



Santa Clara Valley Water District Board Policy and Planning Committee Meeting

Headquarter Boardroom
5700 Almaden Expressway

SPECIAL MEETING AGENDA

**Friday, June 30, 2023
2:00 PM**

District Mission: Provide Silicon Valley safe, clean water for a healthy life, environment and economy.

BOARD POLICY AND PLANNING COMMITTEE

Nai Hsueh - Director District 5
Tony Estremera, Director District 6
Rebecca Eisenberg, Director District
7

During the COVID-19 restrictions, all public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body, will be available to the public through the legislative body agenda web page at the same time that the public records are distributed or made available to the legislative body. Santa Clara Valley Water District will make reasonable efforts to accommodate persons with disabilities wishing to participate in the legislative body's meeting. Please advise the Clerk of the Board Office of any special needs by calling (408) 265-2600.

COMMITTEE CLERK

Michele L. King, CMC
Clerk, Board of Directors

Note: The finalized Board Agenda, exception items and supplemental items will be posted prior to the meeting in accordance with the Brown Act.

Santa Clara Valley Water District
Board Policy and Planning Committee
SPECIAL MEETING
AGENDA

Friday, June 30, 2023

2:00 PM

Headquarter Boardroom
5700 Almaden Expressway
San Jose, 95118

IMPORTANT NOTICES AND PARTICIPATION INSTRUCTIONS

Santa Clara Valley Water District (Valley Water) Board of Directors/Board Committee meetings are held as a “hybrid” meetings, conducted in-person as well as by telecommunication, and is compliant with the provisions of the Ralph M. Brown Act.

To maximize public safety while still maintaining transparency and public access, members of the public have an option to participate by teleconference/video conference or attend in-person. To observe and participate in the meeting by teleconference/video conference, please see the meeting link located at the top of the agenda. If attending in-person, you are required to comply with Ordinance 22-03 - AN ORDINANCE OF THE SANTA CLARA VALLEY WATER DISTRICT SPECIFYING RULES OF DECORUM FOR PARTICIPATION IN BOARD AND COMMITTEE MEETINGS located at <https://s3.us-west-2.amazonaws.com/valleywater.org.if-us-west-2/f2-live/s3fs-public/Ord.pdf>

In accordance with the requirements of Gov. Code Section 54954.3(a), members of the public wishing to address the Board/Committee at a video conferenced meeting, during public comment or on any item listed on the agenda, should use the “Raise Hand” tool located in the Zoom meeting link listed on the agenda, at the time the item is called. Speakers will be acknowledged by the Board Chair in the order requests are received and granted speaking access to address the Board.

- Members of the Public may test their connection to Zoom Meetings at: <https://zoom.us/test>
- Members of the Public are encouraged to review our overview on joining Valley Water Board Meetings at: <https://www.youtube.com/watch?v=ToJpYCxXm0>

Valley Water, in complying with the Americans with Disabilities Act (ADA), requests individuals who require special accommodations to access and/or participate in Valley Water Board of Directors/Board Committee meetings to please contact the Clerk of the Board’s office at (408) 630-2711, at least 3 business days before the scheduled meeting to ensure that Valley Water may assist you.

This agenda has been prepared as required by the applicable laws of the State of California, including but not limited to, Government Code Sections 54950 et. seq. and has not been prepared with a view to informing an investment decision in any of Valley Water’s

bonds, notes or other obligations. Any projections, plans or other forward-looking statements included in the information in this agenda are subject to a variety of uncertainties that could cause any actual plans or results to differ materially from any such statement. The information herein is not intended to be used by investors or potential investors in considering the purchase or sale of Valley Water's bonds, notes or other obligations and investors and potential investors should rely only on information filed by Valley Water on the Municipal Securities Rulemaking Board's Electronic Municipal Market Access System for municipal securities disclosures and Valley Water's Investor Relations website, maintained on the World Wide Web at <https://emma.msrb.org/> and <https://www.valleywater.org/how-we-operate/financebudget/investor-relations>, respectively.

Under the Brown Act, members of the public are not required to provide identifying information in order to attend public meetings. Through the link below, the Zoom webinar program requests entry of a name and email address, and Valley Water is unable to modify this requirement. Members of the public not wishing to provide such identifying information are encouraged to enter "Anonymous" or some other reference under name and to enter a fictional email address (e.g., attendee@valleywater.org) in lieu of their actual address. Inputting such values will not impact your ability to access the meeting through Zoom.

Join Zoom Meeting:
<https://valleywater.zoom.us/j/81170871803>
Meeting ID: 811 7087 1803

Dial In Option
1 669 900 9128 US
Meeting ID: 811 7087 1803

1. CALL TO ORDER:

1.1. Roll Call.

2. TIME OPEN FOR PUBLIC COMMENT ON ANY ITEM NOT ON THE AGENDA.

Notice to the Public: Members of the public who wish to address the Committee on any item not listed on the agenda should access the "Raise Hand" tool located in Zoom meeting link listed on the agenda. Speakers will be acknowledged by the Committee Chair in order requests are received and granted speaking access to address the Committee. Speakers comments should be limited to three minutes or as set by the Chair. The law does not permit Committee action on, or extended discussion of, any item not on the agenda except under special circumstances. If Committee action is requested, the matter may be placed on a future agenda. All comments that require a response will be referred to staff for a reply in writing. The Committee may take action on any item of business appearing on the posted agenda.

3. REGULAR AGENDA:

- 3.1. Review the Draft Board of Directors Code of Ethics and Conduct Policy [23-0690](#)
and Provide Feedback or Other Direction

Recommendation: A. Review the Draft Board of Directors Code of Ethics and
Conduct Policy; and
 B. Provide feedback or other direction, as necessary.

Manager: Michele King, 408-630-2711

Attachments: [Attachment 1: Draft Code of Ethics and Conduct Policy](#)
[Attachment 2: Board Governance Policies](#)

4. CLERK REVIEW AND CLARIFICATION OF COMMITTEE REQUESTS.

This is an opportunity for the Clerk to review and obtain clarification on any formally moved, seconded, and approved requests and recommendations made by the Committee during the meeting.

5. ADJOURN:

- 5.1. Adjourn to Regular Meeting at 2:00 p.m., on August 7, 2023.



Santa Clara Valley Water District

File No.: 23-0690

Agenda Date: 6/30/2023

Item No.: 3.1.

COMMITTEE AGENDA MEMORANDUM Agricultural Water Advisory Committee

Government Code § 84308 Applies: Yes ☐ No ☒
(If "YES" Complete Attachment A - Gov. Code § 84308)

SUBJECT:

Review the Draft Board of Directors Code of Ethics and Conduct Policy and Provide Feedback or Other Direction

RECOMMENDATION:

- A. Review the Draft Board of Directors Code of Ethics and Conduct Policy; and
- B. Provide feedback or other direction, as necessary.

SUMMARY:

This item enables the Committee to review the Draft Board of Directors Code of Ethics and Conduct Policy (Policy) and provided feedback or other direction, as necessary.

At the March 6, 2023, Board Policy and Planning Committee meeting, the Committee reviewed sample code of conduct policies from other agencies and requested that Committee Chair Hsueh work with staff to create a Draft Policy and return to the Committee for review.

As requested by the Committee, the Draft Policy (Attachment 1) was created using the City of Sunnyvale's code of conduct as a sample model, inserting relevant Board Governance Policies where appropriate, and identifying subjects that should be reviewed and/or enhanced.

Attachment 2 contains a copy of the relevant Board's Governance Policies, Board Members' Code of Conduct Section (GP-6), that were identified as having relevant language and were incorporated into the Draft Policy. The incorporated language is identified by green text. This attachment is provided to assist the Committee in its review of the Draft Policy and possibly identify if other policies that should be incorporated.

ATTACHMENTS:

- Attachment 1: Draft Code of Ethics and Conduct Policy
- Attachment 2: Board Governance Policies

File No.: 23-0690

Agenda Date: 6/30/2023
Item No.: 3.1.

UNCLASSIFIED MANAGER:
Michele King, 408-630-2711



**SANTA CLARA VALLEY WATER DISTRICT
BOARD OF DIRECTORS
CODE OF ETHICS AND CONDUCT**

DRAFT 05/19/23

**SANTA CLARA VALLEY WATER DISTRICT
BOARD OF DIRECTORS
CODE OF ETHICS AND CONDUCT**

The Santa Clara Valley Water District (Valley water) Board of Directors (Board) commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Members (Members). *(GP-6 introductory paragraph)*

To assure public confidence in the integrity of the Board's commitment to its mission, governance, and its effective and fair operation, the Board has adopted a Code of Ethics and Conduct Policy (Policy). This Policy is designed to immerse Valley Water's Values (see below) into the Board's day-to-day actions and decision-making, and includes the following sections:

- A. Ethics
 - B. Conduct
 - C. Accountability
 - D. Reporting Misconduct and Associated Enforcement and Consequences
- (New – Review)*

Values

Valley Water believes, and will exemplify, the following values:

1. Valley Water is entrusted to serve the public by carrying out its mission for the benefit of the community.
2. Valley Water is committed to providing excellent service to all customers.
3. All individuals are unique and important and will be treated with fairness, dignity, and respect.
4. Valley Water takes pride in its work and is accountable to carry out its responsibilities safely with honesty and integrity.
5. Initiative, leadership, personal development, and training are vital for continuous improvement.
6. Open communication, cooperation, and teamwork are shared responsibilities and essential to the successful performance of Valley Water work.
7. Valley Water is committed to creating an inclusive work environment, which reflects and supports the diversity of the community and enriches our perspectives.
8. Valley Water strives to support a work culture and workplace environment that attracts and retains superior employees empowered to make decisions about, and take responsibility for, how they do their jobs.
9. Valley Water is committed to its employees and supports market based competitive compensation that is equitable and rewards accomplishment and encourages high performance.
10. Valley Water is committed to sustaining a healthy work-life balance for its employees and places a high value on all the things that provide enrichment and fulfillment, including work and career, health and fitness, family and relationships, spirituality, community service, hobbies and passions, intellectual stimulation, rest and recreation.

