



**BOARD OF DIRECTORS
EAST BAY MUNICIPAL UTILITY DISTRICT**

375 - 11th Street, Oakland, CA 94607

Office of the Secretary: (510) 287-0440

**Notice of Special Meeting
Finance/Administration Committee
Tuesday, August 20, 2024
9:30 a.m.
Boardroom
375 11th Street
Oakland, California**

At the call of Finance/Administration Committee Chair Andy Katz, a special meeting of the Finance/Administration Committee of the East Bay Municipal Utility District Board of Directors has been scheduled for 9:30 a.m. on Tuesday, August 20, 2024 in the Administration Building Boardroom at 375 11th Street, Oakland CA.

The Committee will meet to discuss the Draft Board of Directors Governance Policies.

Dated: August 16, 2024

A handwritten signature in blue ink that reads "Rischa S. Cole".

Rischa S. Cole
Secretary of the District

This page is intentionally left blank.



**BOARD OF DIRECTORS
EAST BAY MUNICIPAL UTILITY DISTRICT**

375 – 11th Street, Oakland, CA 94607

Office of the Secretary: (510) 287-0440

**AGENDA
Special Finance/Administration Committee
Tuesday, August 20, 2024
9:30 a.m.
Boardroom
375 11th Street
Oakland, CA 94607**

Committee Members Andy Katz {Chair}, April Chan, and William B. Patterson

***** Please see appendix for public participation instructions*****

ROLL CALL:

PUBLIC COMMENT: Members of the public shall have the opportunity to provide public comment on Agenda Item 1.

DETERMINATION AND DISCUSSION:

1. Draft Board of Directors Governance Policies (McDonald)

ADJOURNMENT:

Disability Notice

If you require a disability-related modification or accommodation to participate in an EBMUD public meeting, please call the Office of the Secretary (510) 287-0404. We will make reasonable arrangements to ensure accessibility. Some special equipment arrangements may require 48 hours advance notice.

Document Availability

Materials related to an item on this Agenda that have been submitted to the EBMUD Board of Directors within 72 hours prior to this meeting are available for public inspection in EBMUD's Office of the Secretary at 375 11th Street, Oakland, California, during normal business hours, and can be viewed on our website at www.ebmud.com.

W:\Board of Directors - Meeting Related Docs\Agendas 2024\2024 Finance-Adm Committee\08202024 special finance-admin agenda.docx



APPENDIX

Finance/Administration Committee Meeting

*EBMUD Board committee meetings will be conducted in person and accessible via Zoom.
These meetings are live streamed on the District's website.*

Online*

<https://ebmud.zoom.us/j/92433162059?pwd=emM4YjRrQTJtK3M0NnAxTDRoVzh5Zz09>

Webinar ID: 924 3316 2059

Passcode: 282322

By Phone*

Telephone: 1 669 900 6833

Webinar ID: 924 3316 2059

Passcode: 282322

International numbers available: <https://ebmud.zoom.us/u/kdjdx0Kd06>

*To familiarize yourself with Zoom, please visit <https://support.zoom.us/hc/en-us/articles/201362193-Joining-a-Meeting>

Providing public comment - *The EBMUD Board of Directors is limited by State law to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to items that are not listed on the agenda.*

- Each speaker is allotted 3 minutes to speak; the Board President has the discretion to amend this time based on the number of speakers
- The Secretary will track time and inform each speaker when the allotted time has concluded
- Comments on **non-agenda items** will be heard at the beginning of the meeting
- Comments on **agenda items** will be heard when the item is up for consideration
- The Secretary will call each speaker in the order received

In person

- Fill out and submit a blue speaker card which is available in the meeting room

Via Zoom

- Use the raise hand feature in Zoom to indicate you wish to make a public comment
<https://support.zoom.us/hc/en-us/articles/205566129-Raising-your-hand-in-a-webinar>
 - If you participate by phone, press *9 to raise your hand
- When prompted by the Secretary, please state your name, affiliation if applicable, and topic

Submitting written comments or materials

- Email written comments or other materials for the Board of Directors to SecOffice@ebmud.com
- Please indicate the meeting date and agenda item number or non-agenda item in the subject of the email. Contact information is optional.
- **Please email by 4 p.m. the day prior to the scheduled regular meeting;** written comments and other materials submitted to the Board of Directors will be filed in the record.


To view the livestream of Board meetings, please visit:


<https://www.ebmud.com/about-us/board-directors/board-meetings/>

EAST BAY MUNICIPAL UTILITY DISTRICT

DATE: August 16, 2024

MEMO TO: Board of Directors

THROUGH: Clifford C. Chan, General Manager 

FROM: Rischa S. Cole, Secretary of the District 

SUBJECT: Draft Board of Directors Governance Policies

SUMMARY

At the special Finance/Administration Committee meeting on August 20, 2024, staff will present comments received from Board members on the draft Governance Policies (Policies) and will seek direction regarding next steps in the development of the Policies.

DISCUSSION

At the Board's request, staff prepared draft Governance Policies for consideration by the Board. These draft Policies are based on past Board resolutions and directives, current Board practices, policies and administrative ordinances, and the Municipal Utility District Act. They were also influenced by the governance documents of other California public agencies.

Staff presented initial drafts of the Policies at the June 11 Legislative/Human Resources Committee meeting and the July 9 regular Board meeting. Staff received comments from some of the Directors (Attachment 1) as indicated by a checkmark below.

- ✓ *Role of the Board of Directors*. Describes the role and purpose of the Board. Though it is largely reflective of existing practices, only the general policy statement and those parts of the Policy derived from existing documentation are highlighted in green.
- ✓ *Board Member Code of Conduct*. Provides principles of Board member conduct. The provisions of this policy are not included in existing Board documentation and are entirely new.
- ✓ *Board Meetings*. States how Board meetings are agendized and conducted. Much of it reflects the requirements of the Brown Act and is comprised of existing Board practices and, highlighted in green. New provisions include the manner in which items are added to meeting agendas and the manner in which documents from members of the public must be submitted for approval for displaying to the public at a Board meeting. The Policy also states the Brown Act procedure for addressing disruptions of Board meetings.
- ✓ *Election of Board Officers and Committee Assignments*. Describes the existing process for electing Board officers (President and Vice President), as well as other existing aspects of holding office, highlighted in green. It also states the qualifications for holding Board officer positions and states a formalized process for removal of a Board officer.

- ✓ *Board Member Orientation and Training.* Formalizes the required onboarding and training for newly elected or appointed Board members, and consequences for a Board member's failure to complete required training. It also states the legally required ongoing training requirements for Board members, highlighted in green.
- ✓ *Ethics of the Board of Directors.* Replaces existing District Policy 6.04 – Ethics of the EBMUD Board of Directors. In lieu of any highlighting, changes to Policy 6.04 are shown in redline and largely reflect the removal of some provisions of the Policy to separate, new policies.
- ✓ *Board Member Compensation and Benefits.* Provides the requirements for Board member receipt of compensation, describes the process for adjusting the Board's compensation, and describes Board member benefits. Existing practices and MUD Act requirements are highlighted in green. The Policy includes clarifying details on excused absences and late arrivals at Board meetings.
Role of Board Committees. Except for two bulleted policy items on the limits of Committee authority, this Policy describes existing Board practices, highlighted in green.
Protection of Whistleblowers. Portions of this policy were taken from Policy 6.04 and are highlighted in green.
Reimbursement of Director Expenses. Replaces existing District Policy 4.14 – Reimbursement of Director Expenses. In lieu of any highlighting, changes to Policy 4.14 are shown in redline.

NEXT STEPS

At the August 20 special Finance/Administration Committee meeting, staff will discuss the comments received and will seek direction from the Committee. The Policies will be discussed at the August 27 Finance/Administration Committee meeting and then presented to the full Board at a date to be determined.

CCC:RSC

Attachments: 1. Annotated Draft Board Governance Policies (Director Comments)
2. Draft Board Governance Policies

Annotated Draft Board Governance Policies

- 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
- Ethics of the Board of Directors (updated)
- Board Member Compensation and Benefits
- General Comments

This page is intentionally left blank.

ROLE OF THE BOARD OF DIRECTORS

Purpose and Scope

The Board of Directors is the legislative body of the East Bay Municipal Utility District (EBMUD). It sets policy for EBMUD and operates in accordance with the Municipal Utility District Act and all other applicable laws. This Governance Policy describes the purpose of the Board, specific job duties of Board members, and the working relationship between Board members and the General Manager.

Purpose of the Board

The Purpose of the Board is to:

- Identify and implement the mission, values and vision of EBMUD in the form of EBMUD policy.
- Identify the quantitative and qualitative results that reflect the policy set by the Board.
- Monitor EBMUD's performance against the results the Board has set for EBMUD.
- Make those operational decisions designated by law.
- Hire, evaluate and, when necessary, discharge the General Manager, the General Counsel and the Secretary of the District.

Director Comment: Edit as follows: The Purpose of the Board is to:

- Set the strategic direction and polices of EBMUD.
- Define and implement the mission, values and vision of EBMUD.
- Ensure the organization operates effectively and efficiently to fulfil its mission.
- Formulate and adopt policies that further the mission, vision and values of the organization.
- Monitor EBMUD's performance against the results the Board has set for EBMUD.
- Identify and track the performance metrics that reflect the policy set by the Board.
- Approve budgets and rates and ensure fiscal responsibility to ratepayers.
- Provide oversight and track compliance with all relevant laws, regulations and permits governing water and wastewater utilities.
- Ensure effective communication and alignment between employees and unions with EBMUD's vision and goals.
- Strive to meet the needs of most impacted communities, and reflect the communities served by EBMUD.
- Hire, evaluate and, when necessary, discharge the General Manager, the General Counsel and the Secretary of the District.

Staff: The Board does not currently evaluate the performance of the Secretary of the District. That has been delegated to the General Manager.

**Board Member
Job Description**

The specific job duties of Board members are to:

- Adopt and regularly update a Strategic Plan for the District that reflects the mission, values and vision of EBMUD.
- Adopt written policies that further the Strategic Plan and mission of the District, while ensuring a high-quality of governance and clear roles in decision-making between the Board and EBMUD staff.
- Regularly evaluate the performance of the General Manager and General Counsel.
- Communicate with EBMUD customers and community stakeholders to understand their concerns, values and viewpoints.
- Adopt a budget for EBMUD.
- Serve as ambassadors for EBMUD and build relationships throughout EBMUD's service area and in those areas of the state impacted by EBMUD's policies and activities.
- Utilize an external auditor to audit EBMUD's finances at least annually.
- Adopt rates, rules and regulations for the services and commodities provided by EBMUD.
- Take such actions as are required by law.

**Board Member-
General Manager
Relationship**

The Board sets District policy and the General Manager is responsible for execution of policy.

- The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board.
 - Members of the Board deal with matters within the authority of the General Manager through the General Manager, except when they pertain to the functions of the General Counsel.
-

Role of Board Officers

Role of the Board President

The role of the President is to:

- Administer regular Board meetings in accordance with Governance Policy GP.XX.
- Serve as presiding officer at all Board meetings;
- Maintain proper conduct of Board meetings;
- Run effective and efficient meetings, including but not limited to ensuring appropriate opportunities for public participation and managing the time;
- Keep the Board focused on the discussion at hand and true to its proper role and responsibility;
- Avoid diversions from the agenda or disruptions in the conduct of District business;
- Maintain proper and appropriate parliamentary procedure and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Sign resolutions, ordinances and other various Board-approved documents on behalf of the Board;
- Recommend appointments to Standing Board Committees, Ad Hoc Committees, Joint Powers Authorities (JPAs), and representatives to outside agencies; and
- Act as an official representative of EBMUD for ceremonial purposes.

Role of the Board Vice President

The Role of the Vice President is to:

- Perform the duties of the President in the President's absence.
- If both the President and Vice President are absent, the Board member with seniority among the Board members present shall serve as president pro tem until such time as the President or Vice President is present.

Role of Committee Chairs

Director Comment: Is there a role for the Board President with respect to agenda setting?

Staff: Agenda setting and the President's role is addressed in the policy on Board Meetings, though it may be included here if desired by the Committee.

The role of a committee Chair is to:

- Administer committee meetings in accordance with Governance Policy GP.XX;
- Maintain proper conduct of committee meetings;
- Run effective and efficient meetings, including but not limited to ensuring appropriate opportunities for public participation and managing the time;
- Keep the committee focused on the discussion at hand and true to its proper role and responsibility;
- Avoid diversions from the agenda or disruptions in the conduct of District business;
- Maintain proper and appropriate parliamentary procedure and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Report to the Board at the next regular Board meeting following a committee meeting any discussions held at the committee meeting and any recommendations by the committee on actions to be taken by the Board.

Role of Board Joint Powers Authority (JPA) Representatives

The role of a Board member representative on a JPA is to:

- Represent the District at meetings of the JPA.
- Vote on behalf of the District on matters before the JPA in accordance with the directives of the Board or policies of the District.
- Report to the Board at the next regular Board meeting following a JPA meeting the actions taken by the JPA.

Director Comment: Is there a section that describes the various JPAs, and where and how often they meet?

Staff: [This is addressed in the Role of Board Committees policy.](#)

BOARD MEMBER CODE OF CONDUCT

General Comments:

Director Comment: As denoted below, consider adding or merging some of these sections to other policies and eliminate this as a separate policy.

Section	Text	Board Member Comments
Purpose and Scope	The East Bay Municipal Utility District (EBMUD) Board of Directors is committed to acting in the best interests of the District's ratepayers and the public and to protect the environment and the natural resources with which the District is entrusted, providing excellence in leadership and prioritizing the District's mission over personal or other interests. This Governance Policy states a code of conduct to be followed by Board members to assist in the proper governance of the District in accordance with these principles.	Director Comment: Move to Policy on Role of the Board of Directors.
General Principles of Conduct	The following principles shall apply to all conduct by members of the Board.	
	<ul style="list-style-type: none"> The Board is responsible for monitoring the District's progress in attaining the policy objectives set by the Board. 	Director Comment: Move to Policy on Role of the Board of Directors.
	<ul style="list-style-type: none"> Board members shall uphold the highest standards of integrity, honesty, and ethical behavior in all EBMUD-related activities. 	<p>Director Comment: This is a wide umbrella that would cover many other aspects of this policy, such as civility, respect and professionalism.</p> <p>Director Comment: Move to Policy on Ethics of the Board of Directors.</p>
	<ul style="list-style-type: none"> Board members shall avoid impropriety or the appearance of impropriety in their activities. 	Director Comment: Move to Policy on Ethics of the Board of Directors.
	<ul style="list-style-type: none"> Board members shall always demonstrate loyalty to the District and act in the best interest of the District its ratepayers and the public. 	<p>Director Comment: Edit – “loyalty to the <i>Values and ideals</i> of the District...”</p> <p>Director Comment: Move to Policy on Ethics of the Board of Directors.</p>
	<ul style="list-style-type: none"> Board members shall never allow their actions to be dictated by personal interests. Board members shall maintain the interests of the District and its ratepayers above all else. 	Director Comment: These two bullets are repetitive of the main bullet.

