

RESOLUTION NO. 18-017

OF BOARD OF DIRECTORS OF ALAMEDA COUNTY WATER DISTRICT
AMENDING BOARD RULES AND CODE OF CONDUCT REGARDING
ELECTRONIC COMMUNICATIONS

WHEREAS, the Board of Directors of the Alameda County Water District adopted Board Rules and Code of Conduct (Board Rules) to govern its proceedings pursuant to California Water Code Section 30530;

WHEREAS, the District's Board Rules addresses electronic communications;

WHEREAS, the Board desires to amend the section of the Board Rules regarding electronic communications to address a recent California Supreme Court decision that determined that electronic communications that relate to the public's business are subject to the California Public Records Act regardless of the type of account or device used in the preparation or transmission of the communications.

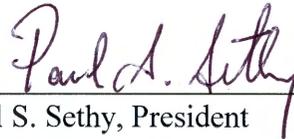
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Alameda County Water District that Section 6, Electronic Communications, of the Board Rules is amended to delete Section 6 in its entirety and replace it with the modified Section 6 that is attached to this Resolution.

PASSED AND ADOPTED this 8th day of March, 2018, by the following vote:

AYES: Directors Gunther, Akbari, Huang, Weed, and Sethy

NOES: None

ABSENT: None



Paul S. Sethy, President
Board of Directors
Alameda County Water District

ATTEST:



Gina Markou, District Secretary
Alameda County Water District
(Seal)

APPROVED AS TO FORM:



Patrick T. Miyaki, General Counsel
Alameda County Water District

Board Rules and Code of Conduct

Adopted August 11, 2016 – Board Resolution No. 16-056

Revised January 12, 2017 – Board Resolution No. 17-006

Revised March 8, 2018 – Board Resolution No. 18-017

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1. Introduction and Overview

- 1.1. The Alameda County Water District (District) was organized and exists under the County Water District law, which is found in CA Water Code Section 30000 *et seq.*
- 1.2. The Board of Directors (Board) of the District is required to establish rules for its proceedings (CA Water Code Section 30530).
- 1.3. The Board hereby adopts these Board Rules and Code of Conduct to assist the Board in being an effective governing body and policy maker and to govern its proceedings. This document includes both Board Rules, which are procedures that the Board must follow in order to comply with applicable laws, and a Code of Conduct, which are common practices to guide the Board in its interactions with the public, staff, and other Board members. The Board Rules and Code of Conduct together form the foundation for transparency, integrity, collegiality, order, and healthy debate. Several sections of this document include both Board Rules and the Code of Conduct because the legal procedures and conduct of the Board members are intertwined to encourage collaboration and respectful deliberation of issues in a fair, ethical, and objective way that reflects positively on the District. These Board Rules and Code of Conduct are intended to assist the Board in complying with the open meeting laws and government transparency requirements, such as the Ralph M. Brown Act (CA Government Code Sections 54950 *et seq.*).
- 1.4. These Board Rules and Code of Conduct also are intended to be complementary to all applicable laws and regulations. The Board shall comply with all applicable Federal, State and Local laws and regulations, and to the extent there is a conflict between these Board Rules and Code of Conduct and any applicable law or regulation, the law or regulation will take precedence over these Board Rules and Code of Conduct.
- 1.5. These Board Rules and Code of Conduct are designed solely to facilitate the handling by the Board of its own affairs. These Board Rules and Code of Conduct are not intended and shall not be construed, to create procedural or substantive rights in any person who is not a Board Member in the event an action is taken by the Board in a manner which may depart from or be inconsistent with these Board Rules and Code of Conduct.
- 1.6. The Board may modify or suspend these Board Rules and Code of Conduct through a majority vote of the Board.
- 1.7. While attempting not to be overly restrictive, these Board Rules and Code of Conduct establish expectations and practices to guide Board Members in their actions.

2. Roles and Responsibilities

2.1. Board of Directors

- 2.1.1. The Board is the legislative body that governs the District and is accountable to the people of the District through the following actions:

- Establish policies, procedures, and regulations for District operations.
 - Establish and oversee the District's finances and its budgets, programs, and performance.
 - Provide the resources needed by management and staff to carry out District policy.
 - Determine the mission of the District.
 - Approve and ensure the implementation of the District's strategic plan and vision.
 - Appoint and evaluate the General Manager, General Counsel, Treasurer, and Board Secretary (appointments and evaluations of the latter two positions are limited to the statutory duties prescribed by law for those offices).
- 2.1.2. Three individuals report to the Board: the General Manager, the Auditor, and General Counsel.
- 2.1.3. The Board retains power to accept, reject, amend, influence, or otherwise guide and direct staff actions, through its policies and actions taken by affirmative votes of at least a majority of the members of the Board (i.e., three Board Members, CA Water Code Section 30525).
- 2.1.4. The Board's connection to the operational aspects of the District is through the General Manager. Decisions or instructions of individual Board Members or committees (unless the Board delegates authority to a committee) are not binding on the General Manager, who can only take direction from the Board. The Board can only give direction to the General Manager and not to other District staff.
- 2.1.5. The Board establishes the General Manager's annual performance plan and typically evaluates the performance of the General Manager on an annual basis, but can do so more frequently if the situation warrants.

2.2. Board Officers

2.2.1. President

- 2.2.1.1. The Board shall elect a President from among its members by majority vote of the Board. The Board generally elects a President annually at the Regular Board Meeting each December.
- 2.2.1.2. The President of the Board shall preside at all meetings of the Board. The President is also the official head of the District for all ceremonial purposes.
- 2.2.1.3. The President shall have power to appoint Board Members to standing committees of the Board and to designate the chairperson of such committees. At least once a year, the President will review committee appointments and determine if there is a need or desire to change any of the appointments.
- 2.2.1.4. The President shall also have power to appoint Board Members to serve as the representative of the District to all positions and other groups and

organizations, except 1) appointments in which the law requires the action of the full Board, and 2) the Board determines that the District being represented on a group or organization by a Board Member are not in the overall best interest of the District.

- 2.2.1.5. The President, (unless unavailable, then the Vice President), shall sign all resolutions, contracts, and other documents which have been adopted by the Board and require an official signature, except when the General Manager has been authorized by Board action to sign documents.
 - 2.2.1.6. The President shall have such other powers and duties as shall be designated by the Board.
 - 2.2.1.7. The term of President shall commence at the close of the meeting when elected.
- 2.2.2. Vice President
- 2.2.2.1. The Board shall elect a Vice President from among its members by majority vote annually at the regular meeting of each December. The Vice President shall perform the duties of the President in the President's absence or incapacity and, in the case of a vacancy of the office of the President; the Vice President shall succeed to that office.
 - 2.2.2.2. If the President is unavailable, the Vice President shall sign all resolutions, contracts, and other documents which have been adopted by the Board and require an official signature, except when the General Manager has been authorized by Board action to sign documents.
 - 2.2.2.3. The term of Vice President shall commence at the close of the meeting when elected.
- 2.2.3. President Pro Tem and Vice President Pro Tem.
- 2.2.3.1. If both the serving President and Vice President will not continue in office as Board Members beyond the first Friday in December next following the general District election (held on the first Tuesday after the first Monday in November), then at a Regular or Special Board Meeting in November of that year, the Board shall elect, from among those members who will continue in office, a President Pro Tem and a Vice President Pro Tem, each of whom shall serve until the Regular Board Meeting in December, at which time the Board will elect its officers for a one-year term as provided above.
 - 2.2.3.2. If both the serving President and Vice President are absent from a Board Meeting, the Board Member that has served on the Board the longest will serve as acting President for the meeting.

2.3. Individual Board Members

- 2.3.1. Board Members, in the performance of their official duties and responsibilities, will comply with all applicable laws and regulations.
- 2.3.2. Board Members shall not discriminate against or harass any person on the basis of race, religious creed, color, age, marital status, national origin, ancestry, gender, gender identity, gender expression, sexual orientation, sex (including pregnancy, childbirth, breastfeeding, and/or related medical conditions, medical condition, physical or mental disability (including HIV and Aids), genetic information, military or veteran status, or any other basis protected by law.
- 2.3.3. Board Members will not grant any special consideration, treatment or advantage to any person or group beyond that which is available to every other person or group in similar circumstances.
- 2.3.4. Apart from his/her normal function as a part of the Board, each individual Board Member's roles and responsibilities are as follows:
 - Function only as one Board Member.
 - Have no individual authority (other than the duties of the President and Vice President as described elsewhere) to represent the Board.
 - Not commit, nor represent that they can commit, the District to any policy, act, or expenditure.
- 2.3.5. New Board Members
 - Board Members, including persons elected but who have not yet assumed office as Board Member, are required to comply with the provisions of the Brown Act (CA Government Code Section 54952.1).
 - New Board Members are provided orientations through the General Manager. Such orientations may include presentations from staff and General Counsel, tours of District facilities, and recommendations to attend conferences and other governance, financial, and water policy-related educational events as appropriate.
 - New Board Members should make arrangements with the Board Secretary to complete all required training as outlined in Section 16, Board Member Training Requirements.
- 2.3.6. Traits of Effective Board Members
 - 2.3.6.1. Board Members most effectively represent the District when doing the following:
 - The primary function of the Board is to establish policy. Accordingly, Board Members should be policy-oriented, avoid focusing too much on the day-to-day business details of the District, and allow staff to administer and manage the District, provided that such actions are consistent with the policies set by the Board.