A. Ethics

The Ethics section of the Policy provides guidance on ethical issues and questions of right and wrong.

1. Act in the Public Interest.

(GP-3.1) The Board will produce the link between Valley Water and the public.

(GP-6.1) Members must have loyalty to Valley Water and community and not be conflicted by loyalties to staff, other organizations or any personal interest.

(REVIEW AND ENHANCE)

2. Comply with both the spirit and the letter of the Law and Board Governance Policy.

(GP-2.4) The Board will enforce upon itself whatever discipline is needed to govern with excellence.

Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, decorum and ensuring the continuance of governance capability.

(REVIEW AND ENHANCE)

3. Respect for Process.

Members shall perform their duties in accordance with the processes and rules of order established by the Board of Directors governing the deliberation of public policy issues, meaningful involvement of the public, and implementation of policy decisions.

(LANGUAGE FROM THE CITY OF SUNNYVALE CODE OF ETHICS)

4. Conduct of Public Meetings.

(GP-5.1.1) Board meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the BAOs.

(GP-5.1.2) Board deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

(GP-6.5) Members will be properly prepared for Board deliberation.

(REVIEW AND ENHANCE)

5. Decisions Based on Merit.

Members shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

(LANGUAGE FROM THE CITY OF SUNNYVALE CODE OF ETHICS)

6. Communication.

Members shall verbally disclose any contact or receipt of substantive information they have received outside of the public decision-making process that is relevant to a matter under consideration by the Board prior to considering that matter so that all parties have the opportunity to respond to that information.

(LANGUAGE FROM THE CITY OF SUNNYVALE CODE OF ETHICS)

7. Conflict of Interest.

(GP-6.2) Members must avoid conflict of interest with respect to their fiduciary responsibility and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their private, personal interests may conflict with their official duties.

(REVIEW AND ENHANCE)

8. Gifts and Favors.

Members shall refrain from accepting any gifts, favors or promises of future benefits which might compromise or appear to compromise their independence of judgement or action.

(LANGUAGE FROM CITY OF SUNNYVALE CODE OF ETHICS)

9. Confidential Information.

(GP-6.4) Members will respect the confidentiality appropriate to issues of a sensitive nature.

(GP-6.4.1) No Member shall violate the confidentiality of closed session discussion. *(REVIEW AND ENHANCE)*

10. Use of Public Resources.

Members shall not use public resources not available to the general public, such as Valley Water staff time, vehicles, equipment, supplies, land or facilities, for private gain or political or personal purposes.

(LANGUAGE FROM CITY OF SUNNYVALE CODE OF ETHICS)

11. Representation of Private Interests.

(GP-6.3.3.) No Member shall contact staff on behalf of a party who is bidding or intends to bid on a Valley Water contract or who has or intends to submit a response to a request for proposals or request for qualifications, nor shall a Member inquire about the identity of bidders or proposers prior to the time that staff has made a recommendation for selection of a contractor, vendor, or consultant. Members are not prohibited from making general inquiries about the status of a particular procurement, or from providing a member of the public with information about the appropriate staff contact concerning procurement of goods and services by Valley Water.

(GP-6.3.4.) After issuance of a request for goods or services, Members are prohibited from communicating with any current or potential vendor, supplier, contractor, or consultant, except as described in this paragraph, until after issuance by the Chief Executive Officer or his/her designee of a decision on any protest relating to the request for goods or services or resultant contract award. Any communications during this period shall be limited to matters unrelated to the request for goods or services or the contract award. Whenever the member has communicated during the aforementioned period with any current or potential vendor, supplier, contractor, or consultant in violation of these restrictions, the name of the party, the date, and the content of the communications shall be disclosed at the next board meeting after the communication and noted in the minutes.

(REVIEW)

12. Advocacy.

(GP-6.3.2) Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Member to speak for the Board except to repeat explicitly stated Board decisions.

(GP-9.3.1) Members serving on external committees or other governing bodies shall serve in the best interest of Valley Water unless otherwise required by statute, ordinance, resolution or other legislative action.

(REVIEW AND ENHANCE)

13. Policy Role of Members.

(GP-6.3.1) Members' interaction with the BAOs or with staff must recognize the lack of authority vested in individual members except when explicitly Board authorized.

(GP-2.1) The Board will cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to initiatives. The Board may use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.

(GP-2.2) The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended results, not on the administrative or programmatic means of attaining those effects.

(GP-6.3) Members may not attempt to exercise individual authority over the organization.

(REVIEW)

14. Positive Work Place Environment.

(GP-11) The Board is committed to providing equal employment opportunity to all persons and to building a diverse work force that values diversity and inclusion.

The Board firmly believes that such a work force provides advantages both internally, in terms of the human resources potential offered by a variety of diverse perspectives, and externally, in increasing Valley Water's ability to respond to the community we serve.

The Board understands that diversity is more than inclusion of racial or cultural groups, that valuing diversity involves respect for all persons, and that valuing diversity requires a positive change in the way we interact with each other and a change in our organizational culture.

Accordingly:

(GP-11.1) The Board and its Members will not discriminate, harass, or allow harassment against any applicant, employee, customer, or other person on the basis of sex (which includes pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy, childbirth or breastfeeding), race, religion, color, national origin (including language use restrictions), ancestry, religious creed (including religious dress and grooming practices, political affiliation, disability (mental and physical, including HIV or AIDS), medical condition (cancer and genetic characteristics), genetic information, marital status, parental status, gender, age (40 and over), pregnancy, military and veteran status, sexual orientation, gender identity and gender expression, the exercise of family and medical care leave, the exercise of pregnancy disability leave, or the request, exercise, or need for reasonable accommodation.

(GP-11.2) The Board commits itself and its members to support all actions necessary to make equal employment opportunity at Valley Water a reality for all.

(GP-11.3) The Board will require that the organization's work environment be one in which all people are welcomed and included, and in which all individuals are unique and important and are treated with fairness and dignity.

(GP-11.4) The Board will respect all people and seek to accommodate and learn from the different perspectives and values they contribute.

(REVIEW)

B. Conduct

This section is designed to describe the manner in which Members should treat one another, Valley Water staff, constituents, and others they come into contact with when representing Valley Water.

The constant and consistent theme through all of the conduct guidelines is “respect.” Members experience huge workloads and tremendous stress in making decisions that could impact thousands of lives. Despite these pressures, Members are called upon to exhibit appropriate and respectful behaviors at all times.

The professional and personal conduct of Members must be above reproach and avoid even the appearance of impropriety. *Members shall support the maintenance of a positive and constructive environment for Valley Water Employees (GP-6.3.1)* Members will refrain from abusive conduct, personal charges, or verbal assaults upon the character or motives of other Members, Valley Water employees, or the public.

1. Board Members Conduct with One Another

Members have a wide variety of backgrounds, personalities, values, opinions, and goals. Despite this diversity, all have chosen to serve in public office in order to support the community. In all cases, this common goal should be acknowledged even though individuals may “agree to disagree” on contentious issues.

1(a). In Public Meetings

Use formal titles

Members should refer to one another formally during public meetings, Chair, Vice Chair or Director followed by the individual’s last name.

Practice civility and decorum in discussions and debate

Criticism is an essential component of democracy. This does not however, allow Members to make belligerent, personal, slanderous, threatening, abusive, or disparaging comments. No shouting or physical actions that could be construed as threatening will be tolerated.

Honor the role of the Board Chair in maintaining order

It is the responsibility of the Board Chair to keep Members on track during public meetings. Members should honor efforts by the Board Chair to focus discussions on current agenda items. If there is disagreement about the agenda or the Board Chair’s actions, Members should follow parliamentary procedure to voice their objections politely.

Avoid personal comments that could offend other Members

If a Member is personally offended by the remarks of another Member, the offended Member should note the actual words used and call for a ‘point of personal privilege’ that challenges the other Member to justify or retract their language. The Board Chair will maintain control of this discussion.

Demonstrate effective problem-solving approaches

Members have a public state to show how individuals with disparate points of view can find common ground and seek a compromise that benefits the community as a whole.

Representing the Board

Outside of official Board meetings, individual Members may represent Valley Water to outside parties in announcing Board-stated positions and decisions. In private settings, Members may communicate at any time and on any subject with individual Members [less than a quorum] and may express to them individual viewpoints and opinions. In public, however, all Members shall represent the official policies or positions of the Board.

1(b). In Private Encounters

Continue respectful behavior in private

The same level of respect and consideration of differing points of view that is deemed appropriate for public discussion should be maintained in private conversations.

Be aware of the insecurity of written notes, voicemail messages, and Email

Technology allows words written or said without much forethought to be distributed wide and far. Written notes, voicemail messages, and email should be treated as potentially “public” communications.

