



# Board Ethics Policy

## PURPOSE

The purpose of this Policy is to achieve a fair, open, ethical, accountable and functional Board of Directors for the West County Wastewater District, and promote ethical behavior in the conduct of all District business.

## POLICY

### 1. BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES

1.1 The legal responsibilities of the District's Board of Directors are set forth by applicable state and federal laws, rules and regulations, and any policies the Board may adopt that hold Directors to standards of conduct above and beyond what is required by law. This policy is written with the assumption that Directors, through training, education and experience, are aware of their legal and ethical roles and responsibilities as elected officials.

1.2 The role of the Board of Directors is to act as a legislative and quasi-judicial body. Through its legislative and policy authority, the Board is responsible for assessing and achieving the community's desire for its present and future and for establishing policy direction to achieve its desired outcomes. All members of the Board of Directors have equal votes.

1.3 Directors fulfill their role and responsibilities through the relationships they have with each other, with staff and with the public. Directors approach their work, each other, staff and the public in a manner that reflects ethical behavior, honesty and integrity. The commitment of Directors to their work is characterized by open constructive communication, innovation and creative problem solving.

### 2. MEETING ATTENDANCE AND PREPARATION

2.1 Directors are encouraged to prepare in advance of meetings so the time spent in session is productive and action-oriented. Directors should review the agenda and packet of materials before each Board meeting.

2.2 If Directors have questions or concerns about an agenda item, they should contact the General Manager, Board Attorney and/or the Board President in advance of the meeting so the General Manager, Board Attorney or Board President may be fully prepared to respond to questions at the meeting or have information to distribute as handouts.

2.3 Directors are asked to be on time to meetings. If a Director will not be attending, he/she should communicate this to the General Manager or Board President as soon as possible.

2.4 It is essential for Directors to attend regular Board meetings and meetings of committees to which they are assigned. If a Director misses three or more regular Board meetings or meetings of committees to which they are assigned in a twelve-month period without justification, the Board President or any Director may initiate disciplinary proceedings under the Compliance and Enforcement provisions of this Policy.

### 3. MEETING DECORUM

While at meetings, the Directors' primary duties are to consider problems to be solved, hear facts and points-of-view, make decisions and take action, and to receive and consider reports. To do this effectively, Directors should:

3.1 Conduct themselves with dignity and respect, including the use of formal titles such as "President", "Vice President" or "Director", followed by the individual's last name.

3.2 Listen attentively and respond as appropriate.

3.3 Practice civility and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. During public discussions, Directors should be respectful of others and diverse opinions, and allow for the debate of issues.

3.4 Honor the role of the presiding officer in maintaining order and equity.

3.5 Avoid hidden agendas, gossip, and other forms of negative interaction. This includes, but is not limited to, speaking negatively of Directors and staff that are not present.

3.6 Focus on issues rather than personalities.

3.7 Reserve decisions until all applicable information has been presented.

3.8 Show respect for and support the decisions that the Board majority makes, even if they disagree.

### 4. BOARD OF DIRECTORS RELATIONSHIP WITH THE PUBLIC

4.1 Directors are elected to serve the interests of District residents and the general public. The public has a reasonable expectation that it may engage Directors on matters of community concern. In response, Directors may express a preliminary opinion on issues or projects when questions are raised. Any such preliminary statement shall not constitute a prejudgment or create a presumption of bias on any issue or project. In addition, Directors may from time-to-time express opinions regarding broad policy matters which may be in conflict with currently adopted Board policies. Such statements are permissible if clearly characterized as personal opinions or policy change objectives.

4.2 The District's Board of Directors is composed of five duly elected or appointed Directors. The Board is the governing power of the District and exercises all District powers. Unless official action is properly authorized at a duly noticed Board meeting, individual Directors shall not: (a) commit the District to any course of action, or make any oral or written representation that they are authorized to do so; (b) make any written or oral presentation on behalf of the District, provided, however, if it is impracticable to obtain Board authorization, then the Board President may provide authorization; (c) use District letterhead or similar District resources to express other than a properly adopted position of the Board, provided, however, that this Policy shall not preclude Directors from providing individual references, recommendations or opinions on District letterhead so long as it is clear from the text that the reference, recommendation or opinion is from the author and not made or given by the District or (d) engage in any behavior or conduct, or make any statements or representations, that tend to diminish the reputation or esteem of the District with the public. Nothing in this policy is intended to restrict the right of Directors to express their individual opinions, attend any function or advocate any position. It is only intended to restrict the circumstances under which they can do so as official representatives of the District or use District resources.

