



Board of Directors Procedures Manual



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Marina Coast Water District



Board of Directors Procedures Manual

Amended July 5, 2016

Administration and Customer Service

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Board Procedures Manual Revision Record

- 08-28-02** **Added Section 11-E:**
“Absence from a Committee: If a committee member’s schedule in any given month precludes that director from attending a regularly scheduled committee meeting, that director will ask the alternate committee member to attend the meeting. If the alternate committee member can not attend the regularly scheduled meeting, the two primary committee members will then select a special committee meeting date and time. If the two primary committee members’ schedules can not accommodate the scheduling of a special meeting date/time, the committee chair will contact the alternate committee member in an attempt to have two directors available for the meeting.”
- 03-10-09** **Revisions were made to Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 16, 20, 21, 27, 28, 30, 32, 33, 34, 35, 37, 39, 45, and 46.**
Sections 11 – 46 were renumbered. Section 14 was moved to Section 11.
Section 12 was moved to Section 43. Section 13 was moved to Section 44.
Sections 21, 33, and 34 were removed.
- 09-13-11** **Revisions to Sections 3, 5, 7P, 9, 9G, 9I, 9J, 11, 12A, 14, 14D, 16, 17, 27, and 40.**
Section 17 was removed.
Sections 18 – 43 were renumbered.
An Appendix with Resolution No. 98-1 was added to the end of the document.
- 11-08-11** **Revision was made to Section 1.**
Section 43 was added.
- 11-13-12** **Revision was made to Section 12-B1 Water Conservation Commission.**
- 12-02-13** **Revision was made to Section 16 including title. 06-02-14.**
Revision was made to Section 42.
- 01-05-15** **Revision was made to Section 12-B1 Water Conservation Commission.**
- 04-20-15** **Revisions were made to Sections 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 14, 15, 16, 17, 18, 20, 21, 23, 24, 25, 26, 28, 29, 30, 31, 32, 33, 34, 37, 38, 39, 40, 41, 42.**
Section 31 was deleted and the subsequent Sections were renumbered.
- 07-05-16** **Revisions were made to Sections 1, 2, 3, 4, 6, 7, 9, 10, 11, 12, 14, 15, 16, 17, 18, 19, 22, 23, 24, 25, 28, 29, 30, 31, 32, 33, 34, 37, 40, 41, 42.**
Section 31 was deleted and the subsequent Sections were renumbered.

1. Purpose of Board Procedures Manual

The purpose of this Board Procedures Manual is to describe the procedures approved by the Board of Directors to be used in the conduct of Board business. The intent of these procedures is to:

- Provide for the fair and efficient consideration of board decisions;
- To ensure that the public is informed of the matters coming before the Board;
- To ensure that the public has an opportunity to witness and comment upon the deliberations of the Board; and
- To encourage proper public involvement in the Board's decision making.

Each Director, upon assuming office, shall be given a copy of this Board Procedures Manual, and shall be asked to comply with the policies and procedures in this Board Procedures Manual.

2. 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.

3. 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.

Apart from his/her normal function as a member of the Board, a Director have no individual authority. As single individuals, Directors may not commit the District to any policy, act, or expenditure.

Directors do not represent any fractional segment of the community, but represent the entire service area as a whole.

4. Governing Laws and Rules

The Board of Directors will conduct all meetings of the Board and meetings of committees of the Board in accordance with the Ralph M. Brown Act, California's Open Meeting Law. The Board conducts its meetings "guided but not bound by" Rosenberg's Rules of Order (as published by the California League of Cities) as to those situations not specifically addressed by an applicable law or statute. Directors must 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.

5. Harassment-Free Work Environment

Each Director shall act to provide a District work environment and a Boardroom free of harassment, disrespectful or other unprofessional conduct. The District's policy is more fully set forth in the Marina Coast Water District Employee Handbook, and each Director should become familiar with the Employee Handbook and the harassment rules contained therein.

6. Attendance at Board and Committee Meetings

Directors are expected to carry out their responsibilities to the best of their abilities. In order to accomplish this goal, directors should be present for scheduled meetings of the Board, special meetings, meetings of board committees, and District events. If a Director cannot attend a regular Board meeting for any one of the following reasons, that absence shall be deemed excused: illness or injury, family 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 Board Policy and subject to Board action pursuant to Section 42.

