



September 19, 2019

Board of Directors  
Ventura Regional Sanitation District  
Ventura, California

**APPROVE AND ADOPT PROPOSED REVISIONS TO VENTURA REGIONAL  
SANITATION DISTRICT BOARD BYLAWS; ADOPT VRSD RESOLUTION 19-05**

**RECOMMENDATION**

Approve and Adopt Proposed Revisions to the VRSD Board Bylaws by Board Resolution 19-05.

**FISCAL IMPACT**

None.

**BACKGROUND/ANALYSIS**

Attached to this letter are six exhibits, which are incorporated herein by reference, that provide the background, analysis and action for this agenda item. Exhibit 1 is a memorandum from District Legal Counsel to the Board of Directors explaining the major revisions to the Bylaws. Exhibit 2 is the revised Bylaws in legislative format showing the additions in **blue** and the deletions in ~~text~~. Exhibit 3 is the revised Bylaws showing all the changes in regular text. Exhibit 4 is the Resolution for the Adoption of the Ventura Regional Sanitation District Bylaws. Exhibit 5 is the California Special District Association's 2019 publication entitled "Special District Board Member Handbook" and Exhibit 6 is a Power Point slide pack from BHI Management Consulting entitled "The Perfect Board – A Best Practices Workshop" (01/20/2016).

If you should have any questions or need additional information, please contact me by phone at (805) 658-4600 or via email at [ChrisTheisen@vrzd.org](mailto:ChrisTheisen@vrzd.org) or Robert N. Kwong at (805) 988-9886 or via email at [rkwong@atozlaw.com](mailto:rkwong@atozlaw.com).

CHRIS THEISEN, GENERAL MANAGER

(signature on next page)

APPROVED FOR AGENDA:



Chris Theisen, General Manager

- Attachments:
1. Memorandum to VRSD Board from Legal Counsel, September 5, 2019
  2. VRSD Bylaws with red-line revisions
  3. VRSD Bylaws in final format
  4. Proposed Resolution No. 19.05
  5. California Special District Association's 2019 "Special District Board Member Handbook"
  6. BHI Management Consulting PowerPoint "The Perfect Board – A Best Practices Workshop (01/20/2016)



ARNOLD LAROCHELLE MATHEWS  
VANCONAS & ZIRBEL LLP

## MEMORANDUM

TO: Ventura Regional Sanitation District Board Chairperson Kevin Kildee and  
Members of the Board of Directors

FROM: Robert N. Kwong *RNK*  
Legal Counsel

DATE: September 5, 2019

SUBJECT: Proposed Revised Board of Director Bylaws

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### I. Introduction & Overview of Proposed Revised Board of Director Bylaws

Governing an organization, whether it is a voluntary, governmental, for-profit or non-profit corporate body or agency involves a level of formality and consistency to promote and achieve:

- thoughtful and orderly decision-making; and
- the legitimacy and acceptance of such decisions to the organization, its constituents, and those it serves.

A governing board's bylaws are rules or administrative provisions that are adopted for its internal governance and its external dealings. An organization's bylaws are second only to its charter (i.e., articles of incorporation or statutory authorization). The District's Bylaws were originally adopted in 1971 and were periodically amended over the years with the latest revision taking place in 2004. Since 2004, there have been numerous legal and practical developments regarding public agency board governance that are not reflected in the current Bylaws.

Therefore, the following changes to the Bylaws are proposed to update them to current and best practices levels:

- Article II, Purposes & Mission, has been slightly altered to reflect District wastewater operations for private entities.
- Article III, Jurisdiction, has been amended to specify cities and special districts.

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- Article IV, Ethics Guidelines for Board of Directors, has been added and the rationale for doing so is set forth in Section III of this memorandum below.
- Article VI, Officers of the Board, has been amended to: (a) add gender neutral terms; (b) reflect ever changing Board Member make-up and experience; and (c) address changes in regulatory circumstances.
- Article VII, Meetings of Board of Directors, has been altered to: (a) simplify order of business; (b) specify and track Brown Act Open Meetings Law provisions; (c) add rules of order and public hearing procedures; and (d) address Board Meeting Agenda formation. See Section IV of this memorandum below for a more detailed explanation.
- Article VIII, Record of Proceedings, has been updated to detail Board responsibility for keeping records of its meetings.
- Article XI, Board of Directors Committees, has been amended to underscore the advisory nature of Committee decisions.

## **II. General Context and Governance Principles for Proposed Revision of Board of Director Bylaws**

The United States of America and all its governmental subsidiaries are founded on Greco-Roman and Judeo-Christian principles<sup>1</sup> that can be summarized as “doing all things decently and in order.” The principle of law and order in democratic governmental decision-making is found in the earliest Greek and Roman texts to the Magna Carta to the Constitution of the Commonwealth of Virginia to the United States Constitution.<sup>2</sup>

The California Constitution not only follows the federal Constitution but it also mandates that, “The people have the right of access to information concerning the conduct of the people’s business, and, therefore, the meetings of public bodies and the writings of public officials and agencies shall be open to public scrutiny.” Cal.Const. Art.1, §3(b)(1). This part of the state constitution further states that, “A statute, court rule, or other authority

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<sup>1</sup> Lane, Melissa, “Ancient Political Philosophy,” The Stanford Encyclopedia of Philosophy (Winter 2018 Edition), Edward N. Zalta (ed.), URL = <<https://plato.stanford.edu/archives/win2018/entries/ancient-political/>>.

<sup>2</sup> “Where there is no law, but every man does what is right in his own eyes, there is the least of real liberty.” Henry M. Robert

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. . . shall be broadly construed if it furthers the people's right of access, and narrowly construed if it limits the right of access." Cal.Const. Art. 1§3(b)(2).

This constitutional precept of open and transparent government to promote democratic accountability makes the Brown Act Open Meetings Law ("Brown Act") (Gov. Code §54950 *et seq.*) even more important for purposes of good Board of Director governance. The Brown Act's foundational principle is that:

[P]ublic commissions, boards and councils and the other public agencies in this State exist to aid in the conduct of the people's business. It is the intent of the law that their actions be taken openly and that their deliberations be conducted openly. The people of this State do not yield their sovereignty to these agencies which serve them. The people, in delegating authority, do not give their public servants the right to decide what is good for the people to know and what is not good for them to know. The people insist on remaining informed so that they may retain control over the instruments they have created.

*Carlson v. Paradise Unified School Dist.* (1971) 18 Cal.App.3d 196, 199; *see also Cohan v City of Thousand Oaks* (1994) 30 Cal.App.4<sup>th</sup> 547, 555 [The purpose of the Brown Act is to curb misuse of the democratic process and to facilitate public participation.].

Thus, Brown Act statutory and case law form the solid foundation for public agency governing board decision-making. Stated another way, a public agency governing board exists to aid in the conduct of the organization's business, and their deliberations should be conducted as openly as possible and with a corresponding adherence to due process.

### **III. Proposed Board Director Rights, Duties & Ethics**

In organizations of all kinds, good governance starts with the Board of Directors. "The board's role and legal obligation is to oversee the administration and management of the organization and ensure that the organization fulfills its mission."<sup>3</sup> The Board does not execute the day-to-day management of the organization for that would be contrary to its oversight and visionary role. Good Board members monitor, guide, and enable good management. The Board of Directors has decision-making powers regarding matters of policy, direction, major transactions, fiscal management oversight, strategy and

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<sup>3</sup> L. Rosenthal, Lincoln Center for the Performing Arts, *The Harvard Law School Forum on Corporate Governance and Financial Regulation* (April 15, 2012).

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governance of the organization or government agency.<sup>4</sup> To this end, every Board member or director has the following rights:

- Right to be informed regarding all activities and operations of the organization.
- Right to inspect all books and records of the organization.
- Right to contact staff or Board Committee members with questions and concerns.
- Right to receive notice of all board meetings and copies of meeting minutes.

For the most part, current District Board operations and practices and the proposed Bylaws ensure that these four Board member rights are upheld and satisfied. And with Board member rights comes the corresponding Board member duties as follows:

**A. Duty of Care**

A Board director must pay attention to organization matters and participate fully in board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

**B. Duty of Loyalty**

A Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a director for personal gain. A director must always maintain confidentiality regarding the agency's operations.

**C. Duty of Obedience**

A Board director must be faithful to the organization's mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the agency's statutory purpose.

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<sup>4</sup> Health & Safety Code §§4738 to 4767.5.

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#### **D. Fiduciary Duty**

A Board director is a fiduciary or is someone who must exercise a high standard of care in managing another's money or property.<sup>5</sup> A Board Member's fiduciary duty to the organization or public agency means that he or she is responsible for assuring the public agency's fiscal health in the near and long term.

An extension of these Board Member rights and duties are Board Member ethics or code of conduct which are proposed in Article IV. This added Bylaws Article articulates core ethical principles found in the Political Reform Act<sup>6</sup>, the Brown Act and in time-honored best practices on Board Member communications and interaction with public agency staff.

Circumspect adherence to these rights, duties and ethics will necessarily lead to decision-making marked by thoughtfulness and orderliness, increasing the Board's legitimacy as public agency leaders, and broadening the internal and external acceptance of Board decisions.

#### **IV. Board Meeting Rules of Order and Conduct**

Due process in Board governance is tested whenever a Board member raises an issue, problem or proposed action that is neither listed on the Board meeting agenda nor analyzed in a Board letter or memorandum. Thankfully, the Brown Act has foreseen this common occurrence and addressed it as follows:

- (1) A decision-making body may not consider, act on or discuss any issue, matter, project or proposal not specifically listed or appearing on the decision-making body's written agenda which was made available to the Board prior to the meeting. (Gov. Code §54954.2)

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<sup>5</sup> Black's Law Dictionary, 10<sup>th</sup> ed., p. 743.

<sup>6</sup> Cal. Gov't Code § 81001 states in pertinent part that:

“(a) State and local government should serve the needs and respond to the wishes of all citizens equally, without regard to their wealth;  
(b) Public officials, whether elected or appointed, should perform their duties in an impartial manner, free from bias caused by their own financial interests or the financial interests of persons who have supported them . . . .”

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- (2) However, a Board member may *briefly* respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3. (Gov. Code §54954.2(a)(3); emphasis added.)
- (3) In addition, on their own initiative or in response to questions posed by the public, a Board member may:
  - ask a question for clarification;
  - make a brief announcement; or
  - make a brief report on his or her own activities.
- (4) Furthermore, a Board member, subject to rules or procedures of the legislative body (i.e., Proposed Board Bylaws), may:
  - provide a reference to District staff or other resources for information;
  - request District staff to report back to the Board at a subsequent meeting concerning any matter within the District's jurisdiction or mission; or
  - act to direct staff to place a matter of business on a future Board meeting agenda.

The above steps are best reserved for a regular Board meeting agenda item simply entitled "Board Member Comment" with a citation to this portion of the Brown Act to remind the Board members of what can and cannot be handled at this juncture of a Board meeting. This process and procedure is also found in proposed Bylaws Article VII, Section 11 entitled "Board Meeting Agenda Formation."

## V. CONCLUSION & RECOMMENDATION

Based upon the foregoing explanations, it is recommended that your Board approve and adopt the revised Board of Director Bylaws.

# BYLAWS

## VENTURA REGIONAL SANITATION DISTRICT

Adopted: January 21, 1971  
Amended: September 16, 1971  
Amended: May 18, 1972  
Amended: October 19, 1972  
Amended: April 17, 1975  
Amended: May 15, 1975  
Amended: January 15, 1976  
Amended: December 16, 1976  
Amended: September 21, 1978  
Amended: December 18, 1980  
Amended: February 19, 1981  
Amended: March 18, 1982  
Amended: December 16, 1982  
Amended: August 18, 1983  
Amended: January 19, 1984  
Amended: February 16, 1984  
Amended: June 21, 1984  
Amended: November 15, 1984  
Amended: January 3, 1985  
Amended: November 7, 1985  
Amended: June 1, 1989  
Amended: May 6, 2004  
[Amended: September 5, 2019](#)

# BYLAWS

## VENTURA REGIONAL SANITATION DISTRICT

### ARTICLE I NAME

Section 1. The name of this organization is the VENTURA REGIONAL SANITATION DISTRICT. It is a continuation of the Ventura Regional County Sanitation District formed by action of the Ventura County Board of Supervisors on July 28, 1970 and restructured by Health & Safety Code Section 4730.6 (enacted January 1, 1984/ and amended January 1, 1988).

### ARTICLE II PURPOSES & MISSION

Section 1. The Ventura Regional Sanitation District is a county sanitation district established in accordance with and having the authority and powers defined in the County Sanitation District Act, Health & Safety Code Section 4700 et. seq., for the purpose of meeting to meet the regional refuse disposal and sewerage needs of the Ventura County area provided for under that Act.

Section 2. Consistent with its governing statutory authority, ~~t~~The District's functions and powers include, but are not limited to:

- a. Satisfying, within its available powers and as directed by law, the efficient and safe treatment, and disposal, ~~and reuse~~ of waste products of the public and other governmental entities of Ventura County, when in the best interest to do so.
- b. Providing technical and environmental management assistance to the County, cities, ~~and~~ special districts and private entities when requested to do so or pursuant to contract.
- c. Fostering efficiencies of operation, economies of scale to public and private consumers, and environmental protection through regional planning, implementation, construction, operation, maintenance, and management of wastewater and solid waste collection, treatment, and disposal facilities.
- d. Promoting environmental research, evaluation, and technological development to reduce impacts of the discharge of waste products in Ventura County.
- e. Providing centralized, regional facilities for efficient and economical waste treatment, reclamation, and disposal.

### ARTICLE III TERRITORY JURISDICTION

Section 1. The jurisdictional boundaries of the District are coincident with those of Ventura County and include both incorporated (the Cities of Camarillo, Fillmore, Ojai, Oxnard, Port Hueneme, San Buenaventura, Santa Paula, and Thousand Oaks) and unincorporated lands and the special districts of Camarillo Sanitary, Camrosa Water, Channel Islands Beach Community Services, Montalvo Municipal Improvement, Ojai Valley Sanitary, Saticoy Sanitary, Triunfo Water & Sanitation, and County Waterworks Nos. 1 and 16, with the following exceptions:

1.1 The boundaries of the Moorpark and Simi Valley Unified School Districts, except ~~including therefrom~~ those areas within the Triunfo Water & County Sanitation District boundaries, as they existed on September 11, 1985.

1.1

ARTICLE IV. ETHICS GUIDELINES FOR BOARD OF DIRECTORS

Section 1. Act in the Public Interest

Directors must recognize that stewardship of the public interest must be their primary concern. Directors will work for the common good of the people of the District and not for any private or personal interest, and they will assure fair and equal treatment of all persons, claims and transactions coming before the Board.

Section 2. Comply with the Law

Directors shall comply with all applicable federal, state and local laws and regulations in the performance of their public duties. These laws include, but are not limited to: the United States and California Constitutions; California Political Reform Act of 1974 (Gov. Code §§87100-87500) and corresponding Fair Political Practices Commission regulations (title 2 Calif. Code of Regs., §18701 et seq.); laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, Brown Act Open Meetings Law (Gov. Code §54950 et seq.), Public Records Act (Gov. Code §6250 et seq.), AB 1234 (Local agencies: ethics; Stats. 2005, ch. 700) and AB 1661 (Local governments: sexual harassment prevention training and education; Stats. 2016, ch. 816).

Section 3. Conduct of Directors

The professional and personal conduct of Directors must be above reproach and avoid even the appearance of impropriety. Directors shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other Directors, District staff, other public agencies, representatives of other public agencies, and the public.

A. Duty of Care

A Board director must pay attention to organization matters and participate fully in board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

B. Duty of Loyalty

A Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a Board director for personal gain. A Board director must always maintain confidentiality regarding confidential District operations and business.

C. Duty of Obedience

A Board director must be faithful to the organization's mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the District's statutory purpose.

D. Fiduciary Duty

A Board director has a fiduciary (i.e., "one who must exercise a high standard of care in managing another's money or property" (Black's Law Dictionary, 10th ed., p. 743)) duty to the organization and is responsible for assuring the District's fiscal health.