<ul style="list-style-type: none"> Board members will demonstrate the District’s values of Stewardship, Integrity, Respect, and Teamwork. 	<p>Director Comment: Move to Policy on Role of the Board of Directors.</p>
<ul style="list-style-type: none"> Board members shall conduct themselves with civility, respect, and professionalism with each other, District staff, and the public. 	<p>Director Comment: Move to Policy on Ethics of the Board of Directors.</p> <p>Director Comment: Do we need this language?</p>
<ul style="list-style-type: none"> Board members shall recognize that they are not vested with individual authority on behalf of the District. 	<p>Director Comment: This is self-explanatory, so she would remove it.</p> <p>Director Comment: Move to Policy on Ethics of the Board of Directors.</p>
<ul style="list-style-type: none"> Each Board member shall respect the decision-making authority of the Board and shall abide by Board-adopted policies and District-adopted procedures. 	<p>Director Comment: In order to collapse some of these bullets and make this Governance Policy shorter, this should be folded into the bullet on honesty, integrity and ethical behavior, above, with the addition of “and above by District-adopted policies” at the end.</p> <p>Director Comment: Move to Policy on Role of the Board of Directors.</p>
<ul style="list-style-type: none"> Board members shall familiarize themselves with and comply with all applicable laws and regulations governing EBMUD operations, about which Board members can seek advice from the General Manager or Secretary of the District, or legal advice from the General Counsel, when necessary. 	<p>Director Comment:</p> <ul style="list-style-type: none"> Add Governance Policies to this list of items with which Board members should be familiar. Edit: change “Board members can seek advice” to “Board members <i>may</i> seek advice.” This allows for instances in which it may be more efficient for a Board member to confer directly with staff. Add Board President as person with whom Board members may confer regarding laws, regulations and policies. <p>Director Comment: Move to Policy on Role of the Board of Directors.</p>

Conduct Between Board Members

The following principles shall apply to all conduct between Board members when interacting with each other.

- Each Board member shall respect the dignity, values and opinions of other Board members, focusing on policy issues and not personalities.
- The Board shall work as a team, striving to reach consensus on policy decisions to the extent possible, recognizing that each Board member may have a unique perspective on a policy issue.
- No Board member shall put the personal interests of any other Board member above the interests of the District.
- Board members shall be prepared for any Board meeting deliberations in which they are required to or wish to take part.
- Board members shall not communicate with each other outside of publicly-noticed meetings in a manner that violates the Brown Act.

Conduct When Representing the District in Public

The following principles shall apply to all conduct by Board members when interacting with constituents or representing the District in public settings.

- When responding to constituent requests and concerns, Board members shall be courteous, responding to individuals promptly and in a positive manner and directing their questions to the General Manager and the Community Affairs Representative for the Board member's ward.
- Board members shall be open and transparent in their actions and decisions, ensuring that all discussions, deliberations and documents subject to open meeting and public disclosure laws are readily accessible to the public.

Director Comment: This should be worded to allow Board members more discretion as to how they interact with constituents, and to encourage Board members to confer with the General Manager or Community Affairs regarding questions or concerns regarding interactions, i.e., "Directors shall have discretion on how to respond to constituents in a positive manner. The General Manager and Community Affairs Representative are available to provide information or help to a Board member in responding to members of the public." "Shall" should be changed to "may."

Director Comment: This is duplicative of the Brown Act. It should not be read so as to require public disclosure of all Board member communications with constituents or other government officials, some of which may be private.

Staff: The Ethics Policy requires disclosure of certain communications prior to adjudicative matters before the Board (which are rare). This language is not meant to require

- In communicating with the governing bodies of other agencies, the press, or other members of the public:
 - Board members shall not speak on behalf of the District or the Board except when discussing adopted District policies or stated Board decisions.
 - In all other circumstances, Board members shall make it clear that their opinions and representations are their own and do not reflect the opinions or policies of the District or the Board as a whole.
 - Board members are encouraged to notify the General Manager in advance if they plan to speak publicly in opposition to a District decision or policy.
 - Board members shall at all times endeavor to express their individual opinions in a responsible manner that is not detrimental to the District or other Board members and staff.
-

Conduct Towards District Staff

The following principles shall apply to all conduct by Board members towards District staff.

- The primary responsibility of the Board is the development, evaluation and adoption of District policies. All matters concerning the day-to-day operations of the District are the responsibility of the General Manager.

Director Comment: This is incorrect. The Board’s primary responsibility is oversight. This bullet should reflect what is stated in the Governance Policy “Role of the Board of Directors.”

- Each Board member should develop a working relationship with the General Manager in which issues of policy and procedure can be discussed.

Director Comment: Suggested change – “Each Board member should feel free to consult with the General Manager on issues of policy and procedure.”

- No Board member shall attempt to exercise individual authority over any District staff member except as explicitly set forth in District policies and procedures.

Director Comment: Edit – change “shall” to “may.” This should be clarified to specify what it means to “exercise individual authority” and to clarify what it means as to being “set forth in District policies and procedures.”

- Board members shall respect the role and authority of the General Manager and the District’s senior management team and employees in the day-to-day management and operations of the District.
-

-
- If a Board member has a concern about or criticism of the actions of a District staff member or members, the Board member shall address the concern or criticism to the General Manager and shall not state the concern or criticism in a public forum, in order to respect the privacy of and avoid embarrassment of the staff member or members.

Director Comment: Edit – change first “shall to “may.” Also, should be changed to allow for circumstances in which the General Manager has not addressed the Board member’s concerns and the Board member wants to discuss them publicly. Perhaps, “are discouraged from stating the concern or criticism in a public forum” rather than “shall not state the concern or criticism in a public forum. Board member 1st Amendment rights should be protected.

-
- All Board members’ requests for information or clarification regarding District policies, procedures or operations, especially those involving personnel decisions, District operations and District finances, should be referred directly to the General Manager.

Director Comment: This is duplicative and should be removed.

Staff: This can be combined with the bullet above.

-
- When requesting the creation of memoranda, reports, plans, or other documents or materials, Board members shall be mindful of the impact of their request on the use of staff time and resources.

Director Comment: The Board does not ask much of staff, so she would prefer to see this deleted.

-
- Each Board member shall execute a copy of this Governance Policy provided by the Secretary of the District in acknowledgment of its contents within 30 days of the adoption or amendment of this Governance Policy, or within 30 days of taking the Oath of Office for newly-elected or newly-appointed Board members.

**Acknowledgement
of Code of
Conduct**

This page is intentionally left blank.

BOARD MEETINGS

Purpose and Scope

The East Bay Municipal Utility District (EBMUD) Board of Directors strives to be fully transparent in the conduct of the District's business and to conduct Board meetings in full compliance with the Ralph M. Brown Act (Brown Act) to allow for public access and participation. This Governance Policy discusses the timing of Board meetings and the manner in which they will be held.

Time and Place of Meetings

Regular Board Meetings

- Regular Board meetings are held on the second and fourth Tuesday of each month.
- The regular meeting is divided into two segments: closed session at 11:00 a.m. and the regular business meeting at 1:15 p.m.

Planning Committee

Meetings of the Planning Committee will be held at 9:15 a.m. on the second Tuesday of each month.

Legislative/Human Resources Committee

Meetings of the Legislative/Human Resources Committee will be held at 10:15 a.m. on the second Tuesday of each month.

Finance/Administration Committee

Meetings of the Finance/Administration Committee will be held at 10:00 a.m. on the fourth Tuesday of each month.

Sustainability Committee

Meetings of the Sustainability Committee will be held at a time to be determined on the fourth Tuesday, on a quarterly basis.

Board Workshops

Board Workshops are special meetings under the Brown Act that will be held at a time to be determined on either the second or fourth Tuesday of the month or on a date and time to be determined by the General Manager in consultation with the Board President.

Retirement Board

The EBMUD Retirement Board meets bi-monthly at 9:00 a.m. on the third Thursday of January, March, May, July, September, and November, respectively. The Retirement Board may change the meeting date from a third Thursday to either a second or fourth

Thursday if the third Thursday in the month is in the same week as a regular Board meeting.

Date, Time, and Place Considerations for All Meetings

- All Board meetings shall be held in the Boardroom of EBMUD's Main Administration Building located at 375 11th Street, Second Floor, Oakland, California.
- The meeting dates above are subject to cancellation.
- The start times of Board committee meetings stated above may be adjusted to accommodate the agenda for a committee meeting.
- A special meeting of the Board, Retirement Board, or Board committee may be called by the presiding officer, committee chair, or a majority of members of the legislative body of the Board, Retirement Board, or Board committee.

Setting Meeting Agendas

Regular Board Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, shall draft the regular Board meeting agenda. The General Manager shall review it with the Board President.

Director Comment:

- Edit: "shall *prepare* a draft of the regular Board meeting agenda."
- How early before a meeting does this happen. The Board needs a meaningful opportunity to help shape the agenda.

-
- The Board President may add or delete items for consideration from the regular meeting agenda as the President feels appropriate.
 - The Board President shall not remove items for consideration from the regular meeting agenda that are required by law or necessary for the District to conduct its business.

Committee Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, shall draft all committee meeting agendas. The General Manager shall review committee meeting agendas with committee Chairs.

Director Comment: Edit: "shall *prepare* a draft of all committee meeting agendas."

-
- Committee Chairs may add or delete items to committee meeting agendas and may approve the final agenda. However, it is the preference of the Board that committee Chairs direct that items for consideration be placed on a committee meeting agenda **in advance** rather than review and approve committee meeting agendas, so as to allow staff time to prepare necessary committee reports in advance of consideration of an item.

Director Comment: Specify how many days in advance.

Workshop or other Special Meeting Agendas

- The Secretary's Office in coordination with the General Manager shall draft workshop or other special meeting agendas. The General Manager shall review these agendas with the Board President.
- The Board President may add or delete items for consideration from the workshop or special meeting agendas as the President feels appropriate. The Board President shall not remove items for consideration from the special meeting or workshop agendas that are required by law or for the District to conduct business.

Agenda Items Originating from a Board Member

Board Members may request that an item be placed on a future Board agenda by making a request during the Board meeting, most often under "Other Items for Future Consideration." If a majority of Board Members concur with the request, staff will place it on the list of upcoming agenda items and track it for an appropriate meeting.

The Public's Role in Setting Meeting Agendas

Members of the public may request that items of concern be placed on a future regular or committee meeting agenda during a meeting's public comment period. **EBMUD** shall have the sole discretion to add any requested item for consideration to an agenda.

Director Comment: Who does this refer to? The Board? The General Manager? The committee Chair?

Urgency Agenda Items

In rare cases, a legitimate urgent need may arise that must be acted upon by the Board even though the item was not on the posted agenda. The Board may discuss and take action on an urgency item under the following circumstances:

-
- A majority of the Board determines that an emergency, as defined by Government Code section 54956.5, exists; or
 - Pursuant to a two-thirds vote of the Board Members present at a meeting (or all Board Members if less than five are present), the Board determines that there is an immediate need to take action, and the need arose after the agenda posting deadline.

The General Counsel shall be consulted on the addition of any urgency item to a meeting agenda.

Posting Meeting Agendas

All Board meeting agendas shall be posted in accordance with the Brown Act in the front window of the lobby of EBMUD's Main Administration Building and on EBMUD's website.

Director Comment: Specify when – 72 hours in advance of meeting.

Staff: This may not be the case for special, emergency or adjourned meetings under the Brown Act, for which agendas may be posted on shorter notice.

Application of the Sturgis Standard Code of Parliamentary Procedure

The Board shall follow the Sturgis Standard Code of Parliamentary Procedure (Sturgis) for all aspects of the conduct of Board meetings not otherwise required by law, to the extent reasonably practicable.

Deviation from Sturgis in the conduct of Board meetings shall not be grounds for the invalidation of any lawful action taken by the Board.

Public Comment at Board Meetings

Opportunity for Public Comment

Members of the public shall have the opportunity to address the Board at all regular meetings and committee meetings on matters within the jurisdiction of the Board.

- Comments on non-agenda items will be heard during the general public comment period at the beginning of the meeting.
- Comments on agenda items will be heard when the item is up for consideration.
- Members of the public are encouraged but shall not be required to identify themselves by name in order to make a public comment.

The Board is limited by the Brown Act to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to public comment on items that are not listed on the meeting agenda.

Management of Public Comment

- Each member of the public who wishes to address the Board shall be allotted three minutes to speak. This time shall be doubled if the speaker requires a translator.
- The Board President shall have the discretion to amend this time for any or all speakers, taking into consideration such factors as the number of speakers or whether a single speaker is representing a group of interested persons.
- The Secretary will call each speaker in the order in which a speaker card was received or, in the case of remote appearances, a hand was raised.
- The Secretary will track time and inform each speaker when the allotted time has concluded.

Manner of Public Comment

In Person

Members of the public who are present in the Boardroom who wish to address the Board may fill out and submit to the Secretary of the District a speaker card, which shall be available in the foyer of the Boardroom.

Via Online Platform (e.g., Zoom)

- Members of the public who participate in a Board meeting via an online platform and wish to address the Board may use the “raise hand” or other available feature to indicate they wish to make a public comment.
- When prompted by the Secretary, members of the public participating via an online platform should state their name, affiliation if applicable, and the topic they wish to address, without revealing any personal information such as home addresses or phone numbers.
- To provide for the orderly conduct of meetings, neither screen sharing nor the chat feature shall be enabled for public commenters over online platforms. If a member of the public wishes to display materials during a Board meeting, they must submit materials to the Secretary’s Office for approval by the Board President at least 72 hours before said meeting. If approved, the Secretary will display the materials during the meeting on behalf of the requestor.