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

The duties of the directors include:

- A. setting policies, procedures, goals, directions, and adopting rules and regulations for the governance of the District;
- B. taking action only by the affirmative vote of at least a majority of the directors on ordinances, resolutions and motions;
- C. safeguarding the assets of the District and maintaining the District's financial stability;
- D. assuring that the District is well managed;
- E. assuring the District is responsive to the interests of the voters and the needs of the persons served by the District;

- F. assuring that the actions of the Board and of each director and the actions of all employees of the District conform to all federal, state, and local statutes and ordinances, and to the ordinances, rules, regulations and policies of the District;
- G. assuring that each employee of the District and each constituent of the District is treated courteously and fairly by the District, and that privacy rights of District employees and constituents are safeguarded in accordance with law;
- H. making reasonable and diligent inquiry of competent, qualified and reliable advisors and other sources to obtain sufficient information for informed and timely decisions and judgments;
- I. assisting the General Manager by looking at problems from broader points of view, and providing outside perspective and guidance;
- J. appointing the persons to serve as the District's General Manager and Secretary to the Board, the District's Legal Counsel, the independent Auditor, and such other attorneys, and consultants as the Board determines are necessary or convenient to be appointed by the Board for the business of the District. Each such appointed person 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 persons to the District's Joint District-City Committee, Water Conservation Commission, and such other committees as the Board determines;
- N. 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;
- O. preparing for and attending all regular and special meetings of boards, committees, and other bodies to which the Board elects a director as the District's representative, or arranging for attendance by an alternate, if the director cannot attend and if the Board has selected an alternate;
- P. assuring that the conduct of the District's business is open and public and that actions and records of the District are taken and held in confidence only as permitted by law, including: Article I, Section 3 of the California Constitution; the Ralph M. Brown Act, Govt. Code sections 54950 and following; the Public Records Act; Govt. Code sections 6250 and following; and as necessary to safeguard the assets of the District and to protect the rights of the District's employees;
- Q. protecting confidential information of the District, its officers and employees from unauthorized disclosure and dissemination;

- R. reporting any question or doubt about the possibility of the creation of the perception of a conflict of interest to the District Counsel and avoiding any possible conflicts of interest; and,
- S. completing and documenting training for Directors in: exercising oversight and supervision of management; the roles and responsibilities of Directors; how to understand budgets; how to monitor budget compliance; and how to work together as a team in problem solving.

8. Prohibited Service

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

9. 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. If 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:

- A. presiding over all meetings of the Board, with guidance from Rosenberg's Rules of Order, including:
 - (1.) announcing each item of business on the agenda and the action recommended by staff;
 - (2.) calling for motions;
 - (3.) calling for public participation during meetings when appropriate;
 - (4.) determining questions of order and enforcing rules of the Board;
 - (5.) stating the motion and announcing its passage or failure;
 - (6.) adjourning any regular or special Board meeting which is still in progress at 10 p.m., unless the meeting is extended by Board action; and,
 - (7.) reviewing and approving the agenda in conjunction with the Vice President and the General Manager or Secretary of the Board. The final approval shall be made by the President (when there is not consensus on the agenda items). However, a majority of the Board may also order the placement of an item on the agenda.
- B. appointing members to Ad Hoc Committees of the Board;
- C. serving on committees and commissions as appointed by the Board;

- D. setting the time and place for any special meeting of the Board, except a special meeting called by a majority of the Board;
- E. adjourning meetings of the Board;
- F. representing the District at public events;
- G. serving as public spokesperson of the District, along with the General Manager;
- 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, and approved by the Board, gives direction to outside legal counsel on matters where the General Manager should not direct counsel as he or she is the subject of a legal issue.

10. Duties of the Vice-President

This 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 re-elected 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 until the issue can be resolved. The Vice-President's responsibilities include:

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

11. Orientation, Training and Preparation of Directors

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

Directors may schedule to attend, on behalf of the District, such educational programs, conferences, and meetings to the extent funds are allocated in annual Budgets. Attendance will be scheduled through the General Manager. Travel done by Directors will comply with the District's travel policies. Directors shall endeavor to be reasonably frugal with their expenditures of District travel funds.

