

North San Joaquin Water Conservation District



**BOARD OF DIRECTORS POLICY MANUAL
FOR THE CONDUCT OF BUSINESS OF THE BOARD**

Approved April 24, 2023

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

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POLICY TITLE: Purpose and Function of Board Policies

POLICY NUMBER: 1000

1000.1 Intent. It is the intent of the Board of Directors of the North San Joaquin Water Conservation District ("District"), improvement districts, or other subordinate entities of the District, to maintain a Policy Manual. The Policy Manual shall include a comprehensive listing of the Board's current policies, being the rules and regulations enacted by the Board from time to time. The Policy Manual will serve as a resource for the Board, staff, and members of the public in determining the manner in which the District will conduct matters of District business.

1000.2 Severability and Legal Consistency. If any policy or portion of a policy contained within the Policy Manual conflicts with California law, the law shall prevail.

1000.3 Review and Changes. Any director or the District's General Manager may initiate consideration by the Board of Directors to adopt a new policy or to amend an existing policy. A director or the General Manager will submit the proposed new or amended policy for the Policy Manual to the Board President and the General Manager, and request the item be included for consideration on the agenda of the next appropriate regular meeting of the Board of Directors. Any of the within policies not required by law may be altered, amended, or repealed by a majority of the Board quorum at a duly authorized meeting. Copies of proposed new or amended policies shall be included in the agenda packet and listed on the agenda for any meeting during which they are scheduled for consideration. A copy of proposed new or amended policies shall be made available to each director for review at least 72 hours in advance, and, in accordance with the Ralph M. Brown Act ("Brown Act"), California Government Code Section 54950 et seq., shall be posted and available to the public prior to any meeting at which the Board will consider the amended Policy Manual. The Board shall endeavor to review and update the Policy Manual annually by the end of every calendar year, or as needed.

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POLICY TITLE: Conflict of Interest

POLICY NUMBER: 1020

1020.1 The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission has adopted a regulation (California Code of Regulations Section 18730) that contains the terms of a standard conflict of interest code. It can be incorporated by reference in an agency's code and may be amended by the Fair Political Practices Commission after public notice and hearings to conform to the amendments in the Political Reform Act. Therefore, the terms of California Code of Regulations Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference and with the members and employees designated in this Policy Manual, constitute the Conflict of Interest Code of the District.

1020.2 Every elected official and public employee who makes or influences governmental decisions also is required to submit a Statement of Economic Interest, also known as the Form 700. The Form 700 provides transparency and ensures accountability by providing necessary information to the public about an official's personal financial interests to ensure officials are making decisions in the best interest of the public and not enhancing their personal finances, and by serving as a reminder to the public official of potential conflicts of interest so the official can abstain from making or participating in governmental decisions that are deemed conflicts of interest. The District will make the statements available for public inspection and reproduction (Government Code Section 81008). Upon receipt of the statements, the District shall make and retain copies and forward the originals to the San Joaquin County Registrar of Voters.

1020.3 Pursuant to provision of California Government Code section 81000 et. seq, commonly known as the Political Reform Act, the District shall adopt and maintain a Conflict of Interest Code. The Conflict of Interest Code and any amendments thereto shall be adopted by resolution of the Board of Directors and shared with the San Joaquin County Board of Supervisors. The Board of Directors shall review the adopted Conflict of Interest Code on a bi-annual basis at the end of each even-numbered year and consider the need for amendments. If no amendments are needed, the Board of Directors shall submit a written statement to the San Joaquin County Board of Supervisors saying that its Conflict of Interest Code remains accurate.

1020.4 California Government Code section 87100 states as follows: "No public official at any level of state or local government shall make, participate in making or in any way attempt to use his official position to influence a governmental decision in which he knows or has reason to know he has a financial interest." California Government Code sections 87101, 87103, and 87103.5 provide explicit language explaining the nature of a "conflict of interest" and disclosure relating to Board responsibilities. Directors are required to comply with all District, state, and federal requirements of the Conflict of Interest Code.

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1020.5 Disclosure of Economic Interest. Directors who have a financial interest in a decision within the meaning of California Government Code section 87100 et seq. shall publicly identify in detail the economic interest that creates the conflict, recuse themselves from discussing and voting on the matter, and leave the room until after the discussion, vote, and any other disposition of the matter is concluded. Said identification shall occur following the announcement of the agenda item to be discussed or voted upon, but prior to commencement of either the discussion or vote. If the agenda item is to take place during a closed session, identification of the economic interest shall be made during the public meeting prior to the closed session but is limited to a declaration that the Director has a conflict of interest. The economic interest that is the basis for the conflict need not be disclosed. Directors are not required to leave the room for an agenda item on the consent calendar provided they recuse themselves and publicly disclose the economic interest as described above. Notwithstanding this section, when the conflict is a personal interest as defined by applicable Fair Political Practices Commission regulations, a Director may speak as a member of the general public during the time the general public speaks on the issue, provided the Director has complied with the provision of this section regarding identification of the conflict, recuses themselves from voting on the matter, and leaves the dais to speak from the same area as the members of the general public. Directors disqualified pursuant to this section shall not be counted toward achieving a quorum while the item is being discussed.

1020.6 Designated Positions and Assigned Categories of Disclosure.

<u>Designated Positions</u>	<u>Assigned Categories of Disclosure</u>
Director	All
General Manager	All
District Engineer	All
General Counsel	All

Consultants shall be included in the list of designated employees and shall disclose pursuant to the broadest disclosure category in the code subject to the following limitation: the General Manager may determine in writing a particular consultant, although a "designated position," is hired to perform a range of duties that are limited in scope and thus is not required to fully comply with the disclosure requirements described in the section. Such written determination shall be included in the contract, or added as an amendment to the contract, with the consultant, and shall include a description of the consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. The General Manager's determination is a public record and shall be retained for public inspection in the same manner and location as the Conflict of Interest Code.

1020.7 Disclosure Categories. Type of business entity, investment, source of income, real property, or business position reportable:

1. Motor vehicles, specialty vehicles, and parts
2. Construction and building materials

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3. Office equipment and supplies
4. Irrigation equipment and supplies, pipes, valves, fittings, tanks, pumps, meters, etc.
5. Agricultural equipment and supplies
6. Well-drilling equipment and supplies
7. Safety equipment, facilities and instructional material
8. Real property
9. Farming
10. Construction companies and well-drilling companies
11. Machine tool companies, mechanical maintenance and repair shops, fabricators

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BOARD POLICY MANUAL

POLICY TITLE: Code of Ethics

POLICY NUMBER: 1025

1025.1 The Board of Directors is committed to providing excellence in legislative leadership that results in the provision of the highest quality services to its constituents and to comply with state laws, including the expense reimbursement policy and ethics training codified by Assembly Bill 1234 in 2005.

The Board of Directors is expected to maintain the highest ethical standards, to follow District policies and regulation, and to abide by all applicable local, state, and federal laws. The Board of Directors' conduct should enhance the integrity and goals of the District.

To assist in the governance of the behavior between and among members of the Board of Directors and District staff, the following rules shall be observed.

1025.1.1 The dignity, style, values, and opinions of each Director shall be respected.

1025.1.2 Responsiveness and attentive listening in communication is expected.

1025.1.3 The needs of the District's constituents should be the priority of the Board of Directors. When a Director believes a conflict of interest exists, the Director or General Manager shall request advice from General Counsel regarding the existence of a conflict of interest.

1025.1.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

1025.1.5 Directors should commit themselves to focusing on the business of the District, emphasizing the positive, avoiding double-talk, hidden agendas, gossip, backbiting, and other negative forms of communication and interaction.

1025.1.6 Directors should commit themselves to focusing on issues, not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

1025.1.7 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but should do so without being disagreeable. Once the Board of Directors takes action, all Directors should commit to support said action and not create barriers to the implementation of said action.

1025.2 The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.

1025.2.1 When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

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1025.2.2 Directors should develop a working relationship with the General Manager wherein current issues, concerns, and District projects can be discussed comfortably and openly.

1025.2.3 Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively. This includes pertinent mail sent to the District. Any mail or other form of correspondence pertinent to the District must be forwarded to all Directors or distributed at the next board meeting.