Section 4. Respect for Process

Board Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.

Section 5. Conduct at Public Meetings

Board Directors shall be prepared to attend and participate at Board meetings and Board committee meetings; listen courteously and attentively to all public discussions before the body; and focus on the business at hand. They shall refrain from interrupting other speakers; making personal comments not germane to the business of the body; or otherwise interfering with the orderly conduct of meetings.

Section 6. Decisions Based on Merit

Board Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

## Section 7. Communication

Board Directors shall publicly share substantive information that is relevant to a matter under consideration by the Board, which they may have received, *ex parte*, from sources outside of the public decision-making or public hearing process.

## Section 8. Conflict of Interest

To ensure their independence and impartiality on behalf of the common good, Board Directors shall not use their official positions to influence government decisions in which they have a material financial interest as defined by California law.

In accordance with governing law, Board Directors shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist pursuant to Federal and California laws.

## Section 9. Gifts and Favors

Board Directors shall not take any special advantage of services or opportunities for personal gain, because of their public office, that are not available to the public in general. They shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.

## Section 10. Confidential Information

Board Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District that they learn or receive from their interactions with other District Board members, staff, or legal counsel outside of a public meeting, especially for those matters discussed and acted upon in closed session. Board Directors shall not disclose confidential information unless required to fulfill their fiduciary duty nor shall disclose confidential information to advance their personal, financial or other private interest.

## Section 11. Representation of Private Interests

In keeping with their role as stewards of the public interest, Board Directors shall not appear on behalf of the private interests of third parties before the Board.

## Section 12. Advocacy

Directors shall represent the official policies of the District to the best of their ability when designated as representatives or delegates for this purpose. When presenting or communicating their individual opinions and positions to the public or to other agencies or agency staff, Board Directors shall: (a) explicitly state that they do not represent the District or the District Board; (b) explicitly state that their views do not reflect the views of the District or the District Board; (c) explicitly state that their opinions and positions are theirs alone; and (d) not allow any inference that they are speaking or acting as District or District Board representatives.

### Section 13. Policy Role of Directors

The primary roles of the Board Directors are policy setting and policy review. Board Directors shall not participate in, interfere with nor direct the daily administrative functions of the District or the professional duties of District staff or consultants; nor shall they impair the ability of District staff to implement Board policy decisions. A Board member shall not attempt to circumvent Board direction by attempting to influence others outside of a public Board meeting.

### Section 14. Positive Workplace Environment

Directors shall support the maintenance of a positive and constructive workplace environment for District employees and for citizens and businesses dealing with the District. Directors shall recognize their special role in dealings with District employees and shall not provide direct or indirect direction to staff other than the General Manager.

## **ARTICLE IV COMPOSITION OF GOVERNING BOARD**

Section 1. The Board of Directors of the Ventura Regional Sanitation District is formed pursuant to the provisions of Section 4730.6 of the Health & Safety Code, which provides that:

1.1 The legislative body of each city located wholly or partially within the District's boundaries shall designate one of its members to be a member of the District's Board of Directors. Each legislative body may designate one of its members as an alternate to act in the place of its regular member in the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

1.2 The Independent Special District Committee, which shall consist of the presiding officers of all independent special districts which have a governing board separately elected from any board of supervisors or city council and which would be entitled to representation on the Ventura Regional Sanitation District Board of Directors under section 4730.1, if that section were applicable to the Ventura Regional Sanitation District, shall designate one elected member of a board of directors of an independent

special district represented on the committee to be a member of the District's Board of Directors. The Independent Special District Committee may designate one such elected member as an alternate to act in the place of the regular member in the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

~~1.2~~1.3 [District Board of Director membership stated above is subject to Article III, Section 1.1, above.](#)

## **ARTICLE VI OFFICERS OF THE BOARD**

### Section 1. Titles and Functions.

                     The officers of the Board of Directors shall consist of the following:

- 1.1 A ~~Chairman~~Chairperson who shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent the Board of Directors in any actions taken by the Board, ~~be an ex officio member of all Board committees,~~ and perform such duties as the Bylaws may prescribe.
- 1.2 A ~~Vice-Chairman~~Chairperson-elect who shall assist the Chairman in performance of his/her duties and act in his/her stead when required.

### Section 2. Terms of Office.

- 2.1 The terms of the ~~Chairman~~Chairperson and ~~Vice-Chairman~~Chairperson man-elect shall be one year and one year only from the date of their election as provided in Article V, Section 3. These officers shall continue in office until their successors have been elected.
- 2.2 If the ~~Chairman~~Chairperson fails to complete his/her term, the ~~Vice-Chairman~~Chairperson-elect shall act in his/her stead and a new ~~Vice-Chairman~~Chairperson-elect shall be elected for the remainder of the term.

### Section 3. Election.

                     At the first regular meeting of the Board of Directors in January of each year, the ~~Chairman-elect shall be elevated to the office of Chairman and the~~ Board shall elect ~~a new~~the Chairperson and Vice--Chairpersonman-elect from among its members.

## **ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

### Section 1. Time and Place. Regular meetings of the Board shall be set by resolution.

Section 2. Agenda. A copy of each Board meeting agenda shall be mailed to each city and special district represented on the Board of Directors and local news media. Backup materials shall be provided for items of specific interest to each agency.

Section 3. Quorum. No action shall be taken at any meeting of the District's Board of Directors unless a majority of all authorized members of the Board of Directors is in attendance. A majority of the members present shall be required to approve or otherwise act on any matter except otherwise required by law. Each member shall have one vote.

~~unless a majority of all authorized members of the Board of Directors is in attendance. A majority of the members present shall be required to approve or otherwise act on any matter except otherwise required by law. Each member shall have one vote.~~

Section 4. Order of Business.

- a. Call to Order
- b. Roll call Pledge of allegiance
- ~~bc.~~ Roll call Pledge of Allegiance
- ~~cd.~~ Amendments to the agenda Agenda Review
- ~~de.~~ Minutes Public Comment (Gov. Code §54954.3)
- ~~ef.~~ Public concerns (brief presentations) Consent Agenda
- ~~fg.~~ Regular Agenda Hearings
- ~~gh.~~ Public Hearings
- ~~i.~~ Committee reports Reports
- ~~hj.~~ Regular business & reports Information items
- 1) Consent items
- 2) Action items
- 3) Information items
- ~~ik.~~ Public concerns (longer presentations) Board Member Comments (Gov. Code §54954.2(a))
- l. General Manager Informational Report on District Operations
- ~~jm.~~ Directors' concerns Closed Session Agenda
- ~~kn.~~ Adjournment

Section 5. Closed Sessions. The Board may meet in c~~losed session s may be called by the Chairman at any time during a meeting~~ in accordance with Sections 54950-54956.7 to 54957.2 et. seq. of the California Government Code.

Section 6. Amendments or Additions to the Agenda. Government Code Section 54954.2, subdivision (b) provides that no action shall be taken on any item not appearing on the posted agenda, with certain specific exceptions. Other amendments to the agenda to be conducted during Agenda Review shall consequently be limited to removal, rearrangement, movement between categories, or addition of informational items.

Section 7. Adjournment. The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment, pursuant to Government Code Section 54955.

Section 8. Temporary ~~Chairman~~Chairperson. In the absence of the ~~Chairman~~Chairperson and ~~Vice-Chairperson~~man-elect 15 minutes after the noticed time of any meeting of the Board, the Clerk of the Board shall convene the meeting and the Board shall elect a temporary Chairpersonman to conduct such meeting. Upon arrival of the Chairpersonman or ~~Vice-Chairperson~~man-elect the higher ranking regular officer shall become the presiding officer and conduct such meeting.

Section 9. Rules of Order for Board and Board Committee Meetings

9.1 To the fullest extent practicable, the Board of Directors shall follow the latest edition of Robert's Rules of Order Newly Revised in the conduct of all Board and Board Committee business. If a conflict should arise between these Bylaws and Robert's Rules of Order Newly Revised, the former shall take precedence over the latter.

9.2 To obtain the floor, a Director, staff member or public attendee must be directly recognized by the Chairperson.

9.3 The Director making a motion shall clearly state the action or actions desired.

9.4 A motion may be amended, prior to the vote, if the first and second on that motion agree to the amendment.

9.5 A Motion to Reconsider Made at the Same Meeting. A Board member who voted with the prevailing side on a question previously considered by the Board, may, prior to the adjournment of the meeting where such question was considered, move that the Board reconsider the vote on that question. Any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. A motion to re-consider made at the same meeting has precedence over every main motion, and may be taken up at any time during the meeting if there is no other motion on the floor. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.6 A Motion to Reconsider Made at a Subsequent Meeting. If, after the adjournment of a meeting where a question was previously considered, a Board member who voted with the prevailing side on that question requests reconsideration of the question, a motion for reconsideration will be placed on the agenda of the Board's next scheduled meeting. At that next scheduled meeting, any member may second the motion to reconsider. If a majority of the Board votes in

favor of the motion to reconsider, the question will be reheard before the Board. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.7 Agenda items which shall require a roll call vote are:

- a) Contracts or any action involving the expenditure of over \$25,000 of District funds;
- b) Board Resolutions;
- c) Quasi-legislative matters; and
- d) Quasi-adjudicatory matters.

9.8 All other Board votes on other Board Meeting Agenda items may be conducted by voice vote, (i.e., signifying affirmative or negative). The Clerk of the Board shall publicly report any action taken in the minutes and the vote or abstention on that action of each member present.

## Section 10. Public Hearings

10.1 Public Hearings will be conducted as follows:

- 1. Open public hearing
- 2. Receive staff report and recommendations
- 3. Report of written communications by Clerk of the Board
- 4. Proponent's testimony
- 5. Respective rebuttal testimony
- 6. Public comment
- 7. Close public hearing
- 8. Discussion by Board of Directors

Further input by the public after the close of the public hearing shall be at the discretion of the Board Chairperson.

10.2~~Section 2.~~ Rules of Evidence. The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.

10.3~~Section 3.~~ Limitation of Time. The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the ~~Chairman~~ person.

## Section 11. Board Meeting Agenda Formation

11.1 Formation, review and finalization of the Board Meeting Agenda for each regular or special Board Meeting shall be the joint responsibility of the Board Chairperson, General Manager, and Legal Counsel.

11.2 Each Board Member, subject to the provisions in this section and Government Code §54954.2, may ask that a matter be placed on a future Board Meeting Agenda so long as that matter is within the jurisdiction of the District.

11.3 When a Board Member requests that a certain matter be placed on a future Board Meeting Agenda in accordance with subsection 11.2 above, its actual placement on a future Board Meeting Agenda shall depend upon several factors including, but not limited to: existing Board priorities, agenda items already in progress for placement on the Board Meeting Agenda, work load of affected District staff responsible for pre-paring a Board letter or memorandum on the subject as determined by the General Manager, and District Board consensus to place the matter on a future Board Meeting Agenda.

## ARTICLE VIII                      RECORD OF PROCEEDINGS

### Section 1. Recordings

All Board of Directors' meetings shall be either audio or video-recorded and these records shall be retained for a period of one year and then destroyed.

### Section 2. Written Minutes of Board Meetings

The Clerk of the Board shall prepare for approval by the Board of Directors action minutes recording all resolutions, ordinances, actions, and determinations of the Board. Minutes shall contain mainly a record of what was done at the meeting, not what was said by the Board Members, staff or public. Robert's Rules of Order (11th Ed.), §48.

### Section 3. Official Signatures

All papers involving official acts of the Board shall be signed in accordance with appropriate legislation relating to such acts. In the absence of specific regulations, the signature of the Chairperson attested by the Clerk of the Board shall be deemed sufficient.

## ARTICLE ~~VIII~~ IX                      BOARD OF DIRECTORS COMPENSATION

Section 1. Compensation of Directors. Directors' compensation shall be set by resolution, which may be amended from time to time, to provide that Directors shall receive compensation (i.e., *per diem*) in an amount not to exceed a total of six (6) days in any calendar month.

Section 2. Compensation of Alternates. Alternates shall be compensated in accordance with Section 1 above when acting in the place of the regular member. When both the member and alternate are in attendance, only the member will be compensated.

Section 3. Payment by Voucher. Reimbursement for mileage and expenses, other than monthly Board meeting fees, shall be made upon a voucher signed by the Director and submitted to the Clerk of the Board.

## **ARTICLE VIII — RECORDS OF PROCEEDINGS**

~~Section 1. All Board meetings shall be sound recorded and the records shall be retained for a period of one year.~~

~~Section 2. The Clerk of the Board shall prepare for approval by the Board of Directors summary minutes recording all resolutions, ordinances, actions, and determinations of the Board.~~

~~Section 3. All papers involving official acts of the Board shall be signed in accordance with appropriate legislation relating to such acts. In the absence of specific regulations, the signature of the Chairman or Chairman elect attested by the Clerk of the Board shall be deemed sufficient.~~

## **ARTICLE IX — HEARINGS**

~~Section 1. Order of Presentation of Evidence and Testimony. First, staff or committees of the District; second, the proponents; third, the opponents; last, proponents' rebuttal.~~

~~Section 2. Rules of Evidence. The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.~~

~~Section 3. Limitation of Time. The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the Chairman.~~

## **ARTICLE X — ADMINISTRATION OF DISTRICT BUSINESS**

Section 1. General Manager. The Board of Directors shall appoint a General Manager to implement the policies and programs approved by the Board of Directors. The General Manager so selected shall meet such minimum qualifications as established by the Board of Directors. He/she shall serve at the pleasure of the Board.—The General Manager shall appoint, by name, a Clerk of the Board and Director of Finance~~Director of Finance~~, to perform those duties referred to in these Bylaws.

Section 2. Legal Counsel. The Board of Directors shall obtain legal counsel to ensure that all business of the District is conducted in conformity with the laws of the State. Such legal counsel may be obtained by the employment of a competent attorney or by such other means as deemed appropriate.

Section 3. Other Employees. The General Manager shall appoint such other employees as are necessary to carry out the programs and policies of the Board of Directors and shall have the authority to execute employment agreements and make appointments pursuant to relevant personnel rules and regulations and shall be within the framework of the annual budget approved by the Board of Directors. The General Manager shall be the primary point of contact with the Board of Directors and individual Directors and shall be the intermediary between the Board of Directors and individual Directors and District staff.

Section 4. Fiscal Matters. Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the ~~Finance Officer~~Director of Finance shall be authorized and responsible for the fiscal concerns of the District as follows:

- 4.1 Prepare, for adoption by the Board of Directors prior to July 1 of each year, a budget showing anticipated revenues and expenses for personnel services, supplies, equipment and related expenses to perform the purposes and goals of the District. Adoption of said budget authorizes the ~~Finance Officer~~Director of Finance to collect and expend funds for purposes identified in the adopted budget, as it may be amended by the Board of Directors from time-to-time. The ~~Finance Officer~~Director of Finance shall control expenditures to be within the specific categories and purposes in the adopted or amended budget and within the available funds on hand and revenues received.
- 4.2 Act as the Treasurer of the District and direct the collection and disbursement of all monies into and out of the District treasury. The ~~Finance Officer~~Director of Finance is authorized to make investments and open and close bank accounts as necessary to conduct the business of the District. The Board of Directors shall designate authorized signatories of such accounts by resolution.
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- 4.4 Keep detailed records of individual capital assets and periodically balance property records with general ledger accounts. Acquire and dispose of property and equipment in accordance with policies established by the Board of Directors.

- 4.5 Maintain a file of records, which account for expenditures and revenues by fund and account as approved in the annual fiscal budget of the District.
- 4.6 Pursuant to Government Code Section 26909, arrange for an independent audit of District financial records and submit a report of the District's financial position to the Board of Directors.
- 4.7 Act as Risk Manager of the District to preserve assets and service capabilities and protect against adverse financial impact.