Even private conversations can have a public presence

Members are always on display – their actions, mannerisms, and language are monitored by people around them that they may not know. Lunch table conversations will be eavesdropped upon, parking lot debates will be watched, and casual comments between individuals before and after public meetings noted. Cellular phones and other technologies allow for recording of these events with the potential for recorded conversations and actions being shared via social media.

2. Board Members’ Conduct with Valley Water Staff

Members shall support the maintenance of a positive and constructive environment for Valley Water employees.

Treat all staff as professionals

Treat Valley Water staff with respect. Poor behavior towards staff is not acceptable.

Do not disrupt Valley Water staff from their jobs

Members should not disrupt Valley Water staff while they are in meetings, on the phone, or engrossed in performing their job functions. Do not attend Valley Water staff meetings unless requested by staff – even if the Member does not say anything, his or her presence could intimidate staff and hampers their ability to do their job objectively.

Never publicly criticize an individual employee

Members should never express concerns about the performance of a Valley Water employee in public, to the employee directly, or to the employee’s manager. Comments about staff performance should only be made to the appropriate BAO privately.

Do not get involved in administrative functions

Members must not attempt to influence Valley Water staff on administrative functions, i.e., making of appointments, hiring of employees, awarding of contracts, or selecting consultants, etc.

Do not solicit political support from staff

Members should not solicit any type of political support (financial contributions, display of posters or lawn signs, name on support list, etc.) from Valley Water staff. Valley water staff may, as private citizens with constitutional rights, support political candidates but all such activities must be done away from the workplace and outside of the employee’s work hours.

3. Board Members’ Conduct with the Public

Members shall make the public feel welcomed. This is an important part of the democratic process. No signs of partiality, prejudice or disrespect should be evident on the part of individual Members toward an individual participating in a public forum. Every effort should be made to be fair and impartial in listening to public testimony.

3(a). In Public Meetings

Be welcoming to speakers and treat them with respect and professionalism. While questions of clarification may be asked, the Member's primary role during public testimony is to listen.

Be fair and equitable in allocating public testimony time to individual speakers

No speaker will be turned away unless they exhibit disruptive behavior as outlined in [Ordinance 22-03](#) ***Specifying Rules of Decorum in the Participation of Board and Committee Meetings***. Each speaker may only speak once during public comment and on individual board agenda items unless the Board Chair or a Member requests additional clarification on specific comments.

The Board Chair will determine and announce limits on speakers at the start of the Board Meeting. Questions should not be asked for the express purpose of allowing a speaker to evade the time limit imposed on all others (e.g., "Was there something else you wanted to say?"). Generally, each speaker will be allocated three minutes to speak during public comment and on individual board agenda items. If many speakers are anticipated, the Board Chair may shorten the time limit and/or ask speakers to limit themselves to new information and points of view not already covered by previous speakers.

Active listening is significant

It is disconcerting to speakers to have Members not look at them when they are speaking. It's important to avoid facial expressions that could be interpreted as smirking, disbelief, anger, disrespect, or boredom. All electronic devices (cell phones and laptops) should be put away, except for the district-issued iPads necessary to access the published meeting agenda and personal notes.

Maintain an open mind

The public deserve an opportunity to influence the thinking of Members. To express an opinion before all speakers have addressed the Board casts doubt on the Board's fairness. Members have the responsibility to hear all viewpoints at a public meeting. Members must always keep an open mind, and not rush to pre-judge any matter, until all concerned parties (including members of the public and staff) are heard during the public meeting. Members must not come to a conclusion on a matter until members of the public in attendance have had a chance to speak.

Ask for clarification, but avoid debate and argument with the public

Only the Board Chair – not individual Members – can interrupt a speaker during a presentation. However, a Member may ask the Board Chair for a point of order if the speaker is off the topic or exhibiting behavior or language the Member finds disturbing, as outlined in [Ordinance 22-03](#) ***Specifying Rules of Decorum in the Participation of Board and Committee Meetings***.

If speakers become flustered or defensive by questions, it is the responsibility of the Board Chair to calm and focus the speaker and to maintain order and decorum. Questions by Members of the public testifying should seek to clarify or expand information. It is never appropriate to belligerently challenge or belittle a speaker.

No personal attacks of any kind, under any circumstance

Members should also be aware of their body language and tone of voice, as well as the words they use, can appear to be intimidating or aggressive.

3(b). In Unofficial Settings

Make no promises on behalf of the Board

Members will frequently be asked to explain a Board action or to give their opinion about an issue as they talk with community members. It is appropriate to give brief overview of Valley Water policy and to refer to Valley Water staff for further information. It is inappropriate to overtly or implicitly promise Board action, or to promise that Valley Water staff will do something specific.

Members' interaction with the public, press or other entities must recognize the same limitations and the inability of any Member to speak for the Board expect to repeat explicitly stated Board decisions. (GP-6.3.2)

Make no personal comments about other members

It is acceptable to publicly disagree about an issue, but it is unacceptable to make derogatory comments about other Members, their opinions and actions.

Remember that Board Members are Leaders

Members are constantly observed by the community every day that they serve in office. Their behaviors and comments serve as models for proper deportment at Valley Water. Honesty and respect for the dignity of each individual should be reflected in every word and action taken by members, 24 hours a day, seven days a week. This is a serious and continuous responsibility.

3(c). Board Correspondence with the Public

The Board receives correspondence from constituents, political officials, organizations, and other groups, via mail, email and hand delivery. All correspondence is logged by the Office of the Clerk of the Board and handled in accordance with Board Governance Policy EL-2.6, which states a BAO shall provide correspondence addressed to the Board to each Member within 7 calendar days from receipt and respond within 14 calendar days of receipt. In those individual situations where it is not possible for the BAOs to respond completely to an inquiry, sending a response to the originator, acknowledging receipt of the inquiry, an explanation of actions being taken, and timelines for preparing the complete response, is acceptable for complying with this 14-day response time. Copies of all correspondence are forwarded to the entire Board via the weekly non-agenda packet. In addition, a correspondence is immediately forwarded to the appropriate Member as an FYI, if the subject is relevant to their specific district. Correspondence requiring a response is assigned to the subject matter staff to prepare a draft response for the Board Chair or appropriate Member to approve and a copy of the response is provided in the weekly non-agenda packet for consistency with approved Board Governance Policy EL-2.6.

4. Board Member Conduct When Serving on External Committees/Boards and Personal Interests

Be clear about representing Valley Water or personal interests

When representing Valley Water, the Member must support and advocate the official Valley Water position on an issue, not a personal viewpoint.

C. Accountability

The Policy establishes guiding principles for appropriate conduct and behavior and sets forth the expectations for Members of the Board of Directors.

The Policy is intended to be self-enforcing. Members themselves have the primary responsibility to assure the Policy elements are understood and met. For this reason, current Members and future elected/appointed Members shall sign a statement affirming they read and understand the Policy. In addition, the Policy shall be annually reviewed by the Board of Directors and updated as necessary.

I affirm that I have read and that I understand, the Santa Clara Valley Water District Board of Director Code of Ethics and Conduct Policy.

Signature _____ Office _____ Date _____

D. Reporting Misconduct and Associated Enforcement and Consequences

This section outlines the enforcement of and consequences to violations of the Policy.

The process used to report, enforce and investigate violations of this Policy shall be administered as outlined in Board Governance Policy [GP-7 through GP-6.19.5.](#)

Consequences

Admonition

Admonition is the least severe form of action. An admonition may typically be directed to all members of the Board, reminding them that a particular type of behavior is not in the best interests of Valley Water, and that, if it occurs or is found to have occurred, could make the member subject to sanction or censure. An admonition may be issued in response to a particular alleged action or actions, although it would not necessarily have to be triggered by a complaint of misconduct. An admonition may be issued by the Board prior to any findings of fact regarding any complaint, and because it is a warning or reminder, would not necessarily require an investigation or separate public hearing to determine whether a complaint is true.

Sanction

Sanction is the next most severe form of action. Sanction should be directed to a particular member of the Board based on a particular action (or set of actions) that is determined to be misconduct but is considered by the Board not to be sufficiently serious to require censure. A sanction is distinguished from censure in that it does not constitute punishment. A written sanction may be based upon the Board's review and consideration of a written complaint. The member accused of such misconduct will have an opportunity to provide a written response to the complaint. A sanction may be issued by the Board, and because it is not punishment or discipline, it would not necessarily require an investigation or separate public hearing.

Censure

Censure is the most severe form of action in this policy. Censure is a formal statement of the Board officially reprimanding one of its members. It is a punitive action, which serves as a penalty imposed for misconduct, but it carries no fine or suspension of the rights of the member as an elected official. Censure should be used for cases in which the Board determines that the misconduct is a serious offense. In order to protect the overriding principle of freedom of speech, the Board shall not impose censure on any of its members for the exercise of his or her First Amendment rights, no matter how distasteful the expression was to the Board or the District. However, nothing herein shall be construed to prohibit the Board from collectively condemning and expressing their strong disapprobation of such remarks.

Referral to District Attorney

At any point during any of the processes hereinafter described, the Board may refer the matter, as appropriate, to the Santa Clara County District Attorney for investigation. Prior to or following such referral, the Board may proceed with any of the actions described in this policy.

