



# NOTICE OF THE FINANCE & ADMINISTRATION COMMITTEE MEETING/SPECIAL MEETING OF THE BOARD OF DIRECTORS

Thursday, October 24, 2024 at 9:30 AM

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## AGENDA

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### LOCATIONS:

**Open Session to start at or after 9:30 a.m.**

Marin Water Board Room – 220 Nellen Avenue, Corte Madera, CA 94925

Outside location for Director Larry Russell - Contractors State License Board, First Floor Lobby, 9821 Business Park Drive, Sacramento, CA 95827

### Public Participation:

The public may attend this meeting in-person or remotely using the following methods:

On a computer or smart device, go to: <https://marinwater.zoom.us/j/81110533069>

By phone, dial: **1-669-444-9171** and use Webinar ID: **811 1053 3069**

### HOW TO PROVIDE PUBLIC COMMENT:

**During the Meeting:** Typically, you will have 3 minutes to make your public comment, however, the board president may shorten the amount of time for public comment due to a large number of attendees. Furthermore, pursuant to Government Code, section 54954.2 (the Brown Act), the Board may not take action or discuss any item that does not appear on the agenda.

-- **In-Person Attendee:** Fill out a speaker card and provide to the board secretary. List the number/letter (ex: 6a) of the agenda item(s), for which you would like to provide a comment. Once you're called, proceed to the lectern to make your comment.

-- **Remote Attendee:** Use the "raise hand" button on the bottom of the Zoom screen. If you are joining by phone and would like to comment, press \*9. The board secretary will use the last four digits of your phone number to call on you (dial \*6 to mute/unmute).

**In Advance of the Meeting:** Submit your comments by email in advance of the meeting to [boardcomment@marinwater.org](mailto:boardcomment@marinwater.org). To ensure that your comment is provided to the Board of Directors prior to the meeting, please email your comment 24 hours in advance of the meeting start time.

Comments received after this cut off time will be sent to the Board after the meeting. Please do not include personal information in your comment such as phone numbers and home addresses.

## AGENDA ITEMS:

1. **Call to Order and Roll Call**
2. **Adoption of Agenda**
3. **Public Comment on Non-Agenda Matters**

This is the time when any person may address the Board of Directors on matters not listed on this agenda, but which are within the subject matter jurisdiction of the Board.

4. **Regular Items** (9:50 a.m. – Time Approximate)

- a. Minutes of the Finance & Administration Committee Meeting/Special Meeting of the Board of Directors on August 22, 2024 and Finance & Administration Committee Meeting on September 26, 2024

**RECOMMENDATION:** Approve the minutes

- b. Monthly Financial Update

**RECOMMENDATION:** Review the Monthly Financial Update

- c. Capacity Charge Study Update

**RECOMMENDATION:** Receive an update on the District’s Capacity Charge Study

- d. Enterprise Resource Planning (ERP) Software Modernization

**RECOMMENDATION:** Review and refer to a future regularly scheduled Board meeting the proposed Subscription Agreement with SAP SuccessFactors for software entitlements required to modernize the District’s Enterprise Resource Planning software

- e. Review of Sections 5 and 6 of Board of Directors’ Policy No. 1 – Marin Municipal Water District Board of Directors Handbook

**RECOMMENDATION:** Receive a staff presentation to review Sections 5 – Compensation/Benefits and 6 – Other Related Information, of the Board of Directors Handbook (Handbook) and proposed updates to these sections; Review and refer the revised Handbook for consideration of approval to a future regularly scheduled Board meeting

5. **Upcoming Meeting**

The next Finance & Administration Committee Meeting/Special Meeting of the Board of Directors is scheduled for Thursday, November 21 at 9:30 a.m.

6. **Adjournment** (11:00 a.m. – Time Approximate)

## ADA NOTICE AND HEARING-IMPAIRED PROVISIONS

In accordance with the Americans with Disabilities Act (ADA) and California Law, it is Marin Water’s policy to offer its public programs, services, and meetings in a manner that is readily accessible to everyone, including those with disabilities. If you are an individual with a disability and require a copy of a public hearing notice, an agenda, and/or agenda packet in an appropriate alternative format, or if you require other accommodations, please contact the Board Secretary/ADA Coordinator at 415.945.1448, at least

two business days in advance of the meeting. Advance notification will enable Marin Water to make reasonable arrangements to ensure accessibility.

*Information agendas are available for review at the Civic Center Library, Corte Madera Library, Fairfax Library, Mill Valley Library, Marin Water Administration Building, and [marinwater.org](http://marinwater.org).*

Posted: 10-21-2024





# NOTICE OF THE FINANCE & ADMINISTRATION COMMITTEE MEETING/SPECIAL MEETING OF THE BOARD OF DIRECTORS

Thursday, August 22, 2024 at 8:30 AM

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## MINUTES

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### LOCATIONS:

#### Open Session to start at or after 9:30 a.m.

Marin Water Board Room – 220 Nellen Avenue, Corte Madera, CA 94925

#### Closed Session to start at or after 8:30 a.m.

Marin Water Mt. Tam Conference Room – 220 Nellen Avenue, Corte Madera, CA 94925

### Public Participation:

The public attended this meeting in-person or remotely using the following methods: on a computer or smart device, <https://marinwater.zoom.us/j/81110533069>, or by phone, 1-669-444-9171 using Webinar ID: 811 053 3069.

### AGENDA ITEMS:

#### 1. Call to Order and Roll Call

Chair Jed Smith called the meeting to order at 8:30 a.m.

#### DIRECTORS PRESENT

Larry Russell  
Matt Samson  
Monty Schmitt (*arrived at 9:30 a.m.*)  
Jed Smith

#### DIRECTOR ABSENT

Ranjiv Khush

**2. Adoption of Agenda**

A motion was made by Director Samson and seconded by Director Russell to adopt the agenda.

Voting Yea: Directors Russell, Samson, and Smith

Absent: Directors Khush and Schmitt

**3. Announcement of Closed Session Item(s); Public Comments on Closed Session Item(s)**

Chair Smith announced that anticipated litigation would be discussed in Closed Session.

There were no public comments.

The Board convened to Closed Session and went to the Mt. Tam Conference Room after public comment.

**a. Conference with Legal Counsel - Anticipated Litigation**  
(Initiation of litigation pursuant to § 54956.9(c)):

Number of Potential Cases: Unknown

**4. Reconvene to Open Session; Closed Session Report Out**

At 9:30 a.m., the Board returned to the Board Room.

Chair Smith reported that the Closed Session adjourned at 9:25 a.m. with no reportable action taken.

**5. Public Comment on Non-Agenda Matters**

There were no public comments.

**6. Regular Items**

**a. Minutes of the Finance & Administration Committee Meeting/Special Meeting of the Board of Directors on June 27, 2024**

**RECOMMENDATION:** Approve the minutes

A motion was made by Director Samson and seconded by Vice Chair Schmitt to approve the minutes.

There were no public comments.

Voting Yea: Directors Russell, Samson, Schmitt, and Smith

**b. Human Resources Update**

**RECOMMENDATION:** Receive Human Resources staff update

Engineering Director Alex Anaya and Human Resources Technician Tiffanie Freitas, co-chairs of RIPPLE, provided a presentation introducing their members, mission, and goals.

Discussion followed.

Next, Human Resources Director Vikkie Garay gave a presentation reporting on the results of the employees' Gallup survey.

Discussion ensued.

Director Russell left the dais at 10:08 a.m.

No formal actions were taken.

There were no public comments.

c. Monthly Financial Update

**RECOMMENDATION:** Review the Monthly Financial Update

Finance Director Bret Uppendahl provided an update.

Discussion followed.

There were no public comments.

This was an information item. No formal action was taken.

d. Quarterly Investment Report

**RECOMMENDATION:** Receive staff update on the District's investment portfolio

Director Uppendahl also presented this report.

There were no comments.

This was an information item. No formal actions were taken.

e. Capacity Charge Study

**RECOMMENDATION:** Receive an update on the District's Capacity Charge Study

Director Uppendahl also presented this Study along with consultants with Bartle Wells Associates.

