

AMADOR WATER AGENCY

ADMINISTRATIVE POLICY MANUAL

SECTION 2 - BOARD OF DIRECTORS

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2010 CODE OF ETHICS

2010.1 The Board of Directors is sworn to uphold the Constitution of the United States and the Constitution of the State of California. Board members will comply with applicable laws regulating their conduct, including conflict of interest, financial disclosure and open government laws. Board members will work in cooperation with other public officials unless prohibited from so doing by law or officially-recognized confidentiality of their work.

2010.2 The Board of Directors is committed to providing excellence in legislative leadership that result in the provision of the highest quality of services to its constituents. 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.

2010.2.1 The dignity, style, values and opinions of each Director shall be respected.

2010.2.2 Responsiveness and attentive listening in communication is encouraged.

2010.2.3 The needs of the Agency's constituents should be the priority of the Board of Directors.

2010.2.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the Agency are to be delegated to professional staff members of the Agency.

2010.2.5 Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.

2010.2.6 Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

2010.2.7 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, in a respectful manner. Once the Board of Directors takes action, Directors should commit to

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supporting said action and not to create barriers to the implementation of said action.

2010.2.8 Directors should practice the following procedures:

2010.2.8.1 In seeking clarification on informational items, Directors may directly approach professional staff members to obtain information needed to supplement, upgrade, or enhance their knowledge to improve policy decision-making.

2010.2.8.2I In handling complaints from residents and property owners of the Agency, said complaints should be referred directly to the General Manager.

2010.2.8.3 In handling items related to safety, concerns for safety or hazards should be reported to the General Manager or to the Agency office. Emergency situations should be dealt with immediately by seeking appropriate assistance.

2010.2.8.4 In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the General Manager.

2010.2.9 When approached by Agency personnel concerning specific Agency policy, Directors should direct inquiries to the General Manager or the appropriate staff supervisor. The chain of command should be followed.

2010.3 The work of the Agency is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the Agency.

2010.3.1 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.

2010.3.2 Directors should develop a working relationship with the General Manager wherein current issues, concerns and Agency projects can be discussed comfortably and openly.

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2010.3.3 Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

2010.3.4 Directors are responsible for monitoring the Agency's progress in attaining its goals and objectives, while pursuing its mission.

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2020 BOARD MEETINGS

2020.1 Regular meetings of the Board of Directors shall be held on the 2nd and 4th Thursdays of each calendar month at 9:00 a.m. at the Amador Water Agency offices located at 12800 Ridge Road, Sutter Creek, California.

2020.2 Special meetings (non-emergency) of the Board of Directors may be called by the Board President.

2020.2.1 All Directors and the General Manager, and other desired staff shall be notified of the special Board meeting and the purpose or purposes for which it is called. Said notification shall be in writing, delivered to them at least 24 hours prior to the meeting.

2020.2.2 Newspapers of general circulation in Amador County and any radio stations, television stations, organizations, and members of the public who have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall be notified by a mailing unless the special meeting is called less than one week in advance, in which case notice, including business to be transacted, will be given by e-mail delivery during business hours as soon after the meeting is scheduled as practicable.

2020.2.3 An agenda shall be prepared as specified for regular Board meetings in Policy #2025 and shall be delivered with the notice of the special meeting to those specified above.

2020.2.4 Only those items of business listed in the call for the special meeting shall be considered by the Board at any special meeting.

2020.3 Special Meetings (emergency). In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the 24-hour notice required in 2020.2.1, above. An emergency situation means a crippling disaster which severely impairs public health, safety, or both, as determined by the General Manager, Board President or Vice President in the President's absence.

2020.3.1 Newspapers of general circulation in the Agency, radio stations and television stations which have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926)

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shall be notified by at least one hour prior to the emergency special meeting. In the event that telephone services are not functioning, the notice requirement of one hour is waived, but the General Manager, or his/her designee, shall notify such newspapers, radio stations, or television stations of the fact of the holding of the emergency special meeting, and of any action taken by the Board, as soon after the meeting as possible.

2020.3.2 No closed session may be held during an emergency special meeting, and all other rules governing special meetings shall be observed with the exception of the 24-hour notice. The minutes of the emergency special meeting, a list of persons the General Manager or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions taken at such meeting shall be posted for a minimum of ten days in the Agency office as soon after the meeting as possible.

2020.4 Adjourned Meetings. A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if no Directors are present at any regular or adjourned regular meeting, the General Manager may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be given to those specified in 2020.2.2 above.

