

1. AUTHORITY OF BOARD

- A) The Board of Directors shall act only at regular, regularly adjourned, or special meetings, as provided by State Law.
- B) Individual Directors shall have no power to act for the North San Joaquin Water Conservation District, or the Board of Directors, or to direct staff, except as authorized by the Board of Directors.
- C) Until a quorum is present there can be no meeting of the Board of Directors. The presence of a minimum of three (3) Board members is required to constitute a quorum of the Board of Directors.

2. CODE OF ETHICS

The Board of Directors of the North San Joaquin Water Conservation District is committed to providing excellence in legislative leadership that result in the provision of the highest quality services to its constituents. The Board of Directors are expected to maintain the highest ethical standards, to follow District policies and regulation, and to abide by all applicable local, state and federal laws. Board of Directors conduct should enhance the integrity and goals of the District. In order to assist in the government of the behavior between and among members of the Board of Directors, the following rules shall be observed:

- A) The dignity, style, values and opinions of each Director shall be respected.
- B) Responsiveness and attentive listening in communications is encouraged.
- C) The needs of the District's constituents should be the priority of the Board of Directors.
- D) The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to staff members of the District.
- E) Directors should commit themselves to emphasizing the positive.
- F) Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged.
- G) Differing viewpoints are healthy in the decision-making process. Individual Directors have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Directors should commit to supporting said action and not to creating barriers to the implementation of said action.

H) Directors should practice the following procedures:

1. In seeking clarification on informational items, Directors may directly approach the District Manager to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making.
2. In handling complaints from residents and property owners of the District, said complaints should be referred to the District Manager and may be followed up by the entire Board of Directors.
3. In handling items related to safety, concerns for safety of hazards should be reported to the District Manager. Emergency situations should be dealt with immediately by seeking appropriate assistance.
4. In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finance, and programming, said concerns should be referred directly to the District Manager.

I) When approached by District personnel concerning specific District policy, Directors should direct inquiries to the District Manager.

J) The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.

K) When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

L) Directors should develop a working relationship with the District Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.

M) Directors should function as a part of the whole. Issues should be brought to the attention of the Board of Directors as a whole, rather than to individual members selectively. This includes pertinent mail sent to the District. Any mail or other form of correspondence pertinent to the District must be forwarded to all Directors or distributed at the next board meeting.

N) Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

3. ETHICS TRAINING

Pursuant to California Government Code section 53234 et seq. all Directors shall receive two (2) hours of training in general ethics principles and ethics laws relevant to public service within one (1) year of election or appointment to the Board of Directors, and at least once every two (2)

years thereafter. All ethics training shall be provided by entities whose curriculum has been approved by the California Attorney General and the Fair Political Practices Commission. The District Manager and any other employee(s) of the District designated by the Board of Directors shall also receive the ethics training specified herein. The District shall maintain records indicating the name of the entity that provided the training and the dates ethics training was completed. Records shall be maintained for a period of at least five (5) years after the date on which the training was received. These records are public records subject to disclosure under the California Public Records Act.

4. GOVERNING LAWS

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

5. ELECTION OF OFFICERS

There shall be four (4) officers: a president, a vice-president, a secretary, and a treasurer, who shall be members of the District Board of Directors. Elections of officers shall be held at the first (1st) Board of Directors meeting in December of each calendar year. . Elections will conform with the applicable provisions of this Policy Manual.

6. ROLE OF THE BOARD POWERS, DUTIES AND FUNCTIONS

A) POWERS

The Board of Directors is responsible for the establishment of policy and general control of the District. This broad authority shall be exercised in accordance with all applicable federal, state and local laws and regulations. The Board of Directors may execute any powers delegated by law to the District, and shall discharge any duty imposed by law upon the District.

The enabling codes established by the California State Legislature empowers the Board of Directors to have broad authority and flexibility in carrying out financial programs and activities which meet its individual needs, provided these programs or activities are not in conflict with, inconsistent with, or preempted by law.

B) DUTIES

The primary duties of the Board of Directors are as follows:

- A. Take action at legal meetings.
- B. Establish written policies for District operation.
- C. Be responsible for all District finances.
 - a. Approve fiscal budget.
 - b. Monitor the budget spending.

D. Set rates and use fees for District services.

E. Personnel

- a. Hires and discharges General Manager and Legal Counsel.
- b. Annually evaluate the General Manager and Legal Counsel.

