



## **BOARD OF DIRECTORS POLICIES AND PROCEDURES**

Adopted: July 1, 2020  
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### **1. POLICY**

The Board of Directors of West County Wastewater District (“WCW”) is committed to providing excellence in leadership and the provision of the highest quality service to its constituents. The Board is further committed to ensuring that its constituents and members of the public may be informed of the Board’s business, operations and policies, and may meaningfully remain involved in the open governance process. Open meetings and ethical guidelines help increase the public trust and confidence in public entities and will increase public awareness and knowledge. The following policies, roles, responsibilities, and procedures shall be observed in order to assist the Board in implementing these goals.

### **2. BOARD OF DIRECTORS**

The Board of Directors is the governing body of WCW.

#### **2.1. Responsibility of the Board**

The responsibilities of the Board of Directors include but are not limited to:

- 2.1.1. Governing WCW in accordance with applicable local, state and federal laws, rules and regulations, in the best interests of its ratepayers,
- 2.1.2. Attending duly scheduled meetings of the Board,
- 2.1.3. Developing WCW’s mission,
- 2.1.4. Directing WCW policies,
- 2.1.5. Informing and adopting WCW’s master plan, strategic plan and other planning documents,
- 2.1.6. Overseeing WCW’s finances and adopting its budget,
- 2.1.7. Appointing and directing the General Manager and General Counsel.

2.2. Quorum Requirements

- 2.2.1. WCW's Board of Directors is composed of five publicly elected or appointed members. The presence of three members of the Board shall constitute a quorum and be necessary for the transaction of WCW business.
- 2.2.2. If a quorum of the Board of Directors is not present, the members in attendance may adjourn the meeting until such a time as a quorum can be present. If all Directors are absent, the Clerk may adjourn the meeting to a stated date, time and place in accordance with Government Code §54955.
- 2.2.3. If a quorum is present and a vote is taken, the count of the vote shall be of those voting. Where a 2/3 requirement to pass certain legislation is required by law, then the count of the vote should be based on all Board Members whether present or not.

2.3. President

- 2.3.1. The President or, when absent, the Vice President shall be the presiding officer at all regular, special and emergency meetings of the Board.
  - (a) The presiding officer shall take the chair at the hour appointed for the meeting and shall call the Board to order.
  - (b) In the absence of the President or Vice President, the District Clerk shall call the Board to order, at which time, a temporary presiding officer shall be selected by the Board members present. Upon arrival of the President or Vice President, the temporary presiding officer shall relinquish the chair upon the conclusion of the item of business that was before the Board prior to the arrival of the Board President or Vice President.
- 2.3.2. The President shall have a vote but no veto powers and may move, second and debate from the chair.
- 2.3.3. The President shall:
  - (a) Preserve order and decorum at all regular, special and emergency meetings of the Board.
  - (b) State, or call upon staff to state, every question before the Board.
  - (c) Call for the vote.
  - (d) Decide all questions of order, subject, however, to an appeal by the Board or any Board member, in which case a majority vote of the Board present and voting shall govern and conclusively determine such question order.

## BOARD OF DIRECTORS POLICIES AND PROCEDURES

Page 3

- (e) Have and exercise such other powers and duties as are prescribed by law, rule, regulation, ordinance or otherwise conferred by the Board.
- (f) With the consent of a majority of the Directors present at the meeting, set time limits on Board discussion of any matter.
- (g) Declare the opening and closing of public hearings; rule any motion on a subject not properly on the agenda as out of order, in which case the motion shall be void.
- (h) Rule any speaker out of order, terminate any communication with the Board from a member of the public and/or declare a recess in order to establish order to any regular, special or emergency meeting.
- (i) Recommend Board members for appointment to any regular or ad hoc committee, which recommendation shall be subject to the approval of the Board.
- (j) Sign all contracts, deeds, warrants, releases, receipts, ordinances, resolutions and other documents, to be countersigned by the Vice President, unless such authority is duly delegated to the General Manager or other WCW officer or employee.