Submitting Written Comments or Materials to the Board

- Members of the public who wish to provide written comments or other written materials to the Board should email them to the Office of the Secretary at SecOffice@ebmud.com.
- The email submitting the written comments or documents should state the meeting date and agenda item number or non-agenda item in the subject line of the email.
- To have written comments and emails filed in the record for a Board meeting, emails should be received by the Office of the Secretary by 4 p.m. the day prior to the scheduled meeting.

Disruption of Board Meetings

- Any person who engages in behavior that disrupts, disturbs, impedes, or renders infeasible the orderly conduct of a Board meeting, including, but not limited to, failing to comply with the procedures of this Governance Policy, may be warned by the presiding officer and, if the behavior continues following the warning, removed from the meeting at the direction of the presiding officer.
- Any person who engages in behavior that constitutes use of force or a true threat of force may be removed from a Board meeting at the direction of the presiding officer without warning.
- The presiding officer may suspend a Board meeting and order the clearing of the Board room in order to stop disruption of the meeting and/or facilitate removal of disruptive persons.

Updates to Online Board Meeting Participation Procedures

Specific procedures for participating in Board meetings via an online platform and for submitting written comments and documents to the Board will be updated from time to time on EBMUD's website.

ELECTION OF BOARD OFFICERS AND COMMITTEE ASSIGNMENTS

Purpose and Scope

The Officers of the Board of Directors of the East Bay Municipal Utility District (EBMUD) are the President and the Vice President. This Governance Policy describes the manner of electing and removing Board Officers, qualifications of Board Officers, and the assignment of Board members to Board committees, Joint Powers Authorities (JPAs), and other Board assignments.

Election of Board Officers

Time of Election

Board Officers shall be elected as the first order of business during the first regular Board meeting of the calendar year.

Nomination of Officers

- Each Board member has the right to nominate a Board member, including themselves for the role of President or Vice President.
- Each nomination must be seconded by a Board member.
- If more than one Board member is nominated to an Officer position, each nominee must be put to vote in the order the nomination was made.

Vote for Board Officers

The positions of President and Vice President shall be elected by a majority vote of the Board (four of seven Board members).

Qualifications of Board Officers

It is important that any Board member being considered for election to an Officer position have the qualifications and experience necessary for effective governance. Therefore, a Board member shall fulfil the following prerequisites prior to being eligible to serve as President or Vice President:

- Service on the Board for at least one year prior to the date of the Officer election;
- Completion of all required Orientation and Training under Policy GP.XX; and

- Attendance of at least one [specify conference or conferences].

Director Comment: It would be good to list which conferences are qualifying conferences.

In addition to the requirements above, a Board member shall have served as Vice President for a minimum of one year in order to be eligible to serve as President.

In the event that no Board member meets these requirements to serve as President or Vice President, a majority of the Board may vote to waive the requirements.

Term of Board Officers

The term of each Board Officer shall begin immediately following the vote by the Board and shall continue until a new Board Officer is elected.

Each Board Officer may serve for no more than two consecutive one-year terms in each Board Officer position, unless a situation arises in which the majority of the Board votes to allow an Officer to hold three or more consecutive terms.

During the absence of the President from any Board meeting, the Vice President shall preside. If both the President and Vice President are absent, the Board member with seniority among the Board members present shall serve as president pro tem until such time as the President or Vice President is present.

Removal of Board Officers

A vote to remove a Board Officer may be initiated following a motion by any Board member and seconded by another Board member.

A Board Officer shall be removed by a majority vote of the Board (four of seven Board members).

Committee Assignments

The President shall recommend Board members to serve on standing Board committees, the Retirement Board, and the boards of JPAs (each a "committee").

- Board members shall submit their request for committee assignments to the Secretary of the District by the close of business on the Friday following the first Board meeting in January of each year.
 - The President of the Board shall prepare a proposed list of assignments, including the chair of each District committee, to be considered by the Board at the second Board meeting in January of each year.
 - The Board shall vote to approve the proposed assignment list by a majority vote of the Board (four of seven Board members) at its second Board meeting in January.
-

-
- New committee assignments shall be in effect starting the next meeting following the approval of the assignments.
 - Board members shall have completed all orientation and training under Policy GP.XX to be eligible to serve as Chair of a committee. The Board President may waive this requirement in special circumstances.
 - The President may recommend members of an ad hoc committee or members may self-nominate for committee membership. The Board shall vote to approve the membership of an ad hoc committee by a majority vote of the Board (four of seven Board members).
-

This page is intentionally left blank.

BOARD MEMBER ORIENTATION AND TRAINING

Purpose and Scope

Newly elected or appointed Board members will complete an onboarding orientation so that they may engage in informed and effective deliberation and decision-making. Board members will also complete all other required District and statutorily-required training. This Governance Policy states the onboarding and training requirements for all Board members.

Onboarding and Training of Newly Elected or Appointed Board Members

In order to effectively govern, it is important for new Board members to be familiar with the policies, procedures, and operations of the District. During the first **three** months following election or appointment, the Board member will participate in the following onboarding presentations and tours:

- Organization Overview, Public Affairs, Administrative Support, Legislative Programs;
- Water Quality and Environmental Protection;
- Long-Term Infrastructure Investment and Local Water System Tour;
- Long-Term Water Supply, East Bay Watershed Master Plan, and East Bay Watershed Tour;
- Upcountry Facilities Tour;
- Wastewater System and Lab Tour;
- Long-Term Financial Stability and Cybersecurity/Information Systems Overview;
- Customer and Community Services;
- Workforce Planning and Development; and
- Personal Benefits Orientation and Selection.

New Board members shall also complete California Special Districts Association training for new Board members.

Ethics and Litigation Presentation

Board members must conduct themselves in an ethical and transparent manner in the governance of the District. In the first month following election or appointment, each Board member will receive a presentation from the Office of General Counsel on:

- The Municipal Utility District Act;
 - Open meeting requirements under the Ralph M. Brown Act;
-

Director Comment: Consider four months.

Staff: This is doable. We try to get the in-person meetings done first and use the latter months for tours.

Director Comment:

- Estimate number of hours for each bullet.
Staff: Each takes a minimum of 1 to 4 hours, depending on the number of questions asked by a Director.
- Department heads should lead each onboarding meeting.
- Consider listing this according to department.
- Where is DEI included in this list?
Staff: Although not explicit, DEI is usually discussed under Workforce Planning and Development
- Do we want to encourage participation in the Water Academy if it falls at the right time?

-
- Board governance and Ethics of the EBMUD Board of Directors;
 - California Conflict of Interest Laws; and
 - The Public Records Act.
-

**Required
Ongoing Training**

All Board members, as public officials, shall be required to complete the following trainings, as required by law:

Director Comment: Edit – “shall be required to complete...”

- In accordance with Assembly Bill (AB) 1661, at least two hours of preventing harassment training within six months of assuming office and every two years following the initial training.
- In accordance with AB 1234, at least two hours of ethics training no later than one year from the date the Board member assumes office and every two years thereafter.

Board members' ethics and preventing harassment training certificates will be posted on the District's website.

**Failure to
Complete
Required
Ongoing Training**

Any Board member who fails to complete the onboarding process, ethics and required ongoing training above shall:

- Be ineligible to serve as a Board Officer (President or Vice President), chair a standing Board committee, serve on an ad hoc committee, serve on the Retirement Board or serve on the boards of Joint Powers Authorities;
 - Be ineligible for approval of travel on behalf of the District or reimbursement of travel expenses; and
 - Have information posted on the Board of Directors' District web page identifying incomplete training until such time as the required training has been completed.
-

ETHICS OF THE EBMUD BOARD OF DIRECTORS

General Comments:

Director Comment:

- Add requirement for annual Board update on Brown Act and ethics laws.
- Add ethics training requirements and timeline of requirements.
- Summarize contents of ethics training here (bullets of content).
- Consider merging this Ethics Policy and the draft Code of Conduct Policy here.

Purpose and Scope

It is the policy of the East Bay Municipal Utility District Board of Directors to promote ethical behavior in the conduct of District business. The proper operation of EBMUD requires that Board members remain objective and responsive to the needs of the public, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the EBMUD Board of Directors.

This policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members' conduct and in achievement of the EBMUD mission. It references relevant policies, practices, and procedures that provide the legal framework and operational guidelines for addressing ethical issues.

Responsibilities of Public Office

EBMUD Board members are dedicated to the concepts of effective and democratic government by responsible elected officials. Board members:

- Uphold the Constitution of the United States and the Constitution of the State of California, and carry out the laws of the nation, the state and local governmental agencies;
- Comply with applicable laws regulating their conduct, including open government, conflict of interest, and financial disclosure laws;
- Fulfill all applicable training requirements in accordance with Governance Policy GP.XX; and
- Work in full cooperation with other public officials, unless they are legally prohibited from doing so.

[California Government Code Section 1360; California Government Code 53235; California Government Code Section 87200; California

Fair and Open Processes Involving the Public

EBMUD Board members promote fair and open public processes. Board members, and persons elected but who have not yet assumed office as members of the Board, must comply with California's open meeting law for public agencies (the Brown Act).

Disclosure of Communications

- Board members shall publicly disclose any oral or written communications they have had with persons, including, but not limited to, employees, legislators, legislative staff, public officials, developers, contractors, vendors, and consultants, that relate to matters at a Board meeting or Committee meeting in which the Board is performing an adjudicatory or quasi-judicial function.
- The disclosure may be made orally or in writing and may be made at the start of the meeting or may be made prior to consideration of the agenda item at the meeting.
- The Board shall make a good faith effort to comply with these Disclosure provisions of this Policy. A good faith failure to comply with these provisions shall not be construed to be a violation of this Policy.

[California Government Code Section 54950 and following; California Government Code Section 54952.1; California Government Code Section 54959.]

Fair and Equal Treatment

EBMUD Board members promote diversity, equity, inclusion, and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, color, religion, creed, sex, gender (including breastfeeding), gender identity (including transgender status), gender expression, marital or registered domestic partnership status, age for individuals forty or older, national origin, ancestry, disability (mental and physical), medical condition (cancer and genetic characteristics), genetic information, sexual orientation, military and veterans status, family or medical leave status, pregnancy (including childbirth or related medical condition), pregnancy disability leave status, or any other status protected by federal, state and/or local laws.

-
- Upon receiving notice of a violation of District Policy 6.06, Equal Employment Opportunity (EEO), a Board member will immediately report the alleged violation to the General Manager. If a complaint is made against the General Manager, the Board member will report the violation to the General Counsel.
 - Board members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
 - Board members will cooperate in achieving the equal opportunity objectives of EBMUD.

[See, e.g., Article 1, Section 31 of the California Constitution; Age Discrimination in Employment Act of 1967; Americans with Disabilities Act Amendments Act of 2008; Fair Employment and Housing Act; Rehabilitation Act of 1973; Title VII of the Civil Rights Act of 1964; California Labor Code Section 1102. See also EBMUD's Policy 6.06, Equal Employment Opportunity (EEO); Policy 6.08, Contract Equity Program; Policy 6.07, Prevention of Workplace Harassment; and Policy 2.02, Accommodation for Individuals with Disabilities in the Workplace.]

Proper Use and Safeguarding of EBMUD Property and Resources

EBMUD Board members exercise responsible management of District property and resources in the conduct of District business.

- Board members will safeguard EBMUD property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss including criminal acts or breach of trust.
- A Board member will not ask or require an EBMUD employee to perform services for the personal benefit or profit of a Board member or employee.
- Each Board member will protect and properly use any EBMUD asset within his or her control, including information recorded on paper or in electronic form.
- Board members will maintain written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on EBMUD's behalf.
- Board members will adhere to District policies.

[Article 16, Section 6 of the California Constitution; Penal Code Section 424. See also EBMUD Policy 7.04, Access to District Property for Tours; Policy 7.06, Pardee Conference and

**Use of
Confidential
Information**

Board members will safeguard confidential information.

Board members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of a quorum of the Board. This includes information that:

- (1) has been received for, or during, a closed session Board meeting, either in writing or as part of a discussion,
- (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or
- (3) is not disclosable under the California Public Records Act.

A Board member may make a confidential inquiry or complaint to a district attorney or grand jury concerning a perceived violation of law, including disclosing facts to a district attorney or grand jury necessary to establish the alleged illegality of a District action. Prior to disclosing confidential information, however, a Board member will first bring the matter to the attention of either the President of the Board or the full Board, in a lawful and appropriate manner, to provide an opportunity to cure an alleged violation.

*[California Government Code Section 54963; California
Government Code Section 1098]*

**Conflicts of
Interest**

Board members avoid both actual conflicts of interest and the appearance of conflicts of interest with the District.

-
- A Board member will not have a financial interest in a contract with the District or be a purchaser at a sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.
 - A Board member will not participate in the discussion, deliberation or vote on a matter before the Board, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a prohibited interest with respect to the matter under California law.
 - A Board member will not accept any honoraria.
 - A Board member will not accept gifts that exceed the limitations specified in California law. Board members will report all gifts, campaign contributions, income and financial information as required under the District's Conflict of Interest Code and the provisions of the Fair Political Practices Act and Regulations.
 - A Board member will not recommend the employment of a relative to the District or to any person known by the Board member to be bidding for or negotiating a contract with the District.

[California Government Code Section 87100 and following; California Government Code Section 1090 and following; California Government Code Section 81000 and following; California Government Code Section 87105; California Government Code Section 89502; Penal Code Sections 68 and 70, and EBMUD Conflict of Interest Code.]

Soliciting Political Contributions

Board members will not solicit political funds or contributions of in-kind services at EBMUD facilities or use EBMUD equipment.

- A Board member will not solicit or direct a political contribution or in-kind services from District officers, employees, consultants or contractors, or from vendors or consultants that have a material financial interest in a contract or other matter while that matter is pending before EBMUD.
- A Board member will not use EBMUD's seal, trademark, stationary, or other indicia of EBMUD's identity or facsimile thereof in any solicitation for political contributions.

[California Government Code Section 3205 and EBMUD Campaign Finance Reform Ordinance.]

**Incompatible
Offices**

Except as expressly permitted by law, Board members appointed or elected to another public office, the duties of which may legally require action contradictory or inconsistent with the interests of the first entity, will resign from the first entity.

(See, generally, California Government Code Section 1099. See also California Government Code Section 53227, under which a special district employee may not be sworn into office as an elected or appointed member of the same special district unless he or she resigns as an employee.)

**Exercise
Responsible
Financial
Management**

The Board ensures the District exercises responsible financial management.

