Amador Water Agency

Rules for Proceedings of the Board of Directors

Adopted:

Introduction

The Board of Directors is the governing body of the Agency, and shall act only at its regular meetings, regular adjourned meetings, special meetings, or emergency meetings. All powers of the Agency shall be exercised and performed by the Board as a body. Individual Board Members, except as provided in the Agency’s Administrative Code, Policy Manual, or as otherwise authorized by the Board, shall have no power to act for the Agency, or the Board, or to direct the Staff of the Agency.

These are the rules for the proceedings of the Board of Directors of Amador Water Agency. The purposes of these rules are to facilitate public participation during meetings of the Board, protect the rights of all Directors and to provide a process for conducting Board meetings in an orderly and efficient manner. The Amador Water Agency Enabling Act, Brown Act (Government Code section 54950, et seq.) and any other applicable law will control over any inconsistent provision contained in these rules. The Board of Directors will follow Rosenberg’s Rules of Order for Board and Committee Meetings. (Amador Water Agency Act, Stats. 1959, ch. 2137, Chapter 95 of West’s Ann. Cal. Water Code Appendix (“Agency Act”), section 95-7.2.)

Rule 1 – Selection of Officers

The President and Vice-President of the Board will be elected by the members of the Board for a one year term. The election will be held at the first regular meeting in December of each year. (See Agency Act section 95-7.2 and Elections Code section 10554.) The remaining provisions of this paragraph will be considered discretionary guidelines for the Board to follow in selecting its President and Vice-President, and will not be binding on the Board. The Board will normally follow a rotation by District number of 1,4,3,2 and 5 for the election of President and Vice-President under which the Vice President will normally be elected President at the conclusion of the President’s one year term. If the membership on the Board of the President is terminated before the expiration of his or her one year term of office, the Vice-President will automatically become the President for the balance of that term.

In the event of a contested election, the following is the recommended procedure for nominating and selecting the Board President or Vice President: (1) the then-presiding President should open nominations and ask if there are there any nominations for the contested office; (2) any Director then may make a nomination -- e.g., “I nominate Director X” -- no second is required for a nomination, although sometimes one or more Directors will second a nomination to indicate endorsement (a Director may nominate himself or herself, but nominations cannot be
accepted from members of the public); (3) a Director may decline a nomination; (4) when it appears that no one else wishes to make a nomination, the President should ask if there are additional nominations -- if there is no response, the President then should declare that the nominations for the office are closed and state the names of the nominees (it is unnecessary to have a motion to close the nominations); (5) after nominations have been closed, nominations may be reopened only by a motion, second and majority vote to reopen them; (6) after nominations have been closed and before the vote, the public should be provided an opportunity to comment on the agenda item; (7) the President then should call for votes on the nominees by a roll call vote on each nominee, and each Director should cast his or her yea or nay vote on each nominee, e.g., “For the first nominee for President, Director X, please state your vote by yea or nay;” (8) nominees should be voted on in the order in which they are nominated and the process should continue until there is a majority approval of one of the nominees; and (9) as soon as one of the nominees receives a majority vote, the President should declare that person elected to the office and no vote is taken on any remaining nominees.

The Board will by majority vote appoint a Secretary/Clerk of the Board, and a Deputy Clerk of the Board.

**Rule 2 – Duties of President of Board and Other Officers**

The President of the Board of Directors will be its presiding officer. The President’s duties will include, but not be limited to, the following: acting as the liaison between the General Manager and the Board, calling special meetings of the Board, presiding over meetings of the Board, establishing and appointing committees of the Board, and appointing representatives of the Agency to associations of which the Agency is a member or in which it has a significant interest. The Board will appoint representatives of the Agency to joint powers authorities of which the Agency is a member.

The Vice-President shall act if the President is absent or unable to act, and shall exercise all of the powers of the President on such occasions. If both the President and Vice-President are absent from a noticed public meeting, the remaining three Board members will choose one of their number to preside.

The Clerk of the Board shall have the following duties with respect to the affairs of the Board of Directors: (a) cause the minutes to be taken and prepared for all Board meetings; (b) keep the original copies of all final minutes, ordinances and resolutions of the Board in appropriate fire proof file cabinets and electronic files; (c) file and keep all Board committee reports according to the Agency’s records management policies; (d) attest to the minutes, ordinances, resolutions, contracts and other documents of the Board; (e) provide notice as required by law of any Board or standing committee meeting, and any hearing before the Board; and (f) act as the Agency’s elections official. The foregoing responsibilities are not intended to limit any other duties of the Clerk of the Board imposed by law, or assigned from time to time by the Board, or by the General Manager if the Clerk of the Board is an employee of the Agency.

**Rule 3 – Time and Place for Regular Meetings**
The regular monthly meeting of the Board of Directors will be held in the Board room at the Agency’s administrative office, 12800 Ridge Rd. Sutter Creek, California, on the second and fourth Thursday of each month, commencing at 9:00 a.m. The location, day and time for holding regular meetings may be changed by the Board of Directors from time to time by resolution. If a regular meeting falls on a holiday as listed in Government Code section 6700, the meeting will be held on the day designated by the Board by minute order. (See Government Code section 54954(a).)

Rule 4 – Quorum Requirements

The Board of Directors consists of five members. Three members of the Board will constitute a quorum for the transaction of business. (See Agency Act sections 95-7.1 and 95-7.2).

Rule 5 – Majority Vote

Three members of the Board will be required to approve any ordinance, resolution or motion, unless a different voting requirement to approve a particular action is specified under State law. (Agency Act section 95-7.2.)

Rule 6 – What Constitutes an Affirmative Vote

Unless a Director is not voting because of a conflict of interest, a Director who is present for a vote on a matter before the Board will be deemed to have voted in the affirmative on a matter unless the Director votes against the measure by casting a “no” vote. An “abstain” vote will constitute an “aye” vote. (See Dry Creek Valley Association, Inc. v. Board of Supervisors (1977) 67 Cal.App.3d 839.) When calling for the vote on a motion, the President of the Board may (a) call for “aye” and “no” votes, or (b) ask if there are any “no” votes, since the remaining Directors present will be deemed to have voted in the affirmative unless they are not voting due to a conflict of interest.

Rule 7 – Conflicts of Interest

A member of the Board may not make, participate in making or in any way attempt to use his or her official position to influence a decision of the Board of Directors in which he or she knows or has reason to know that he or she has a financial interest. (Government Code section 87100.) Generally, a Director has a financial interest in a matter if it is reasonably foreseeable that the Board decision would have a material financial effect (as defined by the Fair Political Practices Commission’s “FPPC” regulations) that is distinguishable from the effect on the public generally, involving dollar amount set by FPPC regulations from time to time, on (a) a business entity in which the Director has a direct or indirect investment in the amount specified in FPPC regulations, (b) real property in which the Director has a direct or indirect investment interest, with a worth in the amount specified in FPPC regulations, (c) a source of income of the Director, in the amount specified in FPPC regulations, within twelve months before the Board decision, (d) a source of gifts to the Director, in the amount specified in FPPC regulations, within twelve months before the Board decision, or (e) a business entity in which the Director holds a
position as a director, trustee, officer, partner, manager or employee. An “indirect interest” means any investment or interest owned by the spouse or dependent child of the Director, by an agent on behalf of the Director, or by a business entity or trust in which the Director, or the Director’s spouse, dependent child or agent owns directly, indirectly or beneficially a ten percent interest or greater. (Government Code section 87103.)

If a member of the Board believes he or she may be disqualified from participation in the discussion, deliberations or vote on a particular matter due to a conflict of interest, the following procedure will be used: (a) if the Director becomes aware of the potential conflict of interest before the Board meeting at which the matter will be discussed or acted on, the Director will notify the General Manager of the potential conflict of interest, so that a determination can be made whether it is a disqualifying conflict of interest; (b) if it is not possible for the Director to discuss the potential conflict with the General Manager before the meeting, or if the Director does not become aware of the potential conflict until during the meeting, the Director will immediately disclose the potential conflict during the Board meeting, so that there can be a determination whether it is a disqualifying conflict of interest; and (c) upon a determination that there is a disqualifying conflict of interest, the Director (1) will not participate in the discussion, deliberation or vote on the matter for which a conflict of interest exists, and (2) leave the Board room until after the discussion, vote and any other disposition of the matter has been concluded, unless the matter has been placed on the consent agenda, except that the Director may speak on the matter during the time that the general public speaks on the matter. In such a case, the Board minutes will state: “Due to a potential conflict of interest, Director ________ did not participate in the discussion, deliberation or vote on this matter.”

A Board member also is prohibited from having a financial interest in a contract with the Agency, or be purchaser at a sale by the Agency or a vendor at a purchase made by the Agency, unless the Board member’s participation is authorized under Government Code section 1090, 1091 or 1091.5, or other provisions of law. Any Director who has a prohibited interest in a contract proposed to be made by the Agency should declare the conflict as soon as it becomes known and the Board will not consider or take any further action in regard to such contract.

**Rule 8 – Motions**

The three steps for bringing a motion before the Board are: (a) a Director makes a motion, (b) another Director seconds the motion, and (c) the President states the motion. Once the motion has been stated by the President, it is open to formal discussion. While only one motion can be considered at a time, up to three motions may be on the floor simultaneously. When multiple motions are on the floor, the last motion made should be voted on first. There are three basic motions (a) the original motion is the one that puts forward a decision for consideration, (b) an amended motion, which is an original motion that is amended before the original motion is voted on, either by the consent of the Directors who moved and seconded, or by a new motion and second, which is then approved by the Board, or (c) a substitute motion, which completely eliminates the original or amended motion under discussion and puts a new motion before the Board. A motion may be tabled before it is voted on by motion made to table, which is then seconded and approved by the Board, or a motion may be rejected without further discussion of or action on the motion by a motion of “objection to consideration,” which is then
seconded and approved by the Board, or (b) further discussion of a motion can be terminated by a motion "to call the question," which is then seconded and approved by the Board. Any Director, including the President, may make or second a motion.

Rule 9 – Protection of Rights of Directors

One of the primary purposes for these rules of procedure is to protect the rights of all Directors. The President will allow each Director a reasonable opportunity to discuss a motion, after it has been made and seconded, and before it has been voted on. The President can set reasonable time limits for discussion of a motion. A Director can object to a procedural ruling by the President by stating: “Mister/Madam President, I rise to a point of order.” The President must then ask the Director to state the point of order. The President will then rule on the point of order. The President’s ruling on a point of order may be appealed by a motion made and seconded to appeal the decision, which is then voted on by the Board.

Rule 10 – Record of Vote

Except where action is taken by the unanimous vote of all Board members present and voting, the ayes and noes taken upon the passage of all ordinances, resolutions or motions will be entered upon the minutes. (Gov’t Code section 54953(c)(2).)

