

Chapter 2.00  
**Board of Directors**

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Section 2.00.010      **Officers – Designation**

The officers of the Board are the Chair, the Vice-Chair and the Secretary. Additionally, the previous Board Chair shall, if willing to do so, serve as Chair Emeritus. The Chair Emeritus shall provide an advisory, but not decision-making, role to the other officers, with such advice being as requested by the other officers. Any references in this Administrative Code to the “officers” specified in this section include the Chair Emeritus, but in an advisory role only. If for any reason the outgoing Chair does not want to serve as Chair Emeritus, then this office will not be filled and will remain vacant until the next election of officers.

Section 2.00.020      **Officers – Duties**

(a) The Chair is the presiding officer of the Board and shall perform such other duties as may be prescribed by the CWA Act, this Code or other action taken by the Board. The Chair shall be recognized as the official head of the Authority for all ceremonial and public purposes, and for the signing of legal instruments and documents. At meetings of the Board, the Chair shall not be deprived of any of the rights and privileges of a Director by reason of being presiding officer.

(b) The Vice-Chair is the presiding officer of the Board in the absence of the Chair. The Vice-Chair shall perform the duties of the Chair whenever the Chair is absent, temporarily incapacitated from performing the duties of Chair, or as may be delegated by the Chair. At meetings of the Board, the Vice-Chair shall not be deprived of any of the rights and privileges of a Director by reason of serving as presiding officer.

(c) The Secretary is the presiding officer of the Board in the absence of the Chair and Vice-Chair. The Secretary shall perform the duties of the Chair whenever the Vice-Chair is unable to perform the duties of the Chair as specified in subdivision (b). The Secretary shall

attest or counter-sign the signature of the Chair on legal instruments and documents required by law to have the attestation or counter-signature of the secretary of the Board.

(d) The Chair, Vice-Chair and Secretary, in consultation with the General Manager and General Counsel, shall determine the agenda for meetings of the Board. The agendas for meetings of committees of the Board will be determined by consultation among the chairperson of the committee, the General Manager and General Counsel.

#### Section 2.00.030 **Officers – Selection**

(a) At its regular meeting in September of each even-numbered year, the Board shall select from among its members a Chair, Vice-Chair and Secretary. At its regular meeting in August of each even-numbered year, the Board shall take nominations for each office. In addition to such advance nominations, the Board may also take nominations from the floor at its regular September meeting in even-numbered years. A nomination shall be considered if made by a Director of a Member Agency and seconded by a Director of another Member Agency. Action at the September Board meeting to select each officer shall be made in the following manner: (i) each individual office shall be voted on separately, with the vote going in the order of Chair, then Vice-Chair, and then Secretary; (ii) if there is one candidate for a particular office, the vote shall be in the same manner as other actions of the Board; (iii) if there is more than one nomination for any particular office, the entire list of candidates for that office shall be subject to the initial vote. At the conclusion of that vote if any candidate has sufficient votes to reach a majority as required by other actions of the Board, they have won. If there is no candidate who reached such majority, then a second vote will be taken with only the top two finishers from the initial vote being included. Whichever candidate then has sufficient votes to reach a majority as required by other actions of the Board, they have won. The Board may adopt supplementary rules for the nomination and selection of officers of the Board.

(b) If a position as officer of the Board becomes vacant, the Board may select a successor to fill the vacancy for the remainder of the unexpired term. The method for such selection shall be as stated in subsection (a) above as to officer nominations and voting. The month of the regular Board meeting where such voting will occur will be as determined by the Chair, but will be within 90 days of the effective date of the vacancy.

(c) The Chair shall be selected according to the groups established by Section 2.00.045. Commencing with Chair whose term of office began on January 1, 2005, and for each successive term thereafter, qualification for the office of Chair will be determined by group as follows: Group B, Group A, Group B. This order will be repeated to assure that the directors within Group A are qualified for Chair every third term.

#### Section 2.00.040 **Officers – Term**

(a) The term of the officers of the Board shall be two years. Beginning in 2010, the term of office shall commence on October 1 of each even-numbered year. An officer shall continue to serve until his or her successor is selected and takes office.

(b) An officer shall not serve more than one consecutive term in each office. The limitation on service in an office for consecutive terms shall not apply to selection to fill the remainder of an unexpired term if the remainder of the term is 12 or fewer months.

(c) Officers serve at the pleasure of the Board.

#### Section 2.00.045      **Grouping of Directors**

For purpose of determining Board Chair and other purposes as specified in this Chapter, Directors shall be grouped as follows: Directors representing the City of San Diego (Group A); Directors representing other member agencies (Group B).

#### Section 2.00.050      **Emergency Operations**

In any circumstance justifying an emergency meeting of the Board under the Section 54956.5 of the California Government Code, the General Manager or the Chair may instead call an emergency meeting of the officers of the Board, the immediate past Chair and the chairs of each of the standing committees listed in Section 2.00.060. Upon a determination by a majority of these directors of the existence of an emergency, any action approved by a majority of these directors to respond to that emergency shall be deemed action of the Board. Any actions taken pursuant to this subdivision shall be reported to the Board not later than seven days after the action or at its next regularly scheduled meeting, if that meeting will occur not later than 14 days after the action. The report shall include details of the emergency situation and the reasons justifying the actions taken. Any action taken pursuant to this subdivision may be rescinded by the Board, provided, however, that such rescission shall operate prospectively. Nothing in this section is intended to limit the powers delegated to the General Manager by this Code to declare or act in an emergency. Solely for the purposes of this section, after a meeting of the directors designated in this section has been called and for the duration of the emergency, the group of directors shall be designated as the Emergency Operations Committee.

#### Section 2.00.060      **Standing Committees**

(a) The Board shall be organized into the following standing committees that are advisory to the Board with respect to matters within their respective areas of responsibility:

1. An Administrative and Finance Committee responsible for administrative and finance matters including: rates, fees, charges, and other sources of revenue; budget; investments; human resources; employer-employee relations; information technology; insurance; risk management; and other matters of general business operations.
2. An Engineering and Operations Committee responsible for matters of design, construction, replacement, maintenance and operation of the Authority's facilities, property and equipment, including: administration of the Capital Improvement Program; administration of the Aqueduct Protection Program; right of way

acquisition and management; system and facility security; water quality; and other matters relating to facility operations.

3. An Imported Water Committee responsible for imported water supply matters including: activities and issues as a member agency of the Metropolitan Water District of Southern California; administration of the Quantification Settlement Agreement and related agreements; Colorado River Board; State Water Project; CalFed; and other matters relating to water supplies from sources outside San Diego County.
4. A Legislation and Public Outreach Committee responsible for community and governmental matters including: legislation, lobbying and intergovernmental relations; community relations; media relations; outreach for shortage allocation programs and policies; and the Small Contractors Outreach and Opportunities Program.
5. A Water Planning and Environmental Committee responsible for water planning and local supply development including: water demand and supply planning; shortage allocation planning; water supply forecasting and reporting; seawater desalination; water reclamation; groundwater and conjunctive use; local surface water; water conservation programs; treated water demand and peaking management; environmental management; Urban Water Management Plans; and other planning matters.

(b) Each standing committee shall have not less than fourteen members appointed by the Chair in consultation with the Vice-Chair and Secretary. Committees shall be comprised solely of directors, provided, however, that the representative of the County of San Diego shall be eligible to serve on committees. The Chair, in consultation with the Vice-Chair and Secretary, shall designate a chairperson and two vice-chairpersons of each standing committee. In designating the chairpersons of standing committees, the Chair shall assure that not less than one-third and not more than one-half of the chairpersons are Directors representing the City of San Diego.

(c) Standing committees shall be reorganized every two years following the selection of the Board officers. Appointments to standing committees and designation of the chairperson and vice-chairpersons of each committee shall be made during January of odd numbered years, and may be made as necessary due to vacancies or as determined necessary and convenient by the Chair. Members of standing committees or subcommittees serve at the pleasure of the Chair, provided however, that each Director shall be entitled to serve on at least two standing committees. The term of the chairperson and vice-chairpersons of each standing committee shall be two years, subject to the pleasure of the Chair. The chairperson of a standing committee shall not serve more than one consecutive term. The vice-chairpersons of a standing committee shall not serve more than two consecutive terms. The limitation on service for consecutive terms shall not apply to appointments to the remainder of an unexpired term if the remainder of the term is 12 or fewer months. Members of standing committees or subcommittees, including the

chairperson and vice-chairpersons, shall serve until their successors are appointed. The chairperson of a standing committee is its presiding officer and shall be responsible for communicating the recommendation of the committee to the Board. In the absence of the chairperson, a vice-chairperson shall perform the duties of the chairperson. The presiding officer is not deprived of any of the rights and privileges of a committee member by reason of being presiding officer.

(d) Whenever feasible, the General Manager or General Counsel shall present matters to the Board for consideration at regular meetings by written communication via the standing committee having responsibility for the subject. In the event a matter could fall within the responsibility of more than one committee, the Chair in consultation with the Board vice-chair and secretary, and the chairs of the standing committees shall determine which committee will be responsible for the matter. Regular meetings of the standing committees will be on the day of each regular monthly meeting of the Board. A standing committee may meet at such other times as may be determined by the committee or the chairperson of the committee provided that notice of such meetings is given according to law. Meetings of standing committees for which an agenda is posted 72 hours in advance pursuant to law shall be considered regular meetings of the committee.

(e) Each standing committee is designated as and shall be considered a legislative body of the Authority for the purposes of any law requiring a noticed public hearing prior to taking an action. This subdivision shall not apply to the hearing required by Code of Civil Procedure Section 1245.235 unless otherwise authorized by that section. The recommendation of a standing committee on a matter for which a public hearing has been held shall include a summary of the information presented at the public hearing. The record of the proceedings before the standing committee shall be made available to the Board and shall be considered as part of the record of proceedings of the Board. No person who presented information to a standing committee regarding a matter shall be precluded from presenting the same or similar information during a meeting of the Board on the same matter.

(f) A majority of the members of each standing committee shall constitute a quorum for the transaction of business. If a quorum of a standing committee is not present during the time designated for a meeting of the committee, the chairperson may designate any Director present at the meeting as a temporary committee member. The number of temporary committee members shall be limited to the number necessary to achieve a quorum. A temporary committee member shall serve until the arrival of a regular member or the end of the meeting. If more than one temporary committee member is appointed, the chair shall determine which temporary member is replaced upon the arrival of a regular member. Temporary committee members shall be entitled to participate and vote on all matters coming before the committee for the duration of the temporary appointment.

(g) Directors that are not members of a standing committee may attend only as observers unless the agenda of the committee meeting indicates that a meeting of the Board has also been noticed as required by law. Whenever a standing committee meeting is also noticed as a meeting of the Board, it shall be conducted as a committee meeting and Directors that are not

members of the committee may participate in discussions upon recognition by the chairperson, but only members of the committee are entitled to make, second or vote on any motion or other action of the committee. During regular Board meetings, a vote or other formal action of the Board shall be taken only during the portion designated as the formal Board meeting. This subdivision shall not be construed to limit participation by a Director serving a temporary appointment under subdivision (f).

(h) Each standing committee member shall be entitled to one vote on all matters considered by the committee.

(i) The General Manager is responsible for the preparation of minutes of each meeting of each standing committee. The minutes shall be provided to the Board as soon as practical following the committee meeting.

#### Section 2.00.066 **Audit Committee**

(a) The Board shall have an Audit Committee comprised of five members appointed by the Chair in consultation with the Vice-Chair and Secretary, at least one member of which should have basic knowledge of financial reporting and audit principles. The Administrative and Finance Committee chairperson and vice-chairpersons are ineligible to serve on the Audit Committee. The Chair shall designate one member of the committee to serve as chairperson. The committee may select a vice chairperson. Members of the committee shall serve an indefinite term at the pleasure of the Chair. The affirmative vote of three members is required for any recommendation or other action of the committee. The committee may establish a schedule of regular meetings and shall meet not less than three times annually.

(b) The Audit Committee is a standing advisory committee responsible for the following matters:

1. Recommending selection of the independent auditor or auditing firm, including participation in the selection process;
2. Oversight of the audit contract and annual audit;
3. Oversight of supplemental audits, or agreed upon procedures, including audits of member agency obligations, within the scope of the audit contract as the committee determines are necessary or appropriate;
4. Review of the annual audit, including all portions of any associated Annual Comprehensive Financial Report (ACFR), at one or more public meetings and provision of a report of recommendations to the Board based upon the review;
5. Preparation of an annual report to the Board summarizing its activities, actions, and recommendations, which report may be combined with the report of recommendations on the annual audit.

## Section 2.00.070      **Temporary Committees**

(a)      The Chair may establish temporary advisory committees as he or she deems appropriate for the conduct of Authority business. Members of such committees shall be appointed by the Chair in consultation with the Vice-Chair and Secretary. Temporary advisory committees composed solely of Directors shall be less than a quorum of the Board. In order to assure compliance with law, Directors that are not members of a temporary advisory committee shall not receive notice of or attend meetings of the committee, unless specifically authorized by the Board officers or unless the meeting is otherwise open to the public.

(b)      With the permission of the Chair, a chairperson of a standing committee may establish a temporary committee comprised of less than a quorum of the standing committee. In order to assure compliance with law, Directors that are not members of a temporary advisory committee shall not receive notice of or attend meetings of the committee, unless specifically authorized by the chairperson of the standing committee or unless the meeting is otherwise open to the public.

(c)      The Board may establish other temporary committees as the Board deems appropriate for the conduct of Authority business.

(d)      Temporary committees shall have a term determined by the Chair, or the Board for committees established pursuant to subdivision (c), but in any event the term of a temporary committee shall not exceed the term of office of the Chair.

## Section 2.00.080      **Meetings**

(a)      Dates. Regular meetings of the Board shall be held on the fourth Thursday of each month, except November and December, in the boardroom of the building that is the Authority's principal place of business. Regular meetings in the months of November and December shall be on days determined by formal action of the Board. Notwithstanding the foregoing, all regular meeting dates may be changed by formal action of the Board.

(b)      Times. Regular meetings of the Board will commence at the time stated on the agenda but no earlier than 8:00 a.m., or as soon thereafter as a quorum<sup>1</sup> is present. Regular meetings of standing committees listed in subdivision (a) of section 2.00.060 will commence at the same time and in the same location as the Board meeting and may continue throughout the day. The formal Board meeting for the conduct of business will convene at the time stated on the agenda on the day of the regular meeting or as soon thereafter as the committee meetings are completed.

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<sup>1</sup> Section 6, subdiv. (k) of the CWA Act states, "A quorum necessary for the transaction of business at any meeting of the board of directors exists whenever there are present at the meeting a majority of the membership of the board of directors that includes at least one-half of the number of representatives of each public agency member having more than six representatives serving on the board of directors."

(c) Holidays. When the day for a regular meeting falls on a legal holiday, such meeting shall be held at such other time as may be determined by resolution of the Board.

(d) Adjournment. Meetings of the Board may be adjourned to a time and place stated in the notice of adjournment and as permitted by law. The presiding officer may adjourn any meeting without need for a motion.

(e) Special meetings. Special meetings may be called by the presiding officer in accordance with law.