Discussion followed.

There was one (1) public comment.

This was an information item. No formal action was taken.

f. Review of Sections 1 and 2 of Board of Directors' Policy No. 1 – Marin Municipal Water District Board of Directors Handbook

**RECOMMENDATION:** Receive a staff presentation to review Sections 1 – Introduction/Purpose, and 2 – Board Officers and Board Appointed Staff, of the Board of Directors Handbook (Handbook) and proposed updates to these sections

General Counsel Molly MacLean presented this item.

Director Russell returned to the dais at 10:53 a.m.

Discussion occurred throughout the presentation.

There were no public comments.

This was also an information item. There were no formal actions taken.

**7. Upcoming Meeting**

The Board Secretary announced that the next Finance & Administration Committee Meeting/Special Meeting of the Board of Directors was scheduled for Thursday, September 26 at 9:30 a.m.

**8. Adjournment**

There being no further business, the Finance & Administration Committee Meeting/Special Meeting of the Board of Directors adjourned on August 22, 2024, at 11:28 a.m.

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Board Secretary





# NOTICE OF THE FINANCE & ADMINISTRATION COMMITTEE MEETING/SPECIAL MEETING OF THE BOARD OF DIRECTORS

Thursday, September 26, 2024 at 9:30 AM

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## MINUTES

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### LOCATIONS:

**Open Session to start at or after 9:30 a.m.**

Marin Water Board Room – 220 Nellen Avenue, Corte Madera, CA 94925

### Public Participation:

The public attended this meeting in-person or remotely using the following methods: on a computer or smart device, <https://marinwater.zoom.us/j/81110533069>, or by phone, 1-669-444-9171 using Webinar ID #: 811 1053 3069.

### AGENDA ITEMS:

#### 1. Call to Order and Roll Call

Chair Jed Smith called the Finance & Administration Committee Meeting to order at 9:30 a.m.

#### **DIRECTORS PRESENT**

Ranjiv Khush  
Jed Smith

#### **DIRECTORS ABSENT**

Larry Russell  
Matt Samson  
Monty Schmitt

#### 2. Adoption of Agenda

Chair Smith stated that since this was a committee meeting, the minutes for approval item 4a would be tabled to the next Finance & Administration Committee (FAC) Meeting.

There were no other comments.

**3. Public Comment on Non-Agenda Matters**

There were also no public comments on items not on the agenda.

**4. Regular Items**

- a. Minutes of the Finance & Administration Committee Meeting/Special Meeting of the Board of Directors on August 22, 2024

**RECOMMENDATION:** Approve the minutes

This was tabled to a future FAC meeting.

- b. Monthly Financial Update

**RECOMMENDATION:** Review the Monthly Financial Update

Finance & Administration Director Bret Uppendahl provided an update.

There was discussion throughout his presentation between the directors and staff.

There were no public comments.

This was an information item. No formal action was taken.

- c. Review of Sections 3 and 4 of Board of Directors’ Policy No. 1 – Marin Municipal Water District Board of Directors Handbook

**RECOMMENDATION:** Receive a staff presentation to review of Sections 3 - Board Meetings and 4 – Conference, Training, Reporting Requirements, of the Board of Directors Handbook (Handbook) and proposed updates to these sections

General Counsel Molly MacLean presented this item.

There was discussion throughout.

There was no public comment.

No formal action was taken.

**5. Upcoming Meeting**

The Board Secretary announced that the next Finance & Administration Committee Meeting was scheduled for October 24, 2024 at 9:30 a.m.

**6. Adjournment**

There being no further business, the Finance & Administration Committee adjourned on September 26, 2024 at 10:25 a.m.

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Board Secretary



# STAFF REPORT

**Meeting Type:** Finance & Administration Committee/Board of Directors  
**Title:** Monthly Financial Update  
**From:** Bret Uppendahl, Finance Director *BU*  
**Through:** Paul Sellier for Ben Horenstein, General Manager *PS*  
**Meeting Date:** October 24, 2024

**TYPE OF ACTION:**                      Action                      X                      Information                      Review and Refer

**RECOMMENDATION:** Review the Monthly Financial Update

**SUMMARY:** The Monthly Financial Update provides an overview of the fiscal year-to-date financials. As of September 30, 2024, District operating and capital revenue is \$43.9 million, which is 27% of budgeted revenue for the year. Total expenditures including encumbrances are \$46.9 million, or 27% of annual budget. Water sales, excluding fixed charges, are \$31.5 million, which is 31% of the annual budget.

**DISCUSSION:** Attached is the budget to actual comparison for fiscal year 2024/25 as of September 30, 2024. The budget to actual comparison is prepared by fund and includes revenues and expenditures. For reference, if revenues and expenses tracked linearly, they would be expected to be at 25% of the fiscal year budget at the end of September. Water sales, which have seasonal variability, would be expected to be at 30% of the fiscal year budget.

For the Operating Fund, total revenues as of September 30, 2024 are \$39.7 million, or 29% of budget. Total operating expenditures, not including depreciation and amortization or encumbrances, are \$23.6 million, or 21% of budget. For the Capital Fund, total revenues are \$4.2 million, which is 18% of budget. These revenues are comprised primarily of Capital Maintenance Fee (CMF) revenues of \$3.9 million, which are at 22% of the budget. Total Capital Improvement Program (CIP) expenditures are \$7.5 million, or 12% of budget, as CIP projects typically do not follow linear trends in expenditures. As noted in Attachment 4, an additional \$15.8 million is encumbered, bringing total expenditures with encumbrances to \$23.3 million, or 27% of budget.

The fiscal year to date billed water sales through September 30, 2024 were \$31.5 million, which is 31% of the annual water sales forecast, and 103% of the expected revenue through the first quarter of the year. Billed water consumption through September 30, 2024 was 6,593 AF, which is 6% higher than this time last year.

Year-to-date total water sales and fees (service charges, watershed fees and capital maintenance fees) through September 30, 2024 were \$42.8 million, which is 28% of the total annual rate revenue forecast of \$151.5 million (\$133.5 million operating and \$18.0 million capital). Compared to the same period for the previous fiscal year water sales and fees increased by \$12 million, or 39%. Staff recently completed a preliminary analysis on recent water use trends for single family residences showing that median water use declined more than 25 percent from 2021 to 2023 and that median annual use has remained relatively constant over the past two years.

**ENVIRONMENTAL REVIEW:** Not Applicable.

**FISCAL IMPACT:** None.

**ATTACHMENT(S):**

1. Total Water Sales and Fixed Charges & Fees FY 2023/24 – 2024/25
2. Billed Water Consumption in AF FY 2014/15 to FY 2024/25
3. Budget to Actual Comparison for FY 2024/25
4. CIP Budget to Actual Comparison for FY 2024/25

# Attachment 1

## Total Water Sales and Fixed Charges & Fees Fiscal Years 2023/24 - 2024/25

Section 4. Item #b.