- Represent all constituents of the District, considering the viewpoints of everyone as they conduct the District’s business.
- Consider and set short-term and long-term policies. Respect District policy, once decided.
- Attend Board and committee meetings to which they are appointed; if a Board Member cannot attend, he/she should promptly notify the General Manager and the Board Secretary.
- Respect and acknowledge decisions made by the Board.
- Ask the General Manager routine or clarifying questions ahead of the Board or committee meeting to allow time for staff to prepare helpful answers.
- Ask the General Manager or General Counsel for supplemental information in advance of a Board or committee meeting to avoid potential Brown Act or Conflict of Interest issues.
- Prepare for all meetings by reading Board and committee agenda packets in advance.
- Be a positive public face of the District.
- Be inquisitive.
- Be courageous about difficult topics and decisions.
- Clearly communicate positions and reasoning and do not leave colleagues and staff guessing.
- Think big picture.
- Manage conflict carefully and use civil discourse.
- Stay focused and efficient, using words carefully and concisely.
- Be creative and open-minded.
- Be respectful to each other, staff, representatives from other agencies, and the public.
- Work as a team.
- Be timely with attendance and communications.

2.4. General Manager

2.4.1. The General Manager is employed to serve at the pleasure and discretion of the Board as the chief executive of the District and, pursuant to CA Water Code Sections 30580 and 30581, and Board Resolution 11-049, is generally responsible for the following:

- Implement the decisions of the Board, while providing advice and consultation on the development of District programs and policies.
- Determine and execute administrative policies through subordinate managers.

- Supervise the operations and staffing of the District as prescribed by the Board.
 - Manage the administrative, financial, public information, planning, water resources, engineering, and operations and maintenance affairs of the District, including all administrative, executive, and ministerial powers not specifically reserved by law for the Board, Board Secretary or Treasurer.
 - Control and give direction to all employees and consultants.
 - Communicate Board policies and direction to staff.
 - Address employee performance issues, including hiring and terminating employees.
 - Coordinate the preparation of the agenda for Board Meetings.
 - The General Manager delegates many of these duties to other District staff. In doing so, the General Manager remains accountable to the Board.
 - Inform the Board promptly about urgent and significant issues and events impacting the District.
- 2.4.2. The General Manager shall not engage in any activity that is or may become a conflict of interest, prohibited contract, or which may create an incompatibility of office as defined under California law.

2.5. General Counsel

2.5.1. General

- 2.5.1.1. The Board appoints the General Counsel, who reports directly to the Board.
- 2.5.1.2. While the general practice of the District is for the Board to delegate day-to-day management authority to the General Manager, General Counsel (or, Special Counsel as defined below) represents the District, rather than any individual (i.e., General Counsel is not the attorney for any individual Board Member, District employee, or officer).
- 2.5.1.3. In determining whether information received or a request made from an individual Board Member involves an issue that is germane to the interests of the District, General Counsel may confer with the Board or the General Manager.
- 2.5.1.4. The General Counsel serves as the primary legal advisor, is responsible for day-to-day legal questions, and provides ongoing legal advice and opinions regarding the long-term interests of the District.
- 2.5.1.5. When necessary, the General Counsel represents the District in litigation matters and before administrative agencies and, in some instances, manages Special Counsel appointed for a particular matter.
- 2.5.1.6. The General Counsel should seek to practice preventative law in an effort to help the District recognize and manage risks in a timely and effective manner. Preventative law can limit the expenditure of District resources to

defend legal actions, reduce the frequency and severity of disputes, and help the District maintain a positive image in the community.

- 2.5.1.7. The District may, at the District's sole discretion and without approval or consultation with General Counsel, hire outside Special Counsel. The District may, but is not required to, seek General Counsel's assistance in determining whether to utilize outside Special Counsel, or in the selection process. The retention of Special Counsel may be necessary based on any number of factors, including 1) the need for highly specialized knowledge, 2) the provision of a defense by an insurer, 3) a desire to seek a second opinion, or 4) should a conflict of interest arise with the General Counsel on a particular matter.
- 2.5.2. Attorney Work-Product Doctrine and Maintaining the Confidentiality of Communications with General Counsel or Special Counsel (referred to as "Legal Counsel")
 - 2.5.2.1. Protecting both the attorney-client privilege and the attorney work-product doctrine, and maintaining confidentiality of communications between the District and legal counsel, are vital to ensuring the District's ability to confide freely with its attorneys.
 - 2.5.2.2. Whenever a Board Member communicates in writing with staff on a matter that involves a legal matter, appropriate Legal Counsel should be included in that correspondence.
 - 2.5.2.3. The Attorney Work-Product Doctrine protects the work of the Legal Counsel and includes the legal theories and strategies of Legal Counsel. Attorney work-product may be found in interviews, statements, memoranda, correspondence, briefs, mental impressions, personal beliefs, and countless other forms. The attorney work-product doctrine in some ways is broader than the attorney-client privilege in that it protects materials prepared by the attorney, whether or not disclosed to the client, and materials prepared by third parties for Legal Counsel.
 - 2.5.2.4. Whenever a Board Member receives a work-product from Legal Counsel, that work-product must not be transmitted to any third party. The Board Member shall also take great care in managing that document, keeping it only as long as needed and destroying or returning copies to the District or Legal Counsel. There is a particular risk of a breach of confidentiality when a Board Member maintains material distributed in a closed session.
 - 2.5.2.5. When an individual Board Member requests or receives advice from Legal Counsel, that advice is provided to the Board Member in his/her official capacity and the advice is subject to disclosure to the entire Board.
 - 2.5.2.6. Information and advice provided to Board Members during a closed session is generally confidential and may also be privileged. A Board Member may

inadvertently waive the attorney-client privilege by discussing closed session matters with third parties. Board Members and others present at a closed session may not disclose confidential information obtained from being present in a closed session, unless the Board authorizes the disclosure of the confidential information (CA Government Code Section 54963).

2.6. Board Secretary

- 2.6.1. Pursuant to CA Government Code Section 30540, the Board shall appoint a Board Secretary. The District Secretary generally will serve as the Board Secretary, and the duties the District Secretary provides as the Board Secretary will be factored into the job description and compensation of the District Secretary. The District Secretary serves as the Board Secretary at the sole discretion of the Board. However, the District Secretary position reports directly to the General Manager.
- 2.6.2. The Board Secretary shall countersign on contracts on behalf of the District (CA Government Code Section 30579).
- 2.6.3. The Board Secretary keeps a record of all the proceedings held at meetings of the Board.
- 2.6.4. Board meeting minutes are prepared by the Board Secretary and presented to the Board for approval, typically at the next regularly scheduled Board meeting, or within 30 days, whichever is greater.

3. Support Provided to the Board for District-Related Business

3.1. Clerical Support

- 3.1.1. General administrative support to Board Members is provided through the General Manager and District Secretary's office. Secretarial services including scheduling of conferences, events, or other meetings, receipt of telephone messages, preparing documents, processing for expense reimbursement and Board Member compensation for District-related matters, are available through the District Secretary.
- 3.1.2. The District Secretary will track and keep Board Members informed about legally-required form submittal and training requirements.

3.2. Office Equipment/Supplies

- 3.2.1. Board Members are authorized to use District printing and reproduction facilities, stationery, postage, and other similar services and supplies provided that the use is for District purposes. The use should not interfere with the performance of duties by the District's employees. Equipment purchase requests should be made through

the District Secretary's office. Upon leaving office, all such equipment must be returned to the District.

3.3. Mail, Deliveries

- 3.3.1. Board Members receive mail and other materials from the public and the General Manager. The District Secretary maintains mailboxes for each Board Member for pick-up at the District. The District Secretary may also transmit such information electronically via e-mail to each Board Member, as appropriate.
- 3.3.2. When a Board Member receives outside correspondence that requires action, the District Secretary will transmit the correspondence to the Board Member addressed. Staff will respond on behalf of the Board Member. A copy of the response will be forwarded to all Board Members. If a Board Member wishes to review a draft of the response or personally sign the response, he/she should contact the General Manager as soon as possible after receiving the correspondence.
- 3.3.3. The District Secretary generally sends Board and Committee meeting materials electronically to Board Members at least 72-hours prior to Regular Board Meetings.
- 3.3.4. The District Secretary generally sends Board meeting materials electronically to Board Members at least 24-hours prior to Special Board Meetings.

