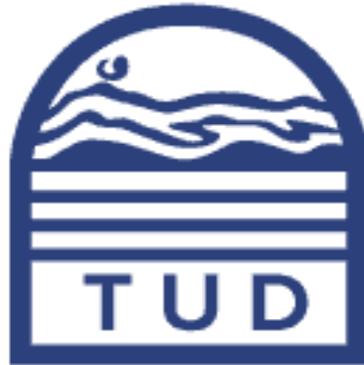


TUOLUMNE UTILITIES DISTRICT



BOARD OF DIRECTORS POLICY MANUAL

Adopted: August 27, 2019

Resolution No. 17-19

Table of Contents

- Mission Statement..... 4
- Vision Statement 4
- Core Values..... 4
- Stewardship..... 4
- Transparency 4
- Collaboration and Community Engagement 4
- Organizational Integrity..... 4
- Highly Effective and Safe Workforce 4
- Operating Principles of the Board (NORMS) 5
 - Implementation..... 5
 - Communication Norms 5
 - Process Norms..... 5
 - Relationship Norms 5
 - Capacity Norms..... 6
- Actions of the Board..... 6
- Code of Ethics..... 6
- Governing Laws 8
- Election of Officers 8
- Role of Board Members (Powers, Purposes, Duties and Functions) 9
 - Primary Responsibilities 9
 - Primary Duties..... 9
 - Governance Functions 9
- Role of Individual Directors 9
- Meeting of the Board.....10
 - Time and Place of Meetings10
 - Preparation, Distribution and Posting of Agendas for Board Meetings:10
 - Preparation of Agenda:10
 - Board Submitted Agenda Items:10
 - Agenda Items Submitted by the Public:.....11
 - Attachments:.....11
 - Matters Not on the Agenda:11
 - Special Circumstances:.....11
 - Public Review of Agendas:11
- State Law11
- Order of Business.....11
- Public Nature of Meetings.....12

| | |
|--|----|
| Parliamentary Procedure | 12 |
| Quorum and Voting Requirements | 12 |
| Rules of Decorum for Board Meetings | 12 |
| Decorum | 12 |
| Rules of Decorum | 12 |
| Addressing the Board | 13 |
| Enforcement of Decorum | 13 |
| Additional Types of Meetings..... | 14 |
| Special Meetings | 14 |
| Adjourned Meetings..... | 14 |
| Emergency Board Meetings | 15 |
| Workshops | 15 |
| Committees | 15 |
| Closed Session Meetings | 15 |
| Board Action..... | 15 |
| Orderly Discussion | 16 |
| Parliamentary Procedures Affecting Motions | 16 |
| President..... | 17 |
| Duties | 17 |
| Responsibilities | 17 |
| Vice President | 17 |
| Remuneration, Reimbursement, and Other Benefits | 17 |
| Remuneration (For the complete policy please reference the District’s Travel Expense Limitation Policy: Board Compensation) | 17 |
| Reimbursement of Traveling and Incidental Expenses Incurred while on Official Business ... | 18 |
| Expenses for Education Programs and Conferences..... | 19 |
| Harassment | 19 |
| Attendance..... | 20 |
| Board Meetings | 20 |
| Educational Programs, Conferences, and Meetings | 21 |
| Incompatible Offices/Employment | 21 |
| Directors’ Legal Liabilities | 22 |
| General Provisions..... | 22 |
| Contact with District’s Attorney..... | 22 |
| Electronic Communications and the California Public Records Act | 22 |
| Policy Violations..... | 22 |

TUD Statements

Mission Statement

Provide Responsible Water and Wastewater Services for our Customers with Great Customer Service in a Socially, Financially, and Environmentally Responsive Manner at a fair value.

Vision Statement

Sustainable Water Resources; Safe, Secure and High-Quality Water; Effective Collection, Treatment and Disposal of Wastewater and best use of TUD Properties for community Benefit.

Core Values

The District is proactive in forwarding & protecting the interests of our customers and the community.

Stewardship

The District supports “Best Management” practices, respects the rich cultural history of our community and manages resources on a sustainable basis for future generations.

Transparency

Information freely flows to and from all levels of the organization, respect and thoughtful consideration is given to each other’s differences and opinions, and all participants are provided the same information.

Collaboration and Community Engagement

Board & District Staff listen and openly share ideas to achieve better decisions and outcomes with our customers and partners.

Organizational Integrity

Respect, Commitment, Responsibility, Ethical Behavior, Safety, High Quality Customer Service, Teamwork & Accountability are the hallmark of the organization.

Highly Effective and Safe Workforce

The District supports well-qualified, trained and committed employees who work safely and give their best to get the job done and provide the best customer service available

Operating Principles of the Board (NORMS)

Norms help promote trust, encourage respectful communication and civic discourse while conducting the public's business as an elected official. A norm also provides predictable procedures.

Implementation

- We are committed to practicing these norms, whereupon we will evaluate, learn, and adjust according to what we learn.
- Upon the occasion of the occurrence of what appears to be a breach of these norms, we are committed to addressing this perception first to the individual(s) involved, before raising the issue with the Board itself. Because we value learning and improvement, we are committed to debriefing each of these at each of our Board meetings.

Communication Norms

- All communication will be accurate and brief.
- We will communicate our actions before we engage in them.
- We will actively listen.
- Check Your Assumptions (C.Y.A.).
- Revisit and display these norms at each Board meeting.
- Be inclusive.
- Be considerate.
- Be respectful.
- Choose your words carefully.
- Be kind to others.
- Don't harass.
- Make differences into strengths.