**OPERATING FUND**

**CAPITAL FUND**

Month	Water Sales			Service Charge			Watershed Fee			Capital Maintenance Fee			Total Water Sales and Charges		
	23/24 Actual	24/25 Budget	24/25 Actual	23/24 Actual	24/25 Budget	24/25 Actual	23/24 Actual	24/25 Budget	24/25 Actual	23/24 Actual	24/25 Budget	24/25 Actual	23/24 Actual	24/25 Budget	24/25 Actual
July	\$ 4,473,261	\$ 8,080,444	\$ 7,743,761	\$ 1,552,115	\$ 1,671,840	\$ 1,638,745	\$ 361,127	\$ 454,473	\$ 441,637	\$ 1,167,529	\$ 1,267,679	\$ 1,107,901	\$ 7,554,033	\$ 11,474,437	\$ 10,932,044
August	7,029,300	11,359,007	13,177,298	2,246,052	2,419,306	2,387,169	492,230	771,211	798,805	1,688,699	1,833,554	1,634,811	11,456,282	16,383,078	17,998,084
September	8,572,991	11,197,816	10,537,001	1,636,225	1,762,438	1,707,764	481,127	534,484	487,440	1,119,131	1,215,129	1,159,561	11,809,473	14,709,867	13,891,766
October	11,408,450	14,953,082		2,376,242	2,559,538		700,462	777,596		1,632,508	1,772,543		16,117,662	20,062,758	
November	6,127,917	8,078,518		1,611,361	1,735,657		368,368	399,978		1,104,486	1,199,228		9,212,133	11,413,380	
December	6,988,546	8,997,320		2,363,812	2,546,149		456,360	485,987		1,620,621	1,759,636		11,429,339	13,789,093	
January	3,724,261	5,110,880		1,627,243	1,752,763		260,777	286,371		1,118,400	1,214,336		6,730,681	8,364,350	
February	5,431,133	7,120,998		2,376,079	2,559,362		370,566	400,780		1,629,369	1,769,134		9,807,146	11,850,274	
March	2,847,557	3,965,017		1,596,975	1,720,160		204,970	226,294		1,096,811	1,190,894		5,746,313	7,102,366	
April	5,512,049	7,165,888		2,374,334	2,557,483		367,484	396,629		1,639,236	1,779,848		9,893,103	11,899,848	
May	3,675,032	5,026,540		1,637,410	1,763,715		266,231	292,588		1,108,825	1,203,939		6,687,498	8,286,781	
June	8,920,450	11,247,454		2,358,669	2,540,609		590,733	629,303		1,628,980	1,768,713		13,498,832	16,186,079	
<b>TOTAL</b>	<b>\$ 74,710,946</b>	<b>\$102,302,963</b>	<b>\$ 31,458,060</b>	<b>\$ 23,756,517</b>	<b>\$ 25,589,019</b>	<b>\$ 5,733,678</b>	<b>\$ 4,920,436</b>	<b>\$ 5,655,695</b>	<b>\$ 1,727,882</b>	<b>\$ 16,554,595</b>	<b>\$ 17,974,633</b>	<b>\$ 3,902,273</b>	<b>\$119,942,494</b>	<b>\$151,522,310</b>	<b>\$ 42,821,894</b>

Monthly Budget to Actual: 102.7%	Monthly Budget to Actual: 98.0%	Monthly Budget to Actual: 98.2%	Monthly Budget to Actual: 90.4%	Monthly Budget to Actual: 100.6%
% of Annual Budget: 30.7%	% of Annual Budget: 22.4%	% of Annual Budget: 30.6%	% of Annual Budget: 21.7%	% of Annual Budget: 28.3%
Actual to Actual: 156.7%	Actual to Actual: 105.5%	Actual to Actual: 129.5%	Actual to Actual: 98.2%	Actual to Actual: 138.9%

**Attachment 2**

Section 4. Item #b.

**Billed Water Consumption In AF  
Fiscal Year 2014/15 - 2024/25**

Month	14/15 Actual	15/16 Actual	16/17 Actual	17/18 Actual	18/19 Actual	19/20 Actual	20/21 Actual	21/22 Actual	22/23 Actual	23/24 Actual	24/25 Budget	24/25 Actual	Monthly Budget Variance	Actual to Actual % Change
July	1,969	1,628	1,876	1,931	1,975	1,834	2,022	1,642	1,562	1,674	1,690	1,690	0.00%	0.97%
August	3,186	2,620	3,012	3,206	3,245	3,112	3,215	2,500	2,476	2,697	2,869	3,052	6.40%	13.17%
September	1,973	1,775	1,939	2,027	2,145	2,112	2,205	1,604	1,881	1,866	1,956	1,851	-5.38%	-0.79%
October	2,778	2,583	2,767	3,140	2,951	3,058	3,124	2,293	2,498	2,673	2,846			
November	1,454	1,490	1,340	1,705	1,664	1,837	1,882	1,153	1,329	1,409	1,464			
December	1,984	1,935	1,646	1,914	2,169	2,295	2,418	1,439	1,795	1,749	1,778			
January	1,065	991	910	942	993	1,186	1,157	735	984	1,013	1,048			
February	1,651	1,450	1,392	1,754	1,525	1,556	1,625	1,646	1,385	1,431	1,467			
March	1,048	832	846	992	879	1,105	970	948	830	805	828			
April	1,910	1,467	1,375	1,612	1,427	1,883	1,775	1,717	1,377	1,419	1,451			
May	1,379	1,067	1,092	1,240	1,224	1,378	1,459	1,209	1,044	1,042	1,071			
June	2,344	2,478	2,416	2,516	2,349	2,711	2,559	2,217	2,119	2,254	2,303			
<b>TOTAL</b>	<b>22,742</b>	<b>20,316</b>	<b>20,611</b>	<b>22,978</b>	<b>22,546</b>	<b>24,065</b>	<b>24,410</b>	<b>19,104</b>	<b>19,279</b>	<b>20,030</b>	<b>20,770</b>	<b>6,593</b>		
<i>Change from prior year:</i>		-10.67%	1.45%	11.49%	-1.88%	6.74%	1.43%	-21.74%	0.92%	3.90%				

**Budget-to-Actual Basis**      1.2%  
**Actual-to-Actual Basis**      5.7%  
**% of Total Budget**            31.7%

**Marin Municipal Water District**  
**FY 2024/25 Budget to Actual Comparison**  
**Preliminary Unaudited**

<b>Operating Fund</b>	<b>FY 2024</b>	<b>Actual as of</b>	<b>% of</b>	<b>Actual as of</b>
<b>Revenues and Expenditures</b>	<b>Budget</b>	<b>Sep 30, 2024</b>	<b>Budget</b>	<b>Sep 30, 2023</b>
<b>Revenues:</b>				
Water Sales and Service Charge:				
Water Sales	\$ 102,302,963	\$ 31,458,060	30.7%	\$ 20,083,025
Service Charge	25,589,019	5,733,678	22.4%	5,437,738
Watershed Management Fee	5,655,695	1,727,882	30.6%	1,335,221
Total Water Sales and Service Charge	<u>133,547,677</u>	<u>38,919,621</u>	<b>29.1%</b>	<u>26,855,984</u>
Other Revenues:				
Rents and Royalties	2,014,349	431,721	21.4%	450,228
Grants	-	-	-	-
Permits and Fees	365,120	90,176	24.7%	73,206
Late Payments & Charges	120,133	82,304	68.5%	78,244
Interest	506,250	61,883	12.2%	16,907
Miscellaneous	286,804	68,810	24.0%	62,616
Total Other Revenues	<u>3,292,656</u>	<u>734,894</u>	<u>22.3%</u>	<u>681,203</u>
<b>Total Operating Revenues</b>	<b><u>136,840,333</u></b>	<b><u>39,654,515</u></b>	<b><u>29.0%</u></b>	<b><u>27,537,186</u></b>
<b>Expenditures:</b>				
Personnel services	59,527,914	12,931,581	21.7%	11,607,442
Materials and supplies	4,568,333	857,501	18.8%	546,628
Operations	13,007,935	1,345,165	10.3%	1,263,158
Water conservation rebate program	639,773	65,999	10.3%	18,384
Electrical power	5,775,000	1,632,392	28.3%	1,802,399
Water purchased	13,212,000	4,151,584	31.4%	4,525,601
Insurance, including claims	2,921,133	562,594	19.3%	552,188
General and administrative	6,234,770	762,369	12.2%	608,152
Debt service - interest and principal	9,391,967	2,347,992	25.0%	2,381,823
Overhead cost allocated to capital	(4,700,000)	(1,089,522)	23.2%	(1,005,453)
Total Operating Expenditures	<u>110,578,825</u>	<u>23,567,657</u>	<u>21.3%</u>	<u>22,300,322</u>
Transfer out to Capital Fund	21,944,492	6,747,910	30.7%	2,031,581
Transfer out to Reserves	5,000,000	1,250,000	25.0%	1,250,000.00
Net Operating Fund Increase/(Decrease)	<b><u>\$ (682,984)</u></b>	<b><u>\$ 8,088,949</u></b>		<b><u>\$ 1,955,283</u></b>