Rule 11 – Ordinances

The enacting clause of all ordinances passed by the Board will be: "Be it ordained by the Board of Directors of Amador Water Agency as follows:" All ordinances will be signed by the President and attested by the Clerk of the Board. (Agency Act section 95-7.2)

Rule 12 – Agenda and Agenda Materials

The General Manager, in consultation with the Board President, will be responsible for preparing the agenda for regular Board meetings and meetings of standing and ad hoc committees (see Government Code section 54952 and Rule 22), and having the agenda for regular Board meetings and standing committee meetings posted at the Agency office in a location freely accessible to the public no later than seventy-two hours before a regular meeting and on the Agency’s website. The agenda will specify the time and location of the meeting and contain a brief, general description of each item of business to be transacted or discussed at the meeting, including closed session items. (See Government Code section 54954.2.) The General Manager shall place an item for discussion or action on the agenda at the request of any member of the Board. In order to allow sufficient time to prepare the agenda and back-up materials, the deadline for adding items to the agenda for a regular meeting will be at 4 p.m., seven working days before the meeting. Any member of the public may make a request to the Board at any regular meeting to place an item for discussion on a future agenda, but such a request will be honored only if a majority of the Board approves by motion or consensus.

An agenda for a regular or special Board meeting will contain the following statements: (a) “The public may address the Board concerning an agenda item either before or during the Board’s consideration of that agenda item.” (See Government Code section 54954.3(a)); (b)
“Public documents relating to any open session item listed on this agenda that are distributed to all or a majority of the members of the Board of Directors less than 72 hours before the meeting are available for public inspection in the customer service area of the Agency’s Administrative Office at the address listed above.” (See Government Code section 54957.5(b)); and (c) “In compliance with the Americans with Disabilities Act, if you have a disability, and you need a disability-related modification or accommodation to participate in this meeting, then please contact [insert the name and telephone number of the person designated by the General Manager]. Requests must be made as early as possible, and at least one-full business day before the start of the meeting.” (See Government Code section 54954.2(a)).

Rule 13 – Requests for Copies of Agendas and Agenda Materials

Any person may request the Agency to mail or electronically mail him or her a copy of the agenda or agenda packet for any meeting of the Board. When the Agency receives such a request, the General Manager or his/her designee will distribute copies of the requested materials (except for documents that are exempt from disclosure under the Public Records Act) to the requesting party at the time that the agenda is posted or when the agenda packets are distributed to a majority of the Board members, whichever occurs first. Any request for copies of agendas or agenda packets for all Board meetings in a given year will be valid for the calendar year in which the request is submitted, and the request must be renewed after January 1 of each year in which it is to remain in effect. (Government Code section 54954.1.)

Documents that are distributed to all or a majority of the members of the Board by any person in connection with a matter subject to discussion or consideration at a regular or special meeting of the Board will be disclosable public records under the California Public Records Act (commencing with Government Code section 6250), and will be made available upon request by a member of public without delay, except as to documents that are exempt from disclosure under the Public Records Act. Any public documents related to an open session agenda item that are distributed to all or a majority of Board members by staff or any third party less than 72 hours before a regular Board meeting will be made available for public inspection at the same time. Such documents will be available for public inspection in the customer service area of the Agency’s Administrative Office. Documents that are distributed during a regular or special Board meeting that are subject to disclosure under the Public Records Act will be made available for public inspection at the meeting, if prepared by the Agency or a member of the Board, or after the meeting, if prepared by some other person. The Agency may charge a fee for responding to requests for copies of agendas, agenda packets or other documents, which fee will be limited to the Agency’s copying and postage costs as provided in the Agency’s Records Inspection, Retention, Disposal, and Storage Policy (PL - Adm 009). (See Government Code section 54957.5(a) and (b).)

Upon request, the agenda and other documents referred to in this rule will be made available in an appropriate alternative format to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. section 12132) and the federal rules and regulations adopted in implementation thereof. (See Government Code sections 54954.1, 54954.2(a) and 54957.5(b).) The Agency will not charge a special surcharge to provide documents requested in an alternative format by a person with a disability in accordance with the
Americans with Disabilities Act and its implementing regulations. (See Government Code section 54957.5(c).)

The Agency records the meeting, and will retain the recording for at least two years following the meeting, after which it may be erased or destroyed. The public may inspect the recording on a computer made available by the Agency, without charge. (See Government Code section 54953.5(b).)

**Rule 14 – Authority to Act on Matters Not on the Agenda**

The Board will not take action on or discuss any item not appearing on the posted agenda, except under the following conditions, in which cases the item will be publicly identified before discussion begins: (a) upon a determination by a majority of the Board that an emergency situation exists, as further described in Rule 25 hereof; (b) upon a determination by a two-thirds vote of the Board members present at the meeting, or, if less than two-thirds of the members of the Board are present, a unanimous vote of those members present, that the need to take immediate action became apparent after the agenda was posted; or (c) the item was posted for a prior meeting of the Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken. (See Government Code sections 54954.2 and 54956.5.)

**Rule 15 – Consent Agenda**

The General Manager may list on the agenda a “consent agenda,” which will consist of routine matters on which there is generally no opposition or need for discussion. Examples of consent agenda items might include approval of minutes, financial reports and routine resolutions. Any matter may be removed from the consent agenda and placed on the regular agenda at the request of any member of the Board. The entire consent agenda may be approved by a single motion made, seconded and approved by the Board.

**Rule 16 – Oral Informational Reports**

Any member of the Board may make an oral report at a regular meeting for the purpose of informing the Board of any matter of interest to the Agency. Regular meeting agendas will include specific items for Directors’ reports and comments. The Board also may call on the General Manager, Agency staff or Agency legal counsel for oral informational reports on matters not on the agenda. Unless the Board makes the determinations required under Rule 14, there will be no more than limited discussion, and no action, on matters covered in such oral reports. (See Government Code section 54954.2(a).)

**Rule 17 – Public Comment**

Every agenda for a regular meeting will provide an opportunity for members of the public to directly address the Board on items of interest that are within the subject matter jurisdiction of the Board and that do not appear on the agenda. This agenda item will be described substantially as follows: “Opportunity for public comment on non-agenda items within the Board’s
jurisdiction.” During Public Comment, the Board may, at its discretion, not respond, briefly respond to statements made or questions posed by the public, or ask Agency staff for clarification, refer the matter to Agency staff or ask Agency staff to report back at a future meeting. (See Government Code sections 54954.2 and 54954.3.) The Board will not take action on any matter raised during the Public Comment, unless the Board first makes the determinations set forth in Rule 14. In order to facilitate public participation during the Public Comment session of the meeting, the Board may limit the total amount of time allocated for public comment on a particular issue (ten minutes or less normally will be standard), and may limit the time allocated for public comment by an individual speaker (three minutes or less normally will be standard). The President may declare any comment as out of order, irrelevant, repetitious or disruptive. (See Government Code section 54954.3.)

It is the general policy of the Board to refer to the General Manager for resolution complaints received from members of the public. If the complaint cannot be resolved, the General Manager will place it on a future meeting agenda for consideration by the Board.

The public may address the Board concerning an agenda item during a regular or special Board meeting, including commenting on the closed session agenda prior to the Board adjourning into closed session, either before or during the Board’s consideration of that agenda item. (See Government Code section 54954.3(a).)

These rules are not intended to prohibit public criticism of policies, procedures, programs or services of the Agency, or of the acts or omissions of the Board. (See Government Code section 54954.3(c).)

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 infeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Board 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, will be allowed to attend any session held pursuant to this section. Nothing in this section will prohibit the Board from readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting. (See Government Code section 54957.9.)

**Rule 18 – Public Hearings**

The procedure for conducting public hearings during a meeting of the Board will be as follows: (a) no earlier than the time set for the public hearing, the President of the Board will declare the public hearing open; (b) the President will ask the General Manager whether notice of the public hearing has been given in the manner required by law; (c) the President will ask the General Manager whether written comments on the subject matter of the public hearing have been received; (d) the President will ask whether any member of the public wishes to present written or oral comments on the subject of the public hearing; (e) in its discretion, the Board may set time limits on the amount of time an individual speaker is allowed to comment orally during the public hearing; and (f) following the close of presentation of comments and before any Board
discussion and action on the subject matter, the President will declare the public hearing closed. The Board may continue a public hearing from time to time. A public hearing may be continued in accordance with the procedures described in Rule 19. (See Government Code section 54955.1.)

Rule 19 – Adjournment

A meeting of the Board will be adjourned by (a) loss of a quorum, (b) by declaration of the President that the meeting is adjourned when the agenda has been completed and there is no further business to come before the Board, or (c) by motion made, seconded and approved to adjourn the meeting. A regular or special meeting of the Board may also be adjourned for the purpose of continuing it to a specific day and time (a) by motion made, seconded and approved by a majority of the Board, (b) by approval of less than a quorum if a quorum is not present, or (c) by the Secretary/Clerk of the Board if all members are absent from any regular or adjourned regular meeting. A copy of the order or notice of adjournment to continue a meeting to another date will be conspicuously posted on or near the door of the Agency office where the meeting was held within twenty-four hours after the time of adjournment. (See Government Code section 54955.)

Rule 20 – Special Meetings

A special meeting may be called at any time by the President or by a majority of the members of the Board, by delivering personally or by any other means, including mail, facsimile and electronic mail, written notice to each member and to each newspaper, radio or television station requesting notice in writing. Such notice must be received at least twenty-four hours before the time of such meeting as specified in the notice to constitute notice of the special meeting (except as to emergency meetings, in which case, the notice requirements specified in Rule 25 will be followed). Electronic mail will constitute notice of a special meeting only if the recipient confirms receipt, and it will be deemed to be received at the time of such confirmation. The call and notice for a special meeting must specify the time and place of the special meeting and the business to be transacted, and must include the statements specified in Rule 12. No other business will be considered at such meeting. The written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Agency Clerk of the Board a written waiver of notice. Waiver may be given in person or by mail, facsimile, electronic mail or telegram. Such written notice may also be dispensed with as to any member who was actually present at the meeting at the time it convenes. Notice of a special meeting must also be posted at least twenty-four hours before the meeting in a location freely accessible to the public and on the Agency’s website. (See Government Code sections 54954.3(a) and 54956.)

Rule 21 – Board Workshop Meetings

From time to time, the Board may set a regular or special meeting to be conducted as a “workshop meeting,” during which the Board would have the opportunity to receive presentations on and discuss matters identified on the agenda, but the Board would not normally take action on those items. Nothing in this rule is intended to prevent the Board from taking
action on a matter during a workshop session if it is identified as an item for possible action on the agenda for that meeting.

