

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. ¹ 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.

~~Providing high quality water, wastewater and recycled water services to the District's expanding communities through management, conservation and development of future resources at reasonable costs.~~^[1]

3. Authority.

The Board of Directors is the governing body of the District and derives its authority from Division 12, Part 3 sections 30500 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 under these Codes 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. ~~Historically, the Board has conducted~~ 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, ~~and~~ the conflict of interest laws, the County Water District Law, and all other laws applicable to the District in the State of California in order to effectively execute their duties.

5. Harassment-Free Work Environment.

~~Each director shall act to provide The Board is committed to providing a District~~ work environment and a Boardroom environment free of harassment, disrespectful or other unprofessional conduct.

~~Resolution 98-1 still contains information about the duties of the General Manager, Financial Officer, Legal Counsel, District Engineer and Consultants.~~[2]

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

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, 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: [LIST EXCUSES]. 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 () or more consecutive unexcused absences shall be deemed to be a violation of Board Policy subject to Board action pursuant to Section 43. In accordance with Government Code Section 1770, a director's position may be deemed vacant whenever "he or she ceases to discharge the duties of his or her office for a period of three consecutive months, except when prevented by sickness, or when absent from the state with the permission required by law."^[3]

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

The duties of the directors include:

- A. setting policy 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 and avoiding conflicts of interest; and,

S. providing 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.

8. Prohibited Service.

A director ~~is prohibited by law from being employed by or entering into any contract with the District shall not be employed or contracted by the District~~ while serving on the Board. ~~Water Code Section 30541 also prohibits a director from serving as the gGeneral mManager, sSecretary, fTreasurer, or aAuditor. As a matter of policy, the Board has chosen to retain an auditor as an independent contractor under Water Code section 30540(b)(2), instead of appointing an auditor or treasurer under Water Code section 30540(b)(1).~~^[4]

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 pPresident. If a majority of the directors cannot agree on who should be the new President, then the existing President shall continue in office subject to the three-consecutive-year limitation. 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 the agenda in conjunction with the Vice President and the Secretary of the Board.

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

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

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

- E. adjourning meetings of the Board;
- F. representing the District at public events;
- G. serving as public spokesperson of the District, along with General Manager;
- 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;
- 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, directing the Management Services Administrator regarding 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, with approval of the Board, 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 Secretary of the Board. 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.

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 not inconsistent 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. 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 five (5) members of the public 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) review 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 and make recommendations to the Board concerning refinements/adjustments to the water conservation program, specifically conservation Best Management Practice implementation, outreach and educational programs, the conservation budget, and overall District conservation resources;

(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 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 shall serve on this committee. The duties and responsibilities of the Joint District - City Relations 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 general nature with the GM. The duties and responsibilities of the Executive Committee shall be:

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

(b) Current projects or pending actions before the Board will specifically not be discussed at these meetings.[5]

(4). Community Outreach Committee: The Board President shall select ~~one~~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. Special Committees: Special committees may be appointed by the President of the Board or the Board for such special tasks as circumstances warrant. A special or 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 except such as specifically conferred by action of the Board. Upon completion of the task for which appointed, a special committee shall stand discharged.

D. 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 for three consecutive months 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.

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 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 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.

F. 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.
- H. Any complaints from constituents or others dealing with the District should be referred to the General Manager and may be followed up by the Board.
- 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.
- K. When approached by District personnel concerning specific District management or operations, Board members should direct all inquiries to the General Manager.
- 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.

- 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 and employees 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.

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.

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.

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 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;

~~(1)~~(2) 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;

(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,

~~(H)~~(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.^[6] 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.

~~D.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.

E.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. The General Manager will be copied on all such messages to Legal Counsel or Special Legal Counsel unless any such message involves the General Manager's misconduct.

F.G. The President or the Board may appoint directors to Ad Hoc Committees 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.C.

~~G.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).

~~H.I.~~ Legal Counsel and Special Legal Counsels shall email the entire Board and the General Manager 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.

~~H.J.~~ Legal Counsel and Special Legal Counsels shall only perform work that has been authorized by the Board, or by the General Manager pursuant to Water Code Section 30580.

17. Conduct of Business.

~~A.~~ The ~~Board of Directors shall comply with provisions of~~ the Ralph M. Brown Act (Brown Act); ~~that~~ require ~~that all~~ meetings of the Board of Directors to be open and public.

