



# **BOARD OF DIRECTORS**

## **POLICY MANUAL**

### **2020**

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# TABLE OF CONTENTS

Mission Statement and Objectives of the Aromas Water District..... 3

10-00: The Board Of Directors; Powers, Duties And Functions ..... 4

20-00: Brown Act Compliance: Open Meeting Requirements..... 6

30-00: Conflict of Interest ..... 7

40-00: Board Actions and Decisions ..... 9

    40-03: A Quorum .....10

    40-04: Direction .....11

50-00: Types of Board Meetings ..... 12

60-00: Board Meeting Agenda ..... 13

    60-01: Agenda preparation.....13

    60-01: Agenda descriptions .....13

    60-02: Agenda posting.....13

    60-03: Agenda packet .....14

    60-04: Meeting Preparation .....14

    60-05: Public requests for Additions to the Agenda.....14

70-00: Board Meeting Conduct..... 15

    70-01: Attendance at Meetings .....15

    70-02: Agenda timing .....15

    70-03: Rules of order .....15

    70-04: Obtaining the Floor .....15

    70-05: Conduct of meetings .....16

    70-06: Motions .....16

    70-07: Secondary Motions.....16

    70-08: Oral Communication (Public Comment).....17

    70-09: Written Correspondence .....18

    70-10: Closed sessions .....18

    70-11: Items not on the agenda .....18

    70-12: Adjourned Meetings .....18

    70-13: Annual Organizational Meeting.....18

    70-14: Decorum .....19



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# BOARD OF DIRECTORS POLICY MANUAL

70-15: Disruption of meetings .....	19
70-16: Amendment of Rules of Order .....	19
80-00: Minutes of Board Meetings .....	20
90-00: Review of Administrative Decisions .....	21
100-00: Rules of Order for Conduct of Committees of the Board of Directors .....	22
100-01: Purpose and Scope .....	22
100-02: Ad-Hoc Committees .....	22
101-00: Duties of the Board President and Vice President .....	23
101-01: Presiding Officer .....	23
101-02: Duties Regarding Meetings .....	23
101-03: Responsibilities .....	23
102-00: Meeting Stipends .....	24
103-00: Training, Education and Conferences .....	25
103-01: Reimbursement .....	26
103-02: Annual Disclosure Of Reimbursements .....	26
104-00: Code of Ethics .....	27
104-01: Ethics Training .....	28
105-00: Personnel Policies .....	29
106-00: Election of Officers .....	31
106-01: Resignation And Vacancies .....	31
106-02: Inconsistent, Incompatible And Conflicting Employment Or Activities .....	32
106-03: Legal Liabilities Of Directors .....	32
106-04: Election of Officers (Internal) .....	32
107-00: Investment Policy .....	33



# MISSION STATEMENT AND OBJECTIVES OF THE AROMAS WATER DISTRICT

*The Aromas Water District is dedicated to providing a reliable supply of high-quality water.*

The mission of Aromas Water District (AWD) will be accomplished through the implementation of the following objectives:

## OBJECTIVE I: STAFFING

Provide an efficient and adequate staff of employees and consultants dedicated to the District mission and responsive to the Board that is provided with proper resources and compensation.

## OBJECTIVE II: COMMUNICATIONS

Establish and maintain an environment that encourages the open exchange of ideas and information between Board member, staff and the public that is positive, honest, concise, understandable, responsive and cost-efficient.

## OBJECTIVE III: EDUCATION

Develop and maintain a superior level of understanding and competence in the Board of Directors and staff and assure the District's awareness of the benefits of safe operations, proper claims procedures and District operations.

## 10-00: THE BOARD OF DIRECTORS; POWERS, DUTIES AND FUNCTIONS

### 10-01: ROLE OF INDIVIDUAL DIRECTORS

The Board of Directors is the governing body and final authority for the Aromas Water District (District). Directors are responsible for monitoring the District's progress in financing and attaining its goals and objectives, while pursuing its mission. Apart from normal functions as a part of this unit, individual Directors may not commit the District to any policy, act or expenditure unless duly authorized by the Board of Directors. Nor may an individual Director direct staff to perform specific duties unless duly authorized by the Board of Directors. Directors do not represent any factional segment of the constituency, but rather, are part of the body which represents and acts for the constituency as a whole.

- Each Director has the right to place an item on a subsequent Board of Directors Meeting agenda by submitting a request to the President of the Board or the General Manager. The deadline for submittal of an agenda item by a Director shall be the preceding Wednesday at 4:00 p.m. before the scheduled Board of Directors meeting date at the office of the Aromas Water District. Agenda item requests received after the submittal deadline for a specific meeting would be added, at the discretion of the President, to a subsequent regularly scheduled agenda.
- Directors will make every effort to attend assigned Board of Directors and Committee meetings; to prepare adequately for each such meeting; and, to observe the rules of decorum as set forth herein.
- Whenever an individual Director will be absent or late for a Board of Directors or Committee meeting, the Director shall notify the District staff at the earliest opportunity.
- When requesting information from staff, Directors shall contact the General Manager and not contact staff directly. When responding to constituent requests and concerns, Directors should reroute such inquiries to the General Manager.
- Each Director shall decide individually on what contact information will be released by District staff to the public. To accomplish this in an orderly and consistent manner, each Director shall provide the District with a completed and signed **Director Contact Authorization Form**. Directors shall be responsible for all updates and amendments to said Director Contact Authorization Form.

### 10-02: POWERS

- The Board of Directors is responsible for the establishment of policy and general control of the District. This broad authority shall be exercised in accordance with all applicable federal, state and local laws and regulations. The Board of Directors may execute any powers delegated by law to the District and shall discharge any duty imposed by law upon the District.
- The enabling codes, including inter alia, Sections 30,000 et. seq. of the California Water Code dealing with County Water Districts, established by the [California State Legislature](#) empowers the Board of Directors to have broad authority and flexibility in carrying out financial activities which meet its individual needs.



### **10-03: DUTIES**

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 or events whenever possible. In accordance with California Government Code § [1770](#). Duties include:

- Act at legal meetings.
- Establish written policies for District operation.
- Be responsible for all District finances by approving the fiscal budget and monitoring the budget spending.
- Set rates and use fees for District services.
- Hire and discharge the General Manager, Legal Counsel and Financial Auditor, and annually evaluate the General Manager. The Financial Auditor shall be reviewed on a triennial basis.
- Establish written policy on how the Board of Directors meetings are conducted.
- Develop a master plan for the District.
- Ratify committee appointments made by the President.
- Establish Director compensation.

### **10-04: FUNCTIONS**

The powers and duties of the Board of Directors include governing, executive and judicial functions. These relate to the Board's own operations as a governing body and to all functions of the District.

#### ***GOVERNANCE FUNCTIONS***

To fulfill its responsibility, the Board is committed to establishing policies to govern District activities. The Board of Directors shall consider and approve or disapprove matters submitted to it by a Director, Staff or the public. The Board of Directors shall prescribe rules for its own governance, which are consistent with its "enabling code" or by other Federal or State laws and regulations.

