MARINA COAST WATER DISTRICT
& GROUNDWATER SUSTAINABILITY AGENCY

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DIRECTORS

GAIL MORTON
President

JAN SHRINER
Vice President

BRAD IMAMURA
THOMAS P. MOORE
STACEY SMITH

Agenda
Special Board Meeting, Board of Directors
Marina Coast Water District
and
Special Board Meeting, Board of Directors
Marina Coast Water District Groundwater Sustainability Agency

920 2nd Avenue, Marina, California 93933
Monday, November 10, 2026, 6:00 p.m. PST

Members of the public may attend the Board meeting in person or can attend remotely via Zoom conference.
Members of the public participating by Zoom will be placed on mute during the proceedings and will be acknowledged only when public comment is allowed, after requesting and receiving recognition from the Board President. Persons who are participating via telephone will need to press *9 to be acknowledged for comments. Public comment on the action item can also be submitted in writing to Shelby Gorman at sgorman@mcwd.org by 9:00 am on Tuesday, November 10, 2026; such comments will be distributed to the MCWD Board before the meeting.

This meeting may be accessed remotely using the following Zoom link:
https://us02web.zoom.us/j/84749986216?pwd=fgmXNECxZAE555kTTujEEJ5MVf48r9.1
Passcode: 001960

To participate via phone: 1-669-900-9128; Meeting ID: 847 4998 6216 Passcode: 001960

Our Mission: *Marina Coast Water District delivers safe and environmentally sustainable water, recycled water, and wastewater services that meet community needs.*

1. **Call to Order**
2. **Roll Call**
3. **Pledge of Allegiance**
4. **Action Item**
   - **A.** Adopt Resolution No. 2026-66 to Amend the Board of Director's Procedures Manual

This agenda is subject to revision and may be amended prior to the scheduled meeting. Pursuant to Government Code section 54954.2(a)(1), the agenda for each meeting of the Board shall be posted at the District offices at 920 2nd Avenue, Marina. A complete Board packet containing all enclosures and staff materials will be available for public review on the District website, Thursday, November 5, 2026. Information about items on this agenda or persons requesting disability related modifications and/or accommodations should contact the Board Clerk 48 hours prior to the meeting at: 831-883-5931.

5. Director's Comments *Director reports on meetings with other agencies, organizations and individuals on behalf of the District and on official District matters.*

6. Adjournment *Set or Announce Next Meeting(s), date(s), and time(s):*

Regular Meeting: Monday, November 16, 2026, 6:00 p.m.

Marina Coast Water District
Agenda Transmittal

Agenda Item: 4-A **Meeting Date:** November 10, 2026

Prepared By: Shelby Gorman **Presented By:** Remleh Scherzinger PE

Agenda Title: Adopt Resolution No. 2026-66 to Amend the Board of Director's Procedures Manual

Staff Recommendation: The Board of Directors amend the Board of Director's Procedures Manual.

Background: *Strategic Plan, Mission Statement – Marina Coast Water District delivers safe and environmentally sustainable water, recycled water, and wastewater services that meet community needs.*

The last update to the Board of Director's Procedures Manual was on March 17, 2025.

Discussion/Analysis: The Board of Director's Procedures Manual is being brought before the Board of Directors at the request of the Board to review and potentially edit its contents.

Environmental Review Compliance: None required.

Legal Counsel Review: None required.

Climate Adaptation: Not applicable.

Financial Impact: _____Yes __X__No **Funding Source/Recap:** N/A

Other Considerations: None recommended.

Material Included for Information/Consideration: Resolution No. 2025-66.

Action Required: ___X____Resolution _____Motion _____Review

Board Action

Motion By_____Seconded By_____No Action Taken_____

Ayes_____ Abstained_____

Noes_____ Absent_____

November 10, 2026

Resolution No. 2026 – 66
Resolution of the Board of Directors
Marina Coast Water District
Amending the Board of Director's Manual

RESOLVED by the Board of Directors ("Directors") of the Marina Coast Water District ("District"), a special meeting duly called and held on November 10, 2026, at 920 Second Avenue, Marina, California, and via Zoom teleconference as follows:

WHEREAS, the Board of Director's Manual was first adopted in 2002 and most recently updated on March 17, 2025; and,

WHEREAS, the Board of Directors has the right and responsibility to recommend changes as appropriate.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the Marina Coast Water District does hereby amend the Board of Director's Manual as follows:

1. adopt Resolution 2026-66 to Amend the Board of Director's Procedures Manual to incorporate changes provided by the Board of Directors;

2. authorize the General Manager to take all actions and execute all documents which may be necessary or appropriate to give effect to this resolution.

