special Legal Counsel, or to any standing or special committee of the District on the status, responses, recommendations and/or plans to address it. A motion approved by a majority of the Board may overturn an referral decision of the President.

32. Reconsideration.

At the meeting at which a final vote on any question has been taken, that vote may be reconsidered on the motion of a member of the Board who voted on the prevailing side. Said motion of reconsideration shall have precedence over every other motion.

33. Abstention/Conflict of Interest.

A director who has a disqualifying conflict of interest on any matter before the Board, shall enter the declaration in the Board minutes, shall not participate in discussing that agenda item, shall leave the Board chamber after he or she makes the declaration and before any discussion on the matter occurs, and shall not cast a vote on that matter. The minutes shall record a director's absence for any circumstance when a director is not seated at the dais.

34. Minutes of Board and Board Committee Meetings.

The minutes of meetings of the Board and of board committees shall be action minutes that will accurately reflect actions of the Board and the committees and the vote taken on such actions, and shall not be verbatim minutes of all matters discussed and comments made at Board or committee meetings. The minutes shall include a summary of comments, concerns and questions made by the public. Any member of the public shall state his or her name before making public comments, ask questions or concerns.

Comment [68]:
The Brown Act specifies the steps that must be followed. The BPM should not attempt to paraphrase what is already required in a statute.

Deleted: <#>Non-Agenda Items/Urgency Action.¶
The Board may consider taking action on a non-agenda item if the following specific conditions are satisfied: (1) When a majority of the Board decides there is an "emergency situation"; (2) When two-thirds of the members present (or all members if less than two-thirds are present) determine there is a need for immediate action and the need to take action came to the attention of the District subsequent to the agenda being posted; or (3) When an item appeared on the agenda of, and was continued from, a meeting held not more than five days earlier.

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Comment [69]:
This revision will conform this section with Robert's Rules of Order.

Deleted: A motion to reconsider shall be in order only if that item had been timely placed on that agenda. It shall not be in order for any member to move a reconsideration at the meeting at which such final vote was taken.

Comment [pr70]: Jan Shriner - the spirit behind the reconsideration concept is to allow further discussion whtn more information becomes available, according to page 310-313 of the 10th edition of Roberts Rules. The motion can be made in one meeting and then the mover states when the fullest and fairest reexamination of the question takes place. (...)

Deleted: shall abstain from voting when he/she

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Deleted: . In the presence of a declared disabling conflict of interest

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Comment [71]:
This change reflects existing law.

Comment [pr72]: Jan Shriner - who determines the disqualifying conflict of interest, especially if (...)

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Deleted: absent himself/herself from the Board seat

Deleted: If the board member is not personally involved in the matter before the Board, that dired (...)

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Comment [pr73]: Tom Moore - not legal

Comment [RM74]: Since the U.S. Constitution protects anonymous speech, public speakers cann (...)

35. Notification of Absences of Directors.

If any member of the Board is to be unable to attend a meeting, that Board member shall, if possible, notify the Board President and the General Manager prior to the meeting.

36. Annual Meeting Schedule.

The Board shall determine at the beginning of each calendar year the dates for regular Board meetings and regular board committee meetings. Such annual schedule shall include vacation periods, if any, during which no regular meetings will be held.

37. Director’s Legal Liabilities.

The District shall defend and indemnify directors from any claim, liability or demand that arises out of a director’s performance of his/her duties or responsibilities as a director or officer of the District to the fullest extent permitted by law.

38. General Provisions.

Any of the policies or procedures in this procedures manual not required by law may be suspended by a majority of the Board. Any policy or procedure not required by law may be altered, amended or repealed by an affirmative vote of three directors majority of the Board at a duly authorized and noticed meeting.

39. Gifts.

40. Directors are prohibited from accepting any gifts. What does and does not constitute a “gift” is defined in Government Code Section 82028. Since this section is more restrictive than the Marina Coast Water District Employee Handbook, Directors must comply with this section instead of the gift rules in the Handbook. Board Member Compensation.

Each member of the Board of Directors will receive compensation for his/her services at a rate of \$50 for attending each Board meeting. No compensation will be paid to any Director for attending other types of meetings such as standing, special or ad-hoc committees Directors shall be reimbursed for actual necessary expenses incurred in the performance of official business of the District pursuant to assignment of the Board consistent with the reimbursement schedules and policies of the District. Compensation may be considered in special cases of need, child care expenses for example.

41. Political Activity.

It is the policy of the District to prohibit officers and employees of the District from engaging in political activity during working hours, to prohibit Directors, officers and employees from engaging in political activities on the premises of the District, and to prohibit Directors, officers and employees from using any District properties, equipment, machines, tools for any political activities or purposes except at and during public meetings of the Board. All permitted political activities shall comply with all current Federal, State and local laws and regulations and District

Comment [pr75]: Jan Shriner - if the President is to be absent, the President needs to notify the Vice President.

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Comment [pr76]: Jan Shriner - not suspended by a majority of the Board quorum, but by any 3 affirmative votes of Board members.

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Comment [77]: Water Code Section 30524 provides that a majority of the board shall constitute a quorum for the transaction of business; however, Water Codes Section 30525 states, “No ordinance, resolution, or motion shall be passed or become effective without the affirmative votes of at least a majority of the members of the board.”