#### ***EXECUTIVE FUNCTIONS***

The Board of Directors is authorized to delegate any of its powers and duties to an officer or employee of the District. The Board of Directors, however, retains ultimate responsibility for the performance of those delegated powers or duties.

#### ***JUDICIAL FUNCTIONS***

The Board of Directors expects public complaints to be resolved at the lowest possible administrative level. Provided these activities are not in conflict with, inconsistent with, or preempted by law, the method of resolving public complaints is as follows:

1. The individual with a complaint will discuss it with the General Manager. If this individual registering the complaint is not satisfied with the disposition of the complaint by the General Manager, the complaint may be filed with the Board of Directors.
2. The Board of Directors may consider the matter at a subsequent regular meeting or call a special meeting. The Board of Directors will resolve the matter as expeditiously as possible.
3. This policy does not prohibit or intend to deter a member of the public from appearing before the Board of Directors to present a verbal complaint or statement regarding actions of the Board of Directors, District programs or services, or impending considerations of the Board of Directors.

## **20-00: BROWN ACT COMPLIANCE: OPEN MEETING REQUIREMENTS**

### ***THE BROWN ACT***

The Legislature adopted the Brown Act, commonly referred to as California's "Open Meetings Laws" in 1964. The Brown Act is contained in Government Code § [54950.5](#) et seq. The Brown Act is broadly construed, and compliance is constitutionally mandated.

The Ralph M. Brown Act provides for three different types of meetings; Regular, Special and Emergency. Accordingly, the District shall satisfy the appropriate notice requirement for each type of meeting and indicate the type of meeting on the notice.

### **20-01: COMPLIANCE WITH BROWN ACT**

All meetings of the Board of Directors shall comply with the Brown Act.

1. A member of the Board includes newly elected and appointed officials prior to assuming office.
2. All Board meetings shall be open and freely accessible to the public, including those with disabilities.
3. Meetings through the use of intermediaries, serial communications, or emails are prohibited.
4. The Board shall only take action during a properly noticed meeting.

### **20-02: COMMITTEES**

Standing Committees created by formal action of the Board shall comply with the Brown Act. Ad-Hoc committees do not need to conform to Brown Act noticing protocols.



## **30-00: CONFLICT OF INTEREST**

Pursuant to provision of California Government Code § [81,000](#) et. seq., commonly known as the [Political Reform Act](#), the District shall adopt and maintain a [Conflict of Interest Code](#). The Conflict of Interest Code and any amendments thereto shall be adopted by resolution of the Board of Directors.

California Government Code § [87100](#) states as follows: “No public official at any level of state or local government shall make, participate in making or in any way attempt to use his official position to influence a governmental decision in which he knows or has reason to know he has a financial interest.”

California Government Code § [87101](#), § [87103](#) and § [87103.5](#) provides explicit language explaining the nature of a “conflict of interest” and disclosure relating to Board responsibilities. Directors are required to be in compliance with all District, State and Federal requirements of the “Conflict of Interest Codes”.

The Board of Directors shall review the adopted Conflict of Interest Code on a biennial basis. At the Board of Directors meeting in September of each even-numbered year, or when practicable, the Board of Directors shall review its Conflict of Interest Code and, if amendments are needed, shall instruct the District Board Secretary to submit amendments to the relevant authority in accordance with applicable deadlines. If no amendments are needed, the Board of Directors shall submit a written statement saying that its Conflict of Interest Code is still accurate.

### **30-01: DISCLOSURE OF ECONOMIC INTERESTS**

- Directors who have a financial interest in a decision within the meaning of California Government Code § [87100](#) et seq. shall publicly identify in detail the economic interest that creates the conflict, recuse themselves from discussing and voting on the matter and leave the room until after the discussion, vote, and any other disposition of the matter is concluded.
- Identification shall occur following the announcement of the agenda item to be discussed or voted upon, but prior to commencement of either the discussion or vote.
- If the agenda item is to take place during a closed session, identification of the economic interest shall be made during the public meeting prior to the closed session but is limited to a declaration that the Director has a conflict of interest. The economic interest that is the basis for the conflict need not be disclosed.
- Directors are not required to leave the room for an agenda item on the [consent calendar](#) provided that the Director recuses him/herself and publicly discloses the economic interest as described above.
- Notwithstanding this section, when the conflict is a personal interest as defined by applicable Fair Political Practices Commission [regulations](#), a director may speak as a member of the general public during the time that the general public speaks on the issue, provided the Director has complied with the provision of this section regarding identification of the conflict, recuses his/herself from voting on the matter and, leaves the Board conference table to speak from the same area as the members of the general public. Directors disqualified pursuant to this section shall not be counted toward achieving a quorum while the item is being discussed.

### **30-02: LEGALLY REQUIRED PARTICIPATION**

The Political Reform Act does not prevent the Board of Directors from acting when it is legally required to do so. If too many Directors are disqualified pursuant to said Political Reform Act, that the Board of Directors cannot act, the Board of Directors may bring back sufficient disqualified Directors under the following conditions:

1. Disqualified Directors must disclose with “particularity” the economic interest that is the basis for the Conflict of Interest. The action of the Board of Directors must be a decision where no alternative method exists for it to be made.
2. Only the minimum number of Directors required to make a quorum of the Board of Directors shall be brought back.
3. Directors to be brought back shall be selected by a random method.
4. This legally required participation rule may not be invoked:
  - a) To break a tie or when a quorum of the Board of Directors can be convened who are not disqualified due to a Political Reform Act Conflict; or
  - b) When a qualified Director is absent.

In any event, the California Government Code Section 1090 prohibits all contracts between a public official and the entity on which he or she serves.

## **40-00: BOARD ACTIONS AND DECISIONS**

The Board of Directors shall act only at regular, special or emergency meetings, as directed by State Law and in compliance with the Ralph M Brown Act. Individual Directors shall have no power to act for the District, or the Board of Directors, or to direct District staff, except as authorized by the Board of Directors.

### **40-01: GOVERNING LAWS**

The Board of Directors shall comply with and shall be guided by applicable provisions of this Policy Manual, and the rules and regulations of the District as established by the motions, resolutions and ordinances enacted by the Board of Directors. Motions, resolutions and ordinances may be enacted by the Board in accordance with California Water Code § [30523](#).

Any of the within policies not required by law may be altered, amended, or repealed by a majority of the Board quorum at a duly authorized meeting. This Board of Directors Policy Manual shall be reviewed biennially by the Board of Directors.

### **40-02: ORDINANCES, RESOLUTIONS AND MOTIONS**

The Board of Directors 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. An ordinance does not require two readings at separate meetings unless otherwise prescribed by law. Unless otherwise provided by its own terms, all ordinances, resolutions and motions shall become effective upon adoption.

Any member of the Board of Directors, including the President, can make a motion. Motions do require a second. A motion dies for lack of 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 all members of the Board of Directors to speak. Complex motions should generally be prepared in writing and read aloud to the members of the Board of Directors at the time the motion is made. If a motion is not in writing, and if it is necessary for full understanding of the matter before the Board of Directors, 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 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 of the Board of Directors.