## 5. USE OF CONFIDENTIAL INFORMATION

5.1 Directors will safeguard confidential information. Directors will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the California Public Records Act.

5.2 A Director may make a confidential inquiry or complaint to a district attorney or grand jury concerning a perceived violation of law, including disclosing facts to a district attorney or grand jury necessary to establish the alleged illegality of a District action. Prior to disclosing confidential information, however, a Director will first bring the matter to the attention of the Board Attorney and allow the District sufficient time to ascertain whether a violation of law has occurred. If the Board Attorney determines that a violation of law has occurred, the District will be given sufficient time to cure the alleged violation in a lawful and appropriate manner. The Board Attorney shall be allowed to communicate with the Director making the allegation, the Board President or the full Board as lawful and appropriate, to address the alleged violation.

## 6. CONFLICTS OF INTEREST

6.1 Directors avoid actual conflicts of interest, the appearance of conflicts of interest and the appearance of impropriety with the District.

6.2 A Director will not have a financial interest in a contract with the District, or be a purchaser at any sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.

6.3 A Director will not participate in the discussion, deliberation or vote on a matter before the Board, 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 under California law.

6.4 A Director will not accept gifts that exceed the limitations specified in California law. Directors will report all gifts, campaign contributions, income, honoraria and financial information as required under the District's Conflict of Interest Code and the provisions of the California Political Reform Act and related Regulations.

6.5 A Director will not recommend the employment of a relative to the District or of any person related to the Director who is known by the Director to be bidding for or negotiating a contract with the District.

6.6 A Director will not attempt to influence staff to hire a friend, relative or acquaintance to a District temporary or permanent position.

## 7. BOARD OF DIRECTORS RELATIONSHIP WITH GENERAL MANAGER

7.1 The Board of Directors sets District policy, and the General Manager is responsible for carrying out that policy. Neither the Board nor any of its Directors shall interfere with the execution by the General Manager of any of the General Manager's duties or order, directly or indirectly, the appointment by the General Manager of any person to any District office or employment, or the removal therefrom. Neither the Board nor any member thereof shall give directions or orders to any subordinate of the General Manager, either publicly or privately. Directors shall deal with matters within the authority of the General Manager exclusively through the General Manager, except as those matters may pertain to the functions of the Board Attorney.

## 8. BOARD OF DIRECTORS RELATIONSHIP WITH STAFF

8.1 Staff serves the District and its Board of Directors as a whole. Therefore:

8.2 Directors should treat staff as professionals. Clear, honest communication that respects the abilities, experience and dignity of each individual is expected. As with Board colleagues, civility and decorum in all interactions with District staff should be practiced.

8.3 To the greatest extent possible, all substantive communications between Directors and staff should be routed through the General Manager. Direct communications between Directors and staff regarding substantive matters affecting the District should be avoided. This Policy recognizes the practical reality that some level of direct incidental communications between staff and Directors is inevitable. For example, the Administration Supervisor may need to contact Directors to schedule meetings, deliver documents or provide information. Directors and staff who may attend the same social gatherings might exchange pleasantries or engage in conversations of a social nature. Such incidental communications between Directors and staff are expected and permissible. However, discussions between Directors and staff regarding substantive matters relating to the business of the District should be routed through the General Manager.

8.4 A Director shall not direct staff to initiate any action, change a course of action, prepare any report or initiate any project or study without the approval of a majority of the Board, and then only through the General Manager.

8.5 Directors shall not attempt to pressure or influence discussions, recommendations, workloads, schedules, or District priorities absent the approval of a majority of the Board, and then only through the General Manager.

8.6 Any concerns by a member of the Board of Directors regarding the behavior or work of a District employee should be directed to the General Manager or Board Attorney privately to ensure the concern is resolved. Directors shall not reprimand employees directly nor should they communicate their concerns to anyone other than the General Manager or Board Attorney.