Process Norms

- The Board needs to address and resolve policy issues and set priorities. The Board is committed to doing this by practicing the building of consensus, ensuring orderly implementation, and understanding the issues presented to the Board.
- The Board and staff are committed to TUD's mission.
- The Board needs to do its due diligence by seeking information from inside and outside the organization.
- Staff needs to make available a fair representation of all information and analysis of alternatives so that the Board can make informed decisions.
- All requests from the Board for information/agenda items will be funneled through the General Manager and distributed to all Board members

Relationship Norms

- Create an environment that promotes respect and appreciation between the Board, Staff, Consultants, Ratepayers and the public.
- Establish, accept and support common purpose and vision.
- Collectively guide the implementation of TUD's mission and vision within complex and changing economic, social and environmental conditions.
- Recognize what is within and outside of the Board's control.
- The staff works for the General Manager, the General Manager works for the Board, and the Board works for the ratepayers and the public.

Capacity Norms

- Hire talented, motivated, team oriented and qualified personnel to meet the needs of TUD.
- Expand education for the Board and Staff.
- Expect creative decision-making.
- Maintain good customer service and efficiency by adhering to a policy of updating technology and resources.
- Ensure a cooperative and open work environment.

Actions of the Board

- A. The Board of Directors shall act only at regular, emergency, or special meetings, as provided by Law.
- B. The Board sets the policy for the District.

Code of Ethics

- A. Conflicts: New Board Members must be aware that any business they own, operate, or materially participated in prior to or during their tenure on the Board cannot enter into any contracts with the District. Once on the Board, any business dealings that Director may have had with the District must cease, unless an exemption applies. If any Director believes they may have such a conflict, they should contact the General Manager and the General Manager should contact District counsel to evaluate the potential conflict. Upon informing the General Manager and District Counsel, the conflict will be discussed, and the appropriate approach will be decided, including up to contacting the FPPC for resolution.
- B. The proper operation of the District requires decisions and policy to be made through the proper channels of the District, that public office not be used for personal gain, and that all individuals associated with the District remain impartial and responsible towards the public. Accordingly, it is the policy of the District that Board members and staff will maintain the highest standard of personal honesty and fairness in carrying out their duties.
- C. To conform to the requirements of AB1234 and AB1825, all Board members need to take at least two (2) hours of ethics and sexual harassment prevention training every two years and receive a certificate of completion. New Board members need to complete the training within one (1) year of taking office. The District must keep records indicating when each Board member has completed the training. Regardless of the extent of any training received or not received, Board members, in the performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability. A Board member will not grant any special consideration, treatment or advantage to any person or group beyond that which is available to every other person or group in similar circumstances. Board members will ensure that they file a Form 700 when entering office, annually while in office and upon leaving office.
- D. Except as specifically authorized, a Board member will not use or permit the use of District owned vehicles, equipment, telephones, materials or property for personal convenience or profit. A Board member will not ask or require a District employee to perform services for the personal convenience or profit of a Board member or employee. Each Board member must protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form. Board members will safeguard District property, equipment, moneys and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust. Board members are responsible for maintaining written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the District's behalf, in accordance with the

District's policy for reimbursement of expenses of Board members.

- E. A Board member is not authorized, without approval of the Board, to disclose information that qualifies as confidential information under applicable provisions of law to a person not authorized to receive it, that (1) has been received for, or during, a closed session meeting of the Board, (2) is protected from disclosure under the attorney-client or other evidentiary privilege, or (3) is not required to be disclosed under the California Public Records Act.
- F. This section does not prohibit a board member from performing any of the following: (1) making a confidential inquiry or complaint to the District's general counsel or grand jury concerning a perceived violation of law, including disclosing facts to the District's general counsel or grand jury that are necessary to establish the alleged illegality of an action taken by the District, (2) expressing an opinion concerning the propriety or legality of actions taken by the District in closed session, including disclosure of the nature and extent of the allegedly illegal action, or (3) disclosing information acquired by being present in a closed session that is not confidential information. Prior to disclosing confidential information pursuant to (1) or (2), above, however, a Board member will first bring the matter to the attention of either the President of the Board, the General Manager or District Counsel, to provide the Board an opportunity to cure an alleged violation. A Board member who willfully and knowingly discloses confidential information received by him or her in the course of his or her official duties may be guilty of a misdemeanor.
- G. Board members are prohibited from soliciting political funds or contributions at District facilities. A Board member will not accept, solicit or direct a political contribution from any person or entity who has a financial interest in a contract or other matter while that contract or other matter is pending before the District. A Board member will not use the District's seal, trademark, stationery, or other indicia of the District's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Board members must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which the District has, or is likely to have, business dealings. Similarly, Board members must not accept any other preferential treatment under these circumstances because their position with the District might be inclined to, or be perceived to, place them under obligation.
- H. The General Manager has primary responsibility to: (1) ensure that District staff do not engage in improper activities, (2) investigate allegations of improper activities, and (3) take appropriate corrective and disciplinary actions. The Board has a duty to ensure that the General Manager is operating the District according to law and the policies approved by the Board. Board members are encouraged to fulfill their obligations to the public and the District by disclosing to the General Manager to the extent not expressly prohibited by law, improper activities within their knowledge. Board members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines that the General Manager is not properly carrying out these responsibilities. Nothing in this section affects the responsibility of the Board to oversee the performance of the General Manager.
- I. A Board member will not directly or indirectly use or attempt to use the District or influence of his or her position for the purpose of intimidating, threatening, coercing, commanding or influencing any other person for the purpose of preventing such person from acting in good faith to report or otherwise bring to the attention of the General Manager or the Board any information that, if true, would constitute: a violation by a Board member or District employee of any law or regulation, waste of District funds, abuse of District, a specified and substantial

danger to public health or safety due to an act or omission of an District official or employee, use of an District office or position or of District resources for personal gain, or a conflict of interest of a Board member or District employee.