#### ***PARLIAMENTARY PROCEDURES AFFECTING MOTIONS***

After a motion has been made, the following motions can be applied to it:

- All motions can have the motion to withdraw applied to them.
- All debatable motions can have the motions to close debate and to limit debate applied to them.
- All motions that may be worded in more than one way, producing different results, can have the motion to amend applied to them.
- The main motion can have all the subsidiary and specific main motions applied to it.

Specific main motions can have no other motions applied to them, except that the motions to reconsider and to rescind may have the motions to close debate and to limit debate applied to them.

- Privileged and incidental motions can have no other motion applied to them, except that the motion to recess may be amended, and an appeal may have the motion to close debate and the motion to limit debate applied to it.



### ***ADOPTION OR REJECTION***

Actions by the Board of Directors include but are not limited to the following:

1. Adoption or rejection of regulations or policies
2. Adoption or rejection of a resolution
3. Adoption or rejection of an ordinance
4. Approval or rejection of any contract or expenditure
5. Approval or rejection of any proposal which commits District funds or facilities, including employment and dismissal of personnel
6. Approval or disapproval of matters that require or may require the District or its employees to take action and/or provide services

### ***ROUTINE BUSINESS***

Matters of routine business such as approval of the minutes and approval of minor matters may be expedited by assuming unanimous consent of the members of the Board of Directors and having the President state that without objection the matter will stand approved. Should any director object to such unanimous consent, the president shall then call for a [vote](#)<sup>[RB1]</sup>.

### ***ORDERLY DISCUSSION***

To promote discussion of the issues before the Board of Directors, each Director shall be recognized by the chair before speaking. Notwithstanding any provision of this Policy, however, each Director shall have a right to be heard within reason on any issue before the Board of Directors. Each Director may seek information or comment by the staff on any question.

## ***40-03: A QUORUM***

Action can only be taken by the three-vote majority of the five-member Board of Directors representing a quorum for the conduct of business.

Until a quorum is present, there can be no meeting of the Board of Directors. The presence of a minimum of three Board members is required to constitute a quorum of the five-member Board of Directors. No ordinance, resolution or motion shall be passed by the Board of Directors without a majority vote of the [Board](#)<sup>[RB2]</sup>. County Water District Boards cannot pass anything without at least 3 votes in favor. So, if the quorum is three people, then all have to agree to pass anything. "No ordinance, resolution, or motion shall be passed or become effective without the affirmative votes of at least a majority of the members of the board." Cal. Water Code § 30525. A member abstaining in a vote is considered as absent for that vote. A member abstaining due to a conflict of interest does not count towards a quorum.

- Example. If three of five Directors are present at a meeting, a quorum exists and business can be conducted unless the abstention is due to a conflict of interest. However, if one Director abstains on a particular action and the other two cast "aye" votes, no action is taken because a "majority of the Board" did not vote in favor of the action.
- Example. If an action is proposed requiring a two-thirds vote and two Directors abstain, the proposed action cannot be approved because four of the five Directors would have to vote in favor of the action.
- Example. If a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy, three Directors must vote in favor of the appointment for it to be approved. If two of the four Directors present abstain, the appointment is not approved.

### **ABSTENTIONS AND FAILURE TO VOTE**

Directors should not abstain from the Board's decision-making responsibilities unless a personal or financial conflict of interest exists. Directors abstaining due to a disqualifying conflict of interest will not be counted as part of a quorum and will be considered absent for the purposes of determining the outcome of a vote on the matter. Directors who fail to vote in the absence of a declared conflict of interest will be counted as part of a quorum and in effect consent that a majority of the quorum will determine the outcome of a vote on the matter.

### ***40-04: DIRECTION***

The Board may give directions that are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager.

1. The President shall determine, by consensus, a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested.
2. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager for review and recommendation, etc.).
3. Informal action by the Board is still Board action and shall only occur regarding matters that appear on the agenda for the Board meeting during which said informal action is taken.
4. Nothing in this policy prevents the Board from providing direction to the General Manager in response to public comments or under Board member or General Manager comments, as allowed under the Brown Act. No vote or action shall be taken.

## **50-00: TYPES OF BOARD MEETINGS**

### **50-01: REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held on the fourth Tuesday of each calendar month at 7:00pm in the District Conference Room located at 388 Blohm Ave, Aromas, CA 95004. The date, time and place of regular Board meetings may be reconsidered at such other time as the Board may determine due to a change in District needs and circumstances.

### **50-02: SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Board President or by a majority of the Board.

1. All Directors shall be notified of the special Board meeting and the purpose or purposes for which it is called. Notice of the meeting shall be in writing, received by them at least 24 hours prior to the meeting.
2. An agenda shall be prepared and posted at least 24 hours before the meeting, as specified in AWD Policy #40-02 and shall be delivered with the notice of the special meeting to the Board of Directors.
3. Notice of the meeting shall be provided to the local newspaper and any other media outlet or person who has requested to receive notices of meetings by serving a copy of the agenda at least 24 hours before the meeting.
4. Only those items of business listed in the call for the special meeting shall be considered by the Board at any special meeting.

### **50-03: EMERGENCY MEETINGS**

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the 24-hour notice requirement. An emergency situation means a crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the Board.

1. When possible, notice shall be provided to the media outlets by telephone at least one hour before the meeting.
2. Actions taken during an emergency meeting shall be by roll call vote.
3. The Board may meet in closed session if agreed to by a two-thirds vote of the members present, or if less than two thirds present, by unanimous vote.
4. Following an emergency meeting, the minutes of the meeting, a list of persons notified or attempted to be notified of the meeting, and actions taken must be posted for ten days in the District office.



## **60-00: BOARD MEETING AGENDA**

### ***60-01: AGENDA PREPARATION***

The General Manager, in cooperation with the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors in accordance with the Brown Act. Any Director may contact the General Manager and request an item to be placed on the agenda no later than 4:00 P.M. on the day that is 48 hours prior to the closing of the agenda for the next meeting date; the Wednesday before the Regular Board meeting.

The General Manager, in consultation with the Board President, shall be responsible for the preparation of a written agenda for each regular meeting and/or special meeting of the Board of Directors as those terms or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code § [54950](#) et seq.).

The General Manager, in consultation with the President, shall be responsible for the preparation of a written agenda for each regular meeting and/or special meeting of other “legislative bodies,” of the Aromas Water District as those terms or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code § [54950](#) et seq.). The District shall be responsible for the posting of the agenda for all meetings of the Board of Directors and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, in compliance with, and as authorized under the applicable provisions of the Ralph M. Brown Act.

### ***60-01: AGENDA DESCRIPTIONS***

All Board agendas shall include an unambiguous description of each item on the agenda to be discussed, including closed session items. The General Manager shall ensure that the description gives notice to the public of the essential nature of business to be considered.