F. Establish written policy on how Board of Director's Meetings are conducted.

G. Develop a master plan for the District.

H. Ratify committee appointments made by the President.

C) FUNCTIONS

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

1. GOVERNANCE FUNCTIONS

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

2. EXECUTIVE FUNCTIONS

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

3. JUDICIAL FUNCTIONS

The Board of Directors desires that public complaints be resolved at the lowest possible administrative level. The method of resolving public complaints shall be as follows:

- a. The individual with a complaint shall first discuss the matter with the District Manager. If this individual registering the complaint is not satisfied with the disposition of the complaint by the District Manager, said complaint may be filed with the Board of Directors
- b. The Board of Directors may consider the matter at a subsequent regular meeting or call a special meeting. The Board of Directors will expeditiously resolve the matter.
- c. This policy in no way prohibits or intends to deter a member of the public from appearing before the Board of Directors to present a verbal complaint or

statement in regards to actions of the Board of Directors, District programs or services, or impending considerations of the Board of Directors.

7. ROLE OF INDIVIDUAL DIRECTORS

The Board of Directors is the unit of authority for the District. Apart from their normal function as a part of this unit, individual Directors may not commit the District to any policy, act or expenditure unless duly authorized by the Board of Directors. Nor may an individual Director direct staff to perform specific duties unless duly authorized by the Board of Directors. Directors do not represent any factional segment of the constituency, but are, rather, a part of the body which represents and acts for the constituency as a whole.

- A) Each Director has the right to place an item on a subsequent Board of Directors Meeting agenda by submitting a request to the President of the Board or the District Manager. The deadline for submittal of an agenda item and related documents by a Director shall be 5:00 p.m. 7 days before the scheduled Board of Directors meeting date at the office of the District Secretary. Agenda item requests received after the submittal deadline for a specific agenda will be added to the next following regularly scheduled agenda.
- B) Directors will make every effort to attend assigned Board of Directors and Committee meetings; to prepare adequately for each such meeting; and, to observe the rules of decorum as set forth herein. Whenever individual Directors will be absent or late for a Board of Directors or Committee meeting said Director shall notify the District Secretary at the earliest opportunity.
- C) When requesting information from staff, Directors shall contact the District Manager. When responding to constituent requests and concerns. Directors should reroute such inquiries to the District Manager.
- D) Each Director shall decide individually on what contact information will be released by District staff to the general public. In order to accomplish this in an orderly and consistent manner, each Director shall provide the District Secretary with a completed and signed Director Contact Authorization Form. Directors shall be responsible for any and all updates and amendments to said Director Contact Authorization Form.

8. BOARD OF DIRECTORS MEETINGS

A) REGULAR TIME AND PLACE OF MEETINGS

Regularly scheduled meetings of the Board of Directors shall be held, on the last Monday of each month at 6:00 p.m. at a location to be determined, unless otherwise specified by action of the Board of Directors. Special meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code section 54950 et seq.), maybe duly authorized and held as deemed necessary by the President or a majority of the Board of Directors. Notice and location of special meetings shall be as prescribed by law. Emergency meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Ralph M.

Brown Act, maybe duly authorized and held as deemed necessary only by a majority of the Board of Directors. Notice and location of emergency meetings shall be as prescribed by law.

B) PUBLIC NATURE OF MEETINGS

All meetings of the Board of Directors shall be open to the public, except when the Board is convened in Closed Session as authorized under provisions of the Ralph M. Brown Act (California Government Code section 54950 et seq.).

C) QUORUM AND VOTING REQUIREMENTS

The presence of three (3) or more Directors shall constitute a quorum for the transaction of District business. No ordinance, resolution or motion shall be passed by the Board of Directors without a majority vote of the quorum unless otherwise required or prescribed by state law.

D) BOARD ACTION

The Board of Directors shall act only by ordinance, resolution, or motion. Except where action is taken by the unanimous vote of all Directors present and voting, the ayes and noes shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes. An ordinance does not require two readings at separate meetings unless otherwise prescribed by law. Unless otherwise provided by its own terms, all ordinances, resolutions and motions shall become effective upon adoption. Any member of the Board of Directors, including the President, can make a motion. The President may vote on all motions unless disqualified or abstaining. The President shall not call for a vote on any motion until sufficient time has been allowed to permit any and all members of the Board of Directors to speak. Complex motions should generally be prepared in writing and read aloud to the members of the Board of Directors at the time the motion is made. If a motion is not in writing, and if it is necessary for full understanding of the matter before the Board of Directors, the President shall restate the question prior to the vote. Common motions may be stated in abbreviated form, and will be put into complete form in the minutes. Until the President states the question, the maker may modify their motion or withdraw it completely. However, after the President has stated the question, the motion may be changed only by a motion to amend which is passed by a majority vote of the Board of Directors.