Rule 22 – Board Committees

Board committees will be composed of less than three Directors, and may be either standing committees or ad hoc advisory committees. A Board standing committee has continuing subject matter jurisdiction. (See Government Code section 54952.) In accordance with Rule 12, standing committee meetings will be open to the public (except for authorized closed sessions), and the agenda for those meetings will be posted in the same manner as the agenda for regular Board meetings. In addition, the President may from time to time establish, and appoint the members of, ad hoc advisory committees to serve a limited or single purpose, which committees are to be dissolved once their specific task is completed. The meetings of an ad hoc advisory committee are not required to be open to the public, and notice of such meetings is not required to be posted. (See Government Code sections 54951 and 54952.)

Directors who are not members of a standing committee may attend a standing committee meeting only as observers, and they may not participate in the committee meeting, ask questions or sit with the committee members at the Board table. (See subsection (c)(6) of Government Code section 54952.2.) Directors who are not members of an ad hoc committee may not attend an ad hoc committee meeting.

Rule 23 – Closed Sessions

A closed session may be held on any subject authorized under the Brown Act. The agenda for a regular or special meeting will contain a brief, general description of the purpose of a closed session, in substantially the following form:

a. Conference with legal counsel--existing litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(1); ___________ v. ___________ [insert name of case, e.g., Jones v. Agency].

b. Conference with legal counsel--existing litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(1); case name unspecified because ______________ [insert either “disclosure would jeopardize service of process” or “disclosure would jeopardize existing settlement negotiations”].

c. Conference with legal counsel--anticipated litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(2) and (3); significant exposure to litigation involving ______________ [describe].

d. Conference with legal counsel--anticipated litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(4); consideration of initiation of litigation involving ______________ [describe or specify only number of cases if confidentiality is required or deemed necessary].
e. Public employee appointment involving [insert position(s) to be filled]; Government Code sections 54954.5(e) and 54957(b)(1).

f. Public employee performance evaluation involving [insert position(s) being reviewed]; Government Code sections 54954.5(e) and 54957(b)(1).

g. Public employee discipline/dismissal/release; Government Code sections 54954.5(e) and 54957(b). [No additional information required.]

h. Conference with labor negotiator involving [insert name of Agency negotiator] and [insert name of employee organization involved in negotiation]; Government Code sections 54954.5(f) and 54957.6.

i. Conference with labor negotiator involving [insert name of Agency negotiator] and unrepresented employee(s) in position(s) of [insert position(s) of unrepresented employee(s) involved in negotiation]; Government Code sections 54954.5(f) and 54957.6.

j. Conference with real property negotiator involving the purchase, sale, lease or exchange of [insert street address or other description of property], [insert name of Agency negotiator(s)], Agency negotiator(s), will negotiate with [insert name of other party(ies)]. Instructions to the negotiator(s) may include price, terms of payment, or both. (See Government Code sections 54954.5(b) and 54956.8.)

k. Closed session consultation [insert the name, if applicable, of a law enforcement agency, and the title of the officer, or the name of an applicable agency representative (legal counsel or security officer) and title] concerning a threat to public services or facilities, or for the assessment of the security vulnerability of public facilities. (See Government Code sections 54954.5(e) and 54957(a).)

The Board will not keep minutes of its closed sessions. (See Government Code section 54957.2.) In the closed session, the Board will consider only those matters covered in its statement of reasons for holding the closed session. (See Government Code section 54957.7.)

Before holding a closed session to consider complaints or charges against a particular employee (as distinguished from evaluation of performance unrelated to any specific complaint or charge), the Agency will provide twenty-four hours' advance written notice to the employee of his or her right to have the matter heard in open session. If the employee requests, the complaint or charges must be heard in open session. (See Government Code section 54957(b)(2).)

A closed session may be held to meet with the Agency's negotiator regarding the salary and benefits of Agency officers and employees, but not including elected officials, but the Agency's available funds, funding priorities or budget will not be discussed during the closed session except to the extent necessary to permit the Board to provide instructions to its
designated labor negotiator(s). (See Government Code section 54957.6.)

Following every closed session, the Board will reconvene to open session and publicly report any action and vote during the closed session in accordance with the following guidelines:

a. For action concerning final approval of a real property purchase, sale or exchange agreement or lease, report in open session at the same meeting the action taken (including the substance of the agreement) and vote, except that, if final approval rests with another party, the report may be deferred until the other party’s approval. (See Government Code section 54957.1(a)(1).)

b. Approval given to legal counsel to defend or initiate a lawsuit, or seek appellate review will be reported in open session at the public meeting during which the closed session was held. (See Government Code section 54957.1(a)(2).)

c. Approval given to legal counsel to settle pending litigation or action taken to dispose of a claim will be reported in open session as soon as the settlement or claim disposition becomes final. (See Government Code section 54957.1(a)(3) and (4).)

d. For action to appoint, employ or dismiss, accept the resignation of, or otherwise affect the employment status of an employee, the Board will report in open session at the same meeting the action taken (including identity of employee or position and any change in compensation) and vote, except that, for any dismissal or non-renewal of a contract, the report back may be deferred until the first meeting after the exhaustion of administrative remedies. (See Government Code section 54957.1(a)(5).)

e. For action concerning a labor MOU, after the MOU has been approved by both parties, the Board will report in open session the action taken and vote. (See Government Code section 54957.1(a)(6).)

The Agency will make available after a closed session to anyone who has requested them in advance, agreements or other documents approved in closed session, unless the document needs to be revised, in which case it will be provided as soon as possible. After the closed session, changes to the agreement will be orally summarized if anyone present so requests. (See Government Code section 54957.1(b).)

A Director is not authorized, without prior approval of the Board of Directors, 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 or authorized to be disclosed under the California Public Records Act.

A Director is not prohibited from taking the following actions in regard to a closed session of the Board: (1) making a confidential inquiry or complaint to a Agency attorney or grand jury concerning a perceived violation of law, including disclosing facts to a Agency attorney or grand jury that are necessary to establish the alleged illegality of an action taken by the Board, (2)
expressing an opinion concerning the propriety or legality of actions taken by the Board 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 or the full Board, to provide the Board an opportunity to cure an alleged violation.

A Director’s violation of the duty to protect closed session confidences may be remedied as provided in Government Code section 54963(c). A Director who willfully and knowingly discloses for pecuniary gain confidential information received by him or her in the course of his or her official duties may be guilty of a misdemeanor under Government Code section 1098.


**Rule 24 – Meetings by Teleconference**

The Board may hold meetings by teleconference. (See Government Code section 54953(b).) For purposes of this rule, “meetings by teleconference” include meetings at which one or more Board member attends and participates in the meeting by telephone, video conferencing or any other electronic means using live audio or video, or both. For any meeting by teleconference conducted by the Board, the following requirements will apply:

a. At least a quorum of the Board must participate in the teleconference meeting from locations within the Agency’s boundaries and each teleconference location (i.e., the location from which one or more Board members attends and participates in a meeting by teleconference) will be accessible to the public.

b. When meetings by teleconference are held by telephone, speaker phones that allow all persons attending the meeting to hear and be heard will be used at the main meeting location and at any teleconference location where there are members of the public in attendance.

c. All votes taken at a meeting by teleconference will be by roll call.

d. The Board will conduct the meeting by teleconference in a manner that protects the statutory and constitutional rights of parties and the public to attend and participate in the meeting.

e. Each teleconference location will be identified in the regular meeting agenda or special meeting notice, and the agenda or notice will state that members of the public will have the opportunity to address the Board from any teleconference location.

f. Notice of any meeting by teleconference will be included in the meeting agenda or special meeting notice in substantially the following form:

“All or portions of this meeting will be conducted by teleconference in
accordance with Government Code section 54953(b). The teleconference location(s) for the meeting are as follows: _______________________. Each teleconference location is accessible to the public, and members of the public may address the Board of Directors from any teleconference location."

g. In addition to the usual notice and agenda requirements, the regular meeting agenda or special meeting notice will be posted at all teleconference locations at least seventy-two hours before regular meetings or twenty-four hours before special meetings.

Rule 25 – Emergency Meetings

Under Government Code section 54956.5, a meeting to address an emergency may be held if a majority of the Board determines that a situation exists which involves matters upon which prompt action is necessary. An emergency situation is defined as: (1) a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both; or (2) a dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both.

As a condition of holding an emergency meeting, the Board President or his/her designee shall provide notice of the meeting by telephone to each local newspaper of general circulation, radio station and television station that has requested notice of special meetings. For a meeting for a “non-dire emergency” (Definition 1, above), the telephone notice must be provided at least one hour prior to the emergency meeting. In the case of a meeting for a “dire emergency” (Definition 2, above), the telephone notice must be provided to the media at or near the same time as notice is given to the members of the Board. In the event that telephone services are not functioning, the notice requirements of this section shall be deemed waived, and the legislative body, or designee of the legislative body, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

The Board may meet in closed session upon approval by a two-thirds vote of the Board (or the unanimous vote of the Board if less than two-thirds are present) to discuss security or employment matters related to the emergency situation. (See Government Code sections 54956.5(c) and 54957.)

With the exception of the 24-hour notice and posting requirements and any other exceptions provided in herein, all special meeting requirements described in Rule 20 shall be applicable to an emergency meeting called pursuant to this Rule.

The draft minutes of an emergency meeting called under this Rule must be posted in a public place for a minimum of 10 days as soon after the meeting as possible, and include a list of persons who the Board President or his/her designee notified or attempted to notify of the meeting, if applicable, any actions taken at the meeting, and a recording of any votes taken by roll call. (See Government Code section 54956.5(e).)
Rule 26 – Amendment of Rules

By motion made, seconded and approved, the Board in its discretion may at any meeting (a) temporarily suspend these rules in whole or in part, (b) amend these rules in whole or in part, or (c) both, as long as any amendment or suspension is otherwise consistent with the Brown Act and other applicable laws. Unless amended earlier, Agency staff will review these Rules for Proceedings biennially and recommend changes for Board consideration and action.

Rule 27 – Interaction with the Public

For purposes of presenting the Board’s legislative and policy positions and actions to other public bodies and the media, the President and General Manager generally shall act as the Agency’s spokespersons. If a Director or employee is approached by a member of the media and asked to make a statement or answer questions on the Agency’s behalf, the Director or employee should refer the media representative to the Board President or General Manager. This general practice, however, does not preclude any other Director or employee of the Agency from representing the Agency’s approved legislative and policy positions and actions within the scope of his or her position when speaking with ratepayers, government officials, and the public.

Any Director or employee, if designated and directed by the Board or General Manager, may represent the Agency where it is appropriate or desirable for the Agency to appear at meetings of other public agencies, before public groups, or on other public occasions. Except as limited by the Brown Act and other applicable laws, this policy shall not limit the attendance at such events of any Director or employee of the Agency.