3.4. Vehicles

- 3.4.1. District-Owned Vehicles
 - 3.4.1.1. Board Members may use a District vehicle for activities, events, and meetings that are considered service rendered at the request of the Board or eligible for compensation or expense reimbursement in accordance with the Board-adopted compensation and expense reimbursement policies. Prior arrangements for vehicles shall be made through the District Secretary.
 - 3.4.1.2. Board Members shall operate District vehicles in accordance with all safety and legal requirements of the City, State and/or any other jurisdiction in which they are operated. Only Board Members conducting District business are to drive District vehicles.
 - 3.4.1.3. Use of District vehicles for other than District business is prohibited. District vehicles may not be used to transport unauthorized non-District materials or equipment.
 - 3.4.1.4. The use of tobacco products is prohibited in all District vehicles.
 - 3.4.1.5. Board Members shall provide a current driver's license valid in California and notify the District Secretary of any change(s) in the status of his/her driver's license.

- 3.4.1.6. Board Members shall notify the District Secretary or the General Manager as soon as possible in the event of a breakdown or collision.
- 3.4.1.7. Board Members must comply with applicable District-required training requirements (e.g., defensive driving) to operate District-Owned vehicles.
- 3.4.2. Private Vehicles
 - 3.4.2.1. Board Members may use a private vehicle for activities, events, and meetings that are considered service rendered at the request of the Board or eligible for compensation or expense reimbursement in accordance with the Board-adopted compensation and expense reimbursement policies.
- 3.4.3. Personal Liability
 - 3.4.3.1. Board Members may be held personally liable when they are acting outside the course and scope of their role and function as Board Members, and cause damage to other persons and/or their property while driving a District vehicle.
 - 3.4.3.2. A Board Member may be held personally liable for personal injury and/or property damage which results from the Board Member's negligence while driving his/her privately-owned vehicle for service rendered at the request of the Board or eligible for compensation or expense reimbursement in accordance with the Board-adopted compensation and expense reimbursement policies. In such case, the Board will determine whether it is appropriate to make a claim against the employee's insurer.

4. Board/Staff Communications

4.1. General

- 4.1.1. The District's success in efficiently accomplishing its mission is partly due to the direct and regular access the General Manager has to Board Members. This helps in that decisions are made in real time, with minimal re-work. However, even with the real-time communication that occurs at committee and Board meetings, there are times when a Board Member needs additional information from the General Manager.
- 4.1.2. The following guidelines will enable a Board Member to quickly and efficiently get information without disrupting staff's routine work:
 - 4.1.2.1. Individual Board Members should always start with the General Manager, as he/she can obtain an answer or get the right person involved in the discussion, as needed. If the General Manager is unreachable, Board

Members should contact one of the Department Heads. Generally, individual Board Members should refrain from making requests to staff other than the General Manager, Department Heads, the District Secretary, or the Human Resources/Risk Manager.

- 4.1.2.2. District staff will strive to respond in a timely and professional manner to all requests made by individual Board Members for information or assistance, provided that, in the judgment of the General Manager, the request is not of a magnitude, either in terms of workload or policy, which would require that it would be more appropriately assigned to staff through the direction of the full Board.
- 4.1.2.3. The District Secretary can assist with administrative matters (e.g. scheduling, expense reports, requirements such as Fair Political Practices Commission forms, and travel arrangements).
- 4.1.2.4. The District's Human Resources/Risk Manager can assist with issues dealing with a Board Member's medical or other similar benefits.
- 4.1.2.5. When discussing a matter with staff, Board Members should adhere to the following principles:
 - Board Members should request information judiciously and copy the General Manager on all such requests. The District is a public agency and there is very little information of which Board Members are restricted. However, Board Members should take care not to burden staff with requests for information.
 - Board Members may request the General Manager to designate staff to assist a Board Member to prepare for meetings when representing the District.
 - Board Members should not make assignments. Because staff strives to be responsive to each Director, it is easy for staff to interpret a simple question or comment from a Board Member as direction to undertake some project, research, or investigation, creating the risk that important priorities and assignments are not completed on time or that the District does not fulfill commitments made to others (very often customers).
 - Board Members should receive information as work in progress and be cautious with the use of information. What is heard from staff may not be what the General Manager ultimately recommends.
 - Board Members should inform the General Manager if disappointed by any response.
- 4.1.2.6. If a Board Member is contacted by staff or the public regarding an issue or concern, the Board Member should consider informing the Board President, the General Manager and/or General Counsel as appropriate, depending on the nature and potential sensitivity of the information conveyed.

4.2. Board Guidelines for Dealing with Staff Performance

- 4.2.1. If a Board Member should encounter or become aware of a situation where a staff member may not be performing his/her duties in an appropriate manner, the Board Member should bring this to the attention of the General Manager.
- 4.2.2. Ultimately, the General Manager is responsible for addressing all staff performance issues, including hiring, disciplining, and terminating employees (CA Water Code Section 30580).
- 4.2.3. If a Board Member is concerned about the performance of the General Manager, he/she may request a public employee performance evaluation closed session item to be added to a Board meeting agenda, consistent with Section 8.1.1, of these Board Rules and Code of Conduct, and as allowed under CA Government Code 54957.

4.3. Confidentiality

- 4.3.1. The District's General Counsel or General Manager should be contacted concerning any questions about whether a communication is confidential.
- 4.3.2. Board Members may occasionally receive confidential information from staff/General Counsel. Some examples of confidential information include: memos from Staff, General Counsel, or Special Counsel containing legal opinions, information relating to litigation or potential litigation, and other attorney- client privileged communication, internal investigations, information relating to labor negotiations, or information relating to confidential real estate negotiations.
- 4.3.3. Confidential information should not be sent or forwarded to individuals or entities not authorized to receive that information and should not be sent or forwarded to District employees not authorized to view such information.
- 4.3.4. For any of the above-described communications, staff or General Counsel will identify the communication as containing confidential information in a conspicuous manner.
- 4.3.5. Reference is made to Section 6, Electronic Communications. Board Members shall exercise caution in sending confidential information electronically as compared to written memoranda, letters, or phone calls, because of the ease with which Electronic Communications may be transmitted to others not authorized to receive such information.

5. Board/Public Communications

5.1. General

- 5.1.1. Individual Board Members have no authority and should not make any promises on behalf of the Board or the District. Only the Board can commit the District to an action or a policy.
- 5.1.2. Board Members should be aware of how various forms of communication affect how messages are received: formal versus informal, written versus verbal, in-person versus over the phone versus electronic. Strive to use each form at the appropriate time.
- 5.1.3. Board Members should confer with the General Manager if in doubt about a District policy or other facts - staff strives to be available to assist Board Members.

5.2. Communicating with the Public

- 5.2.1. A Board Member can always communicate with District constituents.
- 5.2.2. Board Members should inform the General Manager about concerns from constituents. Many times the concern can be handled administratively or is already a work in progress.

5.3. Communication with Other Agencies as a Representative of the District

- 5.3.1. Board Members may attend meetings of other public agencies.
- 5.3.2. If a Board Member is speaking for the District at another agency's public meeting, he/she should always clearly state that what he/she is saying has been approved by the Board and not deviate from the message and/or position.
- 5.3.3. Board Members should be clear when the Board has no position on an issue.
- 5.3.4. Board Members should be positive and cooperative in comments and attitudes about people and other agencies (particularly in public) and communicate in a way that builds positive relationships.
- 5.3.5. Board Members should work on building and improving positive relationships and mending previously strained relationships.
- 5.3.6. Board Members should learn about and understand the interests and needs of the other agencies.

5.4. Communication with Other Agencies as a Private Individual

- 5.4.1. If a Board Member is speaking as an individual at a public meeting or gathering, the following should be made clear: 1) the Board Member is speaking an

individual, not as a Board Member of the Alameda County Water District and 2) the Board Member's comments are his/her own and do not necessarily reflect ACWD, its Board, or its employees.

- 5.4.2. Board Members should keep in mind that even when he/she is speaking as a private individual, the audience could nevertheless hear comments in light of the Board Member's position on the Board of the District.
- 5.4.3. Avoid personal statements that might be interpreted as District policy.
- 5.4.4. Respect Board-adopted District policy and identify when personal opinions deviate from the Board majority.