1025.2.4 Directors are responsible for monitoring the District's progress in attaining its goals and objectives in the Strategic Plan or other planning documents while pursuing its mission.

1025.2.5 Pursuant to the provision of the California Government Code Section 1126, the Board of Directors of the District has determined it would be inconsistent and incompatible for a Board member to be a paid employee of the District. Therefore, based on this decision, a member of the Board of Directors shall not be a paid District employee.

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BOARD POLICY MANUAL

POLICY TITLE: Public Complaints

POLICY NUMBER: 1030

1030.1 The Board of Directors desires that public complaints be resolved at the lowest possible administrative level in a logical and systematic method.

1030.2 A public complaint is an allegation by a member of the public of a violation or misinterpretation of a District policy, state, or federal statute of which the individual has been adversely affected.

1030.3 The method of resolving complaints shall be as follows:

1030.3.1 The individual with a complaint shall first discuss the matter with the General Manager with the objective of resolving the matter informally.

1030.3.2 If the individual filing the complaint is not satisfied with the resolution of the matter by the General Manager, the complainant may request consideration by the Board of Directors by filing said request in writing with the President of the Board within ten (10) days of receiving the General Manager's decision. The General Manager will coordinate with the Board President and General Counsel regarding the appropriate response to the complaint. The Board may consider the matter at its next regular meeting or call a special meeting. In making a decision, the Board may conduct or request General Counsel conduct conferences, hear testimony, and/or utilize the transcripts of written documentation. The Board's final decision shall be memorialized in writing with a copy provided to the individual registering the complaint.

1030.4 This policy is not intended to prohibit or deter a member of the community or staff member from appearing before the Board to verbally present a testimony, complaint, or statement regarding actions of the Board, District programs and services, or impending considerations of the Board.

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POLICY TITLE: California Public Records Act Response Procedures

POLICY NUMBER: 1031

The California Public Records Act (Government Code, section 6250 et seq.) grants California residents important rights to obtain access to records held by public agencies. The North San Joaquin Water Conservation District adopts this policy to clarify how it will respond to requests for records under the Public Records Act.

1031.1 All requests for public records shall be in writing on a form approved by the Board of Directors, unless the request is to review an agenda, agenda reports, or minutes of the Board or ordinances or resolutions of the Board or any of its committees, which are available in the District office.

1031.2 Staff will respond to all requests as soon as possible after they are received, but not later than the 10-day period, or extensions thereof, provided by Government Code section 6253. Staff shall review each request and determine whether it seeks identifiable records and, if not, staff shall help the requestor identify records responsive to the request. Staff shall request all Directors who may have the records requested to search their files and report whether they have the records and, if so, when the records can be made available to the requestor. Staff shall respond to the requestor, advising in writing of the availability of the documents, a description of the medium (paper, electronic format, etc.) and location of the records, and whether any are exempt from disclosure under the Public Records Act. As the Public Records Act requires, to the extent feasible, staff will provide suggestions to overcome any practical basis for denying access to the records sought. If a request is made for copies of records, staff shall also advise the requestor of the estimated copying cost. The person requesting the copies shall pay the charges for the requested copies based on the actual cost to the District of providing the copies. Staff shall not make the requested copies until a deposit of the estimated copying cost is received and shall not release the copies until the actual copying cost is paid.

1031.3 In accordance with the Public Records Act, the administrative staff will provide specific, identifiable records but will not research records for particular types of information or analyze information that may be contained in public records.

1031.4 Administrative staff will respond to requests for public records in accordance with the Public Records Act as the Act now exists or may hereafter be amended, and nothing in this Policy is intended nor shall it be construed to conflict with the terms of the Public Records Act.

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POLICY TITLE: Brown Act Compliance – Open Meeting Requirements

POLICY NUMBER: 1032

1032.1 The Brown Act. The Legislature adopted the Ralph M. Brown Act (“Brown Act”), commonly referred to as California’s “Open Meetings Laws,” in 1964. The Brown Act is contained in Government Code section 54950 et seq. The Brown Act is broadly construed and compliance is constitutionally mandated.

1032.2 Compliance with Brown Act. All meetings of the Board of Directors shall comply with the Brown Act. Meetings occur whenever the majority of the Board of Directors meets to discuss District business. Members of the Board include newly elected and appointed officials prior to assuming office. All Board meetings shall be open and freely accessible to the public, including those with disabilities. Meetings through the use of intermediaries, serial communications, or emails are prohibited. The Board shall only take action during a properly noticed meeting.

1032.3 Committees. Committees created by formal action of the Board shall comply with the Brown Act.

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POLICY TITLE: Personnel System Rules and Regulations

POLICY NUMBER: 1040

1040.1 The District is committed to the provision of an orderly, equitable, and uniform personnel system. The Board of Directors, by resolution, shall establish written rules and regulations for the administration of the personnel system in the form of an Employee Handbook. The Employee Handbook shall be reviewed annually.

1040.2 The District shall not unlawfully discriminate against qualified employees or job applicants on the basis of sex, race, color, religion, national origin, ancestry, marital status, sexual orientation, physical or mental disability, age, veteran status, or any other class protected by state or federal law.

1040.2.1 Equal opportunity shall be provided to all qualified employees and applicants in every aspect of personnel policy and practice. The District shall not discriminate against a physically or mentally disabled person who, with reasonable accommodation, can perform the essential function of the job in question.

1040.2.2 All employees are expected to carry out their responsibilities in a manner that is free from discriminatory statements or conduct.

1040.3 Pursuant to the Americans with Disabilities Act, employers have a duty to reasonably accommodate employees and job applicants with known disabilities. This accommodation is not required for individuals who are not otherwise qualified for the job nor is accommodation generally required until the person with the disability requests it. The following optional regulation includes procedures recommended by the Equal Employment Opportunity Commission for use when determining what accommodation to make.

1040.3.1 Requests for reasonable accommodation may first be considered informally by the site administrator. If an accommodation cannot be made at the site because it would impose undue hardship or because of lack of funds, the site administrator shall ask that the request be submitted in writing to the General Manager. The site administrator shall provide the employee or applicant with any assistance needed to submit this request.

1040.3.2 The duty to reasonably accommodate an individual with a disability is limited to those accommodations that do not impose an undue hardship upon the District. Undue hardship is determined on a case-by-case basis and includes any action that is unduly costly, extensive, substantial, disruptive, or that fundamentally alters the nature or operation of the agency. The burden of proving undue hardship rests with the agency, and what may be an undue hardship for one agency may not be an undue hardship for another, depending on factors such as cost and agency size. Even if cost does pose an undue hardship, the disabled person should have the opportunity to pay for the portion of the cost that constitutes an undue hardship, or to personally provide the accommodation.

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POLICY TITLE: Sexual Harassment

POLICY NUMBER: 1045

1045.1 The District is committed to creating and maintaining a work environment free of objectionable and disrespectful conduct and/or communication of a sexual nature and prohibits sexual harassment by all employees and the Board of Directors..

1045.2 Conduct that creates an intimidating, hostile, or offensive work environment will not be tolerated. Verbal behavior, physical behavior, gestures and other nonverbal behavior that create said environment will not be tolerated. Any employee or member of the public who feels they have been or are being harassed by a Director is strongly encouraged to immediately report the incident(s) to the General Manager without fear of reprisal regardless of the outcome of the complaint. The General Manager shall assign the investigation of the alleged misconduct to an outside party such as an attorney or law firm experienced in such matters. The General Manager shall notify the President of the Board of Directors of said alleged misconduct. Thereafter, the President, at the next meeting of the Board of Directors, shall report the facts and nature of the allegations to the entire Board of Directors.

1045.3 If the Director charged with sexual harassment is the President of the Board of Directors, the General Manager shall report the fact and nature of the allegation(s) to the entire Board of Directors at its next meeting.

1045.4 If an allegation of sexual harassment against a Director is investigated and found to be supported, the Board of Directors reserves the right to take such remedial action as is appropriate under all the circumstances including, if warranted, initiating an action for recall of such Director. The Directors agree that an accusation of sexual harassment against any one of them must be investigated. It is further agreed that such an investigation is not an invasion of their right of privacy.