Any Director may request attendance either by email, phone or written requests, preferably three weeks before the deadline for early registration or accommodation discount. If funds are budgeted and available, the Management Services Administrator shall register the Director for attendance, book travel, accommodation and meals and pay all costs accordingly. If funds are not available, the General Manager shall place an item on the earliest possible Board agenda (and preferably before the deadline(s) for early registration discount(s)) to request the Board approval for such expenditure. Within 72 hours after the registration is complete, the Management Services Administrator shall email the Director(s) all the completed registration forms, and accommodation and traveling details. 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 within 24 hours of such event so that the Management Services Administrator can cancel the registration, accommodation and traveling arrangements. If such cancellation is not possible, the General Manager shall inform the Board to determine if it is possible that another Director could attend. The District will not pay for training or conferences that the Director personally pays up for but does not attend. If the Director(s) prefers to personally pay for some or all of the costs related to the trip, the General Manager shall, upon request of the Director(s), promptly reimburse the Director(s) for those costs authorized in the District's travel policy. Receipts for all travel, meal, hotel expenses shall be given to the Management Services Administrator as soon as possible upon return.

The General Manager will from time to time provide the Directors with a list of such conferences or meetings so that the Board may consider individual or collective attendance.

12. Board Committees, Commissions and Negotiators

- A. Committee and Commission Actions. Committee and Commission actions shall be governed by the provisions of the California Water Code and all other applicable California Codes as well as District policies, rules, and regulations. The Board may adopt rules for the governance of any committee consistent with the provisions of the California Codes. Committees have no legal authority to act for the Board or the District except with prior Board approval, but shall report their findings and recommendations to the Board for action. All committees and commissions of the Board are advisory in nature and are authorized only to provide recommendations to the whole Board. Committees and commissions are evaluated periodically by the Board based on their necessity and value to District business.
- B. Standing Committees. District standing committees shall be the Water Conservation Commission, the Joint City-District Committee, the Executive Committee, the Budget and Personnel Committee, and the Community Outreach Committee. Each committee shall consist of two Directors and such other persons as the Board may appoint, except the Water Conservation Committee which shall have one director appointed. Standing Committees constitute legislative bodies for the purposes of the Brown Act. Public members of the Water Conservation Commission shall be appointed for terms of two years. Public members of committees shall not receive confidential information of the District and shall not participate in closed meetings except upon advice from 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 seven (7) members of the public, or more as desired by the Board, from within the area served by the District, for terms of two years. The members of the Water Conservation Commission shall have the duties and responsibilities to:
 - (a.) Annually review and evaluate current and past water consumption for each service area, water conservation ordinances and policies and recommend changes to the Board in matters related to conservation and water usage by the customers of the District;
 - (b.) Review, evaluate and make recommendations, at least annually, to the Board concerning refinements/adjustments to the water conservation program, specifically conservation Best Management Practice implementation, outreach and educational programs, within and outside District service areas, the conservation budget, and overall District conservation resources;
 - (c.) Review and make recommendations to the Board on customer appeals to the District's Water Shortage Contingency Plan, Conservation Ordinance, and conservation provisions of the District Code;
 - (d.) Review, evaluate and make recommendations to the Board on equipment and technologies that promote water conservation;
 - (e.) Review periodic newsletters, Consumer Confidence Reports, and other conservation outreach activities and make recommendations to the Board for actions to inform the public about the District's conservation activities.
- (2.) Joint City-District Committee: The Board President or Vice President shall serve on this committee along with another Director. The duties and responsibilities of the Joint District - City Committee shall be:
 - (a.) Communicating with the City of Marina and maintaining a harmonious working relationship between the Board and the City officials and staff; and,
 - (b.) Reporting to the Board its findings and recommend appropriate action with respect to any inter-agency matters.
- (3.) Executive Committee: The Board President and Vice President shall serve on this committee. This committee shall meet on an as-needed-basis to discuss topics of a general nature with the 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.

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

- (a.) Provide ideas and recommendations to the Board regarding public information activities beyond the routine activities and reports required by law or existing District ordinances and policies;
- (b.) Receive periodic reports from staff and consultants regarding District public information activities; and
- (c.) Provide comments and recommendations to staff regarding draft public information products created by staff or consultants.