~~B.~~ Regular District Board meetings shall be held at the ~~City of Marina's Council Chambers at 211 Hillcrest Avenue, Marina, CA 93933, unless otherwise specified. District Offices at 11 Reservation Road, Marina, CA. Any change to the regular meeting date or location shall be noticed in accord with the Brown Act. Every meeting shall have public notice and a binding agenda as required by law. The time and place for special meetings shall be set forth on the notice and agenda for each special meeting.~~

~~C.~~ The notice and agenda for each meeting of the Board or committees of the Board shall be posted ~~at the following in three public places: District offices at 11 Reservation Road, Marina, CA; City of Marina offices at 211 Hillcrest Avenue, Marina, CA, Seaside City Hall, the City of Marina Library, City of Seaside Library and the District Office[7].and _____.~~ in accordance with the Brown Act. ~~Except as allowed by law, no action or discussion shall take place on any item not on the posted agenda. Brief responses to questions or comments not on the agenda, however, may occur.~~

~~A.D.~~ Each Board member may place a non-emergency item on the agenda by submitting it to the General Manager, at least seventeen (17) days before the meeting, in a written request for consideration of the issue. Said request shall explain the issue and provide a recommendation for Board action. Emergency matters can be added to the agenda. Teleconferencing will not be used for any meeting unless such use is approved by the Board 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.

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.

19. Quorums.

A majority of the Board members (three of the five directors) is needed to be present at the designated meeting location within the jurisdiction 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. ~~the General Manager may declare the meeting adjourned to a stated time and place, and he shall cause a written notice of the adjournment to be given in the same manner provided herein for special meetings. A copy of the notice of adjournment shall be conspicuously posted on or near the front door of the place where the meeting was held within twenty four (24) hours after the time of adjournment. When a regular or adjourned regular meeting is adjourned, the resulting adjourned regular meeting is a regular meeting for all purposes.~~ When an order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at 7:00 p.m.

21. Special Meetings.

An emergency or special meeting may be called in accordance with the Brown Act at any time by the President of the Board, or by a majority of the members of the Board, by following the notice and agenda requirements set forth by California Government Code sections 54956 or 54956.5. No other business shall be considered at such meetings by the Board other than the item(s) requiring the special meeting.

22. Parliamentary Procedure.

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

this procedures manual.

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

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.

D. Non-Roll Call Votes. Following any non-roll call vote, the President shall announce the results of the vote.

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

23. Order of Business.

The regular order of business of the Board ~~shall~~may be changed by the President subject to the Board determining otherwise, and ~~be~~contain any or all of the following items:

- Call to Order
- Roll Call
- Public Comment on Closed Session Items
- Closed Session Items
- Possible Action on Closed Session Items
- Pledge of Allegiance
- Oral Communications from the Public
- Special Presentations
- Public Hearings
- Consent Calendar
- Action Items
- Staff Reports
- Informational Items
- Board Member Requests for Future Agenda Items
- Director’s Comments
- Adjournment[8]

~~The regular order of business may be changed by the President subject to the Board determining otherwise.~~

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~~[9], 3) ~~govern the provision of water or sewerage service to customers and the rates, charges, fees or assessments related to such services,~~[10] 4) adopt a policy, rule or regulation to be enforced as ~~a misdemeanor ordinance,~~ 45) 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,~~[11] 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 ~~are approved by the Board based on such a determination~~[12], 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.

~~Y. Compliance with Resolution. The failure by the Board to comply with an ordinance or resolution shall not invalidate any action of the Board unless such non-compliance also violates a specific provision of the law regulating the enactment of ordinances or the adoption of resolutions and motions, and the said provision of law so requires such invalidation.~~[13]

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 and noes 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.

26. Closed Sessions.

~~Closed sessions shall be agendized and conducted in accordance with the Brown Act. Meetings of the Board are either open or closed. The Brown Act strongly favors open meetings; private discussions among a majority of a legislative body are prohibited, unless expressly authorized under the Brown Act.~~ 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. ~~Closed meetings should involve only directors, plus any additional support staff required, legal counsel, a supervisor involved in a disciplinary matter, consultants, a labor negotiator or any witnesses in the case where the Board is hearing complaints and charges against an employee. Specific authority must be used in agendizing a closed session.~~ 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 ~~three-four~~ (34) minutes during Public Comment unless the majority of the Board authorizes a 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 ~~three-four~~ (34) 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.