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POLICY TITLE: Ethics Training

POLICY NUMBER: 1050

1050.1 Pursuant to California Government Code section 53234 et seq., all Directors shall receive two (2) hours of training in general ethics principles and ethics laws relevant to public service within one (1) year of election or appointment to the Board of Directors, and at least once every two (2) years thereafter. All ethics training shall be provided by entities whose curriculum has been approved by the California Attorney General and the Fair Political Practices Commission. The General Manager and any other employee(s) of the District designated by the Board of Directors shall also receive the ethics training specified herein. The District shall maintain records indicating the name of the entity that provided the training and the dates ethics training was completed. Records shall be maintained for a period of at least five (5) years after the date on which the training was received. These records are public records subject to disclosure under the California Public Records Act.

1050.2 Agency officials that are either elected or part of the agency's legislative body must receive biannual ethics training if the agency compensates or reimburses any official. (Gov. Code section 53235.)

1050.3 Agency officials must receive two (2) hours of training in ethics principles and laws every two (2) years. (Gov. Code section 53235(a), (b)).

1050.4 New officials must receive training within a year of starting service. (Gov. Code section 53235.1(b).)

1050.5 Furthermore, a local agency that requires its official to complete ethics training must maintain records indicating the dates the officials received the ethics training and the entity that provided the training. (Gov. Code section 53235.2(a).) These records must be maintained for at least five (5) years. (Gov. Code section 53235.2(b).)

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POLICY TITLE: Claims Against the District

POLICY NUMBER: 1055

This policy provides direction to District staff from the Board of Directors for processing and resolving, if possible, account adjustment requests and property damage claims against the District. Inherent in this policy is the recognition that every adjustment request or claim will be unique, and that guidelines cannot be written to accommodate every case. Therefore, staff must use discretion and good sense in handling each claim.

1055.1 Property (Land and Improvements) Damage Claims

1055.1.1 In the course of the District's operations, damage to land and improvements thereon occasionally occurs due to the proximity of the District's facilities to other property. When District employees are aware property has been damaged in the course of their work, the District will take restorative measures to return the property to as close to its original condition as possible.

1055.1.2 When a property owner informs a District employee of damage to their property (by telephone, in person, or in a written or electronic communication), the employee receiving the claim will document in writing the time and date, as well as a description of the stated circumstances and allegations. Employees should respond to questions, be cordial and respectful, but refrain from commenting on liability questions.

1055.1.3 As soon as possible after information about the damage has been received, it shall be given to the appropriate manager. The General Manager, or the General Manager's designee, shall investigate the property owner's allegations.

1055.1.4 If the owner of damaged property informs a member of the Board of Directors, the information will be immediately forwarded to the General Manager. Directors should not independently investigate claims, but may go with staff, General Counsel, or insurance representatives to observe.

1055.1.5 Investigations shall be done in a timely fashion and documented with a written report, including photographs and/or interviews, when appropriate. A copy of the report shall be submitted to the General Manager.

1055.1.6 If the investigating staff person is convinced the damage was caused by District personnel, equipment, or infrastructure, that staff person shall prepare a work order to have the damage repaired, subject to the following conditions:

- a. Property owner agrees that the proposed repairs are appropriate and adequate;
- b. Property owner agrees to allow District personnel access to their property to perform the repair work;
- c. District personnel have the necessary tools, equipment, and expertise to perform the necessary work;
- d. Repair work can be accomplished within a reasonable amount of time; and
- e. Cost of material for the repairs will not exceed \$1000.

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1055.1.7 If the cost of material for repairs is stated by claimant or estimated by staff to exceed \$1000, the owner will be asked to submit their claim in writing on a District claim form.

1055.1.8 The General Manager shall review the damage claim and the proposed repair work. If the General Manager determines the damage is the District's responsibility and the proposed repair work is appropriate, the General Manager may authorize the work if the cost of material for the repairs will not exceed \$5000. A report shall be submitted to the Board of Directors describing the damage claim, including a description of the manner in which it was resolved.

1055.1.9 If the cost of material for repairs is stated by claimant or estimated to exceed \$5000, the property owner shall submit the claim to the Board of Directors on forms provided by the General Manager. The Board of Directors shall review the claim and receive input from staff in closed session (qualifies as "anticipated litigation" under the Brown Act). After reviewing the damage claim, the Board may authorize the work or may request the claim be tendered to the District's insurance carrier. The claimant shall be notified of any action regarding their claim.

1055.1.9.1 The Board will not consider a claim of an amount in excess of the insurance deductible, including the cost of investigation, without prior written approval of the District's insurance company.

1055.1.9.2 Claims in excess of the District's insurance deductible shall be forwarded to the insurance company and the claimant shall be advised of this action.

1055.1.9.3 Claims for personal injury/wrongful death shall not be investigated by District staff or Directors but shall be immediately forwarded to General Counsel and the District's insurance company.

1055.2 Property (Vehicles and Unsecured Property) Damage Claims

1055.2.1 All claims of damage to vehicles or other unsecured property shall be submitted to the General Manager who will review the damage claim and the requested restitution. If the General Manager determines the damage is the District's responsibility, the General Manager may authorize repairs or reimbursement of expenses to an amount not to exceed \$2000. A report shall be submitted to the Board of Directors describing the damage claim, including a description of the manner in which it was resolved. The claim will be processed as described above if the cost of material for repairs is estimated to exceed \$2000.

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1055.3 Property Damage Claims On District Form

1055.3.1 Except for damage to land and improvements estimated to cost less than \$1,000, all damage claims must be submitted in writing on a District claim form. This will ensure a claim is valid and protect important rights of the District.

1055.3.2 If an individual does not wish to file a claim on the District form, a claim by letter conforming to Section 910 and Section 910.2, California Government Code, may be submitted. Section 910 specifies that a claim needs to show all of the following:

- a. The name and postal address of the claimant.
- b. The postal address to which the person presenting the claim desires notices to be sent.
- c. The date, place, and other circumstances of the occurrence or transaction which gave rise to the claim asserted.
- d. A general description of the indebtedness, obligation, injury, damage, or loss incurred so far as it may be known at the time of presentation of the claim.
- e. The name(s) of the public employee(s) causing the injury, damage, or loss, if known.
- f. The amount claimed, if it totals less than \$10,000, as of the date of presentation of the claim, including the estimated amount of any prospective injury, damage, or loss, insofar as it may be known at the time of the presentation of the claim, together with the basis of computation of the amount claimed. If the amount claimed exceeds \$10,000, no dollar amount shall be included in the claim. However, it shall indicate whether the claim would be a limited civil case.

1055.4 Section 910.2 of the California Government Code specifies the following: “The claim shall be signed by the claimant or by some person on his behalf. Claims against local public entities for supplies, materials, equipment or services need not be signed by the claimant or on his behalf if presented on a billhead or invoice regularly used in the conduct of the business of the claimant.”

1055.4.1 If the filed letter/claim does not meet the requirements of the California Government Code 910 and 910.2, then a letter shall be sent to the claimant informing them of this fact.

1055.4.2 District staff shall provide no assistance to the claimant in filling out the claim form. The claimant must fill out the claim form in its entirety and submit it via mail or personal delivery to the District office. Upon receipt, office staff shall date-stamp the document.

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BOARD POLICY MANUAL

POLICY TITLE: Special Filings

POLICY NUMBER: 1060

1060.1 The Secretary of State of California requires public agencies to file special filings known as “Statement of Facts – Roster of Public Agencies” as defined in California Government Code section 53051 et seq. This roster includes the full legal name and official mailing address of the public agency, the names and business addresses of each member of the governing body, and the name and title of the chair, president, or other presiding officer and the name and title of the clerk or secretary of the governing body. This form is available on the Secretary of State of California’s website.

1060.1.1 A form must be filed within 70 days of creation of public agency.

1060.2 A form amendment must be filed with the Secretary of State of California and Clerk of the Board of San Joaquin County within 10 days of any changes to the organization.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Role of the Board, Powers, Duties, and Functions
POLICY NUMBER: 2010

2010.1 The District has five (5) divisions with a Board member elected to represent each division. The Board of Directors is responsible for the establishment of policy and general control of the District. This broad authority shall be exercised in accordance with all applicable federal, state, and local laws and regulations. The Board of Directors may execute any powers delegated by law to the District and shall discharge any duty imposed by law upon the District. The enabling codes established by the California State Legislature empowers the Board of Directors to have broad authority and flexibility in carrying out financial programs and activities that meet its individual needs, provided these programs or activities are not in conflict with, inconsistent with, or preempted by law.

