

EAST VALLEY WATER DISTRICT

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# BOARD OF DIRECTORS HANDBOOK

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LEADERSHIP | PARTNERSHIP | STEWARDSHIP



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In support of East Valley Water District’s mission, the Governing Board will develop, adopt, and maintain a Board of Director’s Handbook. The intent is to educate and continually guide the Board to a high level of strategic success and achievement in accord with best practices. Contained in the Handbook shall be pertinent District information, controlling legislation, rules and regulations having authority, as well as local policies enacted by the Board. The Handbook will serve as a resource for directors, staff and members of the public in determining the manner in which matters of District business are to be conducted.

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## PREAMBLE

The customers served by the East Valley Water District are entitled to elected Board members who are fair, ethical, and accountable. Such Board members constantly seek to reflect the following qualities:

They comply with both the letter and the spirit of the laws and policies affecting operations of the District;

- They are independent, impartial, and fair in their judgment and actions;
- They use their public office for the public good, not for personal gain; and
- They conduct public deliberations and processes openly, unless legally confidential, in an atmosphere of respect, civility and transparency.

To this end, the East Valley Water District Board of Directors has adopted this Director’s Handbook, along with its Code of Conduct, to encourage public confidence in the integrity of the District and its fair and effective operation. The Board’s commitment to these principles is captured in the following Core Values:

1. **Leadership** in regional government, in the water industry, and in the local community.
2. **Partnership** with other agencies, stakeholders, and customers to enhance service.
3. **Stewardship** of ratepayer dollars and the region’s precious water resources.

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# CHAPTER 1

## ROLE AND AUTHORITY

### Role of the Board

The primary role of the Board is to establish policies that guide the District to meet its mission. The policy decisions and actions of the Board constitute the "action" of the Board of Directors.

The Board has three (3) major responsibilities:

1. Promote the best interests of the District's customers by establishing policies that support the vision and mission of the District and by ensuring the implementation of those policies. Policies include the governing principles, plans, and course of action for the organization. Policy-making is the process of visionary planning and should reflect the broadest possible principles and provide parameters within which staff can operate. Policy-making sets the overall direction for the District.
2. The Board shall establish policies that ensure fiscal stability and the effective use of funds. In order to achieve this, each fiscal year the Board adopts a budget covering the anticipated revenues and expenditures of the District and reviews monthly and quarterly budget reports throughout the year. Additionally, from time to time, the Board reviews and/or adopts amendments to the District's cash reserve, investment, and other policies as necessary.
3. Hire a General Manager and CEO to manage the day-to-day operations of the District. The Board holds the General Manager/CEO accountable for the effective operational management of the District. An additional responsibility of the Board is to properly evaluate the General Manager/CEO on an annual basis.

In order to fulfill these responsibilities, the Board shall adhere to the following basic policy guidelines:

1. That the Board of Directors provides policy direction and leadership for the District.
2. That Board members recognize and respect the distinction between the policy setting role and the day-to-day implementation of policy by staff.
3. That it is the responsibility of the Board (from a policy perspective) to ensure that the District is a progressive, innovative, and well-managed agency.
4. That the Board exercises authority only collectively as a Board, and individual Board members shall not act on their own volition.
5. That the Board understands and provides leadership in regional, state, and national issues affecting the operations of the District.
6. That the Board respects the role of constituents in the governance of the District and encourages their participation.
7. That key stakeholders should be consulted when and where appropriate.

8. That Board members represent the District in business related matters at meetings and events other than regular meetings of the Board.
9. That the Board maintains a high level of communication with the General Manager/CEO. When a Board member is going to be out of town or unavailable, the General Manager/CEO or the District Clerk is notified in a timely manner.
10. That Board members are provided the same information, where practical, including staff reports, committee agendas, customer inquiries, background information, etc.
11. That the Board is responsible for informing the General Manager/CEO of any specific information they want to receive from outside agencies or organizations.
12. That the Board is aware that all written and electronic documentation and communication is legally considered in the public domain. This excludes information protected by attorney-client privilege.

## Authority

The East Valley Water District is a California Special District, an independent government agency which provides water delivery service to the customers within its boundaries. The District operates under authority of Division 12 of the California Water Code for County Water District. The District is governed by an elected Board of Directors who have authority to manage and conduct the business and affairs of the District, including the authority to fix terms and conditions of employment (including compensation) of District employees. The Board is authorized to delegate those powers. The Board has retained authority to employ and set terms and conditions for employment of the General Manager and CEO of the District, but the General Manager/CEO has management authority over subordinate employees.

