



Board Governance Policies

Legislative/Human Resources Committee
June 11, 2024

Draft Policies to Be Discussed

- Role of the Board of Directors
- Board Member Code of Conduct
- Board Meetings
- Election of Board Officers and Committee Assignments
- Board Member Orientation and Training
- Role of Board Committees
- Ethics of the Board of Directors
- Protection of Whistleblowers
- Board Member Compensation and Benefits
- Reimbursement of Director Expenses

Development of Governance Policies

- Board requested development of governance policies at the November 3, 2023 Board Retreat.
- Draft policies based on:
 - Past Board resolutions and Board President directives;
 - Practices memorialized by the Secretary of the District;
 - Policies and administrative ordinances of other California government entities; and
 - Collaboration of the General Counsel, the General Manager, and the Secretary of the District.

Role of the Board of Directors

- Describes the role and purpose of the Board;
- Describes the Board's role and how they work with the General Manager; and
- Describes the roles and responsibilities of the Board Officers, Committee chairs, and Joint Powers Authority (JPA) representatives.

Board Member Code of Conduct

- Provides general principles of Board member conduct; and
- Provides specific principles of conduct in Board member interactions with each other, with staff, and when representing the District.

Board Meetings

- States the time and place of regular Board meetings and committee meetings;
- Describes the process for setting meeting agendas and the requirement for posting agendas;
- States the applicability of the Sturgis Standard Code of Parliamentary Procedure to the conduct of Board meetings;
- Describes the process for providing public comment at Board meetings and the handling of documents provided to the Board by members of the public; and
- Describes the process for addressing disruptions during Board meetings.

Election of Board Officers and Committee Assignments

- Describes the process for electing the Board officers (President and Vice President);
- Lists the qualifications for these positions;
- States the term of the offices;
- Describes the process for removal of a Board officer; and
- Describes the process for appointment of committee members and JPA representatives.

Board Member Orientation and Training

- Describes the onboarding and training for newly elected or appointed Board members;
- Lists ongoing training requirements for Board members; and
- States consequences for a Board member's failure to complete required training.

Role of Board Committees

- Describes the roles and responsibilities of each standing Board committee;
- Describes the process to create ad hoc committees and the role of ad hoc committees;
- Describes Board member service on JPAs and other authorities; and
- Describes the District Retirement Board and its membership.

Ethics of the Board of Directors

- Replaces existing District Policy 6.04;
- Adds a mandatory reporting duty for violations of District Policy 6.06 – Equal Employment Opportunity;
- Removes section on Board Member-General Manager Relationship to new Governance Policy on the Role of the Board of Directors;
- Removes section on reporting of improper activities to a separate Governance Policy on the Protection of Whistleblowers; and
- Removes section on Board Compensation to the new Governance Policy on Board Member Compensation and Benefits.

Protection of Whistleblowers

- Extracted from existing Policy 6.04;
- Describes the role of the Board in ensuring the General Manager operates the District according to law;
- Requires Board members to report improper activities; and
- Requires formal complaints against the General Manager or General Counsel to be reported to the Board.

Board Member Compensation and Benefits

- Provides the requirements for Board member receipt of compensation;
- Describes the process for adjusting the Board member compensation; and
- Describes benefits received by Board members.

Reimbursement of Director Expenses

- Replaces existing District Policy 4.14;
- Describes requirements for Board member expense reimbursement;
- Includes a requirement that Board member expenses not specified in the policy be approved in advance by the full Board; and
- Adds a requirement that Board members provide both a written and a public report on conferences attended at District expense.

Next Steps

- ✓ Presentation to Legislative/Human Resources Committee on June 11, 2024.
- ❑ Incorporate Committee's feedback in drafts.
- ❑ Present to the full Board for discussion on July 9, 2024.

Questions?