2010.2 The Board of Directors shall act only at regular, regularly adjourned, or special meetings, as provided by State Law.

2010.3 Individual Directors shall have no power to act for the District, or the Board of Directors, or to direct staff, except as authorized by the Board of Directors.

2010.4 Until a quorum is present, there can be no meeting of the Board of Directors. The presence of a minimum of three (3) Board members is required to constitute a quorum of the Board of Directors.

2010.5 The primary duties of the Board of Directors are as follows:

- a. Take action at legal meetings.
- b. Establish written policies for District operation.
- c. Be responsible for all District finances.
 - i. Approve fiscal budget.
 - ii. Monitor the budget and spending.
 - iii. Review regular financial reports.
- d. Set rates and use fees for District services.
- e. Personnel matters.
 - i. Hire and discharge the Deputy Secretary, General Manager, and General Counsel.
 - ii. Annually evaluate the Deputy Secretary, General Manager, and General Counsel.
- f. Establish written policy on how Board of Director's meetings are conducted.

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BOARD POLICY MANUAL

POLICY TITLE: Role of Individual Directors

POLICY NUMBER: 2020

2020.1 The Board of Directors is the unit of authority for the District. Directors do not represent any factional segment of the constituency, but are, rather, a part of the body that represents and acts for the constituency as a whole.

2020.1.1 Each Director has the right to place an item on a subsequent Board of Directors meeting agenda by submitting a request to the President or the Secretary. The President shall determine the deadline for submittal of an agenda item and related documents by a Director. Agenda item requests received after the submittal deadline for a specific agenda will be added to the agenda of the following regularly scheduled meeting.

2020.1.2 Directors will make every effort to attend assigned Board of Directors and Committee meetings, to prepare adequately for such meetings, and to observe the rules of decorum as set forth herein. Whenever individual Directors will be absent or late for a Board of Directors or Committee meeting, said Director shall notify the District Secretary at the earliest opportunity.

2020.1.3 When requesting information from staff, Directors shall contact the General Manager. When Directors receive constituent requests and concerns, Directors should reroute such inquiries to the General Manager.

2020.1.4 Each Director shall individually decide what contact information will be released by District staff to the general public. To accomplish this in an orderly and consistent manner, each Director shall provide the Secretary with a completed and signed Director Contact Authorization Form. Directors shall be responsible for any and all updates and amendments to said Director Contact Authorization Form.

2020.1.5 Resignations by Directors shall be in writing, state the effective date, and be submitted to the President and Secretary. In the event the President resigns, the resignation shall be submitted to the Vice President and the Secretary.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Officers
POLICY NUMBER: 2030

2030.1 There shall be four (4) officers of the Board: President, Vice President, Secretary, and Treasurer. The Board will elect a President and Vice President before the start of the new calendar year, or following the occurrence of any vacancy, and officers shall serve for a term of two (2) years. Any Director may serve more than one (1) consecutive term in any office, but no Director shall serve in more than one (1) office at the same time. The duties and responsibilities of the officers shall be as follows:

2030.1.1 The President shall sit as presiding officer and conduct all meetings of the Board of Directors, shall carry out the resolution and orders of the Board of Directors and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe. The President shall have all the rights to discuss and vote on any issues before the Board of Directors. The President shall have the following duties and responsibilities:

- a. Call the meeting to order at the appointed time.
- b. Announce the business to come before the Board of Directors in its proper order.
- c. Enforce the Board of Directors policies and rules with respect to the order of business and the conduct of meetings.
- d. Recognize persons who desire to speak and protect the speaker who has the floor from disturbance or interference.
- e. Explain what the effect of a motion would be if it is not clear to every member of the Board of Directors.
- f. Restrict discussion to the question when a motion is before the Board of Directors.
- g. Rule on parliamentary procedure.
- h. Put motions to a vote, and state clearly the results of the vote.
- i. Sign all instruments, acts, and carry out stated requirements and the will of the Board of Directors.
- j. Consult with the General Manager on the preparation of the Board of Directors agendas. In addition, any Director shall have the right to place any matter on the agenda for any meeting in accordance with the provisions of this policy.
- k. Appoint and disband all committees, subject to Board of Directors approval.
- l. Call such meetings of the Board of Directors as they may deem necessary, giving notice as prescribed by law.
- m. Confer with the General Manager, Vice President, General Counsel, and at least one (1) Board Member on crucial matters which may occur between Board of Directors meetings.
- n. Be responsible for the orderly conduct of all Board of Directors meetings.
- o. Coordinate and prepare the Board of Directors annual evaluation of the General Manager and General Counsel.
- p. Other duties as authorized by the Board of Directors.
- q. If there is no General Manager, then the President shall perform the General Manager's duties unless otherwise provided by the Board.
- r. Seek training as appropriate to fulfill role as President.

2030.1.2 Vice President: The Vice President shall perform all of the duties of the office of the President,

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

in the President's absence, inability, or incapacity to serve.

2030.1.3 Secretary. The Secretary shall control communications and board meeting minutes of the District. Should the Secretary be incapacitated or unable to perform the duties of Secretary to the Board of Directors, the President may appoint an Interim Secretary from among the Board Members until the next regularly scheduled Board Meeting. At the next regularly scheduled Board meeting the Board shall consider the options for replacement of the role of Secretary. The duties of the Secretary may be delegated to a Deputy Secretary who is not a board member, with permission of the Board.

2030.1.4 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the District's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the District with such depositories as the Board may designate, shall disperse the District's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the District, and shall have such other powers and perform such other duties as the Board or the President may prescribe. The Board may delegate some of the duties of the Treasurer to a Deputy Treasurer who is not a board member, with permission of the Board, consistent with the Board's internal financial controls.

2030.2 Procedure for Nomination of Officers. The procedure for nomination and appointment of Officers of the Board of Directors shall be as follows:

2030.2.1 President opens the floor for nominations. Any Board member can nominate any party and can self-nominate.

2030.2.2 Once all nominations are exhausted, the President will entertain motion to close nominations. Motion requires majority vote.

2030.2.3 The President will call for vote on nominated parties. This will be done by roll call vote of the Board.

2030.2.4 If a nominated candidate receives the votes of a majority of the quorum (4 votes until such time as there are 5 Directors and then 3 votes if all Board members are present), the president will declare that party elected to the office. If no nominated party receives enough votes to carry a majority of the quorum, the President will declare the nominations did not result in an effective appointment by the Board to fill the vacancy, and the President will reopen the nominations, starting again at #1 above. The process will be repeated until a single candidate receives the votes of a majority of the quorum.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Committees of the Board of Directors
POLICY NUMBER: 2040

2040.1 The President shall appoint committees as the President and/or the Board deem necessary or advisable. Such a committee shall cease to exist when its final report has been made or it is otherwise dissolved or disbanded by the President.

2040.1.1 Role of Committees.

- a. To assist in its background investigations or preliminary discussions, the Board of Directors has formed, and may form additional, committees to assist it. Unless specifically delegated by a documented action of the Board, committees shall have no authority to bind the District to any position, contract, or course of action; the sole function of committees is to assist the Board in fact-finding and other tasks necessary for legislative action. Furthermore, no vote, statement, or position taken by any Director at a committee meeting shall be binding on that Director if the matter comes before the full Board. Final approval of any action taken on behalf of the District rests with the full Board unless the Board specifically delegates powers to the committee. The Board may, at any time, create or dissolve a committee as it deems necessary. There are two (2) types of advisory committees of the Board: standing and ad hoc committees. The Board will establish and review committees and members thereof annually.
- b. **Standing Committees.** All standing committees are created by formal action of the Board (approved by the Board and so recorded in the minutes). The meetings of the standing committees shall be governed by, and conducted pursuant to, the provisions of the Brown Act in the same manner as the meetings of the Board of Directors. Any member of the Board may attend any meeting of any standing committee but may not participate in the vote on any question before the committee. Minutes of the proceedings of all standing committees shall be kept by the Secretary and shall be available to other Board members or members of the public upon request. Standing committees shall meet on a regular basis, as determined by the committee chair or General Manager. Standing committees may be assigned to review specific District functions, activities, and/or operations pertaining to their designated concerns. Any recommendations resulting from the specific review should be submitted to the Board via written or oral report for action by the Board. The President shall appoint and announce the members of the standing committees for the ensuing year no later than the end of the calendar year. The President may make changes to those appointments at any time with concurrence from the existing appointee the President proposes to move or switch by approval of the Board. The President may also make appointments at any time to fill a vacancy, when needed.
- c. **Ad Hoc Committees.** Ad hoc committees are informal, temporarily formed advisory committees to investigate or address situation-specific occurrences and are created and filled by appointment of the President. Ad hoc committees shall have no delegated authority from the Board and shall be dissolved by the President of the Board when the situation or occurrence leading to their formation is resolved, their final report is completed, or when the President otherwise considers such dissolution appropriate. Ad hoc committees shall have no continuing subject matter jurisdiction. Only Directors appointed to an ad hoc committee

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BOARD POLICY MANUAL

shall attend or otherwise participate in its meetings.