In order for a Board of Directors to function in an effective manner, it is important that each member understand his/her respective role and the relationship they have to other members of the Board and to the General Manager/CEO. This also requires an understanding of the level of performance required to carry out the duties of a Board Member. The officers of the Board of Directors include the Chairman and Vice-Chairman. The Secretary to the Board of Directors is defined within the State Water Code as the General Manager/CEO of the District. Officers of the District are selected every two years corresponding with the general election for the Board or as otherwise determined by the Board of Directors.

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# CHAPTER 2

## BOARD VALUES AND PRINCIPLES

Adherence to established organizational values and principles can help to promote a collaborative work environment that encourages sharing, creativity, openness to new ideas, and an emphasis on customer satisfaction.

### Putting Board Values into Play

#### Service Delivery

- Strive to exceed customers' expectations and proactively explore opportunities to provide better service
- Emphasize thoroughness and completeness
- Treat every person with kindness and humility
- Be courteous, responsive and professional
- Actively listen to understand others

#### Leadership

- Take ownership of, and responsibility for, actions, risks, and results
- Use outcomes, whether positive or negative, as learning opportunities
- Make sound decisions from experience, good judgment and collaboration
- Give and seek clear expectations
- Look for solutions that contribute to desired results
- Act in all endeavors with an ethical, honest and professional manner
- Honor commitments in order to build trust
- Be truthful in word and deed

#### Openness

- Approach every situation with good intentions
- Encourage new and diverse ideas
- Listen, cooperate, and share across the organization
- Value and recognize individual contributions

#### Balance

- Recognize the need for personal and professional balance
- Do not forsake long-term goals in order to satisfy short-term needs

- Support an environment that is optimistic and enjoyable in which relationships can prosper across the organization

## Guiding Principles

1. Insuring a safe and efficient water delivery system.
2. Designing and administering the highest quality, secure and innovative programs.
3. Delivering services in an equal, accurate, courteous, professional and prompt manner.
4. Providing meaningful information and education to all customers in a timely manner.
5. Attracting, developing, and retaining a competent, creative and highly motivated workforce.
6. Maintaining public trust by being an ethical, sensitive, effective and cost-efficient organization in service to customers and employees alike.
7. Sustaining our role as leaders in the community.

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# CHAPTER 3

## BOARD MEMBER INTERACTION

When the members of the East Valley Water District Board are elected to office, there is an expectation that they will bring a body of personal experience, knowledge and judgment to the development of good public policies. However, there is also an expectation that each individual will strive to work with fellow Board members and District staff as part of a team to address the various challenges and opportunities that are presented to them. The following represents Board member “best practices” for interacting with each other.

1. Board members are representatives of the District's culture and always values its customers.
2. Business attire at Board meetings, and when representing the District at public events, is appropriate.
3. Relationships between Board members are informal and always professional.
4. Board members are aware of the rules governing communication among fellow Board members in compliance with mandated open meeting (Brown Act) law requirements. This includes communications by electronic, written and verbal methods.
5. Board members lead by example in their interaction and communication style and practice.
6. Board members function as a team and are not exclusive in their communication and interaction.
7. To the extent possible, Board members will be cooperative in supporting each other.
8. Personal attacks against fellow Board members or staff are not representative of a constructive culture

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# CHAPTER 4

## STAFF INTERACTION

The efficient and effective delivery of services to the customers of the East Valley Water District is a collaborative effort between the elected members of the Board of Directors and those individuals employed to execute the District's day-to-day operations. The Board's relationship and interaction with its professional staff must be carefully cultivated and nurtured at all times.

### The Board's Relationship with the General Manager/CEO

One of the most vital relationships the District Board has is between itself and its General Manager/CEO. The General Manager/CEO is the primary agent of the Board and is the one to whom the Board delegates its authority to manage and administer the District's daily operations in accordance with approved policies. This position is important because to be successful, the District requires leadership and vision from its General Manager/CEO. In this capacity, the General Manager/CEO has two roles: Chief Executive Officer and top advisor to the Board. As the most visible employee, the General Manager/CEO truly represents the District to its many constituencies.