PASSED AND ADOPTED on November 10, 2026 by the Board of Directors of the Marina Coast Water District by the following roll call vote:

Ayes: Directors_____

Noes: Directors_____

Absent: Directors_____

Abstained: Directors_____

_____
Gail Morton, President

ATTEST:

_____
Remleh Scherzinger, Secretary

CERTIFICATE OF SECRETARY

The undersigned Secretary of the Board of the Marina Coast Water District hereby certifies that the foregoing is a full, true and correct copy of Resolution No. 2026-66 adopted November 10, 2026.

_____

Remleh Scherzinger, Secretary

Marina Coast Water District
Board of Director's Manual

Version: March 17, 2025

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MCWD Director Code of Conduct

1. Purpose of the Code of Conduct

The MCWD Director Code of Conduct describes the conduct expected of each Board Member to encourage the open exchange of ideas among Board members, the staff, and the public, that is positive, honest, respectful, concise, understandable, responsive, and cost-efficient.

2. Attendance

Directors are expected to attend scheduled meetings of the Board, special meetings, and meetings of assigned Board committees. If a member of the Board is unable to attend a meeting, that member shall, as soon as possible, notify the Board President and the General Manager prior to the meeting. 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 emergencies, 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 in violation of the Board's Policies and subject to Board action.

Any person serving on a standing, special or ad hoc committee must be prepared for and attend all committee meetings, unless excused for good reason. 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 an alternate meeting date and time. If the two primary committee members' schedules cannot accommodate the scheduling of an alternate meeting date/time, the committee chair will contact the alternate committee member in an attempt to have two Directors available for the meeting. 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.

3. Code of Conduct

Each Director shall act to provide a work environment and a Boardroom free of harassment, disrespect, or other unprofessional conduct. To assist in the governance of the behavior between and among members of the Board, the following shall be observed:

- The dignity, style, values, and opinions of each Director shall be respected.
- Responsiveness and attentive listening in communications.
- The needs of the District's customers should be the priority of the Board.
- Directors should commit themselves to emphasizing the positive.
- Directors shall commit themselves to focusing on issues and not on personalities.
- Individuals have the right to disagree about ideas and opinions, but without being disagreeable.

- Once the Board acts, Directors shall not create barriers to the implementation of the action and shall 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 action.
- All Directors should work together in a collaborative way, assisting each other in the conduct of the District's affairs.
- Each Director shall function as part of the whole Board. A Director has no independent individual authority. An individual Director may not commit the District to any policy, act, or expenditure.
- The Board as a whole is responsible for setting goals and objectives for the District
- Directors shall protect confidential information of the District, its officers, employees, and customers from unauthorized disclosure or dissemination.
- Directors shall avoid and report conflicts of interest.
- Individual Directors shall avoid actions that invite or could lead to litigation against the District.
- A Director does not represent any fractional segment of the community but represents the District's service areas as a whole.

4. Comments by Directors Concerning District Staff Members

Board members shall refrain from publicly censuring or criticizing members of the District staff. Any criticism shall be given in private communications through the General Manager. Directors should also be aware that their free speech rights may be limited when it comes to certain information related to District staff. Examples of such information include employee medical information, employee disciplinary actions and specific compensation information regarding an employee. Directors should check with the General Manager before publicly revealing any information regarding specific District staff members that might be considered negative, slanderous, disrespectful, or discriminatory.

5. Relationship with the General Manager and District Staff

The primary responsibility of the Board is the formulation and evaluation of policy. All operational aspects of the District are the responsibility of the General Manager. 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.