- d. Membership of Committees. No committee shall consist of more than two (2) members of the Board. Each committee shall elect its own chairperson. The continuation and membership of all committees shall be reviewed by the Board annually at or before its regular meeting in January, at which time any modifications to the appointments shall be made for the upcoming year.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Attendance at Meetings

POLICY NUMBER: 2050

2050.1 Directors shall endeavor to attend all meetings of the Board. To the extent a Director anticipates being absent from a Board meeting, the Director shall, at the prior regularly scheduled Board meeting, advise the Board of the anticipated absence and shall state the reason for the absence. In the event a Director becomes aware of an impending absence with short notice, that Director shall notify the General Manager as soon as possible. The General Manager shall be responsible for informing the Board of the absence.

2050.2 A Director's absence from a meeting shall be excused if such absence is due to illness of the Director, illness or death of the Director's family member, or when the Director is traveling away from the District on vacation, personal business, or District business. Absences for any other reason shall be excused only if the Board President, at the Board President's discretion, determines there is good cause for the absence. Absences which are not excused shall be recorded in the minutes. Known excused absences will be announced during roll call, however, any Director may ask for an excusal after roll call.

2050.3 If a Director has three (3) consecutive unexcused absences from regular meetings of the Board, the Board may, by resolution and at its discretion, declare the office of such Director vacated, and a successor shall be appointed or elected as provided in Subsection 2020.2.

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BOARD POLICY MANUAL

POLICY TITLE: Vacancies in the Board of Directors

POLICY NUMBER: 2055

2055.1 Vacancies in the Board of Directors. A vacancy in the Board shall exist on the happening of any of the events set forth in Government code section 1770, or as otherwise determined by California Law. Any vacancy occurring in the Board may be filled either by appointment by a majority vote of the remaining Directors at a special meeting held within sixty (60) days after the effective date of the vacancy or by an election called for within sixty (60) days after the effective date of the vacancy and held on the next available election date that is one hundred thirty (130) or more days after the vacancy occurs. Where a vacancy is filled by appointment, notice of the vacancy shall be published in a newspaper of general circulation within the District at least fifteen (15) days before the appointment is made. Such notice shall invite interested, eligible parties to apply for appointment. An individual appointed to fill a vacancy shall hold office until the next District general election and until such Director's successor has been elected and qualified, unless an election is also held on the same date for the purpose of electing a Director to serve a full term in the same office, in which event the person appointed shall fill the balance of the unexpired term of the predecessor in office.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Director's Legal Liabilities

POLICY NUMBER: 2070

2070.1 The District shall defend and indemnify Directors from any claim, liability, or demand that arises out of a Director's performance of duties or responsibilities as a Director or Officer of the District.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Board Meetings

POLICY NUMBER: 3010

3010.1 Regularly scheduled meetings of the Board of Directors shall be held on the last Monday of each month at 2:00 p.m. at a location to be determined, unless otherwise specified by action of the Board of Directors. Special meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Brown Act, may be duly authorized and held as deemed necessary by the President or a majority of the Board of Directors. Notice and location of special meetings shall be as prescribed by law.

3010.2 Emergency meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Brown Act, maybe duly authorized and held as deemed necessary only by a majority of the Board of Directors. Notice and location of emergency meetings shall be as prescribed by law.

3010.3 Special meetings of the Board of Directors may be called by the Board President or by a majority of the Board.

3010.4 All Directors shall be notified of the special Board meeting and the purpose(s) for which it is called. Said notification shall be in writing and received by Directors at least 24 hours prior to the meeting.

3010.5 Only those items of business listed in the call for the special meeting shall be considered by the Board at any special meeting.

3010.6 No closed session may be held during an emergency meeting, and all other rules governing special meetings shall be observed, with the exception of the 24-hour notice. The minutes of the emergency meeting, a list of persons the Board or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions taken at such meeting shall be posted for a minimum of ten (10) days in the District office and posted on the District's website as soon as possible after the meeting.

3010.7 Matters of routine business, such as approval of the minutes and approval of minor matters, may be expedited by assuming unanimous consent of the members of the Board of Directors and having the President state that without objection the matter will stand approved. Should any Director object to such unanimous consent, the President shall then call for a vote.

3010.8 To promote discussion of the issues before the Board of Directors, each Director shall be recognized by the President before speaking. Notwithstanding any provision of this policy, however, each Director shall have a right to be heard within reason on any issue before the Board of Directors. Each Director may seek information or comment by the staff on any question.

3010.9 Except as required by law, all proceedings in closed session shall remain confidential.

3010.10 Board of Directors meetings shall follow the current edition of the Robert's Rules of Order and the current edition of the Brown Act.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

3010.11 All meetings of the Board of Directors shall be open to the public, except when the Board is convened in closed session as authorized under provisions of the Brown Act.

3010.12 The President of the Board may at any time, during debate or otherwise, declare a recess for not more than ten (10) minutes. Declaration of a recess shall not be subject to any motions.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Board Meeting Agenda
POLICY NUMBER: 3020

3020.1 The General Manager, in consultation with the President, shall be responsible for the preparation of a written agenda for each regular meeting and/or special meeting of the Board of Directors as those terms or its successor terms are defined within the meaning of the Brown Act. Any Director may request that an item be placed on the agenda for a regular or special meeting of the Board of Directors as stated herein. The Secretary shall be responsible for the posting of the agenda for all meetings of the Board of Directors and/or other "legislative bodies," as defined within the meaning of the Brown Act, in compliance with, and as authorized under the applicable provisions of the Brown Act.

3020.2 Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

3020.2.1 The request must be in writing and be submitted to the Secretary or President, together with all supporting documents and information, if any, at least ten (10) business days prior to the date of the meeting;

3020.2.2 The President shall be the sole judge of whether the public request is or is not a "matter directly related to District business." The public member requesting the agenda item may request redress of the President's decision at the public comment section of the next regular meeting of the Board of Directors. Any Director may request that the item be placed on the agenda of the Board's next regular meeting.

3020.2.3 The public may not request a matter that is legally the proper subject for consideration by the Board in closed session be placed on the regular agenda for public discussion, under this policy.

3020.2.4 The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting and may limit the time allowed for any one (1) person to speak on the issue at the meeting. In addition, speakers addressing the Board at the public comment portion of the meeting shall be limited to three (3) minutes, unless such time is extended by the President at the President's discretion.

3020.3 This policy does not prevent the Board from taking testimony at regular and special meetings of the Board on matters that are not on the agenda but that a member of the public wishes to bring before the Board. However, the Board shall not discuss or take action on such matters at that meeting.

3020.4 At least 72 hours prior to the time of all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review at the District office. If the District maintains a website, the agenda shall be posted on the website for public information at the same time. All information made available to the Board of Directors (except confidential information allowed by State law per legal counsel authority) shall be available for public review prior to the board meeting.

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BOARD POLICY MANUAL

3020.5 A copy of the agenda, as well as copies of all applicable supporting documentation, minutes to be approved, staff reports, and other documents pertinent to the agenda, for each regular meeting of the Board of Directors shall be forwarded to each Board member in advance of each meeting in accordance with the Brown Act. Directors shall review agenda materials before each meeting. Individual Directors may confer directly with the General Manager to request additional information on the agenda items.

