

Attachment No. 29

**Policies Handbook for the
District Board of Directors**

Article I. EAST PALO ALTO SANITARY DISTRICT

Article II. BOARD OF DIRECTORS POLICY HANDBOOK

Section 1 – PURPOSE. The East Palo Alto Sanitary District ("District") Board of Directors ("Board") are duly elected representatives responsible for exercising all district powers. This handbook has been created in order to assist the Board in its activities and to serve as a quick reference resource for determining the manner in which District business is to be conducted.

Section 2 – LEGISLATIVE AUTHORITY. The District was formed and is operated pursuant to the Sanitary District Act of 1923, found in California Health and Safety Code, Division 6, Part 1, section 6400 et seq.

Section 3 – DISTRICT POWERS. The District has only those powers specifically granted by law or necessarily implied by the grant of power. Powers which have been expressly granted include, but are not limited to, the following:

- A. To sue and be sued;
- B. Acquire, manage and operate sewer systems, garbage dump sites, garbage collection and disposal systems and water systems as appropriate;
- C. Acquire property by purchase, gift, devise, or eminent domain and dispose of same by sale or lease;
- D. Execute contracts, deeds and other legal documents;
- E. Employ individuals by contract or otherwise;
- F. Pay lawful claims and demands;
- G. Adopt rules and regulations related to carrying out the powers of the District; and
- H. Do any act necessary or proper to the complete exercise and effect of any of its powers, or for the purposes for which it is formed.

Section 4 – BOARD OF DIRECTORS. The Board is comprised of five members elected at large and serving staggered four year terms with elections being held on even-numbered years. The structural organization and various duties, obligations and responsibilities of members of the Board are as follows:

4.1. **Board Officers.** The officers of the Board shall include a President, Vice President and Secretary.

4.1.1 **Duties of the President.** The President of the Board shall serve as Chairperson at all Board meetings. S/he shall have the same rights as the other members of the

Board to vote, introduce motions, resolutions and ordinances, and to engage in any debate related thereto. Except as otherwise provided for in this Handbook, the President shall be responsible for signing all contracts, deeds, warrants, releases, receipts and documents in the name of the District unless the Board, by resolution, authorizes the General Manager or other district employees to sign the documents. The President of the Board is also responsible for interacting with and communicating Board directions to the General Manager and District Counsel in order to enable the Manager and Counsel to effectively and efficiently carry out Board directives.

4.1.2 Duties of the Vice President. The Vice President of the Board shall serve as Chairperson over all meetings of the Board in the absence of the President. If the President and Vice President of the Board are both absent, the remaining members present shall select one of remaining members of the Board to act as Chairperson of the meeting.

4.1.3 Duties of the Secretary. The Secretary of the Board shall countersign all contracts, deeds, warrants, releases, receipts and documents which have been signed by the President.

4.2 Attendance at Meetings. Members of the Board of Directors shall attend all properly noticed regular, special, and committee meetings unless excused for good cause. Absence from three or more meetings in a 6 month period without good cause may result in a vote of censure by the Board and/or loss of committee membership. "Good cause" is defined as good reason, such as illness, family emergency or vacation. In addition, a minimum of 24-hour notice shall be made by a Board member to the District staff and other Board members if the Board member cannot attend all properly noticed regular, special and committee meetings. The Board Secretary shall be responsible for reporting on the meeting absences for the prior month at the regular Board Meeting.

4.3 Board Vacancies. If, for any reason, a Board member's seat is legally vacated, the Board may, in its discretion and by majority vote, within 60 days of the vacancy, fill the vacancy by appointment. The appointee shall hold office until the next district general election that is scheduled 130 days or more after the effective date of the vacancy, unless an election is also held on the same date for the purpose of electing a director to serve the full term in the same office to which the person was appointed, in which event the person appointed shall fill the balance of the unexpired term of his/her predecessor. In lieu of appointment, the Board within the 60 days may call for an election on the next available election date that is 130 days or more after the vacancy occurs. Failure of the Board to act will forfeit the appointment or call for election to the city council, if the district is wholly within a single city, or the County Board of Supervisors.