### ***60-02: AGENDA POSTING***

Agendas for regular meetings shall be posted 72 hours in advance of the meeting and agendas for special meetings shall be posted 24 hours in advance of the meeting. The posting must occur in a place that is freely accessible to the public and on the District’s website. The internet posting shall occur on the District’s primary website homepage through a prominent, direct link to the current agenda. The agenda shall also be accessible in an open location by that date.

Posting of the agenda for all regular meetings of the Board of Directors, as defined within the meaning of the Ralph M. Brown Act, shall be in compliance with California Government Code § [54954.2](#). Posting of the agenda for all special meetings of the Board of Director and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, shall be in compliance with California Government Code § [54956](#). Posting of the agendas for all “emergency meetings” of the Board of Directors, as defined within the meaning of the Ralph M. Brown Act shall be in compliance with California Government Code § [54956.5\(b\)](#).



### ***60-03: AGENDA PACKET***

When distributing agenda packet and other materials to members of the Board of Directors, those materials should be provided to all members at the same time. Agenda packet, except for closed session materials, should also be made available to the public at the same time as made available to the Board.

A copy of the agenda for each regular meeting of the Board of Directors shall be forwarded to each Board member at least three days in advance of each regular meeting, together with copies of all applicable supporting documentation; minutes to be approved; staff reports; and other available documents pertinent to the meeting. Directors shall review agenda materials before each meeting. Individual Directors may confer directly with the General Manager to request additional information on the agenda items.

### ***60-04: MEETING PREPARATION***

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors.

Directors may request information from staff before meetings:

1. Requests by individual Directors for substantive information and/or research from District staff will be channeled through the General Manager.
2. The General Manager shall be responsible for providing the requested information and shall make all information equally available to all Directors.
3. If writings are distributed to a majority of the Board in connection with an agenda item, those writings shall be made available to the public in the manner required by law.

### ***60-05: PUBLIC REQUESTS FOR ADDITIONS TO THE AGENDA***

Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

1. The request must be in writing and be submitted to the General Manager [or other responsible managing employee] together with supporting documents and information, if any, at least seven business days prior to the date of the meeting.
2. The General Manager shall be the sole judge of whether the public request is or is not a "matter directly related to District business."
3. The General Manager shall determine the timing of when the item will be placed on the agenda.
4. The public member requesting the agenda item may appeal the General Manager's decision at the next regular meeting of the Board of Directors. Any Director may request that the item be placed on the agenda of the Board's next regular meeting.
5. No matter, which is legally a proper matter for consideration by the Board in closed session, will be added to an Open Session agenda under this policy.
6. The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting and may limit the time allowed for any one person to speak on the issue at the meeting.



## **70-00: BOARD MEETING CONDUCT**

### ***70-01: ATTENDANCE AT MEETINGS***

Members of the Board of Directors are expected to, and shall attend, all regular and special meetings of the Board unless there is good cause for absence. To be counted as present for any meeting, Board Members must be present for the duration of the meeting.

Good cause for absence, including late arrivals or early departures, includes temporary illness or other unavoidable circumstances of which the President of the Board is notified prior to the meeting. Good cause also includes Board authorized meeting absences such as attendance at a conference directly related to the functions and interests of the District or at the meeting of another public agency in order to participate in an official capacity.

A Board Member who will be absent for good cause may notify the President by email, telephone communication, or letter. The President shall notify the General Manager and the Board of all absences that are excused for good cause. The minutes shall indicate whether an absence was excused.

A vacancy shall occur if a Board Member is absent from three consecutive regular meetings without good cause, except as otherwise provided for by law or as authorized by the Board.

### ***70-02: AGENDA TIMING***

All Board meetings shall commence at the time stated on the agenda and shall be guided by same. The placement of an item on the agenda shall not be deemed a requirement that the items proceed in any particular order. The Board President, with concurrence of a majority of the Board, may alter the order in which agenda items shall be considered for discussion and/or action by the Board.

### ***70-03: RULES OF ORDER***

Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District.

Action items shall be brought before and considered by the Board by motion in accordance with this policy. These rules of order are intended to be informal and applied flexibly. The Board prefers a flexible form of meeting and, therefore, does not conduct its meetings under formalized rules - Robert's Rules of Order.

If a Director believes order is not being maintained or procedures are not adequate, then he/she should raise a point of order - not requiring a second - to the President. If the ruling of the President is not satisfactory to the Director, then it may be appealed to the Board. A majority of the Board will govern and determine the point of order.

### ***70-04: OBTAINING THE FLOOR***

Any Director desiring to speak should address the President and, upon recognition by the President, may address the subject under discussion.

### ***70-05: CONDUCT OF MEETINGS***

The following concepts shall be applied to Board meetings:

1. The meetings shall be conducted in an open and fair manner.
2. The public shall be given ample opportunity to participate in the meetings.
3. Due process principles shall apply to quasi-judicial proceedings, or as otherwise required by law.
4. The meetings shall proceed in a manner that enables the Board to consider problems to be solved and make wise decisions intended to solve the problems.
5. The Board may receive, consider and take any needed action with respect to reports of accomplishment of District operations.
6. Noticed public hearings shall be conducted in an orderly fashion, with the Board President establishing the order of the proceedings.
7. The Board may weigh and determine the credibility of evidence and public comment.

### ***70-06: MOTIONS***

Any Director, including the President, may make or second a motion. A motion shall be brought and considered as follows:

- A Director makes a motion; another Director seconds the motion; and the President states the motion.
- Once the motion has been stated by the President, it is open to discussion and debate. After the matter has been fully debated, and after the public in attendance has had an opportunity to comment, the President will call for the vote.
- If the public in attendance has had an opportunity to comment on the proposed action, any Director may move to immediately bring the question being debated to a vote, suspending any further debate. The motion must be made, seconded, and approved by a majority vote of the Board.

### ***70-07: SECONDARY MOTIONS***

Ordinarily, only one motion can be considered at a time and a motion must be disposed of before any other motions or business are considered. There are a few exceptions to this general rule, though, where a secondary motion concerning the main motion may be made and considered before voting on the main motion.

1. Motion to Amend: A main motion may be amended before it is voted on, either by the consent of the Directors who moved and seconded, or by a new motion and second.
2. Motion to Table: A main motion may be indefinitely tabled before it is voted on by motion made to table, which is then seconded and approved by a majority vote of the Board.
3. Motion to Postpone: A main motion may be postponed to a certain time by a motion to postpone, which is then seconded and approved by a majority vote of the Board.
4. Motion to Refer to Committee: A main motion may be referred to a Board committee for further study and recommendation by a motion to refer to committee, which is then seconded and approved by a majority vote of the Board.
5. Motion to Close Debate and Vote Immediately: As provided above, any Director may move to close debate and immediately vote on a main motion.
6. Motion to Adjourn: A meeting may be adjourned by motion made, seconded, and approved by a majority vote of the Board before voting on a main motion.

### **70-08: ORAL COMMUNICATION (PUBLIC COMMENT)**

The Oral Communications portion of the agenda is reserved for citizen communications on matters not otherwise on the agenda.