### 2.4. Vice President

2.4.1. The Vice President shall be a Director duly elected or appointed to the Board.

2.4.2. While serving, the Vice President shall have a vote but no veto powers and may move, second and debate any question before the Board.

2.4.3. The Vice President shall:

- (a) Serve as the Board's presiding officer in the absence of the President unless a majority of the Board present and voting selects another Director to serve as its temporary presiding officer,
- (b) Perform such other duties as are properly authorized by the Board of Directors
- (c) Countersign all contracts, deeds, warrants, releases, receipts, ordinances, resolutions and other documents needing signature, unless such authority is duly delegated to the General Manager or other District officer or employee.

### 2.5. Election of President and Vice President

At the second regular meeting of the Board of Directors in December each calendar year, as a last action item on the agenda, the members of the Board

shall elect a President and Vice President who will assume their duties immediately upon election.

- (a) The President and Vice President shall serve for a period of one year or until their successors are selected.
- (b) The President and Vice President may be removed from office at any time by the affirmative vote of three members of the Board of Directors at which point the Board will conduct a new election for President and/or Vice President.

2.6. Directors

- 2.6.1. Directors are expected to attend all regular, special and emergency meetings of the Board. For any meeting that a Director attends remotely, the Director shall attend by video, unless excused for good cause by the President.
- 2.6.2. Directors shall thoroughly prepare themselves to discuss agenda items at all meetings they attend. If a Director is unable to attend a meeting, the Director must notify the Board President.
- 2.6.3. Directors shall be entitled to fully participate in all discussions of WCW business at each Board meeting they attend and may move, second and debate any question before the Board. Each Director shall have only one vote on every item of business before the Board.
- 2.6.4. Directors shall maintain the confidentiality of all privileged information received from the General Manager, General Counsel and any other source and shall not share, transmit or reveal any such information without the consent of the entire Board then in office and no action shall be taken that could result in the waiver of privilege.
- 2.6.5. Directors shall direct questions and requests for information to the General Manager. The General Manager will handle those requests in accordance with Section 4.3.6 of these Policies & Procedures.
- 2.6.6. Directors may make individual requests for legal advice from the General Counsel on matters pertaining to WCW business.

**3. GENERAL COUNSEL**

The role and responsibility of the General Counsel is as follows:

- 3.1. The General Counsel is the chief legal officer of WCW. The General Counsel's client is WCW as a whole and not any single Director or member of staff.
- 3.2. The General Counsel may, where appropriate, appoint a designee to act in their stead.

- 3.3. If the General Counsel is a member of a firm, they may designate other members of the firm to perform specific assignments but shall remain responsible for the quantity and quality of all legal work performed by the firm. The Board should enter into an employment agreement or a contract defining the scope of services and outlining the terms and conditions for total compensation.
- 3.4. The General Counsel is responsible for advising the Board, the General Manager, and staff on all legal matters related to WCW business. Advice provided by the General Counsel to the Board and staff shall, whenever feasible, be first discussed with the General Manager.
- 3.5. The General Counsel shall attend all regularly scheduled meetings of the Board of Directors unless excused by the General Manager.
- 3.6. The General Counsel may attend special meetings, committee meetings, or closed sessions at the request of either the Board President or the General Manager.

#### **4. GENERAL MANAGER**

The role and responsibility of the General Manager is as follows:

- 4.1. The General Manager is the executive officer responsible for administering Board policies, directing District operations, providing day-to-day supervision of WCW employees and control WCW expenditures subject to the consent and the policies, restrictions and directions provided by WCW's Board of Directors.
- 4.2. The General Manager may, where appropriate, appoint a designee to act in their stead.
- 4.3. The General Manager's responsibilities include but are not limited to the following:
  - 4.3.1. Finalizing the agenda for each Board meeting, attending all Board meetings (unless excused) and participating in deliberations of the Board as required or as the Board may request.
  - 4.3.2. Bringing to the attention of the Board matters requiring or deserving its consideration.
  - 4.3.3. In cooperation with WCW legal counsel, reporting to the Board situations of legal risk which come to the General Manager's attention. Such reporting shall to the maximum extent permitted by law be in closed session.
  - 4.3.4. Keeping the Board as continuously apprised as possible on the progress of matters and programs in the WCW.
  - 4.3.5. Executing Board decisions, and reporting back directly to the Board on progress.