**ARTICLE XI BOARD OF DIRECTORS COMMITTEES**

Section 1. Establishment of Committees. The Chairman of the Board of Directors may appoint such standing or temporary (*ad hoc*) committees as he/she deems appropriate and shall appoint, with the advice and consent of the Board, the members of committees from among the Directors of the Board. Committees shall be composed solely of members of the Board that are less than a quorum of the Board. The ~~Chairman~~ Chairperson of the Board shall be a member of all standing committees with no distinction between the ~~Chairman~~ Chairperson of the Board and other members of the committee. Attendance of a majority of the committee members shall constitute a quorum of the committee. ~~In the event of a tie vote, the item voted upon shall be forwarded to the Board of Directors for action.~~

Section 2. All Board committee decisions are advisory to the Board of Directors and thus are not binding on the Board of Directors.

**ARTICLE XII ADOPTION AND AMENDMENT OF BYLAWS**

These bylaws are adopted by resolution and become effective on ~~May 6~~ September 5, 2004~~2019~~. Proposed amendments shall be presented in writing at a regular meeting of the Board of Directors and may be adopted at the next regular meeting, provided at least 14 days have elapsed. Amendments shall be approved by resolution of the Board.

# **BYLAWS**

## **VENTURA REGIONAL SANITATION DISTRICT**

Adopted: January 21, 1971  
Amended: September 16, 1971  
Amended: May 18, 1972  
Amended: October 19, 1972  
Amended: April 17, 1975  
Amended: May 15, 1975  
Amended: January 15, 1976  
Amended: December 16, 1976  
Amended: September 21, 1978  
Amended: December 18, 1980  
Amended: February 19, 1981  
Amended: March 18, 1982  
Amended: December 16, 1982  
Amended: August 18, 1983  
Amended: January 19, 1984  
Amended: February 16, 1984  
Amended: June 21, 1984  
Amended: November 15, 1984  
Amended: January 3, 1985  
Amended: November 7, 1985  
Amended: June 1, 1989  
Amended: May 6, 2004  
Amended: September 5, 2019

# BYLAWS

## VENTURA REGIONAL SANITATION DISTRICT

### ARTICLE I NAME

Section 1. The name of this organization is the VENTURA REGIONAL SANITATION DISTRICT. It is a continuation of the Ventura Regional County Sanitation District formed by action of the Ventura County Board of Supervisors on July 28, 1970 and restructured by Health & Safety Code Section 4730.6 (enacted January 1, 1984 and amended January 1, 1988).

### ARTICLE II PURPOSES & MISSION

Section 1. The Ventura Regional Sanitation District is a county sanitation district established in accordance with and having the authority and powers defined in the County Sanitation District Act, Health & Safety Code Section 4700 et. seq., to meet the regional refuse disposal and sewerage needs of the Ventura County area provided for under that Act.

Section 2. Consistent with its governing statutory authority, the District's functions and powers include, but are not limited to:

- a. Satisfying, within its available powers and as directed by law, the efficient and safe treatment, and disposal of waste products of the public and other governmental entities of Ventura County, when in the best interest to do so.
- b. Providing technical and environmental management assistance to the County, cities, special districts and private entities when requested to do so or pursuant to contract.
- c. Fostering efficiencies of operation, economies of scale to public and private consumers, and environmental protection through regional planning, implementation, construction, operation, maintenance, and management of wastewater and solid waste collection, treatment, and disposal facilities.
- d. Promoting environmental research, evaluation, and technological development to reduce impacts of the discharge of waste products in Ventura County.
- e. Providing centralized, regional facilities for efficient and economical waste treatment, reclamation, and disposal.

**ARTICLE III            JURISDICTION**

Section 1.     The jurisdictional boundaries of the District are coincident with those of Ventura County and include both incorporated (the Cities of Camarillo, Fillmore, Ojai, Oxnard, Port Hueneme, San Buenaventura, Santa Paula, and Thousand Oaks) and unincorporated lands and the special districts of Camarillo Sanitary, Camrosa Water, Channel Islands Beach Community Services, Montalvo Municipal Improvement, Ojai Valley Sanitary, Saticoy Sanitary, Triunfo Water & Sanitation, and County Waterworks Nos. 1 and 16, with the following exceptions:

1.1     The boundaries of the Moorpark and Simi Valley Unified School Districts, except those areas within the Triunfo Water & Sanitation District boundaries, as they existed on September 11, 1985.

**ARTICLE IV.            ETHICS GUIDELINES FOR BOARD OF DIRECTORS**

Section 1.     Act in the Public Interest

Directors must recognize that stewardship of the public interest must be their primary concern. Directors will work for the common good of the people of the District and not for any private or personal interest, and they will assure fair and equal treatment of all persons, claims and transactions coming before the Board.

Section 2.     Comply with the Law

Directors shall comply with all applicable federal, state and local laws and regulations in the performance of their public duties. These laws include, but are not limited to: the United States and California Constitutions; California Political Reform Act of 1974 (Gov. Code §§87100-87500) and corresponding Fair Political Practices Commission regulations (title 2 Calif. Code of Regs., §18701 et seq.); laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, Brown Act Open Meetings Law (Gov. Code §54950 et seq.), Public Records Act (Gov. Code §6250 et seq.), AB 1234 (Local agencies: ethics; Stats. 2005, ch. 700) and AB 1661 (Local governments: sexual harassment prevention training and education; Stats. 2016, ch. 816).

Section 3.     Conduct of Directors

The professional and personal conduct of Directors must be above reproach and avoid even the appearance of impropriety. Directors shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other Directors, District staff, other public agencies, representatives of other public agencies, and the public.

A. Duty of Care

A Board director must pay attention to organization matters and participate fully in board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

B. Duty of Loyalty

A Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a Board director for personal gain. A Board director must always maintain confidentiality regarding confidential District operations and business.

C. Duty of Obedience

A Board director must be faithful to the organization's mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the District's statutory purpose.

D. Fiduciary Duty

A Board director has a fiduciary (i.e., "one who must exercise a high standard of care in managing another's money or property" (Black's Law Dictionary, 10th ed., p. 743)) duty to the organization and is responsible for assuring the District's fiscal health.

Section 4. Respect for Process

Board Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.

Section 5. Conduct at Public Meetings

Board Directors shall be prepared to attend and participate at Board meetings and Board committee meetings; listen courteously and attentively to all public discussions before the body; and focus on the business at hand. They shall refrain from interrupting other speakers; making personal comments not germane to the business of the body; or otherwise interfering with the orderly conduct of meetings.

Section 6. Decisions Based on Merit

Board Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

Section 7. Communication

Board Directors shall publicly share substantive information that is relevant to a matter under consideration by the Board, which they may have received, *ex parte*, from sources outside of the public decision-making or public hearing process.

Section 8. Conflict of Interest

To ensure their independence and impartiality on behalf of the common good, Board Directors shall not use their official positions to influence government decisions in which they have a material financial interest as defined by California law.

In accordance with governing law, Board Directors shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist pursuant to Federal and California laws.

Section 9. Gifts and Favors

Board Directors shall not take any special advantage of services or opportunities for personal gain, because of their public office, that are not available to the public in general. They shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.

Section 10. Confidential Information

Board Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District that they learn or receive from their interactions with other District Board members, staff, or legal counsel outside of a public meeting, especially for those matters discussed and acted upon in closed session. Board Directors shall not disclose confidential information unless required to fulfill their fiduciary duty nor shall disclose confidential information to advance their personal, financial or other private interest.

Section 11. Representation of Private Interests

In keeping with their role as stewards of the public interest, Board Directors shall not appear on behalf of the private interests of third parties before the Board.

Section 12. Advocacy

Directors shall represent the official policies of the District to the best of their ability when designated as representatives or delegates for this purpose. When presenting or communicating their individual opinions and positions to the public or to other agencies or agency staff, Board Directors shall: (a) explicitly state that they do not represent the District or the District Board; (b) explicitly state that their views do not reflect the views of the District or the District Board; (c) explicitly state that their opinions and positions are theirs alone; and (d) not allow any inference that they are speaking or acting as District or District Board representatives.

Section 13. Policy Role of Directors

The primary roles of the Board Directors are policy setting and policy review. Board Directors shall not participate in, interfere with nor direct the daily administrative functions of the District or the professional duties of District staff or consultants; nor shall they impair the ability of District staff to implement Board policy decisions. A Board member shall not attempt to circumvent Board direction by attempting to influence others outside of a public Board meeting.

Section 14. Positive Workplace Environment

Directors shall support the maintenance of a positive and constructive workplace environment for District employees and for citizens and businesses dealing with the District. Directors shall recognize their special role in dealings with District employees and shall not provide direct or indirect direction to staff other than the General Manager.

**ARTICLE V COMPOSITION OF GOVERNING BOARD**

Section 1. The Board of Directors of the Ventura Regional Sanitation District is formed pursuant to the provisions of Section 4730.6 of the Health & Safety Code, which provides that:

1.1 The legislative body of each city located wholly or partially within the District's boundaries shall designate one of its members to be a member of the District's Board of Directors. Each legislative body may designate one of its members as an alternate to act in the place of its regular member in

the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

- 1.2 The Independent Special District Committee, which shall consist of the presiding officers of all independent special districts which have a governing board separately elected from any board of supervisors or city council and which would be entitled to representation on the Ventura Regional Sanitation District Board of Directors under section 4730.1, if that section were applicable to the Ventura Regional Sanitation District, shall designate one elected member of a board of directors of an independent special district represented on the committee to be a member of the District's Board of Directors. The Independent Special District Committee may designate one such elected member as an alternate to act in the place of the regular member in the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.
- 1.3 District Board of Director membership stated above is subject to Article III, Section 1.1, above.

## **ARTICLE VI            OFFICERS OF THE BOARD**

### **Section 1.        Titles and Functions.**

The officers of the Board of Directors shall consist of the following:

- 1.1 A Chairperson who shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent the Board of Directors in any actions taken by the Board, be an *ex officio* member of all Board committees, and perform such duties as the Bylaws may prescribe.
- 1.2 A Vice-Chairperson who shall assist the Chairman in performance of his/her duties and act in his/her stead when required.

### **Section 2.        Terms of Office.**

- 2.1 The terms of the Chairperson and Vice-Chairperson shall be one year and one year only from the date of their election as provided in Article V, Section 3. These officers shall continue in office until their successors have been elected.
- 2.2 If the Chairperson fails to complete his/her term, the Vice-Chairperson shall act in his/her stead and a new Vice-Chairperson shall be elected for the remainder of the term.

Section 3. Election.

At the first regular meeting of the Board of Directors in January of each year, the Board shall elect the Chairperson and Vice-Chairperson from among its members.

**ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Time and Place. Regular meetings of the Board shall be set by resolution.

Section 2. Agenda. A copy of each Board meeting agenda shall be mailed to each city and special district represented on the Board of Directors and local news media. Backup materials shall be provided for items of specific interest to each agency.

Section 3. Quorum. No action shall be taken at any meeting of the District's Board of Directors unless a majority of all authorized members of the Board of Directors is in attendance. A majority of the members present shall be required to approve or otherwise act on any matter except otherwise required by law. Each member shall have one vote.

Section 4. Order of Business.

- a. Call to Order
- b. Roll call
- c. Pledge of Allegiance
- d. Agenda Review
- e. Public Comment (Gov. Code §54954.3)
- f. Consent Agenda
- g. Regular Agenda
- h. Public Hearings
- i. Committee Reports
- j. Information items
- k. Board Member Comments (Gov. Code §54954.2(a))
- l. General Manager Informational Report on District Operations
- m. Closed Session Agenda
- n. Adjournment

Section 5. Closed Sessions. The Board may meet in closed session in accordance with Sections 54956.7 to 54957.2 of the California Government Code.

Section 6. Amendments or Additions to the Agenda. Government Code Section 54954.2, subdivision (b) provides that no action shall be taken on any item not appearing on the posted agenda, with certain specific exceptions. Other amendments to the agenda to be conducted during Agenda Review shall consequently be limited to removal, rearrangement, movement between categories, or addition of informational items.

Section 7. Adjournment. The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment, pursuant to Government Code Section 54955.

Section 8. Temporary Chairperson. In the absence of the Chairperson and Vice-Chairperson 15 minutes after the noticed time of any meeting of the Board, the Clerk of the Board shall convene the meeting and the Board shall elect a temporary Chairperson to conduct such meeting. Upon arrival of the Chairperson or Vice-Chairperson the higher ranking regular officer shall become the presiding officer and conduct such meeting.

Section 9. Rules of Order for Board and Board Committee Meetings

9.1 To the fullest extent practicable, the Board of Directors shall follow the latest edition of Robert's Rules of Order Newly Revised in the conduct of all Board and Board Committee business. If a conflict should arise between these Bylaws and Robert's Rules of Order Newly Revised, the former shall take precedence over the latter.

9.2 To obtain the floor, a Director, staff member or public attendee must be directly recognized by the Chairperson.

9.3 The Director making a motion shall clearly state the action or actions desired.

9.4 A motion may be amended, prior to the vote, if the first and second on that motion agree to the amendment.

9.5 A Motion to Reconsider Made at the Same Meeting. A Board member who voted with the prevailing side on a question previously considered by the Board, may, prior to the adjournment of the meeting where such question was considered, move that the Board reconsider the vote on that question. Any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. A motion to re-consider made at the same meeting has precedence over every main motion, and may be taken up at any time during the meeting if there is no other motion on the floor. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.6 A Motion to Reconsider Made at a Subsequent Meeting. If, after the adjournment of a meeting where a question was previously considered, a Board member who voted with the prevailing side on that question requests reconsideration of the question, a motion for reconsideration will be placed on the agenda of the Board's next scheduled meeting. At that next scheduled

meeting, any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.7 Agenda items which shall require a roll call vote are:

- a) Contracts or any action involving the expenditure of over \$25,000 of District funds;
- b) Board Resolutions;
- c) Quasi-legislative matters; and
- d) Quasi-adjudicatory matters.

9.8 All other Board votes on other Board Meeting Agenda items may be conducted by voice vote, (*i.e.*, signifying affirmative or negative). The Clerk of the Board shall publicly report any action taken in the minutes and the vote or abstention on that action of each member present.

## Section 10. Public Hearings

10.1 Public Hearings will be conducted as follows:

1. Open public hearing
2. Receive staff report and recommendations
3. Report of written communications by Clerk of the Board
4. Proponent's testimony
5. Respective rebuttal testimony
6. Public comment
7. Close public hearing
8. Discussion by Board of Directors

Further input by the public after the close of the public hearing shall be at the discretion of the Board Chairperson.

10.2 Rules of Evidence. The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.

10.3 Limitation of Time. The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the Chairperson.

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- 11.1 Formation, review and finalization of the Board Meeting Agenda for each regular or special Board Meeting shall be the joint responsibility of the Board Chairperson, General Manager, and Legal Counsel.
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- 11.3 When a Board Member requests that a certain matter be placed on a future Board Meeting Agenda in accordance with subsection 11.2 above, its actual placement on a future Board Meeting Agenda shall depend upon several factors including, but not limited to: existing Board priorities, agenda items already in progress for placement on the Board Meeting Agenda, work load of affected District staff responsible for pre-paring a Board letter or memorandum on the subject as determined by the General Manager, and District Board consensus to place the matter on a future Board Meeting Agenda.

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- Section 2.     Compensation of Alternates. Alternates shall be compensated in accordance with Section 1 above when acting in the place of the regular member. When both the member and alternate are in attendance, only the member will be compensated.
  
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- Section 1.     General Manager. The Board of Directors shall appoint a General Manager to implement the policies and programs approved by the Board of Directors. The General Manager so selected shall meet such minimum qualifications as established by the Board of Directors. He/she shall serve at the pleasure of the Board. The General Manager shall appoint, by name, a Clerk of the Board and Director of Director of Finance, to perform those duties referred to in these Bylaws.
  
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- Section 3.     Other Employees. The General Manager shall appoint such other employees as are necessary to carry out the programs and policies of the Board of Directors and shall have the authority to execute employment agreements and make appointments pursuant to relevant personnel rules and regulations and shall be within the framework of the annual budget approved by the Board of Directors. The General Manager shall be the primary point of contact with the Board of Directors and individual Directors and shall be the intermediary between the Board of Directors and individual Directors and District staff.
  