Much of the District's success will be dependent upon a positive relationship between the Board and its General Manager/CEO. Paradoxically, the leadership nature of both parties means that this relationship will likely create some inherent tensions; a strong Board and a strong General Manager/CEO will not always agree on every issue. However, both must consciously focus on maintaining a shared sense of purpose, open communication, honesty, trust and mutual support. While the General Manager/CEO is hired to carry out Board policy directives, the Board also looks to him/her for guidance and leadership.

One of the most important decisions a Board will make is the selection of a General Manager/CEO in whom they have confidence. The Board must be able to support the decisions of the General Manager/CEO and grant him/her the authority to manage and lead the District. This is critical for building the General Manager/CEO's credibility with the staff and the community. Both parties should always publicly support each other.

It is the General Manager/CEO's responsibility to ensure that the Board members have all the information they need to make Board-level decisions and that all Board members are provided the same information. Board members expect the General Manager/CEO to make a recommendation on every issue before the Board, except those that are strictly reserved to the Board.

The following are guidelines are intended to help define the relationship between the Board and the General Manager/CEO:

1. The General Manager/CEO prepares annual goals which are approved by the Board of Directors as a part of a formal performance review process.
2. The Board of Directors will provide the General Manager/CEO with a written evaluation annually.

3. Board members are encouraged to contact the General Manger/CEO about any subject related to the operations of the District. Similarly, the General Manger/CEO may discuss any District related issue with any member of the Board of Directors.
4. Concerns regarding overall District operations or specific department issues or department heads are addressed with the General Manager/CEO.
5. Critical information will be provided to all members of the Board by the General Manager/CEO, which feedback may be verbal, written, or electronic in nature.
6. The General Manager/CEO handles interdepartmental issues.
7. The General Manager/CEO shall advise the Board of Directors when he/she is out of the office for an extended period of time and shall designate the individual who shall be acting General Manager/CEO during that time.

## Request for Staff Resources

Individual Board member requests for research by staff must be directed to the General Manager/CEO, or the District's legal counsel regarding legal matters. If, in the judgment of the General Manager/CEO, a significant amount of time will be required to complete the requested task/project, the item may be agendized to solicit Board authorization to expend the additional time necessary on the proposed item. Staff responses to Board member requests will be provided to the General Manager/CEO and distributed to all Board members.

## Interactions with Staff

District staff serves the entire Board of Directors as a whole. Consequently, the Board should adhere to the following guidelines in its interaction with the staff:

1. A Board member shall not direct staff to initiate any action, change a course of action, or prepare any report without the approval of the General Manager/CEO and, if necessary, a majority of the Board.
2. Board members shall not attempt to pressure or influence discussions, recommendations, workloads, schedules, or priorities.
3. When preparing for Board meetings, Board members should direct questions ahead of time to the General Manager/CEO so that staff can provide the desired information at the Board meeting.
4. Any concerns by a member of the Board regarding the behavior or work of a District employee should be directed to the General Manager/CEO privately to ensure that the concern is addressed. Board members shall not reprimand employees directly nor should they communicate their concerns to anyone other than the General Manager/CEO.
5. Soliciting political support from staff (e.g., financial contributions, display of posters or lawn signs, name on support list, etc.) is prohibited. District staff may, as private citizens with constitutional rights, support political candidates, but all such activities must be done away from the workplace and may not be conducted while on the job.

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# CHAPTER 5

## GOVERNANCE

The orderly conduct of District business is guided by certain rules, regulations and procedures that are intended to afford equal opportunity for input on policy-making decisions to both Board members and the public. While many governance guidelines are embodied in State law, others are subject to Board discretion.

### Election of Officers

The Chairman and Vice Chairman of the Board will be elected by the members of the Board. The election will be held at the first regular meeting in December of every other year.

The Board shall also designate the General Manager/CEO, Board Secretary and Chief Financial Officer.