Governance Policies of the Board

I. Governance Process

Governance Policies of the Board

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Governance Policies of the Board

| | | |
|---|--|---|
| Title: Global Governance Commitment | | |
| Category: Governance Process | | |
| Policy No. GP-1 | Adopted: October 19, 1999 Chair: Larry Wilson | Latest Revision: July 28, 2014 Chair: Tony Estremera |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The purpose of the Board, on behalf of the people of Santa Clara County, is to see to it that the District provides Silicon Valley safe, clean water for a healthy life, environment, and economy.

In pursuit of this purpose, consistent with the District Act, the Board of the District adopts policies to govern its own processes; delegate its power; communicate the District mission, general principles, and Ends; and to provide constraints on executive authority.

Governance Policies of the Board

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| Title: Governing Style Category: Governance Process | | |
| Policy No. GP-2 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: August 18, 2015 Chair: Gary Kremen |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The Board will govern with an emphasis on (a) outward vision, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and Board Appointed Officer (BAO), (e) collective rather than individual decisions, (f) future rather than past or present, and (g) pro-activity rather than reactivity.

Accordingly:

- 2.1. The Board will cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to initiatives. The Board may use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.
- 2.2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended results, not on the administrative or programmatic means of attaining those effects.
- 2.3. The Board will further inform itself, individually and collectively, through extensive outreach to determine community wishes and through continuing education on issues relevant to the District.
- 2.4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, decorum and ensuring the continuance of governance capability.
 - 2.4.1. Board members may be excused from Board or Board Committee meetings, as defined:
 - Illness or incapacity
 - Illness or incapacity of an immediate family member
 - Jury duty
 - Observance of a religious holiday or ceremony
 - Vacation
 - Conducting District business

Governance Policies of the Board

- 2.4.2. For all absences, the Board member shall notify the Clerk of the Board prior to the Board or Board Committee meeting in which they will be absent with the reason for the absence. The Clerk of the Board will subsequently notify the Chair of the absence and the reason.
- 2.4.3. In the event of an emergency, in which a Board member is unable to provide advance notification, after the Board or Board Committee meeting, notification will be provided to the Clerk of the Board within 30 days.
- 2.5. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
- 2.6. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
- 2.7. The Board will monitor the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-BAO Linkage categories.
 - 2.7.1. The Board will conduct a Board performance review by the end of March for the previous calendar year and will conduct a mid-year review of Board performance by the end of September.
- 2.8. While serving as a member of the Board of Directors, and for one year immediately following the end of the Board member's term of office, no Board member shall seek or accept compensated employment by the District.
- 2.9. The Board, by ordinance, will adopt regulations governing the activities of persons who lobby the District. Those regulations shall include provisions requiring registration of lobbyists, reporting requirements governing the activities of lobbyists and communications with Board members, and disclosure by Directors of contact with lobbyists prior to voting on matters related to the contact. This ordinance will be adopted no later than July 1, 2010. The list of registered lobbyists will be posted on the District website, for openness and transparency.

Governance Policies of the Board

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| Title: Board Job Description Category: Governance Process | | |
| Policy No. GP-3 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: April 27, 2021 Chair: Tony Estremera |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly:

- 3.1. The Board will produce the link between the District and the public.
- 3.2. The Board will produce written governing policies which, at the broadest levels, address each category of organizational decision.
 - 3.2.1. Governance Process: Policies that specify how the Board conceives, carries out, and monitors its own task.
 - 3.2.2. Board Appointed Officer Linkage: Policies that define how power is delegated and its proper use monitored; for the Chief Executive Officer (CEO), District Counsel (DC), and Clerk of the Board (COB) roles, authority and accountability.
 - 3.2.3. Ends: Policies that define who is to benefit from the organization, in what way, or at what cost.
 - 3.2.4. Executive Limitations: Policies that constrain the BAO's authority in choosing the organizational means.
- 3.3. The Board will produce assurance of BAO performance.
- 3.4. In June of each year the Board will approve BAO compensation and benefit decisions at a public meeting and will enact such decisions by Board resolution.
 - 3.4.1. To ensure there are no compaction issues with unclassified staff compensation, the Board will adjust the BAOs' compensation scale at the same time the Board adopts the Classified Employees and Unrepresented Employees Salary Structure.

Governance Policies of the Board

- 3.4.2 Annually, BAO compensation will be determined using a two-step performance evaluation process that considers job accomplishments, monitoring reports, other information, including the financial health of the District, and other methods deemed appropriate by the Board.

3.4.2.1 The Board will use the following scale to document the BAOs' fiscal year performance (Step 1):

Step 1. Evaluate BAOs' performance using the following scale:

Performance Level 1: Sustained outstanding performance
Performance Level 2: Performance usually exceeds expectations
Performance Level 3: Performance expected at full professional level
Performance Level 4: Usually meets expectations-improvements needed
Performance Level 5: Significant improvement required
Performance Level 6: Unsatisfactory

3.4.2.2 BAOs' compensation for the following fiscal year will be determined according to their individual performances levels as shown below (Step 2):

Step 2. Match compensation with performance level:

Performance Level 1: High point of compensation scale plus one-time extra performance pay
Performance Level 2: High point of compensation scale
Performance Level 3: Between Mid-point and High point of compensation scale
Performance Level 4: Mid-point of compensation scale
Performance Level 5: Low point of compensation scale
Performance Level 6: Employment termination consideration

- 3.4.3. In determining BAO compensation and benefits, the Board may consider data from Board authorized studies of other similarly situated employees in relevant industry comparator agencies.

3.4.4 This Governance Policy Section (GP-3.4) is not applicable when recruiting new BAOs.

- 3.5. The Board will approve or deny nominations to name or rename District-owned land, facilities, and amenities in accordance with the Naming of District-Owned Land, Facilities, and Amenities procedure.

Governance Policies of the Board

Governance Policies of the Board

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| Title: Governance Policy Review Process and Agenda Planning | | |
| Category: Governance Process | | |
| Policy No. GP-4 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: August 18, 2015 Chair: Gary Kremen |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

To govern consistent with Board policies, the Board will:

- 4.1. Conduct an annual review of the Board Governance Policies and adopt new or revised policies by the end of September.
- 4.2. Adopt a Board Policy Planning Calendar for the upcoming fiscal year by the end of June and conduct a mid-year review of the Board Policy Planning Calendar by the end of December, and other reviews when determined necessary by the Board.
 - 4.2.1. The Board's Policy Planning Calendar will include regular and special Board meetings and Board work study sessions, as necessary, to provide the Board with information and education needed to perform its job of linkage with community, setting policies and monitoring organization performance, and engaging with its Advisory Committees.
 - 4.2.2. Examples of items on the Board's Policy Planning Calendar are upcoming fiscal year's budget planning agenda items.
 - 4.2.3. Board's Policy Planning Calendar is intended to be a living document for the designated fiscal year and will be updated regularly.
- 4.3. At the same time and place designated in the public notice for budget review, the Board shall review its financial reserves, including the justification, therefore, and an overview of its reserve management policy. The Board shall receive comments thereon from the public before acting on the budget.

Governance Policies of the Board

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| Title: Chairperson's Role Category: Governance Process | | |
| Policy No. GP-5 | Adopted: September 7, 1999 Chair: Larry Wilson | Latest Revision: February 22, 2022 Chair: Gary Kremen |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The Chairperson assures the integrity of the Board's process and represents the Board to outside parties.

Accordingly:

- 5.1. The job result of the Chairperson is that the Board behaves consistently with its own policies and those legitimately imposed upon it from outside the organization.
 - 5.1.1. Board meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the BAOs.
 - 5.1.2. Board deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
- 5.2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board Appointed Officer Linkage, with the exception of (a) employment or termination of a BAO and (b) where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - 5.2.1. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 5.2.2. The Chairperson is empowered to modify previously approved Board Standing Committee work plans and agendas in the event returning to the Board would delay distribution of Standing Committee meeting materials.
 - 5.2.3. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the BAOs.

Governance Policies of the Board

- 5.2.4. The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.
- 5.2.5. The Chairperson may delegate this authority but remains accountable for its use.
- 5.2.6. The Chairperson will determine, in concert with the CEO as necessary, whether to place on an agenda consideration of documents of support or recognition (e.g., resolutions, commendations, certificates of appreciation, etc.) for individuals, organizations or efforts in the community by evaluating whether the individual, organization or effort has a clear nexus to issues relevant to the District.
 - 5.2.6.1. A Board member may, at his or her discretion, request the CEO to prepare for the Board member's signature a Certificate of Appreciation for an individual, organization, or effort. The Chair may also sign the certificate.
 - 5.2.6.2. No more than three Board members may sign one of the above-mentioned documents, unless the action was approved by the Board at a Board meeting.
 - 5.2.6.3. Should there be disagreement between the Chair and a Board member over a request for placement of any of the above-mentioned documents on an agenda, the Board member may request that the matter be placed on the next available Board agenda for consideration.
- 5.2.7. The Chair may add agenda items to agendas.
- 5.2.8. The Chair may execute documents on behalf of the Board using electronic and/or digital signatures (such as DocuSign) as allowed by law in lieu of handwritten signatures, including the following Board-approved documents:
 - Agreements
 - Agreement Amendments
 - Contracts
 - Resolutions (excluding Resolutions of Appreciation) Ordinances
 - Board Meeting Minutes
 - Letters

- 5.3. The Board of Directors elects both the Chairperson (Chair) and Vice Chairperson (Vice Chair) of the Board. The Chair and Vice Chair each serve 1-year terms beginning at the first Board meeting in January of each year.

