

Marina Coast Water District



Board Procedures Manual

Amended April 20, 2015

Marina Coast Water District
Board Procedures Manual

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Board Procedures Manual Revision Record

08-28-02 Added Section 11-E

“Absence from a Committee: If a committee member’s schedule in any given month precludes that director from attending a regularly scheduled committee meeting, that director will ask the alternate committee member to attend the meeting. If the alternate committee member can not attend the regularly scheduled meeting, the two primary committee members will then select a special committee meeting date and time. 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.”

03-10-09 Revisions were made to Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16, 20, 21, 27, 28, 30, 32, 33, 34, 35, 37, 39, 45, and 46.

Sections 11 – 46 were renumbered.

Section 14 was moved to Section 11.

Section 12 was moved to Section 43.

Section 13 was moved to Section 44.

Sections 21, 33, and 34 were removed.

09-13-11 Revisions to Sections 3, 5, 7P, 9, 9G, 9I, 9J, 11, 12A, 14, 14D, 16, 17, 27, and 40.

Section 17 was removed.

Sections 18 – 43 were renumbered.

An Appendix with Resolution No. 98-1 was added to the end of the document.

11-08-11 Revision was made to Section 1.

Section 43 was added.

11-13-12 Revision was made to Section 12-B1 Water Conservation Commission.

12-02-13 Revision was made to Section 16 including title.

06-02-14 Revision was made to Section 42.

01-05-15 Revision was made to Section 12-B1 Water Conservation Commission.

04-20-15 Revisions were made to Sections 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 14, 15, 16, 17, 18, 20, 21, 23, 24, 25, 26, 28, 29, 30, 31, 32, 33, 34, 37, 38, 39, 40, 41, 42 – Section 31 was deleted and the subsequent Sections were renumbered.

1. Purpose of Board Procedures Manual.

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.

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.

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; and, Division 2, Part 1, Chapter 4, Article 2, sections 53630 et seq. of the Government 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.

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.

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.

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.

5. Harassment-Free Work Environment.

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

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 harassment rules contained therein.

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 or injury, family issues, or a Director's regular job duties. If a Director does not attend a regular Board meeting for any other reason unless the Director's absence is approved by vote of the other Directors, then the Director's absence shall be deemed an unexcused absence. A Director having three (3) or more consecutive unexcused absences shall be deemed to be a violation of Board Policy subject to Board action pursuant to Section 42.

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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 a majority of the directors on ordinances, resolutions and motions;
- C. safeguarding the assets of the District and 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 voters 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 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 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 by the Board for good reason;

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. 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;

R. reporting any question or doubt about the possibility of participation in the perception of creating a conflict of interest and avoiding any possible conflicts of interest; and,

S. completing and documenting 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, and how to work together as a team in problem solving.

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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) elected 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 three (3) 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 until the issue can be resolved through subsequent agendas or for a period of three (3) months, whichever is the least amount of time. 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 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 Manager or Secretary of the Board. The final approval shall be made by the President (when there is not consensus on the agenda items).

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;

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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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 approved 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.

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 three (3) 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. 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.

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. Directors may schedule to attend, on behalf of the District, such educational programs, conferences, and meetings to the extent funds are allocated in annual Budgets. Attendance will be scheduled through the General Manager or the Secretary of the Board. 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 funds are budgeted and available, the General Manager shall register the Director for attendance, book travel, accommodation and meals and pay all costs accordingly. 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 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 as soon as possible, preferably 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 to determine if it is possible that another Director could attend. If a Director pays and then can't attend, that is the loss of the Director. The District will not pay for trainings and conferences that the Director signs up for and does not attend. If the

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Director(s) prefers to pay all the registration, traveling, accommodation and meals on site to avoid loss of funds due to potential cancellation, the General Manager shall, upon request of the Director(s), 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. 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 will be limited to California, preferably Monterey County.

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. 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.

(1). Water Conservation Commission: The Board will select a Director and an alternate Director to serve on the Water Conservation Commission. 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:

(a) annually review and evaluate current and past water consumption, 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;

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(c) review 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 along with another Director. The duties and responsibilities of the Joint District - City Committee shall be:

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

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

(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 a general nature with the GM. The purpose of the Executive Committee is to provide the President and Vice President with a routine opportunity to discuss ideas, information flows, current and potential future projects and future agenda items with the General Manager and any staff members that the General Manager deems appropriate.

(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: An ad hoc committee is an advisory committee composed of less than a quorum of the Board. An ad hoc 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. In accordance with 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. An ad hoc 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.

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

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

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D. Special Committees: Special committees are committees other than standing or ad hoc committees. Special committee 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.

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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, who 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. The Board role of the negotiator does not directly replace, limit, or change the administrative and operational responsibility of the General Manager and staff to meet with staff from other agencies and to prepare the analysis, documentation, draft agreements, and other administrative tasks necessary to support the current and/or future negotiations and to represent the District as it's General Manager in the process.

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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.

Deleted: 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.

G. Absence from a Committee: If a committee member's schedule in any given month precludes that director from attending a regularly scheduled committee meeting, that director will ask the alternate committee member to attend the meeting. If the alternate committee member cannot attend the regularly scheduled meeting, the two primary committee members will then select a special committee meeting date and time. If the two primary committee members' schedules cannot 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.

H. 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.

13. 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.

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.

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. Board approved committee members must take action in support of the Board's decision and not take action based on an individual view, position, or prior voting history on a matter, or any other reason in conflict with the Board's direction.
- 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 next regularly scheduled Board meeting.
- K. When approached by District personnel concerning specific District management or operations, Board members should direct all inquiries to the General Manager and the

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General Manager shall report these concerns to the Board at the next regularly scheduled Board meeting.