A Board member will not use or threaten to use any official District influence to affect any action as a reprisal against a District Board member or District employee who reports or otherwise brings to the attention of the General Manager, any Board members, or the public any information regarding the subjects described in this section.

- J. A Board member will not include false or misleading information in a candidate’s statement for a General District Election.

Governing Laws

- A. The Board of Directors shall comply with and shall be guided by applicable provisions of the law, TUD’s Policies, and the motions, resolutions and ordinances enacted by the Board of Directors.

Election of Officers

The TUD Board consists of five Directors who serve a staggered, four-year term in accordance with the norms herein. The Board officers shall consist of a President and Vice President. The President of the Board shall be elected every year at the first Board meeting in December. The President and Vice President will be nominated following the procedure described below. Election will be the last order of business on the agenda. Newly elected officers will assume their roles at the first Board meeting in January.

Step 1

The President gives the opportunity for Board members to abstain from consideration.

Step 2

Board members rank their order of preference for the seat being considered. Each Board member must rank all choices.

Example:

| Bob’s Ballot | | Carl’s Ballot | | Joe’s Ballot | | Amy’s Ballot | | Sam’s Ballot | |
|--------------|------|---------------|------|--------------|------|--------------|------|--------------|------|
| 1 | Bob | 1 | Carl | 1 | Amy | 1 | Carl | 1 | Joe |
| 2 | Carl | 2 | Sam | 2 | Carl | 2 | Bob | 2 | Carl |
| 3 | Joe | 3 | Joe | 3 | Joe | 3 | Joe | 3 | Bob |
| 4 | Amy | 4 | Amy | 4 | Sam | 4 | Amy | 4 | Amy |
| 5 | Sam | 5 | Bob | 5 | Bob | 5 | Sam | 5 | Sam |

Step 3

Clerk of the Board tallies the vote and displays outcome for Board and public

| <u>Ballots</u> | <u>Bob</u> | <u>Carl</u> | <u>Joe</u> | <u>Amy</u> | <u>Sam</u> | <u>Totals</u> |
|----------------|------------|-------------|------------|------------|------------|---------------|
| <u>Bob</u> | 1 | 5 | 5 | 2 | 3 | 16 |
| <u>Carl</u> | 2 | 1 | 2 | 1 | 2 | 8 |
| <u>Joe</u> | 3 | 3 | 3 | 3 | 1 | 13 |
| <u>Amy</u> | 4 | 4 | 1 | 4 | 4 | 17 |
| <u>Sam</u> | 5 | 2 | 4 | 5 | 5 | 21 |

In the unlikely event of a tie, Candidate with the highest total is removed from the ballot. Ranks are shifted down and the Secretary tallies. This is repeated until the tie is broken.

Carl with the lowest score is presumed nominated first and put up for a regular vote by the President.

The Board President gets elected first followed by the Vice President. The existing President facilitates both elections.

The newly elected President and Vice President take office at the first Board meeting in January.

No member shall hold the office of President or Vice President more than two consecutive terms.

Role of Board Members (Powers, Purposes, Duties and Functions)

Primary Responsibilities

Board Member responsibilities include a commitment to: serve their community and ratepayers as a part of a unified governance body; govern within Board of Directors policies, standards and ethics; commit the time and energy to be effective; represent and make policy decisions for the benefit, and in the best interest of the District; support collective decisions; communicate as a cohesive Board of Directors with a common vision and voice; and operate with the highest standards of integrity and trust.

Primary Duties

1. Engage in and Develop Strategic Planning for the District.
2. Set written policies for the TUD operation.
3. Act at legal meetings.
4. Provide fiduciary oversight for all District finances.
 - a. approve fiscal budget
5. Set rates and use fees for District services.
6. Personnel, as relates to the General Manager:
 - b. hires and discharges the General Manager
 - c. evaluates the General Manager a minimum of biennially
7. Establish written policy on how Board Meetings are conducted.
8. Set Director compensation limits. (Section 61047(a) of the California Government Code)

Governance Functions

To fulfill its responsibility, the Board is committed to establishing policies to govern TUD activities.

The Board shall consider and approve or disapprove matters submitted to it by a Director, the General Manager, staff or the public.

Role of Individual Directors

Individual Directors shall have no power to represent the District or Board at public meetings, hearings or events, unless authorized by the entire Board. Apart from his/her normal function as a part of the Board of Directors, Board Members may not commit the District to any policy, act or expenditure unless duly authorized by the Board.

Individual Directors shall have no power to act for the District or the Board, or to direct the staff to perform specific duties, except as authorized by the majority of the Board.

Individual directors will not interfere with the daily operations of the District, or job duties of staff members. Directors will only be on District premises for scheduled Board meetings and scheduled appointments and will adhere to the same check in procedures at the front desk as guests of the district. A Director may meet with staff member(s) or staff with the prior approval of the General Manager. Individual Directors shall respect the work environment and the ethic of TUD employees which includes not engaging in unscheduled contact.

Board Members will make every effort to attend board meetings; to prepare adequately for each such meeting, to stay educated and informed and to observe the rules of decorum as set forth herein.

When requesting information from staff, Board Members shall contact the General Manager. When responding to member entity requests and concerns, Board Members should reroute such inquiries to the General Manager. The Board will provide policy direction on District matters to the General Manager by majority vote of the Board. Members of the Board will deal with matters within the District through the General Manager, and not through staff. Members of the Board will refrain from making requests directly to staff (rather than to the General Manager) to undertake analyses, perform other work assignments or change the priority of work assignments. The Board has a responsibility to evaluate the General Manager in accordance with his or her contract. The Board shall work with the Human Resources officer to schedule the evaluation if necessary.