**Marin Municipal Water District**  
**FY 2024/25 Budget to Actual Comparison**  
**Preliminary Unaudited**

Section 4. Item #b.
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**Capital Fund**

Revenues and Expenditures	FY 2024 Budget	Actual as of Sep 30, 2024	% of Budget	Actual as of Sep 30, 2023
<b>Revenues:</b>				
Capital Maintenance Fee	\$ 17,974,633	\$ 3,902,273	21.7%	\$ 3,978,031
Capital Connection Fee	100,000	80,286	80.3%	58,156
Capital Grants & Contribution	4,400,000	144,243	3.3%	1,225,292
Customer Reimbursement Project	500,000	120,079	24.0%	196,205
Interest Income	31,875	-	0.0%	-
<b>Total Capital Revenues</b>	<b>23,006,508</b>	<b>4,246,881</b>	<b>18.5%</b>	<b>5,457,684</b>
<b>Transfer-in from Operating Fund</b>	21,944,492	6,747,910		2,031,581
<b>Capital Expenditures:</b>				
Capital Improvement Projects	62,504,320	7,277,895	11.6%	2,611,399
Capital Equipment Purchases	1,739,759	220,875	12.7%	40,281
<b>Total Capital Expenditures</b>	<b>64,244,080</b>	<b>7,498,771</b>	<b>11.7%</b>	<b>2,651,680</b>
<b>Net Capital Fund Increase/(Decrease)</b>	<b>\$ (19,293,080)</b>	<b>\$ 3,496,020</b>		<b>\$ 4,837,584</b>

**Marin Municipal Water District**  
**FY 2024/25 Budget to Actual Comparison**  
**Preliminary Unaudited**

Section 4. Item #b.
---------------------

**Fire Flow Fund**

Revenues and Expenditures	FY 2024 Budget	Actual as of Sep 30, 2024	% of Budget	Actual as of Sep 30, 2023
<b>Revenues:</b>				
Fire Flow	4,500,000	45,062	1.0%	22,333
Interest Income	-	-		-
<b>Total Revenues</b>	<b>4,500,000</b>	<b>45,062</b>	<b>1.0%</b>	<b>22,333</b>
<b>Expenditures:</b>				
Capital Projects - Fire Flow	6,717,982	799,889	11.9%	484,048
<b>Net Fire Flow Fund Increase/(Decrease)</b>	<b>\$ (2,217,982)</b>	<b>\$ (754,826)</b>		<b>\$ (461,715)</b>

**Attachment 4**

Section 4. Item #b.

CIP Projects	FY2024/25	Capital Projects	Encumbered for	Tot
	Budget	Actual as of Sep 30, 2024	Contracts Actual as of Sep 30, 2024	Fire Flow Actual as of Sep 30, 2024
District Pipeline Replacement	\$ 12,802,342	\$ 4,810,581	\$ 5,686,762	\$ 10,497,344
Tank Maintenance & Replacement	7,295,522	1,253,580	2,577,710	3,831,290
Treatment Plant Facilities	2,786,290	180,770	143,762	324,532
Dam/Pump/Control System/Meters	14,553,704	246,824	3,731,087	3,977,910
Asset Mangement	3,441,518	1,785	1,421,714	1,423,499
Watershed - Natural Resource Project	2,106,367	121,455	871,932	993,387
Watershed - Other	2,266,137	52,706	274,076	326,782
Information Technology	4,938,000	-	-	-
Fire Flow Replacement	6,717,982	799,889	607,888	1,407,777
Reimbursable Grant Projects	11,621,783	378,113	884,233	1,262,346
Reimbursable Customer Projects	692,658	232,080	-	232,080
Capital Equipment Purchases	1,739,759	220,875	215,206	436,081
<b>Total Capital Projects</b>	<b>\$ 70,962,062</b>	<b>\$ 8,298,660</b>	<b>\$ 16,414,370</b>	<b>\$ 24,713,029</b>



# STAFF REPORT

**Meeting Type:** Finance & Administration Committee/Board of Directors  
**Title:** Capacity Charge Study Update  
**From:** Bret Uppendahl, Finance Director *BU*  
**Through:** Paul Sellier for Ben Horenstein, General Manager *PS*  
**Meeting Date:** October 24, 2024

**TYPE OF ACTION:**                      Action                      X                      Information                      Review and Refer

**RECOMMENDATION:** Receive an update on the District’s Capacity Charge Study

**SUMMARY:** Capacity charges, also referred to as Connection Fees, are one-time fees paid by new developments to connect to the District’s water system. Capacity charges are also paid by existing customers who have a change in property use that requires increased water usage through the existing water connection. The charge is levied to recover costs for the District’s water system capacity needed to meet the water demands of new developments or increased demands of existing customers.

The District is working with Bartle Wells Associates, an independent public financial advisory firm, to evaluate the District’s current capacity fee methodology and to recommend updates where appropriate. The District’s capacity charge was last updated in 2018, and the capacity charge is currently \$44,098 per acre foot of estimated water demand.

**DISCUSSION:** The legal framework that governs capacity charges is set forth in Government Code Section 66000 *et seq.*, commonly referred to as the Mitigation Fee Act, which provides, in part, that local agency fees for water connections shall not exceed the estimated reasonable cost of providing service for which the fee or charge is imposed. Within this framework, public agencies can recover costs for existing or future facilities necessary to meet the new or increased water demands placed on the system.

Staff has been working with Bartle Wells Associates to review the current capacity charge methodology, update the underlying valuation of facilities and assets, and calculate the new cost per acre foot of capacity. Staff will be presenting a status update on the preliminary calculations for facilities and asset valuation as well as preliminary data for utilizing a meter size approach to allocate capacity charges.

**ENVIRONMENTAL REVIEW:** Not Applicable.

**FISCAL IMPACT:** The District currently budgets revenues of \$600,000 annually in capacity fee charges. Actual revenues depend on the level of development activity and have varied from \$300,000 to \$1,500,000 in recent years. All of the revenues received from capacity fees are deposited in the capital fund and are allocated to the District's Capital Improvement Program (CIP). Annually a full accounting of these funds is presented in the District Comprehensive Annual Financial Report (CAFR).

**ATTACHMENT(S):** None.



# STAFF REPORT

**Meeting Type:** Finance & Administration Committee/Board of Directors  
**Title:** Enterprise Resource Planning (ERP) Software Modernization  
**From:** Bret Uppendahl, Finance Director *BU*  
**Through:** Paul Sellier for Ben Horenstein, General Manager *PS*  
**Meeting Date:** October 24, 2024

**TYPE OF ACTION:**                      Action                      Information                      X                      Review and Refer

**RECOMMENDATION:** Review and refer to a future regularly scheduled Board meeting the proposed Subscription Agreement with SAP SuccessFactors for software entitlements required to modernize the District’s Enterprise Resource Planning software

**SUMMARY:** At the March 8<sup>th</sup> Operations Committee meeting, staff presented an update on efforts to modernize the District’s Enterprise Resource Planning (ERP) platform. The recommended approach – which ensured the best possible outcome with the least amount of risk and disruption to District operations – was to upgrade and modernize the current SAP software solution as opposed to replacement with a completely new platform.

Since that March meeting, planning has been underway to identify phases of this multi-year effort and the team is ready to begin “Phase Zero” of the ERP Modernization program. Phase Zero is focused on particular pain points with the current ERP system around ongoing Human Resources (HR) and Payroll functions. Future phases will address upgrades to finance, procurement, asset management and billing modules within the SAP cloud framework. This report provides a summary of the proposed Subscription Agreement between the District and SAP/SuccessFactors for software entitlements required as part of this initial project phase.

The proposed agreement marks the beginning of a multi-year ERP Modernization effort and is an important first step towards a complete migration to cloud based services and software as a service (SaaS) solutions. This transition is expected to streamline District operations, reduce dependency on outdated software, and provide District staff with modern tools to enhance productivity and collaboration. Staff will be returning to the Board in coming months to award a contract with a systems integrator to help guide the implementation and configuration of the SAP/SuccessFactors software. The proposed agreement is structured as a five-year

commitment with annual payments due at the commencement and on each anniversary date through the term.