### Roles of the Chairman and Vice Chairman of the Board of Directors

1. The Chair of the Board of Directors is selected for a 2-year term, unless otherwise modified by the Board.
2. The Chair of the Board is selected by the Board of Directors. In addition to the duties of the Chair described below, the Chair presides at all Board of Directors meetings, makes rulings on procedural points of order, and should keep meetings on track and productive. The Chair should encourage open discussion and allow all members the opportunity to express their views. The Chair should lead and guide the Board of Directors and provide a stabilizing influence and bring out the best in all members. The Chair appoints all committees, standing and Ad-Hoc; coordinates the efforts of committees; integrates committee work with that of the Board of Directors, and defines committee relationships the General Manager/CEO. The Chair makes declarations, extends official recognition of groups or events, and regularly communicates with the General Manager/CEO. The Chair can request an item to be placed on the Board agenda.
3. The Vice-Chair remains as one member of the Board and has no rights or authority different from any other member of the Board. However, in the event of a temporary absence of the Chair, or an early vacancy in the position of Board Chair, the Vice-Chair shall become the Board Chair and shall continue as such until the Board Chair's temporary absence is complete or for the remaining portion of the outgoing Board Chair's term as Board Chair.
4. The Board shall govern the succession of the Chair and Vice-Chair.
5. In the event of an early vacancy in the position of Vice-Chair, the Board shall determine, by vote, a replacement to fulfill the remaining portion of the outgoing Vice-Chair's term.
6. The Chair acts as the ceremonial head or representative of the District at various civic functions, and in his/her absence, the Vice-Chair serves in this capacity.
7. The Chair is the designated spokesperson for the Board of Directors when requests are made from external sources. The Chair may elect to appoint one of the other Board members to serve in this capacity.

8. The Chair acts as the signatory on all documents requiring the Board's execution. The Vice-Chair may do so in the Chair's absence.
9. The Chair makes appointments to the Representative Assignments annually.

## Time and Place for Regular Meetings

The regular monthly meeting of the Board of Directors will be held on the second and fourth Wednesday of each month commencing at 5:30 pm at a site determined by the Board.

## Quorum Requirements

Three members of the Board will constitute a quorum for the transaction of business.

## Board Meeting Protocol

1. All noticed meetings of the Board of Directors shall be conducted using Roberts Rules of Order. Robert's Rules provide for constructive and democratic meetings and are intended to help, not hinder, the business of the Board. Under no circumstances should "undue strictness" be allowed to intimidate or limit full participation.
2. The General Manager/CEO is responsible for setting the agenda for the meetings of the Board. Any member of the Board may request that an item be placed on the agenda through notification to the General Manager/CEO and Chair.
3. Public comment shall be received pursuant to the Ralph M. Brown Act.
4. The Board shall treat members of the public with courtesy and respect.
5. Corrections to official minutes of the Board of Directors public meetings are passed on to the General Manager/CEO as soon as reasonably possible and shall be approved at the next regular Board meeting.
6. The General Manager/CEO shall inform the Board of items of significance that will be placed on future agendas.
7. The General Manager/CEO meets with the Board Chair and/or Vice Chair prior to the Board meetings to review and prepare for the upcoming meeting.
8. At the direction of the General Manager/CEO, department heads or appropriate departmental managers will be present at every meeting if they have an item on the agenda.
9. The Board of Directors' Report portion of the Agenda shall be utilized for members of the legislative body to provide brief reports on meetings attended at the expense of the local agency at the next regular meeting pursuant to Government Code Section 53232.3.(d).
10. The Board Comment portion of the Agenda shall be an opportunity for Members of the Board to make brief statements regarding non-agendized items.

## Consent Calendar

1. The District utilizes a Consent Calendar to approve routine business matters, such as minutes, production reports, cash reports, some resolutions, and previously approved budgetary items.

2. If a Board member has a question on a Consent Calendar item, they are encouraged to contact the General Manager/CEO for clarification prior to the official meeting, rather than having it pulled for separate discussion during the meeting.

## Voting

A majority of all members of the Board present at a meeting will be required to approve any ordinance, resolution or motion, unless a different voting requirement to approve a particular action is specified under State law.

1. Each member may speak on an item prior to the making of a motion.
2. Roll call votes are required on all ordinances considered by the Board. On other items, a roll call vote may be requested by any member of the Board but is at the discretion of the Chair.
3. Once an agenda item has been voted on, the disposition is considered as the "action" of the Board of Directors and subsequently supported by the individual members of the Board.

## Closed Session

1. All closed session discussions and materials are considered legal and confidential information, and as such, are not shared outside the closed session conference unless specific action is taken, and then must be reported out of closed session.
2. Closed session staff reports are to be returned to the General Manager/CEO and/or District counsel immediately following the meeting. Electronic copies of the reports will not be provided to the Board.
3. Closed session meetings may be held at times other than the regular meetings of the Board of Directors so long as the meeting is posted pursuant to the prevailing open meeting or Brown Act rules.
4. A Board Member should refer a request for information regarding a closed session item to the General Manager/CEO who in concert with the District's legal counsel, will prepare an appropriate response.