- Section 4.     Fiscal Matters. Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the Director of Finance shall be authorized and responsible for the fiscal concerns of the District as follows:
  - 4.1     Prepare, for adoption by the Board of Directors prior to July 1 of each year, a budget showing anticipated revenues and expenses for personnel services, supplies, equipment and related expenses to perform the purposes and goals

of the District. Adoption of said budget authorizes the Director of Finance to collect and expend funds for purposes identified in the adopted budget, as it may be amended by the Board of Directors from time-to-time. The Director of Finance shall control expenditures to be within the specific categories and purposes in the adopted or amended budget and within the available funds on hand and revenues received.

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- 4.6 Pursuant to Government Code Section 26909, arrange for an independent audit of District financial records and submit a report of the District's financial position to the Board of Directors.
- 4.7 Act as Risk Manager of the District to preserve assets and service capabilities and protect against adverse financial impact.

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Section 2. All Board committee decisions are advisory to the Board of Directors and thus are not binding on the Board of Directors.

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These bylaws are adopted by resolution and become effective on September 5, 2019. Proposed amendments shall be presented in writing at a regular meeting of the Board of Directors and may be adopted at the next regular meeting, provided at least 14 days have elapsed. Amendments shall be approved by resolution of the Board.

**RESOLUTION NO. 19-05**

**VENTURA REGIONAL SANITATION DISTRICT**

**BOARD OF DIRECTORS**

**RESOLUTION FOR THE ADOPTION OF THE VENTURA REGIONAL SANITATION DISTRICT BYLAWS**

**BE IT RESOLVED** that the Ventura Regional Sanitation District Board of Directors does hereby approve and adopt the attached Bylaws, to become effective immediately. These Bylaws supersede all previously adopted Bylaws.

**PASSED AND ADOPTED** this \_\_\_\_\_ day of September 2019, upon the following vote:

AYES:

NAYES:

ABSENT:

ABSTAIN:

---

Kevin Kildee, Board Chairperson

**CERTIFICATION:**

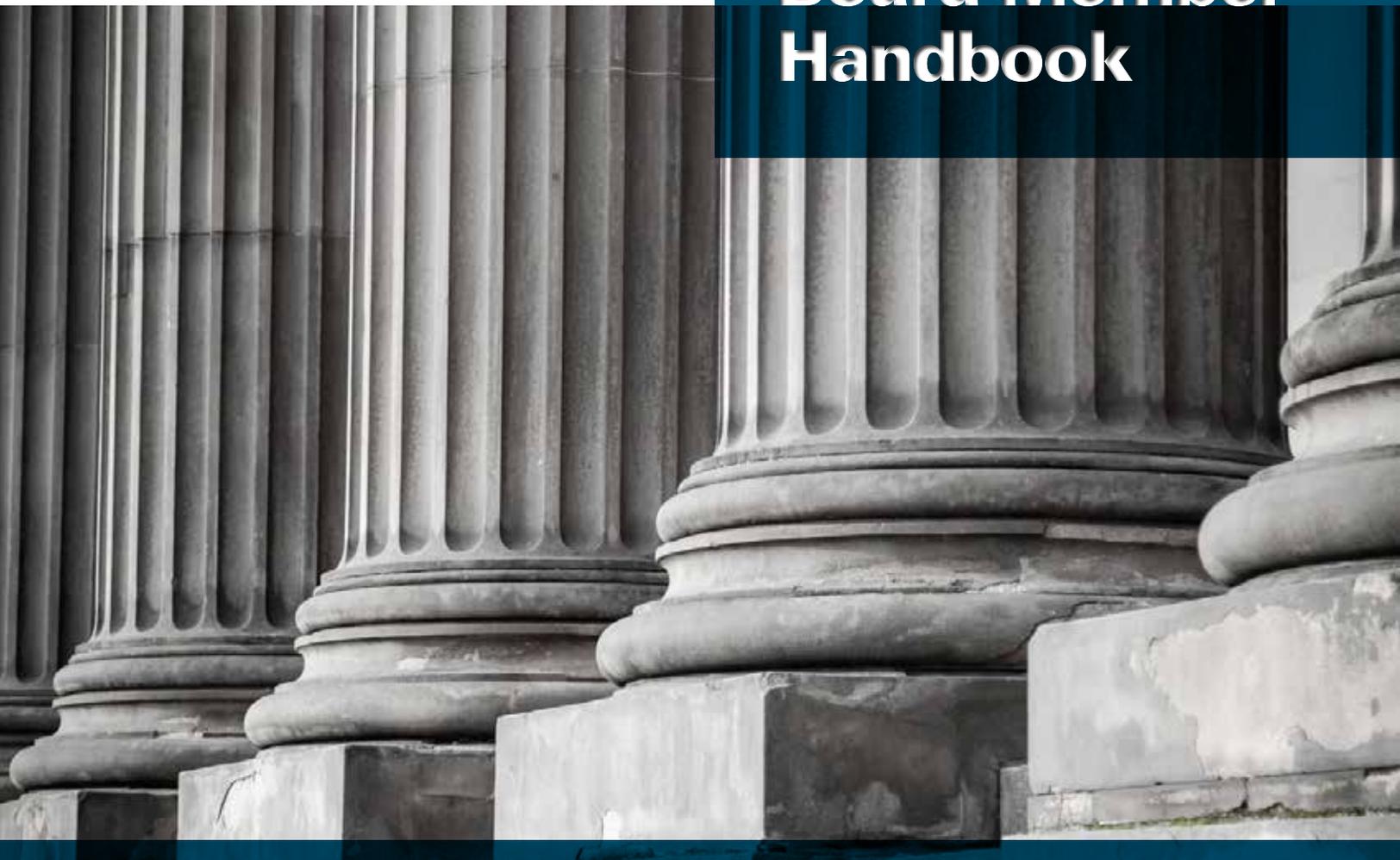
I, Juliet Rodriguez, Clerk of the Board of Directors of the Ventura Regional Sanitation District, do certify that the above is a true and accurate copy of Resolution No. 19-05 adopted by the Board of Directors on this \_\_\_\_\_ day of September 2019.

---

Juliet Rodriguez

SPECIAL DISTRICT

# Board Member Handbook



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*You have been elected or appointed to a special district board by your community. This is a tremendous honor that comes with much responsibility.*



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## What do You Need to Know as a Special District Board Member?

You have been elected or appointed to a special district board by your community. This is a tremendous honor that comes with much responsibility. The mission of the California Special Districts Association (CSDA) is to provide you and your district with the resources necessary to best meet this responsibility. This handbook will serve as a fundamental guide in this endeavor.

Your special district may refer to its board members as trustees, directors, commissioners, or another similar term. For simplicity and readability, this handbook

will use the term “board member” as a universal term for all special districts. The handbook will focus on the commitments, responsibilities, and resources that are relevant to all board members of every type of special district.

As a board member for a special district, you have committed to represent the best interests of your community, ensure the delivery of essential local services and infrastructure, and faithfully serve the public good while upholding the law. This is a high calling that depends upon mutual trust, support, and collaboration with your fellow board members, your district’s professional staff, and the network of special district leaders you will develop through CSDA.



### First steps board members should take after election or appointment include:

- Meet with the district’s general manager and legal counsel
- Ask the general manager and/or finance officer for an overview of the most recently approved budget and audit
- Take a tour of the district facilities
- Read your district’s enabling act found in California’s statutory codes
- Review your district’s most recent municipal services review (MSR) published by the local agency formation commission (LAFCO)
- Register for board member training at [csda.net](http://csda.net)

## About Special Districts

As a special district board member, you will often be asked, “What is a special district?” People sometimes do not realize how many of their essential services are provided by special districts, and they often do not understand what a special district is, how it functions, or even why it exists. Here are few answers to some frequently asked questions you’ll encounter as a board member.

### What is a “special district”?

An independent special district is a local form of government that is created, funded, and overseen by a community’s residents to provide a new or enhanced level of service and infrastructure to a community. Like counties and cities, special districts are an independent form of local government. Special districts are not school districts, community college districts, joint powers authorities, assessment districts, community facilities districts, “Mello-Roos” districts, or improvement districts.

### Why are special districts formed?

Special districts are formed when a community decides a specific type of service is needed and the community wants the service to be maintained with local control. The first special district in California, the Turlock Irrigation District, was established in 1887. Local farmers needed a way to access the local water supply and the Wright Act was passed by the Legislature to provide the legal foundation for water districts, and many other special districts.

The Legislature continued to develop new types of special districts as tools to help local residents come together to solve community problems and needs. Ultimately, special districts are formed by the community for the community. Special districts empower residents to find local solutions to fit the unique needs of their community.

### What types of special districts exist?

There are many types of special districts that can be established to fit the specific needs of a community. Some district types include:

- Airport
- Cemetery
- Community Services
- Fire Protection
- Harbor and Port
- Healthcare
- Irrigation
- Library
- Mosquito and Pest Abatement
- Recreation and Park
- Resource Conservation
- Sanitation
- Transit
- Utility
- Veterans Memorial
- Water

### How many special districts are there?

There are just over 2,000 independent special districts throughout California. They vary in size and some may serve a community of hundreds of thousands while others serve only a few hundred. Special districts are created to fit the size of the community they serve.

### How are special districts governed?

Independent special districts are governed by a board of directors that is elected by the community or appointed to fixed terms by one or more other locally elected governing bodies. Board members are responsible for setting the policies that ensure special districts continue to function and serve the community. It is also important to distinguish independent special districts from dependent special districts. Unlike independent special districts, dependent districts are indirectly governed by other government entities, such as city councils or county boards of supervisors. This is because dependent special district board members include ex-officio members from another legislative body or board members who are appointed to non-fixed terms. Ex-officio board members serve on the special district board only by virtue of their participation on another board. Board members appointed to non-fixed terms serve at the pleasure of another governing body. In other words, they may be replaced at any time and are not entitled to a full four-year term.



To expand your knowledge further, visit [csda.net](http://csda.net) to find the *About Special Districts Guide* and the *Special District Formation Guide* to learn more about special districts and how they are formed.



Special districts and their board members are subject to a number of laws established to ensure special districts remain transparent and accountable to their communities. These laws are discussed in greater detail later in this handbook under the chapter, *Accountability and Transparency*.

### How are special districts funded?

Special districts utilize many different funding sources to establish and maintain their services and overall infrastructure. Some districts receive enterprise revenues that are collected as fees for services such as water, sewer, or electricity. Special districts can also receive non-enterprise revenues that include one percent ad valorem property tax, parcel taxes, or benefit assessments that are approved by the community. Frequently, special districts will receive a combination of enterprise and non-enterprise revenues in order to best meet the needs of their community.

### What makes special districts so “special”?

As a board member who dedicates time and effort to your local special district, you understand and know from firsthand experience what makes special districts so special. It’s the connection to the community, the focused specialized service, and the commitment of local residents such as yourself that distinguishes special districts from other forms of government.

To raise awareness and understanding of special districts, CSDA established the Districts Make the Difference public outreach campaign. Resources are available at [DistrictsMakeTheDifference.org](http://DistrictsMakeTheDifference.org) to explain special districts and include:

- Videos
- Fact sheets
- Infographics
- Posters
- Brochures



## Good Governance

Special district boards are the voice of the community. Every elected or appointed public official needs to care about governance—it is the essence of what boards do. Governance is taking the wishes, needs, and desires of the community and transforming them into policies that govern the district.

The success of your district, and special districts as a form of government, depends largely upon how well you do your job as a board member. If the board does not respond to the needs of the community and govern its district effectively, it will erode the public trust, jeopardize public support of district services, and may even threaten the existence of the district itself.

### Effective Governance Model

The good news is that a lot of work has been done on effective governance. Based upon a model developed by the California School Boards Association and adapted by CSDA for special districts, there are three critical dimensions that interact to determine how a board operates and its effectiveness as an organization:

1. The board as an organizational entity;
2. Individuals who together make up the board; and
3. Specific jobs the board must perform.

These are the core components of effective special district governance: a competency-based group of individual citizens coming together as an effective team to accomplish the specific responsibilities that only governing boards can do on behalf of their community.

#### *The Board as an Organizational Entity*

Any board, public or private, nonprofit or corporate, exists as an organizational entity, with its own unique organizational culture, norms, values, and operating style. There are attributes or characteristics that are consistently present in boards that operate in a highly effective way.

Effective boards become known as effective because they operate in an organizational environment of trust, honesty, and openness. These boards exhibit, as a team, the following characteristics:

- Recognize all board members as equally legitimate—no matter how different or difficult an individual may be.
- Strive to maintain a “no secrets, no surprises” operating norm.
- Acknowledge that conflicts and differences are inevitable, not necessarily “bad”, and must be faced and analyzed.
- Immediately turn to solutions rather than playing the “gotcha” game.
- Treat all staff with dignity and respect.
- Treat all community members with dignity and respect, even in the face of criticism and opposition.
- Exhibit creative thinking, know how to handle failure as well as success, encourage risk taking, and create a climate of support for excellence.
- Accept collective responsibility for the conduct, behavior, and effectiveness of the board.

#### *Individuals Who Together Make up the Board*

While boards develop unique organizational cultures, they are, after all, composed of individuals. These individuals and their values, skills, and knowledge shape how boards operate at any given time. Individuals also determine whether the board will sustain effective behavior as a group expectation.

Not everyone who serves on a special district board becomes an effective board member or leader. Those who do become effective board members also become highly valued community leaders. When an entire board is composed of truly effective board members, rather than individuals, the board becomes highly effective.

So, how are highly valued community leaders different than individuals who just serve on boards? They think about governance differently by understanding the fundamental role

# Governance is taking the wishes, needs, and desires of the community and transforming them into policies that govern the district.



The most effective board members maintain the following priorities:

- Serve the public
- Support the staff as they carry out direction
- Respect fellow board members
- Seek consensus



of effective governance and the citizen leader. Effective board members exhibit the following characteristics:

- Recognize that the board, not the individual board member, governs the special district—the authority of any one board member rests only with the board as a whole.
- Heed caution when someone attempts to impose their own agenda on the district rather than working to build support for an institutional agenda.
- Appreciate that how a board member governs is as important as what a board member does—that manners make a huge difference.
- Establish trust and treat everyone with the same respect with which the board member expects others to treat them.
- Respect the diversity of perspectives and styles.
- Operate in a transparent fashion, while always keeping confidential information confidential.

## *Specific Jobs the Board Must Perform*

We know that effective boards have strong competency-based cultures and that individual effective board members have strong governance skills, but the next question is: “To do what?” The third dimension of a board addresses the governing body’s specific responsibilities. Special district boards have certain duties that no one else in the organization or the community can perform.

In the next chapter, *Primary Roles and Responsibilities*, we will explore these duties, but first we must acknowledge one of the biggest challenges to special districts—how board members can learn and demonstrate competency.

## **Training and Development**

We all have room to learn the governance skills required to be an effective special district leader. To do so, we must establish a culture of participation in our special district community. Just as we expect our staff to be involved in their profession, to learn and develop new skills, so too must we as effective board members learn to hone our governance skills.

We must lead by example and encourage our colleagues to branch out and learn the skills of governance. We must establish a culture of continuing education in the special district community. This includes both required trainings and recommended trainings.

## *Required Trainings*

Every special district board member is required by law to complete ethics training and sexual harassment prevention training at least once every two years.

Ethics training is mandated by Government Code Section 53235 et. seq., which is popularly referred to by its enacting legislation, AB 1234 (Salinas) of 2005. Special district board members must receive the required two-hour training within

one year of their first day of service, and then every two years thereafter. A board member who serves more than one agency shall satisfy the requirements once every two years, regardless of how many boards they serve on.

All ethics trainings must cover laws related to conflicts of interest, gifts, reimbursements, government transparency, and fair processes, including but not limited to incompatible offices and competitive bidding practices.

Sexual harassment prevention training is mandated by Government Code 53237 et. seq., which was enacted by AB 1661 (McCarty) of 2016. Special district board members must receive the required two-hour training within the first six months of taking office, and then at least once every two years thereafter.