Rule 28 – Seal of the Agency

The Seal, an impression of which is hereby affixed to this page and bearing the words “Amador Water Agency established 1959” is adopted as the official Seal of the Agency.

(Space left for Seal imprint)
Amador Water Agency

Directors’ Compensation and Expense Reimbursement Policy

Adopted:

100.00 Purpose of the Policy

This document sets forth the policy of the Amador Water Agency concerning Directors’ compensation and the payment of actual and necessary expenses incurred in the performance of official duties and is intended to comply with the requirements of Government Code sections 53232 through 53232.4.

200.00 Directors’ Compensation

200.10 Amount of Compensation

Each member of the Board of Directors of the Agency will be entitled to receive $119.80 per day 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, as provided in article 200.20.

200.20 Types of Service for Which Compensation Will Be Provided

Applicable law (Government Code section 53232.1) permits the Agency to compensate Directors for each day’s attendance at meetings of the Board, or for each day’s service rendered as a Director, subject to a written policy adopted in a public meeting. A Director can be compensated for up to 10 days per calendar month of service in accordance with the Board’s adoption of Ordinance No. 02-01. (Water Code section 20202.) In 2011, The Amador Water Agency Board of Directors approved a reduction of compensated meetings to a total of 7 days per calendar month for Directors and 10 days per calendar month for the Board President. The Board President may authorize specific meeting compensation above the 7 days per month not to exceed 10 days per calendar month for Directors given additional committee assignments. The Agency encourages Directors to take advantage of opportunities to be informed concerning matters of interest to the Agency, and to inform others of the activities and interests of the Agency. The General Manager or his or her designee will provide to the Board on a monthly basis a list of meetings attended by each Director for which the Director was compensated under this policy. Directors will be compensated (for up to 7 days per calendar month) for attending the following types of meetings:
a. Meetings of the Board of Directors of the Agency and the Board of Directors of the Amador Water Agency Financing Corporation;

b. Committee meetings of the Board, attended as a member of the committee;

c. Other meetings necessary for the disposition of duties assigned to a Board committee, attended by a member of the committee;

d. Meetings of other governmental entities, associations or duly-recognized committees on which the Agency is officially represented, attended by the liaison representative of the Board and/or the liaison representative alternate who has been appointed to represent the Agency on the governmental entity or committee (both liaison representative and liaison representative alternate should attend all meetings to be informed on the issues and therefore both will be compensated for attending those meetings);

e. Conferences, seminars, workshops and other events held within the State of California that are sponsored by industry associations or nonprofit entities for the purpose of discussing relevant water issues, including days while attending the conference, seminar, workshop or event, but excluding days in transit to or from the conference, seminar, workshop or event (attendance at conferences, seminars, workshops and events held outside the State of California will be approved by the Board of Directors on a case-by-case basis);

f. Educational training, seminars, and courses designed to improve Directors’ understanding of Agency business and their obligations as public officials, including ethics training mandated under Government Code section 53235(a) and harassment prevention training under Government Code section 12950.1;

g. Meetings, water industry events or office visits of a substantial duration concerning substantive Agency business as requested and approved for payment by the General Manager or the Board President; and

h. In connection with business, educational and ceremonial meetings, functions and conferences for which the Agency has prepaid for a Director’s attendance, the Director shall attend such events. If the Director is unable to attend the pre-paid event, the Director shall immediately notify the Agency. If the Agency cannot obtain a refund of fees paid, then the Agency shall bill the Director for reimbursement for all amounts paid, unless the Director’s failure to attend the event arises from circumstances beyond the control of the Director.
300.00 Reimbursement of Directors’ Expenses

300.10 Policy and General Rules

The Agency encourages Directors to attend conferences, seminars and other meetings that require their participation or provide an opportunity to be informed concerning matters of interest to the Agency. Each Director is entitled to reimbursement for the amount of the reasonable and prudent expenditures (i.e., registration fees, travel, meals, lodging, and other actual and necessary expenses) incurred in the performance of his or her official duties. When a Director pre-pays expenses (e.g. registration, airfare, hotel), the Director may submit such items for expense reimbursement prior to the meeting occurrence as described in article 300.20.

A Director may use his or her personal funds for meeting registration. The Agency will reimburse the Director for the actual amount of the registration, if properly reported and documented in accordance with article 300.40. If requested, staff will register a Director for qualifying meetings as described in article 200.20.

The Agency’s annual budget will set an appropriate level of funding for payment of Directors’ expenses. A maximum of five paid meeting days per conference will be allowed with the following exception: ancillary programs that are not a part of the main conference (e.g. ACWA/JPIA meetings). The General Manager or his or her designee will be responsible for ensuring that the budgeted amount is not exceeded without prior approval of the Board.

Any exceptions for expenses that do not come within the District’s expense reimbursement policy must be approved by the Board in a public meeting in advance of the time when the expense will be incurred. (Government Code, §53232.2, subd. (f).) Any question concerning the propriety of a particular expense should be resolved by the Board before the expense is incurred.

300.20 Reimbursable Expenses

Directors’ direct expenses for attendance at meetings and events authorized by this policy, including registration fees, reasonable travel, lodging, and meal costs, and other actual necessary expenses, will be paid by the Agency in accordance with the guidelines and per diem rates for an accountable expense reimbursement plan as defined in the United States Internal Revenue Service’s Publication 463 (“Travel, Entertainment, Gift and Car Expenses”) and Publication 1542 (“Per Diem Rates (For Travel Within the Continental United States”) (collectively, the “IRS Publications”). A copy of the current IRS Publications can be obtained from the Finance Director.

The following expenses are authorized business-related expenditures:
a. Personal Vehicle Mileage. A Director will be reimbursed for actual vehicle travel miles at the rate authorized under the IRS Publications for all meetings attended and services provided as defined in article 200.20, Director’s Compensation, above. A Director will be considered to have accounted for personal vehicle expenses by indicating the actual miles traveled, the business purpose of the travel, and the date of travel on the approved Agency expense reimbursement form and submitted in accordance with article 300.40. The Agency will not reimburse Directors for any other personal vehicle expenses.

b. Hotel Expenses. A Director will be reimbursed for reasonable lodging expenses incurred in accordance with this Policy when a Director attends conferences, seminars or meetings, if the Director stays at the hotel or other lodging listed in the event’s registration materials at the group rate obtained for the event. If a Director travels on Agency business for which no hotel is designated or is unable to book lodging at a specified conference rate, he or she may either (a) be reimbursed at the per diem hotel rate provided in the IRS Publications for the city in which the hotel is located; or (b) use the Director’s personal funds to pay for hotel charges, in which case the Agency will reimburse the Director for actual charges, but only up to three times the maximum per diem hotel rate provided for in the IRS Publications for the event location.

c. Meals. A Director may be reimbursed for the cost of meals while attending authorized conferences, seminars or meetings away from the Agency based on the per meal rate provided for in the IRS Publications. A Director may either (a) report meals at the IRS per diem rate or (b) use the Director’s personal funds to pay for meals, in which case the Agency will reimburse the Director for actual charges, but only up to three times the maximum per diem meal rates provided for in the IRS Publications. If a Director is not traveling for a full day, defined as from 12:01 a.m. to 12:00 Midnight, the per diem meal/incidental allowance will be prorated according to the actual hours of travel unless a Director uses his or her personal funds to pay for meals, in which case the Agency will reimburse the Director for actual charges for meals incurred while traveling, but only up to three times the maximum meal rate provided for in the IRS Publications. If the Agency pre-pays the cost of one or more meals with a meeting, function or conference registration, a Director must attend the prepaid meals. If a Director fails to attend a pre-paid meal, a Director may not submit a claim for reimbursement for an alternative meal taken in lieu of the pre-paid meal.

d. Incidental Allowance. Tips for meals will be reimbursed up to a maximum of 15% of the cost of the reimbursable portion of any meal in accordance with the tip shown on the receipt attached to an expense reporting form. The Agency will reimburse a Director for tips actually given to transportation drivers, baggage porters, bellhops and hotel housekeepers that
are reasonable and customary for the area. A Director may be reimbursed for toll charges and parking fees up to the actual amount expended.

e. Common Carrier Travel. When personal vehicle use for Agency business is impractical due to time and/or distance, a Director may use regularly-scheduled commercial carriers for travel. Consistent with scheduling needs and the most-direct route, a Director traveling by plane, train, rental vehicle, bus, or taxi will travel by the least-expensive fare actually available for the date and time of the travel. When possible, travel should be planned in advance to permit use of advance fares. Long-term parking must be used at airports for travel exceeding 24 hours. The Agency will reimburse the Director for the actual amount of the fare and related, necessary expenses (e.g., baggage fees), if properly reported in accordance with article 300.30.

300.30 Types of Expenses for Which Reimbursement Will Not be Provided

Director expenses that are not deemed to be reimbursable business expenses may include, but are not limited to:

a. Barber and/or beauty shop charges
b. Fines for traffic or parking violations
c. Expenses of any person accompanying a Director on a District-approved trip or event
d. Personal telephone calls
e. Fitness/Health Facility or Massages
f. Alcoholic beverages
g. Entertainment expenses (movies, sporting events, etc.)
h. Non-Mileage vehicle expenses
i. Charitable contributions

300.40 Expense Reporting Procedures

In order to be reimbursed for any expense authorized under this Policy, within 60 days of incurring the expense, a Director must fill out and sign a Agency-provided expense report form available from the Finance Department. The expense report form is designed to ensure that Directors’ expense reimbursements comply with the requirements of Government Code section 53232.3 and the IRS Publications. Accordingly, the General Manager will review each expense report form, and sign it to indicate compliance with the requirements of this policy. In all cases when a Director seeks reimbursement for expenses incurred while attending a conference, seminar or other meeting, a copy of the conference registration form must either be attached to his or her expense report or on file at the Agency (e.g. copy attached to check request or purchasing card paperwork). In addition, a Director will be required to attach the following documentation to his or her expense reimbursement report as a condition of receiving reimbursement for an appropriately-incurred business expense:
a. Personal Vehicle Mileage. To verify mileage, the General Manager or designee will document personal vehicle mileage, using tools such as Google or MapQuest, which will be attached to the Director’s expense report.

b. Lodging Expenses. If a Director wishes to be reimbursed for lodging expenses, he or she must attach to the expense report an itemized bill issued by the hotel and a copy of the credit card receipt or other proof of the Director’s payment. Except when attending a conference, seminar or other meeting and using the available group rate booked for the event, the Agency will reimburse a Director only for the actual amount of the hotel expenses incurred up to a maximum amount equal to three times the applicable per diem rate shown in the IRS Publications.

c. Meal Expenses. If a Director wishes to be reimbursed for meal expenses at the IRS per diem rate, he or she may fill out the expense report form and claim the expense without further documentation. If a Director pays for meals with his or her own funds, he or she must attach to the expense report an itemized bill, copy of a credit card receipt or other proof of the Director’s payment. In such cases, the Agency will reimburse a Director only for the actual amount of the meal expense incurred up to a maximum amount of three times the applicable per diem rate shown in the IRS Publications.

d. Common Carrier Travel. A Director must attach to his or her expense report the fare, coupon, or itemized bill from a travel agency, airline, rental vehicle, bus or train showing the actual amount expended for such travel. A boarding pass, conference badge, business receipt from the destination or other documentation indicating the travel occurred must be attached to the Director’s expense report.

e. Incidental Expenses. Whenever possible, a Director should obtain a receipt for incidental expenses such as tolls and parking fees. For incidental expenses where no receipt is available, such as tips and parking meter costs, a reimbursement request for such expenses may be claimed on the Agency approved expense report. Certification that such expenses were related to Agency business, reasonable, appropriate, and actually incurred by the Director is made when signing the Agency approved expense report form.