All individual Director questions relating to an open session item before a meeting shall be directed to the General Manager. Any concerns regarding a safety hazard should be reported to the General Manager at as soon as possible. Emergency situations should be dealt with immediately by seeking appropriate assistance. In seeking clarification for policy-related concerns, especially those involving issues related to personnel matters, legal actions, property, finance, projects or programs, a Director should confer directly with the General Manager. When approached by an employee of the District concerning specific District management or operations, Board members should direct all inquiries to the General Manager.

Directors should develop a working relationship with the General Manager so that current issues, concerns and District projects can be discussed comfortably and openly. However, a Director does not have the power to individually direct the work of the General Manager or the District staff. Only the Board as a whole has the power to direct the work of the General Manager and only the General Manager has the power to direct the work of the District staff.

6. Social Media Policy

Directors will refrain from posting about or discussing district business on social media when the discussion would violate the Brown act or other laws. Directors must also comply with all Code of Conduct sections.

When posting, communicating, or commenting about matters pertaining to the district or district business on social media, directors will include a clearly visible disclaimer that reads "These views are my own and do not necessarily reflect those of the Marina Coast Water District or its board of directors." The disclaimer will specifically name the Marina Coast Water District and its board.

Directors shall also avoid making comments on social media that invite litigation against the District. Once the Board takes action, Directors shall avoid making individual opinions or comments on litigation matters that conflicts with or does not support the actions of the board as a whole. Directors shall not make comments on social media regarding litigation strategy or make any comments on existing or anticipated litigation matters discussed in closed session.

Director communications using social media for political campaign purposes will follow federal and state rules and district policies regarding political activities. Directors using official district social media accounts will comply with district policies for those accounts.

7. Director's Violation of Policies

Whenever the District, a Director or the General Manager receives a 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 action. If the matter(s) is serious, the Board President or Vice President may call a special meeting to address the complaint.

In addition to other consequences provided by law, the Board may 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:

- 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;
- Prevent the offending Director from placing items on the agenda without the specific, advance authorization of the Board. Advanced authorization of the Board requires the request is reviewed at the Executive Committee and no specific timeline or deadline is activated;
- Prevent the offending Director from receiving District funds for conferences or training.

Board Policy and Procedures

8. Purpose of Board Policy and Procedures

The purpose of this Board Policy and Procedures Section is to describe the roles and duties of the Board and legal counsel; the procedures for preparing, scheduling, and running Board meetings; the roles and procedures for committee meetings; and, other general polices or rules for Board members.

ROLES AND DUTIES

9. Orientation of New Directors

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.

Directors should periodically avail themselves of available training for the exercise of 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 to solve problems.

Each new Director, upon assuming his or her duties, may be provided a District orientation by the General Manager and Board President upon request. Also upon request, the General Manager will provide the Director a copy of the Marina Coast Water District Employee Handbook. 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.

10. Duties of the President

The Board of Directors shall have a President who is elected by the Board from among the five 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, unless a majority of the Directors cannot agree on who should be the new President, then the existing President shall remain President until the issue can be resolved.

The President's responsibilities include:

- Presiding over all meetings of the Board, with guidance from Rosenberg's Rules of Order, including announcing each item of business on the agenda and the action recommended by staff; calling for motions; calling for public participation during meetings when appropriate; determining questions of order and enforcing rules of the Board; stating the motion and announcing its passage or failure; 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, reviewing and approving the agenda in conjunction with the Vice President and the General Manager or Secretary of the Board.
- Appointing members to Ad Hoc Committees of the Board;
- Serving on committees and commissions as appointed by the Board;
- Setting the time and place for any special meeting of the Board, except a special meeting called by a majority of the Board;

- Adjourning meetings of the Board;
- Representing the District at public events;
- Serving as public spokesperson of the District, along with the General Manager;
- Signing all contracts on behalf of the District, except that the Board may delegate to the General Manager or other person to sign all or certain contracts on behalf of the District, subject to limitations and conditions as the Board may determine;
- Assisting with the orientation of new Board members as they are elected or appointed to the Board of Directors; and,
- Upon advice from District Legal Counsel, and approved by the Board, giving 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.