1. Any person may address the Board of Directors after obtaining recognition by the President or presiding officer.
  - a. For regular meetings the Board shall provide the public with an opportunity to address matters not on the agenda during a specified Public Comment section of the meeting.
  - b. The public may comment on any item on the agenda when that item is up for consideration.
  - c. For special meetings, the Board shall provide the public with an opportunity to address any item on the agenda.
2. All communications by interested citizens, whether during Oral Communications or other items on the agenda, shall be addressed to the Board of Directors as a single body, and not to individual Board members, staff or members of the audience.
3. Each person addressing the Board of Directors shall designate a subject matter and give his or her name, however, the Board may not require members of the public to give names or sign a register as a condition of attendance or speaking.
4. The Board may not prohibit public criticism, but shall control the order of the proceedings, including placing reasonable time limits on public comment.
  - a. Unless otherwise altered by the President or presiding officer three minutes may be allotted to each speaker and a maximum of twenty minutes to each subject matter.
  - b. The Board president may allow more or less time per speaker and per subject comment time when necessary for a full and fair proceeding.
5. No person, other than the Board of Directors and the person having the floor, shall be permitted to enter into the discussion, either directly or through a Director, without the permission of the President or presiding officer.
6. No member of the public shall approach the Board of Directors table while the Board is in session, unless granted permission by the President or presiding officer.
7. No disruptive conduct shall be permitted at any Board meeting:
  - a. Proper decorum must be observed by Directors, staff, speakers and the audience.
  - b. The President or presiding officer shall preserve order and decorum, discourage personal attacks, and confine debate to the question under discussion.
  - c. Persistence in disruptive conduct shall be grounds for summary termination, by the Board President, of that person's privilege of address.
  - d. The President or presiding officer, or a majority of the Board, may eject from a meeting any person who becomes disorderly, abusive, or disruptive, or who fails or refuses to obey a ruling of the President regarding a matter of order or procedure.
  - e. No cell phone operation or audible pager use is allowed in the Board of Directors chambers.

**70-09: WRITTEN CORRESPONDENCE**

The Written Correspondence portion of the agenda is established to act as a report of written materials received by the District as a whole but may also include items requested for inclusion by individual Directors or members of the public. Written Communications, which require no official actions by the Board of Directors, may be listed only by title and date received, and not be presented in its entirety. Written Correspondence not presented in its entirety will be maintained by the District for a period of two years in paper form - electronic is subject to Board policies for retention of documents.

**70-10: CLOSED SESSIONS**

The Board of Directors' meeting shall be open to the public, except when the Board is convened in Closed Session, as authorized under provisions of the Ralph M. Brown Act (California Government Code § [54950](#) et seq.).

The Board may conduct a closed session during a noticed meeting for certain matters, as identified on the agenda, where it is necessary to conduct business in private. Major reasons for permissible closed sessions, as authorized by the Brown Act, include real property transactions, labor negotiations, and pending litigation. The Board shall allow public comment on any closed session item before going into closed session. Except as required by law, all proceedings in Closed Sessions shall remain confidential.

**70-11: ITEMS NOT ON THE AGENDA**

The Board shall not discuss or take action on any item that does not appear on the posted agenda except that the Board may act on items not on the agenda to address emergency situations, subsequent need items, and hold-over items from a continued previous meeting held within the prior five days. Emergency items require a 4/5 of the Board finding that it is an emergency. The Board may also respond to public comments and make announcements.

**70-12: ADJOURNED MEETINGS**

A majority vote of the quorum of the Board of Directors may adjourn any Board meeting at any place in the agenda to a time and place specified in the order of adjournment, except that if no quorum is present or no Directors are present at any regular or adjourned regular meeting, the Board president or General Manager may declare the meeting adjourned to a stated time and place. Notice of the adjourned meeting shall be posted on or near the door of the meeting within 24 hours after the adjournment and the adjourned meeting shall be noticed in the same manner as a special meeting.

**70-13: ANNUAL ORGANIZATIONAL MEETING**

The Board of Directors shall hold an annual election at its regular meeting in December. At this meeting the Board will elect a President and Vice President from among its members to serve during the coming calendar year.

### **70-14: DECORUM**

The President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The President may eject any person or persons making personal, impertinent or slanderous remarks, refusing to abide by a request from the President, or otherwise disrupting the meeting or hearing.

1. Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.
2. Directors shall defer to the presiding officer for conduct of meetings of the Board but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board.
3. Directors may request for inclusion into the meeting minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a position on abstention or dissenting vote).

### **70-15: DISRUPTION OF MEETINGS**

The President may also declare a short recess during any meeting.

Willful disruption of any of the meetings of the Board of Directors shall not be permitted. If the President finds that there is willful disruption of any meeting of the Board, he/she may do the following:

1. Notify the disrupting parties to immediately stop the conduct and that they will be asked to leave the meeting if the behavior continues.
2. If the behavior continues after notice, order the disrupting parties out of the room and conduct the Board's business without them present.
3. In cases of extreme disruption, clear the room of all members of the public, and conduct the Board's business without them present.
4. Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be permitted to remain in the meeting.

### **70-16: AMENDMENT OF RULES OF ORDER**

By motion made, seconded and approved by a majority vote, the Board may, at its discretion and at any meeting: a) temporarily suspend these rules in whole or in part; b) amend these rules in whole or in part; or, c) both.

## 80-00: MINUTES OF BOARD MEETINGS

The Secretary of the Board of Directors shall keep minutes of all regular and special meetings of the Board.

1. Copies of a meeting's minutes shall be distributed to Directors as part of the information packet for the next regular meeting of the Board, at which time the Board will consider approving the minutes as presented or with modifications. Once approved by the Board, the official minutes shall be scanned and made available for public review.
2. Unless directed otherwise, an electronic recording of regular and special meetings of the Board of Directors will be made. The recording is backed up and stored on the District Server for a minimum of 60 days. Members of the public may inspect recordings of Board meetings without charge on a playback device that will be made available by the District.
3. Motions, resolutions or ordinances shall be recorded in the minutes as having passed or failed. The motion makers, and individual votes will be recorded. A unanimous vote shall be recorded as a vote in favor by each member.
4. All resolutions and ordinances adopted by the Board shall be numbered consecutively, starting new at the beginning of each calendar year.
5. In addition to other information that the Board may deem to be of importance, the following information (if relevant) shall be included in each meeting's minutes:
  - Date, place and type of each meeting;
  - Directors present and absent by name;
  - Administrative staff present by name;
  - Call to order;
  - Time and name of late arriving Directors;
  - Time and name of early departing Directors;
  - Names of Directors absent during any agenda item upon which action was taken;
  - Summary record of public comment regarding matters not on the agenda, including names of commentators;
  - Approval of the minutes or modified minutes of preceding meetings;
  - Summary record of staff reports;
  - Complete information as to each subject of the Board's deliberation;
  - Record of the vote of each Director on every action item for which the vote was not unanimous;
  - Resolutions and ordinances described as to their substantive content and sequential numbering;
  - Record of all contracts and agreements, and their amendment, approved by the Board;
  - Approval of the annual budget;
  - Approval of all polices, rules and/or regulations;
  - Approval of all dispositions of District assets;
  - Approval of all purchases of District assets;
  - Approval of financial reports;
  - Date and time of next meeting; and,
  - Time of meeting's adjournment.