2020.5 Annual Organizational Meeting. The Board of Directors shall hold an annual organizational meeting at its first regular meeting in December following the first Friday of the month. At this meeting, the Board will elect a President, Vice President, and Clerk from among its members or staff to serve during the coming calendar year, and will appoint the General Manager as the Board's Secretary. At this meeting, the Board of Directors shall also approve a schedule of meetings for the calendar year.

2020.6 To the extent practical, the officer positions of the President and Vice President shall be rotated annually by Directors' Districts according to the following rotation: Districts 1,4,3,2, and 5, beginning 2010, provided that it is preferable that a Director have at least one year's experience as a Director and one year's experience as a Vice President before becoming the President. If for any reason the President's office becomes vacant, then the Vice President shall take that office, and the next Director in line shall move into the rotation as Vice President. If for any reason any of the District Directors decides not to become an officer, or decides to skip his/her year as an officer, then the rotation continues, skipping that Director for one year or more, depending on the desires of the Director.

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2020.7 The Board President or Committee Chairperson of the meetings described herein, together with the General Manager, shall determine the order in which agenda items shall be considered for discussion and/or action by the Board.

2020.8 The Board President or Committee Chairperson and the General Manager shall insure that appropriate information is available for the audience at meetings and in accordance with Policy 3110, and that the physical facilities for said meetings are functional and appropriate.

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2025 BOARD MEETING AGENDA

2025.1 The General Manager, in cooperation with the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors. Any Director may call the General Manager and request any item to be placed on the agenda. Such request will be discussed with the Board President.

2025.2 Any member of the public may request that a matter directly related to Agency business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

2025.1 The General Manager, in cooperation with the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors. Any Director may call the General Manager and request any item to be placed on the agenda. Such request will be discussed with the Board President.

2025.2 Any member of the public may request that a matter directly related to Agency business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

2025.2.1 The request must be submitted to the General Manager on the Agency's Agenda Request Form, together with supporting documents and materials to be handed out for the proposed agenda item. The Agenda Request Form shall include, at a minimum, a description of the agenda topic, the requested Board action, relevance to Agency business, financial impacts, if any, to the Agency, date action is needed, and the contact information for requester. The Agenda Request Form and all supporting information, presentation materials and handouts, if any, shall be provided to the Agency at least ten business days prior to the date of the regular Board meeting at which the requestor desires the item to be considered.

2025.2.2 The General Manager, in cooperation with the Board President, shall review public agenda requests and determine if and when the requested item should be scheduled for a Board meeting, whether the item should be recommended to a Board committee, if additional information is needed, or if the Agency declines the request. The General Manager shall notify the requester in writing or by other method selected by the requester of the decision on the request and the date of the meeting at which the item will be considered if approved for scheduling. If the request is declined, the General Manager shall provide a written explanation for the denial.

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2025.2.3 No matter which is legally a proper subject for consideration by the Board in closed session will be placed on an agenda of a regular Board meeting, except as determined by the Board President or a majority of the Board of Directors.

2025.2.4 The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting, and may limit the time allowed for any one person to speak on the issue at the meeting.

2025.3 This policy does not prevent the Board from taking comment at regular meetings of the Board on matters which are not on the agenda which a member of the public may wish to bring before the Board. However, the Board shall not discuss or take action on such matters at that meeting. Some matters may be referred to Board committees or staff, as deemed appropriate by the Board.

2025.4 At least 72 hours prior to the time of all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review within the Agency office.

2025.4.1 The agenda for a special meeting shall be posted at least 24 hours before the meeting in the same location.

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2030 BOARD MEETING CONDUCT

2030.1 Meetings of the Board of Directors shall be conducted by the Board President in a manner consistent with the policies of the Agency.

2030.2 All Board meetings shall commence at the time stated on the agenda and shall be guided by same.

2030.3 The conduct of meetings shall, to the fullest possible extent, enable Directors to:

2030.2.1 Consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems; and,

2030.2.2 Receive input, and consider and take any needed action with respect to Agency operations.

2030.4 Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special or regular meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

2030.4.1 During that portion of the regular Board meeting for "Public Comment for Matters Not on the Agenda," each member of the public will have one opportunity to address the Board for a maximum of five (5) minutes with the provision that this time may be extended at the discretion of the Board President.

2030.4.2 Board Members and staff will not interrupt the speaker during his/her 5 minute maximum presentation.

2030.4.3 Following the presentation by the member of the public, the Board President will ask if any Board member or staff member has questions regarding the speaker's presentation.