3020.6 The consent agenda minimizes the time required for the handling of any noncontroversial matters. Consent agenda items are considered to be routine and noncontroversial, with documentation provided to the Board of Directors that is adequate and sufficient for approval without inquiry or discussion. Any item on the consent agenda will be moved to the regular agenda upon request from individual Directors or a member of the public. Unless moved to the regular agenda, the consent agenda shall be voted upon as a single item without discussion or debate.

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BOARD POLICY MANUAL

POLICY TITLE: Written Correspondence

POLICY NUMBER: 3025

3025.1 The written correspondence portion of the agenda is established to act as a report of written materials received by the Board as a whole but may also include items requested for inclusion by individual Directors or members of the public. Written communications which require no official actions by the Board of Directors may be listed only by title and date received, and not presented in its entirety. Written correspondence not presented in its entirety will be maintained by the Deputy Secretary for a period of two (2) years.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Board Meeting Conduct

POLICY NUMBER: 3030

3030.1 The President shall conduct meetings of the Board of Directors in a manner consistent with the policies of the District.

3030.2 All Board meetings shall commence at the time stated on the agenda and shall be guided by same.

3030.3 The conduct of meetings shall, to the fullest possible extent, enable Directors to:

3030.3.1 Consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems.

3030.3.2 Receive, consider and take any needed action with respect to reports of accomplishment of District operations.

3030.4 Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

3030.4.1 Three (3) minutes may be allotted to each speaker and a maximum of 20 minutes to each subject matter.

3030.4.2 No disruptive conduct shall be permitted at any Board meeting. Persistence in disruptive conduct shall be grounds for summary termination by the President of that person's privilege of address.

3030.5 Willful disruption of any of the meetings of the Board of Directors shall not be permitted. If the President finds there is willful disruption of any meeting of the Board, the President may order the disrupting parties out of the room and subsequently conduct the Board's business without them present.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Board Actions and Decisions
POLICY NUMBER: 3040

3040.1 Actions by the Board of Directors include, but are not limited to, the following:

- a. Adoption or rejection of regulations or policies;
- b. Adoption or rejection of a resolution;
- c. Adoption or rejection of an ordinance;
- d. Approval or rejection of any contract or expenditure;
- e. Approval or rejection of any proposal that commits District funds or facilities, including employment and dismissal of personnel; and
- f. Approval or disapproval of matters that require or may require the District or its employees to take action and/or provide services.

3040.2 Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors will represent a quorum when five (5) Directors serve on the Board.

3040.2.1 A member abstaining from a vote is considered absent for that vote. A member abstaining due to a conflict of interest does not count towards a quorum.

3040.2.1.1 Example: if three (3) of five (5) Directors are present at a meeting, a quorum exists and business can be conducted unless the abstention is due to a conflict of interest. However, if one Director abstains on a particular action and the other two cast "aye" votes, no action is taken because a majority of the Board did not vote in favor of the action.

3040.2.1.2 Example: if a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy and five (5) Directors are present, three (3) Directors must vote in favor to approve the appointment. If three (3) of five (5) Directors present abstain, the appointment is not approved.

3040.3 The Board may give directions that are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager.

3040.3.1 The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested.

3040.3.2 A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager for review and recommendation).

3040.3.3 Informal action by the Board on a matter that appear on the agenda for a Board meeting is considered Board action and shall be recorded in the minutes.

3040.4 Unless otherwise provided by their own terms, all ordinances, resolutions, and motions shall become

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

effective upon adoption.

3040.5 The President may vote on all motions unless disqualified or abstaining. The President shall not call for a vote on any motion until sufficient time has been allowed to permit all members of the Board of Directors to speak.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Review of Administrative Decisions

POLICY NUMBER: 3050

3050.1 This policy ensures efficient administration of the District and the expeditious review of decisions rendered by the Board of Directors.

3050.2 The provisions of Section 1094.6 of the Code of Civil Procedure of the State of California shall be applicable to judicial review of all administrative decisions of the Board of Directors pursuant to the provisions of Section 1094.5 of said code. The provisions of Section 1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy, or regulation of the District affecting the subject matter of an appeal.

3050.3 This policy affects those administrative decisions rendered by the Board of Directors governing acts of the District in the conduct of the District's operations and those affecting personnel operating policies.

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Minutes of Board Meetings

POLICY NUMBER: 3060

3060.1 The Secretary or Deputy Secretary, if delegated, of the Board of Directors shall keep minutes of all regular and special meetings of the Board.

3060.1.1 Minutes of all Board of Directors meetings will be in summary form and be constructed from notes taken by the District Secretary, or delegate, during the meeting. Said minutes shall be subject to inspection pursuant to the California Public Records Act and in accordance with State Laws.

3060.1.2 Copies of a meeting's minutes shall be distributed to Directors as part of the information packet for the next regular meeting of the Board, at which time the Board will consider approving the minutes as presented or with modifications. Once approved by the Board, the official minutes shall be maintained in the District's official records.

3060.1.4 Motions, resolutions, and ordinances shall be recorded in the minutes as having passed or failed, and individual vote counts will be recorded unless the action was unanimous. All resolutions and ordinances adopted by the Board shall be numbered consecutively. In addition to other information that the Board may deem to be of importance, the following information (if relevant) shall be included in each meeting's minutes, unless waived by the Board:

- a. Date, place, and type of each meeting
- b. Directors present and absent by name
- c. Administrative staff present by name
- d. Call to order
- e. Time and name of late-arriving Directors
- f. Time and name of early-departing Directors
- g. Names of Directors absent during any agenda item upon which action was taken
- h. Summary record of staff reports
- i. Summary record of public comment regarding matters not on the agenda, including names of commenters
- j. Approval of the minutes or modified minutes of preceding meetings
- k. Approval of financial reports
- l. Record by number (a sequential range is acceptable) of all warrants approved for payment
- m. Complete information as to each subject of the Board's deliberation
- n. Record of the vote of each Director on every action item for which the vote was not unanimous
- o. Resolutions and ordinances described as to their substantive content and sequential numbering
- p. Record of all contracts and agreements, and their amendment, approved by the Board
- q. Approval of the annual budget
- r. Approval of all policies, rules, and regulations
- s. Approval of all dispositions of District assets
- t. Approval of all purchases of District assets
- u. Time of meeting's adjournment

North San Joaquin Water Conservation District

BOARD POLICY MANUAL

POLICY TITLE: Study Sessions

POLICY NUMBER: 3080

3080.1 Study Sessions. Study sessions or workshop meetings are for the purpose of discussing an item(s) that may come before the Board at a later time for official action to facilitate planning, or discussion of special topics of interest. Study sessions provide a more informal forum for the Board of Directors, staff, and the public to engage in open-ended discussion and share information on a particular subject(s). No formal action(s) can be taken at a study session; direction can be given to staff regarding preparation of an agenda item for discussion and possible action at a subsequent meeting. From time to time, study sessions may be duly authorized as deemed necessary by the President or a majority of the Board.

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BOARD POLICY MANUAL

POLICY TITLE: Procurement Policy

POLICY NUMBER: 4010

4010.1 Purpose. This policy ensures the District obtains services, equipment, supplies, materials, and labor that are of the highest quality at an efficient cost and provides a uniform method for procurement. In addition, through proper documentation, conformance to this policy will enable the District's constituents to know the District is spending public funds responsibly and treating potential vendors and contractors equitably. This policy is adopted pursuant to Government Code sections 4526 and 54202, and other applicable law.

4010.2 Purchasing Authority. All purchasing, contracting, or procurement of services, equipment, supplies, materials, or labor by the District must be accomplished in compliance with this policy. As used in this policy, the term "purchase" refers collectively to contracting or procurement of services, equipment, supplies, materials, or labor.

4010.2.1 Board Approval for Purchases. Approval of the Board of Directors is required prior to contracting for or procuring services, supplies, materials, or labor with the following exceptions:

- The Board President and General Manager may jointly approve expenditures of \$25,000 or less between Board meetings, subject to subsequent Board ratification, when necessary for timely operation of the District.
- The General Manager can approve expenditures of \$10,000 or less between Board meetings, subject to subsequent Board ratification, when necessary for timely operation of the District.
- Nothing in this policy shall prevent the General Manager, or a District Board Member, from incurring expenses on behalf of the District in the event of an emergency where there is a threat to life, property, or district facilities, provided that if the expenditure is more than \$25,000, the Board shall call a special meeting prior to the next regularly scheduled Board meeting.