4.4 Board Communication with General Manager. Although the President is responsible for relating Board actions to the General Manager, individual Board members are not precluded from communicating directly with the General Manager. Requests for information or research by individual Board members shall be directed to the General Manager and not to individual staff employees working for the General Manager. The General Manager is charged with administering the policies and directives of the Board. Any policy, procedure, direction, guideline, instruction, etc., approved by a majority of the members shall be deemed the policy of the Board for purposes of action by the General Manager. If the General Manager is unclear as

to the Board's directives or receives conflicting directions from individual members, it is the Manager's duty and responsibility to consult the Board President for clarification. It will be the responsibility of the President to address any conflicting direction from individual Board members or, if clarity remains an issue, to convene a meeting of the entire Board for resolution. The Board does not condone or tolerate the exercise of undue influence and pressure(s) upon the General Manager to act in any manner contrary to the directives of the Board or to take any action not specifically approved by the Board. The General Manager's reliance upon this policy will not result in retaliation nor jeopardize his/her continued employment.

4.5 Board Communication with District Counsel. Individual Board members are precluded from communicating directly with the District Counsel, without first seeking approval from the General Manager and/or President. Requests for information or research by individual Board members shall be directed to the General Manager and/or President and not directly to District Counsel without first seeking approval from the General Manager and/or President.

Section 5 – MEETINGS. The Board shall hold meetings where deemed convenient by the Board and all meetings shall be held in accordance with the Ralph M. Brown Act (Government Code §54950 *et seq.*).

5.1 Regular Meetings. Regular meeting dates have been established by the Board to be held on the first Thursday of each month commencing at 7:00 p.m.

5.2 Conduct of Meetings. Meeting shall be conducted in accordance with rules and procedures adopted by the Board.

Section 6 – BOARD COMMITTEES. The Board may, from time to time, create permanent standing committees or temporary ad hoc committees to assist the Board in the conduct of Board business.

6.1 Permanent Standing Committees. The Board may create permanent standing committees which may be assigned to review District functions and operations and make recommendations to the Board. The committees shall orally report or put their findings in writing to the Board. The following Committees have been created as permanent standing committees of the Board.

- A. Engineering and Operations Committee shall review and formulate plans for arranging and achieving District goals and objectives and shall review proposed policies, ordinances and regulations except those related to human resources management.
- B. Finance and Audit Committee shall review the financial management of the District, including making recommendations regarding the annual budget and major District expenditures. The members of the Finance and Audit Committee shall be the President and Secretary of the Board of Directors. One member of the Finance and Audit Committee shall co-sign all warrants for District purchases of goods and services that exceed five hundred dollars (\$500) and all warrants issued to the same vendor within a thirty (30) day period that will cumulatively total \$500. The co-signing requirement set forth above shall apply regardless of

whether the relevant warrant is executed by the Board President, or by the General Manager or other district employee pursuant to a Board resolution authorizing the General Manager or other district employee to sign the warrant. Where the warrant is executed by the Board President, the warrant shall be co-signed by the Board Secretary. Where the warrant is executed by the General Manager or other district employee, the warrant may be co-signed by either the Board President or the Board Secretary.

- C. Human Resources Management and Organization Committee shall review and make recommendations regarding employer/employee relations, compensation and other staff matters.
- D. Public Information and Intergovernmental Affairs Committee shall review and make recommendations regarding the District's public relations assuring that the District's rules and regulations are adequately and effectively communicated to other governmental entities and the public generally.

6.2 Ad Hoc Committees. Ad hoc committees may be created by the President and approved by the Board as needed. The duties of ad hoc committees shall be set forth at the time of creation and the committees shall be dissolved when the committee's final report has been made to the Board.

6.3 Appointments to Committees. Appointments to standing committees shall be made no later than the Board's regular meeting in January of each year. With the exception of the Finance and Audit Committee, whose members shall be the President and Secretary of the Board, the Board President shall appoint the members and designate the chairperson of each committee, subject to Board approval. The chair of each committee shall be the more senior member of the Board.

6.4 Committee Meetings. In the event a committee member cannot attend a scheduled committee meeting, the committee member shall give notice of the cancellation to the other committee member and District staff, in advance, to the extent possible. Absence from three or more consecutive meetings without good cause as defined in Section 4.2 may result in a vote of censure by the Board and/or loss of committee membership. The subcommittee meeting shall be cancelled if a quorum cannot be established within thirty minutes of the scheduled time for the committee meeting to begin.

Section 7 – COMPENSATION AND EXPENSES. The maximum amount of compensation for Board members is set forth in District Ordinance No. 48 adopted July 19, 2001 pursuant to Health and Safety Code §6489(b).