5.5. Communication with the Media

- 5.5.1. Board Members should forward Media inquiries to the General Manager, or Board Members should confer with the General Manager prior to speaking with the media to ensure that he/she is fully briefed on the facts associated with the topic.
- 5.5.2. Board Members may ask the General Manager to prepare talking points for responding to or addressing the media so as to convey consistent messages.
- 5.5.3. Board Members should respect adopted Board policies and decisions even when in the minority and clarify when his/her view is a personal opinion.
- 5.5.4. In the event a Board Member communicates with the media, he/she should inform the General Manager as soon as possible.

5.6. Communication when Appointed to Other Groups and Organizations

- 5.6.1. When serving on other groups and organizations, such as a Joint Powers Authority Board, a Board Member's role is different because he/she is also serving on an independent agency, association, or body.
- 5.6.2. Board Members serving on an independent agency, association, or body should keep the Board informed of issues and activities that may impact the District's interests.
- 5.6.3. The President shall make appointments for District representatives to other agencies, associations, or organizations, except when the Board is required to make the appointment by statute or the other organization's governing documents.
- 5.6.4. The Board may terminate the appointment of the District's representative to other agencies, associations, or organizations, except when the termination of the appointment is specified differently by statute or the other organization's governing documents.
- 5.6.5. If the District Board has discussed a matter and arrived at a decision, the District Board Member should strive to represent the District's policies and positions.

- 5.6.6. Specific concerns over what may be discussed with the District Board (e.g., other groups and organizations' Closed Session topics) should be addressed with the other organization's legal counsel or General Counsel.
- 5.6.7. The General Manager may schedule briefings with Board Members representing the District appointed to other groups or organizations.

5.7. Communication in Writing as an Individual Board Member related to District Business

- 5.7.1. Board Members may send correspondence stating their personal views related to District Business (and may use their title as a Board Member).
- 5.7.2. Such correspondence should clearly state that the statements are the view of the sending Board Member and not the official position of the District. The sending Board Member should convey a copy of such correspondence to the General Manager and/or Board Secretary who shall circulate it to the other Board Members for their information.
- 5.7.3. When corresponding as an individual, the Board Member may not use District letterhead, the District logo or seal or any functional electronic equivalent thereof.

5.8. Communication in Writing as a Representative of the Board

- 5.8.1. Board Members may send correspondence stating the Board's views related to District Business (and may use their title as a Board Member). Typically, the Board President or Vice President will represent the Board's views in such written communications.
- 5.8.2. Board Members representing the Board should request the General Manager to review and provide input on any written communications representing the Board.
- 5.8.3. The General Manager or Board Secretary will circulate such written communication to the other Board Members for their information.
- 5.8.4. When representing the Board, the Board Member may use District letterhead, the District logo or seal or any functional electronic equivalent thereof.

5.9. Corresponding as an Individual Board Member Unrelated to District Business

- 5.9.1. Board Members may send correspondence to other public agencies if the correspondence states that it is being sent by the Board Member as a private citizen and represents their personal views on a public matter that is not related to District business. While not required, the Board Member is encouraged to inform the General Manager and/or Board Secretary.
- 5.9.2. When corresponding as an individual unrelated to District business, or when campaigning for a position on the Board of Directors, the Board Member may not

use District letterhead, the District logo or seal or any functional electronic equivalent thereof, and may not use any District resources.

6. Electronic Communications

6.1. Definitions

- 6.1.1. District Accounts are accounts managed by the District, such as an e-mail account ending in “@acwd.com,” that the District maintains and can search and retrieve records that are responsive to a Public Records Act request or other inquiry.
- 6.1.2. Electronic Communication Devices are devices designed to electronically process, transmit, or store information including but not limited to computers, laptop and tablet PCs, and mobile phones. Board Members are provided with District Accounts for e-mail and may be provided with Electronic Communication Devices (District Issued Devices) including tablet computers and mobile phones for conducting District business. Electronic Communication Devices provided to Board Members by the District are District resources.
- 6.1.3. Electronic Communications are messages, documents, or other writings, images, files or data which may be produced and/or transmitted electronically using Electronic Communication Devices and/or accounts. Electronic Communications include e-mail, text messaging, instant messaging, use of social media, blog and chat posts, and electronic transmission of files and documents.

6.2. Prohibitions and Restrictions

- 6.2.1. All use of the Internet and electronic mail must be in compliance with applicable statutes, regulations, and District policies including, but not limited to, prohibiting sexual and general harassment. The following actions are expressly prohibited:
 - Making illegal, threatening, obscene, or harassing statements or distributing material including disparagement of others based upon their race, color, national origin, ancestry, marital status, sex (including pregnancy, childbirth, breast feeding and/or related medical conditions), sexual orientation, age, medical condition, physical or mental disability (including HIV and AIDS), genetic information, gender, gender identity, gender expression, military or veteran status, religious creed, or any other basis protected by law.
 - Installing software not owned or approved by the District on any District Issued Device. Board Members should receive prior approval from the General Manager, District Secretary or designee prior to installing any non-District owned software on a District Issued Device.
 - Requesting, receiving, or downloading illegal software.

- Operating a business for personal gain, sending chain letters, gambling or wagering, soliciting money for religious/political causes, and commercial communications.
- Disseminating, printing, or using any copyrighted material in violation of copyright laws.

6.3. Electronic Communications and the Public Records Act

- 6.3.1. All Electronic Communications to and from a Board Member which are related to District business, could be considered a public record (even those from personal e-mail or personal devices) and may be subject to disclosure under the Public Records Act to the same extent as traditional written materials.
- 6.3.2. All Electronic Communications which are related to District business should be sent to and from a District Account using a District Issued Device to the greatest extent possible. If that is not possible at certain times, then all such communications should be promptly copied or forwarded to a District Account so that all Electronic Communications related to District business are located on a District server and can be searched and located in response to requests made under the Public Records Act.
- 6.3.3. Board Members are responsible for locating and furnishing records in their possession which are related to District business regardless as to whether such records are located on the Board Members' own personal devices and accounts or District Issued Devices and District Accounts. When necessary in order to respond to a request made under the Public Records Act, the General Manager, District Secretary or designee will request that Board Member(s) furnish the requested records and/or surrender their District Issued Devices so that responsive records may be collected. Board Member(s) shall provide such records in accordance with the timeline requirements of the Public Records Act as determined by the General Manager, District Secretary or designee, or General Counsel.
- 6.3.4. When necessary, the General Manager, District Secretary or designee, with assistance from General Counsel as appropriate, shall provide specific guidance to Board Member(s) regarding what records should be considered responsive to the request.
- 6.3.5. As a general rule, when receiving a Public Records Act request, the District will not presume that the request includes records sent to or from Board Members' personal devices or personal accounts.

6.4. Security

6.4.1. Passwords

- 6.4.1.1. All District electronic devices must be password protected with appropriate passwords or passcodes as applicable.
- 6.4.1.2. Board Members must disclose their passwords and passcodes for District Issued Devices and District Accounts to the General Manager, District Secretary or designee upon request.

6.4.2. Viruses

- 6.4.2.1. Any files obtained from sources outside the District through the Internet may contain viruses or other harmful code. Board Members should take appropriate steps to mitigate this risk when downloading files from the Internet.

6.5. Guidelines

- 6.5.1. Reference is made to Section 5, Board/Public Communications. All the guidelines concerning Board/Public Communications apply to Electronic Communications as well.
- 6.5.2. Reference is made to Section 4.1.4, Confidentiality. Board Members should exercise caution when using Electronic Communication Devices to transmit Electronic Communication containing confidential information.
- 6.5.3. The public may electronically communicate with the Board Members through e-mail links listed on the District's Website at www.acwd.org. All Board Members are issued a District Account for email and have access to this account from District-Issued Devices.
- 6.5.4. When receiving an e-mail related to District business, Board Members might consider doing the following:
 - Refer the e-mail to the General Manager and request that the General Manager respond to the constituent. In such cases, the General Manager will copy the individual Board Member on his/her response and may inform the entire Board if he/she believes that the entire Board will benefit by receiving the information.
 - Send the e-mail and any response made to the General Manager and, as appropriate, request the General Manager for additional assistance in preparing a response (with suggestions for what might be included in the response).
- 6.5.5. When responding to e-mail, Board Members should refer to and rely on Board-adopted policies and decisions to address the concerns raised and be careful about using Reply to All and features that automatically fill in e-mail addresses when e-mailing or posting on discussion boards, social media messages, and social

networking sites. Without proper precautions, such actions may lead to inadvertent serial meetings that are prohibited by the Brown Act.