2030.4.4 If questions are asked by the speaker, the Board Clerk will document them and when the speaker is finished, the Board President and/or the General Manager will determine how the questions/concerns will be addressed. This is not a discussion period.

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2030.5 Public Comment for matters on the Agenda:

2030.5.1 The General Manager or staff member presenting the topic for consideration will be heard first, after which the Board President will ask if there are any questions of the Board. The Board will proceed to discuss the agenda topic without interruption from the public. After such discussion, each member of the public will have one opportunity to address the Board with their questions and/or comments for a maximum of five minutes with a provision that this time may be extended by the Board President.

2030.5.2 Questions posed by members of the public in the course of their presentations on agenda items will be noted by the Board Clerk and/or the General Manager. Responses will be deferred until after the person posing the question(s) completes his/her presentation to the Board. Upon conclusion of such presentation, the Board President will direct the question(s) to a staff member or Board member, as appropriate, for a response, or, in the alternative, request that staff provide a written response.

2030.5.3 Neither Board members, nor staff should engage in a back-and-forth discussion with the public. If a response to a question is necessary, the Board President will defer to the General Manager, who may call on a staff member to respond. Staff members are not to speak to a question unless recognized by the Board President or the General Manager. If a staff member wishes to respond to a question or make a comment, they must be recognized and ask "may I respond to that?"

2030.5.4 Members of the public are not to speak from the audience without being recognized by the Board President and addressing the Board from the podium.

2030.5.5 No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the Board President, of that person's privilege to address the Board.

2030.6 Willful disruption of any of the meetings of the Board of Directors shall not be permitted. If the Board President finds that there is in fact willful disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business without the audience present.

2030.6.1 In such an event, only matters appearing on the agenda may be considered in such a session.

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2030.6.2 After clearing the room, the Board President may permit those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room.

2030.6.3 Duly accredited representatives of the news media, whom the Board President finds not to have participated in the disruption, shall be admitted to the remainder of the meeting.

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2040 COMMITTEES OF THE BOARD

2040.1 The Board President shall appoint such ad hoc committees as may be deemed necessary or advisable by himself/herself and/or the Board. The duties of the ad hoc committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

2040.2 The Board of Directors, in an effort to more efficiently meet their roles and responsibilities, will establish various standing committees of the Board. These committees will be responsible to provide guidance and recommendations to the full Board of Directors based on the committees' work with Staff. The establishment and utilization of the committees are intended to focus on policy and other "big picture" issues identified in their listed purpose. The General Manager is responsible and accountable for the implementation of the goals and objectives of the Agency, as well as the day-to-day operational and resources allocation issues. The Board and the General Manager shall work together as a team to accomplish these goals and objectives and the referral of issues to Committees and Staff will be made by consensus of the Board and the General Manager. The following shall be standing committees of the Board:

- 2040.2.1 Budget & Finance Committee;
- 2040.2.2 Engineering & Planning Committee;
- 2040.2.3 Personnel Committee;
- 2040.2.4 Policies Committee;
- 2040.2.5 Community Outreach Committee
- 2040.2.6 Joint Water Committee

2040.3 The Board President shall appoint and publicly announce the members of the standing committees for the ensuing year no later than the Board's regular meeting in January.

2040.4 The Board's standing committees may be assigned to review Agency functions, activities, and/or operations pertaining to their designated concerns, as specified below. Said assignment may be made by the Board President, a majority vote of the Board, or on their own initiative. Any recommendations resulting from said review should be submitted to the Board via a written or oral report.

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2040.4.1 All meetings of standing committees shall conform to all open meeting laws (e.g., "Brown Act") that pertain to regular meetings of the Board of Directors.

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2050 GUIDELINES FOR DIRECTOR COMPENSATION

2050.1. The Board of members are authorized to receive compensation for meeting attendance while conducting Agency related business. In accordance with law, the Director is entitled to be compensated for each day's services rendered as a director, not exceeding a total of 10 days per month. On January 13, 2011 the Board of Directors unanimously approved a reduction of compensated meetings to 7 days per month for Directors and 10 days per month for the Board President. The Board has adopted Resolution No. 96-22 which specifically states the types of meetings for which a Board member may request compensation. It is the responsibility of the Board President to periodically review Director Expense reports for compliance with this Policy. Director expenses are also subject to annual review by the Agency's Auditor. The types of compensable meetings are as follows:

2050.1.1 Bi-monthly and special meetings of the Board of Directors

2050.1.2 Amador Water Agency standing committee meeting assignments

2050.1.3 City meetings (City Council, City Planning Commission, City Committee meetings, etc.) within the Director's district in which Amador Water Agency business or closely related issues are scheduled for discussion; City Council meetings outside the Director's district require prior approval from the Board President or his/her designee

2050.1.4 Special District meetings within the Director's district in which Amador Water Agency business, or closely related issues, are scheduled for discussion; Special District meetings outside the Director's district require prior approval from the Board President his/her designee

2050.1.5 Educational seminars and conferences related to Amador Water Agency business with compensation to include travel days to and from, if not reasonably within commutable distance, attendance and estimated costs that exceed \$100.00 requires approval by a majority vote of the full Board.

2050.1.6 County of Amador business meetings (Board of Supervisors, Planning Commission, Committee meetings, etc.) in which Amador Water Agency business, or closely related issues, are scheduled for discussion, with prior approval from the Board President or his/her designee

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2050.1.7 General meetings with the public in which Amador Water Agency representation has been requested, with prior approval from the Board President or his/her designee.

2050.1.8 Special meetings for Amador Water Agency business such as (LAFCO, PGandE, EBMUD, other County Water District meetings, Mokelumne River Association, Mountain Counties Water Resources Association), with prior approval from the Board President or his/her designee.

2050.1.9 Participation in specially assigned duties/organizations which are approved by the Board each year (i.e., Ad-Hoc Committee meetings, special authorities, Association of California Water Agencies, California Association of Sanitation Agencies, California Special Districts Association, etc.), with prior approval from the Board President or his/her designee.

2050.1.10 A maximum of two meetings per month for the Board President to meet with Staff in preparation for Board meetings

2050.1.11 A maximum of one meeting per month for the Chairman of the Budget Committee, or his/her designee, to review claims for Board approval

2050.2 Meetings that are considered not compensable include, but are not limited to, retirement, anniversary and holiday celebrations, social mixers and Chamber of Commerce functions.

2050.3 The Board of Directors has determined that mileage costs in connection with approved Amador Water Agency business activities will be paid by the Agency when the use of private vehicles is necessary. The reimbursement for mileage shall be in accordance with the maximum non-taxable allowance set by Internal Revenue Service Code. This amount shall be amended and adjusted, based on said IRS Code, on January 1 of each year.

2050.4 Members of the Board of Directors shall be reimbursed for all legitimate expenses incurred in attending any meetings or in making any trips on official business of the Board when so authorized in accordance with Policy 2070.

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2070 DIRECTOR TRAINING, EDUCATION AND CONFERENCES

2070.1 Members of the Board of Directors are encouraged to attend educational conferences and professional meetings when the purposes of such activities is to improve Agency operation. Hence, there is no limit as to the number of Directors attending a particular conference or seminar when it is apparent that their attendance is beneficial to the Agency.

2070.1.1 "Junkets" (a tour or journey for pleasure at public expense), however, will not be permitted.

2070.2 It is the policy of the Agency to encourage Board development and excellence of performance by reimbursing expenses incurred for tuition, travel, lodging and meals as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the Agency.

2070.2.1 The Executive Secretary is responsible for making arrangements for Directors for conference and registration expenses, and shall include reimbursement of expenses for meals, lodging, and travel. All expenses for which reimbursement is requested by Directors, or which are billed to the Agency by Directors, shall be submitted to the Executive Secretary, together with validated receipts.

2070.2.2 Attendance by Directors of seminars, workshops, courses, professional organization meetings, and conferences shall be approved by the Board President prior to incurring any reimbursable costs.

2070.2.3 Expenses to the Agency for Board of Directors' training, education and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations put forth by the General Manager and by:

2070.2.3.1 Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.

2070.2.3.2 Directors traveling together whenever feasible and economically beneficial.

2070.2.3.3 Requesting reservations sufficiently in advance, when possible, to obtain discounted air fares and hotel rates.

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2070.3 A Director shall not attend a conference or training event for which there is an expense to the Agency, if it occurs after they have announced their pending resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board. A Director shall not attend a conference or training event when it is apparent that there is no significant benefit to the Agency.

2070.4 Upon returning from seminars, workshops, conferences, etc., where expenses are reimbursed by the Agency, Directors will either prepare a written report for distribution to the Board, or make a verbal report during the next regular meeting of the Board. Said report shall encompass what was learned at the session(s) that will be of benefit to the Agency. Materials from the session(s) may be delivered to the Agency office to be included in the Agency library for the future use of other Directors and staff.