4.3.6. Manage communications and requests between the Board and staff.

- (a) When Directors ask questions or make individual requests for information, it is the responsibility of the General Manager to determine which staff the request will be assigned.
- (b) Staff will report the requested information or provide the work product to the General Manager and the General Manager will prepare a response to the Board.
- (c) If the requested information or task will result in an excess of WCW resources, either staff time or direct expenses, the request must be authorized by majority of the Board by the addition of a request to add to a future agenda item.

4.3.7. Manage communications and requests for legal advice from the General Counsel.

- (a) The General Counsel, in consultation with the General Manager, will determine whether the legal advice should be provided to the Board via a closed session, a confidential memorandum, or at a public meeting.
- (b) If the requested legal information or task will result in an excess of WCW resources, either staff time or direct expenses, the request must be authorized by majority of the Board by the addition of a request to add to a Future Agenda Item. The Board shall have final authority to determine whether to direct the General Counsel to provide the advice.

4.3.8. Such additional responsibilities as they may have under their employment agreement.

**5. MEETINGS OF THE BOARD OF DIRECTORS**

5.1. Agendas

The General Manager and appropriate staff shall prepare an agenda for each regular and special meeting of the Board.

5.2. Conduct of Meetings

- 5.2.1. All meetings and business of the Board of Directors shall be conducted in compliance with the requirements of the Brown Act and other applicable provisions of law. If any provisions of this policy are found to be in conflict with the terms and provisions of the Brown Act, or other applicable provisions of law, the Brown Act or such other provisions of applicable law shall apply and govern.

5.2.2. The date, time, and location of regular meetings of the Board shall be established by resolution of the Board of Directors and noticed to the Public.

5.2.3. Meetings should begin at the noticed time or immediately on reaching a quorum.

5.3. Process for Addressing Agenda Items

Each item properly on the agenda for a regular or special meeting shall be addressed in the following order:

5.3.1. Announce Agenda Item: General Manager or District Clerk reads the agenda item.

5.3.2. Reports & Recommendations: Staff presents its report and any recommendations.

5.3.3. Questions & Answers: Technical questions and points of clarification are asked by Board Members and addressed by staff.

5.3.4. Public Comment: President allows public comment and input on the item in accordance with Section 5.8.

5.3.5. Board Discussion: Directors comment on and discuss the item.

5.3.6. Motions & Action Items

(a) Motion Introduced: The President invites a motion to be made.

(b) Call for a Second: The President inquires if there is a second on the Motion. If there is no second, the Motion fails.

(c) Amendments & Substitutions: Other Directors can propose either amended or substitute Motions.

(d) Discussion & Vote: Directors discuss the Motion. Once Discussion ends, the President announces that the vote will occur. Directors vote on the last motion on the floor (any amended or substituted motion) first. If that does not pass, Directors vote on the next-to-last motion, and so on.

(e) Vote: District Clerk conducts a roll call vote on the Motion.

(f) Announcement of Results: District Clerk announces result of the vote and the action the Board has taken.

(g) Staff Direction: Board President directs staff as appropriate.

5.4. Process for Putting Items on a Future Meeting Agenda

5.4.1. Directors may request to have an item placed on a future meeting agenda using either of the following procedures:

- (a) Request that the General Manager include an item on a future meeting agenda at a time other than a public meeting. When such a request is made, the General Manager can either: (1) include the item on a future meeting agenda as an action or item or an informational report; or (2) include the request as a potential future meeting agenda item. If the item is put on the agenda as a potential future meeting agenda item, the Board must approve by a majority vote a motion for the proposed item to appear on a future meeting agenda as an action item or as an informational report.
- (b) Request that an item be placed on a future board agenda at a WCW Board Meeting during the "Director Comments" portion of the agenda. If a Director makes such a request, the Board must approve by a majority vote a motion for the proposed item to appear on a future board agenda as an action item or an informational report.