8.7 Directors may direct routine inquiries to either the General Manager or Board Attorney, or, with the knowledge and consent of the General Manager, to the appropriate department head.

8.8 Directors serving on committees or as the District's representative to an outside agency may interact directly with District staff assigned to that effort as the General Manager's designee. The District staff member so designated and assigned will keep the General Manager appropriately informed.

8.9 Soliciting political support from staff (e.g., financial contributions, display of posters or lawn signs, name on support list, and the like) is strictly prohibited. District staff may, as private citizens with constitutional rights, support political candidates, but all such activities must be done away from the workplace and may not be conducted while in uniform.

## 9. COMPLIANCE AND ENFORCEMENT

9.1 Directors take an oath when they assume office in which they promise to uphold the Constitutions and laws of the United States of America and the State of California. Consistent with this oath is the requirement of this Board policy to comply with applicable laws as well as report violations of the laws and policy of which they become aware.

9.2 Any suspected violation or alleged violation by a Director must be reported to the Board President or Board Attorney. In the case of a staff member making the report regarding a Director, the report should be made to the Board Attorney or General Manager. Upon receipt of the report, the Board Attorney will investigate the matter and, in conjunction with the General Manager, will determine whether a violation exists and, if so, whether the violation is minor or not minor. If the Board Attorney and General Manager determine that no violation has occurred, the Board will be notified and the matter will be deemed closed. If the Board Attorney and General Manager determine that a minor or not minor violation may have occurred, one of the two following protocols will be followed:

9.3 If the General Manager and Board Attorney agree that the violation or alleged violation is minor in nature, the full Board of Directors will be so advised. In that case, a Director designated by the Board, and either the General Manager or Board Attorney may contact the

individual Director and advise the Director of the concern and seek to resolve the matter. For purposes of this Policy, an incident or violation is not minor if it involves the injury or potential injury to any person (e.g., physical, emotional, defamation, harassment, etc.), significant exposure of liability to the District or the probability for a repeat occurrence.

9.4 If the Board Attorney and General Manager do not agree that the violation or alleged violation is minor in nature, then the matter will be referred to the full Board of Directors. In order to address the alleged violation, the Board will conduct such proceedings and utilize such personnel as it deems necessary to determine how the matter may proceed, be resolved or be reported to the appropriate authorities. In implementing the provisions of this section, the Board or its designees will be authorized to conduct all inquiries and investigations as necessary to fulfill their obligation.

9.5 Upon completion of the process referred to in Section 9.4, the Board of Directors shall place the matter on a public agenda for possible action and imposition of appropriate discipline. The intended purpose of Section 9 of this Policy is to promote ethical behavior, so disciplining a Director should be considered a last resort and additional training or other corrective processes should be implemented before formal discipline is imposed. If the Board reasonably determines that additional training and other corrective processes will likely not adequately address the issue, then formal discipline may be imposed. Such discipline may include, without limitation (1) public reprimand or censure, (2) removal from all appointed committee or agency assignments, (3) reduction in compensation for days of service to the District, (4) Injunctive relief, (5) Referral of the violation to the District Attorney or Grand Jury, (6) request for Director to resign from his/her Board position or (7) such other discipline as the Board deems appropriate. Any Director found to have committed more than three non-minor violations of this Policy shall be expected to submit his/her resignation from office.

9.6 Directors wishing to report a suspected violation by a staff member should report it to both the General Manager and Board Attorney.

9.7 In the event any Director who would otherwise be involved with investigating or considering an allegation is the subject of the allegations, the role of that official shall be assumed by the next ranking Director by seniority on the Board

9.8 The term "committee" is used for ease of reference only as it is not intended by this policy to create a permanent or standing committee but, rather, to assemble the officials necessary to review complaints should the need arise.

9.9 This policy and the protocols set forth are alternatives to any remedy that might otherwise be available or prudent. In order to ensure good government, any individual, including the General Manager and Board Attorney, who believes a violation may have occurred, is hereby authorized to report the violation to other appropriate authorities.

9.10 These same protocols may be utilized for any suspected violations or alleged violations by a District advisory body member.