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# CHAPTER 6

## PUBLIC INTERACTION

As a public body, it is important for the East Valley Water District Board of Directors to establish a working environment that encourages public participation and trust. During their time as elected officials, Board members will have a wide range of interactions with the public including written communication (i.e., letters, email, etc.), social media, phone calls, face-to-face, social functions, regular and special Board meetings, etc. The following guidelines represent Board member “best practices” for interacting with the public.

### Customer Concerns and Complaints

1. All customer concerns and inquiries shall be referred to the General Manager/CEO.
2. The General Manager/CEO or his designee will provide the Board with a written or verbal report of customer concern or inquiry that cannot be handled as a routine manner. The Board will also be provided with a response to the concern or inquiry.
3. The Board will be informed of significant, politically sensitive, urgent and/ or repetitive telephone or electronic communication inquiries. Staff will research the request as soon as possible and provide the General Manager/CEO with the appropriate follow-up and response. The General Manager/CEO will review the communication prior to dissemination to the Board.
4. Copies of any written or electronic responses to customer concerns provided by a member of the Board shall be provided to the other members of the Board of Directors as well.
5. Information that may expose the District to liability will be shared with the Board at a noticed, closed session meeting of the Board of Directors.

### Public Input on the Agenda

1. Prior to public input on an agenda item, the Board will consider reports, questions from the Board, and a response.
2. Agenda items noticed on the agenda for public hearing will follow procedures as outlined by the District's legal counsel.
3. The Chair of the Board may elect to defer action on an item brought forward by the public until such time as staff can prepare an appropriate response.
4. The Chair is responsible for maintaining an orderly progression of the business before the Board, and to the extent possible regulates the amount and type of input from the public and from members of the Board and staff.
5. Generally, Board members will not respond to public comments except for the Chair referring matters to the General Manager/CEO for follow-up. Board members may, through the Chair, ask clarifying questions to ensure that staff provides an appropriate response. Occasionally, a prompt response may be offered by the Chair or the General

Manager/CEO when an obvious answer or resolution is available. The Board will not enter into a debate or make decisions in response to public comments that are not on the agenda for consideration.

6. Questions by a Board member to staff or consultants making presentations shall be directed to the Chair who will refer it to the General Manager/CEO for a response.

## Representing an Official District Position

In order to ensure that they are properly representing their positions as elected officials of the East Valley Water District, Board members should adhere to the following guidelines:

1. Board members may use their title only when conducting official District business, for information purposes, or as an indication of background and expertise.
2. Once the Board of Directors has taken a position on an issue, all official District correspondence regarding that issue will reflect the Board's adopted position.
3. In most instances, the Board will authorize the Chair of the Board to send letters stating the District's official position to appropriate legislators.
4. No Board member shall attend a meeting of any outside agency or organization (including Representative Assignments) as an official representative of the District without prior authorization from the Chairman. Meetings of outside agencies and organizations that are included on the District's list of Representative Assignments are to be attended by the designated Board member and/or alternate. If the designated Board member and/or alternate cannot attend an assigned meeting, a duly appointed substitute may attend on their behalf.
5. If a member of the Board appears before the meeting of another governmental agency organization to give a statement on an issue affecting the District (including Representative Assignments), the Board member shall indicate the majority position and opinion of the Board. (NOTE: Board members shall report on any actions taken at the next Board meeting).
6. Personal opinions and comments that may be contrary to adopted policy may be expressed only if the Board member clarifies that these statements do not reflect the official position of the Board or the District.
7. Board members should exercise caution when utilizing the news media, social media or other forms of communications to specifically express views which are in opposition to adopted Board policy.
8. When two Board members are authorized/assigned by the Board to attend a meeting as the District's official representative, other Board members may not participate at the meeting in order to avoid violations of the Ralph M. Brown Act.