7.1 Board Compensation. Pursuant to District Ordinance No. 48, the amount of compensation for each Board member is the maximum of two hundred seven dollars (\$207.00) per day, which amount shall be automatically increased by 5% (five percent) on January 1 of each year beginning January 1, 2003, for each day's attendance at meetings of the Board or for each day's service rendered as a director by request of the Board when the Board specifically approves payment of compensation. In the event the Board requests a member to

attend a meeting of another body, that meeting shall either require attendance by a Board member or have an item on the agenda that directly affects the District. If that meeting is cancelled, the Board member shall not receive compensation for a day of service. Directors shall have the option of reviewing compensation on an annual basis before the effective date of any increase. Compensation cannot exceed six days in any calendar month. Each day of attendance at conferences shall be considered a "day's service" within the meaning of this Section 7.1.

7.1.1 Compensation for Attendance at Committee Meetings. Notwithstanding the foregoing Section 7.1, compensation for attendance at committee meetings is one hundred fifty dollars (\$150.00) per meeting. If more than one meeting occurs on one day, compensation shall not exceed a day's service as provided for in Section 7.1. Should a committee meeting be attended by only one committee member, s/he shall receive compensation so long as service was rendered at the time scheduled for such meeting. Service shall include meeting with District staff to discuss the items on the agenda.

7.2 Reimbursement. Expenses incidental to the Board member's responsibilities may also be paid. Reimbursement for cell phone usage is governed by Resolution No. 801, enacted September 9, 2004. Reimbursement for travel expenses is governed by the Travel Policy approved on November 9, 1989.

7.3 Secretary's Compensation. The secretary to the Board may receive compensation in an amount set by the Board, provided that this compensation shall be in lieu of any other compensation to which a Board member might otherwise be entitled to by reason of attendance at meetings of the Board.

7.4 Timing of Payment. District shall issue payments to Board members for compensation and expenses to be paid every two weeks in accordance with the County of San Mateo/EPASD employee payday schedule.

7.5 Health Benefits. The District shall pay a monthly amount up to, and not exceeding, the employee only premium for a Board member's enrollment in either the lowest cost HMO health benefit plan or the lowest cost PPO health benefit plan offered for the Bay Area region made available pursuant to the Public Employees' Medical and Hospital Care Act ("PEMHCA"). Notwithstanding the preceding, it is not the intention of the District to provide retiree health benefits to Board members. Therefore, for purposes of determining eligibility to enroll in a health benefit plan made available pursuant to PEMHCA and the District's contributions thereto, the term "annuitant" as it is applied to Board members shall refer solely to any Board member who has retired within 120 days of his or her separation from employment with the District *and* who receives a retirement allowance from CalPERS in connection with such Board member's service on the Board.

7.6 Deferred Compensation Plan. Board members may enroll in and elect to contribute to the California Public Employees' Deferred Compensation Plan adopted by the District pursuant to Resolution 489 on May 4, 1995 ("Plan") subject to the terms and conditions set forth in the Plan. The District shall not make any contributions to the Plan on behalf of Board members other than in the form of salary reduction authorized by Board members.

Section 8 - MEMBERSHIPS IN ASSOCIATIONS. The Board may authorize its members to maintain memberships in the California Association of Sanitation Agencies and the California Special Districts Association and any other local, state, or national association which represents sanitary districts or the interests of sanitary districts. The costs of the memberships shall be a District expense.

Section 9 – TRAINING AND EDUCATION. It is policy of the Board to encourage Board members to enhance their performance through educational and training opportunities by reimbursing members of the Board for the costs of relevant educational and training courses. The Board shall approve a budgeted amount each year for education and training for Board members through attendance at training and/or educational workshops, seminars and conferences (“Annual Budgeted Education and Training”). Additionally, members of the Board shall be reimbursed for up to a maximum amount of \$2,500.00 per fiscal year for the costs of tuition, required textbooks, and registration, laboratory, and graduation fees for education courses approved by the Board and successfully completed at accredited colleges, universities, technical schools, adult education, and home study programs (“Annual Education Assistance”). For courses to be approved for reimbursement under the Annual Education Assistance program, they must directly improve a Board Member’s qualifications to serve the District as a Board Member. Excluded from this program are late fees and interest for delayed payment plans, institutions and programs of study not approved by the District, and audited courses.