E) ROUTINE BUSINESS

Matters of routine business such as approval of the minutes and approval of minor matters may be expedited by assuming unanimous consent of the members of the Board of Directors and having the President state that without objection the matter will stand approved. Should any Director object to such unanimous consent, the President shall then call for a vote.

F) ORDERLY DISCUSSION

In order to promote discussion of the issues before the Board of Directors, each Director shall be recognized by the chair before speaking. Notwithstanding any provision of this Policy,

however, each Director shall have a right to be heard within reason on any issue before the Board of Directors. Each Director may seek information or comment by the staff on any question.

G) CLOSED SESSION

Except as required by law, all proceedings in Closed Session shall remain confidential.

H) ROBERTS RULES OF ORDER

Board of Directors meetings shall follow the current edition of the Roberts Rules of Order and the current edition of the Ralph M. Brown Act.

I) MEETING AGENDAS

The District Manager, in consultation with the Board President, shall be responsible for the preparation of a written agenda for each regular meeting and/or special meeting of the Board of Directors as those terms or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code section 54950 et seq.) The District Manager, in consultation with Board President, shall be responsible for the preparation of written agenda for each regular meeting and/or special meeting of other “legislative bodies”, of the North San Joaquin Water Conservation District as those terms or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code section 54950 et seq.). Any Director may request that an item be placed on the agenda for a regular or special meeting of the Board of Directors as stated herein. The District Secretary shall be responsible for the posting of the agenda for all meetings of the Board of Directors and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, in compliance with, and as authorized under the applicable provisions of the Ralph M. Brown Act. The Ralph M. Brown Act provides for three (3) different types of meetings. Accordingly, the District Secretary shall satisfy the appropriate notice requirement for each type of meeting and indicate the type of meeting on the notice.

Posting of the agenda for all regular meetings of the Board of Directors and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, shall be in compliance with California Government Code section 54954.2. Posting of the agenda for all special meetings of the Board of Director and/or other “legislative bodies”, as defined within the meaning of the Ralph M. Brown Act, shall be in compliance with California Government Code section 54956. Posting of the agendas for all “emergency meetings” of the Board of Directors, as defined within the meaning of the Ralph M. Brown Act shall be in compliance with California Government Code section 54656.5(b).

A copy of the agenda for each regular meeting of the Board of Directors shall be forwarded to each Board member at least five (5) days in advance of each regular meeting, together with copies of all applicable supporting documentation; minutes to be approved; staff reports; and other documents pertinent to the agenda. Directors shall review agenda materials before each meeting. Individual Directors may confer directly with the District Manager to request additional information on the agenda items.

J) CONSENT AGENDA

The purpose of a consent agenda is to minimize the time required for the handling of any non-controversial matters. Consent agenda items are considered to be routine and non-controversial, with documentation provided to the Board of Directors that is adequate and sufficient for approval without inquiry or discussion. Any item on the consent agenda will be moved to the regular agenda upon request from individual Directors or a member of the public. Unless moved to the regular agenda, the consent agenda shall be voted upon as one single item without discussion or debate.

K) STUDY SESSIONS

Study sessions or workshop meetings are for the purpose of discussing an item(s) that may come before the Board at a later time for official action to facilitate planning, or discussion of special topics of interest. Study sessions provide a more informal forum for the Board of Directors, staff and the public to engage in open-ended discussion and share information on a particular subject(s). No formal action(s) can be taken at a study session; direction can be given to staff regarding preparation of an agenda item for discussion and possible action at a subsequent meeting. From time to time, study sessions may be duly authorized as deemed necessary by the President or a majority of the Board.

L) RECESS

The President of the Board may at any time, during debate or otherwise, declare a recess for not more than ten (10) minutes. Declaration of a recess shall not be subject to any motions.

M) CITIZEN COMMUNICATION

The Board of Directors encourages public participation. The public comment portion of the agenda is reserved for citizen communications on matters not otherwise on the agenda. Any person may address the Board of Directors on any subject that lies within the jurisdiction of the District during this portion of the agenda. Unless otherwise altered by the President or presiding officer, individual citizen communication during the public comment portion of the agenda shall not exceed three (3) minutes in length and individuals may only speak once. Each person addressing the Board of Directors shall give his or her name and address for the record and designate a subject matter. Citizens may also address the Board of Directors on specific agenda items, including those on the consent agenda, only after first obtaining recognition by the President or presiding officer, participation by interested citizens on specific agenda items is subject to orderly procedure, including time limits and decorum established under the authority of the President or presiding officer and applicable law.