6.5.6. Electronic Communication may reflect upon the District's public image. Accordingly, Board Members should strive to recognize and adhere to the following Electronic Communications principles, as appropriate:

- With constituents and other agencies, generally it is better to communicate in person rather than through e-mail or text messages. When practical, Board Members should strive to communicate by telephone or face to face as the other party is more likely to interpret the message correctly.
- Board Members should use discretion in sending text messages as the tradeoff for convenience and speed could increase the potential for miscommunication.
- When using e-mail or text messaging, Board Members are encouraged to communicate District business with the public and staff via their designated District Issued Devices and District Accounts. Reference is made to Section 6.3 above. If a private account is used, such communications should be promptly copied to a District Account.
- Board Members should be aware that access to Internet sites from District Issued Devices leaves an electronic trail which may be traced back to a District device or user, and keep in mind that these forms of Electronic Communication are often retained by and can be retrieved from Electronic Devices, software programs, and/or the companies that provide such services, even if deleted from display.
- Board Members should ensure that their messages are respectful, professional, and are consistent with relevant District policies and decisions. Board Members should avoid using their personal Electronic Communication Devices and personal accounts for any communication pertaining to District business.
- Board Members should secure District-Issued Devices and the confidentiality of information which is placed in their control or care, minimize the likelihood of inadvertent loss of the devices or transmission of confidential information to unintended recipients, prevent unauthorized access to District-Issued Devices and District Accounts, and prevent the introduction or spread of computer viruses.
- Electronic Communications are potentially discoverable if legal proceedings are involved.

7. **Board Meetings**

7.1. **Ralph M. Brown Act (Brown Act)**

7.1.1. The Board Rules and Code of Conduct incorporate requirements of the state's open meeting law, the Brown Act. Because this law is such an important part of local government operations, some specific requirements of the law are highlighted below. The Brown Act provides many other restrictions and requirements; this section is intended merely as a summary and overview of the Brown Act.

7.1.2. **Applicability and Penalties**

7.1.2.1. The District conducts its business in compliance with the Brown Act, CA Government Code Section 54950 et seq. The intent of the Act is to ensure that discussion, deliberation, and actions of local public agencies are conducted in open and at public meetings. The law provides misdemeanor penalties for members of a body who violate the Act (CA Government Code Section 54959 et. seq.) The provisions that most directly affect the Board are summarized in this section.

7.1.3. **Meetings**

7.1.3.1. All meetings shall be open and public. A meeting takes place whenever a quorum (three or more Board Members) is present and information about the business of the District is discussed; discussions qualify as a meeting. Purely social events or dinners do not fall under the Brown Act unless District business is discussed (CA Government Code Section 54952.2).

7.1.3.2. Serial meetings take place when any Board Member or District staff contacts more than two Board Members for the purpose of discussing, deliberating, or acting upon a District-related matter. Serial meetings are expressly prohibited by statute (CA Government Code Section 54952.2).

7.1.4. **Agendas and Agenda Packets**

7.1.4.1. Agendas for meetings must be posted in advance of the meeting and must meet various requirements, some of which are further described below.

7.1.4.2. The distribution of Board Meeting agenda packets to Board Members will generally be through electronic media and occur at the same time that the packets are posted on the District's web site. Board Members will be able to access the agendas and agenda packets before and during Board meetings. It is recommended that Board Members download agenda packets prior to Board Meetings to ensure reliable and continuous access during the course of the meetings.

7.1.5. **Actions**

7.1.5.1. No action can be taken on any item not appearing on the posted agenda. Exceptions: 1) an emergency situation exists (determined by a majority of

the Board); 2) the need to take action arose subsequent to the agenda being posted and there is a need for immediate action (determined by 4/5 vote; or if less than 4/5 is present, by unanimous vote); or 3) the item was continued to another meeting that was scheduled and posted within five days of the original agenda (CA Government Code Section 54954.2).

7.1.6. Public Input

7.1.6.1. The public has an opportunity to address the Board on any item of interest to the public that is within the jurisdiction of the Board. The District has the right to establish time limits on individual speakers, generally five (5) minutes, and on the total time allocated for a particular issue or for public comment (CA Government Code Section 54954.3).

7.1.7. Public Disruptions

7.1.7.1. A portion or the entire public may be removed if willful disruption makes conducting the meeting "Unfeasible." Members of the news media may remain unless they participate in the disruption (CA Government Code Section 54957.9).

7.1.8. Correspondence

7.1.8.1. All written materials that are distributed for discussion or consideration at a public meeting are public records (CA Government Code Section 54957.5).

7.2. Regular Board Meetings

7.2.1. Regular Board Meetings are generally held on the second Thursday of each month, at the hour of 6:00 P.M., with the exception of the regular meeting in April, which will be held on the second Tuesday of each April. Regular meeting times and dates may be changed by the Board on an as-needed basis.

7.2.2. Regular Board Meetings are typically held in the Board Room of the Alameda County Water District at 43885 South Grimmer Boulevard, Fremont.

7.2.3. Agendas for Regular Board Meetings must be posted 72-hours in advance of the meeting and must meet various requirements (CA Government Code Section 54954.2).

7.3. Special Board Meetings

7.3.1. Special Board Meetings may be called at any time by the President or by a majority of the Board Members. Typically, this will be done by the Board Secretary delivering personally or by mail written notice to each Board Member and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notices must be delivered personally or by mail at least 24 hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to

be conducted. No other business shall be considered by the Board at such meetings. Such notice may be dispensed with as to any Board Member who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice. Such written notice may also be dispensed with as to any Board Member who is actually present at the meeting at the time it convenes. Additionally, the notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public, such as at the District office and on the District's website (CA Government Code Section 54956).

7.4. Emergency Board Meetings

- 7.4.1. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with the 24-hour notice requirement or 24-hour posting requirement for special meetings. "Emergency situation" means either of the following:
- (1) An emergency, which shall be defined as a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the Board Members.
 - (2) A dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting under this section may endanger the public health, safety, or both, as determined by a majority of the Board Members.
- 7.4.2. Each local newspaper of general circulation and radio or television station, which has requested notice of special meetings, shall be notified by the Board Secretary one hour prior to the emergency meeting by telephone. The meeting notice shall be posted on the District's website. In addition, all telephone numbers provided in the most recent request of such newspaper, radio or television station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements shall be deemed waived, and the District shall notify those newspapers, radio or television stations of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible (CA Government Code Section 54956.5). In the case of a dire emergency, such notifications may be made at or near the time that the Board Members are notified of the emergency meeting (CA Government Code Section 54956.5(b)(2)).
- 7.4.3. The Board may only meet in closed session during an emergency meeting pursuant to CA Government Code Section 54957 if agreed to by two-thirds vote of the Board Members present, or if less than two-thirds of the members are present,

by unanimous vote of the members present (CA Government Code Section 54956.5).

- 7.4.4. The minutes of the Emergency Board Meeting, a list of the persons notified or attempted to be notified, a copy of the roll call vote, and any actions taken at the Emergency Board Meeting shall be posted for a minimum of ten (10) days in a public place including the District's website as soon after the meeting as possible (CA Government Code Section 54956.5).

7.5. Board Workshops

- 7.5.1. Board Workshops are held periodically as needed and fall under the same Brown Act requirements as Special Board Meetings and are open to the public. Board Workshops are generally used for planning and informational purposes, although action items may be placed on the agenda, and are open to the public.

8. Placing Items on a Board Meeting Agenda

8.1. Board Members

- 8.1.1. A Board Member may request that an item be considered on a future agenda and, with the support of another Board Member, the item will be added to a future agenda.

8.2. General Manager

- 8.2.1. The General Manager is responsible for preparing the agenda for all regular and special meetings of the Board in consultation with the President. The President may modify the order in which items are presented, but may not direct that any item be deleted from the agenda as submitted by the General Manager.
- 8.2.2. Many items on the agenda originate with the General Manager and District staff. The following types of items are typical:
- Matters on which policy direction from the Board is required.
 - Items with over-arching policy implications (e.g., labor negotiations, budgeting, and strategic planning).
 - Actions required by law.
 - Intermediate actions in the overall implementation of a Board approved project or program (e.g., awarding construction contracts, considering an environmental review document).
 - Discretionary decisions for which authority has not been delegated to the General Manager.

- Informational items to keep the Board current on a matter or to allow them to discuss the implications of continuing on a previously agreed course of action.
- Items with critical timing.
- Proclamations honoring special events or individuals.
- Items that involve funding that exceed the General Manager's spending authority.