C. Ad Hoc Committees: An ad hoc committee is an advisory committee composed of less than a quorum of the Board. An ad hoc committee serves a limited or single purpose, is not perpetual, and will be dissolved once its specific task is completed, and whose meetings are not fixed by formal action of the Board. In accordance with Government Code Section 54952(b), ad hoc committees are not legislative bodies subject to the Brown Act. No staff or public members may be appointed to an ad hoc committee. The director or two directors comprising an ad hoc committee shall be appointed by the President of the Board. An ad hoc committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act on behalf of the Board and the District except such as specifically conferred by action of the Board.

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

E. 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. See also Section 16.G. The role of the negotiator does not directly replace, limit, or change the administrative and operational responsibilities of the General Manager and staff to meet with staff from other agencies and to prepare the analysis, documentation, draft agreements, and other administrative tasks necessary to support the current and/or future negotiations and to represent the District as it's General Manager in the process.

- F. **Attendance and Vacancies:** Any person serving on a standing or special committee must be prepared for and attend all committee meetings, unless excused for good reason. If a committee member fails to attend meetings of a committee and is not excused for good reason for two consecutive meetings, his or her position as a committee member shall be deemed vacant. In any committee, vacancies shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.
- G. **Absence from a Committee:** If a committee member's schedule in any given month precludes that director from attending a regularly scheduled committee meeting, that director will ask the alternate committee member to attend the meeting. If the alternate committee member cannot attend the regularly scheduled meeting, the two primary committee members will then select a special meeting date and time. If the two primary committee members' schedules cannot accommodate the scheduling of a special meeting date/time, the committee chair will contact the alternate committee member in an attempt to have two directors available for the meeting.
- H. **Referral to Committee:** Matters may be referred to any committee through the Chair of the committee by the Board, by any director, or by any other person. Each Committee Chair shall discuss each referred matter with the committee.

13. Communications

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

14. Code of Ethics

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

The Board of Directors is committed to providing excellence in legislative leadership that results in the provision of the highest quality services to its customers. 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 customers 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 the responsibility of 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 about 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 the action. Board approved committee members must take action in support of the Board's decision and not take action based on an individual view, position, or prior voting history on a matter, or any other reason in conflict with the Board's direction.
- H. Any concerns regarding a safety hazard should be reported to the General Manager at the earliest possible moment. Emergency situations should be dealt with immediately by seeking appropriate assistance.
- I. 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.
- J. When approached by an employee of the District concerning specific District management or operations, Board members should direct all inquiries to the General Manager.
- K. The work of the District is a team effort. All individuals should work together in a collaborative way, assisting each other in the conduct of the District's affairs.
- L. 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 itself 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.
- M. 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.
- N. The Board as a whole is responsible for setting goals and objectives for the District in part by doing periodic strategic planning. Each Director is responsible for monitoring the District's progress in attaining these goals and objectives.
- O. Harassment, in any form, will not be tolerated.
- P. Directors shall protect confidential information of the District, its officers, employees, and customers from unauthorized disclosure or dissemination.
- Q. Directors shall avoid and report conflicts of interest.

- R. 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.

15. Comments by Directors Concerning District Staff Members

Board members shall refrain from publicly censuring or criticizing members of the District staff. Such 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 publically revealing any information regarding specific District staff members that might be considered negative, slanderous, disrespectful or discriminatory.

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.
- 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;
 - (2.) Reviewing and preparing documents as requested by the Board in advance of meetings. The General Manager will request that Legal Counsel or Special Legal Counsel review and/or prepare notices, agendas, resolutions, ordinances, minutes, agreements, contracts and supporting materials pursuant to Water Code Section 30580;