4010.2.2 Annual Expenditures Not Exceeding \$50,000. The District may invite bids for annual expenditures not expected to exceed \$50,000 at the discretion of the Board of Directors. Whenever reasonably feasible, the General Manager shall consider competitive cost information and the qualifications of vendors or contractors providing services for any District purchase, even though formal bids are not required. The General Manager may approve contracts for \$10,000 or less. The Board of Directors must approve all contracts between \$10,001 and \$50,000.

4010.2.3 Formal Solicitation of Bids for Annual Expenditures Exceeding \$50,000. When any annual expenditure is expected to exceed \$50,000, the District shall engage in a formal solicitation of bids amongst potential vendors, contractors, or consultants who are qualified to undertake the scope of work required, unless the Board affirmatively decides the solicitation is impractical. The solicitation and consideration of bids shall follow the procedures described below. The term "bids" as used herein shall include request for proposals as well as formal public contract bids, as applicable to the situation and required by law.

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4010.2.2.1 Solicitation Procedure. To solicit bids, the Board of Directors shall prepare a bid invitation that includes a detailed written description of the goods or services desired and instructions for the submission of written bids. The bid invitation may be advertised in the following methods:

- a. Contacting individual contractors or consultants directly;
- b. Posting an announcement on the District's website;
- c. Placing an advertisement in a general circulation newspaper; or
- d. By other means deemed appropriate by the Board of Directors.

The Board of Directors must advertise the bid invitation at least two (2) weeks prior to the time bids must be submitted. A copy of the bid invitation shall be available for review at the District office. Any member of the public may contact the District to receive a copy of the bid invitation.

4010.2.2.2 Consideration of Bids. All bids must be submitted electronically or in an alternative format specified by the District. The Board of Directors shall consider a minimum of three (3) separate bids unless fewer bids are received, in which case the Board of Directors may either elect to consider the bids received or restate the solicitation process. The Board of Directors may award the contract to the bidder who is most qualified to perform the underlying work, regardless of which bid is the lowest.

4010.2.2.3 Any District project exceeding \$50,000 will require written bids.

4010.2.4 Contracts for Professional Services. The District may in its discretion, but is not required to, utilize a request for proposal process or other qualifications-based formal process for the selection of consultants to provide professional services. Selection of professional services consultants shall be made at the District's sole discretion based on demonstrated competence, professional qualifications, and other criteria deemed relevant by the District.

4010.2.5 Conflict of Law. This policy is not applicable where superseded by local, state, or federal law, where the terms of grant funding provide for the use of other competitive selection procedures, or where the District is obligated to select consultants through the use of different procedures, such as due to the requirements of an insurance or self-insurance program.

4010.2.6 Exceptions to the Requirement to Solicit Bids for Purchases Exceeding \$50,000:

4010.2.6.1 Special Circumstances. The procedure for solicitation of bids is not applicable when three (3) qualified firms or individuals are unavailable, or if it is appropriate and in the best interest of the District, under the specific circumstances of the project at issue, to limit the number of consultants or vendors solicited. The basis for such action shall be documented in writing and approved, in advance, by the Board of Directors.

4010.2.6.2 Emergency Conditions. In the case of an emergency requiring an immediate

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purchase, the Board of Directors may authorize the purchase of services, equipment, supplies, materials, or labor required to respond to the emergency without engaging in the solicitation of bids. Competitive bidding also may be waived when the items or services to be furnished are in such short supply that no competition exists, where the specifications or other restrictions limit the number of prospective suppliers, or where the skill or knowledge of a particular individual is sought. Competitive bidding may also be waived to consolidate procurement with that of another agency or entity constituted for governmental purposes, provided the commodities or contractual services to be procured have been subjected to competitive bidding by said other agency or entity and documentation of such competitive bidding exists.

4010.2.6.3 Limited Availability/Sole Source. Occasionally, necessary supplies, materials, equipment, or services are of a unique type, are of a proprietary nature, are of such a required and specific design or construction, or are specifically necessary for the purpose of maintaining cost-effective system consistency so as to be available from only one source. After reasonable efforts to find alternative suppliers, the District may dispense with the requirement for solicitation of bids as described in section 4010.2.2.1 and recommend making the purchase from the sole source. The basis for the sole source recommendation shall be documented in writing and approved, in advance, by the Board for purchases exceeding \$50,000.

4010.2.6.4 Cooperative Purchasing. The District shall have the authority to join in cooperative purchasing agreements with other public agencies to purchase goods or services at a price established by that agency through a competitive bidding process. The formal competitive bidding procedures described above for purchases exceeding \$50,000 are not required when another public agency has undertaken a formal, advertised, competitive bidding process for the purchase of goods or services being made through the cooperative purchasing agreement.

4010.2.7 Best Value or Lowest Responsible Bidder. The District may award a contract for a project to a qualified bidder based on best value to the District or lowest responsible bidder at the discretion of the Board.

4010.3 Public Works Projects and Competitive Bidding. Water conservation districts are not included within, and are not subject to, competitive bidding requirements in the Public Contract Code. The District reserves the right in its discretion to determine whether it will seek competitive bids for public works projects.

4010.4 Prevailing Wages. State law requires contractors to pay their workers "prevailing wages" when a project is a "public works" project. The meaning of "public works" is defined in the California Labor Code Section 1720-1743. The District will include prevailing wage requirements in contracts between the District and its contractors as required by law.

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4010.5 DIR Compliance. For all maintenance projects greater than \$15,000, or other projects greater than \$25,000, or as otherwise required by law, the District will: (1) file forms with the California Department of Industrial Relations for the project, and (2) verify that each prime contractor and listed subcontractor working on the project is registered with the California Department of Industrial Relations.

4010.6 Grant Compliance. Grant-required language will be incorporated in bid documents, professional services agreements, equipment supply contracts, and construction contracts as needed. District contracts will provide language required to be in all subcontracts and disclosure of an audit requirement.

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POLICY TITLE: Internal Controls

POLICY NUMBER: 4020

4020.1 There will be established procedures for the adequate separation of duties, including at least the following:

- a. The Secretary will prepare a receipt log of all cash/checks received daily;
- b. The Secretary will prepare or oversee the deposit and ensure a digital copy of each check is saved in the District's designated shared drive;
- c. The General Manager will confirm the daily deposits agree with the original of the receipt log;
- d. An employee or bookkeeper with no authority to prepare or sign checks or authorize other debits against the account will prepare the bank reconciliation promptly after month-end;
- e. An authorized person must approve all invoices presented for payment;
- f. Two (2) authorized signers must sign every check;
- g. The same employee cannot be responsible for authorizing transactions, collecting or paying bills, and maintaining accounting records.
- h. The General Manager will provide the bank statements and a financial report to the Board of Directors every month;
- i. The President and one (1) additional Director may approve expenditures included in the budget approved by the full Board. The Board must approve any new expenditures not included in the Board-approved budget;
- j. The Secretary shall denote the budget category on the bill to be paid, and the allocation between budget categories, if applicable. If the expense is not budgeted, this shall be noted on the bill;
- k. The Secretary shall provide the marked-up invoices to the District's bookkeeper, who shall prepare the checks; and
- l. The Board may approve the issuance and use of a credit or debit card to the Secretary and General Manager for routine expenditures that are covered by an approved budget. The Board will include in their approval the limit on the card, the types of District expenses for which the Secretary and General Manager may use the card, and establish a process for filing receipts or otherwise ensuring responsible use of the card.

4020.2 The District will complete an annual financial audit, conducted by a certified public accountant, by the end of the calendar year following the close of the fiscal year (July 1 to June 30). Any findings shall be reported to the Board of Directors with simultaneous notice to the General Manager.

4020.3 There will be biennial audits of the Property/Liability and Workers' Compensation Program claims paid by the district and those report(s) will be promptly presented to the Board of Directors.

4020.4. The District will develop a whistleblower policy clarifying the process through which District employees or Board members can report activities considered illegal or dishonest.

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BOARD POLICY MANUAL

POLICY TITLE: Accounts Receivable Policy

POLICY NUMBER: 4030

4030.1 It is the policy of the District that accounts receivable be reviewed monthly, as it is critical to the cash flow of the District and requires continued follow-up and attention.