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# CHAPTER 7

## DIRECTOR'S CODE OF CONDUCT

In order to promote the public's trust in Board policies and to ensure the most effective and efficient delivery of District services, members of the Board shall abide by the following Director's Code of Conduct:

1. Board members shall refrain from abusive conduct, personal charges, or verbal attacks upon the character or motives of other members of the Board, committees, staff, or the public.
2. Board members duties shall be performed in accordance with the processes and rules of order established by the Board.
3. Communication between Board members, including electronic, verbal and written, shall comply with all State-mandated open meeting law requirements (Brown Act).
4. Board members shall inform themselves on public issues, listen attentively to public discussions before the body, and focus on the business at hand.
5. Board decisions shall be based upon the merits and substance of the matter at hand.
6. Board members shall represent the official policies and positions of the Board. When presenting their personal opinions or positions publicly, members shall explicitly state they do not represent the Board or the District.
7. Board members shall respect and preserve the confidentiality of information provided to them concerning the confidential matters of the District. They must neither disclose confidential information without proper legal authorization nor use such information to advance or adversely affect the personal, financial, or private interests of themselves or others.
8. It is the responsibility of Board members to publicly share substantive information that is relevant to a matter under consideration that they have received from sources outside of the public decision-making process with all other Board members and the public prior to taking action on the matter.
9. Appropriate District staff should be involved when Board members meet with officials from other agencies and jurisdictions to ensure proper staff support as needed and to keep the General Manager/CEO informed.
10. Board members shall not attend internal staff meetings or meetings between District staff and third parties unless invited by the General Manager/CEO or directed by the Board to do so.
11. Board members shall disclose to the appropriate authorities and/or to the Board any behavior or activity that may qualify as corruption, abuse, fraud, bribery or other violation of the law.
12. Board members, by virtue of their public office, shall not take advantage of services or opportunities for personal gain that are not available to the public in general.

They shall not accept gifts, favors or promises of future benefits that might compromise their independence of judgment or action or give the appearance of being compromised. Likewise, Board members shall not appear on behalf of, or advocate for, the private interests of a third-party before the Board.

## Conflict of Interest

In order to assure their independence and impartiality on behalf of the public good, state law prohibits Board members from using their official positions to influence government decisions in which they have a financial interest or where they have an organizational responsibility or a personal relationship that would present a conflict of interest under applicable State law. In accordance with applicable State laws, the following provisions shall apply to all Board member actions:

1. A Board member will not have a financial interest in a contract with the District, or be a purchaser at a sale by the District or a vendor at a purchase made by the District, unless the Board member's participation was authorized under Government Code sections 1091 or 1091.5, or other provisions of law.
2. A Board member will not participate in the discussion, deliberation or vote on a matter before the Board of Directors, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a prohibited interest with respect to the matter, as defined in the Political Reform Act, Government Code sections 81000, and following, relating to conflicts of interest. Generally, a Board member has a financial interest in a matter if it is reasonably foreseeable that the Board decision would have a material financial effect (as defined by the Fair Political Practices Commission's ("FPPC") regulations) that is distinguishable from the effect on the public generally on:
  - a. A business entity in which the Board member has a direct or indirect investment in the amount specified in the then-effective FPPC regulations;
  - b. Real property in which the Board member has a direct or indirect investment interest, with a worth in the amount specified in the then-effective FPPC regulations;
  - c. A source of income of the Board member in the amount specified in the then-effective FPPC regulations, within twelve months before the Board decision;
  - d. A source of gifts to the Board member in an amount specified in the then-effective FPPC regulations within twelve months before the Board decision;
  - e. A business entity in which the Board member holds a position as a director, trustee, officer, partner, manager or employee;
  - f. The Board member's personal expense, income, assets or liabilities, and those of his or her immediate family, are likely to go up or down in a 12-month period as a result if the decision by the amount specified in the then-effective FPPC regulations.
3. If a Board member believes that he or she may be disqualified from participation in the discussion, deliberations or vote on a particular matter due to a conflict of interest, the following procedure will be followed:

- a. If the Board member becomes aware of the potential conflict of interest before the Board meeting at which the matter will be discussed or acted on, the Board member will notify the District's General Manager/CEO and the District's legal counsel of the potential conflict of interest, so that a determination can be made whether it is a disqualifying conflict of interest;
  - b. If it is not possible for the Board member to discuss the potential conflict with the General Manager/CEO and the District's legal counsel before the meeting, or if the Board member does not become aware of the potential conflict until during the meeting, the Board member will immediately disclose the potential conflict during the Board meeting, so that there can be a determination whether it is a disqualifying conflict of interest;
  - c. Upon a determination that there is a disqualifying conflict of interest, the Board member: (1) will not participate in the discussion, deliberation or vote on the matter for which a conflict of interest exists, which will be so noted in the Board minutes; and (2) leave the room until after the discussion, vote and any other disposition of the matter is concluded, unless the matter has been placed on the portion of the agenda reserved for uncontested matters (i.e., the consent calendar), in which case the Board member will identify the nature of the conflict and not vote on the specified item on the consent calendar. If the item is agendaized for discussion and possible action, the Board member may speak on his or her personal interests in the matter during the time that the general public speaks on the issue but must leave the room during Board discussion and action on that item.
4. A Board member will not recommend the employment of a relative by the District. A Board member will not recommend the employment of a relative to any person known by the Board member to be bidding for or negotiating a contract with the District.

## Handling of Legal Matters

The Board appoints the District's legal counsel to provide a wide range of professional legal services, assistance, and legal advice to the Board of Directors, General Manager/CEO and all District departments and offices.

1. The following guidelines shall be employed by Board members when dealing with legal and/or other confidential matters:
  - a. All written materials and verbal information provided to Board members on matters that are confidential and/or privileged under State law shall be kept in complete confidence to ensure that the District's position is not compromised. No disclosure or mention of any information in these materials may be made to anyone other than Board members, the General Manager/CEO or the District's legal counsel.
  - b. Confidential materials provided in preparation for and during Closed Sessions shall not be retained, and electronic copies must be deleted or documents returned to staff at the conclusion of the Closed Session.
  - c. Confidential materials provided to Board members outside of Closed Sessions must be destroyed, deleted, or returned to staff within thirty (30) days of their receipt.

- d. Board members may not request confidential written information from staff that has not been provided to all Board members.
2. All Board members who are desirous of contact with the District's legal counsel, his or her staff, and/or attorney(s) contracted to work on behalf of the District shall obtain prior approval from the General Manager/CEO. Board members cannot enjoy or establish an attorney-client relationship with said attorney(s) by consulting with or speaking to same. Any attorney-client relationship established belongs to the District, acting through the Board of Directors, and as may be allowed in State law for purposes of defending the District and/or the Board in the course of litigation and/or administrative procedures, etc.

## Ethics Training

AB 1234 requires elected or appointed officials who are compensated for their service or reimbursed for their expenses to take two hours of training in ethics principles and laws every two years. Those who enter office after January 1, 2006 must receive the training within a year of starting their service. They must then receive the training every two years after that.

The training must cover general ethics principles relating to public service and ethic laws including:

1. Laws relating to personal financial gain by public officials (including bribery and conflict of interest laws);
2. Laws relating to office-holder perks, including gifts and travel restrictions, personal and political use of public resources, and prohibitions against gifts of public funds;
3. Governmental transparency laws, including financial disclosure requirements and open government laws (the Brown Act and Public Records Act);
4. Laws relating to fair processes, including fair contracting requirements, common law bias requirements, and due process.

## Sexual Harassment Prevention Training

AB 1661 requires elected or appointed officials who are compensated for their service or reimbursed for their expenses to receive at least two hours of sexual harassment prevention training and education within the first six months of taking office or commencing employment, and every two years thereafter.

The training must include information and practical guidance regarding the federal and state statutory provisions concerning the prohibition against, and the prevention and correction of, sexual harassment and the remedies available to victims of sexual harassment in employment.

## Enforcement

Any actual or perceived violation of District policies, including the Code of Conduct, by a Board member should be referred to the Chair of the Board or the full Board of Directors for investigation, and consideration of any appropriate action warranted. A violation of this policy may be addressed by the use of such remedies as are available by law to the District, including but not limited to:

1. Reassignment of committee positions;
2. Adoption of a resolution expressing disapproval of the conduct of the Board member who has violated this policy (i.e., censure);
3. Injunctive relief;
4. Referral of the violation to the District Attorney.

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# APPENDIX 1

## BOARD MEMBER ACKNOWLEDGEMENT

This Board of Directors Handbook, which includes the Director's Code of Conduct, shall be considered to be the definitive document relating to ethical conduct by the East Valley Water District Board of Directors.

I affirm that I have received a copy of the East Valley Water District Board of Directors Handbook and that I have read and understand its provisions.

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Board Member Signature

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Date