9. The Board Meeting Agenda

9.1. Order of Business

9.1.1. The Order of Business taken up for consideration shall generally be as follows:

- Call to Order
- Roll Call
- Salute to the Flag
- Special Order of Business/Ceremonial Items (if any)
- Public Comments
- Consent Calendar
- Action Calendar
- Reports
- Board Member's Comments, Reports on Meetings Attended, and Agenda Item Requests
- Closed Sessions (if any)
- Adjournment

9.1.2. The President may, if it is in the interest of the District, take any item out of order.

9.2. Call to Order

9.2.1. The President of the Board shall strike the gavel and begin the Board meeting. In the absence of the President, the Vice President shall call the meeting to order. In the absence of both the President and Vice President, but with the presence of a quorum, the most senior Board Member shall call the meeting to order and chair the meeting.

9.3. Roll Call, Determining and Maintaining a Quorum

9.3.1. The Board Secretary calls the roll of the Board Members and records the names of those present and those absent in the minutes of the meeting. If a Board Member enters the meeting late or departs early, these times also are recorded in the

minutes. If a quorum of the Board (three Board Members) is not present, generally no further proceedings or discussions may occur and the Board Secretary announces that the meeting is adjourned for lack of a quorum (CA Government Code Section 57555).

- 9.3.2. The Board must maintain a quorum throughout the meeting in order to conduct business. However, the meeting may be adjourned with less than a quorum by those Board Members who are present; if no Board Members are present, the Board Secretary will adjourn the meeting.
- 9.3.3. In the event that two (2) Board Members are present at the noticed Board Meeting, they may meet as a committee of the Board to hear informational items only. In such instances, General Counsel should be consulted.

9.4. Salute to the Flag

- 9.4.1. The person calling the meeting to order shall designate who will lead the Board Members, staff, and public in the pledge of allegiance to the flag of the United States of America.

9.5. Special Order of Business/Ceremonial Items

- 9.5.1. The General Manager or staff designated by the General Manager will address the Board with matters, such as introducing a new District employee, acknowledging or giving a special award, or recognizing an event, local students, or dignitaries.

9.6. Public Comments for Items Not on the Agenda

- 9.6.1. At every Regular Board meeting, members of the public are allowed to address the Board on any item of interest within the subject matter jurisdiction of the Board that is not already included on the posted agenda. Pursuant to CA Government Code Section 54954.2(a), the Board shall not take action or have a discussion on matters which are not on the agenda.
- 9.6.2. If the speaker refers to any document, writing, record, picture, or other exhibit, a copy will be given to the Board Secretary so that it can be included in the record.
- 9.6.3. Procedure
 - 9.6.3.1. In the interest of all those who may wish to speak, individual speakers will be generally limited to five (5) minutes per speaker. The President may increase or decrease the time limit for all speakers or and may limit the total time for all speakers (CA Government Code Section 54954.3).
 - 9.6.3.2. The President may request anyone desiring to make public comments to fill out a speaker card with his/her name and address so that the minutes accurately reflect the speaker's identity and affiliation, and so that the

District can contact the speaker if necessary. Members of the public who decline to provide a speaker card shall be allowed to address the Board.

9.6.3.3. The President calls speakers to the lectern and asks them to identify themselves, announce their item, and address the Board. Speakers may decline to identify themselves.

9.6.3.4. Board Members may ask clarifying questions and request information but cannot take any action on, discuss, or debate the matters presented during the public comment period.

9.7. Consent Calendar

9.7.1. General

9.7.1.1. The Consent Calendar shall be prepared prior to every meeting of the Board and shall be incorporated in the agenda circulated to Board Members. The matters to be included in the Consent Calendar are those that are regularly presented to the Board and are routine in nature, such as approval of minutes of recent Regular and Special Board Meetings, ratification of payment of audited demands, approval of water main extension agreements, and other administrative items consistent with prior Board direction and policy. The consent calendar may be acted upon by a single vote.

9.7.2. Removing Items from or Adding Items to the Consent Calendar

9.7.2.1. Board Members

- If a Board Member has an unanswered question or concern about any of the items listed on the consent calendar, he/she may request that the matter be removed prior to a motion being made and approved. Any such request by a Board Member is automatically granted. When a Board Member wishes to remove an item from the consent calendar for discussion, it is helpful if he/she contacts the General Manager before the Board meeting to explain his/her concern. This enables staff to prepare information that might be needed to further the Board's discussion of the item.
- Prior to action on the consent calendar, a Board Member may move that one or more items on the Action Calendar be added to the Consent Calendar, which shall require a second, and the affirmative vote of a majority of the Board Members.
- Approval of the Consent Calendar shall also require the affirmative vote of a majority of the Board Members.

9.7.2.2. General Manager

- The General Manager may request that the President remove an item from the consent calendar. Typically this occurs so staff can clarify the record, present new information that came to staff's attention

subsequent to the preparation of the agenda, or for other similar administrative reasons. Any such request by the General Manager is granted unless a majority of the Board objects.

9.7.2.3. Members of the Public

- Upon presentation of the Consent Calendar for approval, any member of the public may comment on an item or items listed on the Consent Calendar.

9.7.3. Approval of Minutes

- 9.7.3.1. Board Members may, but are not required to, vote on minutes of meetings they have not attended, based on their reading and consideration of the written minutes as drafted. The Board has the sole discretion to approve the contents and the format of the minutes.

9.8. Action Calendar

- 9.8.1. Items which can reasonably be expected to be considered for action by the Board at the meeting will be included in the Action Calendar by the General Manager. These are normally the business items of the agenda, such as authorization of award of contracts, fiscal appropriations, etc., for which formal action by the Board is required.

9.9. Reports

- 9.9.1. Items such as technical presentations, drafts of proposed policies, recent occurrences, etc., for which staff or legal counsel may be seeking advice from the Board or are informational matters of significance to the District will be included under Reports, as well as other business items such as Committee Reports, Operational Reports, and General Manager's Reports.

9.10. Director's Comments, Reports on Meetings Attended, and Agenda Item Requests

- 9.10.1. Board Members may comment on their District-related activities or to suggest new ideas and concepts to be discussed at a future Board meeting.
- 9.10.2. A Board Member may only comment on an item not on the agenda for the following purposes: to allow understanding of what is being proposed, to enable District staff to understand the issue being raised, or to give direction to the General Manager.
- 9.10.3. A Board Member may request that an item be referred to a Board Committee for development and discussion or to be placed on a future Board agenda. With the concurrence of at least one Board Member, the General Manager will place the item on a future Board agenda.

9.11. Closed Sessions (if any)

9.11.1. Closed sessions are typically scheduled at the end of the Board meeting.

9.11.2. Upon returning to open session, the Board President (or the acting Chair), Legal Counsel, or the General Manager will make the report at the conclusion of the closed session as required by CA Government Code Section 54957.1.

9.12. Adjournment

9.12.1. The Board President will adjourn the meeting and announce the time of adjournment for the record. Occasionally, meetings may be adjourned in memory of a loved one or close friend of the District, or in honor of a significant event.

9.13. Seating Arrangement of the Board

9.13.1. The President is seated to the immediate right of the General Manager, the Vice President is seated to the President's right, and remaining Board Members are seated in alphabetical order by surname from the Vice President's right.

10. Transacting Business on an Agenda Item

10.1. Introducing an Item

10.1.1. The Board President announces each agenda item, referencing the item number and the nature of the matter.

10.2. Staff Presentation

10.2.1. The General Manager, or at the General Manager's direction, a staff member, summarizes the item being considered, including background, pertinent facts and details, analyses conducted by staff, and options available for the Board's consideration. On occasion, a consultant may assist the General Manager or staff in presenting an agenda item.

10.3. Staff Recommendation

10.3.1. The General Manager makes a recommendation on each action item and typically is stated at the conclusion of the presentation. The General Manager often delegates this responsibility to a Department Head.

10.4. Committee Review

- 10.4.1. If a Board Committee has reviewed the matter, the staff report will state so. Should any of the Board Members on the committee so desire, he/she may state the committee's recommendation and the reasons for the recommendation.

10.5. Clarifying Questions from the Board

- 10.5.1. Board Members may ask questions of the presenter and offer general comments about the subject matter after the staff presentation. Questions and comments at this time are to clarify the matter and the recommendation.

10.6. Public Comment

- 10.6.1. The Board President will ask if any member of the public wants to comment on the matter.
- 10.6.2. The public may speak on the item listed on the agenda, typically before the consideration of the item by the Board, after receiving recognition by the President.
- 10.6.3. In the interest of all those who may wish to speak, individual speakers will be generally limited to five (5) minutes per speaker. The President may increase or decrease the time limit for all speakers or and may limit the total time for all speakers (CA Government Code Section 54954.3).
- 10.6.4. The President may request anyone desiring to make public comments to fill out a speaker card with his/her name and address so that the minutes accurately reflect the speaker's identity and affiliation, and so that the District can contact the speaker if necessary. Members of the public who decline to provide a speaker card shall be allowed to address the Board.
- 10.6.5. The President calls speakers to the lectern and asks them to identify themselves, announce their item, and address the Board. Speakers may decline to identify themselves.
- 10.6.6. In the event the District has received written correspondence from the public on the matter after the publication of the agenda, that written correspondence will be presented to the Board and summarized verbally at this time.