All sexual harassment prevention trainings must include practical guidance regarding the federal and state statutory provisions concerning the prohibition against, and the prevention and correction of, sexual harassment and the remedies available to victims. The training includes practical examples aimed at instructing the board member in the prevention of sexual harassment, discrimination, and retaliation.

CSDA offers various forms of online and in-person ethics and sexual harassment prevention training opportunities. You can register online at [csda.net](http://csda.net).

### *Recommended Trainings*

It is recommended that every newly elected or appointed special district board member attend CSDA's workshops that introduce the topic of governance. CSDA strives to offer these opportunities in various locations throughout the state annually.

As a longer-term goal, during your first term in office it is also recommended you obtain the Recognition in Special District Governance certificate from the Special District Leadership Foundation (SDLF). This recognition was designed to honor special district board members and is comprised of two distinct parts: the completion of the Special District Leadership Academy and 10 hours of continuing education.

The Special District Leadership Academy consists of four courses: Governance Foundations, Setting Direction/Community Leadership, Board's Role in Human Resources, and Board's Role in Finance and Fiscal Accountability. The four courses are unique from any other courses on special district governance in that they are curriculum that has been created by special districts and agreed upon as what governing officials of special districts should know. SDLF has endorsed the Academy as the core special district governance training in California.

*SDLF is a 501(c)(3) organization formed to provide recognition and certification opportunities to special district officials and employees to enhance service to the public. It is dedicated to excellence in local government. You can learn more about SDLF at [sdlf.org](http://sdlf.org).*



*Learn more  
about CSDA's  
professional  
development  
offerings at  
[csda.net](http://csda.net).*

VISIT [CSDA.NET](http://CSDA.NET) FOR DATES AND LOCATIONS

# ACHIEVING DISTRICT GOALS... TOGETHER.

*A Comprehensive Governance Leadership Conference for Elected and Appointed Directors/Trustees.*

**SDLA**

**Special District  
Leadership Academy Conference**



**SDRMA**

*presented by  
CSDA and  
co-sponsored  
by SDRMA*





## Primary Roles and Responsibilities

One of the first and most important distinctions to make in your work as a board member is the difference between your responsibilities and those of the general manager and staff. Clearly understanding and respecting these roles, and how they interact, is critical to the long-term success and sustainability of your special district.

### Role of a Board Member

One of the most significant responsibilities as a board member is to understand that the board is a team and you need to work together as such. Understanding the dynamics of the group, as well as the individual perspectives and opinions of your fellow board members, is crucial to the success of the team, the district, and community you represent. This united approach will help to strengthen the district and provide the grounds for maintaining a clear vision of the future, a unity of purpose, and a cohesive board.

The specific responsibilities of the board are clustered into five areas:

1. Setting the direction for the district;
2. Establishing and supporting the policies and structure of the district;
3. Overseeing the financial resources necessary to fund the district;
4. Guiding employee relations policy, including the hiring and supervising of the general manager who, in turn, operates the district and hires/manages its staff; and
5. Serving as community leaders who communicate effectively on behalf of the district.

### Setting Direction

The board establishes the special district's mission and vision. In building a mission statement, the board must clearly understand the purpose of the district and answer the question of "why?" Why does the district exist? It will also be helpful for the board to identify core values that guide the district in its mission.

When developing a vision statement, the board must answer the question of "what?" What would the district look like should it accomplish its mission to the fullest extent? Doing so requires agreement on the board as to what the future of the district should look like.

With a mission and vision as its foundation, the board sets direction through the district's strategic plan, which may guide the development of more specific objectives for implementation by the general manager and staff. In developing a strategic plan, the board will evaluate the present, anticipate the future, and prioritize goals that must be accomplished to achieve the vision. Strategic plans should be reviewed periodically and adjusted appropriately.

### *Establishing Policies*

Policies are written statements specifying the manner in which the district's business is conducted. The board's job is to develop, maintain, revise, and enforce the district's policies. These policies provide needed direction for the general manager and staff, and for the constituents of the district.

One may view a special district's enabling act in California statute as the framework or "constitution" the district must operate under as a "subdivision of the state." However, independent special districts are not state entities, nor are they entities of a city or county. They are independent local governments, which are separate legal entities similar to other municipalities. Board-approved policies, resolutions, and ordinances are the tools by which boards direct the district in achieving its mission and securing its vision within the boundaries of its enabling act.

Board policies should guide district governance, such as board meetings, agendas, and minutes, board conduct, and rules of order. Policies should also be adopted

concerning district finances, personnel, communications, and other key functions.

While policies are approved by the board and may be requested by the board, they are typically drafted and recommended by staff. Sometimes this is done with review and direction of a board subcommittee.

### *Overseeing Finances*

Boards ensure sound fiscal policy exists and that practices and controls are in place so that the district, board, general manager, and staff have direct accountability to their constituents. Furthermore, the board will approve an annual budget and request and approve periodic reports on the fiscal status of the district.

Commensurate with the board's role in financial oversight and fiduciary responsibilities, it should establish a financial reserve policy and capital improvement plan (CIP). It will also approve contracts of certain size and scope according to State law and board policy. To ensure adequate funding to provide quality services and infrastructure to its community, the board must impose sufficient rates, fees, and taxes.

### *Guiding Employee Relations*

The board's charge is to support and assess the performance of the general manager, approve personnel policies, establish salary structure and benefits packages, approve memorandums of understanding (MOUs) negotiated with labor, approve job descriptions and organizational structure, and establish a

strong communications link between the board and general manager.

One of the most important decisions a board will ever make is the hiring of a general manager. Other than a district's general counsel and some rare additional exceptions for large special districts, the general manager is the only individual the board hires and supervises.

The general manager is responsible for hiring and supervising all other staff, sometimes through senior or mid-level managers in larger districts. Empowering the general manager to successfully carry out this key duty is critical to the success of the district. This should include a fair and constructive annual general manager evaluation process.

### *Serving as Community Leaders*

A district and its board are linked in the eyes of the public and often seen as one and the same. Therefore, the conduct of board members reflects upon the district and the community it serves. This holds true during board meetings and formal district events, as well as during other interactions with community, the media, businesses, and other levels of government. Even the personal lives and behaviors of a board member can impact the perception and effectiveness of the district.

In your role as a board member, your board may designate you to formally represent your board to other organizations or participate in ceremonial events. Boards will often establish policies to guide such situations. It is



To expand your knowledge further, visit [csda.net](http://csda.net) to find CSDA's *Sample Policy Handbook* and *Special District Reserve Guidelines* to learn more.

important to distinguish when you are speaking on behalf of the board and when you are speaking as an individual. However, as a public official, you should recognize that people will often construe your speech and actions as representative of your district, its staff, and your fellow board members regardless of the manner, time, and place in which they occur. This reality should lead board members to be thoughtful, intentional, and unified, not to be silent or absent.

It is a mistake for a special district to attempt to “fly under the radar.” Transparency is essential to democracy, and scrutiny is inevitable in government. This will be covered more in the next chapter, *Accountability and Transparency*, but here it is important to note that board members play a key role in a special district’s public outreach and engagement efforts. If a special district and its leaders are not telling the story of the district, somebody else will.

### Role of the General Manager and Staff

The general manager is the executive staff officer of the district and for the board. This individual administers the district, providing day-to-day leadership, and maintains exclusive management and control of the operations and works of the district within State law and the policies of the board. In some districts, this position may be referred to as the district administrator, chief executive officer, executive director, district director, or another title. For the purposes of this handbook, it will be referred to as general manager.

Overarching best practices for a general manager include:

1. Developing and delivering reports to keep the board of directors and public well-informed of district operations and the status of district goals;
2. Providing recommendations on actions requiring board approval, including policies, resolutions, ordinances, and other matters;
3. Maintaining and advancing the operations of the district and implementing those policies, strategies, and directives approved by the board; and
4. Playing an active role in moving the district forward in serving its mission, carrying out its strategic plan, and attaining its vision.

As noted previously, the general manager has authority over and directs all employees, including hiring, supervision, evaluations, promotions, disciplinary actions, and terminations. All directives for staff should be given by the general manager or designated supervisor within the district. Authority may be delegated to other staff or consultants at the general manager’s discretion.

The general manager should dutifully and faithfully carry into effect the lawfully expressed policies of the board, including planning the short, medium, and long-term work program for the district, facilitating constructive and harmonious board relations, preparing and managing the district budget, conducting studies, and delivering written and oral presentations.



Visit [sdlf.org](http://sdlf.org) to download the **SDLF High Performing District Checklist to provide special districts with best practices related to the areas of finance and human resources.**



#### Best practices that make the best board members:

- Do your homework: Read all board packets and materials in advance of meetings.
- Don’t play “gotcha”: Share questions with the general manager in advance of the board meeting.
- Listen first, speak second: Prioritize understanding the perspectives of others.
- Build an expertise: Find an important issue that other board members are not already invested in and become a leader, such as on LAFCO, environmental sustainability, etc.
- Stick to principles, not positions: Develop strong and well-considered principles, rather than digging heels into one position of a false dichotomy.
- Oppose the action, not the implementation: When necessary, vote “No” on a board agenda item, but don’t undermine or obstruct the successful implementation of board-approved decisions. Support and respect the actions of the board as a whole.



ITEM # 6



## Accountability and Transparency

The residents of the district, as voters, owners, constituents, and customers of the district, possess the ultimate responsibility for its oversight and direction. The board is elected or appointed to serve as the voice of these residents. There are a host of legal requirements designed to ensure special districts remain accountable and transparent to its residents.

While special district boards must meet all mandated State laws, they should strive to exceed these requirements and set an example to other governments and organizations.

### Legal Requirements

Significant mandates have been placed upon special districts by the State Legislature, which often exceed the standards for the State and some other local agencies. These legal requirements include, but are not limited to:

- Website Maintenance
- Open and Public Meetings under the Ralph M. Brown Act
- Public Records under the California Public Records Act
- Regular Financial Audits
- Finances and Compensation Posted Online
- Ethics Training for Board Members
- Conflict of Interest Compliance under the Political Reform Act

### Websites

Beginning January 1, 2020 every special district must maintain a website, per Government Code Section 53087.8. All special district websites must display district contact information, agendas, state-mandated financial transaction and compensation reports, and a report of the district's enterprise systems. An exemption is available for special districts that pass an annual resolution detailing evidence of a hardship.

### Open and Public Meetings

Per the Ralph M. Brown Act (Brown Act), special district board meetings must be accessible to the public. To facilitate access and participation, special districts must post their regular meeting agendas at least 72 hours in advance in a publicly accessible location and on their website. The board may only act on issues included in the agenda and the public must be permitted to address the board. The Brown Act includes myriad provisions and exceptions and has been the subject of significant litigation. It is recommended that board members read the Brown Act, found at Government Code Section 54950 et. seq., in its entirety and consult district legal counsel as necessary.

### Public Records

As required by the California Public Records Act (CPRA), found in Government Code 6250 et. seq., special district records are subject to public review and scrutiny. The public may request copies of records in the possession of a special district, including records on a board member's personal device or account that are related to district business. Districts may charge a reasonable fee for the cost of printing and paper, but the district may not charge for staff time in producing such copies. As with the Brown Act, the CPRA includes numerous provisions and exceptions and is shaped by countless lawsuits. It is recommended special districts consult legal counsel as necessary in response to specific public records act requests.

### Financial Audits

Government Code Section 26909 mandates regular audits of special districts by the county auditor-controller or a certified public accountant. The audit must be filed with the state controller and county auditor-controller.

### Online Financial and Compensation Reports

Since 1949, special districts have been required to submit a financial transaction report to the state controller. In 2014, legislation additionally required completion of a compensation report and required that both the compensation report and financial transaction reports be posted or linked to

a conspicuous place on each special district’s website. The state controller now provides all of this information in an open data format at [www.bythenumbers.ca.gov](http://www.bythenumbers.ca.gov) and [www.publicpay.ca.gov](http://www.publicpay.ca.gov).

### Ethics Training

In 2005, the State enacted AB 1234 (Salinas) mandating special district board members complete at least two hours of training in general ethics principles and ethics laws every two years. Board members have an obligation to conduct business in an ethical manner and make decisions that are in the best interests of their constituents. Building and maintaining the public’s trust requires you to avoid any situation where your self-interest may come first.

### Conflict of Interest Compliance

Passed by voters via Proposition 9 in 1974, the Political Reform Act (PRA) is designed to ensure elections are fair and government officials serve all citizens equally. The PRA generally governs political campaign spending and contributions, as well as a variety of ethics rules, including conflicts of interest. It prohibits a special district official from making, participating in making, or influencing a decision in which the official knows or has reason to know the decision will have a material financial effect on the official’s economic interests, with limited exceptions.

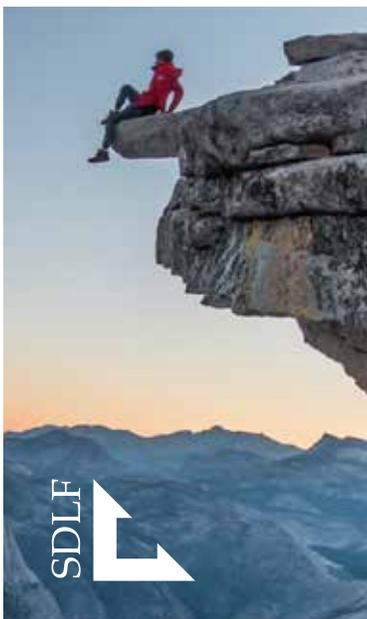
### Third Party Oversight, Review, and Regulation

In addition to the legal requirements adhered to by special districts, there are a number of entities and programs, which provide varying levels of oversight, review, or regulation:

- Local Agency Formation Commission
- County Auditor-Controller
- County Civil Grand Jury
- County District Attorney and State Attorney General
- State Controller
- State Auditor
- State Treasurer
- State Fair Political Practices Commission
- Other State Regulators

### Best Practices

Many special districts go beyond State mandated legal requirements to promote accountability and transparency. To facilitate and recognize best practices among special districts, the Special District Leadership Foundation (SDLF) has established a District Transparency Certificate of Excellence as well as other programs and scholarships. Visit [sdlf.org](http://sdlf.org) to review the programs and download an application.



*Learn more  
about **SDLF**  
Programs &  
Scholarships  
at [sdlf.org](http://sdlf.org).*



## **Legislative Advocacy, Media Outreach, and Public Engagement**

The decisions you make and the actions you take as a board member directly impact your community and the services they receive. It is equally true that districts are affected when board members do not make crucial decisions or fail to take action.

As a board member, you are an advocate for your district and your community. You will have to balance a number of responsibilities throughout your term. However, there are several simple yet influential ways you can take action as a board member.

## Engage with the Capitol

Extensive travel to Sacramento is not necessary to effectively engage with the Capitol. Likely the most important way board members can partake in advocacy efforts is to submit letters of support or opposition when CSDA sends out a “Call-to-Action.”

Throughout the legislative session, CSDA closely analyzes and tracks any bill that may impact special districts. When an especially important bill arises, CSDA will issue a “Call-to-Action” and request letters so the Capitol hears the voice of special districts. Make sure your district’s voice is heard and work with others at your district to write support and opposition letters on behalf of your district.

Meeting with your legislators is another valuable way of advocating for your district and engaging with the Capitol. There are times throughout the year when legislators leave the Capitol and return to their legislative districts. During these legislative recesses, do your best to schedule a meeting with your legislator and their staff. Just as you represent your community as a special district board member, your legislator represents you, your special district, and your community. Make sure your legislator knows what issues are important to your district and how your district is impacted by legislation. The more legislators know about the special districts they represent, the more educated they will be when creating legislation that affects all special districts.

Once you’ve met with your legislators, let CSDA know which legislators you have a relationship with so that CSDA can coordinate grassroots activities on key votes in the State Legislature. Do this by completing the Grassroots Mobilization Survey at [csda.net/take-action](http://csda.net/take-action).

## Engage with the Media

During your term as a special district board member, you will likely have to interact with the media. Do not be intimidated by the idea of communicating with the press. It is vital that you help inform the media’s narrative regarding your district. You do not want the only media mentions for your district to be one-sided or unfairly skewed against your district. The only way to ensure your district has a voice in what the media covers is for your district to be proactive. Be sure that any media outreach you undertake is in line with your board policies and/or protocols. Every special district should have a media protocol that determines who should serve as a spokesperson for the district under different circumstances. It is important to work as a team and support a clear and consistent message from your district.