- The Board ensures that EBMUD maintains a system of auditing and accounting that completely and at all times shows the financial condition of the District in accordance with generally accepted accounting principles and legal requirements.
- The Finance/Administration Committee will interview and recommend to the Board an independent auditor to conduct an annual audit of the District's books, records, financial affairs, and periodic single audits of federal funds received by the District.
- The independent auditor will provide reports and present the results of their audits, including recommendations made to the Board's Finance/Administration Committee. Reports from the auditor will be provided to the Board upon completion as part of the next Board mailing.
- Staff will respond to audit recommendations and provide periodic updates to the Board on the status of the responses to the recommendations.

[MUD Act Section 11889.]

**Candidate's
Statement**

A Board member will not include false or misleading information in a candidate's statement for a general District election filed pursuant to Section 13307 of the Elections Code.

[Elections Code Sections 13307 and 13313; EBMUD Campaign Finance Reform Ordinance.]

**Violation of
Ethics Policy**

A perceived violation of EBMUD's ethics policy by a Board member should be referred to the Board President for investigation and consideration of any appropriate action warranted. In the case of a perceived violation by the Board President, the matter should be referred to the Board Vice President. Nothing in this Governance Policy shall be construed to limit the right of any Board member to request that the perceived violation be placed on the agenda for determination and discussion. A violation of this policy may be addressed by remedies available by law, including but not limited to:

- Adopting a resolution expressing disapproval of the conduct of the Board member who has violated this policy,
- Injunctive relief, or
- Referral of the violation to the California Fair Political Practices Commission, District Attorney and/or the Grand Jury.

Authority

Resolution No. xxx, (date)

References

References are stated in each section above.

This page is intentionally left blank.

BOARD OF DIRECTORS COMPENSATION AND BENEFITS

Purpose and Scope

The East Bay Municipal Utility District (EBMUD) Board of Directors fairly compensates Board members for their public service as authorized by the Municipal Utility District Act and Public Utilities Code Section 11908.1. This Governance Policy sets forth the benefits available to Board members, the manner in which the Board is to determine its compensation and the prerequisites for obtaining that compensation.

Determination of Compensation

EBMUD Board members receive monthly compensation in an amount set at a public meeting of the Board of Directors.

- To receive their compensation for any given month, Board members must attend a minimum of 50% of their assigned meetings. Meetings include regular business meetings, standing committee meetings, special meetings, joint powers authority meetings, retirement board meetings, and closed session meetings.
- Compensation shall not be paid to a Board member for any month in which he or she has not attended at least 50% of their assigned meetings unless the Board President or committee chair excuses the absence(s) for good cause. Good cause includes, but is not limited to, a Board member's illness, family emergency, or schedule conflict directly related to the business of EBMUD.
- A Board member shall not have excused absences for more than three meeting days per calendar year for personal reasons (i.e., vacations) or attending conferences (even if the conference is directly related to the business of EBMUD). Each meeting day on which a Board member receives an excused absence for either a regular Board meeting, a standing committee meeting, a special meeting, or a combination of these meetings, shall be counted as a day for the purposes of this limit.
- Any Board member arriving 15 or more minutes after roll call for a regular Board meeting, closed session, committee meeting, or special meeting will be considered absent from that meeting for the purposes of determining eligibility for compensation. The Secretary of the District will call roll no later than five minutes after the noticed start time of a meeting unless special circumstances require a later start for the meeting.
- Committee chairs or presiding officers may excuse late arrivals, at their discretion, due to unforeseen circumstances.

-
- Board members receive compensation based only on attendance at assigned meetings as described above, and do not receive compensation for attendance at non-EBMUD activities.
-

Annual Review of Compensation

Any adjustment to Board member compensation shall be set annually by the Board at a public Board meeting.

- The Board may adjust its compensation by providing an increase or a decrease in compensation.
- The Board may increase its compensation by not more than five percent (5%) annually.
- If the Board has elected not to increase its compensation in any calendar year, the next time the Board considers an adjustment it may vote to increase its compensation by up to five percent (5%) for each calendar year following the operative date of the last compensation increase.
- Any Board motion to adjust its compensation shall state the effective date of the compensation adjustment.
- The Board may not apply any increase in compensation retroactively nor award itself retroactive pay in any circumstances.
- No Board action adjusting its compensation shall provide for an automatic increase to that compensation.
- The calculation of Board member compensation shall be rounded down to the nearest cent.

Director Comment: Can we consider a COLA instead of this provision?

Staff: Typically, compensation is adjusted to match the same compensation adjustments for all District personnel. This particular language states the rules of the MUD Act, which caps adjustments at 5%, and clarifies that retroactive pay is not allowed.

Board Member Benefits

Board members shall be entitled to the following benefits from EBMUD:

- EBMUD shall provide health care benefits to Board members under the same terms and conditions as benefits are provided to EBMUD employees.
 - Board members may participate in EBMUD's Employee Retirement System as provided in the District's Retirement Ordinance.
 - Board members may participate in EBMUD's deferred compensation plans under the same rules as eligible EBMUD employees.
-

-
- Board members may participate in the Utility District Employee Association and the Utility District Credit Union under the same rules as eligible EBMUD employees.
-

This page is intentionally left blank.

GENERAL COMMENTS

In general, the language in the draft documents is way too prescriptive. It would be most helpful to provide guidance vs. rules, i.e., a collection of best practices that have been followed. Remove as many of the “shoulds” and “shalls” as possible.

There should be more included in the policies on work with constituents and how to think about the role of Board members in terms of being a representative of their constituents vs. acting on behalf of all customers in making decisions to uphold and further the mission of the District.

The role of Board members in defining the agenda for committees and board meetings should be addressed.

The role of Board members in promoting District priorities should be clarified. These priorities include the District’s Values, DEI goals and objectives, and other values.

This page is intentionally left blank.



ROLE OF THE BOARD OF DIRECTORS

Purpose and Scope The Board of Directors is the legislative body of the East Bay Municipal Utility District (EBMUD). It sets policy for EBMUD and operates in accordance with the Municipal Utility District Act and all other applicable laws. This Governance Policy describes the purpose of the Board, specific job duties of Board members, and the working relationship between Board members and the General Manager.

Purpose of the Board The Purpose of the Board is to:

- Identify and implement the mission, values and vision of EBMUD in the form of EBMUD policy.
- Identify the quantitative and qualitative results that reflect the policy set by the Board.
- Monitor EBMUD’s performance against the results the Board has set for EBMUD.
- Make those operational decisions designated by law.
- Hire, evaluate and, when necessary, discharge the General Manager, the General Counsel and the Secretary of the District.

Board Member Job Description The specific job duties of Board members are to:

- Adopt and regularly update a Strategic Plan for the District that reflects the mission, values and vision of EBMUD.
- Adopt written policies that further the Strategic Plan and mission of the District, while ensuring a high-quality of governance and clear roles in decision-making between the Board and EBMUD staff.
- Regularly evaluate the performance of the General Manager and General Counsel.
- Communicate with EBMUD customers and community stakeholders to understand their concerns, values and viewpoints.
- Adopt a budget for EBMUD.
- Serve as ambassadors for EBMUD and build relationships throughout EBMUD’s service area and in those areas of the state impacted by EBMUD’s policies and activities.
- Utilize an external auditor to audit EBMUD’s finances at least annually.
- Adopt rates, rules and regulations for the services and commodities provided by EBMUD.
- Take such actions as are required by law.

Board Member-General Manager Relationship The Board sets District policy and the General Manager is responsible for execution of policy.

- The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board.
- Members of the Board deal with matters within the authority of the General Manager through the General Manager, except when they pertain to the functions of the General Counsel.

Role of Board OfficersRole of the Board President

The role of the President is to:

- Administer regular Board meetings in accordance with Governance Policy GP.XX.
- Serve as presiding officer at all Board meetings;
- Maintain proper conduct of Board meetings;
- Run effective and efficient meetings, including but not limited to ensuring appropriate opportunities for public participation and managing the time;
- Keep the Board focused on the discussion at hand and true to its proper role and responsibility;
- Avoid diversions from the agenda or disruptions in the conduct of District business;
- Maintain proper and appropriate parliamentary procedure and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Sign resolutions, ordinances and other various Board-approved documents on behalf of the Board;
- Recommend appointments to Standing Board Committees, Ad Hoc Committees, Joint Powers Authorities (JPAs), and representatives to outside agencies; and
- Act as an official representative of EBMUD for ceremonial purposes.

Role of the Board Vice President

The Role of the Vice President is to:

- Perform the duties of the President in the President's absence.
- If both the President and Vice President are absent, the Board member with seniority among the Board members present shall serve as president pro tem until such time as the President or Vice President is present.

Role of Committee Chairs

The role of a committee Chair is to:

- Administer committee meetings in accordance with Governance Policy GP.XX;
- Maintain proper conduct of committee meetings;
- Run effective and efficient meetings, including but not limited to ensuring appropriate opportunities for public participation and managing the time;
- Keep the committee focused on the discussion at hand and true to its proper role and responsibility;
- Avoid diversions from the agenda or disruptions in the conduct of District business;
- Maintain proper and appropriate parliamentary procedure and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Report to the Board at the next regular Board meeting following a committee meeting any discussions held at the committee meeting and any recommendations by the committee on actions to be taken by the Board.

Role of Board Joint Powers Authority (JPA) Representatives

The role of a Board member representative on a JPA is to:

- Represent the District at meetings of the JPA.
 - Vote on behalf of the District on matters before the JPA in accordance with the directives of the Board or policies of the District.
 - Report to the Board at the next regular Board meeting following a JPA meeting the actions taken by the JPA.
-

Authority

Resolution No. xxx

References

Policy GP.XX – Ethics of the EBMUD Board of Directors
Policy GP.XX – Board Member Code of Conduct
Public Utilities Code Section 11883
Public Utilities Code Section 11937
Public Utilities Code Section 11939

This page is intentionally left blank.



BOARD MEMBER CODE OF CONDUCT

Purpose and Scope The East Bay Municipal Utility District (EBMUD) Board of Directors is committed to acting in the best interests of the District's ratepayers and the public and to protect the environment and the natural resources with which the District is entrusted, providing excellence in leadership and prioritizing the District's mission over personal or other interests. This Governance Policy states a code of conduct to be followed by Board members to assist in the proper governance of the District in accordance with these principles.

General Principles of Conduct

The following principles shall apply to all conduct by members of the Board.

- The Board is responsible for monitoring the District's progress in attaining the policy objectives set by the Board.
 - Board members shall uphold the highest standards of integrity, honesty, and ethical behavior in all EBMUD-related activities.
 - Board members shall avoid impropriety or the appearance of impropriety in their activities.
 - Board members shall always demonstrate loyalty to the District and act in the best interest of the District its ratepayers and the public.
 - Board members shall never allow their actions to be dictated by personal interests.
 - Board members shall maintain the interests of the District and its ratepayers above all else.
 - Board members will demonstrate the District's values of Stewardship, Integrity, Respect, and Teamwork.
 - Board members shall conduct themselves with civility, respect, and professionalism with each other, District staff, and the public.
 - Board members shall recognize that they are not vested with individual authority on behalf of the District.
 - Each Board member shall respect the decision-making authority of the Board and shall abide by Board-adopted policies and District-adopted procedures.
 - Board members shall familiarize themselves with and comply with all applicable laws and regulations governing EBMUD operations, about which Board members can seek advice from the General Manager or Secretary of the District, or legal advice from the General Counsel, when necessary.
-

Conduct Between Board Members

The following principles shall apply to all conduct between Board members when interacting with each other.

- Each Board member shall respect the dignity, values and opinions of other Board members, focusing on policy issues and not personalities.
 - The Board shall work as a team, striving to reach consensus on policy decisions to the extent possible, recognizing that each Board member may have a unique perspective on a policy issue.
 - No Board member shall put the personal interests of any other Board member above the interests of the District.
 - Board members shall be prepared for any Board meeting deliberations in which they are required to or wish to take part.
-

- Board members shall not communicate with each other outside of publicly-noticed meetings in a manner that violates the Brown Act.
-

Conduct When Representing the District in Public

The following principles shall apply to all conduct by Board members when interacting with constituents or representing the District in public settings.

- When responding to constituent requests and concerns, Board members shall be courteous, responding to individuals promptly and in a positive manner and directing their questions to the General Manager and the Community Affairs Representative for the Board member's ward.
 - Board members shall be open and transparent in their actions and decisions, ensuring that all discussions, deliberations and documents subject to open meeting and public disclosure laws are readily accessible to the public.
 - In communicating with the governing bodies of other agencies, the press, or other members of the public:
 - Board members shall not speak on behalf of the District or the Board except when discussing adopted District policies or stated Board decisions.
 - In all other circumstances, Board members shall make it clear that their opinions and representations are their own and do not reflect the opinions or policies of the District or the Board as a whole.
 - Board members are encouraged to notify the General Manager in advance if they plan to speak publicly in opposition to a District decision or policy.
 - Board members shall at all times endeavor to express their individual opinions in a responsible manner that is not detrimental to the District or other Board members and staff.
-

Conduct Towards District Staff

The following principles shall apply to all conduct by Board members towards District staff.

- The primary responsibility of the Board is the development, evaluation and adoption of District policies. All matters concerning the day-to-day operations of the District are the responsibility of the General Manager.
 - Each Board member should develop a working relationship with the General Manager in which issues of policy and procedure can be discussed .
 - No Board member shall attempt to exercise individual authority over any District staff member except as explicitly set forth in District policies and procedures.
 - Board members shall respect the role and authority of the General Manager and the District's senior management team and employees in the day-to-day management and operations of the District.
 - If a Board member has a concern about or criticism of the actions of a District staff member or members, the Board member shall address the concern or criticism to the General Manager and shall not state the concern or criticism in a public forum, in order to respect the privacy of and avoid embarrassment of the staff member or members.
 - All Board members' requests for information or clarification regarding District policies, procedures or operations, especially those involving personnel decisions, District operations and District finances, should be referred directly to the General Manager.
-

Board Member Code of Conduct

NUMBER GP.xx

PAGE NO.: 3

EFFECTIVE DATE: DD MON YY

- When requesting the creation of memoranda, reports, plans, or other documents or materials, Board members shall be mindful of the impact of their request on the use of staff time and resources.
-

Acknowledgement of Code of Conduct

Each Board member shall execute a copy of this Governance Policy provided by the Secretary of the District in acknowledgment of its contents within 30 days of the adoption or amendment of this Governance Policy, or within 30 days of taking the Oath of Office for newly-elected or newly-appointed Board members.