(f) State law / notices. Meetings of the Board, standing committees and temporary committees will be conducted in accordance with the Ralph M. Brown Act and the CWA Act. The Clerk of the Board is responsible for the posting of all notices required by this Code, the Ralph M. Brown Act or the CWA Act, unless otherwise specifically stated in this Code. The Clerk of the Board is responsible for giving the mailed notice of regular and special meetings as required by Government Code section 54954.1. The Clerk of the Board may charge an annual fee in an amount determined by the General Manager to reasonably cover the cost of preparing, copying and mailing the notice.

(g) Agenda. Subject to section 2.00.020, subdivision (d), the General Manager is responsible for preparing a written agenda as required by law for each meeting of the Board, a standing committee or any other committee. Items of business shall be placed on an agenda at the direction of the Chair, the General Manager or the General Counsel, and, also, with respect to an agenda for a meeting of a committee, by the chairperson of the committee. Any Director may request that an item be placed on the agenda of any standing committee subject to approval by the chairperson of the committee or consent by a majority of the committee in accordance with applicable law. Before posting, the agenda shall be approved by the Chair, or the committee chairperson for an agenda for a committee meeting, and as to form and legality by the General Counsel. An agenda shall contain information relating to the time and place of the meeting, the order of business and a brief general description of each item of business to be considered at the meeting. For the convenience of the legislative body, items may be designated as "action," "discussion" or "information;" however such designation shall not limit the power of the legislative body to take action on any item placed before it for consideration on an agenda. The agendas for the regular Board meeting and standing committee meetings held on the day of regular board meetings shall be considered as a single agenda and any item listed on the agenda of any committee may be acted upon by the Board. The description of items to be discussed in closed session may be done by substantially complying with the provisions of Government Code Section 54954.5. An agenda shall also contain information relating to special services available to persons with disabilities to permit those persons to participate in meetings of the Authority's Board and committees. An agenda may contain other information necessary or convenient for the conduct of Authority business. The Clerk of the Board shall mail an agenda to each person who has filed a request therefore. An agenda may be mailed at the time the agenda is posted. Written requests shall be valid for one year and shall be filed within 90 days after January 1 of each year. The Clerk of the Board may charge an annual fee in an amount determined by the General Manager to cover the reasonably estimated cost of copying and mailing an agenda.



The inadvertent failure of the manager to mail an agenda, or the failure of any person to receive the agenda, shall not deprive the Board or any committee of jurisdiction or constitute grounds to invalidate any action.

(h) Staff reports. The General Manager is responsible for establishing a process for preparing staff reports and compiling such reports and other documents relevant to matters of business listed on the agenda of the Board and standing committees (the “agenda packet”). All items listed on the agenda other than presentations, oral communications and closed session items shall have a corresponding staff report included in the agenda packet. The agenda packet shall include all written material delivered, or to be delivered, to all or a majority of the Board members with respect to an item listed on the agenda. The agenda and agenda packet may be delivered to the Board members in cd-rom or other machine-readable format. The agenda packet shall be made available to the public as soon thereafter as practicable. In order to facilitate public access to the agenda packet, the Clerk of the Board shall place a copy of the agenda packet for public inspection in the reception area of the Authority’s principal place of business. The General Manager may place the agenda and agenda packet on the Internet.

(i) Consent calendar. An agenda may contain a consent calendar of items grouped together for action by single motion and without discussion. The description of items of business listed on the consent calendar shall contain a summarized statement of the action or actions recommended by the General Manager or General Counsel. Items for which substantive review by a standing committee has or will occur prior to consideration by the Board may be included on the consent calendar of the formal Board meeting. If necessary to reflect the recommendation of the standing committee with jurisdiction over a matter, an item listed on the consent calendar of the formal Board meeting shall be modified before consideration of the consent calendar. Items shall not be added to the consent calendar of an agenda pursuant to Section 54954.2 of the California Government Code. Before adoption of the consent calendar the presiding officer shall first determine whether any Director, Authority staff or member of the audience desires to remove an item for comment or discussion. In that event, the presiding officer shall defer action on the particular matter or matters and place them on the regular agenda for consideration in any order deemed appropriate. In lieu of removing an item from the consent calendar, the chair or other member of a standing committee may request amendment of the proposed action to reflect the recommendation of the standing committee. After acting on requests for removal or amendment of items, the presiding officer shall confirm the consent calendar and call for a motion to approve the consent calendar as confirmed. Any Director, including a Director holding a proxy, may record a negative vote or an abstention on a consent calendar item without removing the item for discussion by so stating prior to the vote on the motion to approve the consent calendar as confirmed.

(j) Minutes and records. Minutes of the Board and standing committee meetings shall be kept as provided in this subdivision:

1. Unless the reading of the minutes is requested by a majority of the quorum, the minutes may be approved without reading if the Clerk of the Board has furnished each member with a copy thereof before the meeting. If the minutes have not

been so distributed, approval of those minutes shall automatically be deferred to the next meeting.

2. The minutes of the Board meetings, except closed sessions, shall be kept by the Clerk of the Board. The minutes of standing committee meetings shall be kept by the Clerk of the Board or such other person as designated by the General Manager. The minutes shall be a record of each particular type of business transacted or discussed but a verbatim transcript of the proceedings is not required.
3. A Director may request the privilege of having an abstract of his or her statement on any subject under consideration at a meeting entered in the minutes.
4. An audio or video recording may be used as an aid in the preparation of the minutes. Pursuant to Government Code Section 54953.5 the recordings may be erased or destroyed thirty days after the recording. Thereafter, the recording medium may be reused or erased unless the Chair, General Manager or General Counsel has directed otherwise as to certain recordings. Prior to reuse or erasure, the recordings shall be subject to inspection pursuant to the California Public Records Act. Members of the public may hear recordings of meetings during office hours at times convenient to the Clerk of the Board. Duplicate recordings may be made under procedures established by the Clerk of the Board. The Clerk of the Board shall allow Authority machines capable of replaying a recording to be used by the public, free of charge, for listening or recording purposes when such machines are not necessary for use by the Authority. Except as required by law in connection with a legal proceeding or upon request of a Director approved by the Chair, a written transcript of any recording shall not be provided unless the person requesting the transcript has first paid a deposit of an amount reasonably estimated by the Clerk of the Board for the full cost of preparation of the transcript. The General Manager is authorized to adopt administrative rules, regulations or procedures for the implementation of this section, including without limitation procedures to safeguard the recordings against theft, mutilation or accidental damage, to prevent inspection or recording from interfering with the orderly function of the office, and to ensure that the integrity of the records is maintained. Except as otherwise prohibited by law, the Authority may charge a fee sufficient to cover and which does not exceed the cost, including labor and materials, of, but not limited to, providing records and administering this provision. The Clerk of the Board is authorized to authenticate any transcription of a meeting at the expense of the person requesting the authentication.
5. If any person desires to have a matter reported by a stenographer reporter, the person may employ one directly at his or her expense. The General Manager may make reasonable accommodations in order to assure such reporter is seated in such a position at the meeting as to permit accurate recording of the proceedings.

6. Any person may film, video tape, photograph or audio tape a Board or a committee of the Board meeting in the absence of a reasonable finding by the presiding officer that the recording cannot continue without noise, illumination or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings. Meetings may be televised by any person provided that it can be accomplished without noise, illumination or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings.
7. Following approval, minutes of Board meetings shall be permanently kept in a record called "Book of Minutes of the Board of Directors, San Diego County Water Authority." Ordinances and resolutions may be referenced in the minutes by title and number, provided however, that the same are set forth in full in a permanent record called "Book of Ordinances" and "Book of Resolutions" respectively. The Book of Minutes, Book of Ordinances and Book of Resolutions may be kept in any format or medium suitable for storage of permanent public records.

(k) Procedures. The following procedural rules apply to meetings of the Authority Board and committees:

1. General rule of conduct. The presiding officer shall endeavor to conduct the meeting in an orderly, even-handed and businesslike manner in substantially the order and manner provided on the agenda. Members should have a full and equal opportunity to express their respective views. Matters should be fully deliberated before action is taken. The presiding officer may make or second any motion and present and discuss any matter as a member of the legislative body.
2. Closed Sessions. Personal electronic communication devices of any kind – including cell phones, laptops, and tablets – are not permitted to be used by Board members during closed sessions. Any Board members who are "on call" for emergency purposes shall: (a) notify General Counsel in advance of the meeting that they may have to take an emergency call; and (b) have their phone in "vibrate" mode and leave the closed session if they receive such a call.
3. Authority of Presiding Officer. The presiding officer shall make all determinations of parliamentary procedure, subject to appeal by any member to the Board or committee. Appeals of decisions by the presiding officer shall require a second and shall be promptly considered. Appeals of decisions by the presiding officer shall be determined by a majority of the members present at the meeting. The presiding officer may confer with the General Counsel before making a determination.
4. Motions Generally. A motion is the formal statement of a proposal or question to the Board or a committee for consideration and action. The presiding officer is not disqualified from making, seconding or voting on a motion. If a motion

contains two or more divisible propositions, the presiding officer may divide it and call for a separate vote on each proposition. If a motion is properly made, the presiding officer shall call for a second. No further consideration is required on a motion that does not receive a second. The presiding officer may restate a motion, or call for restatement by the clerk, before a vote. A motion once made and seconded may not be withdrawn by the maker without the consent of the second. A motion may be made at any time during consideration of a matter on the agenda; however, the presiding officer may defer recognizing a motion until after presentation of a report of staff, public comment and questions by members. It is not necessary for a motion to be pending in order for deliberation of a matter on the agenda.

5. Precedence of motions. When a main motion is pending, no other motion shall be entertained except the following which shall have precedence, one over the other, in the following order: (1) Adjourn; (2) Recess; (3) Lay on the Table; (4) Order the previous question (calling the question); (5) Limit or extend debate; (6) Refer to committee or staff; (7) Continue; (8) Amend; (9) Main motion.

A motion shall not be in order to revive a motion previously defeated at the meeting, or to rescind or otherwise change the nature of a motion previously approved at the meeting, unless a motion to reconsider is first made and approved. A motion shall not be in order when the previous question has been ordered. A motion shall not be in order while a vote is being taken. A motion shall not be in order when made as an interruption of a member while speaking. A motion considered in committee may be reconsidered during the formal Board meeting.

6. Particular motions, purpose and criteria. The purpose and salient criteria of the motions listed in paragraph 4 are as follows:

- (1) Motion to adjourn:

- (A) Purpose: To terminate a meeting.

- (B) Debatable or Amendable. No, except a motion to adjourn to another time is debatable and amendable as to the time to which the meeting is to be adjourned.

- (2) Motion to recess:

- (A) Purpose: To permit an interlude in the meeting and to set a definite time for continuing the meeting.

- (B) Debatable or Amendable. Yes, but restricted as to time for continuing the meeting.

(3) Motion to table:

(A) Purpose: To set aside, on a temporary basis, a pending main motion; provided that, it may be taken up again for consideration during the current meeting or at the next regular meeting. If a matter is placed on the table at a meeting and not taken off the table for consideration before adjournment of that meeting, the matter shall be placed on the agenda for further consideration at the next regular meeting. The Board may consider any matter properly on its agenda regardless of whether a committee has previously tabled the matter.

(B) Debatable or Amendable. It is debatable but not amendable.

(4) Motion for previous question (“calling the question”):

(A) Purpose: To prevent or stop discussion on the pending question or questions and to bring such question or questions to vote immediately. If the motion passes, a vote shall be taken on the pending motion or motions.

(B) Debatable or Amendable. No.

(5) Motion to limit or extend debate:

(A) Purpose: To limit or determine the time that will be devoted to discussion of a pending motion or to extend or remove limitations already imposed on its discussion.

(B) Debatable or Amendable. Not debatable; amendments are restricted to period of time of the proposed limit or extension.

(6) Motion to refer to committee or staff:

(A) Purpose: To refer the question to a committee or to General Manager or General Counsel for the purpose of investigating or studying the proposal and to make a report and recommendation thereon. If the motion fails, discussion or vote on the question resumes.

(B) Debatable or Amendable. Yes.

(7) Motion to continue:

(A) Purpose: To prevent further discussion and voting on the main motion until a specified future date or event. If the motion fails, discussion and voting on the main motion resumes. If it passes, the subject of the main motion shall not be brought up again until the specified date or event.

(B) Debatable or Amendable. It is debatable but not amendable.

(8) Amend:

(A) Purpose: To modify or change a motion that is being considered. An amendment may be in any of the following forms: to "add" or "insert" certain words or phrases; to "strike out certain words or phrases and to add others"; to "replace" certain words, phrases or actions on the same subject matter as the one pending; to "divide the question" into two or more questions so as to get a separate vote on particular points. A motion to amend shall relate to the subject of the main motion. A motion to amend, including a motion to substitute an entire motion for the one pending, shall not be used to change the nature of the main motion, for example a motion to replace the word "approve" with the word "disapprove" is prohibited where the nature of the main motion is changed. If a motion to amend passes, then the main motion should be voted on as amended.

(B) Debatable or Amendable. It is debatable if the main motion to which it applies is debatable. It is amendable, but a motion to amend an amendment is not further amendable.

(9) Main Motion:

(A) Purpose: To bring before the Board, for its consideration, any particular subject independent of any other pending motion or parliamentary situation.

(B) Debatable or Amendable. Yes.

7. Action taken. Action of the Board is taken with respect to a pending motion whenever the requisite number of affirmative votes required by Section 6 of the CWA Act has been cast at a meeting. If the requisite number of affirmative votes is not obtained with respect to a pending motion, the presiding officer shall deem the pending motion to have failed. If a motion fails because of a failure to receive the requisite number of affirmative votes, the presiding officer may entertain a different motion with respect to the same subject matter. Action by a committee requires the affirmative vote of a majority of the quorum. A Director may change his or her affirmative or negative vote on a motion only if a timely request to do so is made immediately following the announcement of the vote by the presiding officer and prior to the time the meeting is adjourned. A Director who publicly announces that he or she is abstaining from voting on a particular matter shall not subsequently be allowed to withdraw the abstention.
8. Reconsideration. A motion to reconsider any action taken by the Board may be made at the meeting such action was taken only during the same meeting or at a recessed or adjourned session thereof upon a motion by one of the directors who

voted with the prevailing side. A motion to rescind, repeal, cancel, or otherwise nullify or amend a prior Board action shall be in order at any subsequent meeting of the Board and may be made by any director, subject to placement on the agenda. The effect of such action shall operate prospectively and not retroactively and shall not operate to adversely affect rights which may have been vested in the interim without notice and an opportunity to be heard having been given to the affected party or parties. Any interested person aggrieved by a decision of the Board may request the rescission, repeal, cancellation, nullification or amendment of the decision by filing a written request for such action, including the grounds upon which the request is made, with the Clerk of the Board.

(l) Public hearings. Wherever by law the Board or a committee of the Board is required to hold a public hearing on any matter before it, such hearing will be held in accordance with the rules and procedures set forth in this subdivision. When a public hearing is required or permitted by law, the standing committee listed in subdivision (a) of section 2.00.060 having subject matter jurisdiction may hold the hearing, except that hearings required before the declaration of an emergency, including a water shortage emergency shall be by the Board. Nothing in this subdivision shall prohibit or limit the Board or a committee of the Board from holding a public hearing on any matter before it, whether required by law or not, and nothing in this subdivision shall prohibit or limit any member of the public from addressing the Board or committee in accordance with the procedures provided for in this section, or as required by law, irrespective of whether or not a public hearing is being held.