11. Duties of the Vice-President

This Board of Directors shall have one Vice-President who shall be elected by the Board from among the five (5) Directors at the same time as 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. 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 until the issue can be resolved. The Vice-President's responsibilities include:

- Performing all the duties of the President during any absence of the President; and,
- If for any reason the office of President is vacant, acting in the place of the President until a new President is elected.

12. Official Listing of Board Members

Upon the swearing in of a new Director or due to a change in the President/Vice President, changes to the official listing of its Board Members on the District's website and letterhead will be such that the Board is listing in the following order: President, Vice President, and then the remaining members of the Board in alphabetical order by last name.

13. Duties of the District Board of Directors

The duties of the Directors include:

- setting policies, procedures, goals, directions, and adopting rules and regulations for the governance of the District;
- taking action only by the affirmative vote of at least a majority of the Directors on ordinances, resolutions and motions;
- safeguarding the assets of the District and maintaining the District's financial stability;
- assuring that the District is well managed;
- assuring the District is responsive to the interests of the voters and the needs of the persons served by the District;
- assuring that the actions of the Board and of each Director and the actions of the District conform to all federal, state, and local statutes and ordinances, and to the ordinances, rules, regulations and policies of the District;

- 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;
- 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;
- assisting the General Manager by looking at problems from broader points of view, and providing outside perspective and guidance;
- 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 such appointed person shall serve at the pleasure of the Board;
- establishing rules for and assuring the effective conduct of the Board's proceedings
- 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;
- appointing persons to the District's Joint District-City Committee, Water Conservation Commission, and such other committees as the Board determines;
- nominating and electing representatives and alternates to outside boards, committees, and other bodies for which the District is entitled to appoint one or more representatives;
- 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;
- 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;
- protecting confidential information of the District, its officers and employees from unauthorized disclosure and dissemination;
- reporting any question or doubt about the possibility of the creation of the perception of a conflict of interest to the District Counsel and avoiding any possible conflicts of interest; and,
- completing and documenting training for Directors in the roles and responsibilities of Directors, how to understand budgets and budget compliance, and how to work together as a team in problem solving.
- become familiar with the Brown Act, Rosenberg'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.

14. Role of Legal Counsel and Special Legal Counsels

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:

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;

Reviewing and preparing documents as requested by the Board in advance of meetings. The General Manager may 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;

Attending each meeting of the Board, unless excused, in advance or during a meeting; and attending other meetings as authorized by the Board or directed by the General Manager; and,

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.

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.

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.

15. Procedures for the Use of Legal Counsel and Special Legal Counsels

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. However, 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 of the Board, but (2) may email Legal Counsel or any Special Legal Counsel a question or questions on any closed session item before a Board meeting but such Counsel is not required to respond to any such question or questions unless and until (a) directed by the Board in closed session or (b) directed by the General Manager or the Board President or (c) unless the request relates to questions regarding that individual Director's participation in any board decision. The Board President and General Manager shall be copied on all such messages to Legal Counsel or Special Legal Counsel with a copy to the Board President and Legal Counsel.

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 outside the scope of Legal Counsel or Special Legal Counsel's role or duties under Section 14 above, 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.

Legal Counsel and Special Legal Counsels shall notify the Board and the General Manager about important events, rulings or decisions made regarding the District's case(s). 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 Legal Counsel and Special Legal Counsel shall endeavor to do so as soon as possible and within 72 hours of such events, rulings or decisions. Legal Counsel and Special Legal Counsels shall be available to answer questions from the Board during closed sessions.

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.

16. Board Training and Conferences

Any Director may request to attend training or a conference either by email, phone or written requests, preferably three weeks before the deadline for early registration or accommodation discount which will then be added to the next agenda for the Budget and Personnel Committee for approval. Upon review by the Budget and Personnel Committee, if funds are budgeted and available and the training approved by the Budget and Personnel Committee, District Staff will register the Director for attendance, book travel, accommodation and meals and pay costs accordingly. District staff will email the Director(s) all the completed registration forms, and accommodation and traveling details.

Upon review by the Budget and Personnel Committee, if funds are not available, the General Manager will request an item to be placed on the earliest possible Board agenda (and preferably before the deadline(s) for early registration discount(s)) to request the Board approval for such expenditure. The agenda item will include the recommendation by the Budget and Personnel Committee.