## 90-00: REVIEW OF ADMINISTRATIVE DECISIONS

Code of Civil Procedure § [1094.6](#). The provisions of California Code of Civil Procedure § [1094.6](#) shall be applicable to judicial review of all administrative decisions of the Board of Directors pursuant to the provisions of § [1094.5](#) of said code. The provisions of § [1094.6](#) shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the District, affecting the subject matter of an appeal.

1. In accordance with § [1094.6](#), the time to seek judicial relief shall be 90 days following the date in which the Board's decision becomes final.
2. No person aggrieved by a Board decision shall be allowed to seek judicial relief unless they shall have first raised that issue before the Board and provided the Board with an opportunity to address the issue.
3. No person aggrieved by a Board decision shall be allowed to seek judicial relief unless they shall have first exhausted all available administrative remedies made available by the District.

### 90-01: APPLICABILITY

This policy affects those administrative decisions rendered by the Board of Directors following a proceeding at which notice and an opportunity to be heard has been provided.

### 90-02: PURPOSE

The purpose of this policy is to ensure efficient administration of the District, and the expeditious review of decisions rendered by the Board of Directors.

### 90-03: CLAIMS

Nothing in this policy shall be deemed to waive the claims filing requirements of the District when damages are being sought.



## **100-00: RULES OF ORDER FOR CONDUCT OF COMMITTEES OF THE BOARD OF DIRECTORS**

### ***100-01: PURPOSE AND SCOPE***

Assignment to a Committee may be made by the Board President, a majority vote of the Board, or on their own initiative. Committees may be appointed to review District functions, activities, and operations pertaining to their designated concerns, on an as needed basis, as specified below.

A committee of the Board of Directors may qualify as a “legislative body” as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code § [54950](#) et seq.). All meetings of subsidiary bodies and/or committees of the Board of Directors, which are defined as a “legislative body”, as that term or its successor terms are defined in the Ralph M. Brown Act, shall be open to the public, except when convened in Closed Session, as authorized under provisions of the Ralph M. Brown Act.

Unless authority to perform a duty is expressly delegated by the Board of Directors to a committee, committee motions and recommendations shall be advisory to the Board of Directors and shall not commit the District to any policy, act or expenditure. Nor may any committee direct staff to perform specific duties unless duly authorized by the Board of Directors.

### ***100-02: AD-HOC COMMITTEES***

The purpose of an Ad-Hoc Advisory Committee and the time allowed to accomplish that purpose shall be outlined at the time of appointment. A temporary advisory committee shall be considered dissolved when its purpose has been accomplished or when the timeframe for its existence has expired, whichever occurs first. Any recommendations from committees shall be submitted to the Board via a written or oral report.

1. An ad-hoc committee shall be comprised solely of members of the Board and shall consist of less than a majority of Board Members.
2. An ad-hoc committee may make recommendations to the Board. The Board may not delegate any decision-making power to a temporary advisory committee.
3. An ad-hoc committee shall meet on an as needed basis and shall not have a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board.



## **101-00: DUTIES OF THE BOARD PRESIDENT AND VICE PRESIDENT**

### ***101-01: PRESIDING OFFICER***

The President of the Board of Directors shall serve as the presiding officer at all Board meetings. In the absence, disability or resignation of the President, the Vice President of the Board of Directors shall serve as the presiding officer over all meetings of the Board. When the President disqualifies himself/herself from participating in an agenda item, the Vice-President shall perform the duties of the presiding officer. If the President and Vice President of the Board are both absent or disabled, the remaining members present shall select one of themselves to act as temporary presiding officer of the meeting.

The presiding officer shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions. The presiding officer may move, second, debate, and vote from the chair.

### ***101-02: DUTIES REGARDING MEETINGS***

The President shall preside over and conduct all meetings of the Board of Directors, shall carry out the resolution and orders of the Board of Directors, and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe including, but not limited to, the following:

- a) Call the meeting to order at the appointed time;
- b) Announce the business to come before the Board in its proper order;
- c) Enforce the Board's policies in relation to the order of business and the conduct of meetings;
- d) Recognize persons who desire to speak, and protect the speaker who has the floor from disturbance or interference;
- e) Explain what the effect of a motion would be if it is not clear to every member;
- f) Restrict discussion to the question when a motion is before the Board;
- g) Rule on parliamentary procedure;
- h) Put motions to a vote, and state clearly the results of the vote; and
- i) Preserve order and decorum.

### ***101-03: RESPONSIBILITIES***

Responsibilities of the President include, but are not limited to, the following:

- a) Sign all instruments, act, and carry out stated requirements and the will of the Board;
- b) Sign the minutes of the Board meeting following their approval;
- c) Appoint and disband all committees, subject to Board ratification;
- d) Call such meetings of the Board as he/she may deem necessary, giving notice as prescribed by law;
- e) Coordinate the preparation of meeting agendas with the General Manager;
- f) Confer with the General Manager or designee on crucial matters which may occur between Board of Directors meetings;
- g) Be responsible for the orderly conduct of all Board meetings;
- h) Be the spokesperson for the Board; and
- i) Perform other duties as authorized by the Board.



## 102-00: MEETING STIPENDS

Consistent with California Water Code § [30507](#), by resolution of the Board of Directors, the District has established a monthly stipend as defined herein and by subsequent Payroll Budget Reviews. Each Board Member, regardless of position, is to receive the monthly stipend for the mandatory attendance at the monthly meeting of the Aromas Water District Board of Directors. Attendance at additional meetings and duties are inclusive within the same stipend.

## **103-00: TRAINING, EDUCATION AND CONFERENCES**

Members of the Board of Directors are encouraged to attend educational conferences, seminars, trainings, and professional meetings when the purpose of any such activity is to improve District operation. There is no limit as to the number of Directors attending a particular activity when it is apparent that attendance is beneficial to the District, as long as a majority of the Board members do not discuss issues related to the District's business, which is a violation of the Ralph Brown Act. Directors shall not attend conference or training event when it is apparent that there is no significant benefit to the District. Directors shall not attend or engage in any tour or journey for pleasure at public expense (e.g. "junkets" or other such events that are not beneficial to the District).

It is the policy of the District to encourage Board development and excellence of performance by reimbursing actual expenses incurred for tuition, travel, lodging and meals as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District. Cash advances or use of District credit cards for these purposes is not permitted.