**DISCUSSION:** This staff report details the SaaS subscription required to implement core Human Resources, time-entry, employee self-service, and payroll functions on SAP’s SuccessFactors platform. It also includes the SAP Integration suite, which is required to integrate these new cloud services with the District’s legacy SAP installation. Lastly, as a SaaS subscription agreement, SAP Support is also included and is key to reducing the overall management and systems administration burden on District staff.

There are several benefits to the District in adopting this phased approach:

**Minimal Disruption:** Implementation during Phase Zero will be done in parallel with the current SAP system and daily operations will not be adversely impacted. With the exception of a very short “cutover” window, which will include training, staff will be largely unaffected by any changes.

**Addresses Current Pain Points:** The processes addressed in Phase Zero (HR and Payroll) currently pose significant challenges on the current system – creating a great deal of extra work every cycle and involving a great deal of manual entry, which introduces further work and a greater likelihood of errors.

**Introduces Self-Service Capabilities for All Employees:** A key benefit of this phase will be the introduction of self-service capabilities found in the SuccessFactors Employee Central solution. This will empower staff to perform a variety of HR related functions, including viewing pay stubs and accrual balances, without the need for paper forms or manual processes.

**Generates Momentum:** The implementation of Phase Zero provides the opportunity to create momentum around the ERP Modernization program. Since this new functionality will impact the entire organization, it will set the stage for all subsequent phases. The modern web based user interface and dramatically improved self-service capabilities will provide an initial example of additional upgrades in the coming months.

**Manageable Scope:** Lastly, the scope of this phase was specifically chosen as it can be easily managed and allows the ERP Modernization team to develop the skills and acquire the knowledge necessary for success in the phases to follow.

Entering into this subscription agreement with SAP aligns with District’s strategic goals of modernization, enhanced security, and operational efficiency. The ERP Modernization team is committed to ensuring a smooth transition and leveraging the full potential of SAP/SuccessFactors cloud services to benefit the District. The proposed SAP Cloud Services subscription includes the following:

- Employee Central: Core HR, benefits administration and self-service portal
- Employee Central Payroll: Payroll pre-processing and processing
- Payroll Tax Calculations: Tax updates and tax rate table management

- Time Tracking: Time entry and time tracking, both via the web and mobile
- Integration Suite: SAP’s integration platform for interoperability and automation

**ENVIRONMENTAL REVIEW:** Not Applicable.

**FISCAL IMPACT:** As shown in the table below, the proposed agreement is projected to cost \$200,646 in FY 2024/25 for all HR and Payroll modules along with professional services for tenant onboarding in the first year. The annual charges will increase by 3.3 percent each year, and over the five years of the agreement, the total cost is expected to be \$1,026,300. Final costs in future years are dependent on the total number of users and cloud services utilization. Funds for the SAP modernization project are included in the current Information Technology budget.

Agreement Year	Subscriptions Included	Annual Payment
Year 1	Core HR, EC, EC Payroll, Tax Calculation, Time Tracking, Integration Suite, SAP Preferred Success, Tenant Onboarding Services	\$200,646
Year 2	Core HR, EC, EC Payroll, Tax Calculation, Time Tracking, Integration Suite, SAP Preferred Success	\$196,742
Year 3	Core HR, EC, EC Payroll, Tax Calculation, Time Tracking, Integration Suite, SAP Preferred Success	\$202,956
Year 4	Core HR, EC, EC Payroll, Tax Calculation, Time Tracking, Integration Suite, SAP Preferred Success	\$209,654
Year 5	Core HR, EC, EC Payroll, Tax Calculation, Time Tracking, Integration Suite, SAP Preferred Success	\$216,572

	<b>Total Projected SAP/SuccessFactors Agreement (5 Years)</b>	<b>\$ 1,026,300</b>
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**ATTACHMENT(S):** None.







# STAFF REPORT

**Meeting Type:** Finance & Administration Committee/Board of Directors

**Title:** Review of Sections 5 and 6 of Board of Directors’ Policy No. 1 – Marin Municipal Water District Board of Directors Handbook

**From:** Molly MacLean, General Counsel 

**Through:** Paul Sellier for Ben Horenstein, General Manager 

**Meeting Date:** October 24, 2024

**TYPE OF ACTION:**                      Action                      Information                      X Review and Refer

**RECOMMENDATION:** Receive a staff presentation to review Sections 5 – Compensation/Benefits and 6 – Other Related Information, of the Board of Directors Handbook (Handbook) and proposed updates to these sections; Review and refer the revised Handbook for consideration of approval to a future regularly scheduled Board meeting

**SUMMARY:** The Board Handbook was adopted on February 2, 2021 and subsequently revised on September 21, 2021 (see Attachment 1). The Handbook is a “living” document that is intended to be regularly updated to provide incumbent and newly elected members of the Board of Directors current information and specific authorities regarding the function of the Board of Directors and oversight of the District. During the August 22, 2024 Finance and Administration Committee meeting, staff provided a review of the Board Ethics Policy, Board Policy No. 50, and a review of Sections 1 and 2 of the current Board Handbook. On September 26, 2024, staff provided a review of Sections 3 and 4 of the Handbook. During each of those reviews staff addressed proposed revisions, including the incorporation of provisions from Board Policy No. 50 for streamlining purposes.

**DISCUSSION:** The Board Handbook was adopted on February 2, 2021. It is a guidance document for incumbent and newly elected members of the District Board of Directors as it contains general information and specific authorities regarding the function of the Board and oversight of the District, including processes for the election of Board officers and committee appointments, among other topics. The Handbook is intended to facilitate the handling of Board affairs, assist the Board in complying with legal requirements such as the open meetings laws (i.e., the Brown Act), and is complementary to applicable laws and other requirements. Following adoption of the Handbook, it was subsequently updated on September 21, 2021. Staff recommends regular review of the Handbook to promote familiarity and to ensure it reflects current legal authorities, District policies, Board directives and best practices.

During the May 23, 2024 Finance and Administration Committee (FAC) meeting, staff provided an initial broad overview of the current Board Handbook, discussed a proposed plan for updating the Handbook, and briefly previewed some areas for proposed edits, which included the incorporation of other Board policies where appropriate. At the August 22<sup>nd</sup> FAC meeting, legal staff reviewed Board Policy No. 50 – Board Ethics Policy with an eye to incorporation of the provisions of this policy into the Board Handbook to avoid redundancy and promote clarity and efficiency. Staff then walked through sections 1 and 2 of the Board Handbook reviewing proposed edits. At the September 26, 2024 FAC meeting, legal staff reviewed the Board Handbook sections 3 and 4 reviewing proposed edits, including incorporation of Board Policy No. 50 where appropriate.

Proposed changes to these first four sections are included in the attached redline for review and any questions, and ultimately will be incorporated into a comprehensive revised document. Staff will also address questions raised at the September 26, 2024 FAC meeting that required additional research.

The Handbook is comprised of six (6) sections all covering different topics. Staff has identified the proposed schedule below for presenting all sections of the Handbook to the Finance & Administration Committee meetings as follows.

Finance & Administration Meeting Date	Handbook Sections to be Presented
August 22, 2024	Section 1 (Introduction and Purpose) Section 2 (Board Officers and Board Appointed Staff)
September 26, 2024	Section 3 (Board Meetings) Section 4 (Conferences, Training, Reporting Requirements)
October 24, 2024	Section 5 (Compensation/Benefits) Section 6 (Other Related Information) Wrap up (Questions and Next Steps)

Staff’s goal is to provide a review of Board Handbook provisions, identify areas for potential changes, including incorporation of Board Policy No. 50 where appropriate, and to address questions and receive input from members of the Board. Following the presentation and review of all Sections of the Handbook and proposed revisions, staff will ultimately bring back a complete revised Handbook for the Board’s consideration of approval at a regularly scheduled Board meeting.