In all cases, the Director will remain responsible for filing an expense report and attaching the appropriate documentation obtained by the Director in conformance with paragraphs a. through e. above. Flat-rate advances or payments of expenses are prohibited under Government Code section 53232.2, except for per diem payments authorized in accordance with the IRS Publications.

A Director must substantiate all expenses on an expense report with the appropriate documentation attached within 60 days of incurring or paying the expense. An
expense report submitted after the 60 days will only be paid if approved by the Board at a regular meeting. Any mis- or late-reported expenses incurred by a Director will not meet the requirements of the IRS Publications and will be considered income to the affected Director. To comply with the applicable tax laws, the Agency will issue to a Director a Form W-2 including all mis- or late-reported expenses as income.

300.50 Disclosure

To comply with reporting requirements of Government Code section 53232.3, the Agency will prepare a list of the meetings attended by each Director for which the Agency provided compensation, and a list of the amount and purpose of each expense reimbursement paid by the Agency to each Director. This information will be included with the agenda materials for each regular monthly Board of Directors meeting. At the next regular Board meeting, Directors also must provide either an oral or written report of meetings and other authorized events attended for which they were compensated by the District. If multiple officials attended the same event, a joint report may be made.

All expenses are subject to verification that they comply with this Policy. Directors should keep in mind that some expenditures may be subject to reporting under the Political Reform Act and other laws. All Agency expenditures are public records subject to disclosure under the Public Records Act, except that the Agency will ensure that no Director personal information, such as credit card numbers and home addresses, is provided to the public in the event of a request for such records.

300.60 Penalties

Government Code Section 53232.4 defines the penalties for falsifying or misusing public funds. The penalties include: (1) loss of the violator’s reimbursement privileges; (2) restitution of misused Agency funds; (3) civil penalties of up to $1,000 per day for each day of violation and three times the value of the public resources misused; and (4) criminal prosecution and lifetime bar from holding public office. The Board will report any violation of this Policy to the appropriate authorities.

300.70 Payment of Compensation and Expenses

All reimbursable expenses as outlined in this policy will be paid within the next accounts payable cycle upon receipt of a completed expense reporting form approved by the General Manager or designee.

400.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Ethics and Training Policy

Adopted:

100.00 Purpose of the Policy

The policy of the Amador Water Agency is to maintain the highest standards of ethics from its Directors and employees. The proper operation of the Agency requires that decisions and policy be made in the proper channels of governmental structure, that public office not be used for personal gain, and that all individuals associated with the Agency remain impartial and responsible towards the public. Accordingly, it is the policy of the Agency that Directors and Agency employees will maintain the highest standard of personal honesty and fairness in carrying out their duties.

This policy contains two parts. The first part addresses mandated ethics training requirements for Directors and certain designated officers. The second part of this policy sets ethics standards for Directors. The ethical standards to be followed by Agency employees, including the General Manager, Human Resources Manager, Finance Manager, Engineering Manager and Operations Manager (if an employee), are provided in the Agency’s Employee Handbook.

The primary purpose of the ethics training policy (articles 200.00 – 250.00) is to ensure that all Agency Directors and certain designated officers comply with the ethics training and reporting mandates imposed by Government Code sections 53234 through 53235.2.

The primary purpose of the ethics guidelines for Directors (articles 300.00 – 375.00) is to set forth the minimum ethical standards to be followed by the Board of Directors of the Amador Water Agency. The objectives of this policy are to (1) provide guidance for dealing with ethical issues, (2) heighten awareness of ethics and values as critical elements in Directors’ conduct, and (3) improve ethical decision-making and values-based management.

200.00 Mandatory Ethics Training

210.00 Positions Requiring Training

Ethics training is required for all Directors (Government Code section 53235, subd. (a).) The following Agency officers also will be required to receive ethics training: (1) General Manager; and (2) Finance Manager. (Government Code section 53234, subds. (a), (b) and (c)(1).) Collectively, Directors and the designated officers are the
Agency’s “Covered Officials” under this policy. The Board encourages all other Agency employees to receive ethics training, although such training is not a legal requirement.

220.00 Training Curriculum

The required ethics training must cover general ethics principles and ethics laws relevant to the Covered Officials’ public service. All Covered Officials must receive ethics training in the following topics relevant to the service to the Agency:

(1) laws relating to personal financial gain by public servants, such as prohibitions on conflict of interest and bribery;

(2) laws relating to the privileges of office, such as limitations on personal receipt of gifts and travel, use of public resources, mass-mailing restrictions and prohibitions on gifts of public funds;

(3) government transparency laws, such as the Brown Act, the Public Records Act, and financial interest disclosure laws; and

(4) laws relating to fair public process, such as due process and competitive bidding requirements, bias prohibitions, and incompatible office restrictions.

Covered Officials may fulfill their required ethics training obligations by participating in any approved form of training, including but not limited to seminars, webinars, group or individual training, or self-study at home, in-person or on-line. If self-study courses are used, a test component must be included. (Government Code section 53235, subd. (d).)

230.00 Frequency of Training

Every two years, all Covered Officials must receive at least two hours of ethics training that complies with the requirements of Article 220.00. (Government Code section 53235, subd. (b).) All Covered Officials may take more than two hours of training every two years and the Board encourages all Covered Officials to obtain more than the required minimum training.

Newly elected or appointed Covered Officials must complete their first two hours of ethics training within one year after taking office. After completing the initial training requirement, Covered Officials must receive a minimum of two hours of ethics training every two years for as long as they remain in office.
240.00  Training Documentation

Compliance with the Government Code sections 53234 through 53235.2 ethics training requirements must be documented. The person or entity providing the training must provide a proof of participation to the Covered Official. (Government Code section 53235, subd. (e).) The Agency will also keep records of its Covered Officials' dates of participation in ethics training and the person or entity providing the training for five years. (Government Code section 53235.2, subd. (a).) The HR/Office Manager will maintain the ethics training records. All Covered Officials must submit a copy of their proofs of participation in all ethics training completed to the HR/Office Manager within 30 days of completing any ethics training. All ethics training policies and attendance records are public records subject to disclosure under the California Public Records Act. (Government Code section 53235.2, subd. (b).) Training records will be maintained in Director and employee personnel files.

250.00  Miscellaneous Training Rules

The Agency will inform its Covered Officials of available ethics training opportunities at least once annually. (Government Code section 53235, subd. (f).)

It is the responsibility of each Covered Official to ensure his or her compliance with this policy, including selecting the ethics training courses and securing and submitting the ethics training documentation to the Human Resources Manager as required in Article 240.00.

If a Covered Official holds more than one position covered by the ethics training mandate, he or she need only complete the minimum two hours every two years to comply. (Government Code section 53235.1, subd. (c).) If a Covered Official wishes to receive Agency credit for ethics training completed on behalf of another agency, he or she should submit the relevant documentation to the Human Resources Manager or designee.

300.00  Ethics Guidelines for Directors

310.00  Responsibilities of Public Office

Directors are obligated to uphold the Constitution of the United States and the Constitution of the State of California. Directors will comply with applicable laws regulating their conduct, including conflict of interest, financial disclosure and open government laws. Directors will work in cooperation with other public officials unless prohibited from so doing by law or officially-recognized confidentiality of their work, or if doing so would be contrary to the best interests of the Agency.

(Article 20, section 3 of the California Constitution; Government Code section 1360.)
315.00  **Fair and Equal Treatment**

Directors will not, in the performance of their official functions, discriminate against any person on the basis of race, sex, color, national origin, ancestry, disability, or any other protected class under federal, state or local laws. A Director 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.

(See, e.g., Article 1, section 31 of the California Constitution; Age Discrimination in Employment Act of 1967 (29 U.S.C. sections 621 and following); Americans with Disabilities Act of 1990 (42 U.S.C. sections 12101 and following); California Fair Employment and Housing Act (Government Code sections 12900 and following and Chapter 5 of Title 47, U.S.C.); Rehabilitation Act of 1973 (29 U.S.C. sections 701 and following); Title VII of the Civil Rights Act of 1964 (42 U.S.C. sections 2000e and following).)

320.00  **Proper Use and Safeguarding of Agency Property and Resources**

Except as specifically authorized, a Director will not use or permit the use of Agency-owned vehicles, equipment, telephones, materials or property for personal convenience or profit. A Director will not ask or require a Agency employee to perform services for the personal convenience or profit of a Director or employee. Each Director must protect and properly use any Agency asset within his or her control, including information recorded on paper or in electronic form. Director will safeguard Agency property, equipment, moneys and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust. Directors are responsible for maintaining written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the Agency's behalf, in accordance with the Agency's policy for reimbursement of expenses of Directors.

(Article 16, section 6 of the California Constitution; Government Code sections 8314 and 53232.3; Penal Code section 424; see People v. Battin (1978) 77 Cal.App.3d 635.)

325.00  **Use of Confidential Information**

A. A Director is not authorized, without prior approval of the Board of Directors, 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.
B. This section does not prohibit any of the following: (1) making a confidential inquiry or complaint to a Agency attorney or grand jury concerning a perceived violation of law, including disclosing facts to a Agency attorney or grand jury that are necessary to establish the alleged illegality of an action taken by the Agency, or an elected official or employee, (2) expressing an opinion concerning the propriety or legality of actions taken by the Board 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 Director will first bring the matter to the attention of either the President of the Board or the full Board, to provide the Board an opportunity to cure an alleged violation.

C. A Director who willfully and knowingly discloses for pecuniary gain confidential information received by him or her in the course of his or her official duties may be guilty of a misdemeanor under Government Code section 1098.

(Government Code section 54963.)