5.4.2. The General Manager, in consultation with the Board and the General Counsel where appropriate, shall have the discretion to determine the appropriate timing for consideration of all items approved for inclusion on a future Board Agenda.

5.5. Consent Calendar

The Consent Calendar is intended to allow the Board to approve multiple routine, noncontroversial matters by a single motion with no discussion and when no public hearing is required. Board members, staff and members of the public are allowed to ask that any item be removed from the Consent Calendar for discussion before a vote is taken on the Consent Calendar, and will be moved off the Consent Calendar upon a majority vote of the members present. No item shall be placed on the Consent Calendar if it requires a public hearing.

5.5.1. When an item is removed from consent at the request of a Board Member it will be moved to the bottom of the agenda unless there is a majority vote of the members present at the meeting to consider the item sooner.

5.5.2. When an item is removed from consent at the request of members of the public, it will be considered as the next agenda item in order.

5.6. Adjournment

Regular Board meetings shall end and be adjourned no later than 10:00 p.m. on the day for which they are noticed. Meetings may extend beyond 10:00 p.m. upon the affirmative vote of a majority of the Directors present and voting provided, however, that in no case shall any meeting extend beyond 11:00 p.m.



5.7. Staff Attendance and Participation

- 5.7.1. The General Manager or their designee, shall attend each Board meeting unless excused by the presiding officer or the Board, and shall be subject to the direction of the Board during Board meetings. The General Manager may make recommendations to the Board and shall have the right to take part in all discussions of the Board, but shall have no vote.
- 5.7.2. The General Counsel or their designee shall attend each regularly scheduled Board meeting unless excused by the General Manager and shall be subject to the direction of the Board during Board meetings.
- 5.7.3. The General Counsel or their designee shall only attend special meetings, committee meetings, or closed sessions at the request of either the Board President or the General Manager.
- 5.7.4. When the General Counsel is present at a meeting, any Board Member may request advice on a point of law or a point of order arising out of the items being considered at the meeting or the conduct of the meeting.
- 5.7.5. Other designated employees shall attend Board meetings at the direction of the General Manager.

5.8. Public Participation

- 5.8.1. Public participation at Board meetings is welcome and encouraged. All members of the public shall be permitted to speak as allowed under the Brown Act or other provisions of applicable law, or as the Board may determine is in the best interests of WCW.
- 5.8.2. All public comments shall be addressed to the Board as a body. The Board will listen to all public comments. Any response by the Board will be limited to short answers by the Board or staff as appropriate, follow up questions for clarification, referral of the matter to staff or placement on a future agenda. Conversation between the speaker, Board and staff is discouraged.
- 5.8.3. A time limit of three (3) minutes per speaker shall be enforced by the presiding officer. That time limit can only be extended by a majority of the Board members present and voting. The presiding officer shall have the right to limit the total amount of time allocated to a particular issue and for each individual speaker.

5.9. Decorum

- 5.9.1. Board meetings shall be governed by common sense and good taste. The presiding officer shall take all steps reasonably necessary to preserve order at all times during Board meetings. Board members shall conduct themselves in accordance with these rules and in such a manner as to avoid disrupting the meeting.