**ENVIRONMENTAL REVIEW:** Not Applicable.

**FISCAL IMPACT:** None.

**ATTACHMENT(S):**

1. Board Policy No. 1 - Board of Directors Handbook (current version)
2. Board Policy No. 50 – Board Ethics Policy
3. Redline of Proposed Changes to sections 1 and 2
4. Redline of Proposed Changes to sections 3 and 4



## Board of Directors Handbook

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# MARIN MUNICIPAL WATER DISTRICT

## BOARD OF DIRECTORS HANDBOOK

Adopted: February 2, 2021  
Revised: September 21, 2021

### SECTION 1: Introduction/Purpose

#### Introduction

This handbook is compiled as a guidance document to provide incumbent and newly elected members of the Marin Municipal Water District (“District”) Board of Directors (“Board”) with general information and specific authorities regarding oversight of the District. This handbook is intended to facilitate the handling of Board affairs, assist the Board in complying with open meeting laws, and is complementary to applicable laws and other requirements.

The District is an independent special district, formed pursuant to the Municipal Water District Law of 1911 and approved by voters to provide specific services to residences within the District’s service area. The District is a single function, enterprise special district because it charges its customers for the service provided. The District is governed by a five-member Board elected by voters within a specified limited boundary or division. Each Board member must be a resident of the division from which he or she is elected. Regular elections for Board members are held every 2 even years for staggered 4-year terms (i.e., divisions I, III & IV are elected in one 2-year election cycle and divisions II & V in the other 2-year election cycle).

The Board holds publicly noticed meetings in accordance with the Brown Act where citizens may address the Board regarding matters within the subject matter jurisdiction of the District.

#### Governing Laws and Regulations

The District was formed pursuant to California Water Code Section 71000 *et seq.*, commonly known as the Municipal Water District Law of 1911. The California Government Code contains a number of provisions applicable to the District and Board member activities including, but not limited to: the Ralph M. Brown Act (Open Meetings Law), Public Records Act (Public Access to Information), Government Code Section 1090 and the Political Reform Act (Conflict of Interest), Assembly Bill 1234 (Ethics), and Assembly Bill 1661 (Sexual Harassment Prevention).

## Board Policies and Administrative Procedures

The mission of the District, as established by the Board of Directors, is to manage its natural resources in a sustainable manner and to provide its customers with reliable, high-quality water at a reasonable price. The Board communicates its direction, or its philosophy, toward fulfilling this mission by developing and periodically reviewing its values and goals, and creating and updating various policies and procedures to ensure that the District’s customers and the public are treated in a fair and consistent manner. In most instances, policy is established by an affirmative vote of a majority of the members of the Board. However, some circumstances may necessitate the approval of a supermajority of the Board. The District’s General Counsel will advise the Board of the approval requirements necessary to bind the Board to a given course of action.

Current District values and goals are listed below:

### VALUES

- Promote environmental stewardship and sustainability
- Conduct business with integrity and in an ethical manner
- Ensure fair, open, and responsive interactions with District customers and other members of the public
- Promote diversity in and equitable treatment of our employees
- Provide a healthy work environment
- Work cooperatively with other public agencies and groups
- Treat all individuals with fairness, dignity, and respect
- Continuously improve through the promotion of initiative, leadership, professional development and training
- Exercise responsible financial management

### DISTRICT GOALS

- Assure that water produced is of high quality and protects public health from source to the customer's tap
- Provide a long-term reliable water supply for District customers
- Maintain the District’s infrastructure in a cost-effective manner to assure reliable operation
- Provide a water rate structure that is fair and reasonable, and that adequately funds the long-term maintenance and capital needs of the District’s supply and delivery systems
- Promote conservation and water recycling programs and other practices which encourage the efficient use of water
- Provide responsible stewardship of land under District management, balancing existing mandates to safeguard ecological integrity, protect against wildfire, and maintain water quality

- Provide for visitor access and activities on watershed lands consistent with the constraints of watershed stewardship
- Maintain excellent communications with customers and assure responsive customer service
- Ensure a stable and talented workforce to do the District’s work today and into the future

District governing documents include but are not limited to: the Marin Municipal Water District Code, Board Policies, Administrative Policies, Administrative Procedures, and applicable state and federal laws, which collectively constitute the policies and procedures which District staff follow when carrying out their day-to-day duties.

District administrative and operating procedures are approved by the General Manager pursuant to the authority delegated by the Board and are implemented to ensure that the District operates in a uniform and businesslike manner, and in accordance with the established policies of the Board.

## SECTION 2: Board Officers and Board Appointed Staff

### Board Officers and General Board Duties

#### *Appointment of Officers and Duties*

At its first meeting in January of each year the Board elects one of its members President and one of its members Vice President. The Board President and Vice President have no additional powers beyond those of any other Board member except that all committees of the Board are appointed by the President, with the advice and consent of other Board members.

The following are the responsibilities of the Board President:

- Serve as presiding officer of all Board meetings and maintain proper and appropriate parliamentary procedure (Robert’s Rules of Order) and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Run effective and efficient Board meetings and keep the Board discussions focused on agenda items to steadfastly move the Board toward making decisions true to its proper role and responsibility;
- Maintain proper conduct at Board meetings and diplomatically facilitate appropriate public participation in the activities of the Board in accordance with the Brown Act, while managing time and avoiding diversions from the agenda or disruptions in conducting District business;
- Allow other Board members to complete their comments on an item before offering his or her own;
- Vote, discuss, and make motions the same as other Board members; however, the President only makes motions and seconds when other Board members are reluctant to do so;

- Sign various Board-approved documents, including every original ordinance and resolution passed and adopted by the Board; and
- Act as the official representative of the District for ceremonial purposes, unless unavailable or delegated to another Board member or the General Manager.

The Vice President exercises the powers and responsibilities of the President in his or her absence.

#### *General Board Duties*

The Board is collectively the unit of authority within the District. Apart from a Board member's normal function as a part of this unit, an individual Board member has no authority to bind the District to a specific course of action.

The Board, as governing body of the District, is charged with full jurisdiction over all water works necessary for the acquisition, storage, treatment, sale and distribution of water served to District customers. The General Manager is charged with carrying out this responsibility on a day-to-day basis. Among other duties the Board has the authority to:

- Acquire or sell real District property, to construct and operate facilities, to purchase equipment and enter into contracts;
- Adopt and oversee annual District budgets and finances, set water rates and charges, and approve the purchase of resources needed by management to carry out District policies; and
- Appoint and conduct annual performance evaluations of the General Manager and General Counsel, and approve compensation for all District employees.

#### *Communication to/from the Board*

The tone and content of all communications should reflect the highest degree of professionalism and respect. Board members are responsible for the content of all text, audio, or images that they place or send, including those sent over the District computer network. Messages with fraudulent, harassing, abusive, obscene, vulgar, profane, offensive, or sexually suggestive content are prohibited. Messages with derogatory or inflammatory remarks related to a person's membership in any protected class are also prohibited.

When a Board member receives a complaint or inquiry from the public regarding the District's services and/or staff, the Board member should acknowledge the complaint or inquiry without making any promise or commitment as to what will happen on behalf of the District and forward the message to the General Manager. Board members are encouraged to engage the public on matters of District interest and concern but cannot guarantee an outcome or result before the Board has acted.

#### *Emails/ Text Messages*

The District provides each Board member his or her own District email address. Routine communication should be by District email. Board members should refrain from using any



communication method that may result in a serial meeting. For example, Board members should refrain from using the “reply all” function to respond to emails sent to the Board and should not use email or other means of communication to develop a consensus on any issue within the Board’s subject matter jurisdiction outside of a public meeting. (See later reference to the Brown Act, Section 3)

Email messages related to District business, sent from either District email accounts or personal accounts, are considered “public records” and accordingly, unless exempt from disclosure pursuant to the provisions of the California Public Records Act, may be disclosed in response to a public records request. These emails may also be subpoenaed as evidence in litigation. The District reserves the right to access and disclose all messages sent over its computer network and email system for any lawful purpose. The use of personal email accounts and personal electronic devices for District business is still subject to the disclosure requirement of the Public Records Act or a subpoena. Board members should carefully consider whether the use of personal email for District business is appropriate.