- (3.) Attending each meeting of the Board, unless excused, in advance or during a meeting; and attending other meetings as authorized by the Board or directed by the General Manager; and,
 - (4.) Attending Board Committee meetings, upon request of the General Manager or the Board, as well as attending other business meetings of the District as requested by the Board.
- C. The Board of Directors shall appoint Special Legal Counsel to assist the Board and District when the Board determines that attorneys with specialized legal expertise are needed to represent or advise the Board and District staff. The legal services agreement with each Special Legal Counsel shall specify the scope of legal services to be provided.
 - D. The Legal Counsel and Special Legal Counsels report to the Board as a whole. However, the Legal Counsel is available to each individual director for consultation regarding legal matters particular to that individual director's participation in matters where the individual director may have a conflict of interest. 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, and (2) may not request a legal opinion of the Legal Counsel or any Special Counsel without the prior concurrence of the Board, except as such requests relate to questions regarding that individual director's participation in board decisions. The Legal Counsel and Special Legal Counsels shall be available to the General Manager and District staff to the extent authorized by the Board, or authorized by the General Manager pursuant to Water Code Section 30580, for consultation on applicable issues and activities within the scope of the applicable legal services agreement approved by the Board. The General Manager may approve legal work on urgent items that require legal action, wherein a Special meeting cannot be promptly scheduled, and then ratified at the next closed session by the Board, provided the costs incurred up to the Board closed session are less than \$3,000.
 - E. Legal Counsel and Special Legal Counsels shall report directly to the Board and General Manager all potential legal problems and liabilities they notice or discover during their employment by the District. If the subject of the potential legal problem or liability is a Director or the General Manager, then the report shall be made to other than that Director or General Manager.
 - F. Legal Counsel and Special Legal Counsels shall be available to answer questions from the Board during closed sessions. The General Manager shall copy all correspondences and communications to and from Legal Counsel and Special Counsels to the Board on all closed session items.
 - G. The President or the Board may appoint one or two directors to an Ad Hoc Committee for each legal case. The Board may grant limited authority to the Ad Hoc Committees to direct Legal Counsel and Special Legal Counsels. The limited authority will be assigned and described by the Board in a resolution when any such Ad Hoc Committee is created. The Ad Hoc Committee

shall report in closed session (if permitted) to the Board at the next Board meeting following any direction given by the Ad Hoc Committee to Legal Counsel and Special Legal Counsels and any other actions taken. See also Section 12.E.

- H. Legal Counsel and Special Legal Counsels shall 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 Counsel shall endeavor to do so within 72 hours of such events, rulings or decisions.
- I. Legal Counsel and Special Legal Counsels shall email the entire Board and the General Manager, if the General Manager is not subject of the case, copies of all briefs, dockets, applicable court calendars, motions and filings submitted to the Court and all documents and notices received from the Court and opposing parties.
- J. Legal Counsel and Special Legal Counsels shall only perform work that has been authorized by the Board, or by the General Manager pursuant to Water Code Section 30580.

17. Conduct of Business

- A. The Board of Directors shall comply with the Ralph M. Brown Act (Brown Act) that requires meetings of the Board of Directors to be open and public.
- B. Regular District Board meetings shall be held at the City of Marina's Council Chambers at 211 Hillcrest Avenue, Marina, CA, unless otherwise specified.
- C. The notice and agenda for each meeting of the Board or committees of the Board shall be posted at the District offices at 11 Reservation Road, Marina, CA, and the City of Marina offices at 211 Hillcrest Avenue, Marina, CA in accordance with the Brown Act.
- D. 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. No item on the final Board agenda can be deleted without the approval of both the Board President and Vice President. If there is not consensus on the items, the President shall have the final say. Emergency matters can be added to the agenda without advanced request or notice.
- E. The agenda and agenda package for regular board meetings will be distributed to the Board and made available to the public on Wednesday in advance of the Board meeting on Monday or Tuesday if Monday is a holiday. The General Manager shall include all copies of contracts, proposals, agreements, plans, specifications, exhibits, attachments, test results, investigation reports, etc. in the agenda packet for the Board to review and approve.
- F. The General Manager shall request District Legal Counsel and/or Special Legal Counsel to review all proposed contracts, agreements, employment agreements, etc. and approve them before including in the Board agenda package. All staff reports shall contain background information, previous Board actions, adopted goals and objectives, concerned issues, recommendations by staff, funding sources and available fund in the adopted bud-

get. If options were evaluated they should be included in the background, but not required for all staff reports.