Meeting of the Board

Time and Place of Meetings

The Regular Scheduled Board meetings shall be held the second and fourth Tuesday of each month at 2:00 p.m. The duration of the meeting shall not exceed three (3) hours, unless extended by majority of the Board during the meeting. The place of regular meetings of the Board shall be at 18885 Nugget Blvd., Sonora, California (Water Code Section 30521); provided, however, that regular meetings duly opened at said place may be adjourned to such other place or places within the confines of said District as may be found convenient or necessary by the Board.

Preparation, Distribution and Posting of Agendas for Board Meetings:

Preparation of Agenda:

The Board President and General Manager shall prepare the agenda for all regular, adjourned, special and emergency meetings of the Board in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926). The final agenda must be approved by the Board President.

Board Submitted Agenda Items:

Board members may request to add agenda items at a Board meeting by consensus or may submit a written request to the Board President. Absent an emergency, any matter to be included on an upcoming agenda shall be provided, along with written support material, to the Board Secretary at least eight (8) days preceding the meeting. Email submittal of the agenda item and supporting material to the Board Secretary is acceptable. Requests to add an agenda item will be routinely respected unless there is a compelling reason to deny or delay such a request in the judgment of the Board President in consultation with the General Manager. The Board President may direct that the item be placed on the agenda or refer the item to staff for further review and

recommendation prior to placing the item on the Board agenda. If the request is honored, the matter shall be considered by the Board at the earliest practical future regular meeting. All written documents provided to one Director shall be provided to all Directors.

Agenda Items Submitted by the Public:

A request from the public for the addition of an agenda item for a regularly scheduled meeting of the Board shall be made in writing to the Board President and shall be “a matter directly related to the District business.” Such requests will be routinely respected unless there is a compelling reason to deny or delay such a request in the judgment of the Board President in consultation with the General Manager. Public requests shall be submitted with written support material and must be submitted to the Board Secretary at least eight (8) business days preceding the meeting. The Board President shall consult with the General Manager regarding the request. The Board President may deny the agenda item, direct that the item be placed on the agenda, or refer the item to staff for further review and recommendation prior to placing the item on the Board agenda. If the request is honored, the matter shall be considered by the Board at the earliest practical future regular meeting and the requesting party notified as early as possible that the item is on the Board’s agenda. If the request is denied, the party will be notified no later than four (4) days in advance of the next regular Board meeting.

Attachments:

All agenda reports/items that have attachments shall be included in the Board packet when delivered. If an attachment is not included in the Board packet, the item shall be provided to the Board in a timely manner and shall be made available to the public as required by law.

Matters Not on the Agenda:

The Board may take public comment on matters not on the agenda at any meetings, but the Board shall not discuss nor take action on the matters until placed on an agenda.

Special Circumstances:

Only matters listed on the agenda may be discussed and acted upon by the Board, except in accordance with applicable law. In very limited situations, an item can be added to an agenda after it is posted as an emergency item, which is not encouraged. If consideration of the item can wait until the next meeting, it should wait.

Public Review of Agendas:

Agendas for regularly scheduled meetings of the Board shall be posted in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) at least seventy-two (72) hours prior to the meeting. Agendas for special meetings shall be posted similarly at least twenty-four (24 hours) prior to the meeting.

State Law

All meetings shall be held and conducted by the Board in accordance with the requirements of State law for legislative bodies of local agencies, and in particular those requirements set out in Sections 54952.6, 54953, 54954, 54955, 54956, and 54957 of the Government Code.

Order of Business

- | | |
|-------------------------|---|
| a) Call to Order | e) Regular Business |
| b) Pledge of Allegiance | f) Staff Reports |
| c) Public Forum | g) Directors Communications/Committee Reports |
| d) Consent Calendar | h) Closed Session (if necessary) |
| • Minutes | i) Adjournment |
| • Claim Summary | |

Public Nature of Meetings

All meetings of the Board shall be open to the Public, except when the Board is convened in Closed Session as authorized under provisions of law.

Parliamentary Procedure

As to all matters not provided for herein, the conducting of the business of the Board and its parliamentary procedure may rely upon the "ROSENBERG'S RULES OF ORDER" by Judge Dave Rosenberg.

Quorum and Voting Requirements

A majority of the Board of Directors shall constitute a quorum (3 Directors) for the transaction of business. No ordinance, resolution or motion shall be passed without three affirmative votes. (If there are only three Directors present at a meeting, all three must vote in the affirmative to pass any ordinance, resolution, or motion.)

Rules of Decorum for Board Meetings

Decorum

Meetings of the Board of Directors shall be conducted in an orderly manner to ensure that the public has a full opportunity to be heard and that the deliberative process of the Board is always retained. The presiding officer of the Board, who shall be the President, or Vice President, or in their absence, other member so designated by the Board, shall be responsible for maintaining the order and decorum of the meetings.

Rules of Decorum

While any meeting of the Board is in session, the following rules of order and decorum shall be observed:

Board of Directors

The members of the Board shall preserve order and decorum, and a member shall not by conversation or other means delay or interrupt the Board proceedings or disturb any other member while speaking. All cell phones and other devices shall be placed on silent during the duration of the meeting. No Board member shall use a cell phone to communicate (via voice or text) with another Board member, staff, members of the audience or anyone outside of the meeting during a Board meeting. Board members may use their cell phones to perform calculations or as references during a meeting with the understanding that the related information from the cell phone may be a public record. In an emergency, the Board member shall excuse themselves and leave the meeting to complete the call and then return.

TUD Staff Members

Employees of TUD shall observe the same rules of order and decorum as those which apply to the members of the Board.

Persons Addressing the Board

The primary purpose of oral communications is to allow citizens the opportunity to formally communicate with the TUD Board as a whole, and to have their concerns made part of the public record. Each person who addresses the Board shall do so in an orderly manner and shall not make personal, impertinent, slanderous or profane remarks to any member of the Board, staff or general public.