1. The presiding officer shall announce that it is the time and place for a public hearing scheduled on the agenda.
2. Prior to public hearings, copies of the agenda with attachments, including the staff report, if any, shall be available at the office of the Clerk of the Board at least twenty-four hours prior to commencement of the hearing; provided, however, the presiding officer may allow the filing of supplemental reports which shall be made public at the commencement of the hearing.
3. The order of the hearing shall be as follows unless otherwise required by law:
  - (A) Presentation of staff and/or advisory commission report.
  - (B) Presentation by the Clerk of previously filed written correspondence or petitions.
  - (C) Questions from the Directors.
  - (D) Presentation by the applicant or other parties whose rights or interests are directly the subject matter of the hearing.
  - (E) Public testimony.

- (F) Response by staff or the applicant to facts or issues presented during public testimony.
  - (G) Further questions from Directors. During this portion of the hearing, no further public testimony shall be permitted, except direct responses to questions by a member if permitted by the presiding officer.
4. The presiding officer may, dependent upon the necessity for ensuring adequate presentation of testimony and evidence to provide a fair hearing to all participants, set appropriate time limits for presentations, giving due consideration to other business on the agenda.
  5. If a public hearing cannot be reasonably concluded in light of other business to be conducted and the number of persons desiring to present testimony, the hearing may be continued to another date or dates by the presiding officer.
  6. During the public hearing, the Board or committee shall receive oral or written evidence relevant to the matter being considered which shall become part of the record. Evidence received at public hearings provided for in this ordinance shall be relevant and material to the issues to be decided or determined. The rules of evidence as established by law for judicial proceedings in the State of California shall not be applicable and during the hearing any credible evidence appropriate to afford a full presentation of the facts essential for judicious consideration of the matter which is the subject of the public hearing may be presented at the discretion of the Chair. Failure on the part of the presiding officer to strictly enforce rules of evidence or to reject matters that may be irrelevant or immaterial shall not affect the validity of the hearing. Any procedural errors that do not affect the substantial rights of the parties shall be disregarded.
  7. If there is a staff report, it shall be considered as evidence and shall become part of the record of a public hearing without the necessity of being read in full as part of the staff presentation. In addition, any of the following may be presented to the Board or a committee of the Board and, if presented, shall also become part of the record:
    - (A) Exhibits and documents used by the Authority staff and any persons participating in the hearing;
    - (B) Maps and displays presented for use at the hearing; provided that, whenever practicable, they shall be displayed in full view of the participants and the audience;
    - (C) All communications and petitions concerning the subject matter of the hearing; provided that, a reading of such matters only shall be had with permission of the presiding officer;



- (D) Information obtained outside the board meeting such as a view of the site, provided such information, to the extent it forms the basis for findings in a quasi-adjudicative matter, shall be disclosed for the record.
8. All exhibits, reports, maps and other physical evidence placed before the Board shall be retained by the Clerk. Such exhibits may be released by the clerk with the approval of the General Counsel. Items that are large, perishable, bulky or otherwise difficult to store may be returned to the person submitting the item provided that a photographic or videotape record of the item is retained by the Clerk.
  9. Following the presentations, the presiding officer shall order closed the public input portion of the hearing, at which time no further evidence, either oral or written, will be accepted except in response to a question by a member of the Board or committee; provided, however, that this rule may be relaxed by the presiding officer where it appears that good cause exists to hear further evidence concerning the matter which is the subject of the public hearing. Following completion of questions by members of the Board or committee, the presiding officer may order the public hearing closed. A public hearing on any matter once closed cannot be reopened on the date set for hearing unless the presiding officer determines that all persons who were present when the hearing closed are still present. Nothing in this section, however, is intended to prevent or prohibit the reopening of a public hearing at any subsequent regular or special meeting of the Board or committee, provided notice is first given.
  10. A decision may be made at any time following the close of the public hearing. Unless the documents are presented as part of the staff report, the Board or committee may indicate its intended decision and instruct the General Counsel to return with the documents necessary to affect that decision including findings as may be necessary and appropriate to the matter. Upon return of such documents, the Board or committee shall determine if the findings are supported by the evidence before it at the hearing, and if the decision is supported by the findings, and after making any changes render its decision by taking action on the documents. The decision of the Board or a committee of the Board is not final until approval of the documents.
  11. A Director who was absent from all or a part of a public hearing on matters for which a public hearing is required by law shall not participate in a decision on the matter unless he or she has examined the evidence including listening to a recording of the oral testimony and represents that he or she has a full understanding of the matter.
  12. Whenever the requirements of this code or other law require that hearings with regard to a particular matter be conducted pursuant to a specific procedure, the provisions of the law establishing the requirements shall prevail over this

subdivision to the extent of any inconsistency. Specific rules of procedure for administrative hearings established by official action of the Board or a committee of the Board shall prevail over the provisions of this subdivision to the extent of any inconsistency.

(m) Board Operating Policies. To maintain a cohesive, productive working environment, the members of the San Diego County Water Authority Board of Directors commit to:

1. Support the Authority's mission.
2. Bring Authority related concerns, issues, and conflicts to the Authority Board for discussion.
3. Offer alternative solution(s) when addressing a problem or issue.
4. Show respect to each other as appointed representatives of their member agencies.
5. Promote civility during Board meetings and tolerate nothing less.
6. Maintain the confidentiality of material discussed during closed Board meeting sessions. Similarly, not to disclose the content or substance of confidential or privileged communications relating to Authority business.
7. Limit the length of comments during Board meetings to three minutes per Director per item and not repeat points that already have been stated by other Directors.

(n) Oath or affirmation. Whenever any law requires that testimony presented to the Board or a committee of the Board be under oath or affirmation, the persons presenting such testimony shall be sworn in by the presiding officer.

(o) Failure to observe procedures--Waiver. The failure to strictly observe the procedural provisions of this Section shall not affect the jurisdiction of the Board or a committee of the Board or invalidate any action taken at a meeting that is otherwise held in conformity with law so long as the requisite number of affirmative votes has been cast for the particular action. To the extent that this Article establishes requirements that are more restrictive than the Ralph M. Brown Act, or other provisions of state statute applicable to meetings of the Authority, the provisions of this Section shall prevail. A failure on the part of any person to register a timely objection of an alleged procedural violation shall constitute a waiver of all such objections. An objection shall be deemed timely only if it is made during the meeting, proceeding or public hearing to which the alleged violation relates. Nothing in this section shall preclude the Board or a committee from taking any action it deems appropriate to cure a violation or alleged violation of the procedures of this Article that is brought to its attention.

(p) Limitation on liability. The procedural provisions of this Section establishing duties of Authority officers or employees are directory in nature and shall not be deemed to create a mandatory duty, the breach of which could result in liability to the Authority or to the officer or employee pursuant to state statute or other law.

(q) Code of Conduct.

1. Purpose of Code of Conduct. This Code of Conduct serves as a guide for Board Directors (Directors) in the performance of their duties. The purpose of this Code of Conduct is to:

(A) Describe the standards of behavior expected of Directors;

(B) Provide an ongoing source of guidance to Directors in their day-to-day service as Directors; and

(C) Promote and maintain an environment that fosters the public's trust and confidence in the Authority. The principles and standards set forth below are intended to ensure effective communications and ethical practices by and among the Directors. Directors who ignore or violate these principles and standards may be subject to censure by the Board or removal from representing the Board at any activities where they might be designated by the Board as representatives of the Authority.

2. Code of Conduct Rules. Directors should conduct themselves in a civil and responsible manner, including the following:

(A) No use of electronic devices in closed session and no duplication of any materials distributed or presented in closed session, which have not otherwise been made public. (see Admin. Code section 2.00.080(k)).

(B) Use official Authority emails exclusively for Authority business (each Director will be provided an Authority e-mail on which all Authority business communications will be conducted).

(C) Directors should let the General Manager and Chair know when they are unable to attend a Board meeting or Committee meeting in which the Director is a member. Additionally, when not possible to stay for the entire meeting, Directors should notify the General Manager and Chair before the meeting when possible that they are unable to remain until the meeting concludes.

(D) When contacted by the media about Authority issues, immediately inform the General Manager.

(E) Not discriminate or violate the Fair Employment and Contracting

Practices per Administrative Code Section 2.24.010.

- (F) Comply with the Brown Act and this Section 2.00.080 (Meetings) of this Administrative Code.
- (G) Abide by and defend all applicable laws and policies, especially the political campaign, lobbying, and conflict of interest laws enforced by the Fair Political Practice Commission (FPPC), state laws, and the Authority's policies and procedures manual. An index to applicable campaign, lobbying and conflict of interest laws may be found here:  
<https://www.fppc.ca.gov/the-law/fppc-regulations/regulations-index.html>.  
To ensure their independence and impartiality on behalf of the common good and compliance with conflict of interest laws, Directors should refrain from creating an appearance of impropriety in their actions and decisions.
- (H) No direct or indirect use or attempt to use the Director's official authority or influence to intimidate, threaten, coerce, or command any other person for the purpose of preventing such person from acting in good faith to report or otherwise bring to the attention of the General Counsel or the Board any information that, if true, would constitute: a work-related violation by a Director or employee of any law or regulation, gross waste of Authority funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of an Authority official or employee, use of office, position or Authority resources for personal gain, or a conflict of interest of a Director or employee.
- (I) No use or threat to use the Director's official authority or influence to effect any action as a reprisal against a Director or employee who reports or otherwise brings to the attention of the General Counsel or Board Officers any information regarding the subjects described in this Chapter. (Labor Code Section 1102.5 and following; Government Code Sections 53298 and 53298.5.)
- (J) Recognize and acknowledge that the Board has delegated to the General Manager the power and authority to control the administration, maintenance, operation, and construction of the waterworks systems of the Authority in an efficient manner and to employ and discharge all employees, to prescribe their duties, and to promulgate specific rules and regulations for such employees subject to the policies approved by the Board. The Board recognizes that its primary responsibility is to formulate and evaluate policy and make financial decisions for the Authority. To this end, Directors shall refrain from getting involved in routine administrative and operational matters within the authority of the General Manager and shall deal directly with the General Manager on such matters.

- (K) Recognize and acknowledge that, as individual members, except as authorized by the Board, Directors have no power to act for or on behalf of the Authority or the Board, or to direct the staff of the Authority. Directors are not precluded from making requests for information and any information provided to one Director shall also be made available to other Directors upon request.
- (L) Per California Government Code, Sections 3201-3209, Directors shall not solicit financial contributions from Authority staff or use promises or threats regarding future employment. This prohibition under the aforementioned Government Code provisions is also hereby extended to Authority vendors or consultants in addition to Authority staff. Although staff, vendors and consultants may, as private citizens with constitutional rights, support political candidates, such activities cannot take place during work hours, at the workplace, or in Authority uniform, nor may Authority equipment, property or supplies be used for such purpose.
- (M) Keep current on prevention of harassment by completing the training called “Workplaces that Work for All of Us”, which meets the bi-annual mandates of AB 1234 training and conduct themselves in accordance with the lessons of such training.
- (N) Newly-appointed Directors shall meet with the General Counsel within sixty (60) days of their appointment to the Authority to be trained on the provisions of this Chapter.
- (O) Relationship with the Public:
  - (1) The Board recognizes that public participation is an important part of the democratic process and the importance of avoiding impartiality, prejudice, or disrespect toward any individual participating in a public forum. When members of the public are addressing the Board, Directors shall avoid side conversations and comments.
  - (2) Directors should not make representations or promises regarding future actions of the Board or Authority to any third party, or to an organization of which they are a member.
  - (3) When making public statements, Directors should make clear whether they are authorized to speak and are speaking on behalf of the Authority, or whether they are making the statement in their unofficial capacity, or simply presenting their own views.
  - (4) Directors shall refrain from accepting gifts, favors, or promises of future benefits that might compromise their independent judgment

or action, or give the appearance of being compromised.

- (5) When representing the Authority, Directors should accurately and honestly represent the official policies and positions of the Authority.
- (6) Directors shall refer all complaints from residents and property owners within the Authority to the General Manager.

(P) Relationship with Other Public Agencies and the Authority Board.

- (1) Directors should recognize the value of public outreach and engaging with other public agencies on water policy issues.
- (2) When a Director appears before or attends another governmental agency or organization, the Director shall make it clear (1) whether his or her presence is in an official or unofficial capacity, (2) whether his or her statement reflects personal opinion or is the official position of the Authority, (3) whether his or her statement is the majority or minority opinion of the Board.
- (3) When representing the Authority before other Public Agencies, Directors shall accurately and honestly represent and support the official Authority policies and positions.

(Q) Acknowledgment of Divided Loyalty.

- (1) Directors of the Authority are acknowledged to have “divided loyalties”, but such condition is legally permissible when one public agency is a member of another public agency and is required to appoint a representative to assert its interests on the latter agency’s board of directors.
- (2) Directors of the Authority therefore recognize that member agency representatives may express interests that are consistent with their home agency interests.

3. Recusal.

- (A) Rule. If a decision may have a financial impact or effect on any of the foregoing interests, the Director or designated employee is disqualified from participating in the decision if the following two conditions are met:
  - (1) The financial impact or effect is foreseeable, and

- (2) The financial impact or effect is significant enough to be considered material.
- (B) No Participation/Influence. Directors and designated employees with a disqualifying conflict of interest or bias may not make, participate in making, or use his or her position to influence a governmental decision. An official is making, participating in making, or using his or her position to influence a decision any time the official takes any action to influence the decision including directing a decision, voting, or providing information or a recommendation.
- (C) Recusal Procedure.
- (1) Form and Content of Public Identification: The disqualified official must publicly identify each type of financial interest, identified in Section 87103 held by the official that gives rise to the disqualifying conflict of interest. The identification must be oral and part of the public record, and provide the following information, as applicable:
    - a. For a business interest: the name of the business, a general description of its activities, and any position held by the official.
    - b. For a real property interest: the property's address, assessor's number, or identification that the property is the official's personal residence.
    - c. For a source of income interest: the name of the source of income.
    - d. For a source of gift interest: the name of the source of gift.
    - e. For all interests: the nature of the expense, liability, asset, or income affected.
  - (2) Timing: The public identification required by the above provisions must be made immediately prior to consideration of the agenda item.
    - a. Partial absence from a meeting does not excuse the disqualified official's public identification requirement.