330.00 Conflict of Interest

A. A Director will not have a financial interest in a contract with the Agency, or be a purchaser at a sale by the Agency or a vendor at a purchase made by the Agency, unless the Director's participation is authorized under Government Code section 1090, 1091, or 1091.5, or other provisions of law. A Director will not participate in the discussion, deliberation or vote on a matter before the Board of Directors, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a prohibited interest with respect to the matter, as defined in the Political Reform Act, Government Code sections 81000 and following, relating to conflicts of interest. Generally, a Director has a disqualifying financial interest in a matter if a Board decision would have a reasonably foreseeable material financial effect (as defined by the Fair Political Practices Commission ("FPPC") regulations) on the Director, or his or her immediate family, that is distinguishable from the effect on the public generally on (a) a business entity in which the Director has a direct or indirect investment of $2,000 or more, (b) real property in which the Director has a direct or indirect interest worth $2,000 or more, (c) a source of income of the Director amounting to a total of $500 or more within 12 months before the Board decision, (d) a source of gifts to the Director amounting to $460 or more within 12 months before the Board decision, or (e) a business entity in which the Director holds a position as a director, officer, partner, trustee, manager or employee. An "indirect interest" means any investment or interest owned by the spouse or dependent child of the Director, by an agent on behalf of the Director, or by a business entity or trust in which the Director, or the Director's spouse, dependent child or agent, owns directly, indirectly or beneficially a ten percent interest or greater. A Director will not accept gifts or honoraria that exceed the limitations specified in the Fair Political Practices Act or FPPC regulations. Directors will report all gifts, campaign contributions, income and financial
information as required under the Agency’s Conflict of Interest Code and the provisions of the Fair Political Practices Act and FPPC regulations. The dollar limitations referred to in this section are revised from time to time by the FPPC.

(Government Code sections 87100 and following; Title 2, California Code of Regulations sections 18700 and following.)

B. If a Director believes that he or she may be disqualified from participation in the discussion, deliberations or vote on a particular matter due to a conflict of interest, the following procedure will be followed: (a) if the Director becomes aware of the potential conflict of interest before the Board meeting at which the matter will be discussed or acted on, the Director will notify the Agency’s General Manager and the Agency’s legal counsel of the potential conflict of interest, so that a determination can be made whether it is a disqualifying conflict of interest; (b) if it is not possible for the Director to discuss the potential conflict with the General Manager and the Agency’s legal counsel before the meeting, or if the Director does not become aware of the potential conflict until during the meeting, the Director will immediately disclose the potential conflict during the Board meeting, so that there can be a determination whether it is a disqualifying conflict of interest; and (c) upon a determination that there is a disqualifying conflict of interest, the Director (1) will not participate in the discussion, deliberation or vote on the matter for which a conflict of interests exist, which will be so noted in the Board minutes and (2) will leave the room until after the discussion, vote and any other disposition of the matter is concluded, unless the matter has been placed on the portion of the agenda reserved for uncontested matters (e.g., the consent calendar), in which case the Director will identify the nature of the conflict and not vote on the specified item. If the item is agendized for discussion and possible action, the Director may speak on his or her personal interests in the matter during the time the general public speaks on the issue but must leave the room during Board discussion and action on that item.

C. A Director will not recommend the employment of a relative by the Agency. In addition, a Director will not recommend the employment of a relative to any person known by the Director to be bidding for or negotiating a contract with the Agency.

D. A Director who knowingly asks for, accepts or agrees to receive any gift, reward or promise thereof for doing an official act, except as may be authorized by law, may be guilty of a misdemeanor under Penal Code section 70.

(Government Code sections 1090 and following, 81000 and following, and 87105; Penal Code sections 68 and 70.)
Soliciting Political Contributions

Directors are prohibited from soliciting political funds or contributions at Agency facilities, or from Agency employees. A Director will not accept, solicit or direct a political contribution from (a) Agency employees, officers, consultants or contractors, or (b) 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 Agency. A Director will not use the Agency's seal, trademark, stationary or other indicia of the Agency's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law.

(Government Code section 3205.)

Incompatible Offices and “Revolving Door” Policy

A. Any Director appointed or elected to a public office of another public entity, the duties of which may require action contradictory or inconsistent with the interest of the first entity (as determined under applicable law), is deemed to have vacated his or her office with the Agency upon taking the second, incompatible office.

B. For a period of one year after leaving office, Directors will not represent for compensation non-governmental entities before the Agency with regard to any issues over which that Director had decision-making authority during the three years prior to leaving office.

C. For purposes of this section, “represent” will mean for compensation to actively support or oppose a particular decision in a proceeding by lobbying in person the officers or employees of the Agency or otherwise acting to influence the officers of the Agency.

D. These restrictions will not apply to representation of not-for-profit charitable entities before the Agency.

E. Nothing in this section is intended or will be applied to prevent a former Director from participating in meetings of the Board in the same manner as other members of the public. (See, for example, Government Code section 54954.3.)

(Government Code sections 1099, 53227 and 87406.3; see also, 73 Ops.Cal.Atty.Gen. 357 (1990).)

Improper Activities and the Reporting of Such Activities; Protection of "Whistle Blowers"

A. The General Manager has primary responsibility for (1) ensuring compliance with the Agency’s Employee Handbook, and ensuring that Agency employees do not engage in improper activities, (2) investigating allegations of improper activities, and (3) taking appropriate corrective and disciplinary actions. The Board has a duty
to ensure that the General Manager is operating the Agency according to law and the policies approved by the Board. Directors are encouraged to fulfill their obligation to the public and the Agency by disclosing to the General Manager to the extent not expressly prohibited by law, improper activities within their knowledge. Directors 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.

B. A Director will not directly or indirectly use or attempt to use the authority 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 work-related violation by a Director or Agency employee of any law or regulation, gross waste of Agency funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of an Agency official or employee, use of an Agency office or position or of Agency resources for personal gain, or a conflict of interest of a Director or Agency employee.

C. A Director will not use or threaten to use any official authority or influence to effect any action as a reprisal against another Director or Agency employee who reports or otherwise brings to the attention of the General Manager any information regarding the subjects described in this section.

D. Any person who believes that he or she has been subjected to any action prohibited by this section may file a confidential complaint with (1) the General Manager, or (2) a 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 the case of a complaint against the General Manager) will take appropriate action consistent with the Agency’s Employee Handbook, related human resources policies and procedures, and applicable law.

(Labor Code section 1102.5, and following, and Government Code sections 53298 and 53298.5.)

350.00 Compliance with the Brown Act

Directors, and persons elected but who have not yet assumed office as Directors, will fully comply with the provisions of the Brown Act, the State’s open meeting law for public agencies. The Board has adopted “Rules for Proceedings of the Board of Directors” to guide the Board in ensuring that Board decisions are made during meetings of the Board that are open to the public, in compliance with the Brown Act.
355.00 Violation of Ethics Guidelines

A perceived violation of the ethics guidelines (Ethics Policy articles 300.00 – 350.00) by a Director should be referred to the President of the Board or the full Board of Directors for investigation, and consideration of any appropriate action warranted. A violation of this policy may be addressed by the use of such remedies as are available by law to the Agency, including but not limited to: (a) adoption of a resolution expressing disapproval of the conduct of the Director who has violated this policy, (b) injunctive relief, (c) referral of the violation to the Agency Attorney and/or the grand jury; or (d) investigation and action under the Agency's Workplace Dishonesty Policy (PL - Adm 011).
Amador Water Agency

Director Sexual Harassment Prevention Training Policy

Adopted:

100.00 Purpose of the Policy

Under California law and regulations established by the California Fair Employment and Housing Commission ("FEHC"), Directors are deemed to be supervisors and are required to receive the mandated training. Government Code section 12950.1 requires that all supervisors employed by the Agency receive at least two hours of effective interactive training and education regarding sexual harassment once every two years. The sexual harassment prevention training and education required by this policy is intended to establish a minimum threshold and a Director may participate in additional training as he or she deems appropriate. (Gov't Code section 12926(t).)

200.00 Harassment Prevention Training Requirement

Within six months after a Director assumes office, he or she must attend at least two hours of classroom or other effective interactive training and education regarding sexual harassment prevention in the workplace. After meeting the initial training requirement, each Director must attend sexual harassment prevention training and education at least once every two years for as long as the Director remains in office. (Gov't Code section 12950.1(a); 2 C.C.R, section 11024, subds. (b)(1) & (b)(4).)

The education and training must identify behaviors that create or contribute to "sexual harassment" as that term is defined in California and federal law, and help instill values in Directors that will assist them in preventing and effectively responding to incidents of sexual harassment. The training shall include, but is not limited to, all subjects described in 2 C.C.R. section 11024, subd. (c)(2).

A Director is not required to receive the training in two consecutive hours so long as all of the first required training is completed within the six month period and all of each subsequent training is completed within the same calendar year. (2 C.C.R, section 11024, subd. (b)(6).)

Training may be received by any of the following methods: (1) attendance in a classroom setting; (2) participation in an internet-based interactive seminar conducted in real time ("webinar"); or (3) by interactive computer-based training ("e-learning"). (2 C.C.R, section 11024, subdivision (a)(2).) The required training and education must be presented by trainers or educators with knowledge and expertise in the prevention of harassment, discrimination,
and retaliation. (Government Code section 12950.1; 2 C.C.R, section 11024, subd. (a)(9).)

A Director who receives supervisor sexual harassment prevention training as a result of his/her service with an employer or another agency is not required to receive separate training because of his or her service with the Agency. However, such Director must: (1) receive, read and acknowledge receipt in writing of the Agency's anti-harassment policy; and (2) submit to the Executive Assistant to the General Manager a duplicate copy of the proof of his/her participation in the mandated training that was obtained on behalf of the Director's employer or other agency. (2 C.C.R, section 11024, subd. (b)(5).)

300.00 Reporting

The Human Resources Manager will inform Directors of available harassment prevention training opportunities, including any training opportunities offered at Agency facilities for staff supervisors subject to the training requirement. Each Director must obtain proof of his or her participation after he or she completed the mandated periodic training and submit proof of completion of such training to the Executive Assistant to the General Manager within thirty days of completing any training component. Each Director's personnel file shall include records of the dates of participation in sexual harassment prevention training and the person or entity providing the training. (2 C.C.R, section 11024, subd. (b)(2).) All sexual harassment prevention policies and attendance records are public records subject to disclosure under the California Public Records Act.

400.00 Penalties for Policy Violation

It is the responsibility of each Director to ensure his or her compliance with this policy, including choosing the sexual harassment prevention training courses and securing and submitting the training completion documentation to the Human Resource Manager as required in Article 300.00. While failure to comply with this policy does not impose strict liability on the Agency or a non-complying Director in any legal action involving a sexual harassment claim, such non-compliance can be used as evidence against the Agency and any non-complying Director in the prosecution of such claims. (Gov't Code section 12950.1(d).)