Governance Policies of the Board

Accordingly:

- 5.3.1. Beginning in the calendar year 2012, the positions of Chair and Vice Chair shall rotate from member to member in numerical order continuing from the 2010 rotation: the District 4 Director would be Chair and District 5 Director would be Vice Chair; the Vice Chair follows the Chair in sequence.
- 5.3.2. Any Board member may, at his/her discretion, and on a one-time basis, postpone, by one year, the acceptance of either the Chair or Vice Chair office by “swapping” with the Director immediately following him/her on the list of succession.
 - 5.3.2.1. Provided, however, that newly-elected or appointed Board members will postpone, by one year, the acceptance of the Chair office by “swapping” with the Director immediately following him/her on the list of succession.
- 5.3.3. Any Board member may, at his/her discretion, decline to serve as Chair or Vice Chair. In the event the Board member declines to serve, that District shall be skipped and the next District Board member shall serve in their stead.
- 5.3.4. The Clerk of the Board shall maintain the list of Board member service as Chair or Vice Chair.

Governance Policies of the Board

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| Title: Board Members' Code of Conduct Category: Governance Process | | |
| Policy No. GP-6 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: July 28, 2020 Chair: Nai Hsueh |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The Board commits itself and its members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Board members who do not adhere to this code of conduct may be subject to the procedures of GP-6.7 through GP-6.9 listed below.

- 6.1. Members must have loyalty to the District and community and not be conflicted by loyalties to staff, other organizations or any personal interest.
- 6.2. Members must avoid conflict of interest with respect to their fiduciary responsibility and are obligated by virtue of their office to discharge their responsibilities with integrity and fidelity and are prohibited from placing themselves in a position where their private, personal interest may conflict with their official duties.
- 6.3. Board members may not attempt to exercise individual authority over the organization.
 - 6.3.1. Members' interaction with the BAOs or with staff must recognize the lack of authority vested in individual members except when explicitly Board authorized. Board members shall refrain from abusive conduct, personal charges or verbal assaults upon the character or motives of other members of the Board, committees, commissions, staff and the public. Board members shall support the maintenance of a positive and constructive environment for District employees.
 - 6.3.2. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - 6.3.3. No member shall contact staff on behalf of a party who is bidding or intends to bid on a District contract or who has or intends to submit a response to a request for proposals or request for qualifications, nor shall a Director inquire about the identity of bidders or proposers prior to the time that staff has made a recommendation for selection of a contractor, vendor, or consultant. Members are not prohibited from making general inquiries about the status of a particular

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procurement, or from providing a member of the public with information about the appropriate staff contact concerning procurement of goods and services by the District.

6.3.4. After issuance of a request for goods or services, Board members are prohibited from communicating with any current or potential vendor, supplier, contractor, or consultant, except as described in this paragraph, until after issuance by the Chief Executive Officer or his/her designee of a decision on any protest relating to the request for goods or services or resultant contract award. Any communications during this period shall be limited to matters unrelated to the request for goods or services or the contract award. Whenever the member has communicated during the aforementioned period with any current or potential vendor, supplier, contractor, or consultant in violation of these restrictions, the name of the party, the date, and the content of the communications shall be disclosed at the next board meeting after the communication and noted in the minutes.

6.4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

6.4.1. No member shall violate the confidentiality of closed session discussion.

6.5. Members will be properly prepared for Board deliberation.

6.6. The Board may not authorize severance pay for a Board-appointed employee of the District when the employee voluntarily separates from District employment. "Severance pay" does not include any otherwise lawful payment required to be paid by the District under a pre-existing employment agreement or under a separation and release agreement resolving a claim or claims made or threatened against the District. The Board shall not agree to amend an employment contract after the employee announces or requests a voluntary separation, except upon a Board determination, in open session, that an adjustment in compensation is required to retain the employee and is in the best interest of the District.

6.7. This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedures shall be followed when any member of the Board of Directors reasonably believes that another member of the Board has engaged in misconduct or has failed to act in the best interests of the District. The procedures shall not be effective in any case in which a non-board member seeks redress for alleged misconduct by a Board member. While the Board has discretion in deciding the actions it may choose to take in response to a complaint, this policy provides definitions and procedures related to three types of actions: admonition, sanction and censure.

6.7.1. Admonition

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Admonition is the least severe form of action. An admonition may typically be directed to all members of the Board, reminding them that a particular type of behavior is not in the best interests of the District, and that, if it occurs or is found to have occurred, could make the member subject to sanction or censure. An admonition may be issued in response to a particular alleged action or actions, although it would not necessarily have to be triggered by a complaint of misconduct. An admonition may be issued by the Board prior to any findings of fact regarding any complaint, and because it is a warning or reminder, would not necessarily require an investigation or separate public hearing to determine whether a complaint is true.

6.7.2. Sanction

Sanction is the next most severe form of action. Sanction should be directed to a particular member of the Board based on a particular action (or set of actions) that is determined to be misconduct but is considered by the Board not to be sufficiently serious to require censure. A sanction is distinguished from censure in that it does not constitute punishment. A written sanction may be based upon the Board's review and consideration of a written complaint. The member accused of such misconduct will have an opportunity to provide a written response to the complaint. A sanction may be issued by the Board, and because it is not punishment or discipline, it would not necessarily require an investigation or separate public hearing.

6.7.3. Censure

Censure is the most severe form of action in this policy. Censure is a formal statement of the Board officially reprimanding one of its members. It is a punitive action, which serves as a penalty imposed for misconduct, but it carries no fine or suspension of the rights of the member as an elected official. Censure should be used for cases in which the Board determines that the misconduct is a serious offense. In order to protect the overriding principle of freedom of speech, the Board shall not impose censure on any of its members for the exercise of his or her First Amendment rights, no matter how distasteful the expression was to the Board or the District. However, nothing herein shall be construed to prohibit the Board from collectively condemning and expressing their strong disapprobation of such remarks.

6.7.4. Referral to District Attorney

At any point during any of the processes hereinafter described, the Board may refer the matter, as appropriate, to the Santa Clara County District Attorney for investigation. Prior to or following such referral, the Board may proceed with any of the actions described in this policy.

6.8. Available Procedures for addressing Misconduct

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There are four separate methods for the Board to address Board member misconduct under this Policy: (1) written complaint; (2) request for admonition; (3) request for sanction; and (4) request for censure. Written complaints that specifically seek admonition, sanction, or censure as a specific remedy shall be treated as a request for that remedy (admonition, sanction, or censure), and the provisions of sections GP-6.9 and GP-6.10 shall not apply.

6.9. Written Complaints

In the event a Board member reasonably believes another Board member has failed to act in the best interests of the District resulting in misconduct, a written complaint shall be submitted to the Chief People Officer. Upon receipt, the Chief People Officer, Human Resources Division shall transmit the complaint to the District Counsel for review. The District Counsel shall review complaints to determine whether there is a sufficient basis for further action.

6.9.1. If a complaint fails to articulate a sufficient basis for further consideration, the complainant and the accused Board member will be so advised by the District Counsel, and the matter shall be deemed concluded.

6.9.2. If a complaint adequately articulates a sufficient basis for further action, the District Counsel shall present the complaint to the Board Ethics and Conduct Ad Hoc Committee (the "Committee"), which shall be comprised of the Chair and two members of the Board. In the event the subject of a complaint is the Chair or any member of the Committee, the Board shall select another Board member to serve on the Committee in that member's stead. The District Counsel may recommend to the Committee that:

6.9.2.1. Fact finding as to the complaint should be conducted; or

6.9.2.2. Informal resolution of the complaint should occur; or

6.9.2.3. An independent investigation of the complaint should occur.

6.10. Prior to any determination by the Committee to proceed with an investigation, the accused Board member must be given a reasonable opportunity to meet with the Committee or to provide a written response to the complaint. In deciding whether or not to open an investigation, the Committee should consider:

6.10.1. Whether an investigation may compromise investigations regarding the same alleged misconduct, whether the misconduct may result in criminal charges, and whether the right of the accused Board member to a fair jury trial may be compromised by proceeding with an investigation.

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- 6.10.2. Whether persons involved in the allegations may choose to exercise their constitutional right against self-incrimination, which may limit the investigation's ability to present a full and impartial picture of alleged events.
- 6.10.3. Whether measures can be taken to protect the rights of the member accused of misconduct, the member making such allegations, and those who have information regarding the allegations.

6.11. Investigations

- 6.11.1. If the Committee determines that an investigation is warranted, upon notification of the Board, District Counsel may be directed to conduct the investigation. District Counsel may select and manage an independent investigator to assist in conducting the investigation.
- 6.11.2. In the course of the investigation, District Counsel shall determine the process by which statements are taken. District Counsel may allow witnesses to choose to provide a signed declaration under penalty of perjury attesting to their knowledge of the facts surrounding the complaint.
- 6.11.3. At the conclusion of the investigation, the results of the investigation shall be presented in writing to the Committee and CEO. If the Committee is satisfied with the completeness of the investigation, it shall provide the Board with its findings and any recommendations. Following such findings and recommendations, any individual Board member may file a request for admonition, sanction, or censure.
- 6.11.4. If the Committee determines that an investigation is not warranted, the complainant and the Board shall be notified. Following such notification, any Board member may file a request for admonition, sanction, or censure.
- 6.11.5. Should any Board member file a request for admonition, sanction, or censure following investigation, the Committee shall submit to the Board a recommendation as set forth in sections GP-6.12.2, GP-6.13.2, or GP-6.14.2, below, and the matter shall thereafter be considered by the Board at its next public meeting subject to the restrictions of section GP-6.14.5, below.