Members of the Audience

No person in the audience at a Board meeting shall engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet or other acts which disturb, disrupt or otherwise impede the orderly conduct of any Board Meeting. Any person who conducts him/herself in the aforementioned manner shall, at the discretion of the

presiding officer or a majority of the Board, be barred from further audience before the Board during that meeting.

Addressing the Board

Persons wishing to address the Board on a non-agenda item may seek recognition by the presiding officer during the Public Forum portion of the meeting. No person shall address the Board without first being recognized by the presiding officer. The following procedures shall be observed by persons addressing the Board:

- a) Each person shall step up to the podium, if provided, may identify themselves for the record and, if occurring during the "Public Forum" portion of the meeting, the subject they wish to discuss.
- b) During the "Public Forum" portion, any subject which is not deemed to be within TUD's subject matter jurisdiction by the Board shall be disallowed.
- c) Each person shall confine their remarks to the Board agenda item or subject being discussed.
- d) Each person shall confine their remarks to five (5) minutes, unless further time is granted by the Board.
- e) All remarks shall be addressed to the Board and not to any single member thereof, unless in response to a question from said member.
- f) No question may be asked of a member of the Board or of the District staff without permission of the presiding officer.

Enforcement of Decorum

The rules of decorum set forth above shall be enforced in the following manner:

The Presiding Officer

Shall request that a person who is breaching the rules of decorum be orderly and silent. If, after receiving a warning from the presiding officer, a person persists in disturbing the meeting, the presiding officer shall order said person to leave. If such person does not leave the meeting room, the presiding officer may order any law enforcement officer who is on duty to remove said person from the Board meeting room.

Disorderly Conduct

Clear Room (Govt. Code 54957.9). In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the Board conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

The Board's procedure may include clearing the entire room and then implementing one or more of the following, depending upon the circumstances:

- Readmitting representatives of the press;
- Considering the readmission of one person or one person at a time to speak for the group causing the disruption;
- Admit people based upon the agenda item with which they are interested;
- Closing debate and public comment on that particular agenda item and calling for a vote, after which everyone will be allowed back into the room.
- The Board may, depending on circumstances, consider other options at the time of the event, including ending the meeting and rescheduling to a new date and time.

Motion to Enforce

If the presiding officer of the Board fails to enforce the rules set forth above, any member of the Board may move to require the presiding officer to do so. If the presiding officer of the Board fails to carry out the will of a majority of the Board, the majority may designate another member of the Board to act as presiding officer for the limited purpose of enforcing any rule of this section which it wishes to enforce.

Adjournment

If a meeting of the Board is disturbed or disrupted in such a manner as to make infeasible or improbable the restoration of order, the meeting may be adjourned or continued by the presiding officer or a majority of the Board, and any remaining Board business may be considered at the next meeting.

Additional Types of Meetings

Special Meetings

May be called at any time by the presiding officer or by a majority of the Board by the Board Clerk: delivering personally or by mail or by email written notice to each member of the Board; delivering personally or by mail or by email written notice to each local newspaper of general circulation and each radio or television station requesting notice in writing; and posting at least twenty four (24) hours before special meetings on the door of the Board room at 18885 Nugget Blvd., Sonora, California. Such notice must be delivered personally, by email or by mail at least twenty four (24) hours before the time of such meeting as specified in the notice. Such written notice may be dispensed with as to any member who at, or prior to the time the meeting convenes, files with the District Secretary a written waiver of notice. Such written notice may be dispensed to any member who is actually present at the meeting at the time it convenes. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board (Government Code 54956).

Adjourned Meetings

After any regular or Special Board meeting has been called to order, it may be adjourned by (a) loss of a quorum, or (b) motion made, seconded and approved by a majority of the Board to adjourn the meeting to another date, time and place if the business of that meeting has not been completed or if the Board's deliberations would benefit from continuing the meeting at another time or in another location. Also, if less than a quorum is present, the Board members who are present (or, if none are present, the General Manager) can adjourn the meeting to another date, time and place. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the District Board room within 24 hours after the time of adjournment.

Emergency Board Meetings

The Board may hold an emergency Board meeting when prompt action is necessary due to the disruption or threatened disruption of public facilities. There are two levels of emergency: emergency and dire emergency. An emergency is a work stoppage, crippling activity or other activity that severely impairs public health, safety or both, as determined by a majority of the Board. A meeting to deal with such a situation may be called on one hour's notice to the newspapers and media outlets that have requested notice of such meetings. A dire emergency is a crippling disaster, mass destruction, terrorist act, or threatened terrorist act that poses peril so immediate and significant that the only requirement is that notice must be given to newspapers and media outlets that have requested notice of meetings at or near the time Directors are notified of the meeting.

Workshops

The Board may develop a series of workshops or call for a specific workshop in order to facilitate greater understanding and discussion of an issue.

Committees

Committees, both Standing and Ad Hoc/Advisory, may be created at a Board meeting to undertake special assignments on its behalf. A Standing Committee exists to consider and evaluate a regular and recurring issue for the Board (e.g. a Finance Committee). A Standing Committee is created by the Board and is subject to the Brown Act. An Ad Hoc Committee is generally composed of volunteers and shall exist for a specified term or until its special assignments are completed, whichever comes first, and if properly created as only an advisory committee, is not subject to the Brown Act.

Closed Session Meetings

The Board President may call a special closed session meeting consistent with the Brown Act. Except as required by law, all proceedings in Closed Sessions shall remain confidential.