- G. Teleconferencing may be used for any meeting if such request is made sufficiently in advance of the meeting to permit compliance with posting requirements under Government Code section 54953(b)(3). Agendas shall be posted at teleconference locations in a place most likely to be seen by the public and also at the specific area or areas where the meeting will be held.
- H. Any Board member may place a non-emergency item on the agenda by submitting it, in writing, to the General Manager, at least ten (10) days before the meeting, to provide enough time to include it in the agenda. Such requests shall explain the issue and provide a recommendation for Board action.

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 time to provide the requested additional information. Any Director may elect NOT to receive materials or documents requested by any other Director.

19. 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. 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 committee meeting. If a committee quorum is not present, the committee meeting can be adjourned to another time and the lack of a quorum will be reported to the Board.

20. Adjourned Meetings

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

21. Special Meetings

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

22. Parliamentary Procedure

- A. Rules of Order. The presiding officer shall preserve order and decorum and shall decide on questions of order, subject to appeal to the Board. District Legal Counsel shall advise the President as Parliamentarian. The Board shall use Rosenberg's Rules of Order and this Board procedures manual.
- B. Non-Roll Call Votes. Following any non-roll call vote, the President shall announce the results of the vote, including the vote or abstention of each director present unless the vote is unanimous.
- C. Roll Call Votes. After a motion has been made and duly seconded, any Board member may call for a roll call vote. Additionally, action on all District resolutions and ordinances and items that expend District funds shall be taken by a roll call vote.

23. Order of Business

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

- Call to Order
- Roll Call
- Public Comment on Closed Session Items
- Closed Session Items
- Reportable Actions Taken During Closed Session
- Pledge of Allegiance
- Oral Communications from the Public
- 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
- Adjournment

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;
 - (3.) Adopt a policy, rule or regulation to be enforced as a misdemeanor;
 - (4.) Relate to any other item of business which could be adopted as a resolution or motion which the Board determines to enact as an ordinance.
 - (5.) Each ordinance shall state whether it amends the District Code and, if so, which part or parts of the District Code the ordinance amends.
- B. Resolutions. The Board shall adopt as resolutions, any items of business presented to the Board and approved by the Board which:
 - (1.) Are required by law to be adopted by resolution;
 - (2.) Supersede or amend an item previously adopted by resolution;
 - (3.) Interpret any ordinance;
 - (4.) Establish or change a policy, rule or regulation which does not need to be enforced as an ordinance;
 - (5.) Adopt procedures for the Board, Officers or Staff to use in implementing any ordinance;
 - (6.) Make a determination (Determination of Exemption, Negative Declaration or Environmental Impact Report) under the California Environmental Quality Act;
 - (7.) Adopt or amend a budget;
 - (8.) Approve any written contract;
 - (9.) Approve the acquisition or disposition of real property;
 - (10.) Approve the acquisition of personal property with a value of \$5,000 or more;
 - (11.) Approve the disposition of personal property;
 - (12.) Adopt or amend any plan for the District;
 - (13.) Adopt or amend authorized positions for the District; and

(14.) Relate to any other item of business which could be adopted as a motion and which the Board determines to adopt as a resolution.

(15.) 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.

(4.) If the Board so directs in its motion, a motion shall become a rule and regulation of the District; however, most rules and regulations of the District should be adopted either by resolution or ordinance.

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

25. Procedure for Action Items

The Board shall act only by ordinance, resolution or motion. Except where action is taken by the unanimous vote of all directors present and voting, the ayes, noes, and abstentions shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes. Any member of the Board, including the President, can make a motion. Motions require a second. The President may vote on all motions unless disqualified or abstaining. The President shall not call for a vote on any motion until sufficient time has been allowed to permit any member of the Board to speak. Complex motions should generally be prepared in writing, and if it is necessary for the full understanding of the matter before the Board, the President shall restate the question prior to the vote. Common motions may be stated in abbreviated form, and will be put into complete form in the minutes. Until the President states the question, the maker of the motion may modify their motion or withdraw it completely. It shall be the procedure of the Board, when considering all action items, to:

(1.) Receive a staff report on the item from the General Manager or the responsible staff person;

(2.) Allow Board members to ask clarifying questions of staff, through the President;

(3.) Receive public comment of the item;

(4.) Seek a motion and a second on a proposed action for the item;

- (5.) Provide for Board discussion of the item; and
- (6.) Conclude discussion/debate and consider taking action on the item through an appropriate motion. See also Section 28.B below if there is an applicant at the meeting.