10.7. Motion and Second

- 10.7.1. After public comment, a Board Member may make a motion regarding the action to be taken on the item. A motion is typically made after presentation of a report on the matter under consideration by staff and after public comment on the item. In order for a vote to be taken on a motion, it requires a second from another

Board Member. Discussion may precede or follow the making of a motion and a second. No discussion may occur on a motion without a second. A motion dies if it does not receive a second.

10.7.2. Action on an item may be postponed indefinitely or to a date certain by a motion to table the item.

10.8. Decision

10.8.1. When the Board President senses that discussion has run its course, or when a motion to call the question is properly made and seconded, the Board President calls for a vote on the motion on the floor. After hearing the results, the Board President announces the vote. Voting is by roll call from the District Secretary.

10.8.2. A majority vote of the Board (i.e., there must be a minimum of three affirmative votes) is required for passage of a motion pursuant to CA Water Code Section 30525. In the event four Board Members are present, a tie vote results in defeat of the motion. A roll call vote shall be held on all motions to approve ordinances or resolutions and on any other motion. In special instances, there may be additional requirements. In those cases, General Counsel will advise staff and the Board.

10.9. Actions Taken by the Board

10.9.1. Motion

10.9.1.1. The Board uses a motion to submit a matter for action. A motion can be used by a Board Member (plus another Board Member who seconds the motion) to place a matter before the entire Board for its consideration. A motion also can be a legislative action used to authorize or approve action on simple matters that are routine in nature, such as providing direction to staff, communicating a District position, approving a task order, increasing a purchase order amount, or approving a proclamation.

10.9.1.2. A motion is also used to place a recommendation before the Board to approve a resolution, or adopt an ordinance.

10.9.1.3. A motion may be amended before the motion acted on. Any amendment requires a second. The amendment must be acted on before the main motion is considered.

10.9.1.4. The minutes of the Board meeting document the Board's determination on these matters.

10.9.2. Resolution

10.9.2.1. A resolution constitutes a more formal written expression of the will of the Board as the District's legislative body. Resolutions represent an official Board action and/or position taken on a particular issue that is considered to be more temporary in nature than an ordinance but for which a separate

written record is needed. Resolutions preserve the history of the action taken in a separate official instrument in addition to documentation in the Board's minutes. A resolution remains in effect until rescinded, cancelled, or superseded by the Board acting by means of a new resolution, unless the resolution specifies otherwise. Resolutions typically are used to adopt policies, approve agreements (e.g. inter-agency agreements, construction agreements, water main extension agreements, etc.), award contracts for materials or services, approve memoranda of understanding with bargaining groups, establish or amend job classifications and position allocations, and approve rates and charges.

10.9.3. Ordinance

10.9.3.1. An ordinance is the most formal form of action that can be taken by the Board. Ordinances are used to establish the local laws that are within the District's power to enact and when required by statute. State law requires that some ordinances be published or posted. In some cases, a public hearing is required prior to consideration. Unless stated otherwise, ordinances remain in full force and effect until repealed, modified, or superseded by the Board in another ordinance, or by action of the voters through initiative or referendum.

10.9.4. Public Hearings.

10.9.4.1. Public hearings will generally be held near the beginning of the meeting as a convenience to the public, but may be held at another time at the discretion of the President. The usual order of procedure is as follows:

- Opening of hearing by presiding officer
- Verification of notice
- Description of purpose of hearing
- Staff and/or consultant's report
- Receipt of communications written by public
- Hearing of persons speaking on the issue
- Questions to staff and Board discussion
- Continue or close hearing, as applicable
- Consideration of action by Board

10.9.4.2. Communication written in advance by the public are encouraged as it allows the Board Members to investigate and reflect upon points made in the communications. If any members of the public intend to present written material, copies of the material should be presented to the Board before the hearing proceeds.

11. Guidelines for Effective Board Meetings

11.1. General

11.1.1. The following guidelines apply to all Board Members.

- Board Members should encourage members of the public to participate.
- Board Members should come to meetings prepared and contact the General Manager ahead of any meeting to express clarifying questions or request additional background. This allows questions to be answered without taking up meeting time and helps staff to understand concerns ahead of the meeting and be prepared with information.
- During the meeting, Board Members should express thoughts and support them wherever possible with specific facts, figures, and references.
- Board Members should be creative. Innovative ideas supported by sound reasoning are welcome on complicated matters when the Board is attempting to arrive at a consensus.
- Board Members should take a positive approach, keep an open mind, and look for the value in all ideas.
- Board Members should stay on the subject, not introduce other unrelated topics or issues, and keep comments brief but long enough to establish main points.
- Board Members should ask for clarification when not understanding what someone is saying.
- Board Members should make criticism positive and constructive and direct critical comments to the issues being discussed, not toward the person or people expressing the idea.
- Board Members should respect the rights of others to have their opinions and feelings heard.
- Board Members should assist the Board President when others take up outside issues. Interrupt gently and say, “We’re getting a little off the subject here, maybe we should get back to our topic.”
- Board Members should help the Board President set an atmosphere where people will feel comfortable expressing ideas.
- For meetings, Board Members should strive to be on time, stay for the entire meeting, and actively participate.

11.2. Video Recordings of Meetings

11.2.1. General Guidelines for all Board Members and Staff

- The primary focus of any meeting must be conducting the District's business efficiently. As such, Board Members and staff should not conduct themselves differently when the meeting is being recorded than when it is not.
- Address one another by name.
- Lean forward and speak clearly into the dais microphone.
- Maintain a level volume when speaking and clearly enunciate words.
- While it is good to maintain eye contact with the individuals you are addressing, be aware that if you turn your head away from the microphone, the listening audience may not hear what you are saying.
- Do not rock or swivel the chair when speaking.
- Do not rustle papers near the microphone.
- Do not speak over another speaker.
- Minimize separate conversations because it is difficult for the audience to hear anyone when several people are speaking at the same time.

11.2.2. Additional Guidelines for the Board President.

11.2.2.1. The Board President can take steps to make the meeting understandable to the video audience. Examples of what the President can do include the following:

- When recognizing a Board Member's right to speak, use the person's name.
- When motions and seconds are made, announce who did so by name.
- When calling on staff to contribute to the discussion, call on them by name.
- When a presenter is not speaking into the microphone, politely stop them and ask them to start over and speak clearly into the microphone.
- PowerPoint presentations may not be legible to the video audience. If a PowerPoint presentation is included in agenda packet, the President should note that it can be found on the District's website and where it can be found in the packet when the item comes before the Board.
- When members of the public or consultants are addressing the Board, encourage them to do so from the lectern.

12. Committees

12.1. General

12.1.1. Committee meetings serve as venues for developing and deliberating issues before they are presented to the entire Board for consideration. A committee by itself can take no action; only the Board can take action. Committees may provide on-going guidance to staff so long as that guidance is consistent with the broad policy direction set by the Board.

12.1.2. District staff prepares an agenda for each committee meeting.

12.1.3. Agenda are made available to the public when delivered to committee members.

12.2. Standing Committees

12.2.1. The Board may create standing committees that have continuing jurisdiction over a particular subject matter.

12.2.2. There are five standing committees:

- The Finance Committee
- The Legal, Intergovernmental, and Community Affairs Committee
- The Engineering and Information Technology Committee
- The Water Resources and Conservation Committee
- The Operations & Water Quality Committee

12.2.3. The Board may periodically review the purpose and function of each standing committee to determine if there is a need or desire to discontinue or change the purpose or function of a standing committee.

12.3. Advisory Committees

12.3.1. The Board may create advisory committees to undertake special assignments on behalf of the Board.

12.3.2. An advisory committee shall exist until its special assignments are completed or it is disbanded by the President of the Board. At least once a year, the President of the Board and the Chair of each advisory committee will review the special assignment of each advisory committee to determine if the special assignment has been completed and if there is a need or desire for continued existence of the advisory committee.