6.12. Request for Admonition

- 6.12.1. Any Board member may make a written request for an admonition which must be submitted to the Committee. The request must contain specific language descriptive of the alleged

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misconduct and the reason(s) admonition is appropriate. A copy of the request for admonition shall be provided to the Board member accused of the misconduct.

6.12.2. The Committee shall review the request and submit it to the Board with a recommendation. The Committee's recommendation shall provide:

6.12.2.1. Admonition is warranted; or

6.12.2.2. Admonition is not warranted; or

6.12.2.3. No further action is required.

6.12.3. A recommendation by a majority of the Committee shall be based on the Committee's review of the written record.

6.12.4. An admonition can be approved by a majority of the Board.

6.13. Request for Sanction

6.13.1. Any Board member may make a written request for sanction which must be submitted to the Committee. The request must contain specific language descriptive of the alleged misconduct and the reason(s) sanction is appropriate. A copy of the request for sanction shall be provided to the Board member accused of the misconduct by personal service within five (5) business days from the date the Committee receives the request. The time for service shall be tolled if the Board member is unavailable for service.

6.13.2. The Committee shall review the request and determine if an investigation is warranted. Following the investigation, or if no investigation was undertaken, following review of the request, the Committee shall submit the request to the Board with a recommendation. The Committee's recommendation shall provide:

6.13.2.1. Admonition, rather than sanction is warranted; or

6.13.2.2. Sanction is warranted; or

6.13.2.3. No further action is warranted.

6.13.3. A recommendation by a majority of the Committee shall be based on the Committee's review of the written record.

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6.13.4. The Committee's recommendation shall be subject to a majority vote of the Board.

6.14. Request for Censure

6.14.1. Any Board member may make a written request for a censure which must be submitted to the Committee. The request must contain specific language descriptive of the alleged misconduct and the reason(s) censure is appropriate. A copy of the request for censure shall be served on the Board member accused of the misconduct by personal service within five (5) business days from the date the Committee receives the written request. The time for service shall be tolled if the Board member is unavailable for service.

6.14.2. The Committee shall review the request and submit the request to the Board with a recommendation. The Committee's recommendation shall provide:

6.14.2.1. Further investigation of the request for censure is required; or

6.14.2.2. Admonition or sanction is warranted; or

6.14.2.3. The request for censure should be set for a separate Board public hearing; or

6.14.2.4. No further action is required.

6.14.3. A recommendation by a majority of the Committee shall be based on the Committee's review of the written record.

6.14.4. If the Board determines that further investigation is required, the Board shall direct the Committee to lead the investigation which may be assisted by the CEO and District Counsel. The following guidelines apply to such an investigation:

6.14.4.1. The Committee may be assisted by a separate independent investigator.

6.14.4.2. Upon completion of the investigation, the Committee should determine if taking all the facts and evidence into consideration, there are reasonable grounds to believe or not believe that the misconduct occurred.

6.14.4.3. The Committee shall issue to the Board a final a report and recommendation as approved by a majority of the Committee. The Committee's final report shall be made available to the public.

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6.14.5. If a separate Board public hearing is required, it must be scheduled far enough in advance to provide the Board member subject to the charges adequate time to prepare a defense, and that Board member shall be given the opportunity to make an opening and closing statement and to question his or her accusers. The Board member subject to the charges may be represented and may have the representative speak or question on his/her behalf. The Chair or Vice Chair, if the Chair is the subject of the charges, shall preside at the public hearing. The rules of evidence shall not apply to the hearing of the matter, which is not a formal adversarial proceeding. If the District Counsel has assisted Board members in the investigation, independent legal counsel shall provide legal advice to the Board during the hearing of the matter.

6.14.6. A decision to censure requires the adoption of a resolution making findings with respect to the specific charges, based on substantial evidence and approved by a two-thirds vote of Board.

6.15. Complaints from non-Board members

This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedure shall be followed when a non-Board member files a written complaint stating his/her reasonable belief that a member of the Board has acted or failed to act in the best interests of the District resulting in misconduct. While the Board has discretion in deciding the actions it may choose to take in response to such a complaint, this policy provides definitions and procedures related to three types of actions: admonition, sanction and censure as defined in sections GP-6.7.1, GP-6.7.2., and GP-6.7.3, of this policy.

6.16. At any point during any of the processes hereinafter described, the Board may refer the matter as appropriate to the Santa Clara County District Attorney for investigation. Following such referral, the Board may proceed with any of the actions described in this policy.

6.17. This policy applies to the Santa Clara Valley Water District Board of Directors and the following procedures shall be followed when a non-Board member reasonably believes that a member of the Board has acted or failed to act in the best interests of the District resulting in misconduct. A written complaint signed by the complainant shall be filed with the Chief People Officer, Human Resources Division. Upon receipt, the Chief People Officer shall transmit the complaint to the Chief Executive Officer (CEO) and the District Counsel for review. The CEO and District Counsel shall review the complaint to determine whether there is a sufficient basis for further action.

6.17.1. If a complaint fails to articulate a sufficient basis for further consideration, the complainant and the accused Board member will be so advised and the matter shall be deemed concluded.

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6.17.2. If a complaint adequately articulates a sufficient basis for further action, the CEO and District Counsel shall present the complaint to the Chair of the Board. In the event the subject of the complaint is the Chair, the Vice Chair shall be presented with the complaint. The CEO and District Counsel may recommend to the Chair or Vice Chair that:

6.17.2.1. Fact finding as to the complaint should be conducted; or

6.17.2.2. Informal resolution of the complaint should occur; or

6.17.2.3. An independent investigation of the complaint should occur.

6.18. Prior to the determination by the Chair or Vice Chair to proceed with an investigation, the accused Board member must be given a reasonable opportunity to meet with the Chair or Vice Chair or to provide a written response to the complaint. In deciding whether or not to open an investigation, the Chair or Vice Chair should consider:

6.18.1. Whether an investigation may compromise investigations regarding the same alleged misconduct and if the misconduct may result in criminal charges, whether the right of the accused Board member to a fair jury trial may be compromised by proceeding with an investigation.

6.18.2. If persons involved in the allegation may choose to exercise their constitutional right against self-incrimination, which may limit the investigation's ability to present a full and impartial picture of the alleged events.

6.18.3. Measures to protect the rights of the member accused of misconduct, the non-Board member making such allegations, and those who have information regarding the allegations.

6.19. Investigations

6.19.1. If the Chair or Vice Chair determines that an investigation is warranted, upon notification of the Board, District Counsel may be directed to conduct an investigation, and District Counsel may select and manage an independent investigator to assist in conducting such investigation.

Alternatively, at the discretion of the Chair or Vice Chair, the Board's Ethics and Conduct Ad Hoc Committee (as described in Section 6.9.2 of the Board's Governance Policies) shall select an independent investigator to conduct the investigation.

6.19.2. In the course of the investigation, District Counsel shall determine the process by which statements are taken. A witness may choose to provide a signed declaration under penalty of perjury attesting to his/her knowledge of the facts surrounding the complaint. Within ninety

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(90) days of the date an investigation begins, District Counsel shall inform the Board of the investigation's progress. Investigations should be completed within six (6) months from the date the investigation begins; however, in the event the investigation cannot be completed within the six (6) month time period, District Counsel shall so notify the Board.

- 6.19.3. At the conclusion of the investigation, the results of the investigation shall be presented in writing to the Chair or Vice Chair. If the Chair or Vice Chair is satisfied with the completeness of the investigation, the Chair or Vice Chair shall provide the Board with findings and any recommendations. Following such findings and recommendation, any individual Board member may file a request for admonition, sanction, or censure.
- 6.19.4. If the Chair or Vice Chair determines that an investigation is not warranted, the complainant and the Board shall be notified. Following such notification, any Board member may file a request for admonition, sanction, or censure as set forth in sections GP-6.12, GP-6.13, or GP-6.14 of this policy, save and except that whenever the term "Committee" appears therein, the term "Chair" or "Vice Chair" shall be applicable.
- 6.19.5. Should any Board member file a request for admonition, sanction, or censure following the Chair or Vice Chair's findings and recommendations or determination that an investigation is not warranted as set forth in sections GP-6.19.1 through GP-6.19.4 above, the matter shall thereafter be considered by the Board at its next public meeting subject to the restrictions of section GP-6.14.5, above.