A violation of this policy may be addressed by the use of such remedies as are available by law to the Agency, including but not limited to: (a) adoption of a resolution expressing disapproval of the conduct of a Director who has violated this policy, (b) injunctive relief, or (c) referral of the violation to the FEHC, which has the legal authority to issue an order compelling any Director violating this policy to comply with the sexual harassment prevention training
requirements within sixty days of the issuance of such an order. (Gov't Code section 12950.1(e); 2 C.C.R, section 11024, subd. (d).)

500.00 Policy Review

This Policy shall be reviewed at least biennially.
Discrimination and Harassment Prevention Policy

Adopted:

100.00  Purpose of the Policy

The purpose of this policy is to confirm the Agency’s commitment to provide a work environment free of unlawful discrimination and harassment.

200.0  Policy

The Agency strictly prohibits unlawful discrimination and harassment on the basis of an employee’s race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, sexual orientation, or military or veteran status. Discrimination and harassment in the workplace or in the course and scope of employment by any person in any form that is in violation of this policy is prohibited.

Prohibited unlawful discrimination and harassment includes, but is not limited to, the following:

- Verbal harassment such as epithets, jokes, derogatory comments or slurs based on the person’s race, religion, color, national origin, ancestry, gender (including gender identity and gender expression, sex, age, marital status, actual or perceived sexual orientation (including gay, lesbian, bisexual or transgender), physical or mental disability or condition, military or veteran status, or genetic information;
- Physical harassment such as assault, impeding or blocking movement, or any physical interference with normal work or movement when directed at an individual based on one of the categories above; and
- Visual harassment such as derogatory posters, cartoons or drawings based on one of the categories above. Also included are e-mails that may be inappropriate, offensive, harassing and/or that create a hostile work environment.
- Sexual harassment (see below).

This policy applies to all persons involved in functions of the Agency including directors, supervisors, managers, employees, contractors, consultants, vendors and other third parties. This policy applies to all areas of employment including recruitment, hiring, training, promotion, transfer, disciplinary action including termination, reduction in force, compensation and other benefits.
Sexual harassment by any person in or from the work environment is strictly prohibited. Sexual harassment includes, but is not limited to, unwelcome sexual advances, requests for sexual favors, or other verbal, visual or physical conduct of a sexual nature, regardless of whether the conduct is motivated by sexual desire, when:

- Submission to such conduct is made either expressly or by implication a term or condition of an individual’s employment;
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting the individual; or
- Such conduct has the purpose or effect of interfering with an individual’s work performance; creating an intimidating, hostile, threatening or offensive working environment; or adversely affecting the employee’s performance, evaluation, assigned duties, or any other condition of employment or career development.

Sexual harassment also includes any act of retaliation against an employee for reports of violation of this policy or for participating in the investigation of a sexual harassment complaint. Other examples of sexual harassment include unwelcome sexual flirtations or propositions; verbal abuse of a sexual nature; graphic verbal comments about an individual’s body; sexually degrading words used to describe an individual; e-mails that may be inappropriate, offensive, harassing, and/or create a hostile work environment; and the display in the work environment of sexually suggestive objects or pictures, posters, jokes, cartoons, or calendar illustrations. The Agency will comply with laws requiring sexual harassment prevention training for all supervisors and other key personnel.

The Agency encourages all employees to report immediately any incidents of discrimination and/or harassment forbidden by this policy so that complaints can be resolved quickly and fairly. The Agency will promptly and thoroughly investigate any complaint of discrimination and/or harassment of any type and will take whatever corrective and remedial action is deemed necessary, including disciplining or discharging any individual who is believed to have violated this policy. All complaints and investigations will be designated as confidential to the extent possible and permitted by law.

If the employee chooses, s/he may file a complaint with the State of California Department of Fair Employment and Housing and/or with the United States Equal Employment Opportunity Commission. These agencies are charged with the responsibility of accepting and reviewing all complaints.

The Agency will not retaliate against an employee for reporting an allegation of discrimination and/or harassment and it will not tolerate or permit retaliation by other employees against the reporting employee or any employees interviewed during the investigative phase. Any employee who believes s/he has been retaliated against because of a claim of discrimination and/or harassment, or being involved in the investigative phase of a discrimination and/or harassment complaint, may file a claim of retaliation with the Agency, the State of California Department of Fair

Discrimination and Harassment Prevention Policy
Employment and Housing, and/or the United States Equal Employment Opportunity Commission.

300.00 Authority and Responsibility

The General Manager and each supervisor/manager will be responsible for maintaining a workplace free of discrimination and harassment. This responsibility includes discussing this policy with all employees and assuring them they are not required to endure insulting, degrading or exploitative treatment or any other form of discrimination or harassment. The Agency will distribute a copy of this policy to all new employees and will periodically remind all employees of their rights and duties regarding discrimination and harassment, at minimum on an annual basis. Management and supervisory employees must also comply with the legal requirement to receive supervisor sexual harassment training every two years. The Agency will post the federal/state anti-discrimination and harassment poster on the employee bulletin board.

The General Manager is responsible for insuring that all reports and complaints of discrimination and/or harassment are investigated promptly, thoroughly and fairly, regardless of the manner in which they are made or the individuals involved, and confidentiality shall be maintained to the extent possible. The person who receives the complaint, if other than the General Manager, shall refer the complaint to the General Manager. The General Manager will review every case, including all investigation findings and recommendations. The General Manager has established a timely and thorough process for investigating all reports or complaints of unlawful discrimination and/or harassment as set forth in the Discrimination and Harassment Prevention Procedure (PR – HR 008). If a complaint is substantiated, appropriate corrective and remedial action will be taken, up to and including termination of employment.

If the person alleged to have engaged in discrimination and/or harassment is the General Manager, then the person who received the complaint shall refer it to the President of the Agency’s Board of Directors and the President, in consultation with Agency counsel, shall be responsible for investigating the complaint. As with all other complaints and investigations, it will be designated as confidential to the extent possible.

If the person alleged to have engaged in discrimination and/or harassment is a member of the Board of Directors, the General Manager shall consult with Agency counsel prior to and during the investigative process.

400.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Water Transfer Policy

Adopted:

100.00 Purpose of the Policy

The primary purpose of this policy is to establish the parameters that will govern the actions of staff in pursuing water transfer opportunities and agreements.

100.10 Authority for Water Transfers

Water is considered a public resource, and its use is permitted through water rights and contractual entitlements. It is the policy of the State of California to facilitate the voluntary transfer of water. (See Water Code sections 109 and 475.) The Agency is authorized to transfer water that has been beneficially used under its water rights and entitlements and that is excess to the needs of its customers. (Agency Act section 95-5.)

Water Transfer is a transaction in which a holder of a surface water right or entitlement voluntarily sells/exchanges to a willing buyer the right to use all or a portion of the water that would have been consumptively used under that water right or entitlement consistent with applicable state law. The seller retains title to the surface water right or entitlement, which distinguishes a Water Transfer from a sale or assignment of a water right or entitlement in which the buyer obtains the title or right. Under California law, a Water Transfer is either short-term, i.e., a transfer of the right of use for one year or less, or long-term, i.e., for a period of more than one year. Water Transfers may occur between a seller and a buyer in the same watershed or basin or between a seller and a buyer in different watersheds.

200.00 Policy

The Amador Water Agency has invested considerable resources in conserving water under its Amador Water System contractual entitlement based on PG&E’s senior pre-1914 rights to divert, store and use water from the Mokelumne River and its tributaries. This includes making numerous improvements to the Amador Canal and construction the Amador Transmission Pipeline Project. These investments have created available water supplies that enable the Agency to partner with willing buyers to utilize Agency water supplies that are excess to the immediate needs of Agency customers. Allowing these available assets to be used by others can create a financial
benefit to the ratepayers of the Agency and protect the Agency’s water supplies, while providing needed water supplies to agencies whose water supplies have been reduced.

It therefore is the policy of the Board of Directors to authorize water transfers whenever prudent to more fully utilize water supplies that are excess to the present needs of its customers and to generate revenues from idle assets to benefit Agency ratepayers. The Board of Directors will protect the long term interests of the Agency and its ratepayers first by maintaining and defending the Agency’s water rights and contractual entitlements and the condition of its water system assets.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
100.00 Purpose of the Policy

The primary purpose of this policy is to keep abreast of Water Agency facility needs, and to have a better understanding of the Agency’s water and wastewater systems. The intent of the Annual Facilities Inspection is to inspect all major facilities within the Agency’s systems.

200.00 Policy

The Directors of the Agency will review the Agency’s facilities on an annual basis. The Annual Inspection may take place during the month of April to allow for proper planning of any recommendations to coincide with the annual budget process. It is left to the discretion of the Board and the General Manager as to the extent of the facilities that will be reviewed.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
100.00 Purpose of the Policy

The primary purpose of this policy is to define the role and responsibilities of the General Manager. The Board of Directors sets the policy for the Agency and the General Manager’s role is to implement those policies in the operation and administration of the Agency’s services, facilities, and personnel system.

200.00 Policy

The Agency’s General Manager serves at the pleasure of the Board. The Board will provide policy direction and instructions to the General Manager on matters within the authority of the Board by majority vote of the Board during duly-convened Board meetings. Members of the Board will deal with matters within the authority of the General Manager through the General Manager, and not through other Agency employees.

Subject to the Board-approved budget, policy direction, and contract approvals, the Agency’s General Manager is delegated the: (a) full charge and control of the construction, maintenance and operation of the water, wastewater and other facilities of the Agency, (b) full power and authority to employ and discharge employees and assistants, consistent with Agency policy and other provisions of law, (c) authority to prescribe the duties of employees and assistants, consistent with Agency policy, and (d) power to alter the compensation of employees and assistants, subject to Board-approved salary schedules.

200.10 In an effort to establish and maintain clear delegation of authority, the Board of Directors authorizes the following powers to the General Manager.

Easements: To develop easement values using the services of a land appraiser, or other prudent methods and acquire easements up to a cash value of $20,000.

Claims: To investigate and resolve third party claims against the Agency as provided in the Agency’s Claims Processing Policy, AWA PL-Adm 012.
Professional Service Contracts: To authorize execution of professional services contracts up to $50,000 within the approved budget, and up to $15,000 without prior Board authorization if the work is not specifically itemized in the approved budget.

Budget Expenditures: To authorize approval of contracts and purchases up to the amount included in the annual adopted budget.

Project Expenditures: To authorize approval of project overruns (including contingencies) of 10% of the total project or $10,000 whichever is greater, not to exceed $100,000. The General Manager will confer with the Board President for any expenditure over $20,000.

Change Orders: To approve change orders on projects as long as the increase does not exceed the approved budget.

Emergency Expenditures: To declare emergencies and to authorize emergency expenditures up to $100,000. An emergency is an unexpected occurrence that significantly impacts the Agency’s ability to provide continuous clean, safe and reliable water and wastewater services. The General Manager shall confer with the Board President and receive his or her concurrence in the declaration of an emergency.