Board Action

- a) The Board shall act only by ordinance, resolution, or motion. Except where action is taken by the unanimous vote of all Directors present and voting, the ayes and noes shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes. All motions, including a motion to adopt an ordinance or to approve a resolution, shall require a second. If a second is not received, the motion shall die without the requirement of a vote. Any member of the Board can make and second a motion. The presiding officer shall not call for a vote on any motion until sufficient time has been allowed to permit any member of the Board to speak. If a motion is not in writing, and if it is necessary for full understanding of the matter before the Board, the presiding officer shall restate the question prior to the vote. Common motions may be stated in abbreviated form and will be put into complete form in the minutes. Until the presiding officer states the question, the director who made the motion, with the approval of the second, may modify his motion or withdraw it completely. However, after the question has been stated by the presiding officer, the motion may be changed only by a motion to amend which is seconded and carried.
- b) Ordinance: An ordinance is the most formal of actions that can be taken by the Board. Ordinances are used to establish the local laws that are within the District's power to enact and are applicable throughout the District. Ordinances may apply only to matters not preempted or superseded by federal or state law. An ordinance is the authorizing instrument to change the District Code, which is a compilation of the rules and regulations

of the District. Ordinances also may be used to set the District's rates and charges after consultation with General Counsel. State law requires that District ordinances be published or posted. In some cases, a public hearing is required prior to consideration. An ordinance generally becomes effective 30 days after adoption unless it expressly provides otherwise. Ordinances remain in full force and effect until repealed, modified or superseded by the Board in another ordinance or by action of the voters through initiative or referendum. Everyone at the District, including the Board, is bound by the requirement of an ordinance (and the Code it may establish or amend). Ordinances are the law of the District and are enforced by staff. Only the Board itself may waive, modify or suspend an ordinance by the enactment of a subsequent ordinance. The only way to change an ordinance is to pass an ordinance that revises the original ordinance.

Orderly Discussion

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

Parliamentary Procedures Affecting Motions

Action items shall be brought before and considered by the Board by motion in accordance with this policy. These rules of order are intended to be informal and applied flexibly, but under the full control and guidance of the President. The Board prefers a flexible form of meeting and, therefore, will conduct its meetings under Rosenberg's Rules of Order.

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

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

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

After a motion has been made and seconded, any member of the Board may make any of the following motions:

1. To continue the motion to a specific time.
2. To table the motion, the effect of which defers further discussion and a vote until the majority of the board again wishes to resume consideration of the motion.
3. To amend the motion to modify its wording before adoption, provided the suggested amendment is germane to the original motion.
4. To propose a substitute motion, which has the effect of disposing of the motion before the Board and eliminating the necessity of a vote on the original motion.
5. Motion to Refer to Committee. A main motion may be referred to a Board committee for further study and recommendation by a motion to refer to committee, which is then seconded and approved by a majority vote of the Board.
6. Motion to Close Debate and Vote Immediately. As provided above, any Director may move to close debate and immediately vote on a main motion.

President

Duties

The president shall sit at and conduct all meetings of the Board of Directors, and shall carry out the resolution and orders of the Board of Directors and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe including the following:

1. Call the meeting to order at the appointed time;
2. Announce the business to come before the Board in its proper order;
3. Enforce the Board's policies in relation to the order of business and the conduct of meetings;
4. Recognize persons who desire to speak, and protect the speaker who has the floor from disturbance or interference;
5. Explain what the effect of a motion would be if it is not clear to every member;
6. Restrict discussion to the question when a motion is before the Board; and
7. Put motions to a vote, and state clearly the results of the vote.
8. The President in January shall select members of Committee(s) or Organization(s) for each Board Standing Committee or organization. The Presidents selection shall be brought before the Board for appointments.

Responsibilities

The president shall have all the rights to discuss and vote on any issues before the Board and to move or second any motion. Responsibilities of the President include:

1. Sign documents, act, and carry out stated requirements and the will of the Board;
2. Sign the documents as directed by the Board on behalf of the District;
3. Call such meetings of the Board as he/she may deem necessary, giving notice as prescribed by law;
4. Coordinate the Agenda with the General Manager;
5. Confer with the General Manager or designee on crucial matters which may occur between Board meetings;
6. Be responsible for the orderly conduct of all Board meetings; and
7. Perform other duties as authorized by the Board.

Vice President

When the President resigns or is absent or disabled, the Vice-President shall perform the President's duties.

When the President disqualifies himself/herself from participating in an agenda item or becomes partisan in the debate on any such item, the Vice-President shall perform the duties of the presiding officer.

Remuneration, Reimbursement, and Other Benefits

Remuneration (For the complete policy please reference the District's Travel Expense Limitation Policy: Board Compensation)

It shall be the policy of the TUD Board that each member of the Board may receive compensation in the amount of one hundred dollars (\$100) for each day's attendance at meetings of the Board, or for each day's service rendered as a Member of the Board by request of the Board. No Member shall receive compensation for more than a total of six (6) days in any calendar month. This shall include travel time up to one day before and after said service. This policy is based, in part, on Section 61047(a) of the California Government Code. Individual Board members travel budget

shall be determined during budget deliberations and adoption of the fiscal year budget. If an individual Board member exceeds the fiscal year budget maximum for travel and expenses, the individual Board member must seek an additional budget amount approval from the full Board. No Director shall authorize a TUD expense or Policy approval created by another Board or Agency that TUD belongs to without express authorization of the full TUD Board prior to the action.

Reimbursement of Traveling and Incidental Expenses Incurred while on Official Business

Directors may receive their actual and necessary traveling and incidental expenses incurred while on official business, pursuant to Government Code Section 61047(c). Reimbursement for these expenses is subject to Government Code Sections 53232.2 and 53232.3.

Directors shall be reimbursed by TUD for reasonable expenses, including travel, lodging and meals incurred when making any trips on official business of TUD when so authorized by the Board. All requests for reimbursement will be made to the TUD Chief Financial Officer within 30 days of the actual expense.