9.1 **Arrangements For Attendance.** The District Board shall approve in advance all programs or courses to be attended by a member of the Board as part of Annual Budgeted Education and Training or Annual Education Assistance. Following approval of the Board for a member of the Board to attend any program considered Annual Budgeted Education and Training, District staff shall be responsible for making arrangements for travel, lodging, registration and per diem as needed for the member(s) of the Board to attend. Board Members shall be individually responsible for taking whatever actions are necessary to enroll in or attend courses considered Annual Education Assistance.

9.2 **Reporting Costs and Reimbursement.** Members of the Board shall report all expenses to the District incurred in connection with programs or courses considered Annual Budgeted Education and Training or Annual Education Assistance on forms provided by the District along with receipts as required. Necessary expenses for travel, registration and lodging for Annual Budgeted Education and Training or Annual Education Assistance may be paid in advance by the District as directed by the Board.

9.3 **Written Reports.** Upon return from programs attended as part of Annual Budgeted Education and Training or upon completion of courses attended as part of Annual Education Assistance, the attendee member(s) of the Board shall prepare a written report or make an oral presentation to the Board setting forth the salient points of the education and training received which are beneficial to the District. Any materials received at workshops, seminars and/or conferences attended as part of the Annual Budgeted Education and Training shall be provided to the District and placed in the District library for future reference.

Section 10 – BOARD CODE OF ETHICS. The Board is committed to providing excellence and vision in the legislative and policy leadership of the District that result in the

provision of the highest quality of services to its constituents. In order to govern the behavior between and among members of the Board and staff, the following rules have been established.

10.1 Board Responsibility. The primary responsibility of the Board is the formulation and evaluation of policy. Routine matters concerning operational aspects of the District are delegated to the General Manager who has the authority to assign tasks to the professional and support staff of the District.

10.2 Decorum and Conduct at Meetings. The dignity, lifestyle, values and opinions of each member of the Board shall be respected. Members shall be responsive and attentive while other Board members, the staff and the public are communicating. Interruptions of one member by another is discouraged. Board members shall conduct their personal interactions regarding District obligations as elected representatives with professional demeanor and shall avoid placing personal desires above their professional and elected responsibility as a member of the Board. Directors shall commit themselves to focusing on issues. The right to disagree with ideas and opinions of others should not justify becoming personally disagreeable. Once the Board takes action, members of the Board should commit to supporting the action and not create barriers to its implementation.

10.3 Communication Through The General Manager. The work of the District is a team effort. Therefore, it is crucial that the Board and General Manager work together in the collaborative process, assisting each other in conducting the affairs of the District. The General Manager is the chief administrative officer of the District and all District business must be channeled through the General Manager to assure coordinated and consistent continuity in District business. To effectuate the required coordination and continuity the Board shall conform to the following rules:

10.3.1 Informational Items. In seeking clarification on informational items, Directors may directly request of the General Manager, the information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making. Professional, maintenance and support staff are not to be directly approached for information or assistance.

10.3.2 Constituent Complaints. Complaints from residents, businesses and property owners of the District, shall be referred to the General Manager for response.

10.3.3 Safety Concerns. Items related to safety, concerns for safety or hazards, shall be reported to the General Manager for appropriate response.

10.3.4 Clarification of Policy Issues. Policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming shall be referred directly to the General Manager. The General Manager may refer such matters to District Counsel, as appropriate.

10.3.5 Inquiries by Staff. When Board members are approached by District staff concerning specific District policy or actions, Directors shall refer those inquiries directly to the General Manager.

10.4 Communication With The Public. Members of the Board shall respond to

public requests and concerns promptly, positively and courteously, by referring such questions and concerns to the General Manager. All inquiries or requests from the press shall be directed to the President and/or the General Manager, so that a coordinated response can be made by either the President or the General Manager. The President shall confer with the General Manager prior to responding to any inquiries or requests from the press. No Board member may contact or speak with the press on behalf of the Board or to represent the Board, other than the President.

10.5 Board to Act Together Rather Than Separately. Issues related to District business should be brought to the attention of the entire Board, rather than to individual members.

10.6 Monitoring District Goals And Objectives. Members of the Board are responsible for monitoring the District's progress in attaining its goals and objectives consistent with its mission.

10.7 Administrative Procedure Manual. The General Manager shall prepare and regularly update an Administrative Procedures Manual which shall be followed by District staff in performing the functions covered by the Manual. The Board shall review and approve the Manual and any amendments thereto.

10.8 Regulations For The Conduct Of Public Meetings. The Board has adopted regulations for the conduct of public meetings for the District. The Board will comply with those rules and shall update them, from time to time, as may be necessary.