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. 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.

~~32. Non-Agenda Items/Urgency Action.~~

~~The Board may consider taking action on a non-agenda item if the following specific conditions are satisfied: (1) When a majority of the Board decides there is an "emergency situation"; (2) When two-thirds of the members present (or all members if less than two-thirds are present) determine there is a need for immediate action and the need to take action came to the attention of the District subsequent to the agenda being posted; or (3) When an item appeared on the agenda of, and was continued from, a meeting held not more than five days earlier.~~^[15]

32. Reconsideration.

At the meeting ~~succeeding that on at~~ which a final vote on any question has been taken, ~~said that~~ vote may be reconsidered on the motion of a member of the Board who voted on the prevailing

side. ~~A motion to reconsider shall be in order only if that item had been timely placed on that agenda. It shall not be in order for any member to move a reconsideration at the meeting at which such final vote was taken.~~^[16] Said motion of reconsideration shall have precedence over every other motion.

33. Abstention/Conflict of Interest.

A director ~~who shall abstain from voting when he/she~~ has a ~~disabling-disqualifying~~ conflict of interest ~~on any matter before the Board.~~ ~~In the presence of a declared disabling conflict of interest, the affected director~~ shall enter the declaration in the Board minutes, shall not participate in discussing that agenda item, ~~shall leave the Board chamber~~^[17] ~~after he or she makes the declaration and before any discussion on the matter occurs~~ ~~absent himself/herself from the Board seat~~, and shall not cast a vote on that matter. ~~If the board member is not personally involved in the matter before the Board, that director shall leave the room.~~ The minutes shall record a director's absence for any circumstance where ~~re~~ a ~~board member-director~~ is not seated at the dais ~~at the time of a vote.~~

34. Minutes of Board and Board Committee Meetings.

The minutes of meetings of the Board and of board committees shall be action minutes that will accurately reflect actions of the Board and the committees and the vote taken on such actions, and shall not be verbatim minutes of all matters discussed and comments made at Board or committee meetings.

35. Notification of Absences of Directors.

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

36. Annual Meeting Schedule.

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

37. Director's Legal Liabilities.

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

38. General Provisions.

Any of the policies or procedures in this procedures manual not required by law may be suspended by a majority of the Board quorum. Any policy or procedure not required by law may be altered, amended or repealed by a ~~majority of the Board-quorum~~^[18] at a duly authorized and noticed meeting.

39. Gifts.

The District's policy is more fully set forth in the Marina Coast Water District Employee Handbook and each director should become familiar with the Employee Handbook and the Gift and Gift Acceptance rules contained therein.

~~—According to the California Fair Political Practices Commission, local officials such as directors and officers of this District are prohibited from accepting a gift or gifts totaling more than \$420 in a calendar year from a single source, from January 1, 2011 through December 31, 2010. This amount is adjusted biennially on January 1 of each odd-numbered year. Gift means anything of value, for which you have not provided equal or greater consideration to the donor. A gift is reportable if its fair market value is \$50 or more. For more detailed information, please refer to the instructions for FPPC Form 700, Statement of Economic Interests, or visit the FPPC web site at www.fppe.ca.gov. Directors are prohibited from accepting any gifts.~~ [19]

40. Board Member Compensation.

Each member of the Board of Directors may receive compensation for his/her services at a rate to be determined by the Board from time to time. As of March 10, 2009, the Board has not authorized any monthly or meeting attendance compensation for its directors. 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.

41. Political Activity.

It is the policy of the District to ~~prohibit discourage~~ officers and employees of the District from engaging in political activity during working hours, and to ~~discourage prohibit~~ Directors, officers and employees from engaging in political activities on the premises of the District, except at and during public meetings of the Board. [20]

42. Payment of Bills.

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

[21]

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 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 sixty days after the end of the month in which the checks were issued. The Board of Directors shall review, receive, and file each monthly check register. In submitting each monthly check register, the Director of Administrative Services shall certify that each check issued was issued in accordance with this Section 42 and the District's Check Signing Policy

43. Director's Violation of Policies.

If a Director breaches any of the policies contained in Sections 5, 6, 8, 13, 14, 15, 16, 17, 26, 33, 39, and 41 [22] 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,
- b) prevent the offending Director from placing items on the agenda without the specific, advance authorization of the Board.