While driving on TUD business either using their own personal vehicle or a rental vehicle, Directors must meet the following conditions;

1. The Director should obey all state and local driving laws and observe driving conditions with the utmost care, including but not limited to wearing a seat belt.
2. The Director must possess and maintain a valid California driver's license.
3. The Director must provide authorization for TUD to access the Director's driver license record through the California Department of Motor Vehicles Employer Pull Notice Program.
4. Directors who have their driver's license suspended or revoked are required to report these conditions to the Human Resources Director and no longer drive on TUD business.
5. TUD accepts no responsibility for citations issued to a Director by any law enforcement agency while driving a vehicle on TUD business under any circumstance. All liabilities created by any citation will be the responsibility of Directors who receive them.
6. Any personal vehicle driven on TUD business must be properly registered with the California Department of Motor Vehicles.

The amount of mileage reimbursement will be consistent with IRS Guidelines. All Board members should keep travel, meals and lodgings costs within reasonable constraints, keeping in mind that these expenses require the use of public monies. Emphasis should be placed on keeping costs to acceptable practices as allowed by the respective agencies we serve. The following limitations shall be observed:

Meals shall be reimbursed at a maximum rate of \$60.00 per day or \$30 per half day, based on actual receipts. The cost of alcohol shall not be reimbursable.

Whether traveling by air or ground, the most economical mode and class of transportation reasonably consistent with scheduling needs and cargo space requirements should be used, using the most direct and time-efficient route.

If a Director for his or her own convenience travels by an indirect route or interrupts travel by the most economical route, the Director shall bear any extra expense incurred. Reimbursement for such travel shall be for only that part of the expense as would have been necessary, or for the expense incurred on TUD business, whichever is less.

Directors shall timely cancel with the Executive Secretary any reservations they will not use. If the

District is charged for an unused reservation, the Director will be responsible for that charge unless circumstances requiring cancellation were reasonably beyond the Director's control. Directors who bring personal guests to dinners, etc. shall pay for their guest separately at the time.

Itemized receipts or other supporting documentation for expenses shall be required for all reimbursements.

"Statement of Meetings Attended" shall be turned in within fifteen (15) days after end of month and shall be included in the following monthly claim summary.

The General Manager shall bring any concerns or issues regarding a Director's travel expense reimbursement request to the attention of the Board President. The Board President shall attempt to resolve the concern with the Director and, if the attempt is unsuccessful, refer the matter to the full Board for discussion at a public meeting.

Expenses for Education Programs and Conferences

Directors shall be reimbursed by TUD for reasonable expenses, including registration, transportation, meals, lodging and incidental expenses incurred when attending TUD Board approved training seminars, programs, workshops or conferences.

The Board of Directors encourages the participation of all Directors in Conferences and related workshops.

1. The District will pay or reimburse TUD Directors for:
 - a. Travel to and from the conference;
 - b. Lodging for the night before the day of the meeting and workshops if out of area;
 - c. Lodging for the night following the meeting, if scheduling and/or transportation precludes Directors from returning home that evening;
 - d. Meals during the same period, which are not provided with the conference registration.

Harassment

Harassment by any Director or employee shall not be tolerated. Board members are expected to abide by TUD's Unlawful Harassment Including Sexual Harassment as stated in the Personnel Policy. The Board considers harassment on any protected basis to be a major offense which may result in disciplinary action or dismissal of the offending employee.

An employee who feels that he/she is being harassed by a Director is required to immediately report such incident to the General Manager, so that the General Manager can then notify the President of the Board. Thereafter, the President, at the next meeting of the Board, shall report the fact and nature of the allegation(s) to the entire Board during Closed Session. The Board may assign the investigation of the alleged misconduct to an outside party or District Counsel.

If the Director charged with harassment is the President of the Board, the General Manager or District Counsel shall report the fact and nature of the allegation(s) to the entire Board during Closed Session at its next meeting.

If an allegation of harassment against a Director is investigated and found to be supported, the Board reserves the right to take such remedial action as is appropriate under all the circumstances. The Directors agree that an accusation of harassment against any one of them

must be investigated. It is further agreed that such an investigation is not an invasion of their right of privacy. Except as specifically modified/supplemented in this policy (with respect to reporting and disclosure to the Board), the process outlined in the Harassment Section of the Personnel Policy for investigation and resolution will govern all employee complaints of harassment by a Director. Report of harassment by a Board member should be conducted in Closed Session. If the Board member continues the activity, the second offense should be reported in Open Session.

Attendance

Board Meetings

Board members are expected to carry out their responsibilities to the best of their abilities. In order to accomplish this goal, members should be present for scheduled meetings or events whenever possible. In addition to the other bases for declaring a seat on the Board vacant, as provided for by Government Code section 1770, the failure of a director to discharge his or her duties for three consecutive months, except when prevented by sickness, or except when absent from the State with the prior consent of the Board, shall cause such director's remaining term in office to be considered vacant. A successor director shall be selected for the duration of such director's term.

Such vacancies shall be filled for the unexpired term by appointment in accordance with Government Code section 1780 and the policy established by the Board of Directors. Such appointment will be made by the remaining members of the TUD Board. In order to accomplish this in an orderly and consistent manner, when a vacancy of an elected Director occurs, the TUD Board of Directors, after discussion and consideration, shall, when deemed appropriate, do the following:

1. Instruct staff to notify the public by advertising announcement of a Board vacancy in a newspaper of local circulation.
 - a. Said notice shall refer to the applicable Article in the Policies in advising member entities and their eligible personnel of the steps to take to apply for appointment;
 - b. Notice shall be posted in at least three public locations within the District, including locations where agendas are posted, including advertisement in a newspaper of local circulation.
2. Establish the closing date for the receipt of applications.
 - a. Applicants shall submit the following, by the date specified in the notice:
 - a letter of interest, and
 - a resume, with emphasis on the applicant's knowledge of TUD and special districts.
3. Interview applicant(s) at the next regularly scheduled meeting of the TUD Board of Directors following the date of closure for applications
4. Appoint the selected applicant (after a minimum of 15 days' public notice) without undue delay but need not act at the same meeting.