Employees: The General Manager is authorized to fill vacant existing positions, add temporary employees, and use Agency/contract personnel. The Board of Directors has the authority to approve new regular full-time and part-time positions in the Agency.

In order for Agency operations to continue uninterrupted in the absence of the General Manager and any General Manager appointment of a temporary replacement, Department Managers have full authority to make decisions affecting their departments. Should any event occur that affects more than one department, then the Managers of all affected departments shall confer and agree to the proper solution and enact the appropriate measures. The General Manager may designate a person to assume his or her authority during his or her absence.

The General Manager is fully accountable for the proper performance of these responsibilities.

Although the foregoing delegation is a matter of policy because there is no statutory mandate for the General Manager’s role under the Agency Act (See Agency Act section 95-8), the delegation of authority provided in this policy reflects the statutory delegation of duties to general managers of public water and wastewater agencies formed under various other enabling acts and also reflects the best practices employed by well-governed and efficiently-operated public agencies.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Internal Loan Policy

Adopted: 12/11/14

100.00 Purpose of the Policy

The primary purpose of this policy is to authorize inter-fund loans and transfers and prevent an Agency fund cash account from arriving at a negative balance and to allow the use of internal funds for Agency business activities when it is advantageous over the use of external loans. The Agency shall monitor cash needs for its individual funds through a monthly cash forecasting report.

200.00 Policy

At the time of approval of a new fiscal year budget, if a fund’s cash balance is estimated to arrive at a negative balance during the forthcoming fiscal year, the Agency will consider the use of an internal or external loan based upon the borrowing fund’s ability to repay the debt and the cash positions of potential lending funds. During the ensuing fiscal year, if a cash balance in a fund is forecasted to become negative, the Agency’s Finance Manager shall so inform the General Manager and Board of Directors not less than 90 days before the negative balance is anticipated. The amount of an internal loan shall be sufficient to ensure that the borrowing fund’s cash balance will remain in a positive position for the balance of the then current fiscal year or such other period as the Board of Directors may determine. When an internal loan is proposed for reasons other than positive fund cash, the Agency’s Finance Manager shall prepare a report to the appropriate Board Committees and full Board explaining the purpose of the desired internal loan and identifying the benefits over external financing mechanisms. The Agency will authorize internal loans consistent with existing law and the provisions set forth below.

200.10 Authority: Pursuant to Government Code Section 53601(e), the Agency–has the authority and may transfer surplus money in one enterprise fund that is not required for the immediate necessities of that fund to another enterprise fund or project as a form of investment. Court cases also have held that a public agency may invest its surplus or reserve funds in its own debt, so long as the following requirements are observed.

- The monies are indeed surplus, i.e., not required for the immediate necessities of the fund from which they are transferred.
- The monies are repaid at a reasonable rate of return.
- The monies are fully repaid by the time they are required for the necessities of the lending fund.
- There is a source(s) of money available to ensure timely repayment to the lending fund.
200.20 Internal Loan Requirements:

The Agency Board of Directors may authorize new internal transfers and loans pursuant to this policy. Each internal loan shall be approved by the Board of Directors by resolution, which shall state the following:

- The purpose for which the loan is being made.
- The identification of both the lending and borrowing fund, or funds.
- The dollar amount of the loan.
- The maturity date on which all principal, together with all accrued and unpaid interest, will be due, but such date shall be no later than when the loaned funds are expected to be needed by the lending fund.
- The schedule of dates and amounts of all principal and interest installment payments.
- The interest rate on the loan which shall provide a fair rate of return to the enterprise fund from which the loan is made.
- The borrowing fund’s right to make full prepayment at any time without penalty.
- The source or sources from which the borrowing fund or funds is expected to repay the loan.
- The loans will be subordinate to encumbrances established by covenants related to external debt.
- The internal loan is wise and expedient and is consistent with the Agency’s current investment policy.

200.30 Repayment of Internal Loan:

The Board of Directors will authorize an internal loan only if there is a mechanism in place to repay the internal loan. If there are no means for repayment, the Agency will need to consider other options for the cash account that is projected to become negative.

200.40 Decision to Authorize Internal Loan:

The Board of Directors may authorize the internal loan by resolution, following a publicly noticed meeting held for the purpose of providing notice to the ratepayers within the affected enterprises of the impending transaction. The notice shall be provided no less than 10 days prior to the scheduled meeting. No internal loan shall be made which will adversely affect the lending enterprise’s operating reserves and financial stability. Loans made from participation fee funds shall not adversely affect the Agency’s ability to carry out projected capital improvement projects.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
100.00 Policy

The primary purpose of this policy is to establish rules and regulations for the administration of employer-employee relations in matters that directly affect and primarily involve the wages, hours and other terms and conditions of employment of employees in appropriate units of the Agency. The current Resolution is shown in Appendix G.

200.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Board - Staff Interaction Policy

Adopted:

100.00 Purpose of the Policy

The purpose of this policy is to ensure that all elected officials of the Amador Water Agency communicate transparently, efficiently, and effectively with the Agency’s management, employees, advisors, and consultants within the appropriate policy direction and chain of command established by applicable laws and the Board.

200.00 Policy

A. The Board will provide policy direction and instructions to the General Manager on matters within the authority of the Board by majority vote of the Board during duly-convened Board and Board committee meetings. Except as provided in this policy or except as approved by the Board, individual Directors shall not act independently to direct the General Manager or staff in the performance of their duties. All Directors will deal with matters within the authority of the General Manager through the General Manager, and not through other Agency employees.

B. Directors may not make requests directly to Agency employees to undertake analyses, perform other work assignments, or change the priority of work assignments. Any such request must be made to the General Manager. The General Manager will designate from time to time an Agency employee who is authorized to receive and process requests from Directors for factual information or documents regarding Agency operations to assist Directors in their work on behalf of the Agency. Directors are encouraged to reasonably limit the number of such requests in order to ensure the efficient operation of the Agency’s business. Nothing in this policy is intended to limit a Director’s access to information related to the Agency’s business or to prevent any Director from asking questions or making information requests to the Agency’s General Manager or staff during a public meeting of the Board.

C. All requests for legal advice or opinions to the Agency’s legal counsel or any special counsel employed by the Board, or requests for or direction on any work assignment to the Agency’s auditor or a consultant will be made only by the Board collectively in an open or closed session of a public meeting, or outside of a meeting consistent with Board-approved policy and direction by the General Manager at the President’s or a Committee Chair’s request. If a Director wishes
to request advice or an opinion from Agency counsel, the auditor or a consultant, the Director will submit his or her request to the Board President or General Manager and, if the request is approved, the Board President or General Manager will submit the request to the appropriate counsel, auditor or consultant. The counsel, auditor or consultant who receives the request will communicate all advice, opinions or questions related to the request through the Board Chair or General Manager, as appropriate.

D. Under no circumstance will any Director request or require that an Agency employee, attorney, auditor, or consultant perform services for the personal convenience or profit of a Director, employee or outside party or, if involving Agency business, that are contrary to an existing decision or direction of the Board.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Easement Acceptance

Adopted:

100.00 Purpose of the Policy

The primary purpose of this policy is to authorize the General Manager to accept easements on behalf of the Amador Water Agency.

200.00 Policy

The Board has authorized by Resolution No. 2007-35, adopted on September 13, 2007, its General Manager to accept easements on behalf of the Agency and consent to the recordation of such accepted easements pursuant to certificates of acceptance executed by the General Manager.

200.10 Commitments to accept easements, or assurances that easements will be accepted, may be provided by Agency staff only after approval of same by the General Manager.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Easement Abandonment

Adopted:

100.00 Purpose of the Policy

The primary purpose of this policy is to define the process for easement abandonment by the Agency.

200.00 Policy

Abandonment by the Agency of its interest in public utility easements and other easements dedicated to the Agency for installation, maintenance, repair etc., of facilities, shall require approval of the Board. Commitments to abandon easements or assurances that easements will be abandoned may be provided by Agency staff after approval of same by the Board.

300.00 Policy Review

This Policy shall be reviewed at least biennially.
Amador Water Agency

Fire Protection Agency Cooperation

Adopted: 03-24-11

100.00 Purpose of the Policy

The primary purpose of this policy is to provide direction to staff regarding the cooperative efforts with fire protection agencies which can enhance the Water Agency’s ability to maintain a large number of various fire hydrants and fire protection facilities throughout its systems, provide a means for information input for improved fire protection facilities owned by the Water Agency, and maintain excellent working relationships between fire protection agencies and the Water Agency.

200.00 Policy

Water Agency staff shall provide maps showing fire hydrant and other fire protection facilities within the Water Agency service area to fire protection agencies responsible for those areas. These maps shall be periodically updated (but not less than every three years) and provided to fire protection agencies as changes occur that materially alter fire protection equipment owned by the Water Agency.

200.10 Where fire protection agencies have adequate staffing levels and willingness to work cooperatively with the Water Agency, an inspection program shall be implemented for reviewing fire hydrants and other fire protection facilities owned by the Water Agency which provides mutually benefits for both the fire protection agency and the Water Agency while providing early warnings for possible needed maintenance of facilities.

(a) The inspection program shall include forms for the fire protection agency to fill out that include identification of the fire hydrant or other fire protection equipment (which may include items such as backflow devices for fire sprinkler system) along with various items to inspect both visually and physically. The form shall also have provisions to capture the general condition of the equipment such as missing caps, damaged exterior parts, access issues, identification of fire hydrant outlets, and apparent operation of facilities. Other provisions may be included as mutually agreed by the fire protection agency and Water Agency staff. A guidance document will be created to assist with inspection activities.

(b) The inspection shall include the momentary activation of fire hydrants only as a means to confirm that water flow is apparent. Specific guidelines shall be prepared which provide parameters for this flow confirmation and include notification to Water Agency personnel.
(c) A repair work order form shall also be included in this program which will be used to provide information to Water Agency staff to identify problems or concerns that was noticed during the inspection.

(d) It is recognized that forms may need to be tailored to specific fire protection agencies, but shall be standardized as much as possible.

(e) Water Agency staff shall maintain a record for this inspection program that track facilities inspected, work orders, and other pertinent information which can be used for budgeting, refining preventative maintenance programs, repair programs, capital improvement programs, or similar activities.

200.20 The Water Agency staff shall meet and collect information from fire protection agencies regarding potential areas for improvement or enhancement. This may include areas that need fire hydrants, replacement of current fire hydrants, need for improved fire flow, or other items which may provide better fire protection within Water Agency service areas or facility locations.

(a) Fire protection improvement information shall be used to assist staff in prioritizing projects where funding is available for fire protection replacement/improvements. This list or acceptance of this information is not a commitment to make improvements to the system.

300.00 Policy Review

This Policy shall be reviewed at least biennially.