12.4. Scheduling and Attendance

12.4.1. Standing committee meetings generally occur monthly and are scheduled at the beginning of the calendar year.

12.4.2. Committee meetings generally occur during daytime work hours.

12.4.3. While it is recognized that Board Members may be employed or conduct their own business during daytime work hours and may have unexpected conflicts in schedule between committee meetings and their own employment or personal needs, rescheduling committee meetings due to conflicts in Board Members' schedules can make it difficult for the public to attend, create scheduling difficulties for staff or other interested parties who are often present for discussion of an item, and increase the workload for District staff. To minimize these impacts while allowing flexibility for Board Members, the following scheduling principles should be kept in mind:

- The public has a right to easy, timely, and predictable access to the deliberations of committees.
- The District shall schedule and hold committee meetings only when needed to conduct District business.
- To the greatest extent practical, committee meetings should be scheduled on a regular, predictable basis. Board Members and staff should make a deliberate effort to attend committee meetings as scheduled.
- Both Board Members and staff have a responsibility to bring schedule conflicts to the attention of others affected so that a committee meeting can be rescheduled well in advance.
- Board Members may, within the requirements of the Brown Act, attend a committee meeting via teleconference when they are unable to attend in person (CA Government Code Section 54953). Board Members should make teleconferencing arrangements with staff well in advance and always before agendas are posted so the requirements of the Brown Act are satisfied.
- If a Board Member is unable to attend a committee meeting as scheduled, it is his/her responsibility to consider the options in the following priority order:
 - Arrange for attendance at the meeting via teleconference.
 - Do not attend, recognizing that a committee meeting can be held with only one committee member.
 - As a last resort, request rescheduling, realizing that this may impact the public, support personnel and consultants, and District staff. The other committee member must agree to the new schedule.

13. Use of Electronic Devices During Meetings

13.1. District Furnished Devices and Service

13.1.1. Board Members are encouraged to use appropriate electronic devices such as laptop and tablet computers for District business. The District Boardroom is enabled with Wi-Fi enabling any such devices being used by a Board Member, staff, or the public to access the internet.

13.2. Access to Agenda Materials

13.2.1. The Board Secretary posts Board and committee agendas at the District office, the District's website (www.acwd.com), and e-mails links to staff, General Counsel, and Board Members, at essentially the same time.

13.2.2. The Board Secretary posts any presentation materials that are included in the agenda packet on the District's website.

13.2.3. The Board Secretary is responsible for making agenda materials available to the public during Board meetings.

13.2.4. Board meeting and committee meeting minutes are posted on the website, as are available videos of Board meetings.

13.2.5. Board Members are encouraged to download agenda material for Board and committee meetings from the website, saving the District the cost of printing and delivery. Board Members should notify staff if they wish to receive paper agenda materials.

13.3. Appropriate Use of Electronic Devices in Public Meetings

13.3.1. The appropriate use of electronic devices by Board Members can save money and increase the productivity of District staff. However, barring a personal emergency or similarly urgent situation, Board Members should refrain from using such devices for any sort of communication (e-mailing, texting, checking voicemails, etc.) while a public meeting is in progress. Doing so carries public perception risks, including the following:

- The integrity of the open meeting can be questioned by anyone concerned that a Board Member is communicating with someone not present at the meeting, an audience member, or even a fellow Board Member or staff, about an agenda item in a manner that is not available to all present at the meeting.
- A violation of the Brown Act may be alleged if a Board Member is communicating electronically about an agenda item during a public meeting.

- If there is a Brown Act violation, the actions that the Board took related to that violation can be invalidated.

14. Conflict of Interest

14.1. General

- 14.1.1. State laws are in place that attempt to eliminate any action by a Board Member that may reflect a conflict of interest. The purpose of such laws and regulations is to ensure that all actions are taken in the public interest.
- 14.1.2. If at any time a member believes a potential for a conflict of interest exists, he/she is encouraged to consult with District General Counsel for advice.
- 14.1.3. There are two primary laws that govern conflicts of interest for public officials in California – the Political Reform Act (CA Government Code Section 81000 et. seq.) and CA Government Code Section 1090. In general terms, the Political Reform Act prohibits a public official from having a financial interest in a decision before the official; Section 1090 prohibits a public official from having a financial interest in District contracts.
- 14.1.4. The common law doctrine of incompatibility of office concerns a potential conflict of two public offices held by a single person (CA Government Code Section 1099). Thus, the doctrine concerns a conflict between potentially overlapping public duties. Board Members should consult with General Counsel regarding any specific concerns about incompatible offices.
- 14.1.5. The Fair Political Practices Commission (FPPC) has published regulations and opinions on conflicts of interest that are useful in determining whether a particular financial interest or decision could give rise to disqualification based on a potential conflict of interest.

14.2. Conflict of Interest Forms

- 14.2.1. Annual disclosure statements are required of all Board Members, and senior staff by the FPPC (CA Government Code Section 81000 et . seq., commonly referred to as Form 700) that indicate potential conflicts of interest including sources of income, ownership of property, and receipt of loans and gifts (Section 14.3 - Gifts and Contributions). The Board Secretary will provide Board Members with the necessary forms by February of each year.
- 14.2.2. Board Members are also required to file a Form 700 when they assume office for the first time, as well as when they leave office.

14.3. Gifts and Contributions

14.3.1. The FPPC has specific guidelines for local elected officers regarding the acceptance of gifts (CA Government Code Section 89503). Board Members should consult with the FPPC or General Counsel for gift limitations.

15. Board Member Compensation and Expense Reimbursement

15.1. Compensation

15.1.1. The current Alameda County Water District Policy for Compensation for Board Members was adopted through Ordinance and incorporated by reference.

15.2. Expense Reimbursement

15.2.1. The current Alameda County Water District Policy for Expense Reimbursement for Board Members is adopted by Resolution and is incorporated by reference.

15.3. Health, Dental, and Vision Insurance Benefits

15.3.1. Effective November 16, 1983, Board Members became eligible to receive the same health insurance benefits (medical, dental, and vision insurance) and under the same conditions as District management staff.

15.3.2. Effective the first pay period containing July 1, 2014, each Board Member contributes a percentage of their compensation toward the cost of health insurance benefits. The current Alameda County Water District Policy is adopted by Resolution and is incorporated by reference.

15.4. Retirement

15.4.1. Newly elected Board Members are excluded from PERS Membership, and from receiving retirement health benefits.

15.4.2. Board Members must enroll in a District Deferred Compensation 457 Plan or 401(a) Plan as an Alternative Retirement Plan per ACWD Resolution 93-050.

15.4.3. Board Members may elect to enroll in optional voluntary self-funded deferred income plans as supplemental retirement income. Deferred compensation is invested according to the employee's choice of a variety of offered investment vehicles.

15.4.4. A 7.5% District contribution to the 457 or the 401(a) deferred compensation plan is made on each Director's behalf. The Director may also contribute up to 50% of their monthly stipend amount to a 457 Plan.

15.5. Social Security/Medicare

15.5.1. The District does not participate in Social Security, but provides 1.45% matching Medicare contribution.

16. Board Member Training Requirements

16.1. General

16.1.1. The Board Secretary will track and keep Board Members informed about legally-required training requirements. The Board Secretary will provide appropriate options to receive suitable training; however, it is ultimately the responsibility of each Board Member to attend required training sessions.

16.2. Ethics

16.2.1. As a result of Assembly Bill 1234, first effective in January 2006, local public agency officials that receive any type of compensation, salary, stipend, or expense reimbursement must receive two hours of training every two years in general ethical principles and ethics laws (CA Government Code Section 53235).

16.3. Sexual Harassment Prevention

16.3.1. As a result of Assembly Bill 1825, effective January 2005, every employer having 50 or more employees shall provide sexual harassment prevention training and education to each supervisory employee in California once every two years. Each Board Member is required to comply with this requirement (CA Government Code Section 12950.1).

17. District Policies Incorporated

17.1. General

17.1.1. The Board has adopted, and periodically updates, numerous policies related to the District. The following policies are attached to these Board Rules and Code of Conduct as exhibits and are incorporated by this reference. When the Board takes separate action to amend any of these exhibits, the updated policy is automatically incorporated into the Board Rules and Code of Conduct

17.2. Policies

- 17.2.1. Board Resolution 11-049 Defining the Responsibilities and Authority of the General Manager
- 17.2.2. Procurement Policy No. 1
- 17.2.3. Statement of Investment Policy
- 17.2.4. Statement of Reserve Fund Policy
- 17.2.5. Conflict of Interest Code
- 17.2.6. Appropriations Limit
- 17.2.7. Resolution Providing for Time and Place of Holding Regular Board of Directors Meetings
- 17.2.8. Policy Regarding Payment of Costs for Filing Candidate's Statement in Voter's Pamphlet for Elections to Board of Directors
- 17.2.9. Policy for Compensation for Board Members
- 17.2.10. Policy for Board Member contributing a percentage of their compensation toward the cost of health insurance benefits
- 17.2.11. Policy for Expense Reimbursement of Board Members
- 17.2.12. Budget and 25-Year Capital Improvement Program

18. Amendments

18.1. General

- 18.1.1. The Board Rules and Code of Conduct may be suspended, amended or repealed at any Board meeting by a majority of the Board.