26. Closed Sessions

Closed sessions shall be agendaized and conducted in accordance with the Brown Act. The most common purpose of a closed session is to avoid revealing confidential information that may, in specified circumstances, prejudice the legal or negotiating position of the Board or compromise the privacy interests of employees. Directors have a fiduciary duty to protect the confidentiality of closed session discussions. The California Attorney General has issued an opinion that includes sanctions that could apply to a person who discloses closed session information. For more detailed information on closed sessions see the *California Attorney General's web site and publications*.

27. Orderly Discussion

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

28. Process for Public Comment

- A. The public will always be afforded the opportunity to be heard on any item not on the Board's agenda, at each meeting during the period provided for Public Comment. Unless otherwise authorized by a majority of the Board, speakers will be limited to four (4) minutes during Public Comment unless the majority of the Board authorizes a shorter or longer time limit depending upon the circumstances.
- B. For all items being considered by the Board on the agenda, after the staff presentation for any public hearing, action item, information item, or consent item, and after staff responds to any clarifying questions from Board members but prior to discussion by the Board, the President shall seek public input. If there is an applicant, the President shall first call upon the applicant to comment on the staff recommendation and to present additional information concerning the application. The President shall then ask for comments from the public. Unless otherwise authorized by a majority of the Board, speakers will be limited to four (4) minutes. The President may, in the interest of facilitating the business of the Board, and avoidance of repetition, limit the amount of time a person may use to address the Board. The President may close public comment at any time restricting further discussion to the Board level unless a majority of the Board wishes to hear from other persons. At the conclusion of the public comment, if there is an applicant, he/she shall be given the opportunity to respond to the comments received. All questions of staff from the public and Board members shall be addressed to the President. Staff responses to questions from the public shall ordinarily be made only after the public comment period has ended.

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 or special committee of the District. The matter shall be reported back to the Board at the next Board meeting by the General Manager, District Legal Counsel, Special Legal Counsel, or to any standing or special committee of the District on the status, responses, recommendations and/or plans to address the matter.

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. Minutes of Board and Board Committee Meetings

The minutes of meetings of the Board and of board committees shall be action minutes that will accurately reflect actions of the Board and the committees and the vote taken on such actions, and shall not be verbatim minutes of all matters discussed and comments made at Board or committee meetings. The minutes shall summarize the concerns and questions expressed by the public during public comment periods.

33. Notification of Absences of Directors

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

34. 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.

35. 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.

36. General Provisions

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

37. Gifts

Each Director shall comply with the Gift provision in the MCWD Employee Handbook. In addition, each Director shall comply with the limitations and restrictions on gifts, honoraria, travel, and loans as prescribed by the Political Reform Act (Gov. C. 81000 et seq.) and by the Fair Political Practices Commission (Title 2, CCR 18110 et seq.). If the MCWD Employee Handbook and the Political Reform Act/FPPC regulations conflict, the Director shall comply with the more restrictive requirement. The General Manager shall provide newly elected Director with the latest version of the Employee Handbook. Additionally, the General Manager shall provide all Directors with newly updated version of the Employee Handbook whenever it is updated.

38. Board Member Compensation

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

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

40. Payment of Bills

By approving the fiscal year District Budget, the Board of Directors approves the categories and types of goods and services (including public works) that will be acquired or used by the District for that fiscal year. The actual purchase of those goods and services will comply with the District Procurement Policy that has been approved by the Board of Directors.

41. 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. If a Director breaches any of the policies contained in Sections 5, 6, 8, 13, 14, 15, 16, 26, 38, and 40 the Board may, in addition to other consequences provided by law, publicly censure the offending Director and may as part of the censure take any or all of the following other actions, to be effective for a time determined by the Board:

- A. Remove the offending Director from committees and representative positions to which the Director has been appointed or designated by the Board or by the President,
- B. Prevent the offending Director from placing items on the agenda without the specific, advance authorization of the Board.

Appendix

Resolution No. 98-1 and Amendments