- Where necessary, the General Manager shall arrange for reimbursement to the Directors for conference tuition and registration expenses, and for per diem expenses. Per diem expenses, when appropriate, shall include meals, lodging, and travel. All expenses for which reimbursement is requested by Directors, or which are billed to the District by Directors, shall be submitted to the Accounts Clerk, together with appropriate receipts. All reimbursements shall be made in accordance with applicable State and federal law, including but not limited to Internal Revenue Service Guidelines.
- Attendance by Directors at seminars, workshops, courses, professional organization meetings, and conferences shall be approved by the Board of Directors prior to the District incurring any reimbursable costs.
- Expenses to the District for Board of Directors' training, education, and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations recommended by the General Manager, and by:
  - Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.
  - Directors traveling together whenever feasible and economically beneficial.
  - Requesting reservations sufficiently in advance, when possible, to obtain discounted air fares and hotel rates.

A Director shall not be reimbursed for expenses incurred at any educational conference, seminar, training, or professional meeting event if such event occurs after the District has announced that Director's pending resignation, or if such event occurs after an election in which it has been determined that the Director will not retain his or her seat on the Board.

Upon returning from educational conferences, seminars, trainings, and professional meetings where expenses are reimbursed by the District, Directors will either prepare a written or verbal report for presentation at the next regular meeting of the Board. Said report shall detail what was learned at the session(s) that will be of benefit to the District. Materials from the session(s) may be delivered to the District office to be included in the District library for the future use of other Directors and staff.



### **103-01: REIMBURSEMENT**

The purpose of this policy is to prescribe the manner in which members of the Aromas Water District Board of Directors may be reimbursed for expenditures related to approved District business without personal gain or loss. Directors may receive reimbursement for out of pocket expenses as established by resolution of the Board of Directors.

The District shall adhere to California Government Code [§ 53232 through § 53232.4](#) when dealing with issues of expenditure reimbursements for Directors. This policy shall apply to all members of the Board of Directors and is intended to result in no personal gain or loss to a Director.

- Directors are eligible to receive reimbursements for travel, meals, lodging, and other reasonable and necessary expenses associated with approved District business. Where possible, the District will pay expenses in advance for meals, lodging, travel, educational classes and other expenses consistent with the policies stated herein. No alcoholic beverages will be reimbursed. Reimbursement rates shall coincide with guidelines established herein, or rates set by Internal Revenue Service Publication 1542 or its successor publication(s), whichever are greater.
- If lodging is in connection with a prior approved event, such lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor. If the published group rate is unavailable, Directors shall be reimbursed for comparable lodging at government or IRS rates.
- If travel is in connection with a prior approved event, the most economical mode and class of transportation reasonably consistent with scheduling needs must be used, using the most direct and time-efficient route. Directors shall use government or group rates offered by the event provider of transportation when available. If the group rate is unavailable, Directors shall be reimbursed for comparable travel at government or IRS rates.
- Directors shall submit their requests for reimbursement on an expense report form approved by the General Manager. The reimbursement form shall include an explanation of the District-related purpose for the reimbursable expenditure(s). Receipts documenting all expenditures are required to be submitted in conjunction with the expense report form. Failure to submit necessary receipts will result in denial of the reimbursement claim. Expense reports shall be submitted within a reasonable time, and at no time more than fourteen calendar days after incurring the expense. The General Manager will review and approve or deny reimbursement requests.
- Any and all expenses that do not fall within the adopted travel reimbursement policy or the IRS reimbursable rates are required to be approved or denied by the Board of Directors in a public meeting prior to the expense(s) being incurred. Expenses that do not adhere to the adopted travel reimbursement policy or the IRS reimbursable rates, and that do not receive prior approval from the Board of Directors in a public meeting prior to the expense being incurred, shall not be eligible for reimbursement.
- Penalties for misuse of public resources or violating this policy may include, but are not limited to, the following: a) Restitution to the District; b) Civil penalties for misuse of public resources pursuant to Government Code [§ 8314](#); and (c) Prosecution for misuse of public resources, pursuant to [§ 424](#) of the Penal Code. It is against the law to falsify expense reports.

### **103-02: ANNUAL DISCLOSURE OF REIMBURSEMENTS**

The District shall disclose any reimbursements paid by the District of at least one hundred dollars (\$100.00) for each individual charge for services or products received, at the annual Financial Audit. The Board of Directors shall review reimbursement information for the preceding fiscal year (July 1 - June 30) in advance of the Financial Audit.

## **104-00: CODE OF ETHICS**

The District Board of Directors is committed to providing excellence in legislative leadership that results in providing the highest quality service to its customers. The Board of Directors is expected to maintain the highest ethical standards, to follow District policies and regulations, and to abide by all applicable local, state and federal laws. The Directors' conduct should reflect the integrity and goals of the District.

To assist in governing the behavior 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 customers should be the priority of the Board of Directors.
- d) The primary responsibility of the Board of Directors is to formulate and evaluate its policies, which affect the customers and/or the employees of Aromas Water District.
- e) Differing viewpoints are healthy in the decision-making process. Individual Directors have the right to disagree with ideas and opinions, though doing so in a respectful manner.
- f) Once the Board of Directors acts, Directors should commit themselves to supporting the action and not to creating barriers to the implementation of the action.

Directors should practice the following procedures:

- a) In seeking clarification on items, Directors may directly approach the General Manager to obtain information needed to supplement or enhance their knowledge and improve their legislative decision making.
- b) In handling complaints from residents and property owners of the District, any complaints and/or concerns should be referred to the General Manager and may be followed up by the entire Board of Directors.
- c) In handling items related to safety, concerns regarding safety hazards should be reported to the General Manager. Emergency situations should be dealt with immediately by taking appropriate action.
- d) In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finance, and programming, these concerns should be referred to the General Manager directly.

The work of the District is a team effort:

- a) All individuals should work together in a collaborative process, assisting each other in conducting the affairs of the District.
- b) Directors should develop a working relationship with the General Manager so current issues, concerns and District projects can be discussed comfortably and openly.
- c) Directors should function as a part of the whole; issues should be brought to the attention of the Board of Directors rather than to individual members selectively.
- d) When approached by District personnel concerning specific District policy, Directors should direct inquiries to the General Manager.
- e) When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a professional manner and route their questions through appropriate channels to the General Manager.
- f) Directors are responsible for monitoring the District's progress in attaining its goals in pursuit of its mission.

### **104-01: ETHICS TRAINING**

All Directors, designated staff, and members of all commissions, committees and other bodies that are subject to the Brown Act shall receive two hours of training in general ethics principles and ethics laws relevant to public service within one year of election or appointment to the board of directors and at least once every two years thereafter, pursuant to Government Code § [53234](#) et seq. as may be amended from time to time.

- a) All ethics training shall be provided by providers whose curricula have been approved by the California Attorney General and the Fair Political Practices Commission.
- b) Ethics training may consist of either a group training course or a set of self-study materials with tests, and may be taken at home, in person, or online.
- c) Attendees shall obtain proof of participation after completing the ethics training. Applicable costs for attending the training shall be reimbursed by the District.
  - a. The District shall maintain records indicating the name of the entity that provided the training and the dates ethics training was completed. Records shall be maintained for a period of at least five years after the date on which the training was received. These records are public records subject to disclosure under the [California Public Records Act](#).
- d) District staff shall provide the prospective attendees with information on available training that meets the requirements of this policy at least once every year.
- e) A single training course may be used to satisfy the obligation to receive training for multiple agencies or positions.