- b. If the official leaves a meeting in advance of an agenda item from which the official is disqualified, the official must provide the public identification required by Subsection (C)(1) above prior to leaving the meeting.
    - c. If the official first joins a meeting after consideration of the agenda item, the official must provide the public identification immediately upon joining the meeting.
  - (3) Recusal and Leaving the Room: The disqualified official must recuse, leave the room after the public identification required by Subsection (C)(1) above, and refrain from participation in the decision. The disqualified official does not count toward achieving a quorum while the item is discussed.
    - a. For an agenda item on a consent calendar (uncontested items), the official may remain in the room during the consent calendar.
    - b. If the official has a financial interest or bias in the agenda item and wishes to speak or appear as a member of the general public, the official may leave the dais and speak or observe from the area reserved for members of the public after making the public identification required by Subsection (C) and recusing him/herself.
  - (4) Special Rules for Closed Session: The public identification required by Subsection (C)(1) must be made orally during the open session before the Board goes into closed session and may be limited to a declaration that the official's recusal is because of a conflict of interest. The declaration must be made part of the official public record. The official must not be present when the decision is considered in closed session or knowingly obtain or review a recording or any other non-public information regarding the decision.
  - (5) Confidential Information: In making the disclosures required under Subsection (C)(1) above, Directors and designated employees shall not disclosure any information that would reveal the confidences of a closed session or any other privileged information.
- (D) Rules of Decorum/Censure: While any meeting of the Board is in session, the following rules of order and decorum shall be observed. The reference



to Director votes used herein shall be consistent with Section 1.00.040(e) of the Administrative Code and Section 45-6(e) of the County Water Authority Act (“weighted vote”):

- (1) **Rules of Decorum:** Directors shall preserve order and decorum and shall strictly abide by these rules of decorum. A Director shall not by conversation, by the utterance of loud, threatening, disparaging, profane or abusive language, or by engaging in any other disorderly conduct at any Authority meeting delay or interrupt the proceedings. Dilatory conduct, which includes, but is not limited to, a Director’s persistence in discussing an agenda item or any other matter before the Authority after the matter has been called to a vote, shall constitute a violation of this subsection. During the official portion of a meeting, Directors shall refrain from engaging in side conversations with Authority staff, members of the public or other Directors in a manner or to the extent it may cause disruptions to the meeting, whether during a public meeting or closed session when not recognized to speak by the Chair. A violation of these rules of decorum by a Director shall be subject to the enforcement provisions under Subsections (3)-(5) below.
- (2) **Respectful Demeanor:** When communicating with other Directors, Authority staff or the public, whether in person, in writing, by social media or by other means of communication, Directors shall be mindful of their fiduciary duty to the Authority and shall communicate in a respectful manner and not use any threatening, disparaging, profane or abusive language.
- (3) **Vote Of Censure:** Any Director who reasonably believes that another Director is violating Chapter 1.04 of the Administrative Code or these rules of decorum under Subsection 1 above shall be allowed to make a motion calling for a vote of censure by identifying the Director, and that Director’s speech, actions or behavior, that he/she believes constitutes such violation. Upon such motion, all Directors present shall immediately vote on the motion and state whether they agree that the identified speech, actions or behavior actually constitutes a violation and justifies a vote of censure. If a majority of the weighted votes of the Directors present vote for censure, then that vote shall be duly noted by the Board Clerk and the subject of that vote shall have five (5) minutes to make a rebuttal stating why the vote should be overturned. After such rebuttal, any Director shall be entitled to make a motion to overturn the vote to censure. If such motion is approved by a majority weighted vote of those Directors present, then the Board Clerk shall remove such censure from the record.

Motions to overturn a vote of censure may only be made at the meeting at which the vote of censure was made. This Subsection (3) contemplates no other administrative remedy to a vote of censure other than the five (5) minute rebuttal.

- (4) Removal: Any action to censure a Director may also include a directive to remove the censured Director from the meeting by a majority weighted vote of the Board. If the offending Director does not leave voluntarily, the presiding officer may call a recess to attempt to restore order. Following the recess, if the presence of the Director at the meeting actually disrupts the proceedings, the Chair may request that law enforcement be contacted to address the Chair's directive to remove the Director and any other disruptive persons to maintain order. If order cannot be restored after such efforts to remove the Director and any other disruptive persons, the Chair may order the chambers be cleared. Members of the news media who have not participated in the disturbance shall be allowed to continue to attend the meeting. The Chair, in his/her discretion, may re-admit any individuals not responsible for the disturbance.
- (5) Letter to Member Agency: In lieu of, or in addition to, a vote of Censure, the Board may issue a letter to the board of the member agency of the Director violating Chapter 1.04 of the Administrative Code or the rules of decorum identifying the violations and may request admonishment or replacement of the Director and referencing the Director's duties to Authority over their member Agencies per Section 2.(P)(3) above.
- (6) Motion To Enforce: If the presiding officer of the Board fails to enforce the rules set forth above, any Director may move to require the presiding officer to do so, and an affirmative vote of a majority weighted vote of the Board shall mandate such action. If the presiding officer fails to carry out the will of a majority weighted vote of the Board, the remaining Directors, by majority weighted vote, may designate another Director to act as the presiding officer for the limited purpose of enforcing any provision of this Subsection which it desires to enforce.
- (E) Investigation of Code of Conduct Violations: Investigations of any complaints or alleged violations of this Code of Conduct shall be addressed pursuant to any procedural rules adopted by the Board for such purpose.

(a) A standing committee has jurisdiction to consider and make a recommendation to the Board regarding any item of business within the responsibility of the committee. Committee recommendations may be communicated to the Board in any manner necessary and convenient to the transaction of Board business. A standing committee may consider other matters referred to it by the Board, the Chair, or the General Manager.

(b) During its consideration of a matter, a standing committee may determine, due to the urgent nature of the matter, that prompt final action by the Board is in the best interest of the Authority. Any such determination shall be communicated to the Board along with the committee's recommendation for action and the procedure established by subdivisions (c) and (d) for referral of a matter for reevaluation by committee shall not apply to that matter.

(c) Except as provided in subdivisions (b) or (e), any matter upon which a standing committee has made a recommendation for action shall be referred back to the committee for reevaluation if either:

1. The Board approves a motion for action that changes the nature of or is materially different from the committee recommendation, in which case the vote of the board shall be deemed to constitute preliminary consideration of the matter and approval of action to refer the matter back to committee, or
2. The Board approves a motion to refer the matter back to committee for reevaluation. Such a motion may be made by any director if during Board deliberations it appears there is significant disagreement with the committee recommendation among the Directors. Such a motion shall take precedence over all other motions relating to the matter.

(d) If a matter is referred back to a committee for reevaluation, the committee shall reevaluate the matter and make a recommendation to the Board at the Board's next regular meeting. The chair of the standing committee may request the General Manager to obtain a recommendation of the member agency managers for the committee to consider during its reevaluation of a matter. If the committee fails to make a recommendation for consideration by the Board at the Board's next regular meeting or the committee reaffirms its prior recommendation, the Board Chair shall consult with the Chair and Vice-Chairs of the committee and may present a compromise recommendation to the Board. The Board may take final action on a matter referred back to a committee at the Board's next regular meeting following the referral.

(e) A matter shall not be referred back to committee if, during the formal Board meeting, a majority of the members of the committee vote in favor of a motion for action that changes the nature of or that is materially different from the committee recommendation.

(f) This section applies to standing committees listed in section 2.00.060.

Section 2.00.090      **Representative of the County Board of Supervisors**

(a) The Board of Supervisors of San Diego County may designate one of its members to serve at its pleasure as the County's representative to the Board. The County's representative shall be eligible to participate in all meetings and functions of the Authority in the same manner and extent as a Director, except as follows:

1. The County's representative may not be counted toward determination of a quorum of the Board;
2. The County's representative may not move, second or vote on any action of the Board;
3. The County's representative may not serve as Chair, Vice-chair or Secretary of the Board;
4. The County's representative may not receive compensation under section 2.05.010, but may be reimbursed for actual and necessary expenses under section 2.05.020.

(b) The Board of Supervisors of San Diego County may designate one of its members to serve at its pleasure as the County's alternate representative to the Board. In the absence of the County's representative to the Board, the County's alternate representative shall be eligible to participate in all meetings and functions of the Authority in the same manner and extent as the County's representative.

Section 2.00.100      **Appointment Authority**

The Board shall appoint and fix the compensation of the General Manager and General Counsel. The Board may retain or appoint, special counsel, an independent auditor, lobbyists and other independent contractors or consultants who may report directly to the Board or may be subject to the supervision of the General Manager or General Counsel as the Board deems appropriate.

Chapter 2.04  
**General Manager**

Section 2.04.010	<b>Office Established</b>
Section 2.04.020	<b>Appointment</b>
Section 2.04.030	<b>Qualifications</b>
Section 2.04.040	<b>Compensation</b>
Section 2.04.050	<b>Authority and Duties</b>
Section 2.04.060	<b>Assistants and Deputies</b>
Section 2.04.070	<b>Delegation of Authority</b>
Section 2.04.080	<b>Board – Manager Relations</b>
Section 2.04.090	<b>Appointment Authority</b>
Section 2.04.100	<b>Departmental Cooperation</b>

Section 2.04.010      **Office Established**

The office of the General Manager is created and established. The General Manager is the chief administrative and executive officer of the Authority.

Section 2.04.020      **Appointment**

The General Manager shall be appointed by and serve at the pleasure of the Board.

Section 2.04.030      **Qualifications**

The General Manager shall be a college graduate and shall have had extensive administrative, supervisory and management experience and training in the planning, coordination and financing of varied governmental or enterprise activities. Members of the Board are ineligible for appointment as General Manager for a period of two years following the date upon which the person ceases to be a member of the Board.

Section 2.04.040      **Compensation**

(a) The compensation, including without limitation, salary, benefits, reimbursement of expenses, and other terms and conditions of employment of the General Manager shall be determined from time to time by the Board.

(b) The compensation, including salary, benefits, reimbursements and other terms and conditions of employment of the General Manager may be established by contract.

(c) Annually, each member of the Board shall be requested to evaluate the performance of the General Manager by completing and returning to the Secretary of the Board an evaluation form approved by the Chair. The officers of the Board shall review the completed evaluation forms and meet with the General Manager to discuss the results of the collective performance evaluations. The completed evaluation forms shall be confidential among the officers of the Board, the Board and the General Manager and shall not be subject to public disclosure. After completion of the

review, the Chair shall report to the Board that the review process has been completed and highlight any evaluation results deemed appropriate. The Board may meet in closed session as authorized by state law to review the report and the performance of the General Manager. Based upon the performance evaluation, the officers of the Board may recommend changes in annual salary and other compensation in the form of fringe benefits for the General Manager to the Board for action as appropriate. The officers of the Board are designated as the representatives of the Board for the purposes of negotiating with the General Manager regarding salary and other compensation paid in the form of fringe benefits. The Board may meet in closed session as authorized by state law with the officers of the Board for the purpose of reviewing its position and providing instructions. Any action affecting the salary or other compensation in the form of fringe benefits of the General Manager shall be taken in open session, unless otherwise specifically authorized by state law. The review process shall be commenced and completed, as nearly as practicable, during the anniversary month of the General Manager's employment.

#### Section 2.04.050      **Authority and Duties**

(a)      The General Manager shall give full time attention to the duties of the office.

(b)      The General Manager is responsible for the efficient administration of all the affairs of the Authority the responsibility for which is not otherwise delegated to the General Counsel or another officer appointed directly by the Board, or is reserved to the Board. In addition to the general powers as administrative head of the Authority, and not as a limitation thereon, the General Manager shall:

1.      Supervise and control the administrative, executive and financial activities of the Authority;
2.      Make such recommendations to the Board, the Board Officers, or committees of the Board concerning the affairs of the Authority as the Manager determines to be appropriate;
3.      Bi-annually prepare and submit to the Board a two-year budget and such other financial reports as the Board may require;
4.      Attend all meetings of the Board and its standing committees;
5.      Direct investigations of complaints regarding the administration or affairs of the Authority and any department or division thereof;
6.      Have charge of and supervise the property of the Authority;
7.      Administer and enforce contracts of the Authority, except contracts administered and enforced by the General Counsel or directly by the Board;
8.      Enforce all ordinances, resolutions, policies and regulations of the Authority;

9. Perform such other duties as the Board may from time to time delegate or require.

(c) The General Manager is responsible for the preparation of the annual report of the Authority, covering all activities of the Authority, including information on operations and maintenance, engineering projects, financial matters, legal activities, and the Authority's relationship with Metropolitan Water District.

(d) The General Manager is responsible for implementation of the budget adopted by the Board, for making and controlling all expenditures and for collecting all revenues of the Authority. The General Manager shall appoint a treasurer and controller.

(e) The General Manager may declare an emergency and in such event shall have the additional powers specified in the Authority's Emergency Plan. An emergency is a sudden, unexpected occurrence that poses a clear and imminent danger, requiring immediate action to prevent and mitigate the loss or impairment of life, health, property or essential public services. In a declared emergency, the General Manager may direct Authority employees and take action to continue or restore Authority service capability and may execute any contracts for the construction of works, purchase of equipment, materials, goods or supplies, or performance of labor or services as provided in Sections 4.04.020, 4.04.030 and 4.08.040 of this Code. The General Manager shall report to the Board not later than seven (7) days after the emergency action or at its next regularly scheduled meeting, if that meeting will occur not later than fourteen (14) days after the action, the details of the emergency and reasons justifying the actions taken. At each regularly scheduled meeting following the declaration of emergency, the Board may by formal action determine whether the need to take immediate action in response to the emergency continues. If the Board takes no action to determine that the emergency and need to take immediate action in response to the emergency continue, the power to operate under emergency conditions will terminate and any new work not yet procured shall be accomplished in accordance with applicable provisions of this Code.

#### Section 2.04.060 **Assistants and Deputies**

(a) The General Manager may appoint assistants and deputies as the Manager deems necessary or convenient, subject only to the budgetary limitations imposed by the Board. Subject to limitations as may be imposed by the General Manager, deputies and assistants possess the powers and may perform the duties of the General Manager.

(b) In the event of a temporary absence or disability of the General Manager, the Deputy General Manager, if any, shall serve as the General Manager pro tempore. If there is no Deputy General Manager or if the Deputy General Manager is absent, the Assistant General Manager, if any, shall serve as the General Manager pro tempore. In the absence of a deputy or assistant, the General Manager may designate a qualified head of a department to perform the duties of the General Manager during the temporary absence or disability. The Board may designate an acting General Manager if the Manager's absence or disability extends longer than two months, or if the absence or disability is permanent.

Section 2.04.070      **Delegation of Authority**

(a)      The General Manager may delegate authority vested in the General Manager to any subordinate employee, agent or consultant of the Authority, provided, however, that ultimate responsibility for performance of delegated functions remains with the General Manager.

(b)      The General Manager may promulgate and issue administrative orders and policies for the exercise of delegated authority by department directors and employees of the Authority.

Section 2.04.080      **Board – Manager Relations**

Members of the Board shall deal with the administrative services of the Authority through the General Manager. The General Manager shall take orders and instructions from the Board only when sitting in a duly convened meeting, and no individual Board member shall give any orders or instructions to the General Manager.

Section 2.04.090      **Appointment Authority**

The General Manager is the appointing authority for all subordinate employees of the Authority, except for the General Counsel, employees appointed by the General Counsel and employees, agents or consultants directly appointed by the Board. Subject to applicable personnel rules and regulations, the General Manager is responsible for the appointment, removal, promotion, demotion and discipline of all employees of the Authority for which the General Manager is the appointing authority. The General Manager shall have authority to control, order and direct heads of departments and subordinate employees, and to determine reporting relationships and responsibilities.

Section 2.04.100      **Departmental Cooperation**

(a)      The General Manager shall cooperate with and assist the General Counsel in the implementation of the General Counsel's duties and functions.