Board members are responsible for checking their incoming email frequently, reading its contents and responding in a timely manner. Messages transmitted over the District email system should only involve District-related activities for the accomplishment of business-related tasks or any communication directly related to District business, administration or practices. The District email system should not be used for personal correspondence. All email messages received at or sent through the District server system, including emails sent and received by Board members’ District email addresses, are property of the District and are not private.

Board members should remain aware that the rules applicable to emails also apply to text message communications. Therefore, Board members should use good judgment when sending and receiving electronic communications of any kind, including text messages. Board members should refrain from sending any electronic communications regarding matters within the subject matter jurisdiction of the Board during Board or committee meetings. Instead, Board member comments and discussions should occur aloud during the meeting in order to ensure members of the public may properly observe their elected official’s opinions on District matters.

*Social Media*

Board members may use social media to engage in separate conversations or communications on an internet-based social media platform to answer questions, provide information to the public, or to solicit information from the public regarding matters that are within the subject matter jurisdiction of the Board provided that a majority of the members of the Board do not use the internet-based social media platform to discuss among themselves business within the subject matter jurisdiction of the Board. Board members should remain aware that the phrase “discuss among themselves” is broadly defined to include any communications made, posted, or shared on an internet-based social media platform between members of the Board, including comments or use of digital icons that express reactions to communications made by other members of the Board, such as “like”. For this reason, Board members should not comment or use any digital icons (i.e., like, dislike, etc.) expressing reactions to fellow Board members’ social

media posts related to District business. Board members should also refrain from taking positions on social media regarding any matter that is pending or may become before the Board.

*Contact with Media*

Because the public receives much of its information regarding District programs, policies and operations through the media, it is important that the District provide the media with the most complete and accurate sources of information available. Thus, the General Manager or his designee shall serve as the District’s primary spokesperson and the media’s primary source of contact with the District. Media inquiries about official District business, including requests for explanations of District policy, should be directed to the General Manager or his designee.

Board member communications with the media, including op-eds, in which the District is a subject matter of discussion shall be clearly identified as an expression of personal opinion of the individual Board member who is expressing his or her opinion to the media.

*Use of Title/ Advocacy on Non-Board Approved Matters*

Elected or appointed officials may not take positions on behalf of the District without the express prior permission and direction of the Board. When Board members are asked for the District’s opinion on an issue, the response should reflect the position of the Board. Any position of the Board is developed through a collective action taken by the entire Board.

If an individual Board member elects to engage in producing any correspondence, public comment or oral presentation or to engage in advocacy on matters other than in representation of a Board position, the Board member may not use his or her Board title, or otherwise suggest or imply that their positions reflect the position of the Board or the District, without the express prior permission and direction of the Board. If a Board member produces or engages in advocacy that does not reflect a collective action taken by the entire Board and finds that it is necessary to make reference to their Board title, the Board member must include a disclaimer that immediately precedes and follows the opinion expressed by the individual Board member. The disclaimer must indicate that the position being expressed is that of the individual Board member and does not reflect the position of the District or the Board.

**Board Appointed Staff**

*General Manager*

The General Manager is appointed by and reports to the Board to carry out the day-to-day activities of the District pursuant to adopted ordinances, resolutions and policies. The General Manager has full charge and control of the maintenance, operation and construction of the waterworks system of the District and authority to employ and discharge employees, except those appointed by the Board, and determine employee duties necessary to carry out these responsibilities. The General Manager shall provide a written monthly report to the Board summarizing the work performed during the month and other items of importance or interest to the Board, and approve, or appropriately delegate, all requisitions for materials, supplies,

equipment and services necessary for carrying out the work, with Board approval where required.

*General Counsel*

The General Counsel is appointed by and reports to the Board, and is the legal advisor to the District regarding all legal matters pertaining to the District. The General Counsel performs such duties in relation to the District’s legal matters as the General Manager, or Board may request. The General Counsel is authorized to retain outside counsel from time to time to represent the District in various matters.

*Board Secretary*

The Board Secretary is appointed by the Board and reports to the General Manager and attends all Board meetings and committee meetings; keeps a complete record of the proceedings including attendance; prepares and maintains official correspondence as directed; maintains custody of the District seal; countersigns all District warrants; maintains oaths of office of all appointed or elected officials and performs such other duties as may be required by the Board.

*Finance Director/Treasurer*

The Finance Director/Treasurer is appointed by the Board and reports to the General Manager and is the chief financial officer of the District. He or she supervises and administers the financial accounts, records and accounting controls in accordance with generally accepted accounting procedures regarding the financial status and requirements of the District.

*Consulting Auditor*

The Consulting Auditor shall be an independent public accountant annually retained by and reporting solely to the Board to make an examination of the District’s financial position in accordance with generally accepted accounting and auditing standards. The Consulting Auditor may perform other services as requested by the Board from time to time. The Consulting Auditor is not an employee of the District and is engaged on a fee basis for the services rendered.

*Evaluation of Board Appointed Staff*

Annually, the Board should meet and discuss the performance of the General Manager and prepare a documented performance appraisal to be shared individually with the General Manager in closed session.

Annually, the Board should meet and discuss the performance of the General Counsel and prepare a documented performance appraisal to be shared individually with the General Counsel in closed session.

# District Organization and Communications between Board Members and Staff

## Organization

The District is organized into three divisions with each division leader reporting directly to the General Manager. The four divisions are as follows:

- Administrative Services Division, including functional responsibilities of Finance, Customer Service & Meters, and Information Technology;
- Engineering Division, including functional responsibilities of Engineering, and Water Conservation;
- and
- Operations Division, including Water Treatment and Distribution, Distribution System Maintenance, Water Quality and Laboratory Services, Safety/Emergency Response and the functional responsibilities of Facilities Maintenance & Support.

Additionally, the District’s Human Resources and Communications, & Public Affairs and Watershed Departments report directly to the General Manager. The General Counsel’s Office reports directly to the Board and provides ongoing support to the General Manager and District staff regarding legal and related matters.

## Communication between Board Members and Staff

All communication between Board members and staff regarding District business should be coordinated through the General Manager, including requests from individual Board members. The General Manager will then generate a staff assignment to develop information or reports responsive to the Board member(s) request.

Responses from staff shall be communicated through the General Manager’s Office or designee to the requesting Board member(s) and, if the General Manager believes that the information may be of general interest, the response may be sent to all Board members. This does not apply to requests for routine information (e.g. lake storage status, stream flows, fire conditions on the watershed, etc.). Routine information will be provided to Board members in the same way that it is provided to the general public.

# SECTION 3: Board Meetings

## Scheduling Meetings

### Regular Meetings

The principal type of meeting at which District business is conducted is at a regular bi-monthly meeting of the Board. Regular bi-monthly meetings of the Board of Directors will be held the first and third Tuesdays of each month, to begin at or after 5p.m., but normally at 7:30p.m., in the boardroom located at the District office (220 Nellen Avenue, Corte Madera, California) unless

otherwise stated in a Board adopted calendar for the upcoming year, prior to January 31st of each year.

Meeting notices and agendas for regular meetings are posted online at [marinwater.org](http://marinwater.org), and physically posted at the District office in Corte Madera, and at the Corte Madera, Fairfax, Mill Valley and San Rafael Civic Center public libraries on the Friday (at least 72 hours) before each meeting. Reports and other materials related to the agenda items are posted on the District's website and hard copies are available for review at the District office.

*Special Meetings*

Occasionally, special meetings of the Board are held to consider a particular topic, conduct a workshop or study session or, if necessary, hold a meeting at a time or date other than a regularly scheduled Board meeting. Agendas for special Board meetings must be posted in a public place and online at least one-day (24 hours) prior to the meeting. However, the District makes every effort to provide more than one-day (24 hours) notice prior to the meeting, when possible.

Regular and special meetings of the Board should generally be held within the boundaries of the District's jurisdiction with certain exceptions. The Board may adjourn a regular or special meeting to another place, date or time if the business considered at that particular Board meeting has not yet been completed and/or if Board deliberations would benefit from re-convening the meeting to another place, date or time.