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- 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.
- M. 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 in some form to questions and concerns from any Director within 72 hours. If the General Manager cannot respond within 72 hours, he/she will notify the inquired Director when he/she will provide such response. If the questions or concerns require more than 4 hours of the General Manager or staff time, the General Manager shall place such request on the Board agenda at the next regularly scheduled Board meeting.
- 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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15. Comments by Directors Concerning Staff Members.

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. The Constitutional Right to Free Speech is usurped with specific legal responsibilities such as with Rights of Privacy with Medical Staff. In this case, Directors must comply with legal requirements of the position and not expect a right to slander, disrespect, or discriminate.

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.

Deleted: See 14.H above. Conversely, the General Manager and District staff shall not criticize any action taken by a Director or by the Board, or show disrespect to any Director; however, nothing herein is intended to infringe on the Constitutional right to free speech or any other legal right. ¶

- 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.
- 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

Deleted: 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.

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:

- (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 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.
- 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. The General Manager may approve legal work on urgent items that require legal action, wherein a Special meeting cannot be promptly scheduled, and then ratified at the next closed session by the Board, provided the costs incurred up to the Board closed session are less than \$3,000.
- 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 before Board meetings but such Counsel shall not perform any work on such questions unless and until directed by the Board in closed session except to prepare to properly respond to the question in the closed session to enable the Board to make decisions and not exceed \$500 in preparation fees. The General Manager may be copied on all such messages to Legal Counsel or Special Legal Counsel at the discretion of the Director 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 an Ad Hoc Committee for each legal case. The Board may grant limited authority to the Ad Hoc Committees to direct Legal Counsel and Special Legal Counsels. The limited authority will be assigned and described by the Board in a resolution when any such Ad Hoc Committee is created. The Ad Hoc Committee shall report in closed session (if permitted) to the Board at the next Board meeting following any direction given by the Ad Hoc Committee to Legal Counsel and Special Legal Counsels and any other actions taken. 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 72 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.

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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, 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. Each Board member may place a non-emergency item on the agenda by submitting it, in writing, to the General Manager, at least ten (10) days before the meeting, to provide enough time to include in the agenda. Said request shall explain the issue and provide a recommendation for Board action. Emergency matters can be added to the agenda without advanced request or notice. The General Manager shall submit draft Board agenda to the Board President and Vice President for review and approval before posting such agenda. Either the Board President or Vice President can add any items to the final Board agenda. No item on the final Board agenda can be deleted without the approval of both the Board President and Vice President. If there is not consensus on the items, the President should have the final say. 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. 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 contain background information, previous Board actions, adopted goals and objectives, concerned issues, recommendations by staff, funding sources and available fund in the adopted budget. If options were evaluated they should be included in the background, but not required for all staff reports. All staff reports shall also be signed by the General Manager, whose signature confirms that the process has been correctly followed and reviewed by legal, etc.

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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.

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** of the District 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.

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 adjourn a meeting. 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.**

21. Special Meetings.

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

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. The Board shall use Rosenberg's Rules of Order and this Board procedures manual.

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B. 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.**

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C. 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.

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 majority vote, the presiding officer shall thereafter immediately call the question on the principal motion.

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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:**

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 Comments by President, Directors and General Manager

Special Presentations

Public Hearings

Consent Calendar

Action Items

Correspondence Received by the District, Directors and General Manager

Informational Items

Deferred Consent Calendar Items

Board Member Requests for Future Agenda Items

Directors Comments and Reports on Meetings

Adjournment

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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.

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 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.

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.**

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 the ayes and noes on the vote.

25. Procedure for Action Items.

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, noes, **and abstentions** 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.**

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 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 shorter or longer time limit depending upon the circumstances.**
- 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.

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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 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.

32. 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.

33. 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 comments, concerns and questions made by the public.

34. 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.

35. 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.

36. 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.

37. 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 quorum. Any policy or procedure not required by law may be altered, amended or repealed by a majority of the Board at a duly authorized and noticed meeting.

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At the meeting at which a final vote on any question has been taken, said 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.¶

38. Gifts.

Each Director shall comply with the Gift provision in the MCWD Employee Handbook. In addition, each Director shall comply with the limitations and restrictions on gifts, honoraria, travel, and loans as prescribed by the Political Reform Act (Gov. C. 81000 et seq.) and by the Fair Political Practices Commission (Title 2, CCR 18110 et seq.). If the MCWD Employee Handbook and the Political Reform Act/FPPC regulations conflict, the Director shall comply with the more restrictive requirement. 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.

39. 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.

40. Political Activity.

It is the policy of the District to prohibit Directors, from engaging in political activities on the premises of the District, and to prohibit Directors, from using any District property, equipment, machines, or tools for any political activities or purposes except as a part of their duties as a member of the Board of Directors. All permitted political activities shall comply with all current Federal, State and local laws and regulations and District policies and procedures.

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41. 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.

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 has previously been budgeted by the Board must also be co-signed by a member of the Board of Directors.

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 41 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 **ensure that** copies of checks, invoices and back-up documents **are available at** 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.

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42. 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. If the matter(s) is serious, the Board President or Vice President may call a special meeting to address the complaint. If a Director breaches any of the policies contained in Sections 5, 6, 8, 13, 14, 15, 16, 17, 26, 38, and 40 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.

Appendix

Resolution No. 98-1 and Amendments