Travel by Directors will comply with the District's travel policies. Directors shall endeavor to be frugal with their expenditures of District travel funds.

After these travel arrangements are made, if the Director(s) can no longer attend the meeting or conference, the Director(s) shall notify the General Manager as soon as possible so that District staff can attempt to cancel the registration, accommodation, and traveling arrangements or find another Director to attend.

The District will not pay for training or conferences that the Director personally pays for but does not attend.

If a Director personally pays for some or all of the costs related to the training and travel, those costs may be subject to reimbursement per the District's travel policy. Receipts will be required to reimburse a Director for travel and training related expenses.

During the annual budget process, the Directors will be provided a list of conferences or meetings that the Board may consider.

BOARD MEETING PREPERATIONS

17. Establishing the 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. An emergency or special meeting may be called as needed in accordance with the Brown Act.

18. Establishing Meeting Agendas

The General Manager shall submit the 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. Emergency matters can be added to the agenda without advanced request or notice.

Any Board member may request to have a non-emergency item placed on the agenda by submitting it, in writing, to the General Manager, at least ten (10) days before the meeting. Such requests shall explain the issue and provide a recommendation for Board action. The request will be submitted by the General Manager to the President and Vice President for review and approval before posting such agenda and/or to determine at which future time to bring back the item for agenda review. This is typically done as part of the Executive Committee meeting. Requests for information only items or items regarding administrative functions of the District (e.g. items under the responsibility of the General Manager and staff) will be considered low priority when establishing the agenda to ensure there is sufficient meeting time to discuss necessary Board items.

19. Meeting Postings and Board Packets

The Board of Directors must comply with the Ralph M. Brown Act (Brown Act) that requires meetings of the Board of Directors to be open and public. Regular District Board meetings are typically held at the City of Marina's Council Chambers at 211 Hillcrest Avenue, Marina, CA, unless otherwise specified. The notice and agenda for each meeting of the Board or committees of the Board are typically 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.

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 unless modified by action of the Governor or other law.

The agenda and agenda package for regular board meetings are distributed to the Board and made available to the public in advance of the Board meeting in compliance with the Brown Act. To inform the Board in taking action on an agenda item, the agenda items may include, as necessary, relevant background information, previous Board actions, adopted goals and objectives, concerned issues, recommendations by staff, funding sources, available funds in the adopted budget, options that were evaluated, copies of contracts, proposals, agreements, plans, specifications, exhibits, attachments, test results, maps, or investigation reports. District Legal Counsel and/or Special Legal Counsel will review, as necessary, the proposed contracts and agreements that are included in the Board agenda package.

20. 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 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 time to provide the requested additional information. Supplemental or clarifying information on Board Agenda items that were requested by a Director will be provided to all Directors so that all Directors have the same information.

Board members may propose non-substantive changes to any item in the agenda by contacting the General Manager by 9:00 a.m. the day of the meeting where the agenda item will be considered before the Board. Non-substantive changes include typos, misspellings, changes in punctuation, substitutions of words or phrases for clarity without changing the meaning of the agenda item, correcting dates or other minor changes. A District staff member will read these proposed items to the board and into the record before discussion of the agenda item. For items on the consent agenda, a District staff member will read all of these changes to all items on the consent agenda at the beginning of the consent agenda. Approving the consent agenda item will also approve these non-substantive changes.

RUNNING A BOARD MEETING

21. Quorums

In order to constitute a quorum of the Board, a majority of the Board members (three of the five directors) must be present at the designated meeting location authorized by the Brown Act unless modified by action of the Governor or other law. If a quorum is not present, no meeting shall take place. For committees consisting of one or two (2) Directors, all appointed Directors are required to be present to constitute a quorum and hold a committee meeting unless an alternate Director(s) can attend. 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.

22. Order of Business

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

- Call to Order
- President Statement
- 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
- Special Presentations
- Public Hearings
- Consent Calendar
- Action Items
- Correspondence Received by the District, Directors and General Manager

- Informational Items
- Board Member Requests for Future Agenda Items
- Directors Comments
- Additional Closed Session (If Necessary)
- Adjournment

The regular order of business may be changed by a majority vote of the Board

23. Closed Sessions

Closed sessions shall be agendized and conducted in accordance with the Brown Act. 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.