Authority

Resolution No. xxx, (date)

References

Government Code Section 1090 *et seq.*
Government Code Section 54950 *et seq.*
Government Code section 87100, *et seq.*
Public Utilities Code Section 11883
Policy GP.XX, Ethics of the EBMUD Board of Directors

This page is intentionally left blank.



BOARD MEETINGS

Purpose and Scope The East Bay Municipal Utility District (EBMUD) Board of Directors strives to be fully transparent in the conduct of the District's business and to conduct Board meetings in full compliance with the Ralph M. Brown Act (Brown Act) to allow for public access and participation. This Governance Policy discusses the timing of Board meetings and the manner in which they will be held.

Time and Place of Meetings

Regular Board Meetings

- Regular Board meetings are held on the second and fourth Tuesday of each month.
- The regular meeting is divided into two segments: closed session at 11:00 a.m. and the regular business meeting at 1:15 p.m.

Planning Committee

Meetings of the Planning Committee will be held at 9:15 a.m. on the second Tuesday of each month.

Legislative/Human Resources Committee

Meetings of the Legislative/Human Resources Committee will be held at 10:15 a.m. on the second Tuesday of each month.

Finance/Administration Committee

Meetings of the Finance/Administration Committee will be held at 10:00 a.m. on the fourth Tuesday of each month.

Sustainability Committee

Meetings of the Sustainability Committee will be held at a time to be determined on the fourth Tuesday, on a quarterly basis.

Board Workshops

Board Workshops are special meetings under the Brown Act that will be held at a time to be determined on either the second or fourth Tuesday of the month or on a date and time to be determined by the General Manager in consultation with the Board President.

Retirement Board

The EBMUD Retirement Board meets bi-monthly at 9:00 a.m. on the third Thursday of January, March, May, July, September, and November, respectively. The Retirement Board may change the meeting date from a third Thursday to either a second or fourth Thursday if the third Thursday in the month is in the same week as a regular Board meeting.

Date, Time, and Place Considerations for All Meetings

- All Board meetings shall be held in the Boardroom of EBMUD's Main Administration Building located at 375 11th Street, Second Floor, Oakland, California.
 - The meeting dates above are subject to cancellation.
 - The start times of Board committee meetings stated above may be adjusted to accommodate the agenda for a committee meeting.
 - A special meeting of the Board, Retirement Board, or Board committee may be called by the presiding officer, committee chair, or a majority of members of the legislative body of the Board, Retirement Board, or Board committee.
-

Setting Meeting AgendasRegular Board Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, shall draft the regular Board meeting agenda. The General Manager shall review it with the Board President.
- The Board President may add or delete items for consideration from the regular meeting agenda as the President feels appropriate.
- The Board President shall not remove items for consideration from the regular meeting agenda that are required by law or necessary for the District to conduct its business.

Committee Meeting Agendas

- The Secretary's Office, in coordination with the General Manager, shall draft all committee meeting agendas. The General Manager shall review committee meeting agendas with committee Chairs.
- Committee Chairs may add or delete items to committee meeting agendas and may approve the final agenda. However, it is the preference of the Board that committee Chairs direct that items for consideration be placed on a committee meeting agenda in advance rather than review and approve committee meeting agendas, so as to allow staff time to prepare necessary committee reports in advance of consideration of an item.

Workshop or other Special Meeting Agendas

- The Secretary's Office in coordination with the General Manager shall draft workshop or other special meeting agendas. The General Manager shall review these agendas with the Board President.
- The Board President may add or delete items for consideration from the workshop or special meeting agendas as the President feels appropriate. The Board President shall not remove items for consideration from the special meeting or workshop agendas that are required by law or for the District to conduct business.

Agenda Items Originating from a Board Member

Board Members may request that an item be placed on a future Board agenda by making a request during the Board meeting, most often under "Other Items for Future Consideration." If a majority of Board Members concur with the request, staff will place it on the list of upcoming agenda items and track it for an appropriate meeting.

The Public's Role in Setting Meeting Agendas

Members of the public may request that items of concern be placed on a future regular or committee meeting agenda during a meeting's public comment period. EBMUD shall have the sole discretion to add any requested item for consideration to an agenda.

Urgency Agenda Items

In rare cases, a legitimate urgent need may arise that must be acted upon by the Board even though the item was not on the posted agenda. The Board may discuss and take action on an urgency item under the following circumstances:

- A majority of the Board determines that an emergency, as defined by Government Code section 54956.5, exists; or
 - Pursuant to a two-thirds vote of the Board Members present at a meeting (or all Board Members if less than five are present), the Board determines that there is an immediate need to take action, and the need arose after the agenda posting deadline.
-

The General Counsel shall be consulted on the addition of any urgency item to a meeting agenda.

Posting Meeting Agendas

All Board meeting agendas shall be posted in accordance with the Brown Act in the front window of the lobby of EBMUD's Main Administration Building and on EBMUD's website.

Application of the Sturgis Standard Code of Parliamentary Procedure

The Board shall follow the Sturgis Standard Code of Parliamentary Procedure (Sturgis) for all aspects of the conduct of Board meetings not otherwise required by law, to the extent reasonably practicable.

Deviation from Sturgis in the conduct of Board meetings shall not be grounds for the invalidation of any lawful action taken by the Board.

Public Comment at Board MeetingsOpportunity for Public Comment

Members of the public shall have the opportunity to address the Board at all regular meetings and committee meetings on matters within the jurisdiction of the Board.

- Comments on non-agenda items will be heard during the general public comment period at the beginning of the meeting.
- Comments on agenda items will be heard when the item is up for consideration.
- Members of the public are encouraged but shall not be required to identify themselves by name in order to make a public comment.

The Board is limited by the Brown Act to providing a brief response, asking questions for clarification, or referring a matter to staff when responding to public comment on items that are not listed on the meeting agenda.

Management of Public Comment

- Each member of the public who wishes to address the Board shall be allotted three minutes to speak. This time shall be doubled if the speaker requires a translator.
- The Board President shall have the discretion to amend this time for any or all speakers, taking into consideration such factors as the number of speakers or whether a single speaker is representing a group of interested persons.
- The Secretary will call each speaker in the order in which a speaker card was received or, in the case of remote appearances, a hand was raised.
- The Secretary will track time and inform each speaker when the allotted time has concluded.

Manner of Public Comment*In Person*

Members of the public who are present in the Boardroom who wish to address the Board may fill out and submit to the Secretary of the District a speaker card, which shall be available in the foyer of the Boardroom.

Via Online Platform (e.g., Zoom)

- Members of the public who participate in a Board meeting via an online platform and wish to address the Board may use the "raise hand" or other available feature to indicate they wish to make a public comment.
 - When prompted by the Secretary, members of the public participating via an online platform should state their name, affiliation if applicable, and the topic they wish to
-

address, without revealing any personal information such as home addresses or phone numbers.

- To provide for the orderly conduct of meetings, neither screen sharing nor the chat feature shall be enabled for public commenters over online platforms. If a member of the public wishes to display materials during a Board meeting, they must submit materials to the Secretary’s Office for approval by the Board President at least 72 hours before said meeting. If approved, the Secretary will display the materials during the meeting on behalf of the requestor.

Submitting Written Comments or Materials to the Board

- Members of the public who wish to provide written comments or other written materials to the Board should email them to the Office of the Secretary at SecOffice@ebmud.com.
- The email submitting the written comments or documents should state the meeting date and agenda item number or non-agenda item in the subject line of the email.
- To have written comments and emails filed in the record for a Board meeting, emails should be received by the Office of the Secretary by 4 p.m. the day prior to the scheduled meeting.

Disruption of Board Meetings

- Any person who engages in behavior that disrupts, disturbs, impedes, or renders infeasible the orderly conduct of a Board meeting, including, but not limited to, failing to comply with the procedures of this Governance Policy, may be warned by the presiding officer and, if the behavior continues following the warning, removed from the meeting at the direction of the presiding officer.
- Any person who engages in behavior that constitutes use of force or a true threat of force may be removed from a Board meeting at the direction of the presiding officer without warning.
- The presiding officer may suspend a Board meeting and order the clearing of the Board room in order to stop disruption of the meeting and/or facilitate removal of disruptive persons.

Updates to Online Board Meeting Participation Procedures

Specific procedures for participating in Board meetings via an online platform and for submitting written comments and documents to the Board will be updated from time to time on EBMUD’s website.

Authority

Resolution No. xx-xx, [date]

References

Government Code Section 54954
Government Code Section 54954.2
Government Code Section 54954.3
Government Code Section 54957.9
Government Code Section 54957.95
Policy GP.XX, Board Member Compensation and Benefits



ELECTION OF BOARD OFFICERS AND COMMITTEE ASSIGNMENTS

Purpose and Scope The Officers of the Board of Directors of the East Bay Municipal Utility District (EBMUD) are the President and the Vice President. This Governance Policy describes the manner of electing and removing Board Officers, qualifications of Board Officers, and the assignment of Board members to Board committees, Joint Powers Authorities (JPAs), and other Board assignments.

Election of Board Officers

Time of Election

Board Officers shall be elected as the first order of business during the first regular Board meeting of the calendar year.

Nomination of Officers

- Each Board member has the right to nominate a Board member, including themselves for the role of President or Vice President.
- Each nomination must be seconded by a Board member.
- If more than one Board member is nominated to an Officer position, each nominee must be put to vote in the order the nomination was made.

Vote for Board Officers

The positions of President and Vice President shall be elected by a majority vote of the Board (four of seven Board members).

Qualifications of Board Officers

It is important that any Board member being considered for election to an Officer position have the qualifications and experience necessary for effective governance. Therefore, a Board member shall fulfil the following prerequisites prior to being eligible to serve as President or Vice President:

- Service on the Board for at least one year prior to the date of the Officer election;
- Completion of all required Orientation and Training under Policy GP.XX; and
- Attendance of at least one [specify conference or conferences].

In addition to the requirements above, a Board member shall have served as Vice President for a minimum of one year in order to be eligible to serve as President.

In the event that no Board member meets these requirements to serve as President or Vice President, a majority of the Board may vote to waive the requirements.

Term of Board Officers

The term of each Board Officer shall begin immediately following the vote by the Board and shall continue until a new Board Officer is elected.

Each Board Officer may serve for no more than two consecutive one-year terms in each Board Officer position, unless a situation arises in which the majority of the Board votes to allow an Officer to hold three or more consecutive terms.

During the absence of the President from any Board meeting, the Vice President shall preside. If both the President and Vice President are absent, the Board member with seniority among the Board members present shall serve as president pro tem until such time as the President or Vice President is present.

Removal of Board Officers

A vote to remove a Board Officer may be initiated following a motion by any Board member and seconded by another Board member.

A Board Officer shall be removed by a majority vote of the Board (four of seven Board members).

Election of Board Officers and Committee Assignments

NUMBER GP.XX

PAGE NO.: 2

EFFECTIVE DATE: DD MON YY

Committee Assignments

The President shall recommend Board members to serve on standing Board committees, the Retirement Board, and the boards of JPAs (each a “committee”).

- Board members shall submit their request for committee assignments to the Secretary of the District by the close of business on the Friday following the first Board meeting in January of each year.
- The President of the Board shall prepare a proposed list of assignments, including the chair of each District committee, to be considered by the Board at the second Board meeting in January of each year.
- The Board shall vote to approve the proposed assignment list by a majority vote of the Board (four of seven Board members) at its second Board meeting in January.
- New committee assignments shall be in effect starting the next meeting following the approval of the assignments.
- Board members shall have completed all orientation and training under Policy GP.XX to be eligible to serve as Chair of a committee. The Board President may waive this requirement in special circumstances.
- The President may recommend members of an ad hoc committee or members may self-nominate for committee membership. The Board shall vote to approve the membership of an ad hoc committee by a majority vote of the Board (four of seven Board members).

Authority

Resolution No. xxx, [date]

References

Public Utilities Code Section 11881



BOARD MEMBER ORIENTATION AND TRAINING

Purpose and Scope Newly elected or appointed Board members will complete an onboarding orientation so that they may engage in informed and effective deliberation and decision-making. Board members will also complete all other required District and statutorily-required training. This Governance Policy states the onboarding and training requirements for all Board members.

Onboarding and Training of Newly Elected or Appointed Board Members

In order to effectively govern, it is important for new Board members to be familiar with the policies, procedures, and operations of the District. During the first three months following election or appointment, the Board member will participate in the following onboarding presentations and tours:

- Organization Overview, Public Affairs, Administrative Support, Legislative Programs;
- Water Quality and Environmental Protection;
- Long-Term Infrastructure Investment and Local Water System Tour;
- Long-Term Water Supply, East Bay Watershed Master Plan, and East Bay Watershed Tour;
- Upcountry Facilities Tour;
- Wastewater System and Lab Tour;
- Long-Term Financial Stability and Cybersecurity/Information Systems Overview;
- Customer and Community Services;
- Workforce Planning and Development; and
- Personal Benefits Orientation and Selection.

New Board members shall also complete California Special Districts Association training for new Board members.

Ethics and Litigation Presentation

Board members must conduct themselves in an ethical and transparent manner in the governance of the District. In the first month following election or appointment, each Board member will receive a presentation from the Office of General Counsel on:

- The Municipal Utility District Act;
- Open meeting requirements under the Ralph M. Brown Act;
- Board governance and Ethics of the EBMUD Board of Directors;
- California Conflict of Interest Laws; and
- The Public Records Act.

Required Ongoing Training

All Board members, as public officials, shall be required to complete the following trainings, as required by law:

- In accordance with Assembly Bill (AB) 1661, at least two hours of preventing harassment training within six months of assuming office and every two years following the initial training.
- In accordance with AB 1234, at least two hours of ethics training no later than one year from the date the Board member assumes office and every two years thereafter.

Board members' ethics and preventing harassment training certificates will be posted on the District's website.

Failure to Complete Required Ongoing Training

Any Board member who fails to complete the onboarding process, ethics and required ongoing training above shall:

- Be ineligible to serve as a Board Officer (President or Vice President), chair a standing Board committee, serve on an ad hoc committee, serve on the Retirement Board or serve on the boards of Joint Powers Authorities;
 - Be ineligible for approval of travel on behalf of the District or reimbursement of travel expenses; and
 - Have information posted on the Board of Directors' District web page identifying incomplete training until such time as the required training has been completed.
-

Authority

Resolution No. xxx, (date).