- 5.9.2. All persons attending Board meetings shall observe these rules, any additional rules the Board may establish and the orders of the presiding officer with respect to the conduct of the meeting. No person shall disrupt or disturb any Board meeting.
- 5.9.3. Any person who unlawfully or unreasonably disrupts or disturbs a Board meeting may be removed and barred from further attendance before the Board at that meeting, unless permission to remain or return is granted by a majority vote of the Board present and voting. If any Board meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the presiding officer or Board may order the meeting room cleared and continue in session as allowed by the Brown Act or other provisions of applicable law.
- 5.9.4. Food, phones, and electronics should not interfere with a Director's ability to fully participate in a meeting from the dais. Directors should not eat meals from the dais and snacking should be held to a minimum. The Directors should consider the optics of recorded meetings while a meeting is in progress and being recorded.

## 6. COMMITTEES

### 6.1. Standing Committees

- 6.1.1. At any time throughout the year, the Board a majority of the Board present and voting may establish a standing committee. Standing committees shall be comprised of two Directors.
- 6.1.2. Appointment of members to standing committees.
  - (a) Upon the establishment of a new standing committee, the Board President shall recommend appointment of two members to the standing committee.
  - (b) The recommendation from the Board President must be approved by a majority of the Board present and voting.
- 6.1.3. At the first regular Board meeting in January each year the Board will review standing committees as follows:
  - (a) The Board will determine whether existing standing committees continue to be necessary. If a majority of the Board present and voting determines that a new committee is no longer necessary, it will be disbanded.
  - (b) For any pre-existing standing committee that continues to operate, appointments to that standing committee shall be reviewed and the Board may reappoint Directors to standing committees or may

appoint new Directors in accordance with the procedure in Section 6.1.2.

- (c) The Board will determine whether new standing committees are necessary. If a majority of the Board present and voting at the meeting determines that a new standing committee is necessary, it will be established.

6.1.4. Once the members of a standing committee have been established, the members in consultation with the General Manager will establish the committee meeting time and frequency and will appoint a committee chair. The committee chair's responsibilities include:

- (a) Presiding over committee meetings;
- (b) Managing public participation at the committee meeting;
- (c) Consulting with the General Manager in advance of each committee meeting to determine whether a committee meeting shall be held or canceled.

6.1.5. Standing committee meetings shall comply with all applicable Brown Act requirements (California Government Code Section 54950, et. seq.)

6.1.6. Directors who are not members of a standing committee may only attend as observers.

6.1.7. The General Manager shall prepare an agenda in advance of each committee meeting.

## 6.2. Ad Hoc and Other Committees and Commissions

6.2.1. The Board may create ad hoc committees as it deems necessary for the proper conduct of its business.

6.2.2. Membership on ad hoc committees shall be determined in compliance with the procedure outlined in Section 6.1.2.

## 7. **RECORD OF PROCEEDINGS (MINUTES)**

### 7.1. Livestream

WCW records the Board of Directors' meetings via livestream. The recorded meetings are maintained on and available for viewing on WCW's website.

### 7.2. Minutes

The minutes of Board Directors' and committee meetings are in an action/summary format and include at a minimum the date and location of the meeting, identification of public speakers and comments for each agenda item, and the actions taken on each agenda item.

7.3. Requests for Items to be Included in Minutes

Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting where that item is discussed (including, if desired, a position on abstention or dissenting vote).

**8. DIRECTOR COMPENSATION**

8.1. Governed by Resolution

Director compensation policies are governed by Resolution. Where there is a conflict between these Policies and any resolution establishing compensation policies, the resolution establishing compensation policies shall govern.

8.2. WCWD Code Chapter 1.10

8.2.1. Each Director shall receive compensation in the amount established by the Board of Directors for attendance at meetings and services rendered as a director at the request of the Board.

**9. DIRECTOR COMMUNICATIONS**

9.1. Board Communication Procedures

9.1.1. Directors are required to seek prior approval from a majority of the Board of Directors before expressing a point of view on behalf of the Board.

9.1.2. Letters, e-mails or other electronic correspondence, or other communications to the public, media or other publicly-elected officials representing or on behalf of the Board of Directors must be approved by a majority of the Board before being sent. Further, the use of any WCW letterhead or e-mail masthead, which implies that the communication is being sent by a WCW representative, must be approved by a majority of the Board.