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| Title: Values Statement Category: Governance Process | | |
| Policy No. GP-7 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: August 8, 2017 Chair: John L. Varela |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The values of the Board reflected throughout Board policies are as follows:

The Santa Clara Valley Water District believes, and will exemplify, the following values:

- 7.1. The District is entrusted to serve the public by carrying out its mission for the benefit of the community.
- 7.2. The District is committed to providing excellent service to all customers.
- 7.3. All individuals are unique and important and will be treated with fairness, dignity, and respect.
- 7.4. The District takes pride in its work and is accountable to carry out its responsibilities safely with honesty and integrity.
- 7.5. Initiative, leadership, personal development, and training are vital for continuous improvement.
- 7.6. Open communication, cooperation, and teamwork are shared responsibilities and essential to the successful performance of District work.
- 7.7. The District is committed to creating an inclusive work environment, which reflects and supports the diversity of the community and enriches our perspectives.
- 7.8. The District strives to support a work culture and workplace environment that attracts and retains superior employees empowered to make decisions about, and take responsibility for, how they do their jobs.
- 7.9. The District is committed to its employees and supports market based competitive compensation that is equitable and rewards accomplishment and encourages high performance.
- 7.10. This District is committed to sustaining a healthy work-life balance for its employees and places a high value on all the things that provide enrichment and fulfillment, including work and career, health and

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fitness, family and relationships, spirituality, community service, hobbies and passions, intellectual stimulation, rest and recreation.

Governance Policies of the Board

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| Title: Board Committee Principles | | |
| Category: Governance Process | | |
| Policy No. GP-8 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: July 28, 2014 Chair: Tony Estremera |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The District Act provides for the creation of advisory boards, committees, or commissions by resolution to assist the Board in performing its job, as defined.

Accordingly, the Board may establish the following type of Board Committees to assist it with policy advice, District Mission implementation, respective expertise, and, very importantly, to help produce the link between the District and the community:

Board Standing Committee – A Committee created by ordinance, resolution, or formal action of the Board comprised of less than a quorum of the Board and/or external members having continuing subject matter jurisdiction or a meeting schedule fixed by ordinance, resolution, or formal action. Annually, the purpose of an established Standing Committee will be reviewed to determine its relevance.

Board Ad Hoc Committee – A Committee comprised of less than a quorum of the Board and/or external members having a limited term, to accomplish a specific task, is established in accordance with the Board Ad Hoc Committee procedure (Procedure No. W723S01), and will be used sparingly. Annually, the purpose of an established Ad Hoc Committee will be reviewed to determine its relevance.

In keeping with the Board's broader focus, Board Committees will not direct the implementation of District programs and projects, other than to receive information and provide advice and comment.

Accordingly:

- 8.1. When used, Board Standing Committees and Board Ad Hoc Committees will be established so as to reinforce the wholeness of the Board's job and so as to never interfere with delegation from the Board to the BAOs.
 - 8.1.1. Board Standing Committees and Board Ad Hoc Committees are established for a specific purpose as defined by the Board. The committees' purpose may also include a definition in authority and limitation in duration. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the BAOs.

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- 8.1.2. Board Standing Committees and Board Ad Hoc Committees will communicate directly with the Board and will not exercise authority over employees. Therefore, because the BAOs work for the full Board, they will not be required to obtain approval of a Board Standing Committees or Board Ad Hoc Committee before an executive action.
- 8.2. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the BAOs.
- 8.3. Board Committees will conduct their meetings in accordance with the provisions of the Brown Act (Open Meetings Law), even when the Brown Act would not otherwise apply to the committee due to its nature, function, or duration. If an exception of this policy is deemed to be in the best interest of the District, the reason for the exception will be identified at the time the Board or Chair creates the committee.
- 8.4. On an annual basis, the Board of Directors will review the structures, functions, and purposes of the Board Committees to ensure that the Board's needs are being met.

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| Title: Board Committee Structure | | |
| Category: Governance Process | | |
| Policy No. GP-9 | Adopted: June 15, 1999 Chair: Larry Wilson | Latest Revision: December 10, 2019 Chair: Linda J. LeZotte |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

Nominations of Board members to committees shall be made by the Chair subject to approval by the Board, subject to annual review.

9.1. Board Committees:

9.1.1. A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

9.2. Board Members Representation on Board Standing and Ad Hoc Committees:

9.2.1. Board members who are not the appointed representatives to Board Standing or Ad Hoc Committees shall be permitted to attend open noticed meetings of such committees only as observers to watch and listen, and not participate in discussion, ask questions or make statements. The non-appointed Board member(s) must observe the meeting from the area designated for members of the public. During the course of the meeting, appointed representatives of Board Standing or Ad Hoc Committees shall not speak to or otherwise engage with non-appointed Board members attending the meeting as observers.

9.3. Board Members Representation on External Committees:

9.3.1. Board members serving on external committees or other governing bodies shall serve in the best interest of the District unless otherwise required by statute, ordinance, resolution or other legislative action.

9.3.2. Board members shall serve on appointed committees to maintain effective relationships.

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| Title: Cost of Governance Category: Governance Process | | |
| Policy No. GP-10 | Adopted: September 28, 1999 Chair: Larry Wilson | Latest Revision: January 8, 2019 Chair: Linda J. LeZotte |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The Board will invest in its governance capacity.

Accordingly:

- 10.1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - 10.1.1. Training and education will be used by Board members to maintain and increase governance skills and understanding.
 - 10.1.2. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - 10.1.3. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to public viewpoints and values.
- 10.2. Adequate funds will be proposed by the COB and budgeted annually by the CEO for support of the Board.
- 10.3. Board members will prepare and submit Director's Expense Claim Forms to request per diem and expense reimbursement in accordance with this policy. Board members will include receipts and any other information necessary to demonstrate that reimbursement is consistent with this policy and with Ch. 700, Stats. 2005 (AB 1234). Expense claims must be submitted within a reasonable time after the expense is incurred.
- 10.4. Board members will briefly report on meetings attended at District expense at the next regular Board meeting following the event at which the member is in attendance. On a quarterly basis, a report of the per diem and expense reimbursements of each Board member shall be placed on an open session Board meeting agenda for review and a determination by the Board whether the reimbursements comply with the Board's reimbursement policies adopted pursuant to Section 53232.3 of the Government Code. Only expenses in compliance with those policies may be reimbursed by the District.

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Directors Quarterly Expense Reimbursement Reports will be placed on the Directors District web page for public viewing.

- 10.5 Adequate liability insurance will be provided by the CEO at all times for Board members.
- 10.6 It is the policy of the Board that each Board member attend such meetings, events, conferences, and training as each Board member determines will best enable them to serve the District, including such compensation per day and reimbursement for actual and necessary expenses as may be allowed by law and as authorized by this policy. Board members may only receive compensation for one meeting, per day, regardless of the number of meetings attended.

10.6.1. Per Diem Meetings, Events, and Activities Compensation

After annually making a finding based on substantial evidence that there is an operational need for Board members to be paid for more than 10 meetings in a calendar month, Board members are eligible to receive compensation per day, up to 15 days per calendar month, in accordance with Section 33(c) of the Santa Clara Valley Water District Act, for the meetings, events, and activities listed below, all of which are hereby deemed by the Board to constitute the performance of official duties. For the purpose of making a finding, substantial evidence shall include, but is not limited to, such things as the number of meetings in the prior year that were qualified for compensation pursuant to this policy, and how many and how frequently committee meetings of the Board of Directors occur.

- 10.6.1.1. Regular and Special Meetings of the Board of Directors.
- 10.6.1.2. Regular and Special Meetings of any Standing or Ad Hoc committee of the Board of Directors in accordance with Governance Process Policy 9.2.1, when the attending member is a member of the committee.
- 10.6.1.3. Regular and Special Meetings of any public entity legislative or advisory body of which the District is a member, or at which an agenda item related to the District's business is discussed.
- 10.6.1.4. Meetings with local, state, and federal legislators and/or officials to discuss matters of District concern.
- 10.6.1.5. Meetings of associations of governmental agencies, water policy organizations, and any other body of which the District is a member or which concerns water supply, flood protection, and/or natural resources.

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- 10.6.1.6. Conferences and educational workshops open to the public and/or to public agencies such as the District or concern water supply, flood protection, and/or natural resources. Preference should be given to conferences and educational workshops in California in order to minimize out of state travel.
- 10.6.1.7. Community events sponsored by or featuring the District, or which concern water supply, flood protection, and/or natural resources, or which concern the relationship of the District to the communities it serves.
- 10.6.1.8. Community meetings at which District projects or programs are presented, featured, or discussed.
- 10.6.1.9. Meetings with District employees and/or District constituents concerning District business.
- 10.6.1.10. Media appearances to discuss District issues (including but not limited to interviews and editorial board meetings).
- 10.6.1.11. Activities constituting direct Board inspection of District operations in accordance with Board-BAO Linkage Policy BL-5.
- 10.6.1.12. Participation in and completion of an approved online ethics course to meet the requirements of Government Code Sections 53234-53235.5, which shall constitute a single meeting.
- 10.6.1.13. Any other meeting, event, or activity approved in advance by the Board.
- 10.6.2. Per Diem Meetings, Events, and Activities Compensation Exclusions
 - 10.6.2.1. No Board member shall be compensated for attendance at a community/business event as a guest of the District, where the District has purchased a seat or table at said event.
- 10.6.3. Per Diem Meetings, Events, and Activities Expense Reimbursements

Board members are eligible for reimbursement for actual and necessary expenses incurred by the Board member for travel/transportation, meals, registration fees, lodging and incidental expenses reasonably incurred by the Board member in connection with meetings, events, and activities described in GP-10.6.1.