Press releases should be utilized as a way to inform the press of particularly significant events. A few opportunities to send out press releases include when your district receives an award, after new board members are elected, or after a major project is successfully completed. Encourage your district to send out timely press releases in accordance with your board policy. You should also be looking for the best opportunities for your district to interact with the media. Not everything will be compelling to the media, but the media cannot acknowledge your district’s positive achievements if they are not informed. Media advisories are another way to engage with the media. If your district is hosting an event, encourage the general manager or district staff to send out an invitation to local reporters. Sometimes allowing the media to see for themselves helps garner positive press for your district. Also, inviting the media to your district allows you and other district representatives to build a working relationship with the



Throughout the year, CSDA maintains multiple resources to ensure you can stay up to date on the latest legislative issues impacting special districts. Explore the following resources:

- **Advocacy News:** Provides real-time notifications or daily summaries of legislative updates directly to your inbox. Join Advocacy News at [csda.net/advocate/advocacy-blog](http://csda.net/advocate/advocacy-blog).
- **Take Action Page:** Lists the most pressing legislative issues and provides background information and next steps for your district. Visit the Take Action page at [csda.net/advocate/take-action](http://csda.net/advocate/take-action).
- **Legislative Roundup:** Biannual webinar, free to CSDA members, connecting members with CSDA’s lobbyists for a live update and Q and A on the latest events in Sacramento.

reporters in your community. You want to serve as a resource to the media so when reporters have questions, they reach out for your district's perspective.

You may also want to suggest your district's media policy and/or protocol includes standard talking points for district representatives to reference when working with the media. Maintaining consistent messaging with the media will lend a level of credibility and reliability that the media will remember when writing about your district. As the media's understanding of your district grows, you should notice more accurate and informed press attention for your district.

### Engage with Your Community

Special districts provide essential services to millions of Californians. Yet, many people have not heard of special districts or do not understand what a special district truly is. Polling shows that as soon as people understand the services provided and maintained by special districts, their perceived value of special districts rises exponentially. As a board member, you can help the public understand your district and its important role in your community.

#### Social Media

There are numerous ways to interact and connect with the community you serve. In today's world, most community members are on some form of social media. Although social media can be time consuming for you and district staff, it is worthwhile. A district policy or protocol should guide who is responsible for posting on behalf of the district. Typically, this is assigned to a member of the staff and board members may engage by liking and/or sharing district posts from their personal accounts.

Social media can provide an instant connection with your community. Instead of forcing local residents to go looking for information, you can make important information immediately available on social media.

Engaging on social media does not require continuous posts to all platforms throughout the day. Instead, post to social media when you have something you need and want to share with the

public. Post about any community events where your district will be represented. Share a quick fact or update about your district that may interest your community.

Even if you do not frequently post to social media, monitor your accounts to see if people make comments, have questions, or provide suggestions. You may choose not to respond to comments on social media but at least you are aware of what your community is saying. People may voice something on social media that they would not ordinarily say in person or in a more formal setting. At times, people may post negative comments but with social media, engagement is ultimately the goal. Social media starts an ongoing conversation with your community.

#### Community Events

Another effective way to engage with your community is with community events. As a board member, you can encourage your district to host an event where the public is invited to your district. Holding tours during the summer to demonstrate how your district functions or hosting a holiday party as a way for the community to celebrate together are just a few event ideas.

If you are a board member at a smaller district or a district type that does not easily lend itself to visits, collaborate with other districts and businesses in your community. Reach out to other special districts in your area to discuss a possible "district day" where representatives from multiple districts gather together and answer questions about their respective districts. Hosting a booth at the local career fairs or sponsoring a local event are other valuable ways of building a connection with the community you serve.

#### Join the Public Outreach Campaign

CSDA launched the Districts Make the Difference public outreach campaign to raise awareness and understanding for special districts. Encourage your district to participate in the campaign. Add a link to the [DistrictsMakeTheDifference.org](http://DistrictsMakeTheDifference.org) on your district's website so people can utilize the campaign resources and learn about the different types of special districts and how they are governed. Raising awareness for special districts helps local residents understand the value of special districts and the significant role they play in the community.



CSDA's *California Public Records Act Compliance Manual* is a general summary of the CPRA as it applies to special districts. For more information on this manual visit [csda.net](http://csda.net).



## Responses to Tough Questions

As with all forms of government, special districts sometimes face tough questions. Special district board members should be aware of these questions and be prepared to respond to them.

*Why are some special districts funded by property taxes, while others are funded by fees or a combination of fees and taxes?*

Special district funding is primarily determined by the residents who receive district services and pay for those services. Special districts may receive two types of revenue: enterprise revenue and non-enterprise revenue. Some districts rely exclusively on one type, but most receive a combination of the two.

Enterprise revenue is derived by fees for service. Common forms of enterprise revenue include property-related fees, governed under Proposition 218, such as water, sewer,

or trash rates. However, enterprise revenue may also include smaller charges like registration fees for a soccer league or yoga class. Facility rentals, cemetery interment fees, and medical billing are also forms of enterprise revenues.

Non-enterprise revenue is derived from taxes and assessments paid as a condition of owning property that benefits from the services and infrastructure provided by a special district. The most common form of non-enterprise revenue is the one percent ad valorem local property tax, which is distributed through the county auditor-controller's office. This is dictated by Proposition 13 and is usually what someone is referring to when they mention the "property tax." Non-enterprise revenue may also include special taxes, benefit assessment districts, community facilities districts (also known as CFDs or Mello-Roos districts), and similar funding mechanisms.

It is important to note that most residents have approved at least some level of both enterprise and non-enterprise revenue for their special district. This provides the district

with a diverse and sustainable revenue portfolio that can better withstand economic shifts and secure the highest credit ratings for infrastructure investment. It also ensures that everyone who benefits from a district contributes to the cost of the district. For example, water and sewer services benefit a property's value regardless of whether that property's owner currently uses those services.

*Can special districts tax residents without their consent?*

No. Proposition 13 limited ad valorem property taxes to one percent of property value for every homeowner. Many special districts, along with cities, counties, and schools, receive a share of this revenue. If a district requires additional revenue it must obtain the approval of its voters or property owners as appropriate.

While cities and counties may impose general taxes with majority voter approval, all special district taxes are considered "special taxes" and require a two-thirds vote. A general obligation bond that raises property taxes temporarily to pay-off the bond must also receive two-thirds voter approval. Certain assessments may be approved with a majority of those who benefit from the service and property related fees must go through what's known as a majority protest proceeding in accordance with Proposition 218.

*Why do we have community facilities districts, Mello-Roos districts, and special districts all funding our services?*

Community facilities districts (CFDs) and Mello-Roos districts are just two names for the same thing, but neither are a special district with a board that provides a service. CFDs or Mello Roos districts are funding mechanisms that may be established by a special district, city, county, or school district to help fund services and public works for that area. CFDs or Mello-Roos districts are typically approved by property owners in developing areas where there are fewer than 12 residents. In cases where there are 12 or more residents, they must be approved by voters.

*Why do special districts have such large reserves?*

Special districts need adequate reserves to ensure they can respond to their community's needs in the event of emergencies or disasters, like flooding, earthquakes, wildfires, or even droughts. Prudent reserves are often needed to accumulate the capital to pay for large infrastructure projects, or to secure financing. In addition, reserves provide a safety cushion to stabilize rates and maintain adequate services during economic downturns.

It should be noted that some reports of special district reserve levels have misinterpreted data within the state controller's Financial Transaction Report in a manner that confused districts' fixed assets with cash on hand. CSDA has worked with the state controller's office to ensure this report is presented in the most clear and consistent manner possible to avoid such errors in the future.

CSDA has also developed the Special District Reserve Guidelines, a comprehensive guide for accumulation and management of special district reserves. The report lays out policy procedures and high standards for special districts to follow in handling their fiduciary responsibilities.

*Don't special districts have board members who are heavily compensated?*

Board member compensation is set in statute by the State Legislature. Some special districts have statutory authority to adjust compensation, within strict limits, via a vote of the board during a properly noticed open and public meeting. Unlike city council members and county supervisors, special district board members are not eligible for the California Public Employees' Retirement System (SB 53 of 1993).

While every type of special district must comply with its own statutory parameters, most special district board members receive about \$100 per meeting. It is important to note that the work of a board member does not begin when a meeting commences and end when it adjourns. Board members typically review lengthy meeting packets, study issues thoroughly, and may be in communication with constituents or district staff throughout the month.

Every special district is unique and the demands and qualifications necessary to well-serve different special districts will vary.

*Aren't special districts fragmented government?*

Special districts provide real-world solutions to meet the needs of residents that otherwise would not be met. In fact, their name and their strength is derived from the way they specialize in a service. Special districts are passionate about providing a service people need. They are not easily distracted from their mission, and they develop an expertise at providing a service in the most efficient, effective, and sustainable manner possible.

While special districts may dot many local landscapes, each one is unique to the needs of its community. Special districts arguably offer the closest, or “most local,” level of service to their community. Residents will likely notice a difference in access and responsiveness when attending a recreation and park district meeting to discuss a playground as opposed to what they may receive on such a specific topic at a general-purpose government meeting. The same could be said in relation to library districts, harbor districts, mosquito abatement districts, water districts, and so on.



Similarly, special districts offer residents a meaningful opportunity to engage with their government and serve their community. The barriers associated with running for Congress, the State Legislature, and even county or city governing bodies are often staggering, with campaigns sometimes costing hundreds of thousands or millions of dollars. And the politics are sometimes highly partisan. Raising that level of campaign money and investing that number of hours away from family and paid employment is out of the reach of most Californians. While serving on a special district board is a significant undertaking, it is far more accessible to the average person.

An inherent bias for or against consolidation doesn’t improve services. Rather, a thoughtful, case-by-case approach, that includes stakeholders and an objective analysis, will promote the best local government options for each community. Ultimately, the residents who receive and pay for the services should have the final say.

*Do special district services overlap with cities and counties?*

No. local agency formation commissions (LAFCOs) oversee the formation, dissolution, and boundaries of special districts and cities. There are 58 LAFCOs, one per county. They ensure that special districts and cities don’t overlap in a way that provides redundant services. LAFCOs also conduct regular municipal services reviews (MSR) on special districts to help ensure they are providing efficient and effective services.

It is also important to keep in mind that there are not 2,000 special districts providing the same service throughout the state. For instance, there are about 346 fire protection districts, 47 mosquito abatement and vector control districts, 95 recreation and park districts, 10 airport districts, and so on.

*There are just over 2,000 independent special districts compared to 977 school districts, 482 cities and 58 counties.*

*Why so many and why can’t they be consolidated to save taxpayers money?*

What really matters is the quality of services and how well a special district responds to the residents it serves. Consolidation may work in some cases, but it doesn’t work in all cases. Bigger bureaucracies that are further removed from voters are not always more efficient. Even where consolidation may make sense in concept, it may not be economically feasible due to lack of proximity to neighboring infrastructure, such as water or sewer pipes.

*Who are special districts accountable to?*

Special districts are accountable to the residents who elect their boards, approve their funding sources, and use their services. This offers a community local control.

If residents need something or want to see something changed, they may go to their special district and petition their board. When authority is pulled away from local government bodies and centralized further from residents, the community’s ability to influence its government and hold it accountable may become more challenging.

Numerous state laws help residents hold special districts accountable, such as the Ralph M. Brown Act, the California Public Records Act, the Political Reform Act, and more. Additionally, a number of other bodies facilitate oversight and reporting requirements, including the LAFCO, county auditor-controller, county district attorney, state attorney general, and state controller’s office.



## Quick Reference for Laws Affecting Special Districts

As subdivisions of the State of California, special districts are governed by state law. Every fall, after the legislative session concludes, CSDA runs a “New Laws” series. At the beginning of each year, CSDA provides its members with a New Laws report, which includes hundreds of enacted bills and court rulings.

CSDA’s publication, *Laws Governing Special Districts*, is a member resource that provides a thorough overview of the most significant long-standing laws affecting the governance of all types of special districts. This resource includes a spreadsheet outlining the enabling act for each type of special district. Following are excerpts of some of the most frequently referenced laws affecting all special districts.



See what’s included in the *Laws Governing Special Districts Guide* at [csda.net](http://csda.net).

## Resources for You and Your Special District

Since 1969, CSDA has been providing special districts with representation at the Capitol, professional development opportunities, and a host of programs and resources designed to help them better serve their communities.

### Advocacy and Public Affairs

CSDA is the only association representing the interests of California’s independent special districts, of all types and sizes and from all corners of the state. Our legislative staff reviews and monitors every bill introduced for its potential impact on special districts. Bills requiring action are quickly brought to the attention of the Legislative Committee and Board of Directors to adopt a position on each issue and lobby accordingly.

Our six District NetWorks help special districts connect and take action on issues of concern, locally or statewide. A CSDA Public Affairs Field Coordinator works with leaders in each Network, providing valuable legislative updates, facilitating communications, and coordinating regional events. Local chapters of CSDA provide more opportunities for collaboration and information sharing.

### Professional Development

CSDA offers many unique educational opportunities for special district board members and staff. These range from extensive governance training to specialized conferences and regional workshops.

- Special District Leadership Academy (SDLA)
- Special District Board Secretary/Clerk Conference
- General Manager Leadership Summit
- Annual Conference and Exhibitor Showcase
- Workshops in Ethics, Harassment Prevention, and more

In addition, CSDA webinars, offered live and on-demand, provide affordable and convenient access to education in a wide variety of topics. Find a complete list of trainings at [csda.net](http://csda.net).

*Visit [csda.net](http://csda.net) for online resources available for members, including tools and information crucial to any special district's operational effectiveness.*



**CSDA is committed to providing solutions to special district needs. That includes discounts and programs especially designed to save districts time and money.**

**A complete listing of Value Added Benefits is available at [csda.net](http://csda.net).**

## Online Resources

At [csda.net](http://csda.net), members have access to tools and information crucial to any special district's operational effectiveness. Below are a few highlights of what you can find once you've logged in.

### *CSDA Communities*

Our online forum gives CSDA members a fast and easy way to share relevant information and get answers to questions from those most qualified to answer – your peers. Search for and connect with other members through the Member Directory, or find service and product providers through the Buyers Guide.

### *Knowledge Base*

The Knowledge Base is your online go-to for answers to many questions about local governance and policies related to special districts. The Frequently Asked Questions section contains answers to the inquiries we hear most often from special districts. The Sample Document Library is a collection of useful examples contributed by other special districts.

Also included in the Knowledge Base is an array of downloadable publications and reference materials on topics such as:

- Ballot Measure Guidelines
- Brown Act Compliance
- California Public Records Act
- Parliamentary Procedure
- Reserve Guidelines
- And many more

## California Special Districts Alliance



California Special Districts Association  
Districts Stronger Together



Special District Risk Management Authority



CSDA Finance Corporation

**California Special Districts Alliance** is a collaborative partnership between CSDA, the CSDA Finance Corporation and the Special District Risk Management Authority (SDRMA). Our three organizations work together to provide the best in resources and education for your special district.

CSDA Finance Corporation has facilitated nearly \$1 billion in financing for capital improvements, land acquisitions, and equipment purchases. Learn more at [csdafinance.net](http://csdafinance.net).

Special District Risk Management Authority provides full-service risk management programs, including Workers' Compensation, Property/Liability, and Health Coverages. Learn more at [sdrma.org](http://sdrma.org).



**California Special Districts Association**

1112 I Street, Suite 200  
Sacramento, CA 95814



toll-free: 877.924.2732  
csda.net

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# The Perfect Board –

## *A Best Practices Workshop*

JANUARY 20, 2016



## Who am I?

- INTRODUCTION(s)

- Brent Ives, BHI Management Consulting
- Organizational consultant to Special Districts (15 years)
  - Strategic Planning - Board Governance/Dynamics - Board/manager interactions - Supervisor training, etc.
  - Conducted hundreds of hours of training each year, broad client base, many Boards
  - CSDA faculty for Board Leadership Academy, other topics.
- 25 years technical manager at LLNL
- 23 years on City Council (last 8 years as elected Mayor (Ret. 2014)), many local and regional Boards/Commissions – (similarly obligated to serve as you) 10,000 hrs. ...