References

Government Code Section 53234 *et seq.*
Government Code Section 53237
Government Code Section 53237.1.



ROLE OF BOARD COMMITTEES

SUPERSEDES

N/A

Purpose and Scope The purpose of Board committees is to assist the Board of Directors in its work and activities by becoming educated on topics within the purview of the committee and making recommendations to the Board on actions to be taken. This Governance Policy describes the role of Board committees, Board member service on Joint Powers Authority boards, and the role of the Retirement Board. Committee members are assigned as set forth in Policy GP.XX.

Role of Standing Committees The following are the roles and responsibilities for all standing committees:

- With the exception of the Retirement Board, each committee shall consist of three Board members assigned in accordance with Policy GP.XX, Election of Board Officers and Committee Assignments.
- Each committee shall receive staff updates on topics within the purview of the committee, as stated below, and shall work with the General Manager and provide direction on preparing policy alternatives.
- For any action to be taken by the Board that was first presented to a committee for consideration, the committee shall inform the Board on its discussions regarding the action, including any relevant policy alternatives, and make a recommendation to the Board on the action to take.
- Though committees may recommend a preferred action or policy decision to the full Board, committees do not have the authority to direct staff to exclude any reasonable action or policy alternative from consideration by the full Board.
- Committees shall not speak for nor act on behalf of the full Board except when expressly so authorized by the Board for a specific and time-limited purpose.
- The committee Chair or in the absence of the Chair, a representative, should report on the discussions of the standing committee at the Board meeting following the committee meeting.

The following are the roles and responsibilities for each standing committee:

- *Finance/Administration Committee.* Reviews District investments, debt service, and related policies, fees and charges, audits, contracts and grants, and policies for acquisition of equipment or services. Conducts interviews and recommends an external auditor for approval by the full Board.
- *Planning Committee.* Reviews planning of facilities, capital projects, operational standards, and the acquisition, development and disposition of real property.
- *Legislative/Human Resources Committee.* Discusses legislative goals and programs, employee relations-related issues, personnel policies, affirmative action issues, District training and development, and EBMUD's Contract Equity Program.
- *Sustainability Committee.* Discusses matters related to energy, sustainability, natural resources and the environment.

Creation and Role of Ad Hoc Committees The Board may appoint ad hoc committees to serve for a limited duration to address a specific topic of interest to the Board.

- Ad hoc committees may consist of two or three Board members and shall consist of less than a quorum of the Board and shall not be comprised of a quorum of a standing committee.
- An appointment of an ad hoc committee is considered during a regular, public meeting, and the full Board votes on the recommended committee members.

- Ad hoc committees may set their own meeting schedule. Meetings of an ad hoc committee are not required to be publicly noticed or made open to the public under the Brown Act.
 - Each ad hoc committee shall report its activities to the full Board at a publicly noticed regularly scheduled Board meeting as necessary, with the exception of an ad hoc committee appointed to negotiate contracts or contract amendments with the General Manager and General Counsel, in which case the ad hoc committee may receive direction from the Board in closed session.
-

Board Member Service on Joint Powers and Other Authorities

From time to time, the Board may appoint one or more Board members or EBMUD staff to serve as an EBMUD representative on a Joint Powers Authority (JPA), trade association or liaison committee.

- Service on a JPA, association or liaison committee shall be in accordance with Policy GP.XX, Board Member Code of Conduct and Policy GP.XX, Ethics of the EBMUD Board of Directors.
 - At the next regularly scheduled Board meeting following a meeting of a JPA, trade association or liaison committee, the Board member representative shall report on activities of the JPA, trade association or committee.
-

Board Member Service on Retirement Board

The Retirement Board is a separate governing body from the EBMUD Board of Directors. It is publicly charged with responsibility to administer the Retirement System and the Retirement Fund for the benefit of its members, and to secure the payment retirement allowances and other post-retirement benefits authorized by the Retirement Ordinance. It consists of three members (two (2) EBMUD Board members and the General Manager) appointed by the EBMUD Board of Directors, two members elected by and from the membership of the Retirement System (current employees), and one non-voting Retired Member elected by retired members.

Authority

Resolution No. xxx, (date).

References

Government Code Section 54952(b)
EBMUD Employees Retirement System Ordinance, Section 4



ETHICS OF THE EBMUD BOARD OF DIRECTORS

~~IT IS THE POLICY OF THE EAST BAY MUNICIPAL UTILITY DISTRICT BOARD OF DIRECTORS TO:~~

~~Promote ethical behavior in the conduct of District business.~~

Purpose and Scope

It is the policy of the East Bay Municipal Utility District Board of Directors to promote ethical behavior in the conduct of District business. The proper operation of EBMUD requires that Board members remain objective and responsive to the needs of the public, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the EBMUD Board of Directors.

This policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members' conduct and in achievement of the EBMUD mission. It references relevant policies, practices, and procedures that provide the legal framework and operational guidelines for addressing ethical issues.

Responsibilities of Public Office

EBMUD Board members are dedicated to the concepts of effective and democratic government by responsible elected officials. Board members:

- Uphold the Constitution of the United States and the Constitution of the State of California, and carry out the laws of the nation, the state and local governmental agencies;
- Comply with applicable laws regulating their conduct, including open government, conflict of interest, and financial disclosure laws;
- Fulfill all applicable training requirements, ~~including attending two (2) hours of ethics training (AB 1234) and two (2) hours of sexual harassment prevention training and education (AB 1661) every two (2) years in accordance with Governance Policy GP.XX;~~ and
- Work in full cooperation with other public officials, unless they are legally prohibited from doing so.

[California Government Code Section 1360; California Government Code 53235; California Government Code Section 87200; California Government Code Section 53237; Article 20, Section 3 of the California Constitution.]

Fair and Open Processes Involving the Public

EBMUD Board members promote fair and open public processes. Board members, and persons elected but who have not yet assumed office as members of the Board, must fully comply with California's open meeting law for public agencies (the Brown Act).

Disclosure of Communications

- Board members shall publicly disclose any oral or written communications they have had with persons, including, but not limited to, employees, legislators, legislative staff, public officials, developers, contractors, vendors, and consultants, that relate to matters at a Board meeting or Committee meeting in which the Board is performing an adjudicatory or quasi-judicial function.
- The disclosure may be made orally or in written form and may be made at the start of the meeting or may be made prior to consideration of the agenda item at the meeting.
- The Board shall make a good faith effort to comply with these Disclosure provisions of this Policy. A good faith failure to comply with these provisions shall not be construed to be a violation of this Policy.

[California Government Code Section 54950 and following; California Government Code Section 54952.1; California Government Code Section 54959.]

Fair and Equal Treatment

EBMUD Board members promote diversity, equity, inclusion, and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, color, religion, creed, sex, gender (including breastfeeding), gender identity (including transgender status), gender expression, marital or registered domestic partnership status, age for individuals forty or older, national origin, ancestry, disability (mental and physical), medical condition (cancer and genetic characteristics), genetic information, sexual orientation, military and veterans status, family or medical leave status, pregnancy (including childbirth or related medical condition), pregnancy disability leave status, or any other status protected by federal, state and/or local laws.
- [Upon receiving notice of a violation of District Policy 6.06, Equal Employment Opportunity \(EEO\), a Board member will immediately report the alleged violation to the General Manager. If a complaint is made against the General Manager, the Board member will report the violation to the General Counsel.](#)
- Board members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
- Board members will cooperate in achieving the equal opportunity objectives of EBMUD.

[See, e.g., Article 1, Section 31 of the California Constitution; Age Discrimination in Employment Act of 1967; Americans with Disabilities Act Amendments Act of 2008; Fair Employment and Housing Act; Rehabilitation Act of 1973; Title VII of the Civil Rights Act of 1964; California Labor Code Section 1102. See also EBMUD's Policy 6.06, Equal Employment Opportunity (EEO); Policy 6.08, Contract Equity Program; Policy 6.07, Prevention of Workplace Harassment; and Policy 2.02, Accommodation for Individuals with Disabilities in the Workplace.]

Proper Use and Safeguarding of EBMUD Property and Resources

EBMUD Board members exercise responsible management of District property and resources in the conduct of District business.

- Board members will safeguard EBMUD property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss including criminal acts or breach of trust.
- A Board member will not ask or require an EBMUD employee to perform services for the personal benefit or profit of a Board member or employee.
- Each Board member will protect and properly use any EBMUD asset within his or her control, including information recorded on paper or in electronic form.
- Board members will maintain written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on EBMUD's behalf.
- Board members will adhere to District policies.

[Article 16, Section 6 of the California Constitution; Penal Code Section 424. See also EBMUD Policy 7.04, Access to District Property for Tours; Policy 7.06, Pardee Conference and Lodging Facility Use; Policy 7.11, Use of District Bay Area Facilities; Policy ~~4.14~~[GP.XX](#), Reimbursement of Director Expenses; Policy 4.20, Use of District Technology Resources]

Use of Confidential Information

Board members will safeguard confidential information.

Board members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of a quorum of the Board. This includes information that:

-(1) has been received for, or during, a closed session Board meeting, either in writing or as part of a discussion,

(2) is protected from disclosure under the attorney/client or other evidentiary privilege, or

(3) is not disclosable under the California Public Records Act.

A Board member may make a confidential inquiry or complaint to a district attorney or grand jury concerning a perceived violation of law, including disclosing facts to a district attorney or grand jury necessary to establish the alleged illegality of a District action. Prior to disclosing confidential information, however, a Board member will first bring the matter to the attention of either the President of the Board or the full Board, in a lawful and appropriate manner, to provide an opportunity to cure an alleged violation.

[California Government Code Section 54963; California Government Code Section 1098]

Conflicts of Interest

Board members avoid both actual conflicts of interest and the appearance of conflicts of interest with the District.

- A Board member will not have a financial interest in a contract with the District, or be a purchaser at a sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.
- A Board member will not participate in the discussion, deliberation or vote on a matter before the Board, or in any way attempt to use his or her official position to influence a decision of the Board, if he or she has a prohibited interest with respect to the matter under California law.
- A Board member will not accept any honoraria.
- A Board member will not accept gifts that exceed the limitations specified in California law. Board members will report all gifts, campaign contributions, income and financial information as required under the District's Conflict of Interest Code and the provisions of the Fair Political Practices Act and Regulations.
- A Board member will not recommend the employment of a relative to the District or to any person known by the Board member to be bidding for or negotiating a contract with the District.

[California Government Code Section 87100 and following; California Government Code Section 1090 and following; California Government Code Section 81000 and following; California Government Code Section 87105; California Government Code Section 89502; Penal Code Sections 68 and 70, and EBMUD Conflict of Interest Code.]

Soliciting Political Contributions

Board members will not solicit political funds or contributions of in-kind services at EBMUD facilities or use EBMUD equipment.

- A Board member will not solicit or direct a political contribution or in-kind services from District officers, employees, consultants or contractors, or from vendors or consultants that have a material financial interest in a contract or other matter while that matter is pending before EBMUD.
- A Board member will not use EBMUD's seal, trademark, stationary, or other indicia of EBMUD's identity or facsimile thereof in any solicitation for political contributions.

[California Government Code Section 3205 and EBMUD Campaign Finance Reform Ordinance.]

Incompatible Offices

Except as expressly permitted by law, Board members appointed or elected to another public office, the duties of which may legally require action contradictory or inconsistent with the interests of the first entity, will resign from the first entity.

(See, generally, [California Government Code Section 109973 Cal. Op. Atty. Gen. 357 \(1990\)](#). See also California Government Code Section 53227, under which a special district employee may not be sworn into office as an elected or appointed member of the same special district unless he or she resigns as an employee.)

~~Board Member-General Manager Relationship~~

~~The Board sets District policy and the General Manager is responsible for execution of policy.~~

- ~~• The Board provides policy direction and instructions to the General Manager on matters within the authority of the Board by majority vote of the Board during duly convened Board and Board committee meetings.~~
- ~~• Members of the Board deal with matters within the authority of the General Manager through the General Manager, except when it pertains to the functions of the General Counsel.~~

~~*[Municipal Utility District Act (MUD Act) Sections 11883, 11937 and 11939.]*~~

Exercise Responsible Financial Management

The Board ensures the District exercises responsible financial management.

- The Board ensures that EBMUD maintains a system of auditing and accounting that completely and at all times shows the financial condition of the District in accordance with generally accepted accounting principles and legal requirements.
- The Finance/Administration Committee will interview and recommend [to the Board](#) an independent auditor to conduct an annual audit of the District's books, records, financial affairs, and periodic single audits of federal funds received by the District.
- The independent auditor will provide reports and present the results of their audits, including recommendations made to the Board's Finance/Administration Committee. Reports from the auditor will be provided to the Board upon completion as part of the next Board mailing.
- Staff will respond to audit recommendations and provide periodic updates to the Board on the status of the responses to the recommendations.

[MUD Act Section 11889.]