9.1.3. As a courtesy to other Directors, a Director writing in their capacity as an individual should request the General Manager to let other Directors know of any pending communication with the media or publicly-elected officials via an informational email.

9.1.4. Correspondence by a Director with the public, media or publicly-elected officials as an "individual" should adhere to the following guidelines:

- (a) The communication should note that it is not being sent on behalf of the entire Board, but by an individual Director.
- (b) Directors should not copy the rest of the Board on communications, in order to avoid an inadvertent Brown Act violation.

- (c) Directors should be cautious about opining on future actions by the Board and should not opine on the Board's position on an item that has not been before the Board.
- (d) In certain instances, such as communications regarding broad policy concerns or future agenda items, a Director should consider referring questions or communications to General Manager for a response on behalf of WCW.

9.1.5. Public meetings are one of the best ways for the Board to communicate with the public. Therefore, Directors should use opportunities that arise at Board meetings during discussion of agenda items to articulate reasons for their decisions to the public.

## 9.2. Media Requests

9.2.1. The General Manager or designee will respond to any inquiries or questions by the media, public or other publicly- elected officials to individual Directors that are forwarded by that Director to the General Manager for response.

9.2.2. The General Manager will be responsible for keeping all Directors informed of media contacts made by Directors when they are acting as a "WCW Representative."

## 10. **DISTRICT BUDGET**

The Board of Directors has budgetary control and delegates it to the General Manager as authorized by Resolution.

### 10.1. Budget Requirements

10.1.1. WCW's budget term is July 1 through June 30.

10.1.2. The General Manager will propose a biennial budget for two fiscal years and the Board of Directors will adopt the budget by June 30 of each odd number year.

10.1.3. The Board will establish the overall spending authority each fiscal year consistent with the adopted or amended budget by June 30 each year.

10.1.4. The Board of Directors will adopt the annual Gann Limit by June 30 of each year as required by Article XIII B of the California Constitution.

10.1.5. The General Manager has authorization to transfer budget between line items within the same fund, transfer budgets between projects with the same funding source, but may not exceed the overall authorized spending authority set by the Board of Directors.

10.2. Budget Development

- 10.2.1. WCW's Strategic Plan (Plan) defines the overall direction for WCW. WCW uses the Plan to inform, develop and budget for the resources necessary to achieve the goals and strategies outlined in the Plan.
- 10.2.2. The budget is proposed by the General Manager with input from the Board of Directors and the public and finally adopted by the Board of Directors.
- 10.2.3. The proposed budget will include sufficient revenues and expenditures to carry out WCW business.
- 10.2.4. The proposed budget will include sufficient expenditures to complete required capital improvement projects.
- 10.2.5. The proposed budget will include sufficient reserves for operating, emergencies, capital expenditures, equipment replacement or others in compliance with WCW's reserve policy.
- 10.2.6. WCW may present a mid-cycle update as necessary for changing financial conditions.

10.3. Budget Reporting

- 10.3.1. In compliance with government code/California law, WCW staff will provide the Board of Directors with a monthly check register detailing all warrants issued within the month.
- 10.3.2. In compliance with government code/California law, WCW staff will provide the Board of Directors with a quarterly investment report.
- 10.3.3. WCW staff will present the Board of Directors with periodic updates on operating revenue, operating and capital expenditure spending.
- 10.3.4. WCW staff will present the Board of Directors with periodic updates on the status of capital improvement projects.
- 10.3.5. WCW staff will present the Board of Directors with periodic updates on the progress of WCW's strategic plan.

**11. DIRECTOR TRAVEL**

Director travel policies are governed by Resolution. Where there is a conflict between these Policies and any resolution establishing travel policies, the resolution establishing travel policies shall govern.

**12. CONFLICT WITH LAW**

If there is a conflict between this Policy and any applicable provisions of federal or state law, local ordinance, WCW Resolution, such other provisions of applicable law, Ordinance, or Resolution shall apply and govern.