(b)      Subject to the control of their appointing authority, subordinate employees under the supervision of the General Manager or General Counsel shall assist the General Manager in administering the affairs of the Authority as the General Manager may direct or request.



Chapter 2.05  
**Official Duties and Directors Compensation and Reimbursement**

Section 2.05.010	<b>Compensation</b>
Section 2.05.020	<b>Reimbursement for Expenses of Office</b>
Section 2.05.030	<b>Organizations of Which the Authority is a Member</b>
Section 2.05.040	<b>Organization Memberships of Authority Employees</b>

Section 2.05.010      **Compensation**

(a) Subject to the limitations of this section, Directors shall receive compensation of one hundred fifty dollars (\$150) per day (per diem compensation) for each day's attendance at meetings of the Board, or for each day's service rendered as a member of the Board by request of the Board, and for each day while reasonably engaged in travel time to attend authorized meetings.

(b) Notwithstanding subdivision (a), the Chair, Vice Chair and Secretary shall receive compensation of one hundred eighty dollars (\$180) (per diem compensation) for each day's attendance at meetings of the Authority, or for each day's service rendered as an officer of the Board, and for each day while reasonably engaged in travel time to attend meetings or perform service. Per diem compensation paid to the Chair, Vice Chair and Secretary is subject to the limitation of subdivision (d).

(c) Unless otherwise provided in this section or when specifically authorized in each instance by the Board, per diem compensation shall be limited to the matters listed in this subdivision:

1. Attendance at a meeting of the Board.
2. Attendance at a meeting of a standing committee of the Board.
3. Attendance at a meeting of a temporary committee by members of the committee.
4. Attendance at a meeting or other official business event of the Metropolitan Water District attended as a Metropolitan Delegate or the Colorado River Board of Southern California attended as the Authority's representative on its board of directors.
5. Attendance at a meeting of a legislative body or advisory body of another government agency or of an organization of which the Authority is a member as the Authority's designated representative to that agency or organization.
6. Attendance at a semi-annual conference of the Association of California Water Agencies or regular ACWA Region 10 meetings. A Director shall not receive compensation for attendance at more than one conference and more than two Region 10 meetings in a calendar year.

7. Attendance at a conference or organized educational activity conducted in compliance with subdivision (c) of Government Code Section 54952.2, including, but not limited to, ethics training required by Government Code Sections 53234 – 53235.5, when attendance by the Director has been authorized in advance by the Chair.
8. Attendance at a regular monthly meeting of the Council of Water Utilities. A Director shall not receive compensation for attendance at more than four meetings in a calendar year.
9. Attendance at business meetings and conferences of the California Special District Association. A Director shall not receive compensation for attendance at more than two events in a calendar year.
10. Attendance at the annual conference of the Colorado River Water Users Association. A Director shall not receive compensation for attendance at more than one conference every two calendar years.
11. Attendance at a meeting, event or conference of an organization of which the Authority is a member when attendance by the Director has been authorized in advance by the Chair.
12. Attendance at a meeting of a legislative body of another government agency, or an official event sponsored by another government agency when attendance by the Director has been authorized in advance by the Chair.
13. Attendance at a meeting with members of the legislative, executive or judicial branch of the state or federal government when attendance by the Director is authorized in advance by the Chair.
14. Attendance by a committee chair or vice chair at a meeting with the General Manager, General Counsel, or Board Chair, Vice-chair or Secretary to discuss matters of Authority business.
15. Attendance by a member of a committee at a meeting, other than a committee meeting, with a committee chair, vice chair, or both to review with staff matters of Authority business when attendance is authorized in advance by the committee chair.
16. Attendance at a meeting with the General Manager or General Counsel, or a member of their respective staffs, at the request of the General Manager or General Counsel.
17. Attendance at a training meeting sponsored by the Special Districts Risk Management Association when the attendance is authorized in advance by the Chair. The Chair shall not authorize attendance by more Directors than necessary to obtain for the Authority the maximum premium reduction provided by the Association.

- (d) For purposes of this section, attendance includes:
1. Physical presence for a majority of the time scheduled on the agenda for a meeting, event or occurrence listed in subdivision (c), unless presence for a lesser time is authorized by the Chair, or, for a meeting of a committee, by the committee chair, or by the board or committee, respectively. If no specific time is scheduled, a majority of the meeting is at least one half of the actual time.
  2. Participation by teleconference at the majority of a meeting pursuant to California Government Code section 54953.
  3. Participation by teleconference in a meeting listed in paragraphs 4, 5, 13, 14, 15, or 16 of subdivision (c) provided the duration of the teleconference is one hour or more.
  4. Participation in an approved home study or online ethics course to meet the requirements of Government Code Sections 53234 – 53235.5, when participation of the Director has been authorized in advance by the Chair.

(e) A Director desiring compensation authorized by this section shall submit a claim for compensation not later than 90 days following the date of the occurrence for which the compensation is claimed. The General Manager shall review claims for per diem compensation for compliance with this section. If a claim is preliminarily determined not to be authorized by this section, the matter shall be referred to the Chair or to the Board for a final determination.

(f) Per diem compensation is limited to ten days in any calendar month. If a Director attends more than one meeting, event or occurrence listed in subdivision (c) on a day, the Director may be paid compensation for one day, regardless of the number of meetings, events or occurrences attended. If a Director participates in a home study or online ethics course ethics training pursuant to Government Code Sections 53234 – 53235.5, the Director may be paid compensation for one day upon verification of successful completion of the course.

(g) A Director who requests compensation for attendance at a meeting except a meeting listed in paragraph 1, 2, 3, 14, 15 or 16 of subdivision (c) shall provide a brief report of the meeting to the Board through the standing committee having jurisdiction over the subject matter at the next regular meeting of the committee following the meeting that was attended.

(h) The limitations of paragraphs 6, 8, 9, 10, and 17 do not apply to attendance by a Board Officer or committee chair that has been authorized in advance by the Chair.

#### Section 2.05.020 **Reimbursement for Expenses of Office**

(a) Directors may be reimbursed for the actual and necessary expenses of travel, meals and lodging incurred in the performance of duties that qualify for compensation under section 2.05.010, notwithstanding subdivision (f) of that section, and for attendance at other

meetings or performance of other duties when authorized in each instance in advance by the Board. The following expenses are not reimbursable: alcoholic beverages, tips greater than 15 percent, parking or traffic violation fines, in-room movies, laundry service, recreational expenses, personal losses, companion expenses, and personal telephone calls in excess of one 15-minute call per day. Rental car expenses are not reimbursable unless use of a rental car is authorized by the Chair before the travel. Third-party expenses are not reimbursable except as provided in subdivision (k). Questions regarding the propriety of a particular type of expense should be resolved by consultation with the General Manager or General Counsel before the expense is incurred. Except when otherwise authorized by the Chair, a Director shall make travel arrangements through the General Manager.

(b) A Director desiring reimbursement shall submit a claim for expenses, including proof of expenses, not later than 90 days following the date the expense is incurred. The General Manager shall provide an expense report form for submission of claims and proof of expenses. Receipts are required for all expenses in excess of \$10.00 for which reimbursement is claimed. A written statement of the Director filing the claim may be submitted in lieu of a receipt if the amount claimed is \$10.00 or less. Receipts and written statements shall be itemized. If a vendor's receipt does not itemize the charges, the Director filing the claim shall provide an itemized written statement along with the receipt.

(c) Except for expenses of mileage, parking, or fares for commuter rail, trolley or bus transportation, reimbursement for travel and lodging shall be limited to travel outside of San Diego County. Except when otherwise authorized in writing by the Chair, reimbursement for lodging shall be limited to circumstances where a Director cannot reasonably expect to attend the occasion by commencing travel from his or her home by 6:00 a.m. or reasonably expect to return to his or her home following the occasion by 11:59 p.m. of the same day as the occasion. The Chair's written authorization shall include a brief description of the circumstances justifying the authorization and be filed with the Clerk of the Board.

(d) Directors shall not be reimbursed by the Authority for expenses for which the Director receives reimbursement from any other agency, including, without limitation, a vehicle allowance or agency vehicle.

(e) If lodging is in connection with a conference or organized educational activity for which compensation is authorized pursuant to section 2.05.010, subdivision (c), lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Director at the time of booking. If the group rate is not available, a Director shall use comparable lodging consistent with the requirements of this subdivision.

(f) Directors shall use government and group rates offered by a provider of transportation or lodging services when available. It is the Water Authority's policy to seek and reimburse the cost of moderately priced accommodations (based on prevailing rates in the community where the lodging is located) that are within reasonable walking or public transportation distance of the location of the meeting, conference, or other event that is the reason for the travel.

(g) The maximum daily amount reimbursable for meals, including beverages and tips, is \$65. In certain high cost cities, the maximum daily amount reimbursable for meals, including beverages and tips, is \$80.00. Frequently traveled, high cost cities are identified as Sacramento, San Francisco, San Jose, Las Vegas, Dallas, Chicago, Phoenix, Philadelphia, Washington DC, New York City and Los Angeles.

(h) Reimbursement of expenses of attendance at an authorized conference or organized educational activity shall include any registration, attendance, tuition, materials or other similar charge of the conference organizer or activity provider.

(i) A member who requests reimbursement for expenses of attendance at a meeting except a meeting listing in paragraph 1, 2, 3, 14, 15 or 16 of subdivision (c) of section 2.05.010 shall provide a brief report of the meeting to the Board through the standing committee having jurisdiction over the subject matter at the next regular meeting of the committee following the meeting that was attended.

(j) Claims for reimbursement shall be paid following the written approval of the Controller.

(k) Actual third-party hosting expenses, including meals and alcoholic beverages, incurred in connection with a meeting on matters directly affecting Water Authority interests with a member of the legislative, executive or judicial branch of the state or federal government, or a local agency public official a may be reimbursed when the purpose of the third-party hosting has been approved in advance by the Chair. All third-party hosting expenses shall be promptly reported in writing to the Clerk of the Board.

(l) A director who is not authorized to receive per diem compensation for attendance at a meeting of a legislative body of another government agency, an official event sponsored by another government agency, or event or conference of an organization of which the Authority is a member, may be reimbursed for the actual and necessary expenses of attendance if the attendance has been approved in advance by the Chair.

#### Section 2.05.030 **Organizations of Which the Authority is a Member**

The Authority may join and pay dues to civic, educational, and governmental organizations as the Board deems appropriate to furtherance of the Authority's purposes. For purposes of this Chapter, "organizations" includes individual civic, educational and governmental organizations as well as associations, leagues, coalitions and similar affiliations of persons or entities. Authority memberships include agency memberships and individual memberships of organizations that do not have agency memberships, and sponsorship of or purchase of admission tickets to organization events. For purposes of this Chapter, an event of an organization of which the Authority is a member includes an activity sponsored by the Water Authority or to which the Water Authority has purchased one or more admission tickets. The General Manager shall keep a list of the Authority's memberships and the annual membership payments. The Board shall review the list of Authority memberships annually.

Section 2.05.040      **Organization Memberships of Authority Employees**

(a)      The General Manager and General Counsel, respectively, at Authority expense may join and participate in governmental and professional organizations, associations and societies as necessary or convenient for the performance of their respective functions.

(b)      Executive, managerial and professional employees may join and participate in professional organizations, associations and societies related to their respective positions as approved by the General Manager or General Counsel, whichever is the appointing authority. Membership dues, attendance at meetings, conferences and events, and other similar expenses of membership or participation may be at the expense of the Authority, if the General Manager or General Counsel find that the membership or attendance benefits the Authority.

Chapter 2.08  
**General Counsel**

Section 2.08.010	<b>Office Established</b>
Section 2.08.020	<b>Appointment</b>
Section 2.08.030	<b>Qualifications</b>
Section 2.08.040	<b>Compensation</b>
Section 2.08.050	<b>Authority and Duties</b>
Section 2.08.060	<b>Assistants and Deputies</b>
Section 2.08.070	<b>Employment of Special Counsel</b>
Section 2.08.080	<b>Board – General Counsel Relations</b>
Section 2.08.090	<b>Appointment Authority</b>
Section 2.08.100	<b>Departmental Cooperation</b>
Section 2.08.110	<b>Limitation on Private Practice</b>

Section 2.08.010      **Office Established**

The office of the General Counsel is created and established. The General Counsel is the chief legal officer of the Authority.

Section 2.08.020      **Appointment**

The General Counsel shall be appointed by and serve at the pleasure of the Board.

Section 2.08.030      **Qualifications**

The General Counsel shall be appointed by the Board on the basis of legal ability and experience, particularly in the areas of law directly applicable to the Authority. The General Counsel shall be licensed to practice law in the State of California. Members of the Board are ineligible for appointment as General Counsel for a period of two years following the date upon which the person ceases to be a member of the Board.

Section 2.08.040      **Compensation**

(a) The compensation, including without limitation, salary, benefits, reimbursement of expenses, and other terms and conditions of employment of the General Counsel shall be determined from time to time by the Board.

(b) The compensation, including salary, benefits, reimbursements and other terms and conditions of employment of the General Counsel may be established by contract.

(c) Annually, each member of the Board shall be requested to evaluate the performance of the General Counsel by completing and returning to the Secretary of the Board an evaluation form approved by the Chair. The officers of the Board shall review the completed evaluation forms and meet with the General Counsel to discuss the results of the collective performance evaluations. The completed evaluation forms shall be confidential among the officers of the Board, the Board

and the General Counsel and shall not be subject to public disclosure. After completion of the review, the Chair shall report to the Board that the review process has been completed and highlight any evaluation results deemed appropriate. The Board may meet in closed session as authorized by state law to review the report and the performance of the General Counsel. Based upon the performance evaluation, the officers of the Board may recommend changes in annual salary and other compensation in the form of fringe benefits for the General Counsel to the Board for action as appropriate. The officers of the Board are designated as the representatives of the Board for the purposes of negotiating with the General Counsel regarding salary and other compensation paid in the form of fringe benefits. The Board may meet in closed session as authorized by state law with the officers of the Board for the purpose of reviewing its position and providing instructions. Any action affecting the salary or other compensation in the form of fringe benefits of the General Counsel shall be taken in open session, unless otherwise specifically authorized by state law. The review process shall be commenced and completed, as nearly as practicable, during the anniversary month of the General Counsel's employment.

#### Section 2.08.050      **Authority and Duties**

The General Counsel is responsible for the efficient and effective administration of all legal affairs of the Authority the responsibility for which is not otherwise delegated to a special counsel appointed directly by the Board, or is reserved to the Board. In addition to the general powers as chief legal officer of the Authority, and not as a limitation thereon, the General Counsel shall:

- (1) Advise the Board, its officers and committees and the General Manager upon all legal questions arising in the conduct of Authority business;
- (2) Make recommendations for ordinances, resolutions or other documents or procedures affecting the legal position of the Authority;
- (3) Give an opinion upon any legal matter or question submitted by the Board or the General Manager;
- (4) Attend all Board meetings and Board Committee meetings;
- (5) Attend such other meetings of the Authority as deemed necessary and proper or as the Board may direct;
- (6) Prepare for execution, or approve as to form and legality, all contracts and documents to which the Authority is a party, and approve as to form and for filing all bonds and insurance policies submitted to the Authority;
- (7) Report on the outcome of any litigation or other legal proceeding in which the Authority has an interest to the General Manager and the Board;
- (8) Prepare or revise ordinance or resolutions upon request of the Board or the General Manager;



- (9) Enforce Authority ordinances and regulations;
- (10) Supervise the representation of the Authority in judicial, administrative and legislative proceedings subject to the oversight and case management responsibilities established under section 2.08.070, subdivision (b);
- (11) Protect the Authority's legal position and perform such other duties as may be imposed by statute, this Code or other action of the Board;
- (12) Deliver all records, documents and property of every description belonging to the office or to the Authority to any successor in office;
- (13) Manage the office consistent with the budget adopted pursuant to section 2.04.050, subdivision (b), paragraph 3, and report to the Board expenditures for litigation and other legal services;
- (14) Represent the Authority on other legal matters as directed by the Board.