All communications by interested citizens whether during Public Comment or other items on the agenda shall be addressed to the Board of Directors as a single body and not to individual Board members, staff or members of the audience. No person, other than the Board of Directors and the person having the floor shall be permitted to enter into discussion, either directly or through a Director, without the permission of the President or presiding officer. No member of the public shall approach the Board of Directors table while the Board is in session unless granted permission by the President or presiding officer. Proper decorum must be observed by Directors, staff, speakers and the audience. The President or presiding officer shall preserve order and decorum, discourage personal attacks, and confine debate to the question under discussion. The President or presiding officer, or a majority of the Board, may eject from a meeting any person who becomes disorderly, abusive, or disruptive, or who

fails or refuses to obey a ruling of the President regarding a matter of order or procedure. No cell phone operation or audible pager use is allowed in the Board of Directors chambers.

N) WRITTEN CORRESPONDENCE

The Written Correspondence portion of the agenda is established to act as a report of written materials received by the Board as a whole, but may also include items requested for inclusion by individual Directors or members of the public. Written Communications which require no official actions by the Board of Directors may be listed only by title and date received, and not presented in its entirety. Written Correspondence not presented in its entirety will be maintained by the District Secretary for a period of two (2) years.

9. PRESIDENT

A) DUTIES

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

1. Call the meeting to order at the appointed time.
2. Announce the business to come before the Board of Directors in its proper order.
3. Enforce the Board of Directors policies and rules with respect 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 of the Board of Directors.
6. Restrict discussion to the question when a motion is before the Board of Directors.
7. Rule on parliamentary procedure.
8. Put motions to a vote, and state clearly the results of the vote.

B) RESPONSIBILITIES

The President shall have all the rights to discuss and vote on any issues before the Board of Directors. The President shall have the following responsibilities.

1. Sign all instruments, acts, and carry out stated requirements and the will of the Board of Directors.

2. Consult with the District Manager on the preparation of the Board of Directors agendas. In addition, any Director shall have the right to place any matter on the agenda for any meeting in accordance with the provisions of this policy.
3. Appoint and disband all committees, subject to Board of Directors approval.
4. Call such meetings of the Board of Directors as they may deem necessary, giving notice as prescribed by law.
5. Confer with the District Manager, Vice President, District Counsel, and at least one Board Member on crucial matters which may occur between Board of Directors meetings.
6. Be responsible for the orderly conduct of all Board of Directors meetings.
7. Coordinate and prepare the Board of Directors annual evaluation of the General Manager and Legal Counsel.
8. Other duties as authorized by the Board of Directors.

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, the Vice-President shall perform the duties of the presiding officer.

10. MINUTES

Minutes of all Board of Directors meetings will be in summary form and be constructed from notes taken by the District Manager during the meeting. Said minutes shall be subject to inspection pursuant to the California Public Records Act and in accordance with State Laws.

11. COMMITTEES

The Board of Directors may create standing committees and ad hoc committees at its discretion. Subsidiary bodies and/or committees of the Board of Directors may qualify as a "legislative body" as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code section 54950 et seq.). All meetings of subsidiary bodies and/or committees of the Board of Directors, which are defined as a "legislative body" as that term or its successor terms are defined in the Ralph M. Brown Act shall be open to the public, except when convened in Closed Session as authorized under provisions of the Ralph M. Brown Act.

Unless authority to perform a duty is expressly delegated by the Board of Directors to a committee, committee motions and recommendations shall be advisory to the Board of Directors

and shall not commit the District to any policy, act or expenditure. Nor may any committee direct staff to perform specific duties unless duly authorized by the Board of Directors. The Board of Directors by resolution shall establish written policies for Committee assignments and procedures. All standing committees shall be designated by resolution of the Board of Directors. Committee appointments shall be reviewed at the first (1st) Board of Directors meeting in December of each calendar year.

The Board of Directors may provide for time and place for holding regular meetings of subsidiary legislative bodies and/or committees by resolution. The time and place for holding regular meetings of subsidiary legislative bodies, and/or committees, if applicable, shall be established at the first (1st) Board of Directors meeting in December of each calendar year.