## Who You Are?

1. Board?...How long?
2. Managers?
3. Staff?



## What we will discuss in this workshop

1. What does it mean to be a PERFECT BOARD
2. The Basis, Evolution and Obligation of Board Membership
3. Board Member Role
4. Board Ethics
5. Board Governance/Process
6. Board Team Membership
7. Communications as Board Member



## A PERFECT Board – this workshop

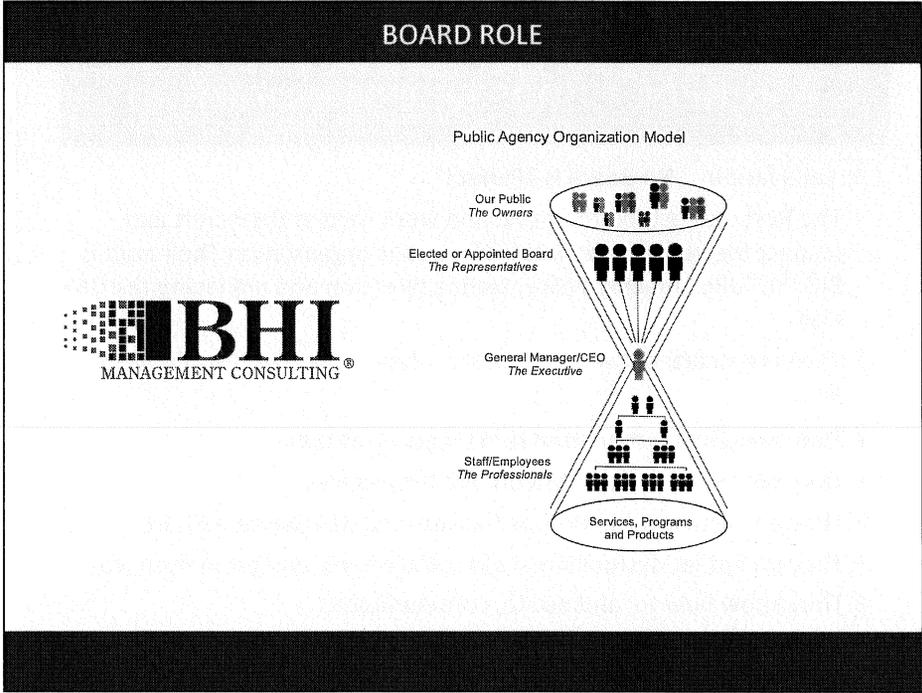
1. Let's face it ... No Board is "Perfect"
2. The Best understand their role and work hard at their craft and respect the varied roles within the public organization Their craft is BIG PICTURE...making policy, setting direction and managing the GM well
3. They are smart, but willing to learn. They know that they do not it all.
4. They are wholly committed to the agency Mission
5. They are "in it" for the Mission, not themselves
6. They are self-assured, they self-assess and develop as a Board
7. They do not let dysfunctional old culture hang-ups get in their way
8. They know how to, and not to, communicate...



## A PERFECT Board – Results?

1. They get the Mission done
2. They plan ahead
3. They are Leaders
4. They are ahead of infrastructure needs
5. They employ top-talent
6. They meet their goals
7. They are efficient with the public dollar
8. They hand off top-notch legacy through policies, plans, and financial conditions.





**Board Role**  
*“A High Calling”*

*“When a man (or woman) assumes a public trust,  
he should consider himself as public property.”*

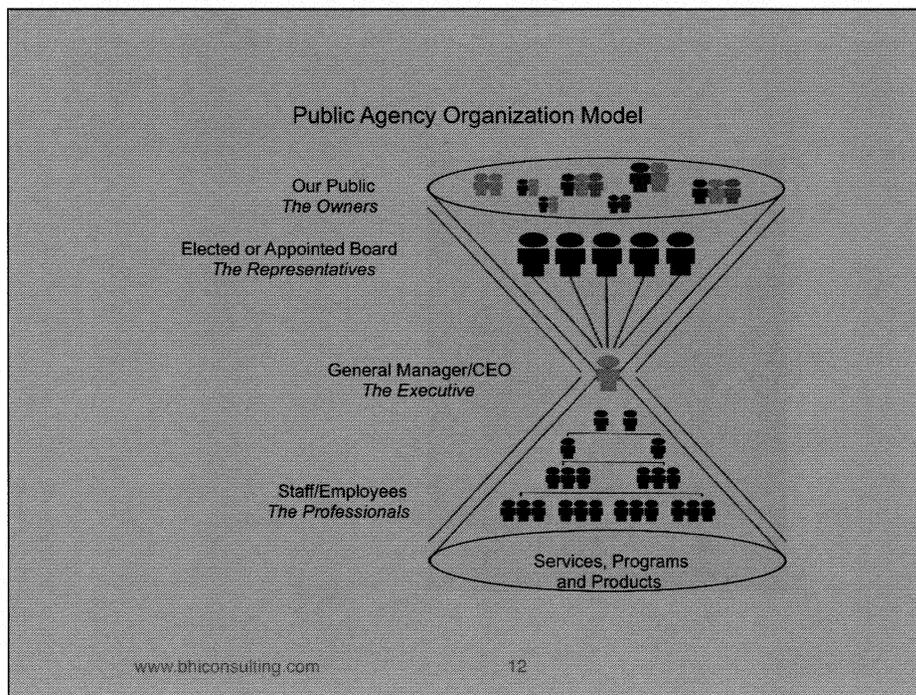
– Thomas Jefferson





**The Importance of Mission—  
“As Board members, our basis and best motivator”**

- The Mission is a critical part of any public agency
- The Mission is why you exist as a public agency
- Everything you do or plan should be connected with the Mission
- Any District success statement would refer to the Mission
- Mission is the one reliable and consistent motivator for the Board member



## “OBLIGATIONS??”

1. ARE WE OBLIGATED TO ANYONE WITH THIS POSITION?
2. IF SO, TO WHOM AND FOR WHAT?
3. HOW MIGHT THESE OBLIGATIONS BE APPLIED TO OUR SERVICE?

*(“...and I take this obligation freely, without...”)*



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PUBLIC

“Optimize these assets!”

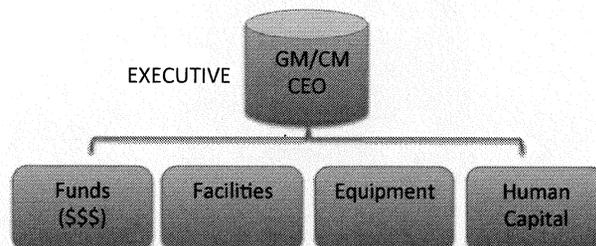
- Policies
- Plan their future
- Use them efficiently

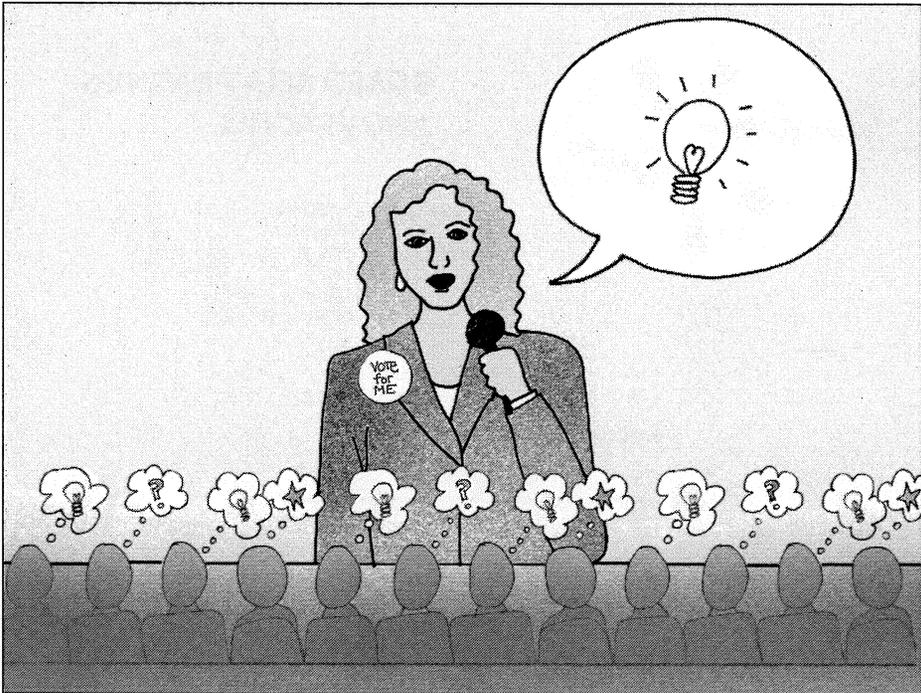
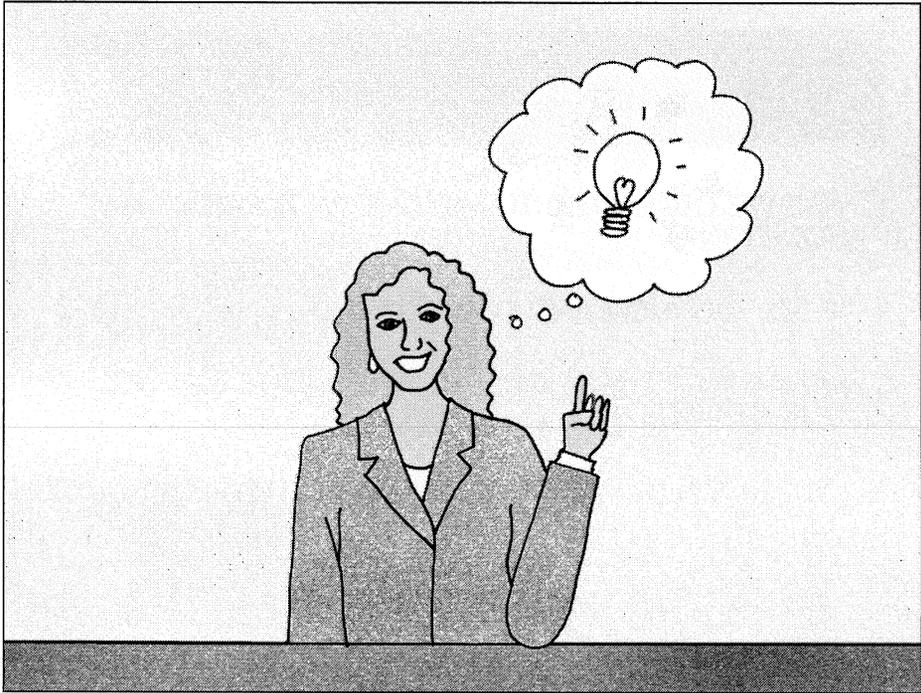
## BOARD RELATIONSHIPS AND PRACTICE

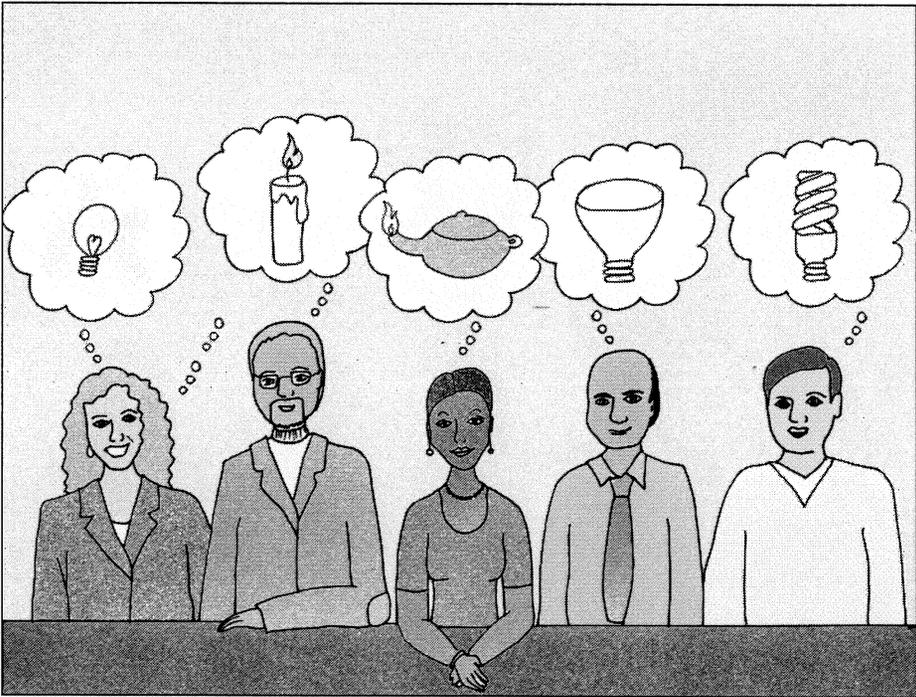
BOARD

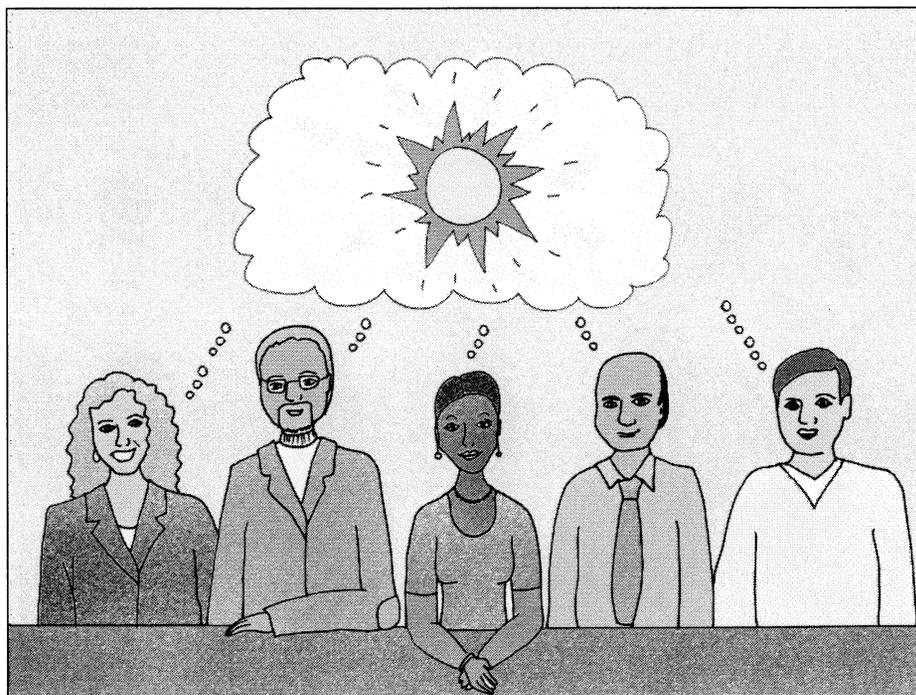
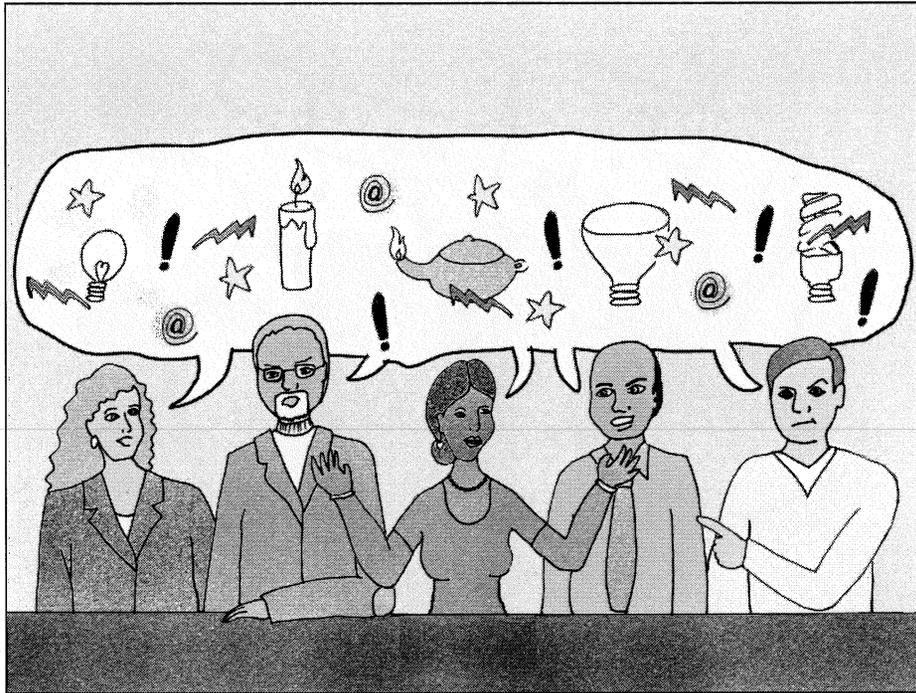
Authority and Roles

- “Serve the Mission”
- “Make Policy”
- “Set Direction”
- “Keep efficiency in mind”
- “Clarity with the Executive”









## Board Governance Role

1. You represent the public ... that should come first
2. Each Board member must realize his/her role and obligation to the public in their position
3. Each Board team put's the Mission first, as its prime directive
4. Each Board must protect and forward the Mission...