If there is insufficient time to cover closed session items prior to the open session, the Board, through a simple majority vote, may decide during closed session to adjourn to an additional closed session after the conclusion of the open session.

24. Parliamentary Procedure

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. Board meetings shall be conducted in accordance with this Board Manual and guided but not strictly governed by Rosenberg's Rules of Order.

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.

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 any agenda item that expend District funds shall be taken by a roll call vote.

25. Board Actions

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

Ordinances. The Board shall enact as ordinances any items of business presented to the Board and approved by the Board which:

- Are required by law to be enacted as ordinances;
- 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;
- Adopt a policy, rule or regulation to be enforced as a misdemeanor;
- 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.

Resolutions. The Board shall adopt as resolutions, any items of business presented to the Board and approved by the Board which:

- Are required by law to be adopted by resolution
- Supersede or amend an item previously adopted by resolution
- Interpret any ordinance
- Establish or change a policy, rule or regulation which does not need to be enforced as an ordinance
- Adopt procedures for the Board, Officers or Staff to use in implementing any ordinance
- Make a determination (e.g., relating to Statutory or Categorical Exemption, Negative Declaration or Environmental Impact Report) under the California Environmental Quality Act
- Adopt or amend a budget
- Approve any written contract
- Approve the acquisition or disposition of real property
- Approve the acquisition of personal property with a value of $5,000 or more
- Approve the disposition of personal property
- Adopt or amend any plan for the District
- Adopt or amend authorized positions for the District
- 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, when applicable, whether the contents of the resolution will become a policy, rule or regulation of the Marina Coast Water District.

Motions. The Board shall adopt as motions, any items of business presented to the Board and approved by the Board which:

- Are not required by law to be approved as an ordinance or resolution;
- Are not enacted as ordinances or adopted as resolutions by the Board; and
- Require action by 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.

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.

26. 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. It shall be the procedure of the Board, when considering all action items, to:

- Receive a staff report on the item from the General Manager or the responsible staff person
- Allow Board members to ask clarifying questions of staff through the President
- If there is an applicant, the applicant shall be given the opportunity to respond to the staff report and staff comments.
- Allow Board members to ask clarifying questions of the applicant through the President
- Receive public comment of the item
- The applicant shall be given the opportunity to respond to the public comment
- Seek a motion and a second on a proposed action for the item
- Provide for Board discussion of the item
- Conclude discussion/debate and consider taking action on the item through an appropriate motion.

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 Board 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

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.

For all agenda items being considered by the Board, public comment shall proceed as follows: 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. All questions of staff from the public shall be addressed to the President.

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 written 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's reports

and comments shall not exceed five (5) minutes. The President, with consensus of the Board, may defer some or all Board reports until after the Board has taken action on any Deferred Consent Calendar Items. This may be done 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 agenda.

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, special or ad hoc committee of the District. As soon as it is has been appropriately processed, the matter shall be reported back to the Board at a Board meeting by the General Manager, District Legal Counsel, Special Legal Counsel, or to any standing, special or ad hoc committee of the District on the status, responses, recommendations and/or plans to address the matter. The matter shall then be heard in open or closed session if authorized by law.

Matters may be referred to any committee through the Chair of the committee by the Board or by the President or General Manager. Each Committee Chair shall discuss each referred matter with the committee.

31. Conflict of Interest

A Director who has a disqualifying conflict of interest on any matter before the Board shall declare the nature of the conflict and it shall be reflected in the Board minutes. The Director shall not participate in the discussion of that agenda item; shall leave the Board chamber after making 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.

32. 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 6:30 p.m.

The Board will adjourn the meeting of the Board by 10 p.m. unless the meeting is extended by Board action.

33. Minutes of Board and Board Committee Meetings

The minutes of meetings of the Board and of 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 summarize the concerns and questions expressed by the public during public comment periods.