4030.2 Procedures:

- a. The accounts receivable balances are reviewed monthly by President and the General Manager.
- b. Notices are sent for all accounts 30 or more days past their due date.
- c. Finance charges of 5 percent per month are assessed on all accounts past due as provided by District.
- d. At month-end closing, an accounts receivable schedule is prepared, reviewed, and reconciled to the General Ledger. The trial balance report is compared to the General Ledger for accuracy.
- e. An appropriate allowance for bad debt is carried on the Balance Sheet. Every attempt is made for collection. At year-end, it is determined if there are uncollectible items and, if so, those are written off by the Board of Directors upon approval by the General Manager or the General Manager's designee.

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BOARD POLICY MANUAL

POLICY TITLE: Budget Preparation

POLICY NUMBER: 4040

4040.1 The General Manager shall prepare an annual budget proposal, which includes detail of all capital items, professional fees for services, and all other expenditures.

4040.2 Before review by the Board of Directors, the Treasurer and President shall meet with the General Manager to review the annual budget proposal.

4040.3 The proposed annual budget as reviewed and amended by the Treasurer and President shall be reviewed by the Board at a regular meeting.

4040.4 The proposed annual budget as amended by the Board during its review shall be adopted prior to June 30 of each fiscal year.

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BOARD POLICY MANUAL

POLICY TITLE: Debt Management
POLICY NUMBER: 4050

4050.1 Purpose and Scope

4050.1.1 This debt management policy establishes the parameters within which debt may be issued and administered by the District. This policy is intended to comply with Government Code Section 8855(i), effective on January 1, 2017, and shall govern all debt undertaken by the District.

The District hereby recognizes that a fiscally prudent debt policy is required in order to:

- a. Maintain the District's sound financial position;
- b. Ensure the District has the flexibility to respond to changes in future revenue levels, construction, maintenance and operating expenses;
- c. Protect the District's credit-worthiness;
- d. Ensure that all debt is structured to protect both current and future property owners and constituents of the District; and
- e. Ensure that the District's debt is consistent with its planning goals and objectives and capital improvement program or budget, as applicable.

4050.2 Purposes for Which Debt May Be Issued

4050.2.1 Long-Term Debt. Long-term debt may be issued to finance the construction, acquisition, and long-term maintenance of capital improvements and facilities, equipment, and land to be owned and operated by the District.

4050.2.1.1 Long-term debt financings are appropriate when the following conditions exist:

- a. When the project to be financed is necessary to provide basic services.
- b. When the project to be financed will provide benefit to constituents over multiple years.
- c. When total debt does not constitute an unreasonable burden to the District's constituents.
- d. When the debt is used to refinance outstanding debt to produce debt service savings or to realize the benefits of a debt restructuring.

4050.2.1.2 Long-term debt financings will generally not be considered appropriate for current operating expenses and annual routine maintenance expenses.

4050.2.1.3 The District may use long-term debt financing subject to the following conditions:

- a. The Board of Directors approves the project to be financed.
- b. The weighted average maturity of the debt (or the portion of the debt allocated to the project) will not exceed the average useful life of the project to be financed by more than 20%.

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- c. The Board of Directors estimates sufficient revenues will be available to service the debt through its maturity.
- d. The Board of Directors determines the issuance of the debt will comply with the applicable state and federal laws.

4050.2.2 Short-Term Debt. Short-term debt may be issued to provide financing for the District's operational cash flows to maintain a steady and even cash flow balance and other purposes as permitted by the applicable law. Short-term debt may also be used to finance short-lived capital projects or to provide interim financing for long-lived capital projects.

4050.3 Types of Debt. The following types of debt are allowable under this policy.

- a. Warrants
- b. Land-secured financings, such as special tax revenue and assessment bonds issued under applicable assessment statutes
- c. General obligation bonds (GO Bonds)
- d. Bond or grant anticipation notes (BANs)
- e. Lease revenue bonds, certificates of participation (COPs), and lease-purchase transactions
- f. Other revenue bonds and COPs
- g. Tax and revenue anticipation notes (TRANS)

The Board of Directors may from time to time find that other forms of debt would be beneficial to further its public purposes and may approve such debt without an amendment of this policy.

4050.4 Relationship of Debt to Capital Improvements and Budget

4050.4.1 The District is committed to long-term capital planning. The District intends to issue debt for the purposes stated in this policy and to implement policy decisions for capital improvements and budget.

4050.4.2 The District shall strive to fund the upkeep and maintenance of its infrastructure and facilities due to normal wear and tear through the expenditure of available operating revenues. The District shall seek to avoid the use of debt to fund infrastructure and facilities improvements that are the result of normal wear and tear.

4050.4.3 The District shall seek to issue debt in a timely manner to avoid having to make unplanned expenditures for capital improvements or equipment from its general fund.

4050.5 Policy Goals Related to Planning Goals and Objectives

4050.5.1 The District is committed to long-term financial planning, maintaining appropriate reserves levels and employing prudent practices in governance, management and budget administration. The District intends to issue debt for the purposes stated in this policy and to implement policy decisions incorporated in the annual operations budget.

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4050.5.2 It is a policy goal of the District to protect ratepayers and constituents by utilizing conservative financing methods and techniques so as to obtain the highest practical credit ratings and the lowest practical borrowing costs.

4050.5.3 The District will comply with applicable state and federal law as it pertains to the maximum term of debt and the procedures for levying and imposing any related assessments, rates, and charges.

4050.5.4 When refinancing debt, it shall be the policy goal of the District to realize, whenever possible, and subject to any overriding nonfinancial policy considerations, minimum net present value debt service savings equal to or greater than 3.0% of the refunded principal amount, and present value debt service savings equal to or greater than 100% of any escrow fund negative arbitrage.

4050.6 Internal Control Procedures

4050.6.1 When issuing debt, in addition to complying with the terms of this policy, the District shall comply with any other applicable policies regarding initial bond disclosure, continuing disclosure, post-issuance compliance, and investment of bond proceeds.

4050.6.2 Without limiting the foregoing, the District will periodically review the requirements of and will remain in compliance with the following:

- a. Any federal tax compliance requirements, including, without limitation, arbitrage and rebate compliance.
- b. Investment policies as they relate to the use and investment of bond proceeds developed pursuant to the investment policy detailed in policy 4030.
- c. Any continuing disclosure undertakings entered into by the District in accordance with SEC Rule 15c2-12, if applicable.

4050.6.3 Proceeds of debt will be held either (a) by a third-party trustee or fiscal agent, which will disburse such proceeds to or upon the order of the District upon the submission of one or more written requisitions by an authorized representative of the District, or the representative's written designee, or (b) by the District, to be held and accounted for in a separate fund, general account or project account, the expenditure of which will be carefully documented by the District.

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POLICY TITLE: Investment Policy

POLICY NUMBER: 4060

4060.1 The District is committed to the establishment of formal policies relative to the prudent investment of the District's unexpended cash. The Board of Directors, by resolution, shall establish written guidelines for the investment of District funds in the custody of the District in a manner that conforms to all state and local statutes governing the investment of public funds. Said guidelines shall provide for an optimal combination of safety, liquidity, and yield. The District's Investment Policy and any amendments thereto, shall be adopted by resolution of the Board of Directors.

4060.2 The Investment Policy shall be reviewed annually by the end of each calendar year.

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POLICY TITLE: Annual Disclosure of Reimbursements
POLICY NUMBER: 4070

4070.1 The District shall annually disclose any reimbursements paid by the District of at least one hundred dollars (\$100) for each individual charge for services or products received. The Board of Directors shall review said reimbursement information annually for the preceding fiscal year (July 1-June 30) at the first Board of Directors meeting and not later than the end of each calendar year.

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POLICY TITLE: Audit Policy

POLICY NUMBER: 4080

4080.1 The District will prepare independently audited financial statements annually and make the audit available for public inspection upon request.

4080.2 The District will complete the audit within six (6) months of the end of the fiscal year.

4080.3 The outside auditor responsible for preparing the independently audited financial statements will present the audit to the Board of Directors within three (3) months of completion.

4080.4 The District will change the auditing firm used every six (6) years.