## Board Membership - "Your role"

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>■ Make good Policy           <ul style="list-style-type: none"> <li>■ Budget/finance</li> <li>■ Personnel</li> <li>■ Operational</li> <li>■ Administrative</li> <li>■ Board Procedures</li> </ul> </li> <li>■ Representative           <ul style="list-style-type: none"> <li>■ Listening</li> <li>■ Being "present"</li> <li>■ A voice</li> <li>■ Your perspective</li> </ul> </li> <li>■ Commit to Teamwork           <ul style="list-style-type: none"> <li>■ Prepare like a team-member</li> <li>■ Know your role</li> <li>■ Influence by logic/passion/articulation</li> <li>■ Decisions are made by the collective Team</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>■ Manage the Manager well           <ul style="list-style-type: none"> <li>■ Clarity of expectations</li> <li>■ Communicate</li> <li>■ Plan together</li> <li>■ Manage performance</li> <li>■ Be a good "collective" supervisor</li> </ul> </li> <li>■ Vision/Direction/Planning           <ul style="list-style-type: none"> <li>■ Mission/Vision/Values/Strategy</li> <li>■ Chart the course</li> <li>■ Don't leave the public, stakeholders, or staff guessing about where this agency is going.</li> </ul> </li> <li>■ Ethical Service           <ul style="list-style-type: none"> <li>■ Filtering all we do through the ethical lens</li> <li>■ Nothing above what is commonly available to the public</li> </ul> </li> </ul> |
|---|--|

## Board Membership- "NOT Your Role"

- Anything unilateral
- Representing one faction, single interest (other than the Mission) or special interest in the community or in District business
- Spending time with means instead of ends
- Meddling with operations in a unilateral way
- Practicing your skills rather than learning and applying good Board skills
- Delving into staff-level working relationships, including manager to staff
- Representing staff

*(ENDS, NOT MEANS),(WHAT NOT HOW),(POLICY NOT PRACTICE)*

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## Board Governance – "Your Legacy"

- TAKE SOME TIME TO THINK ABOUT LEGACY (your personal Vision for service)
  - What would you like to be remembered for?
    - Is it something that supports the overall Mission of the District?
    - Is it something that will serve the ownership?
    - Is it something the District/Board achieved during your service?
    - Is it a singular purpose or interest?
    - How can you best assure legacy success?

*What would you like for your legacy to be?...*

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## Board Governance – *Good Governance Questions*

- What does being “elected” mean to good governance?
- Where should your commitment be?
- Who do you represent now?
- Whose counting on you?
- What is your primary role and how can you optimize it?
- What is not your role?
- Am I now part of a Team?
- How can you make an enduring impact? ...

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## Board Governance – *“Who you represent?”*

- The public! Those that are served by your agency. *THE OWNERS!!*
- Not – a special interest
- Not – a single agenda
- Not – a certain area
- Not – a single interest
- Not – only the vocal minority
- Not – your own ambition or self-identity
- *ITS THE PUBLIC-THE MISSION!! – THE AGENCY BELONGS TO THEM...THE PUBLIC...THE OWNERS!*

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## Board Governance – *“Respecting the PROCESS”*

- You are part of a process that existed before you arrived – method, process and culture
- You do your best get your items heard, understood and moved forward
- You employ a process for public decision making, (*informed by staff, your experience and the public*)
- Decisions are made by the team
- The process dictates that representatives are equal
- You respect the process, any vote is a good vote

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## Board *Self-Assessment*–

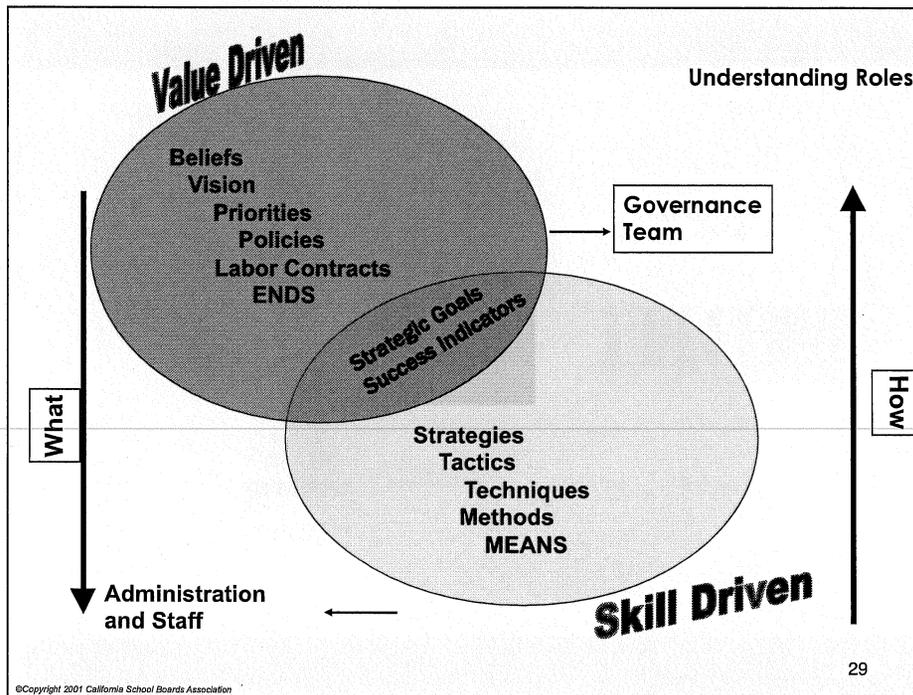
**A high performing Board is willing to self-assess its performance**

**Self-Assessment Criteria Areas –**

- *Member Dynamics and Communication*
- *Board to Staff Communication*
- *Board to Manager Communication, Expectations and Workflow*
- *Board to Public Dynamics and Communications*
- *Board Protocols*
- *Board Policy*
- *Board Direction*
- *Board Development and Training*



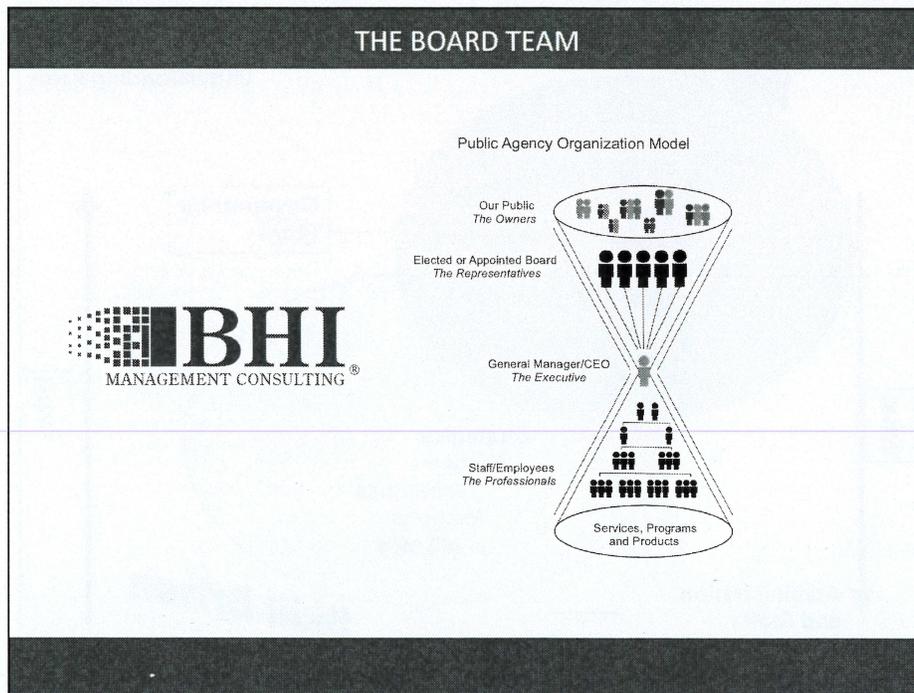
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## The Exemplary Board Member

*Your role – “Develop Ends, not Means”*

- Wow – can things come apart here??!!
- This term means that a Board should set clear outcomes (ENDS – WHATS-RESULTS-VISION STATES) and boundaries (*policy*) for your professional staff and then let them get it done with MEANS and HOWS.
- This concept is based on the fact that they are the professionals in their respective areas (*that’s why you hire them*) and you stick to high level good Board leadership work (*policy/direction*). Carefully considering good public policy...



## EFFICIENT Board Dynamics

*(Demands RESPECT)*

1. The **Process and one another**
2. The Process – *its why and how you perform*
3. The governance model to which you are elected
4. The fact that you are each duly elected
5. The fact that there is no strata among you
6. The fact that the process includes input, discourse, debate, and a vote
7. All votes are good votes...IT'S THE PROCESS...



## The Board Member

### *“Membership - Teamwork”*

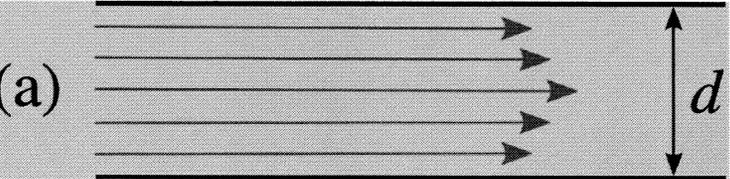
- You cannot get anything done by yourself!
- **YOU HAVE NO UNILATERAL AUTHORITY**
- The general public sees a “leadership team” not individuals!
- Influence, logic, credibility, professional guidance and relationship skills are the attributes and skills that really get things done!
- Adopt the “I to We” mentality
- Public policy setting, visioning, management is a team effort, even if you don't like the outcome!
- Unity of Purpose (leading toward the Purpose/Mission) together
- A commitment to your commitments...

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## Board Relations/Dynamics

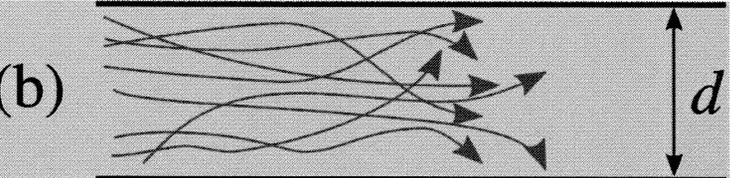
### *EFFICIENCY!!*

(a)



**Laminar flow**  
means more  
flow -  
**EFFICIENCY**

(b)



**Turbulent flow**  
means less  
output,  
chaos and  
**INEFFICIENCY**

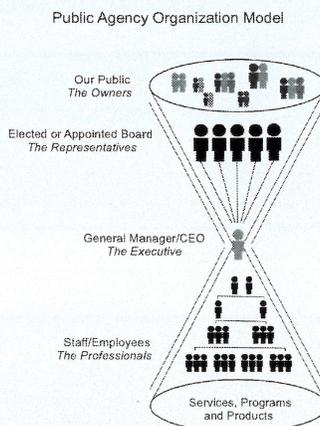
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## The Board Team "Teamwork"

1. Working together is a given...good or bad
2. Nothing moves ahead in this process without at least three votes
3. The "*clean slate concept*" is a best practice. Orderly INPUT, OPEN/TRUSTING DISCOURSE, VOTE, then MOVE ON - NO STRINGS. It's the PROCESS!!
4. Many struggle with issues here
5. Your dynamics as a team, and your conduct reflects how well the Mission will succeed and how optimized the public's work can be done here.



### THE BOARD COMMUNICATIONS



## Board Membership- *Communications*

- Inside and Out
- Up and down the organization
- Board Culture and appropriate expectations Structure, Roles and Clarity-Clarity Clarity!!

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## Board Communications

- Root cause for so many internal issues
- Communications between the Board and several other nodes are all important
- Processes for communications between all should be considered and documented in Board policy

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## Critical Communications Areas

- Board to staff
- Staff to Board
- Board to Manager
- Manager to Board
- Communicating District Direction
- Communications policy/protocols

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## Board to Staff Communications

1. One of the most prevalent and difficult areas
2. Board members should be very deliberate in how and when they communicate with staff
  1. Careful...this isn't about being liked, or being friends!
  2. Many stories of legal liability where Board members inappropriately communicate getting the District and themselves in trouble.
3. Your manager should always be the prime contact
  1. Manager delegates staff level communications
  2. Let him/her know of contact
4. There are of course, natural exceptions
  1. Everyday "social" interactions, not business
  2. Honesty of intent

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## Staff to Board Communications

1. Another prevalent and difficult area
2. Staff should be made very aware of how and when they should and should not communicate with the Board
  1. Managers must make it clear and deliberate
  2. Many stories of staff inappropriately communicating with individual Board members or the entire Board
3. There are natural limits, of course
  1. "Public" s right to express their opinion without fear or reprisal
  2. Everyday "social" interactions
  3. Being honest about intent

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## Board to General Manager Communications

1. Clearly one of the most critical areas for CLEAR communications
2. Clarity of expectations are key
  1. Performance expectations
  2. Expectations regarding projects and initiatives
  3. Direction
3. Clarity at the Board meeting is often needed
4. Clarity of overall direction for the District is the Board' s job (*with help!*)
  1. Vision
  2. Strategic direction...objectives...goals...strategy

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## General Manager to Board Communications

- Understand your Board and its members.
- Meet with Department Heads regularly to determine what is coming up by gathering information that can be useful for the Board between meetings.
- Work proactively with your Board President
- Attend community events/meetings to determine issues and concerns that they may be picking up on
- Be clear with the Board what you want and need as the executive

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## Board Clearly Communicates Agency Direction/Vision

- This implies long-term planning
  - Where is this agency going?
  - What is our Vision?
  - What must be done in the next XX years?
- Can be assembled in numerous ways.
  - Strategic Plan
  - Long-term Plan
  - Master Plan
- Most Districts do an annual plan
  - Plots a point, but provides no sense of direction (strategy/vision)
- It's a commonly expected endeavor by your public to consider and communicate the vision

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## The Perfect Board has Policies and Guides

- **Board policy and procedures manual** (code, handbook, etc.)
- **Communications Plan** (internal/external-inside and out)
- **GM performance evaluation** (in contract, in Board P&P manual, etc.)
- **Employee Manual**
- **Board Self-assessment**
- **New Board Orientation**
- **Long Term (Strategic) Plan**

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## A PERFECT Board – this workshop

1. Let's face it ... No Board is "*Perfect*"
2. The Best understand their role and work hard at their craft and respect the varied roles within the public organization Their craft is BIG PICTURE...making policy, setting direction and managing the GM well
3. They are smart, but willing to learn. They know that they do not it all.
4. They are wholly committed to the agency Mission
5. They are "in it" for the Mission, not themselves
6. They self-assess and develop as a Board
7. They do not let dysfunctional old culture hang-ups get in their way
8. They know how to, and not to, communicate...

Thank You!!