Note: If the Director vacancy occurs within nine (9) months after the date the ballots were counted and certified by the Election Committee or within nine (9) months after a candidate was appointed to fill a vacancy, then the Board shall have the option to interview and appoint the candidate(s)

who did not receive sufficient votes to be elected OR to interview and appoint from the pool of candidates from 3) above. If the Director vacancy occurs in an election year after the Notification of Election is sent to the members, the Board may determine to fill the vacancy by appointing the candidate who receives the next highest number of votes in the election. If the Board determines in its sole discretion that none of these options is appropriate, then staff shall be instructed to proceed with the process described above.

Educational Programs, Conferences, and Meetings

The Board believes it is important to the District to have Directors participate in conferences, meetings and educational programs, so that the Directors can better perform their duties as Directors. Finally, the Board of Directors employs staff to administer and operate the District and encourages said staff to continue its education and further finds that there is value in networking available through staff attendance at and participation in some conferences and meetings.

As a result of these findings, the Board of Directors has determined that the following provisions shall apply to educational programs, conferences and meetings:

1. That Directors of TUD will use best efforts to attend, on behalf of TUD, such educational programs, conferences and meetings (other than TUD meetings) as have been approved by the Board of Directors prior to such attendance; and
2. That, to the extent possible, staff will, from time to time, present comprehensive lists of conferences, meetings and educational programs so that the Board may consider attendance on a broader than single-event approach, in order to provide a coordinated plan for attendance; and
3. That if a Director who has not previously attended a conference or educational program is available to attend same, that Director shall have preference for attendance over a Director who has previously attended the same program; and
4. At the board meeting following such attendance the attendee(s) will have the opportunity to report to the Board on information and ideas learned at the event(s); and
5. Nothing in this policy shall permit the conduct of business in violation of the Ralph M. Brown Act, when more than three Directors attend the same event.
6. Conferences and outside meetings are not considered mandatory. Directors should attempt to attend if possible. A Directors meeting and travel budget will be established annually during budget deliberations and any request by a Director to exceed their annual budget shall be approved by the Board as identified above under Section XIIA. Remuneration.

Incompatible Offices/Employment

Pursuant to the provision of the Government Code, Section 53227, an employee of TUD may not be sworn into office as an elected or appointed member of TUD's Board of Directors unless he or she resigns as an employee. If the employee does not resign, the employment shall automatically terminate upon his or her being sworn into office. In addition, pursuant to Government Code Section 1099, the Doctrine of Incompatible Offices forbids someone from holding two public offices that have even a potential conflict in the duties, unless there is a specific exemption in the law.

Directors' Legal Liabilities

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

General Provisions

Any of the within policies not required by law may be suspended by a majority of the Board. Any policy not required by law may be altered, amended, or repealed at a duly noticed meeting by a majority vote of the Board. This policy is meant to be supplementary to, and not exclusive of, other federal, state and local laws with regard to conflicts of interest, etc.

Contact with District's Attorney

Board member inquiries requiring attorney consultation shall be directed to the President of the Board, who in turn shall advise the General Manager. The General Manager shall contact the attorney and issue a written response for distribution to all Board members. At such time as the Board wishes direction on matters involving the General Manager, the President of the Board shall contact the attorney directly and shall report back to the full Board with the findings of the attorney.

Electronic Communications and the California Public Records Act

Option 1: Board members (and staff) who continue to use their personal email accounts, devices, and text messaging to communicate about district business should recognize that they may be required to search their personal communications and provide (in a sworn declaration) a sufficient factual basis for determining whether communications are district related communications subject to the California Public Records Act (CPRA), personal non-disclosable materials, or other materials otherwise exempt from disclosure under the CPRA. Board members will have to adhere to this process for each Public Records Act request that implicates their communications. Continued use of personal accounts and devices may lead to persistent, intrusive CPRA requests and even litigation to obtain these records. Directors must be aware that just about any document or communication made or orally referenced during a public meeting is a public record.

Option 2: Board members (and staff) wishing to take proactive steps to separate their District communications from personal communications may do so by:

1. Using only a district email address, or device, to send district related communications.
2. When possible, using a separate "dedicated" phone and/or application to send and receive district related communications.
3. Using a phone or tablet provided by the public agency to communicate regarding public business.
4. Conducting public business over the phone or in person.
5. Avoiding the use of text messages or other instant-messaging tools to conduct public agency business, as such messages may become public records that are inconvenient or difficult to retrieve.

Policy Violations

- A. This section specifies the Board's options for enforcing its policy, while being mindful that Board members are entitled to due process regarding allegations of wrongdoing. A perceived violation of this policy by a Director should be referred to the Board President or the full Board of Directors for investigation and consideration of any appropriate action. A violation of this policy may be addressed by the use of such remedies as are available

by law to the District, including but not limited to: (1) adoption of a resolution expressing disapproval of the conduct of the Board member who has violated this policy, (2) injunctive relief, and (3) referral of the violation to the District's Legal Counsel and/or the Grand Jury.

- B. Any person who believes that he or she has been subjected to any action prohibited by this policy may file a confidential complaint with (1) the General Manager, (2) a Board member or (3) the Human Resources Director, if the complaint involves the conduct of the General Manager, who will thereupon refer the matter to the full Board to investigate the complaint. Upon the conclusion of the investigation, the General Manager (or the Board in case of a complaint against the General Manager) will take appropriate action consistent with the law (Labor Code Section 1102.5, et seq., and Government Code Section 53296, et seq.).