## **105-00: PERSONNEL POLICIES**

Aromas Water District is committed to the provision of an orderly, equitable and uniform personnel system. The Board of Directors by resolution shall establish written rules and regulations for the administration of the personnel system. Personnel system rules and regulations shall be reviewed at the Board of Directors meeting in December of each calendar year.

### **105-01: PREVENTION OF SEXUAL HARASSMENT**

The Aromas Water District is committed to creating and maintaining a work environment free of objectionable and disrespectful conduct and/or communication of a sexual nature and prohibits sexual harassment by all employees and the Board of Directors.

The Board of Directors, by resolution, shall establish a written policy relative to the prevention of sexual harassment. The District's prevention of sexual harassment policy shall be reviewed at the Board of Directors meeting in December of each calendar year.

Conduct which creates an intimidating, hostile or offensive work environment will not be tolerated. Verbal behavior, physical behavior, gestures and other non-verbal behavior which create said environment will not be tolerated.

Any employee or member of the public who feel that they have been or are being harassed by a Director is strongly encouraged to immediately report such incident to the General Manager without fear of reprisal, regardless of the outcome of the complaint. The General Manager shall assign the investigation of the alleged misconduct to an outside party such as an attorney or law firm experienced in such matters. The General Manager shall notify the President of the Board of Directors of alleged misconduct. Thereafter, the President, at the next meeting of the Board of Directors, shall report the facts and nature of the allegations to the entire Board of Directors. If the Director charged with sexual harassment is the President of the Board of Directors, the General Manager shall report the fact and nature of the allegation(s) to the entire Board of Directors at its next meeting. If an allegation of sexual harassment against a Director is investigated and found to be supported, the Board of Directors reserves the right to take such remedial action as is appropriate under all of the circumstances, including, if warranted, initiating an action for recall of the Director. The Directors agree that an accusation of sexual harassment against any one of them must be investigated. It is further agreed that such an investigation is not an invasion of their right of privacy.

To meet the requirements established by AB 1825, 2053 & 1661, each local official (Board Member) shall receive at least two hours of prevention of sexual harassment training and education within the first six months of taking office and every two years thereafter.

### **105-02: NON-DISCRIMINATION**

The District shall not unlawfully discriminate against qualified employees or job applicants on the basis of sex, race, color, religion, national origin, ancestry, marital status, sexual orientation, physical or mental disability, age or war veteran status.

Equal opportunity shall be provided to all qualified employees and applicants in every aspect of personnel policy and practice. The District shall not discriminate against physically or mentally disabled persons who, with reasonable accommodation, can perform the essential function of the job in question. All employees are expected to carry out their responsibilities in a manner that is free from discriminatory statements or conduct.



### **105-03: REASONABLE ACCOMMODATION-AMERICANS WITH DISABILITIES ACT**

Pursuant to the Americans with Disabilities Act, employers have a duty to reasonably accommodate employees and job applicants with known disabilities. This accommodation is not required for individuals who are not otherwise qualified for the job nor is accommodation generally required until the person with the disability requests it. The following optional regulation includes procedures recommended by the Equal Employment Opportunity Commission for use when determining what accommodation to make.

Requests for reasonable accommodation may first be considered informally by the Office Administrator. If an accommodation cannot be made at the sites because it would impose undue hardship or because of a lack of funds, the Office Administrator shall ask that the request is submitted in writing to the General Manager.

The Office Administrator shall provide the employee or applicant with any assistance he/she may need in order to submit this request. The duty to reasonably accommodate an individual with a disability is limited to those accommodations which do not impose an undue hardship upon the agency. Undue hardship is determined on a case-by-case basis and includes any action that is unduly costly, extensive, substantial, disruptive, or that fundamentally alters the nature or operation of the agency. The burden of proving undue hardship rests with the agency, and what may be an undue hardship for one agency may not be an undue hardship for another, depending on factors such as cost and agency size. Even if cost does pose an undue hardship, the disabled person should have the opportunity to pay for the portion of the cost that constitutes an undue hardship, or to personally provide the accommodation.



## **106-00: ELECTION OF OFFICERS**

### ***106-01: RESIGNATION AND VACANCIES***

A Director position vacancy will occur under the following circumstances, or as defined in Government Code § [1770, Article 2](#):

- 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.
- Board members who are absent from the Board of Directors meetings for more than three consecutive months without the permission of the majority of the Board of Directors, shall forfeit their position on the Board.
- Resignations by Directors shall be in writing, state the effective date and be submitted to the President of the Board of Directors and the Board Secretary. In the event the President of the Board of Directors resigns, the resignation shall be submitted to the Vice-President of the Board of Directors and the Board Secretary.

If such vacancy occurs, the Board of Directors will take action in accordance with California Government Code § [1780](#). In order to accomplish this in an orderly and consistent manner, when a vacancy of an elected Director occurs, the District Board of Directors, after discussion and consideration, shall, when deemed appropriate, instruct staff to:

- Place a public notice advising that a vacancy has occurred in accordance with applicable provisions of law; and
- Said notice shall advise prospective candidates of the steps to take to apply for appointment;
- The District's Board of Directors shall establish the closing date for the receipt of applications; and applicants shall submit the following, by the date specified in the notice:
  - an appropriate application provided by the District, and
  - a letter of interest, and
  - a resume that includes particular emphasis on the applicant's knowledge of special districts.
- Applicant(s) shall be interviewed at the next regularly scheduled meeting of the District's Board of Directors following the date of closure for applications. The Board shall make the appointment without undue delay but need not act at the same meeting.

***106-02: INCONSISTENT, INCOMPATIBLE AND CONFLICTING  
EMPLOYMENT OR ACTIVITIES***

Pursuant to the provision of the California Government Code § [1126](#), the Board of Directors of the Aromas Water District has determined that it would be inconsistent and incompatible for a Board member to be a paid employee of the District. Therefore, based on this decision, a member of the Board of Directors shall not be a paid District employee.

***106-03: LEGAL LIABILITIES OF DIRECTORS***

The District shall defend and indemnify Directors from any claim, liability or demand that arises out of a Directors' performance of his or her duties or responsibilities as a Director or Officer of the District.

***106-04: ELECTION OF OFFICERS (INTERNAL)***

The election of officers shall be held at the Board of Directors meeting in December of each calendar year. Officers will serve for a two-year term. Elections will conform to the applicable provisions of this Policy Manual. There shall be the following officers: a president and a vice-president, and three other Board members all of whom shall constitute the five members of the District Board of Directors.



## **107-00: INVESTMENT POLICY**

The District is committed to the establishment of formal policies relative to the prudent investment of the District's unexpended cash. The Board of Directors by resolution shall establish written guidelines for the investment of all Aromas Water District funds, or funds in the custody of the District, in a manner that conforms to all state and local statutes governing the investment of public funds. Guidelines shall provide for an optimal combination of safety, liquidity and yield. The District's Investment Policy, and any amendments thereto, shall be adopted by resolution of the Board of Directors.