#### **Section 2.08.060 Assistants and Deputies**

(a) The General Counsel may appoint assistants and deputies as the General Counsel deems necessary or convenient, subject only to the budgetary limitations imposed by the Board. Subject to limitations as may be imposed by the General Counsel, deputies and assistants possess the powers and may perform the duties of the General Counsel.

(b) In the event of a temporary absence or disability of the General Counsel, the Assistant General Counsel, if any, shall serve as the General Counsel pro tempore. If there is no Assistant General Counsel or if the Assistant General Counsel is absent, a Deputy General Counsel, if any, shall serve as the General Counsel pro tempore. The Board may designate an acting General Counsel if the General Counsel's absence or disability extends longer than two months, or if the absence or disability is permanent.

#### **Section 2.08.070 Employment of Special Counsel**

(a) The Board is the awarding authority for contracts for special counsel services with an attorney fee amount of more than \$50,000. The General Counsel may award contracts for special counsel services with an attorney fee amount of \$50,000 as the General Counsel determines are necessary or convenient for management of the Authority's legal affairs to the extent budgeted funds are available. In addition, the Board may delegate to the General Counsel the authority to select and retain special counsel notwithstanding the provisions of this section on a case-by-case basis.

(b) The Board may establish the level of Board oversight and responsibilities of the General Counsel and special counsel at the time of execution of a contract for special counsel services and may amend the same at any time. The Board Officers may establish protocols for the management and supervision of litigation on a case-by-case basis.

Section 2.08.080      **Board – General Counsel Relations**

Members of the Board shall deal with the legal services of the Authority through the General Counsel. The General Counsel shall take orders and instructions from the Board only when sitting in a duly convened meeting, and no individual Board member shall give any orders or instructions to the General Counsel.

Section 2.08.090      **Appointment Authority**

The General Counsel shall have appointment authority over all employees of the General Counsel's office.

Section 2.08.100      **Departmental Cooperation**

(a)      The General Counsel shall cooperate with and assist the General Manager in the implementation of the General Manager's duties and functions.

(b)      Subject to the control of their appointing authority, subordinate employees under the supervision of the General Manager or General Counsel shall assist the General Counsel in administering the legal affairs of the Authority as the General Counsel may request or direct.

Section 2.08.110      **Limitation on Private Practice**

The General Counsel shall not engage in the private practice of law without the consent of the Board, and then only upon such conditions as the Board may impose.

Chapter 2.12  
**Departments**

Section 2.12.010	<b>Departments Established</b>
Section 2.12.020	<b>General Manager Authority</b>
Section 2.12.030	<b>Department Directors</b>
Section 2.12.040	<b>Departmental Functions</b>
Section 2.12.050	<b>Delegated Duties</b>
Section 2.12.060	<b>Departmental Cooperation</b>

Section 2.12.010      **Departments Established**

The General Manager shall organize the administrative and operational functions of the Water Authority into departments. The General Manager may combine, eliminate or reorganize departments, and may re-designate funds appropriated by an approved budget to an affected department or departments as necessary to implement such reorganizations.

Section 2.12.020      **General Manager Authority**

The authority of departments and department directors shall be subordinate to the authority of the General Manager.

Section 2.12.030      **Department Directors**

Each department shall be under the management and supervision of a department director appointed by the General Manager. With the approval of the General Manager, a department director may appoint a qualified member of the department to serve as acting department director during the temporary absence or disability of the director.

Section 2.12.040      **Departmental Functions**

The functions, duties and responsibilities of each department shall be determined by the General Manager.

Section 2.12.050      **Delegated Duties**

With the approval of the General Manager and subject to the provisions of this Code, the department directors may employ and direct employees and other persons as are necessary or convenient for the efficient operation of the department, and may delegate to such persons authority as the director deems appropriate; provided, however, that ultimate responsibility for performance of delegated functions remains with the director.

With the approval of the General Manager, a department director may promulgate and issue administrative orders and policies for the operation of the department and the exercise of delegated authority by department employees.

Section 2.12.060      **Departmental Cooperation**

Department directors shall cooperate to administer the affairs of the Authority efficiently, economically and harmoniously.

Chapter 2.16  
**Personnel**

Section 2.16.010	<b>Personnel System</b>
Section 2.16.020	<b>Scope and Application</b>
Section 2.16.030	<b>Personnel Officer</b>
Section 2.16.040	<b>Personnel Rules, Policies and Procedures</b>
Section 2.16.050	<b>Classification of Positions</b>
Section 2.16.060	<b>Compensation Plan</b>
Section 2.16.070	<b>Reimbursement of Expenses</b>
Section 2.16.080	<b>Fair Employment Practices</b>
Section 2.16.090	<b>Political Activity</b>
Section 2.16.100	<b>Incompatible Activity</b>
Section 2.16.110	<b>Access to Information</b>
Section 2.16.120	<b>Contracts for Service</b>

Section 2.16.010      **Personnel System**

The Authority's personnel system is intended to establish an equitable and uniform procedure for dealing with personnel matters. Employment by the Authority is governed by the provisions of this Code and the personnel rules, regulations and policies promulgated pursuant to this Chapter.

Section 2.16.020      **Scope and Application**

(a) All positions of employment for the Authority shall be either general category positions or special category positions. Volunteers and independent contractors are not employees. Members of the Board, members of appointive commissions, committees, or other bodies of the Authority are not employees for the purposes of this Chapter. Appointments to special category positions serve at-will and employment of persons in those positions is at the pleasure of the appointing authority. Employees in general category positions are subject to discipline or discharge for cause according to procedures established and adopted pursuant to section 2.16.040.

(b) General category include all positions of Authority employment except special category positions.

(c) Special category positions include:

1. All positions filled by appointment by the Board;
2. All positions in the office of the General Manager;
3. All positions in the office of the General Counsel;
4. All department head and other executive positions;

5. All senior manager positions;
6. Appointments to a temporary position that is not authorized as a regular position in the budget (temporary position);
7. Appointments to fill a budgeted regular position on a temporary basis (temporary appointment), provided, however, that temporary appointments of a general category employee to serve in another position on an acting basis shall not result in a change of status with respect to prior general category employment;
8. Appointments to fill positions to meet immediate needs in response to a declared emergency;
9. Appointments to positions for less than half-time (less than 1040 hours in any one fiscal year);
10. Appointments, whether full-time or part-time, to fill a position created under a special program for which funding is provided in whole or in part by a grant or other specific funding source;
11. Appointments to full-time or part-time employment to fill a position for a limited or certain duration and the terms of which are established by a written contract (limited duration employment positions);
12. Probationary appointments;
13. Appointments to fill educational intern positions;
14. Appointments of retired annuitants to any position without reinstatement as a member of the retirement system.

(d) The Board may by amendment of this section change the designation of a position from a general category position to a special category position, provided, however, that no such change shall affect any vested rights of incumbents in the previous general category position.

#### Section 2.16.030 **Personnel Officer**

The General Manager is the personnel officer of the Authority. Management of Authority employees and of other persons engaged in service to the Authority pursuant to this Chapter is vested in the General Manager, except that the General Counsel is vested with management of the persons employed or engaged in services in the general counsel's office. The General Manager is the appointing authority for all positions established pursuant to this Chapter except positions in the general counsel's office. The General Counsel is the appointing authority for all positions in the general counsel's office. The General Manager may delegate appointment authority to department heads. The management authority delegated by this section includes, but is not limited to, the full authority to employ, assign, classify, reclassify, train, manage, terminate, discipline, and fix the

compensation of employees, subject only to limits established by the Board in the budget or this code. The duties of the personnel officer may be delegated. The General Manager shall establish a department, program or division to administer the personnel system.

Section 2.16.040      **Personnel Rules, Policies and Procedures**

(a) The personnel officer shall adopt and promulgate personnel rules, policies and procedures for the implementation and administration of this Chapter. The personnel officer may amend, replace or repeal any rule, policy or procedure. The personnel officer shall obtain the General Counsel's approval as to legality before taking action to adopt, amend, replace or repeal any rule, policy or procedure.

(b) The personnel rules, policies and procedures shall:

1. Establish a standard of conduct for Authority employees;
2. Establish policies and procedures for discipline of Authority employees, provided, however, that such policies and procedures shall prohibit imposition of any discipline in a manner that is inconsistent with the "salary basis test" against any employee employed in an executive, administrative, or professional capacity and whose duties exempt the employee from the wage and hour provisions of the federal Fair Labor Standards Act and implementing federal regulations, including amendments thereto;
3. Establish procedures to provide employees in general category positions with notice and a meeting before the imposition of discipline or discharge;
4. Establish procedures for employees in general category positions to appeal the imposition of discipline or a dismissal to an independent hearing officer;
5. Establish hours of operation, work schedules, payroll periods and pay dates, and procedures for the management of payroll, attendance, absences and overtime;
6. Establish procedures, standards and policies for the management of payroll, hours of work, overtime, attendance, working conditions, work requirements, training, performance evaluations, employee morale, organization visions and values and other conditions of employment as the personnel officer deems necessary or convenient;
7. Establish procedures, standards and policies for the administration of the compensation plan and fringe benefits, including, without limitation, evaluation of employee performance, compensation adjustments, vacation and other leaves of absence;

8. Implement the provisions of the various memoranda of understanding with recognized employee organizations following approval of the memoranda by the Board;
9. Establish procedures for the investigation of charges of discrimination, harassment, workplace violence, including threats thereof, or unlawful activity in the workplace, including procedures and requirements for remedial action;
10. Establish procedures for the appointment to vacant positions, including without limitation provisions for appointment or promotion to vacant general category positions based upon merit as determined, as reasonably practicable, by competitive examination;
11. Establish procedures for layoffs and other reductions of the workforce, and corresponding demotions, transfers, reassignments and reclassifications as may be necessary due to reorganization of the workforce, economic circumstances, reduction in work load and other reasons, and may include in those procedures provisions for reemployment following layoff, demotion, transfer or reassignment;
12. Establish procedures, standards and policies for the appointment to positions of employment, including provisions regarding probationary appointments;
13. Establish procedures, standards and policies for the maintenance, handling and disclosure of personnel records, including procedures regarding employee access to and review of records relating to their own employment;
14. Establish rules governing application of Government Code section 1126 relating to inconsistent, incompatible or conflicting employment; which rules shall include provision for notice to employees of the determination of prohibited activities, of disciplinary action to be taken for engaging in prohibited activities, and for appeal rights of employees;
15. Establish rules and procedures for resolution of employee grievances regarding application of rules and policies;
16. Include such other provisions relating to the administration of the personnel system or the means and methods by which Authority employees accomplish the purposes of the Authority as the personnel officer deems appropriate;
17. Establish programs and policies to promote workplace safety and injury and accident prevention.

(c) The personnel rules, procedures and policies shall not conflict with the provisions of this code or general law. If a rule, procedure or policy conflicts with a provision of an approved memorandum of understanding with a recognized employee organization, the provision of the approved memorandum of understanding shall prevail.



(d) The personnel officer, or his/her designee, is responsible for compiling the rules, procedures and policies into one or more manuals, handbooks or pamphlets and for providing such manuals, handbooks or pamphlets to Authority employees.

(e) The personnel rules, procedures and policies promulgated prior to and in effect on the date of adoption of this Chapter shall continue in effect until replaced, amended, or repealed by an action taken by the personnel officer pursuant to the provisions of this Chapter.

#### Section 2.16.050 **Classification of Positions**

(a) The personnel officer shall maintain a list of and a current job description for each position of employment or potential employment in the personnel system, except for the General Manager, General Counsel and other positions appointed directly by the Board. The job description may include: the position title; a summary statement of purpose and function; a statement of reporting relationship; a description of essential functions, including daily duties and periodic functions; a statement of minimum qualifications. The job description is not a promise, express or implied, that the functions and duties are the only functions or duties of the position or that the position may not be changed, eliminated, or filled.

(b) The personnel officer shall maintain a classification plan for positions in the personnel system. The classification plan may designate positions according to executive, management, supervisory, professional, administrative, or other appropriate categories. The classification plan may classify employees in general category positions according to probationary, promotional probationary or regular status. The classification plan may categorize employee according to full-time and part-time work schedules. The classification plan may designate whether a position is exempt from requirements for payment of overtime pursuant to the Fair Labor Standards Act. The classification plan shall be correlated to the compensation plan.

(c) The classification plan in effect on the date of adoption of this Chapter shall continue in effect until replaced, amended, or repealed by an action taken by the personnel officer pursuant to the provisions of this Chapter.

(d) The classification plan shall not change the status of a position as either a general category position or a special category position; any change in such status shall be made by amendment of this Chapter.

#### Section 2.16.060 **Compensation Plan**

(a) The personnel officer shall maintain a compensation plan including a classification and salary schedule that is correlated to the classification plan. The compensation plan may be comprised of separate sections, which may vary in consideration of differences in memoranda of understanding, among groups or categories of represented and unrepresented employees, administrative convenience or other factors.

(b) In addition to provisions relating to levels of pay and administration of salary and wages, the compensation plan shall include provisions relating to other compensation in the form of

fringe benefits including, without limitation: holidays; vacation, medical, executive, compensatory, family, bereavement, military and other leaves of absence; medical, dental and other health insurance; deferred compensation; and retirement. The compensation plan may include provisions and programs for incentive awards, length of service awards, pay for performance, tuition reimbursement and other methods of recognizing employee work performance. The compensation plan may include other provisions relating to the compensation of employees.

(c) The compensation plan shall be consistent with the adopted budget, applicable memoranda of understanding, and this Chapter, including the personnel rules, regulations and policies adopted pursuant to this Chapter.

(d) The classification and salary schedule or amendments thereto, shall be approved by resolution of the Board. The Personnel Officer may make additions or modifications to the classification and salary schedule, to add, delete or modify positions and establish corresponding salary bands or ranges, subject to ratification by the Board not later than the time of approval of the next bi-annual budget, provided that the addition or modification does not increase the bi-annual budget for the department or office affected by the addition or modification. The Personnel Officer may make modifications or adjustments to the classification and salary schedule to implement an approved memorandum of understanding or an approved plan of compensation for unrepresented employees.

#### Section 2.16.070 **Reimbursement of Expenses**

The General Manager shall establish policies and procedures for reimbursement to employees of costs incurred for travel, lodging, meals and other expenses of employees engaged in authorized Authority business, conferences, educational or professional development and other approved work or work related activity within the scope of employment. Proof of an expense shall be submitted not later than 90 days following the date the expense is incurred.