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- 10.6.3.1. Travel reimbursement expenses will not exceed the government or group rate for airline, ground transportation, and rental cars where such rate is available. Air transportation will be economy/coach class. Reimbursement for rental cars will be at the midsize level, unless a group of District officials/personnel are traveling together and choose to use a larger vehicle to accommodate the group. Shuttles, taxis, and car services are reimbursable in lieu of car rental. Board members wishing to upgrade flight or rental car class for personal convenience, or to combine personal with business travel thereby resulting in an increased fare, must pay the increased cost over the rates set forth in this policy.
- 10.6.3.2. Mileage reimbursement expenses for use of the Board member's own vehicle will be at the rate established for District employees and in accordance with policies applicable to District employees.
- 10.6.3.3. Lodging reimbursement expenses will not exceed the government or group rate for lodging where such rate is available. Reimbursement for lodging at conferences and organized educational activities will not exceed the maximum group lodging rate published by the activity sponsor if that rate is available at time of booking. Board members wishing to upgrade rooms and/or hotels or to incur additional guest charges will not be reimbursed for the cost difference.
- 10.6.3.4. Meal reimbursement expenses will be provided up to \$60 per day (\$14 for breakfast, \$16 for lunch and \$30 for dinner) for Board members who provide receipts. In addition to the \$60 per day, Board members will be entitled to an additional \$15 per day, with receipts, when traveling to the cities identified by the US General Services Agency as "high cost of living areas" listed below. Board members who do not have receipts may be reimbursed up to \$39 (\$9 for breakfast, \$10 for lunch and \$20 for dinner) per day for meal expenses.

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| Los Angeles, CA | Boston, MA | New York City, NY |
| San Francisco, CA | Baltimore, MD | Cincinnati, OH |
| Denver, CO | Detroit, MI | Pittsburgh, PA |
| Washington, DC | St. Paul/Minneapolis, MN | Philadelphia, PA |
| Miami, FL | St. Louis, MO | Dallas, TX |
| Chicago, IL | Atlantic City, NJ | Arlington, VA |
| New Orleans, LA | Santa Fe, NM | Seattle, WA |

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- 10.6.3.5. Incidental expenses, including public transportation to/from airport; parking expenses; fuel for rental cars; tipping in accordance with policies applicable to District employees; expenses related to conducting District business while traveling (such as charges for phone, internet, or facsimile communication), will be reimbursed.

10.7. Business-Related Expense Reimbursements

Board members are eligible for reimbursement for actual and necessary expenses incurred by the Board member for the following business-related expenses: communication devices (cell phones/batteries/chargers), third party charge for internet/phone/fax lines and plans, office equipment and business cards.

10.7.1. Office equipment eligible for reimbursement under GP-10.7. includes:

- Fax/printers
- Fax/printer ink cartridges
- Individual office supplies (pens, day planners, etc);
- Personal digital assistant (PDA) equipment

10.8. Allocated Expense Reimbursements

Board members are eligible for reimbursement for office equipment, communication devices, supplies, publication subscriptions, membership dues, and educational materials utilized by the member for performance of Board duties, up to the amount identified in the Board Resolution Setting Annual Limit of Reimbursement of Directors' Annual and Necessary Expenses.

10.8.1. Publication subscriptions eligible for reimbursement under GP-10.8. include:

- Newspaper/ magazine subscriptions
- Periodicals

10.8.2. Membership dues eligible for reimbursement under GP-10.8. include:

- Organization and association memberships relevant to District business/mission (excludes professional memberships, certifications, licenses, etc)

10.8.3. Educational material eligible for reimbursement under GP-10.8. includes:

- Books, videos, DVDs, computer programs (used in course of District business)

10.8.4. Other expenses eligible for reimbursement under GP-10.8. include:

- Business meal overage reimbursement

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- District apparel

10.9 Board member compensation and benefits settlement agreements are not confidential.

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| Title: Inclusion, Equal Employment Opportunity, Discrimination/Harassment Prevention, and Diversity | | |
| Category: Governance Process | | |
| Policy No. GP-11 | Adopted: August 3, 1999 Chair: Larry Wilson | Latest Revision: July 28, 2014 Chair: Tony Estremera |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

The Board of Directors is committed to providing equal employment opportunity to all persons and to building a diverse work force that values diversity and inclusion.

The Board firmly believes that such a work force provides advantages both internally, in terms of the human resources potential offered by a variety of diverse perspectives, and externally, in increasing the District's ability to respond to the community we serve.

The Board understands that diversity is more than inclusion of racial or cultural groups, that valuing diversity involves respect for all persons, and that valuing diversity requires a positive change in the way we interact with each other and a change in our organizational culture.

Accordingly:

- 11.1. The Board and its members will not discriminate, harass, or allow harassment against any applicant, employee, customer, or other person on the basis of sex (which includes pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy, childbirth or breastfeeding), race, religion, color, national origin (including language use restrictions), ancestry, religious creed (including religious dress and grooming practices, political affiliation, disability (mental and physical, including HIV or AIDS), medical condition (cancer and genetic characteristics), genetic information, marital status, parental status, gender, age (40 and over), pregnancy, military and veteran status, sexual orientation, gender identity and gender expression, the exercise of family and medical care leave, the exercise of pregnancy disability leave, or the request, exercise, or need for reasonable accommodation.
- 11.2. The Board commits itself and its members to support all actions necessary to make equal employment opportunity at the District a reality for all.
- 11.3. The Board will require that the organization's work environment be one in which all people are welcomed and included, and in which all individuals are unique and important and are treated with fairness and dignity.

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- 11.4. The Board will respect all people and seek to accommodate and learn from the different perspectives and values they contribute.

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| Title: Conduct of Board Meetings Category: Governance Process | | |
| Policy No. GP-12 | Adopted: June 9, 2015 Chair: Gary Kremen | Latest Revision: August 18, 2015 Chair: Gary Kremen |
| The Board of Directors revised and adopted this policy at its public meeting on the latest revision date. | | |

12.1. Procedural Rules for Board Meetings (“Rules”)

12.1.1. Basic Motions Subject to Debate

- 12.1.1.1. A motion puts forward a decision for consideration.
- 12.1.1.2. A motion to amend retains the basic motion but modifies it in some way.
- 12.1.1.3. A motion to substitute the motion under discussion eliminates the basic motion and places a new motion before the Board.

12.1.2. Non-Debatable Motions

- 12.1.2.1. A motion to adjourn. Four affirmative votes needed.
- 12.1.2.2. A motion to recess. Four affirmative votes needed.
- 12.1.2.3. A motion to fix the time to adjourn. Four affirmative votes needed.
- 12.1.2.4. A motion to table item under discussion. Four affirmative votes needed.
- 12.1.2.5. A motion to limit time for Board debate. Two thirds vote required.
- 12.1.2.6. A motion calling for a vote on the immediate question. Two thirds vote required.
- 12.1.2.7. A motion to close nomination. Two thirds vote required.
- 12.1.2.8. A motion objecting to Board consideration of an item on the agenda. Two thirds vote required.

12.1.3. A motion to suspend the Rules. Two thirds vote required.

12.1.4. Motion to Reconsider

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- 12.1.4.1. A motion to reopen debate and discussion after vote has been taken. Four affirmative votes required.
- 12.1.4.2. Motion must be made at the meeting where item first voted upon or at the very next meeting.
- 12.1.4.3. Motion must be made by member who voted in majority on original motion.
- 12.1.5. Courtesy and Decorum
 - 12.1.5.1. Point of Privilege – interrupting a speaking board member to make a ministerial request which addresses physical conditions of the meeting. Chair to inquire why speaker is being interrupted.
 - 12.1.5.2. Point of Order – interrupting a speaking board member questioning whether board meeting is being properly conducted.
 - 12.1.5.3. Appealing Ruling of the Chair. Four affirmative votes needed to reverse Chair's ruling.
 - 12.1.5.4. Call for Order of the Day. Requesting that Board discussion should be redirected to items on published agenda.
 - 12.1.5.5. Withdrawal of motion. Maker of motion seeks to immediately withdraw his/her motion. Motion is withdrawn without debate.
- 12.1.6. Voting
 - 12.1.6.1. All members of the Board, when present, must vote except as hereinafter provided.
 - 12.1.6.2. A member of the Board who has a conflict of interest regarding any matter being considered by the Board shall declare the conflict and abstain from participating in the Board's deliberation and Decision regarding the matter. A board member so abstaining must leave the Board chambers unless an exception otherwise applies.
 - 12.1.6.3. Any member of the Board, once having answered the call of the roll or having been noted by the Clerk of the Board as being present at a meeting, shall advise the Chair of the Board prior to leaving the Board's Chambers for the remainder of the meeting.
 - 12.1.6.4. The vote on any matter being considered by the Board may be delayed by the Chair of the Board until all members of the Board present for the meeting, and not excused as herein provided, are present at the Board's dais.

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12.1.7. Public Comment

- 12.1.7.1. Comments from the public on Non-Agenda Items will generally be taken on any item within the subject matter jurisdiction of the Board and not on the published agenda prior to Board discussion on any item of business.
- 12.1.7.2. Comments from the public on Published Agenda Items shall be heard prior to any motion being made by a board member; or, if no motion is appropriate, prior to the Chair of the Board calling the next item of business on the published agenda.

12.2. Unless a higher vote is required by ordinance, resolution, state, or federal law, the affirmative vote of at least four members of the Board shall be required in order for the Board to take action on an item of business or the adoption of any ordinance or resolution.

12.3. The Board, Standing Committees, and Board Ad Hoc Committees shall conduct their meetings in an open and transparent manner by following the California Open Meeting Act and the District Act.