~~Improper Activities and the Reporting of Such Activities; Protection of Whistleblowers~~

~~The Board ensures that EBMUD maintains a healthy and transparent work environment.~~

- ~~• The General Manager has primary responsibility for ensuring compliance with the District's personnel policies and procedures, and ensuring that District employees do not engage in improper activities, for investigating~~

~~allegations of improper activities, and for taking appropriate corrective and disciplinary actions. The Board ensures that the General Manager is operating the District according to law and the policies approved by the Board.~~

- ~~• Board members will disclose to the General Manager, to the extent not expressly prohibited by law, improper activities within their knowledge. Board members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the General Manager is not properly carrying out these responsibilities.~~
- ~~• A Board member will not directly or indirectly use or attempt to use the authority or influence of his or her position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the General Manager or the Board any information that, if true, would constitute: a work-related violation by a Board member or District employee of any law or regulation, gross waste of District funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of a District official or employee, use of a District office or position or of District resources for personal gain, or a conflict of interest of a District Board member or District employee.~~

~~[Labor Code Section 1102.5 and following; California Government Code Section 53298 and 53298.5; and EBMUD Equal Employment Opportunity (EEO) Policy 6.06.]~~

**Directors'
Compensation and
Expense
Reimbursement**

~~EBMUD Board members receive a monthly stipend for their public service and the amount of that stipend is reviewed annually. EBMUD reimburses Board members for actual reasonable and necessary expenses incurred in the performance of duties authorized or requested by the Board.~~

- ~~• EBMUD Board members receive monthly compensation in an amount set at a public meeting of the Board of Directors. Board members must attend a minimum of 50% of their assigned meetings. Meetings include regular business meetings, standing committee meetings, special meetings, joint powers authority meetings, retirement board meetings, and closed session meetings. Salary shall not be paid to a Board member for any month in which he or she has not attended the minimum number of meetings unless the Board President excuses the absence(s) for good cause. Good cause includes, but is not limited to, a Board member's illness, family emergency, or schedule conflict directly related to the business and interests of the District.~~
- ~~• Any Board member arriving 15 or more minutes late for a Board or Committee meeting will be considered absent from that meeting. Such absences will be taken into account when determining the minimum number of meetings attended for compensation during that period. Committee chairs or presiding officers may excuse late arrivals, at their discretion, due to unforeseen circumstances.~~
- ~~• Each Board member is encouraged to participate in outside activities and organizations that further the interests of the District. Board members do not receive compensation for attendance at non-District activities. Expenses incurred by Board members in connection with such activities are reimbursable, where authorized in advance or subsequently ratified by the Board President. No personal gain or loss to a Board member is intended. The following rules apply:~~

- ~~a) All expenses must be incurred in compliance with Policy 4.14, Reimbursement of Director Expenses. Any expense that is not specified in Policy 4.14 must be approved in a public meeting by the Board, before it is incurred.~~
- ~~b) All expenses must be reasonable and necessary and Board members will exercise prudence in all expenditures, including transportation, food, lodging, telephone, and technology related charges.~~
- ~~c) Each Board member must use government and group rates offered by a transportation or lodging provider when available.~~
- ~~d) EBMUD does not provide credit cards to Board members. Upon incurring expenses, Board members will submit a reimbursement request, accompanied by evidence of payment of such expenses that will meet the District's requirements.~~
- ~~e) At the next Board meeting, each official shall briefly report on meetings attended at District expense. If multiple officials attended, a joint report may be made.~~

~~[MUD Act Sections 11908 and 11908.1; Resolution No. 35000-16, August 9, 2016; Policy 4.14, Reimbursement of Director Expenses; California Government Code Section 53232.2.]~~

Candidate's Statement

A Board member will not include false or misleading information in a candidate's statement for a general District election filed pursuant to Section 13307 of the Elections Code.

~~[Elections Code Sections 13307 and 13313; EBMUD Campaign Finance Reform Ordinance.]~~

Violation of Ethics Policy

A perceived violation of EBMUD's ethics policy by a Board member should be referred to the Board President for investigation and consideration of any appropriate action warranted. In the case of a perceived violation by the Board President, the matter should be referred to the Board Vice President. Nothing in this Governance Policy shall be construed to limit the right of any Board member to request that the perceived violation be placed on the agenda for determination and discussion. A violation of this policy may be addressed by remedies available by law, including but not limited to:

- Adopting a resolution expressing disapproval of the conduct of the Board member who has violated this policy,
- Injunctive relief, or
- Referral of the violation to the California Fair Political Practices Commission, District Attorney and/or the Grand Jury.

Authority

Resolution No. xxx, (date)

References

~~See footnotes~~References are stated in each section above ~~sections~~.

~~References are available for public review in the Office of the District Secretary.~~

~~Resolution No. 35000-16, August 9, 2016~~



Policy GP.XX

EFFECTIVE DD MON YY

PROTECTION OF WHISTLEBLOWERS

SUPERSEDES

N/A

Purpose and Scope	The District strives to maintain a healthy and transparent work environment, free from discrimination, harassment, or retaliation based on the reporting of improper activities in the workplace. This Governance Policy describes the roles and responsibilities of the Board of Directors and the General Manager in protecting District whistleblowers.
Improper Activities	For the purposes of this Governance Policy, "improper activities" includes any violation of state or federal statute; a violation of or noncompliance with a local, state, or federal rule or regulation; or unsafe working conditions or work practices in an employee's place of employment.
Role of the General Manager	The General Manager has primary responsibility for ensuring compliance with the District's personnel policies and procedures, ensuring District employees do not engage in improper activities, investigating allegations of improper activities, and taking appropriate corrective and disciplinary actions.
Role of the Board of Directors	<p>The Board ensures that the General Manager is operating the District according to law and the policies approved by the Board.</p> <p>Board members will disclose to the General Manager, to the extent not expressly prohibited by law, improper activities within their knowledge. Board members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the General Manager is not properly carrying out these responsibilities.</p> <p>A Board member will not directly or indirectly use or attempt to use the authority or influence of their position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the General Manager or the Board any information that, if true, would constitute: a work-related violation by a Board member or District employee of any law or regulation, gross waste of District funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of a District official or employee, use of a District office or position or of District resources for personal gain, or a conflict of interest of a District Board member or District employee.</p>
Claims Against the General Manager or General Counsel	The Board will be notified if, in the initial intake interview for any formal complaint that the General Manager or General Counsel has engaged in an improper activity, the complainant has alleged a prima facie case of an improper activity.
Authority	Resolution No. xxx, (date)
References	<p>Labor Code Section 1102.5 <i>et seq.</i></p> <p>Government Code Sections 53298 & 53298.5</p> <p>Policy 6.06, EBMUD Equal Employment Opportunity (EEO)</p>

This page is intentionally left blank.



BOARD OF DIRECTORS COMPENSATION AND BENEFITS

Purpose and Scope The East Bay Municipal Utility District (EBMUD) Board of Directors fairly compensates Board members for their public service as authorized by the Municipal Utility District Act and Public Utilities Code Section 11908.1. This Governance Policy sets forth the benefits available to Board members, the manner in which the Board is to determine its compensation and the prerequisites for obtaining that compensation.

Determination of Compensation

EBMUD Board members receive monthly compensation in an amount set at a public meeting of the Board of Directors.

- To receive their compensation for any given month, Board members must attend a minimum of 50% of their assigned meetings. Meetings include regular business meetings, standing committee meetings, special meetings, joint powers authority meetings, retirement board meetings, and closed session meetings.
 - Compensation shall not be paid to a Board member for any month in which he or she has not attended at least 50% of their assigned meetings unless the Board President or committee chair excuses the absence(s) for good cause. Good cause includes, but is not limited to, a Board member's illness, family emergency, or schedule conflict directly related to the business of EBMUD.
 - A Board member shall not have excused absences for more than three meeting days per calendar year for personal reasons (i.e., vacations) or attending conferences (even if the conference is directly related to the business of EBMUD). Each meeting day on which a Board member receives an excused absence for either a regular Board meeting, a standing committee meeting, a special meeting, or a combination of these meetings, shall be counted as a day for the purposes of this limit.
 - Any Board member arriving 15 or more minutes after roll call for a regular Board meeting, closed session, committee meeting, or special meeting will be considered absent from that meeting for the purposes of determining eligibility for compensation. The Secretary of the District will call roll no later than five minutes after the noticed start time of a meeting unless special circumstances require a later start for the meeting.
 - Committee chairs or presiding officers may excuse late arrivals, at their discretion, due to unforeseen circumstances.
 - Board members receive compensation based only on attendance at assigned meetings as described above, and do not receive compensation for attendance at non-EBMUD activities.
-

Annual Review of Compensation

Any adjustment to Board member compensation shall be set annually by the Board at a public Board meeting.

- The Board may adjust its compensation by providing an increase or a decrease in compensation.
 - The Board may increase its compensation by not more than five percent (5%) annually.
 - If the Board has elected not to increase its compensation in any calendar year, the next time the Board considers an adjustment it may vote to increase its compensation by up to five percent (5%) for each calendar year following the operative date of the last compensation increase.
-

- Any Board motion to adjust its compensation shall state the effective date of the compensation adjustment.
 - The Board may not apply any increase in compensation retroactively nor award itself retroactive pay in any circumstances.
 - No Board action adjusting its compensation shall provide for an automatic increase to that compensation.
 - The calculation of Board member compensation shall be rounded down to the nearest cent.
-

Board Member Benefits

Board members shall be entitled to the following benefits from EBMUD:

- EBMUD shall provide health care benefits to Board members under the same terms and conditions as benefits are provided to EBMUD employees.
 - Board members may participate in EBMUD’s Employee Retirement System as provided in the District’s Retirement Ordinance.
 - Board members may participate in EBMUD’s deferred compensation plans under the same rules as eligible EBMUD employees.
 - Board members may participate in the Utility District Employee Association and the Utility District Credit Union under the same rules as eligible EBMUD employees.
-

Authority

Resolution No. xx-xx, [date]

References

California Constitution, Article 11, Section 10
Public Utilities Code Section 11908
Public Utilities Code Section 11908.1
Government Code Section 53232 *et seq.*
EBMUD Employees’ Retirement Ordinance (as amended)



Policy GP.XX

EFFECTIVE [DD MON YY](#)

REIMBURSEMENT OF DIRECTOR EXPENSES

SUPERSEDES [22 NOV 22](#)
(Pol. 4.14)

~~IT IS THE POLICY OF THE EAST BAY MUNICIPAL UTILITY DISTRICT BOARD OF DIRECTORS TO:~~

~~Reimburse Directors as provided in the Municipal Utility District Act, Public Utilities Code Section 11908.1, for reasonable, actual and necessary expenses that are incurred in the performance of duties authorized or requested by the Board.~~

Purpose and Scope

~~It is the policy of the East Bay Municipal Utility District (EBMUD) that no member of the Board of Directors experiences personal financial gain or loss as a result of service as a Director. As provided in Public Utilities Code Section 11908.1, the purpose of this Governance Policy is to state how~~ EBMUD reimburses Directors for reasonable, actual and necessary expenses incurred in the performance of duties authorized or requested by the Board. Each Director is encouraged to participate in outside activities and organizations that further the interests of the District. Expenses incurred by Directors in connection with such activities are reimbursable, where authorized in advance or subsequently ~~ratified~~ approved by the Board President. ~~No personal gain or loss to a Director is intended.~~

Reimbursable Expenses

Directors are eligible for the reimbursement of expenses they incur in connection with attendance as a representative of the District at ~~such~~ such events such as conferences and association meetings. Reimbursable expenses include:

- Travel;
- Lodging;
- Meals;
- Technology Expenses; and
- Other related expenses incurred in the performance of official District business in accordance with the [Guidelines for Reimbursement of Board of Director Expenses](#), attached to this Policy.

Authorization of Reimbursement

Reimbursement of Director expenses must be approved as follows:

- The President of the Board of Directors will approve Reimbursable Expenses incurred by fellow Directors.
- The Vice President of the Board of Directors will approve expenses incurred by the Board President, and in the President's absence, may approve expenses incurred by fellow Directors.
- In the absence of both the President and Vice President, the Immediate Past President may also approve expenses of fellow Directors, including the President and Vice President.
- Any expense that is not specified in this Policy must be approved by the Board in a public meeting before it is incurred.
- Under no circumstance may any Director be authorized to approve their own expenses.

Rules Applicable to Reimbursable Expenses

The following rules apply to Reimbursable Expenses:

- Directors will exercise responsible fiscal management in incurring expenses as required by Policy [GP6.XX04](#), Ethics of the EBMUD Board of Directors. All expenses must be reasonable and necessary, and Directors will exercise prudence in all expenditures.

- Reimbursable Expenses will be incurred and reimbursed in accordance with the *Guidelines for Reimbursement of Board of Director Expenses*, attached to this Policy.
- Each Director must use government and group rates offered by a transportation or lodging provider, when available.
- EBMUD does not provide credit cards to Directors. Upon incurring expenses, Directors will submit a reimbursement request, accompanied by evidence of payment of such expenses that will meet the District’s requirements.
- Upon return from any conference attended on behalf of the District, a Director shall file with the Secretary of the District a written report on the Director’s activities at the conference (e.g., and what was learned at the conference that may be helpful to the Board or the District and what meetings or sessions the Board member attended).
 - The Secretary shall send a copy of the report to the Board President.
 - A Director shall not be eligible for reimbursement until they have filed the report with the Secretary.
- At the next Board meeting, following attendance at a conference or meeting for which a Director has received expense reimbursement, the Director ~~each official~~ shall briefly report on ~~the meetings attended at District expense~~. If multiple ~~officials-Directors~~ attended, a joint report may be made.

ReferencesAuthority

Resolution No. xxx, [date]~~Policy 6-04 – Ethics Policy of the EBMUD Board of Directors~~

AuthorityReferences

Government Code Section 53232.2
Government Code Section 53232.3
 Public Utilities Code Section 11908.1
 IRS Publication 463 – Travel, Entertainment, Gift and Car Expenses
Policy GP.XX - Ethics of the EBMUD Board of Directors

GUIDELINES FOR REIMBURSEMENT OF BOARD OF DIRECTOR EXPENSES

PURPOSE – These guidelines are used to reimburse Board of Directors (Director) for actual, reasonable and necessary expenses while engaged in official District business, as provided in MUD Act Section 11908.1, pursuant to Policy X.XX.

Internal Revenue Service (IRS) Requirement

The District operates under an Accountable Plan, as defined in Internal Revenue Service Regulations 1.62.2. An Accountable Plan is one in which expense reimbursements are not taxable income, not wages, and not included as income. To be an Accountable Plan (according to the IRS), your employer's reimbursement or allowance arrangement must include the following rules:

- Your expenses must have a business connection - that is, you must have been paid or incurred deductible expenses while performing services as a 'Director of the District'.
- You must adequately account to your employer for these expenses within a reasonable period of time.
- You must return any excess reimbursement or allowance within a reasonable period of time.

Reasonable Period of Time: The definition of reasonable period of time depends on the facts and circumstances of your situation. However, regardless of the facts and circumstances of your situation, actions that take place within the times specified in the following list will be treated as taking place within a reasonable period of time.

- You receive an advance within 30 days of the time you have an expense.
- You adequately account for your expenses within 60 days after they were paid or incurred.
- You return any excess reimbursement within 120 days after the expense was paid or incurred.

You are given a periodic statement (at least quarterly) that asks you to either return or adequately account for outstanding advances and you comply within 120 days of the statement.

Authorization

Reimbursable Expenses That Require Prior Authorization

- Conferences, seminars, or similar training courses requiring either a registration fee or overnight lodging costing \$100 or more.
- Travel to destinations in excess of 150 miles from the Director's normal place of work or for overnight lodging of more than one night related to business travel.
- Travel advances and/or prepayment of business expenses that require submission to the Office of the Secretary.