12. MEETING STIPENDS

Each Director may receive compensation as established by resolution of the Board of Directors. Pursuant to California Water Code section 30507, each Director may receive compensation in an amount not to exceed one hundred dollars (\$100.00) per day for each day's attendance at the regular quarterly meetings of the Board, not to exceed four hundred dollars (\$400.00) in any calendar year.

13. PERSONNEL POLICIES

A. PERSONNEL SYSTEM RULES AND REGULATIONS

North San Joaquin Water Conservation District is committed to the provision of an orderly, equitable and uniform personnel system. The Board of Directors by resolution shall establish written rules and regulations for the administration of the personnel system. Personnel system rules and regulations shall be reviewed at the first (1st) Board of Directors meeting in December of each calendar year.

B. SEXUAL HARASSMENT

The North San Joaquin Water Conservation District is committed to creating and maintaining a work environment free of objectionable and disrespectful conduct and/or communication of a sexual nature and prohibits sexual harassment by all employees and the Board of Directors. The Board of Directors by resolution shall establish a written policy and procedure manual relative to sexual harassment. The District's sexual harassment policy shall be reviewed at the first (1st) Board of Directors meeting in December of each calendar year.

Conduct which creates an intimidating, hostile or offensive work environment will not be tolerated. Verbal behavior, physical behavior, gestures and other non-verbal behavior which create said environment will not be tolerated. Any employee or member of the public who feel that they have been or are being harassed by a Director is strongly encouraged to immediately report such incident to the District Manager without fear of

reprisal regardless of the outcome of the complaint. The District Manager shall assign the investigation of the alleged misconduct to an outside party such as an attorney or law firm experienced in such matters. The District Manager shall notify the President of the Board of Directors of said alleged misconduct. Thereafter, the President, at the next meeting of the Board of Directors, shall report the facts and nature of the allegations to the entire Board of Directors.

If the Director charged with sexual harassment is the President of the Board of Directors, the District Manager shall report the fact and nature of the allegation(s) to the entire Board of Directors at its next meeting.

If an allegation of sexual harassment against a Director is investigated and found to be supported, The Board of Directors reserves the right to take such remedial action as is appropriate under all the circumstances. Including, if warranted, initiating an action for recall of such Director. The Directors agree that an accusation of sexual harassment against any one of them must be investigated. It is further agreed that such an investigation is not an invasion of their right of privacy.

C. NONDISCRIMINATION

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

Equal opportunity shall be provided to all qualified employees and applicants in every aspect of personnel policy and practice. The District shall not discriminate against physically or mentally disabled person who, with reasonable accommodation, can perform the essential function of the job in question.

All employees are expected to carry out their responsibilities in a manner that is free from discriminatory statements or conduct.

D. REASONABLE ACCOMODATION-AMERICANS WITH DISABILITIES ACT

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

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

provide the employee or applicant with any assistance he/she may need in order to submit this request.

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

14. CONFLICT OF INTEREST CODE

Pursuant to provision of California Government Code section 81,000 et.seq. commonly known as the Political Reform Act, the District shall adopt and maintain a Conflict of Interest Code. The Conflict and Interest Code and, any amendments thereto shall be adopted by resolution of the Board of Directors. The Board of Directors shall review the adopted Conflict of Interest Code on a bi-annual basis. At the first (1st) Board of Directors meeting in September of each even numbered year, the Board of Directors shall review its Conflict of Interest Code and, if amendments are needed, shall submit said amendments to the San Joaquin County Board of Supervisors in accordance with applicable deadlines. If no amendments are needed, the Board of Directors shall submit a written statement saying that its Conflict of Interest Code is still accurate.

California Government Code section 87100 states as follows:

“No public official at any level of state or local government shall make, participate in making or in any way attempt to use his official position to influence a governmental decision in which he knows or has reason to know he has a financial interest.”

California Government Code section 87101, 87103 and 87103.5 provide explicit language explaining the nature of a “conflict of interest” and disclosure relating to Board responsibilities.

Directors are required to be in compliance with all District, State and Federal requirements of the “Conflict of Interest Codes”.

A. DISCLOSURE OF ECONOMIC INTERESTS

Directors who have a financial interest in a decision within the meaning of California Government Code section 87100 et seq. shall publicly identify in detail the economic interest that creates the conflict, recuse themselves from discussing and voting on the matter and leave the room until after the discussion, vote, and any other disposition of the matter is concluded. Said identification shall occur following the announcement of the agenda item to be discussed or voted upon, but prior to commencement of either the discussion or vote. If the agenda item is to take place during a closed session, identification of the economic interest shall be made during the public meeting prior to the closed session but is limited to a declaration that the Director has a conflict of interest. The economic interest that is the basis for the conflict need not be disclosed.