#### Section 2.16.080 **Fair Employment Practices**

The personnel system will be administered in compliance with applicable state and federal laws prohibiting discrimination with respect to employment. The General Manager and General Counsel are responsible for enforcement of this section.

#### Section 2.16.090 **Political Activity**

(a) Authority employees shall not engage during working hours in political activity, including activity otherwise permitted by Government Code § 3209.

(b) Political activities on or using Authority property is prohibited. This section shall not be construed to prohibit lawful educational, informational, lobbying or other activities for which public funds of the Authority may lawfully be spent.

(c) Additional provisions implementing this section may be included in the personnel rules, policies and procedures. A provision regarding release time from work to vote shall be included in the personnel rules, policies and procedures.

**Section 2.16.100 Incompatible Activity**

(a) Personnel rules and policies adopted pursuant to section 2.16.040 implementing Government Code section 1126 shall prohibit an employee's outside employment, activity or enterprise if it:

1. Involves the use for private gain or advantage of the Authority's time, facilities, equipment or supplies;
2. Involves the use of an Authority seal, emblem, symbol, logo or other distinctive mark, or the Authority's name, identity or prestige;
3. Involves the receipt or acceptance by the employee of money or other consideration from anyone other than the Authority for the performance of an act which the employee, if not performing such act, would be required or expected to render in the regular course or hours of his or her Authority employment;
4. Involves the performance of an act within the scope of their discipline or profession that is subject to review, approval or a permit of the Authority.

(b) Personnel rules and policies adopted pursuant to section 2.16.040 may prohibit an employee's outside employment activity or enterprise in any other circumstance permitted by law.

**Section 2.16.110 Access to Information**

The personnel officer, and any subordinate employee to whom the personnel officer has delegated duties, and the General Counsel, and any subordinate employee to who the General Counsel has delegated duties, shall have access to and may utilize state summary criminal history information whenever such access and use is required to determine the qualifications of an applicant or employee for a position for which conviction of a crime has been established as an exclusion.

**Section 2.16.120 Contracts for Service**

(a) Nothing in this chapter shall be construed to preclude the Authority from contracting with independent contractors for the provision of goods or services.

(b) The personnel officer may establish the terms and conditions of an individual appointment specified in paragraphs 9, 11 and 12 of subdivision (c) of section 2.16.020 by written contract. The personnel officer may fill a position specified in paragraphs 7, 8, 9, 10, 11, and 12 by written contract with an employment service agency or other entity. Any contract establishing the terms and conditions of an appointment shall be subject to the following provisions:

1. All employment agreements with individuals shall be in writing, executed by the appointing authority and approved as to form and legality by the General Counsel. The Board may approve a written agreement or agreements with one or more employment service agency to provide services through individuals who are assigned to work at the Authority.
2. Employment agreements with individuals shall comply with the requirements of the Internal Revenue Service, Social Security, the Fair Labor Standards Act, the Public Employees Retirement System, laws relating to workers' compensation and other laws applicable to such employment, provided however, that such employment agreements shall not be subject to the provisions of the California Labor Code that do not apply to public employees.
3. Agreements with an employment service agency shall contain a requirement that the employment service agency shall be responsible for the payment of all wages and benefits to the individual providing service to the Authority and limiting the Authority's responsibility to payments to the employment service agency as provided in the agreement. Notwithstanding this provision, all persons assigned to provide service to the Authority under an agreement with an employment service agency shall be subject to the direction and control of the Authority with respect to the performance of such services.
4. Employment agreements with individuals may provide that such persons shall be considered public employees for the purposes of laws relating to the liability of public agencies, or the liability, defense and indemnification of public employees, or relating to the performance of duties by public employees.
5. The compensation, fringe benefits and other terms and conditions of the employment shall be determined solely by the provisions of the contract. No contract authorized under this subdivision shall provide total compensation, including fringe benefits, that is greater, or has a higher economic value, than the compensation provided to regular Authority employees in the same or substantially similar job classification.
6. Such appointments shall be at-will and at the pleasure of the Authority. Such agreements shall not provide greater rights than are provided by statute, this chapter, or the personnel rules, regulations and policies to Authority employees generally.

Chapter 2.20  
**Employer-Employee Relations**

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Section 2.20.010      **Purpose and Scope**

This chapter implements the Meyers-Milias-Brown Act (Chapter 10, Division 4, Title 1 of the Government Code of the State of California, commencing with Section 3500) by establishing regulations and orderly procedures for the administration of employer-employee relations between the Authority and employee organizations. The intent of this chapter is to promote full communication between the Authority and its employees by providing procedures for meeting and conferring in good faith with recognized employee organizations regarding wages, hours, and other terms and conditions of employment, and to promote the improvement of personnel management and employer-employee relations by providing a uniform basis for recognizing the right of public employees to join organizations of their own choice and be represented by such organizations in their employment relationships with the Authority, consistent with the purpose and intent of the Meyers-Milias-Brown Act.

Section 2.20.020      **Definitions**

As used in this Chapter, the following terms, whether capitalized or lower-case, shall have the meanings indicated in this section, unless a different meaning is plainly apparent from the context of the sentence or paragraph in which the term is used. Terms used in this Chapter and defined in the Meyers-Milias-Brown Act shall have the meaning defined in that Act, except as modified by this section.

1. "Appropriate Unit" means a unit of employee classes or positions, established pursuant to Section 2.20.060.
2. "Confidential Employee" means an employee who, in the course of his or her duties, has access to confidential information relating to the administration of

employer-employee relations.

3. "Consult" means to communicate orally or in writing for the purpose of presenting and obtaining views, or advising of intended actions; and, as distinguished from meeting and conferring regarding matters within the scope representation, does not involve an exchange of proposals and counter proposal with a recognized employee organization in an endeavor to reach agreement in the form of a Memorandum of understanding, nor is it subject to sections 2.20.100 or 2.20.110.
4. "Day" means calendar day unless expressly stated otherwise.
5. "Employee" means any person employed by the Authority and designated as an employee pursuant to section 2.16.020, except persons employed in any of the following capacities: positions to meet immediate needs in response to a declared emergency; positions for less than half-time (less than 1040 hours in any one fiscal year); engagements for services, including consultant engagements, to fill a position for a limited or certain duration and the terms of which are established by a written contract; educational intern positions.
6. "Employee Organization" means any organization comprised of Authority employees that has as one of its primary purposes representing those employees in the relations with the Authority.
7. "Employee Relations Officer" means the General Manager as stated in Section 2.20.030.
8. "Impasse" means that the representatives of the Authority and a Recognized Employee Organization have reached a point in their meeting and conferring in good faith where their differences and matters to be included in a Memoranda of Understanding, and concerning which they are required to meet and confer, remain so substantial and prolonged that further meeting and conferring to reach resolution would be futile.
9. "Management Employee" means an employee having responsibility for formulating, administering or managing the implementation of Authority policies and programs.
10. "Proof of employee support" when required by this Chapter may be demonstrated by (1) submission of authorization cards recently signed and personally dated by an each employee, or (2) submission of a verified authorization petition or petitions recently signed and personally dated by each employee, or (3) submission of employee dues deduction authorizations of each employee, using the payroll register for the period immediately prior to the date a petition is filed hereunder, except that dues deduction authorizations for more than one employee organization for the account of any one employee shall not be considered as proof

of employee support for any employee organization. If an employee has signed more than one authorization or petition, only the authorization or petition that is last signed by the employee may be considered as proof of the employee's support. The words "recently signed" shall mean signed within ninety (90) days prior to the filing of the proof of employee support.

11. "Recognized Employee Organization" means an employee organization which, in accordance with the provisions for an election set forth in Section 2.20.070, has been formally acknowledged by the Authority as the sole employee organization representing the employees in an appropriate bargaining unit having the exclusive right to meet and confer in good faith concerning statutorily required subjects pertaining to unit employees, and therefore has the corresponding obligation of fairly representing such employees.
12. "Supervisory Employee" means any employee having specific authority in their job description or as delegated by the Personnel Officer, in the interest of the Authority, to hire, transfer, suspend, lay-off, recall, promote, dismiss, assign, evaluate, or discipline other employees, or responsibility to direct them, or to adjust their grievances, or effectively to recommend such action if, in connection with the foregoing, the exercise of such authority is not of a merely routine or clerical nature, but requires the use of independent judgment.

#### Section 2.20.030      **Administration of Employer/Employee Relations**

(a) The General Manager is the Authority's Employee Relations Officer. The Employee Relations Officer is the designated representative of the Authority for the purposes of employer-employee relations, including meeting and conferring in good faith with designated representatives of recognized employee organizations. The powers and duties of the Employee Relations Officer may be delegated.

(b) The Administrative and Finance Committee is the standing committee of the Board with jurisdiction over for employer-employee relations. The Board may designate additional representatives for the purposes of meeting and conferring with designated representatives of recognized employee organizations and with self-represented employees.

#### Section 2.20.040      **Employee Rights**

(a) Except as otherwise provided by the Legislature, and subject to the provisions of this chapter, each Authority employee has a right:

1. To form, join, and participate in the activities of employee organizations of their own choosing for the purpose of representation on all matters of employer-employee relations;
2. To refuse to join or to refuse to participate in the activities of employee organizations;

3. To represent themselves individually in their employment relations with the Authority, provided, however, that the right of self-representation does not include the right to meet and confer with the Authority.

A member of an employee organization who, at any time, wishes to represent himself or herself individually in his/her employment relations with the Authority may do so upon filing a written statement to that effect with the General Manager. The employee shall not be considered as being represented by an employee organization while such an unrevoked, written statement is on file.

(b) The Authority, employee organizations and their respective representatives or agents shall not discriminate against, interfere with, intimidate, restrain or coerce any Authority employee because of the employee's exercise of a right under this section.

#### Section 2.20.050 **Authority Rights**

The Authority retains the power to direct, manage and control its affairs to the full extent of the law. That power includes, without limitation, the exclusive right to: determine its organization; direct the work of its employees; determine the times and hours of operation; determine the kinds, levels and standards of services to be provided and the methods, means, and personnel by which such services are provided; establish policies, goals and objectives; maintain the efficiency of its operations; acquire and dispose of property; build, move or modify facilities; establish budget procedures and determine budgetary allocation; determine the methods of raising revenue and means of financing Authority projects; contract or subcontract for work; establish and modify a personnel system; hire, assign, evaluate, promote, terminate and discipline employees, and establish rules, procedures and policies therefor; reduce or expand its workforce; determine the standards of conduct and performance of employees; classify positions and determine the content of job descriptions; take necessary actions to carry out its mission in emergencies; determine the technology of performing its functions and services.

#### Section 2.20.060 **Bargaining Units**

(a) Employees having a community of interests may join together in an appropriate bargaining unit. An appropriate bargaining unit of employees shall be determined by the Employee Relations Officer. A bargaining unit should be the broadest feasible grouping of positions that share an identifiable community of interests given consideration of the following factors:

1. The efficient operations of the Authority;
2. The compatibility of such a unit with the primary responsibility of the Authority and its employees to effectively and economically serve the public;
3. Effective representation of employees based on recognized "community of interest" considerations;



4. Similarity of the kinds of work performed, types of qualifications required, and the general working considerations;
5. History of representation in the Authority and similar employment if any; provided however, no unit shall be deemed to be appropriate solely on the basis of the extent to which employees in the proposed unit have organized;
6. Consistency with organizational patterns within the Authority;
7. Number of employees and classifications and the effect on the administration of employer-employee relations created by the fragmentation of classifications or the proliferation of units.

(b) Professional employees shall have the right to form a bargaining unit independent of non-professional employees.

(c) Executive management, senior management and confidential employees shall not be included in a bargaining unit with non-management or non-confidential employees.

(d) Employees may apply to the Employee Relations Officer to modify an existing bargaining unit during the month of January of any calendar year in which there is no memorandum of understanding or during any month which is twelve or more months after the execution of an unexpired a memorandum of understanding excluding the month during which the memorandum of understanding was executed. A written application by employees to modify an existing bargaining unit shall be filed with the Employee Relations Officer and shall state: (1) with particularity the reasons for modifying the unit; (2) the reasons why the proposed modification satisfies the criteria for determining an appropriate unit and (3) the name and address of the person authorized to receive notices and other correspondence from the Employee Relations Officer regarding the application. The Employee Relations Officer shall process such requests for modification in the same manner as an initial request for determination of an appropriate bargaining unit. The determination of the Employee Relations Officer shall be made in writing within 14 days after the filing of the application. Notice of the determination shall be given to the affected employee organization and the person authorized by the applicant to receive notices by mail personal delivery within five days following the determination.

The Employee Relations Officer may, during the period specified in this subdivision, propose modification of an established bargaining unit. The Employee Relations Officer shall give written notice of the proposed modification(s) to any affected employee organization and shall hold a meeting concerning the proposed modification(s), at which time all affected employee organizations shall be given the opportunity to be heard. Thereafter the Employee Relations officer shall determine the composition of the appropriate bargaining unit or units and shall give written notice of such determination to the affected employee organizations in accordance with this section. If a unit is modified pursuant to an action initiated by the Employee Relations Officer hereunder, employee organizations may thereafter file recognition petitions seeking to become the Recognized Employee Organization for such new appropriate unit or units.

(e) The determination of the Employee Relations Officer regarding the appropriateness of a bargaining unit is not subject to administrative appeal.

(f) Whenever positions are added to or deleted from the Authority service, or are reclassified, the Employee Relations Officer, after notice and consultation with an affected employee organization, may assign the position to or delete the position from a bargaining unit.

#### Section 2.20.070 **Rights of Recognized Employee Organizations**

(a) Subject to the provisions of law, a recognized employee organization has the right to represent its members in their employment relations with the Authority. Recognized employee organizations may establish reasonable restrictions regarding who may join and may make reasonable provisions for the dismissal of individuals from membership.

(b) The scope of representation includes all matters relating to employment conditions and employer-employee relations, including, but not limited to, wages, hours and other terms and conditions of employment, except, however, that the scope of representation does not include consideration of the merits, necessity or organization of any service or activity provided by law or established by the Authority.

(c) The Authority will meet and confer in good faith, as provided in Government Code section 3505, with representatives of recognized employee organizations. The Authority is not obligated to meet or confer with employee organizations that are not recognized employee organizations or with self-represented employees, but should consult with such employees regarding wages, hours and other terms and conditions of employment.

#### Section 2.20.080 **Certification of Recognized Employee Organizations**

(a) Following determination of an appropriate bargaining unit, an employee organization that seeks formal certification as a recognized employee organization representing employees in that bargaining unit may file with the Employee Relations Officer a recognition petition, signed under penalty of perjury by a duly-authorized officer of the organization, containing the following information and documents:

1. Name and address of the employee organization;
2. Names and titles of its officers;
3. Names of employee organization representatives who are authorized to represent its members;
4. A statement whether the employee organization is a chapter or local of, or affiliated directly or indirectly in any manner with, a regional, state, national or international organization, and, if so, the name and address of such regional, state, national or international organization;

5. Copies of the employee organization's constitution and bylaws;
6. A designation of those persons, not exceeding two in number, and their addresses, to whom notice sent by regular United States mail will be deemed sufficient notice to the employee organization for any purpose;
7. A statement that the employee organization has no restriction on membership based on race, color, religion, national origin, ancestry, disability, medical condition, marital status, sex, sexual orientation or age;
8. A statement that the employee organization has in its possession written proof of employee support, dated within three months of the date upon which the petition is filed, to establish that at least thirty percent (30%) of the employees in the bargaining unit have designated the employee organization as the employees representative for the purposes of employer-employee relations.