Note: The Board President approves all prior authorization requests from Directors. The Board Vice President approves all prior authorization requests from the Board President, and in the President's absence, may approve [fellow Director's'](#) authorization requests. In the absence of the President and/or the Vice President, the Immediate Past President may also approve authorization requests [including requests from the President or Vice President](#). Any expenses incurred without prior written approval will not be reimbursed unless it is an emergency related to District business.

Reimbursable Expenses That Do Not Require Prior Authorization

-
- Conference, seminar or similar training registration fees costing less than \$100.
 - One day travel less than 150 miles from the Director's normal place of work.
 - Training with no registration fee or overnight stay.
 - Business meetings or District sponsored events:
 - Regular, adjourned regular, and special meetings of the Board.
 - Board committee meetings (as a member or alternate at the request of the committee chairperson) whether standing or ad hoc.
 - Seminars, and non-District meetings or functions when attending as a representative of the Board.
 - Other services rendered as a Director.
 - Typical reimbursed monthly expenses:
 - Meals – Refer to meals section.
 - Mileage – Refer to use of private owned vehicles section.
 - Tolls – No receipt required.
 - Parking – Receipt required.
 - Monthly internet charges – Reviewed and approved by Chief Information Officer. Expenses must be submitted within six months of being incurred or expense payment being made.
-

Qualifications

Director business expenses are reimbursed or paid directly by the District provided they are ordinary, necessary, reasonable, and within the scope of District business for the individual requesting reimbursement. Expenses must meet the following general qualifications:

- Expenses incurred must comply with the provisions of this policy and all expenses must be properly authorized.
 - Expenses and business purpose to the District must be adequately documented and explained. Reimbursement of actual expenses requires submission of receipts for all expenses except per diem reimbursement for luggage handling and housekeeping tipping, or reimbursement of bridge tolls.
-

Allowable Expenses

Registration Fees

Registration fees incurred to participate in conferences, training courses or other similar activities directly related to District business or interests are reimbursable.

Meals

Reimbursement for meals requires an itemized receipt and is limited to the IRS approved per diem rate for the area of travel. Per diem rates are subject to change at any time. The IRS approved per diem rate will be disbursed in whole dollar amounts to approximate 20 percent for breakfast, 30 percent for lunch, and 50 percent for dinner. Current per diem rates can be reviewed at the U.S. General Services Administration website, [GSA Home](#). Click the link to "Per Diem Lookup".

Meal expenses (breakfast, lunch, or dinner) are reimbursable for Directors under these specified conditions:

- For one-day training, conferences, seminars, meetings, and trips.
 - Business meal costs incurred must be reasonable, necessary and at
-

appropriate locations. You must include the names of participants (if being claimed for reimbursement), and the specific business purpose of the meal. Food may be provided at on-site gatherings such as ward events.

It is the Director's responsibility to make necessary arrangements with the host for special dietary requirements. If the Director's special dietary needs request is denied by the host, the Director should receive a meal reimbursement for that meal. The Director is required to provide written details from the host indicating the special dietary needs request cannot be fulfilled.

Car Rentals

Car rentals are only approved if public transportation is not reasonably available in the area of travel. Car rentals should be for compact or mid-sized models without upgrades for one or two persons sharing transportation. For three or more persons, or as required to meet District business needs, a larger model may be rented.

The District may contract with a vehicle rental company as a preferred provider. Such a preferred provider will offer governmental rates to Directors for all travel and will not offer liability or collision insurance to Directors on District business because the District is self-insured.

Use of Privately Owned Vehicles

Reimbursement for mileage expenses incurred shall be determined as follows:

- Local and long-distance travel shall be reimbursed at the authorized IRS rate per mile.
- Long distance travel - Mileage expenses shall be based upon direct mileage between destinations as determined from established tables of highway distances.
- Directors are personally responsible to pay all traffic citations, parking tickets and any resulting towing or impound charges.
- Mileage to and from the airport and parking at the airport. A receipt is required for cabs, ride-sharing, shuttle service or airport parking.

Note: The mileage reimbursement, plus related en-route expenses per Director, shall not exceed the corresponding lowest quoted round-trip airfare plus an allowance of \$50 covering avoided costs from Oakland, San Francisco, Sacramento or San Jose to the terminal point nearest the point of destination. Lowest quoted round-trip airfare must be documented through services such as Expedia, Travelocity and Orbitz. Questions regarding "in lieu" fare levels can be verified with the Secretary of the District in advance of travel.

Lodging

Lodging expenses must be reasonable. When possible, rates should not exceed the maximum group rates published for the conference. Lodging expenses will be reimbursed only when overnight absence from the Director's home is required. An itemized receipt must be attached to the Expense Report. Overnight lodging is not authorized for conferences or seminars that are within the service area without specific advance written approval from the Board President.

Note: If double, deluxe, suite, or other premium-cost accommodations are requested, reimbursement will be at the standard rate for single room occupancy. The receipt should be annotated to show the "standard single" rate if the cost of the accommodations exceeds that rate.

Government, corporate or conference rates must be requested, when available,

and used if these rates are less than otherwise posted rates.

Transient Occupancy Tax (TOT)

When reserving a hotel reservation for a stay in City of Rancho Mirage, San Francisco and Sacramento cities and counties, complete the TOT exemption form. When you check in, show the hotel staff the form, show them your District ID and sign the TOT exemption form. Exemption forms are found on the Travel and Expense (T&E) Splashpad page
https://splashpad.ebmud.com/Travel&Expense/Transient_Occupancy_Tax.pdf.

Airline Fares

Each airline ticket purchased must be at the lowest fare consistent with the business purpose. The District does not reimburse the costs of travel agent fees incurred for the purpose of purchasing airlines tickets. Directors traveling by air for business have the option to reserve and purchase airline tickets on the Internet using their personal credit card and documenting the available fare options that reasonably meet the business purpose.

The following travel service websites are available to research and book reservations:

- Expedia.com
- Travelocity.com
- Orbitz.com
- Travelzoo.com
- Kayak.com

Not all airlines are affiliated with these travel service websites, including Southwest, Jet Blue, ATA, etc. Therefore, those airline websites should also be reviewed for cost comparisons for available flights.

After locating the lowest airfare consistent with the business purpose of the trip, if the airfare is greater than \$250 the Director must provide the information from the website(s) (travel service website and, where used, specific airline website) indicating the alternative options available, in addition to the option ticketed. That documentation must show the lowest fare available for the business trip and must accompany the Expense Report for reimbursement or payment to the District.

Miscellaneous

- Internet Access at the hotel or conference center for business use and access to District Information systems.
 - Limits on gratuities are described below:
 - Business meals – 15 percent of the total cost of the meal for an individual or as automatically charged by the restaurant for a group business meal when substantiated by an itemized receipt.
 - Taxi – 10 percent of the cost of taxi fares.
 - Luggage handling and housekeeping – limited to the IRS per diem rate for the area.
 - Laundry services are only reimbursed when travel extends beyond five business days.
 - Minor purchases are reimbursable up to \$500 for non-stock/non-repetitive supplies, or materials that cannot be procured economically through normal
-

channels due to time or the value of the purchase.

**Unauthorized
Expenses**

Meals

- Meal allowances are not paid for meals en route by air when food is provided by the airline, included with the conference registration, or otherwise provided. (Snacks and continental breakfasts such as rolls, juice and coffee shall not be considered meals.)
- Business discussions during mealtime between Directors, and a Director and employees do not constitute a business meal eligible for reimbursement.
- Alcoholic beverages are not reimbursed except for specific events with prior written approval of the Board President.

Car Rental Insurance and Citations

Directors should not purchase, nor shall the District reimburse the cost of liability or collision insurance as the District is self-insured. Insurance authorized by the Director at the time of rental will not be reimbursed. In the event of an accident while using a rental car, refer the car rental agency to the District's Risk Management Division.

Directors are personally responsible for paying all traffic citations, parking tickets and resulting towing or impound charges in a timely manner.

Airline Fares

Directors will not be reimbursed for the following airline fees:

- Upgraded seating such as first-class, business class, or economy plus
 - When a Director prefers to use a higher class than the economy ticket for reimbursement, the Director must pay the incremental cost of the airfare and provide documentation that shows the incremental cost.
- Early Bird check-in
- Frequent flyer miles or rewards programs
- Cancellation protection or insurance
- Additional travel insurance or premiums

Any requests for a particular airline or routing which results in higher fares will not be reimbursed. The additional costs of airline fares will be the responsibility of the Director.

Miscellaneous

The District provides a cell phone allowance or District cell phones for business related telephone expenses. The District does not provide any additional reimbursement for business or non-business related telephone expenses.

**Travel and
Expense
Authorization**

Travel and Expense Authorizations:

- Must be completed in Elsie for reimbursement of expenses before the expense is incurred unless these guidelines specifically state otherwise.
 - Must be completed by each Director for all travel and approved by the Board President.
 - Travel and Expense Authorizations become a public record upon submission to the District for payment.
-

**Processing Travel
and Expense
Authorizations**

Director

- Requests Secretary of the District to complete Travel and Expense Authorization in Elsie before expenses are incurred.
- Provides copies of the conference, seminar or training course schedule/agenda to include with the Travel and Expense Authorization.
- Provides written justification stating business purpose for the expense to include with the Travel and Expense Authorization.
- Completes the local TOT exemption form for lodging in California at time of check in if available in that city.

Office of the Secretary

- Prepares Travel and Expense Authorization in Elsie, attaches the required documentation and written request from the Director and obtains approval from the Board President.
- Reviews and approves use of the District Purchase Card for travel and business related expenses and direct travel-related expense payments for up to the total approval amounts shown on Travel and Expense Authorization for transactions requiring payment via purchase/credit card.
- Determines the “reasonableness” of expenses eligible for reimbursement based on time and location of travel, duration of trip and purpose of travel.
- Enters Travel and Expense Authorization with supporting documentation and approvals in Elsie for processing by the Accounting Division.

Board President

- Reviews and approves Travel and Expense Authorization for reasonableness and forwards it to the Office of the Secretary.

Board Vice President

- Reviews and approves, for the Board President and all other Directors in the President’s absence, Travel and Expense Authorization for reasonableness and forwards it to the Office of the Secretary.

Immediate Past President

- In the absence of the Board President and/or the Vice President, reviews and approves for the President, Vice President or other Director’s Travel and Expense Authorization for reasonableness and forwards it to the Office of the Secretary.

Accounting Division

- Accounts Payable (AP) staff, under the direction of the Controller, audits Travel and Expense Authorizations submitted for compliance with procedures.
- Prepares direct travel-related expense payments for up to the total approval amounts shown on the Travel and Expense Authorization for transactions requiring payment by check.

Expense Report

Expense Reports must always be completed by each Director for reimbursement of any business expense after the expense is incurred unless these guidelines specifically state otherwise. All Expense Reports must include adequate documented explanations of the business purpose of the expenses. Expense Reports become a public record upon submission to the District for payment.

**Processing
Expense Report**

Director

- Submits Expense Report and supporting receipts to the Office of the Secretary. Do not include any personal information such as personal credit card information, bank account information, home address or personal phone numbers.
- Always check the Forms Shop for the current form. This form is updated to include current mileage reimbursement rates, regulatory and processing changes.
- The Director incurring the expense cannot approve their own Expense Report.
- Information in the Expense Report must be authorized in writing (e.g., via email) by the Director incurring the expense

Office of the Secretary

- Reviews Expense Report and attachments.
- Sends Expense Report to the Board President for approval.
- Enters Expense Report with supporting documentation and approvals in Elsie for processing by the Accounting Division.

Board President

- Reviews Expense Report for approval after expenses are incurred to determine the need, appropriateness, and reasonableness of each item of expense.
- Sends approved Expense Report to Office of the Secretary for final review before Office of the Secretary enters Expense Report with supporting documentation and approvals into Elsie.

Board Vice President

- Reviews and approves Expense Report for the Board President and all other Directors in the President's absence after expenses are incurred to determine the need, appropriateness, and reasonableness of each item of expense.
- Sends approved Expense Report to Office of the Secretary for final review before entering in Elsie.

Immediate Past President

- In the Board President and/or Vice President's absence, reviews and approves Expense Report of the President, Vice President or other Directors after expenses are incurred to determine the need, appropriateness, and reasonableness of each item of expense.
- Sends approved Expense Report to Office of the Secretary for final review before entering in Elsie.

Accounting Division

- Audits all Expense Reports for compliance with procedures.
- Returns incomplete Expense Reports to the Office of the Secretary with a request for adjustment or explanation.

Advises Office of the Secretary when reimbursement is available for distribution to Director.

Prepayment of

Directors requesting prepayment of expenses for a business trip are required to

Expenses

submit their requests to the Secretary of the District at least ten (10) working days prior to their scheduled departure date or event.

If the District issued a prepayment of expenses, a copy of the Travel and Expense Authorization must be attached to the request. In order to account for prepaid expenses, Expense Reports must be submitted within 15 working days of completion of the business trip.

For periodic expenses when a Travel and Expense Authorization is not required (tolls, BART fares, personal car mileage, etc.) an Expense Report should be submitted within six months.

If the Director chooses not to purchase an airline ticket, the information regarding the ticket selection should be sent to the Secretary of the District who will purchase the ticket at the request of the Director. The charge for the amount of the ticket will be recorded as a prepaid expense to be cleared by a subsequent approved Expense Report.

Cancellations

When traveling on District business, the Director must be reasonably certain that they will be able to complete the trip. Canceling a trip for personal reasons must be approved by the Board President and may result in the Director being responsible for any non-refundable costs. Where possible, another Director may be substituted with the approval of the Board President. If a substitution needs to be made, notify the Secretary's Office and copy the Board President.

Business and Personal Combined

Any Director who wishes to combine personal and business travel should consult with the Secretary of the District who in consultation with the Controller will determine a reasonable allocation of costs. Any cost variance in airfare, car rental, or lodging must be clearly identified on the Travel and Expense Authorization. Charges to accommodate personal preferences will not be reimbursed. Use of frequent flyer miles will not be reimbursed. All other expense reimbursement rules apply.

**Public Report to
the Board**

~~At the next Board Meeting, the Director will make an oral or written presentation to the Board regarding any authorized events attended after business travel outside of the District service area or meetings attended at the District's expense are completed. If multiple Directors attended, a joint report may be made.~~

**Substantiation of
Travel Expenses**

Travel expenses shall be substantiated by any of the following sources:

- Board meeting minutes
- Certification of committee attendance signed by the committee chair
- Verification of attendance at authorized meetings and functions signed by the Board President