COMMITTEES

34. Standing Committees

a. Standing Committees consisting of two Directors and such other persons as the Board may appoint shall be, the Joint City-District Committee, the Executive Committee, the Budget and Engineering Committee, the Community Outreach and Personnel Committee, the Resources and Groundwater Sustainability Committee, and the MCWD/SVBGSA Steering Committee. Each Director shall serve on one or more standing committees.

Joint City-District Committee: Two Directors shall be appointed to this committee, and one alternate Director. The duties and responsibilities of the Joint City-District Committee are to communicate with cities within the District's service areas, to maintain a harmonious working relationship between the Board and the City officials and staff, and to report to the Board its findings and recommend appropriate action with respect to any inter-agency matters. The District will host two meetings per year with the City of Marina. The City of Marina and any other city within a District service area may request a meeting during the year, which the Committee will seek to accommodate.

Executive Committee: The Board President and Vice President shall serve on this committee. This committee shall meet monthly to discuss topics of a general nature with the General Manager. 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.

Budget and Engineering Committee: The Board President shall appoint two Directors to serve on this committee. This committee shall meet on an as-needed-basis. The duties and responsibilities of the Budget and Engineering Committee are to provide input in the process of approving the annual budget, provide input on rate and fee studies, and provide input on engineering projects and programs.

Community Outreach and Personnel Committee: The Board President shall appoint two Directors to serve on this committee. This committee shall meet on an as-needed-basis. The duties and responsibilities of the Community Outreach and Personnel Committee shall be to provide ideas and recommendations to the Board regarding public information activities, to receive periodic reports from staff and consultants regarding District public information activities, and to provide comments and recommendations to staff regarding draft public information products created by staff or consultants, and to provide input on staff programs.

Resources and Groundwater Sustainability Committee: The Board President shall appoint two Directors to serve on this committee. This committee shall meet on an as-needed-basis. The duties and responsibilities of the Resources and Groundwater Sustainability Committee shall be to provide input on resource, conservation, and GSA projects and programs, comments

and recommendations to staff regarding draft documents, and preliminary resources department activities.

MCWD/SVBGSA Steering Committee: The Board President shall appoint one Director, and one alternate, to serve on this committee. This committee shall meet on an as-needed basis. The duties and responsibilities of the MCWD/SVBGSA Committee are outlined in the Framework Agreement.

b. Other Standing Committees of the District.

Water Conservation Commission: The Water Conservation Commission will meet when the Board declares a Stage 3 drought and at such times as requested by the Board. The Board will appoint five (5) members of the public who reside within a District service area, for terms of two years. The members of the Water Conservation Commission shall have the duties and responsibilities to review and advise the Board on Stage 3 of the District's Water Shortage Contingency Plan.

c. All Standing Committees shall comply with the Brown Act.

35. Ad Hoc, Negotiators, and Special Committees

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 member 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.

The President 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.

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 or the Board for such special advisory 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.

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. Such negotiators 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. The role of the negotiator does not directly replace, limit, or change the administrative and operational responsibilities of the General Manager and applicable 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.

GENERAL BOARD POLICIES

36. 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 District Board/Committee meeting.

37. Director's Legal Liabilities

The District will 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. Gifts

Each Director should comply with the gift provision in the MCWD Employee Handbook and are prohibited from accepting, directly or indirectly, any gift, rebate, money, or anything else of value greater than $25 from suppliers, consultants or contractors with whom the District has past, current or potential business relations. In addition, each Director should 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 should comply with the more restrictive requirement. Upon request, the General Manager will provide a Director with the latest version of the Employee Handbook.

39. 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 should comply with all current Federal, State and local laws and regulations and District policies and procedures.

Board Reference Section

Purpose of the Board Reference Section

The Board Reference Section provides general Information only. This section provides reference to some important laws, rules, staff processes, and/or other information that is created and updated separate from this Board Manual that may be useful to Board members as they become oriented with the District's authority, mission, and operations.

District Mission

The Marina Coast Water District Board of Directors has 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."

Authority

The Board of Directors is the governing body of the District. It 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 area since that time.

District Budget and Procurement of Goods and Services

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 acquired or used by the District for that fiscal year. The actual purchase of those goods and services is then accomplished by staff in compliance with the District Procurement Policy.