(b) Within a reasonable time, not to exceed twenty (20) calendar days after receipt of a petition, the Employee Relations Officer shall determine whether the petition fully complies with the requirements of these rules and the petitioner qualifies to be a recognized employee organization. The Employee Relations Officer may require the employee organization to submit the written proof of employee support that it has been designated by as the representative of the employees in the bargaining unit.

(c) If the Employee Relations Officer determines that one or more employee organizations have satisfied the requirements of subdivisions (a) and (b) the Employee Relations Officer shall authorize the conducting of a representation election to be supervised and administered by the State Conciliation and Mediation Service (Service). Each ballot shall contain the choice of "represent myself" in addition to the other choices designated by the Service. The Service shall certify to the Employee Relations Officer the results of the election. If the Service certifies that an organization has been selected by a majority of the employees voting, then the Authority will recognize that organization as a recognized employee organization. If the Service certifies that an organization has been selected by a majority of all the employees in the bargaining unit, then the Authority will certify the organization as a recognized employee organization and the exclusive representative of the bargaining unit.

(d) No employee may be represented by more than one recognized employee organization.

(e) No more than one election affecting the same unit shall be held within any 12-month period.

(f) A Recognized Employee Organization shall keep current the information contained in the recognition petition. The Employee Relations Officer, from time to time, may require verification by the recognized employee organization of the information including updated proof of employee support.

**De-certification of Recognized Employee Organizations**

(a) De-certification proceedings may be commenced by filing of a de-certification petition during the month of January of any calendar year in which there is no memorandum of understanding or during any month which is twelve or more months after the execution of an unexpired memorandum of understanding, provided however that no petition may be filed until after a Recognized Employee Organization has been certified for a period of twelve months. A de-certification petition may be filed by two or more employees or their representative, or an employee organization, and shall contain the following information and documentation declared by the duly authorized signatory under penalty of perjury to be true, correct and complete:

1. The name, address and telephone number of the petitioner and a designated representative authorized to receive notices or requests for further information.
2. The name of the established appropriate unit and of the Recognized Employee Organization sought to be de-certified as the representative of that unit.
3. An allegation that the incumbent Recognized Employee Organization no longer represents a majority of the employees in the appropriate unit, and any other relevant and material facts relating thereto.
4. Proof of employee support that at least thirty (30) percent of the employees in the established appropriate unit no longer desire to be represented by the Recognized Employee Organization. Such proof shall be submitted for confirmation to the Employee Relations Officer within the time limits specified in the first paragraph of this Section.

An employee organization may satisfy the requirements of this section by, filing a recognition petition under section 2.20.070 that includes the allegation and information required under subparagraph 3.

(b) Within five days after its submission, the Employee Relations Officer shall initially determine whether the petition complies with subdivision (a). If the Employee Relations Officer initially determines that the petition does not comply with subdivision (a), but that the failure can be cured, the Employee Relations Officer shall give a notice of deficiency to the petitioners and shall permit the petitioners to cure the deficiency within the time period for submission of the petition. A final determination of the sufficiency of the petition shall be made within ten days after the close of the period within which a petition may be filed. If a petition finally determined not to comply with subdivision (a) the Employee Relations Officer shall return such Petition to the petitioning employees or employee organization with a written statement of the reasons for the determination. If Employee Relations Officer determines that the petition complies with subdivision (a) shall give written notice of the petition to the Employee Organization, to unit employees, and to the petitioner.

(c) After a petition is determined to be sufficient, the Employee Relations Officer shall arrange for a secret ballot election to determine the wishes of unit employees as to the

question of de-certification. If one or more Recognition Petitions were duly filed hereunder, the election on question of representation may be combined with the election on de-certification. Such election shall be conducted in conformance with subdivision (c) of section 2.20.070.

(d) During the period specified in subdivision (a) Employee Relations Officer may without a petition and upon a reasonable belief that a majority of unit employees no longer wish to be represented by a Recognized Employee Organization, give notice to that organization and all unit employees that the Employee Relations Officer will arrange for an election to determine that issue. In such event any other employee organization may within fifteen (15) days of such notice file a petition in accordance with section 2.20.070. If one or more Recognition Petitions were duly filed hereunder, the election on question of representation may be combined with the election on de-certification. Such election shall be conducted in conformance with subdivision (c) of section 2.20.070.

(e) If a different employee organization is formally acknowledged as the Recognized Employee Organization due to de-certification proceedings, such organization shall be bound by all the terms and conditions of any memorandum of understanding then in effect for its remaining term.

#### Section 2.20.100 **Meet and Confer Process**

(a) The scope of representation includes wages, hours, and other terms and conditions of employment, except, however, that the scope of representation shall not include consideration of the merits, necessity or organization of any service or activity provided by law or established by the Authority.

(b) The Employee Relations Officer, or his/her designee, on behalf of the Authority, shall meet and confer in good faith with representatives of Recognized Employee Organizations on matters within the scope of representation. The Employee Relations Officer, on behalf of the Authority, may consult with Recognized Employee Organizations on matters affecting employees when meeting and conferring is not required and shall consult with self represented employees regarding wages, hours, and other terms and conditions of employment. The Employee Relations Officer may retain the assistance of counsel, labor relations experts, financial consultants and others, as the Employee Relations Officer deems necessary or convenient to carry out the duties of this subdivision.

(c) A Recognized Employee Organization may select a reasonable number of employee members of the organization as representatives to attend scheduled meetings with the Employee Relations Officer during regular work hours without loss of compensation. The number of representatives is subject to approval of the Employee Relations Officer. The employee organization shall submit the names of the employee representatives to the Employee Relations Officer at least five working days in advance of such meetings. Any such meeting is subject to scheduling by the Employee Relations Officer in order to minimize adverse impacts on the operating needs and work schedules of the Authority. A memorandum of understanding for its duration may supersede the provisions of this paragraph.

## Section 2.20.110 **Memoranda of Understanding**

If the Employee Relations Officer and a recognized employee organization reach agreement a written memorandum of understanding will be prepared jointly. The memorandum of understanding between the Employee Relations Officer and the recognized employee organization shall be presented to the Board of Directors for consideration of approval, conditional approval or rejection. The memorandum of understanding shall not be binding until it is approved by the Board of Directors.

## Section 2.20.120 **Impasse Resolution Process**

(a) The Board of Directors retains full authority to determine wages, hours, and other terms and conditions of employment of Authority employees. In the course of the meet and confer process with a recognized employee organization an impasse may arise. The purpose of this section is to establish methods for resolution of an impasse consistent with the retained authority of the Board.

(b) If the meet and confer process has reached impasse, either party may initiate the impasse procedures by filing with the other party a written request for an impasse meeting, together with a statement of its position on all issues. An impasse meeting shall then be scheduled promptly by the Employee Relations Officer. The purpose of such meeting shall be to review the position of the parties in a final effort to reach agreement on a memorandum of understanding, and if the impasse is not resolved, to discuss arrangements for the utilization of the impasse resolution process.

(c) The procedures for resolution of an impasse are mediation and resolution by the Board of Directors. Mediation is voluntary and shall be used only by agreement of the Employee Relations Officer and the Recognized Employee Organization. If the parties agree to submit the dispute to mediation, and agree on the selection of a mediator, the dispute shall be submitted to mediation. All mediation proceedings shall be private. The mediator shall make no public recommendation, nor take any public position at any time concerning the issues. If the parties fail to agree to submit the dispute to mediation or fail to agree on the selection of a mediator, or fail to resolve the dispute through mediation within fifteen (15) days after the mediator commenced meeting with the parties, or such longer time as agreed by the Employee Relations Officer and representatives of the Recognized Employee Organization, the impasse shall be scheduled for resolution by the Board. The Employee Relations Officer may agree with the Recognized Employee Organization to another means of resolving an impasse, except that nothing in this section shall be construed to permit impasse resolution by binding arbitration or other methods that delegates the Board's legislative authority to determine wages, hours and terms and conditions of employment and all other matters relating to employment.

(d) If there is no memorandum of understanding reached following completion of mediation or other impasse resolution procedure agreed to between the Employee Relations Officer and the Recognized Employee Organization, and if the parties are still at impasse, then the Board shall receive written presentations by representatives of the two parties, shall finally determine the issues that remain at impasse and may take such action regarding the impasse as it in its discretion

deems appropriate as in the public interest. Such a determination by the Board shall conclude the meeting and conferring process for the fiscal year. Any legislative action by the Board on the impasse shall be final and binding.

(e) The costs for the services of a mediator and other mutually incurred costs of mediation and fact-finding, shall be borne equally by the Authority and the Recognized Employee Organization.

#### Section 2.20.130 **Rules and Regulations**

(a) The Authority will furnish, for the exclusive use of recognized employee organizations, adequate bulletin board space at the Authority office and at the Operations Center. The bulletin boards shall be used for the following subjects:

1. Information on recognized employee organization elections, reports, and notices.
2. Reports of official business of recognized employee organizations including reports of committees or the governing boards thereof.
3. Recognized employee organization membership benefits, programs, and promotions.
4. Any other written material pertaining to the official business of the recognized employee organization.

(b) Access to Authority locations and the use of Authority paid time, facilities, equipment, and other resources by employee organizations and those representing them shall be authorized only to the extent provided for in memoranda of understanding or in administrative procedures adopted by the General Manager. Such access and use shall be limited to lawful activities that pertain directly to the employer-employee relationship and not such internal employee organization business as soliciting membership, campaigning for office, and organization meetings and elections. Such access and use shall not interfere with the efficiency, safety, and security of Authority operations. Access to work locations may be regulated by the General Manager so as not to constitute a safety hazard or to interfere with operations of the Authority. Except as authorized by a memorandum of understanding, or when permitted pursuant to personnel rules, policies and procedures, representatives of a recognized employee organization that are not Authority employees shall not enter a work location without the consent of the General Manager.

(c) Authority will make available to recognized employee organizations such non-confidential information pertaining to employment relations as is contained in the public records of Authority, subject to the limitations of the Government Code section 6254. Requests for such information shall be made to the Employee Relations Officer, and such information shall be made available during regular office hours after payment of reasonable costs of duplication if duplication is requested. Nothing herein shall be construed as requiring the Authority to furnish confidential information or to do research, to assemble information or compile data.

(d) If and to the extent provided in a memorandum of understanding, a Recognized Employee Organization may be provided payroll deductions of membership dues and insurance premiums for plans sponsored by such organization upon the written authorization of employees in the unit represented by the Recognized Employee Organization.

(e) After consultation with affected employee organizations and self-represented employees, the General Manager may establish additional administrative policies and procedures to implement and administer the provisions of this chapter. The General Manager shall establish administrative policies and procedures for the hearing of grievance regarding the administration of employee relations and other matters by self-represented employee and employees of an employee organization that are not subject to a ratified memorandum of understanding.

**Section 2.20.140 Construction**

(a) Nothing in this chapter shall be construed to deny to any person, employee, organization, the Authority, or any authorized officer, body or other representative of the Authority, the rights, powers and authority granted by Federal or State law.

(b) Nothing in this chapter shall be construed as making the provisions of California Labor Code Section 923 applicable to Authority employees or employee organizations.

**Section 2.20.150 Social Employee Association**

The employees of the Authority have formed an employee association to coordinate social functions, amenities, and improve communications between the employees, the several departments, management, and the Board. An employees association under this section is primarily a social organization. Meetings and gatherings thereof shall be in furtherance of the objective stated above. The Employees Association shall not represent any employee or bargaining unit of employees with respect to employer-employee relations matters, including wages, hours, and conditions of employment. Monies accumulated by the Employees Association shall be expended only in support of Association social activities and not in connection with activities of any the bargaining units or recognized employee organization.



Chapter 2.24  
**Fair Employment and Contracting Policies**

Section 2.24.010 **Fair Employment and Contracting Policy**  
Section 2.24.020 **Small Contractors Outreach and Opportunities Program**

Section 2.24.010 **Fair Employment and Contracting Policy**

(a) It is the policy of the Authority to protect and safeguard the right and opportunity of all persons to seek, obtain, and hold employment without discrimination or abridgment on account of race, color, ethnicity, national origin, ancestry, religion, creed, veteran status, physical disability, mental disability, medical condition, marital status, sex, sexual orientation, age, gender, gender identity, gender expression or other status protected from workplace discrimination by state or federal law. Authority officers, employees and consultants shall not knowingly deny an Authority opportunity or benefit, discriminate against or harass, any Authority employee, applicant for employment, contractor, vendor, or recipient of Authority services on account of the person's race, color, ethnicity, national origin, ancestry, religion, creed, veteran status, physical disability, mental disability, medical condition, marital status, sex, sexual orientation, age, gender, gender identity, gender expression or other status protected from workplace discrimination by state or federal law. Authority officers, employees and consultants shall not knowingly give preferential treatment to any applicant for employment, bidder, contractor, vendor, or recipient of Authority services on the basis of race, color, ethnicity, national origin, ancestry, religion, creed, physical disability, mental disability, medical condition, marital status, sex, or sexual orientation.

(b) This section shall be interpreted in a manner that is consistent with the California and United States Constitutions and applicable state and federal statutes governing workplace discrimination. The terms used in this section shall have the same meaning as defined in state statutes governing the same subject matter.

(c) Nothing in this section shall be interpreted as prohibiting bona fide occupational qualifications consistent with applicable state and federal law and reasonably necessary to the normal operation of Authority employment or contracting. Nothing in this section shall be interpreted as prohibiting regulations and policies to prevent nepotism or conflicts of interest.

(d) Nothing in this section shall be interpreted as prohibiting action taken to establish or maintain eligibility for any federal program, where ineligibility would result in a loss of federal funds to the Authority.

(e) The General Manager may issue written supplemental regulations and policies to implement this section. The regulations and policies may include programs for outreach and recruitment designed to increase diversity in Authority employment and contracting. Such supplemental regulations and policies shall be subject to approval by the General Counsel for consistency with the provisions of this Chapter and applicable law.

(f) The General Manager and General Counsel are responsible for enforcement of this section.

Section 2.24.020 **Small Contractors Outreach and Opportunities Program**

(a) In addition to the fair employment and contracting policy, it is the policy of the Authority to eliminate unreasonable barriers to participation by all qualified individuals and businesses in solicitation and award of contracts for goods, services and works. It is the further policy of the Authority to encourage participation by small businesses through programs of education, outreach and assistance.

(b) A Small Contractors Outreach and Opportunities Program is established for the purpose of encouraging and enhancing participation of small businesses in the Authority's contracting and subcontracting opportunities.

(c) The Board may, by resolution, establish programs to: provide for a small business contractor preference in procurement of certain goods and services where responsibility and quality are equal; provide a preference to contractors who meet small business subcontracting participation goals; require contractors proposing the use of subcontractors to make good faith efforts to meet a subcontracting participation goal for small business contractors; and otherwise implement the provisions of this section.