Deleted: quorum

Deleted: The District’s policy is more fully set forth in the Marina Coast Water District Employee Handbook and each director should become familiar with the Employee Handbook and the Gift and Gift Acceptance rules contained therein. The General Manager shall provide newly elected Director with the latest version of the Employee Handbook. Additionally, the General Manager shall provide all Directors with newly updated version of the Employee Handbook whenever it is updated.¶ According to the California Fair Political Practices Commission, local officials such as directors and officers of this District are prohibited from accepting a gift or gifts totaling more than \$420 in a calendar year from a single source, from January 1, 2011 through December 31, 2010. This amount is adjusted biennially on January 1 of each odd-numbered year. Gift means anything of value, for which you have not provided equal or greater consideration to the donor. A gift is reportable if its fair market value is \$50 or more. For more detailed information, please refer to the instructions for FPPC Form 700, Statement of Economic Interests, or visit the FPPC...

Deleted: www.fppc.ca.gov

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Deleted: to be determined by the Board from time to time. As of March 10, 2009, the Board has not (...)

Comment [RM78]: What about attending FORA and MRWPCA meetings as the designated District...

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Comment [pr79]: Tom Moore - why have this in a BPM?

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Comment [pr80]: Jan Shriner- define premises and clarify reasoning for political activities during...

Comment [81]:

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policies and procedures.

Comment [pr82]: Tom Moore - Delete or define political activity.

42. Payment of Bills.

By approving the fiscal year District Budget, the Board of Directors approves the categories and types of goods and services (including public works) that will be utilized by the District for that fiscal year. The actual purchase of those goods and services will comply with the District Procurement Policy approved by the Board of Directors. Procurements exceeding \$25,000 require the prior approval of the Board of Directors and staff is prohibited from piecemealing a procurement to avoid the \$25,000 Board-approval requirement.

Comment [83]: Insert recently adopted new Section 42.

Deleted: All checks and warrants over \$25,000 shall be cosigned by a Director.

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Upon receipt of an invoice for any goods or services, the District staff shall process the invoice for payment in accordance with Board of Directors approved District Procedure for the Payment of Bills. The Board of Directors hereby delegates to the General Manager, the Deputy General Manager/District Engineer, and the Director of Administrative Services the authority to approve and sign all checks or warrants for payment, except that all checks and warrants over \$25,000 that have previously been approved by the Board must also be co-signed by a member of the Board of Directors.

Comment [pr84]: Tom Moore - delete - it is covered in previous Section.

Comment [RM85]: The Board should know that this addition would significantly alter the intent of the existing section of delegating approval authority of checks/warrants over \$25,000 to one Director and one of the designated staff members.

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The Director of Administrative Services shall submit to the Board of Directors the register of checks issued by the District for each calendar month. Each monthly check register shall be submitted within thirty days after the end of the month in which the checks were issued. The Board of Directors shall review, receive, and file each monthly check register. In submitting each monthly check register, the Director of Administrative Services shall certify that each check issued was issued in accordance with this Section 42 and the District's Check Signing Policy. Any Director may request copies of issued checks, invoices and back-up documents from the General Manager. If the register of checks is on the Board agenda, the General Manager shall provide copies of checks, invoices and back-up documents at least four hours before the actual Board meeting. Alternatively, the General Manager may inform all the Directors that he/she plans to have the register of checks to be approved by the Board and ask if any Director wishes to receive copies of checks, invoices and back-up documents at the same time the agenda is published or posted. Any Director may elect not to receive such copies and inform the General Manager of such choice. The General Manager shall ask all Directors if he/she wants to receive copies before asking staff to make such copies.

Comment [RM86]: See Section 18 above.

Comment [pr87]: Tom Moore - we don't approve it.

Comment [pr88]: Tom Moore - unnecessary

Comment [RM89]: Since no criteria is stated as to what constitutes a serious matter and calling a special meeting may arguably prejudice whether a complaint is "serious" without the presentation of any evidence against the director, suggest that the language be deleted.

Deleted: If the matter(s) is serious,

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Comment [pr90]: Tom Moore - why do we call out only a limited list of sections. This means we don't have to follow the other sections since there is no enforcement mechanism.

Comment [pr91]: Jan Shriner - add sections 27, 33, 35.

Comment [92]: List of sections need to be reviewed and updated.

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43. Director's Violation of Policies.

Whenever either the District, or any Director or the General Manger receives any complaint or concern regarding potential or alleged violation of policies by a Director or Directors, the matter shall be reported immediately to the Board President. If the President is the subject of the complaint, the matter shall be reported immediately to the Vice President. The Board President or Vice President shall immediately place the matter on the Board agenda for the Board to discuss the alleged violation(s) and take appropriate actions. The Board President or Vice President may call a special meeting to address the complaint. If a Director is found by the Board to breach any of the policies contained in Sections 5, 6, 8, 13, 14, 15, 16, 17, 26, 39, and 41 the Board may, in addition to any other consequences provided by law, publicly censure the offending Director and may as part of the censure take any or all of the following other actions, to be effective for a time determined by the Board:

- a) remove the offending Director from committees and representative positions to which the Director has been appointed or designated by the Board or by the President,
- b) prevent the offending Director from placing items on the agenda without the specific, advance authorization of the Board.

Comment [pr93]: Jan Shriner - removal from appointments to special committees as appointed by the President.