Directors are not required to leave the room for an agenda item on the consent calendar provided that the Director recuses themselves and publicly discloses the economic interest as described above. Notwithstanding this section, when the conflict is a personal interest as defined by applicable Fair Political Practices Commission regulations, directors may speak as a member of the general public during the time that the general public speaks on the issue, provided the Director has complied with the provision of this section regarding identification of the conflict, recuses themselves from voting on the matter, and leaves the dais to speak from the same area as the members of the general public. Directors disqualified pursuant to this section shall not be counted toward achieving a quorum while the item is being discussed.

B. LEGALLY REQUIRED PARTICIPATION

The Political Reform Act (California Government Code section 81,000 et.seq.) does not prevent the Board of Directors from acting when it is legally required to do so. If so many Directors are disqualified pursuant to said Political Reform Act, that the Board of Directors cannot act, the Board of Directors may bring back sufficient disqualified Directors under the following conditions:

- 1) Disqualified Directors must disclose with “particularity” the economic interest that is the basis for the Conflict of Interest.
- 2) The action of the Board of Directors must be a decision where no alternative method exists for it to be made.
- 3) Only the minimum number of Directors required to make a quorum of the Board of Directors shall be brought back.
- 4) Directors to be brought back shall be selected by a random method.

- 5) This legally required participation rule may not be invoked:
 - a. To break a tie;
 - b. When a quorum of the Board of Directors can be convened who are not disqualified due to a Political Reform Act Conflict; or
 - c. When a qualified Director is absent.

15. RESIGNATIONS

Resignations by Directors shall be in writing, state the effective date and be submitted to the President of the Board of Directors and District Secretary. In the event the President of the Board of Directors resigns, the resignation shall be submitted to the Vice-President of the Board of Directors and the District Secretary.

16. VACANCIES

Directors are expected to carry out their responsibilities to the best of their abilities. In order to accomplish this goal, Directors should be present for scheduled meeting or events whenever possible. In accordance with California Government Code section 1770 a Director position vacancy will occur whenever “he or she ceases to discharge the duties of his or her office for the period of three consecutive months, except when prevented by sickness”, or when absent from the Board of Directors without the permission of the majority of the Board of Directors.

If such vacancy occurs, the Board of Directors will take action in accordance with California Government Code section 1770.

In order to accomplish this in an orderly and consistent manner, when a vacancy of an elected Director occurs, the District Board of Directors, after discussion and consideration, shall when deemed appropriate, instruct staff to:

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

17. INCONSISTENT, INCOMPATIBLE AND CONFLICTING EMPLOYMENT OR ACTIVITIES

Pursuant to the provision of the California Government Code section 1126, the Board of Directors of the North San Joaquin Water Conservation District has determined that it would be inconsistent and incompatible for a Board member to be a paid employee of the District. Therefore, based on this decision, a member of the Board of Directors shall not be a paid District employee.

18. 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.

19. INVESTMENT POLICY

North San Joaquin Water Conservation District is committed to the establishment of formal policies relative to the prudent investment of the District's unexpended cash. The Board of Directors by resolution shall establish written guidelines for the investment of North San Joaquin Water Conservation District fund or funds in the custody of the District, in a manner which conforms to all state and local statutes governing the investment of public funds. Said guidelines shall provide for an optimal combination of safety, liquidity and yield. The District's Investment Policy and any amendments thereto, shall be adopted by resolution of the Board of Directors. The Investment Policy shall be reviewed at the first (1st) Board of Directors meeting in December of each calendar year

20. ANNUAL DISCLOSURE OF REIMBURSEMENTS

The District shall annually disclose any reimbursements paid by the North San Joaquin Water Conservation District of at least one hundred dollars (\$100) for each individual charge for services or products received. The Board of Directors shall review said reimbursement information for the preceding fiscal year (July 1- June 30) at the first (1st) Board of Directors meeting in September of each calendar year.

21. GENERAL PROVISIONS

Any of the within policies not required by law may be altered, amended, or repealed by a majority of the Board quorum at a duly authorized meeting.

22. ANNUAL REVIEW

This Board of Directors Policy Manual shall be reviewed annually by District Counsel and ratified by Resolution of the Board of Directors at the first (1st) Board of Directors meeting in December of each calendar year.

23. BID REQUIREMENTS

Any District Project exceeding \$10,000 will require written bids.

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