*Emergency Meetings*

When an emergency occurs, such as a crippling disaster, work stoppage or other activity that severely impairs public health, safety or both, as determined by a majority of the Board, an emergency meeting may be called. Notice of an emergency meeting must be given to local media at least one hour prior to the meeting. However, in the case of a dire emergency such as mass destruction, terrorist act, or threatened terrorist activity posing peril so immediate and significant that providing one-hour notice may endanger public health, safety or both, as determined by a majority of the Board, notice need only be provided at or near the time that notice is provided to members of the Board.

*Public Hearings*

Public hearings are held on matters of special importance when required by law.

*Closed Sessions*

Meetings of the Board are either fully open or fully closed, and there is nothing in between. The Brown Act strongly favors open meetings and private discussions among a majority of the Board members are prohibited, unless expressly authorized by the Brown Act. Closed sessions are an exception to open meeting requirements, and the authority for such sessions is narrowly construed. The fact that material may be sensitive, embarrassing or controversial does not justify consideration in a closed session unless authorized by a specific statutory exception(s) to the

Brown Act. The most commonly cited statutory exceptions relate to litigation (including threat of), real property negotiations, public employment issues, and labor negotiations.

Closed sessions are generally held immediately prior to or following regular bi-monthly meetings of the Board but may also be scheduled at other designated times. While public comment is permitted prior to the Board convening to closed session, only individuals having an official role in the closed session subject matter may attend and the confidential information discussed during the closed session is explicitly prohibited from unauthorized disclosure. It is incumbent upon those attending closed sessions to protect the confidentiality of those discussions.

Following a closed session the Board shall reconvene in open session and publicly report out final decisions and the votes for or against any final decisions. The Board President or General Counsel generally makes these public reports.

*Committee Meetings*

Board committees act in an advisory capacity to the Board. Two Board members (Chair and Member) are annually appointed to each committee by the Board President with the advice and consent of other Board members.

Committee meetings are typically held in the boardroom at the District office, 220 Nellen Avenue, Corte Madera, California, unless otherwise noticed. Committee meeting notices and agendas are prepared and posted in accordance with the Brown Act similar to regular Board meetings and minutes are prepared for each meeting. The minutes are included in the next committee meeting agenda packet and approved by the committee during a subsequent meeting of the committee.

The District dually notices all committee meetings as both committee meetings and special meetings of the Board. This ensures that a quorum of the Board may attend and participate in the committee meeting, while maintaining compliance with the Brown Act. If less than a quorum of the Board (less than three Board members) participates in the meeting, it is a committee meeting. When a quorum of the Board (three or more Board members) participates in the meeting, it is a Board meeting. The Board, as a practice, generally does not take final action on items during committee meetings, unless District staff determines the urgency of the item requires immediate action that cannot be delayed until a subsequent regular bi-monthly Board meeting. This practice generally allows members of the public multiple opportunities to submit comments and participate in the Board’s decision-making process prior to the Board taking final action on an item.

Currently there are four Board committees:

- Communications & Water Efficiency Committee, which meets quarterly on the 3rd Wednesday of the month in February, May, August and November;
- Finance & Administration Committee, which meets on the 4th Thursday of each month;
- Operations Committee, which meets on the 3rd Friday of each month; and

- Watershed Committee, which meets quarterly on the 3rd Thursday of the month in March, June, September and December.

From time-to-time the Board may establish ad hoc committees to address issues with a limited scope and duration. The Board President may appoint Board members to ad hoc committees. These committees are not subject to the Brown Act, since a quorum of the Board (3 or more Members) does not attend or participate.

Additionally, Board members may be assigned to represent the District before other broad based regional groups including: Tamalpais Lands Collaborative Executive Committee, Lagunitas Creek Sediment and Riparian Management Plan Technical Advisory Committee, North Bay Watershed Association, Tomales Bay Watershed Council, Sonoma County Water Agency Water Advisory Committee, North Bay Water Reuse Authority, Las Gallinas Recycled Water Committee, and Association of California Water Agencies.

## Preparation of Agenda and Order of Business

### *Agendas*

Meeting agendas specify the date, time and location of the meeting, in accordance with Brown Act requirements, and must contain a brief general description of each item of business to be transacted or discussed at the meeting. It should be clear from the agenda wording what will be discussed and what action is being proposed so members of the public can determine if they would like to observe or participate in the meeting. The Brown Act generally prohibits any Board action or substantive Board discussion of items that are not on the agenda.

Most items on the agenda originate from the General Manager and District staff. Staff maintains a detailed list of upcoming agenda items that is updated after each Board and committee meeting. Typical types of agenda items include the following:

- Policy direction from the Board;
- Public hearings;
- Items with overarching policy implications (e.g. strategic planning, budgeting, labor negotiations);
- Actions required by law;
- Actions on the overall implementation of a Board approved project or program (e.g. award of construction contracts, consideration of an environmental review document, etc.);
- Discretionary decisions for which authority has not been delegated to the General Manager; and
- Informational items to update the Board and public on District matters.

A draft agenda for regular Board meetings is developed by the General Manager and reviewed by the Board President prior to the agenda being publicly posted. The Board formally adopts the agenda for each meeting as an initial order of business after each meeting is called to order.

*Future Agenda Items*

Board members may request that items be placed on agendas during discussion of the “Future Agenda Items” portion of the agenda. A motion by a Board member and a second by another Board member will initiate bringing the item to a future meeting for discussion and consideration.

*Urgency Items*

In rare cases, a legitimate urgent need may arise that must be acted upon even though the item was not included on a posted agenda. The General Counsel shall be consulted on all urgency items. In order for the Board to take action on an urgency item, two determinations must be approved by a two-thirds vote of the Board members present (or by unanimous vote if less than two-thirds (2/3) but more than a quorum of members are present):

- There is an immediate need to take action; and
- The need for action arose after the agenda-posting deadline.

If the above requirements are met, the Board may vote to add the urgency item to the agenda.

*Attendance, Conduct, Quorum & Voting, Rules of Order, Brown Act*

Board members should strive to attend all Board and committee meetings in person. If a Board member will be absent, he or she should notify the General Manager and Board President as soon as possible.

*Teleconferencing*

A Board member may participate in meetings via teleconference when not able to attend in person. For each meeting that a Board member will participate by teleconference, the Board member should notify the Board Secretary of his or her teleconference location prior to the agenda being posted, so that the agenda for the meeting will properly identify the teleconference location. All teleconference locations must be accessible to the public, have a copy of the agenda posted, and allow members of the public to address the Board at the teleconference location. When a Board member or members, participate via teleconference meeting all votes must be taken by roll call.

*Quorum/ Board Action*

The Board shall act only by motion, resolution or ordinance. A majority of the board shall constitute a quorum for the transaction of business; however, no ordinance, motion or resolution shall be passed to become effective without the affirmative vote of a majority of the members of the board. A supermajority of votes is necessary to consider an urgency item not previously posted on the Board meeting agenda or to take certain actions in response to an emergency



situation. The District utilizes the parliamentary procedure from Robert’s Rules of Order to conduct Board meetings.

*Brown Act (Opening Meetings Law)*

In compliance with the Ralph M. Brown Act (“Act”), all meetings of the Board are to be held in open session, unless a closed session is expressly permitted by the Act, and the general public is permitted to attend all open sessions. In order to ensure proper public participation and that all decisions are reached only during public meetings, Board members should refrain from participating in phone calls or emails that:

- Discuss issues within the Board’s subject matter jurisdiction and are directed to a majority of the Board members;
- Take a position or make commitments on matters yet to be decided by the Board; and/or
- Communicate his/her position on a matter pending before the Board to all other members of the Board.

Meeting Minutes

Draft meeting minutes are prepared by the Board Secretary and presented to the Board and/or committee for approval at the next meeting of the Board or applicable committee.

SECTION 4: Conference, Training, Reporting Requirements

Conferences

In accordance with Board policy, Board members may elect to attend conferences, meetings and other functions from which the District derives specific benefit through attendance, including those affiliated with District membership in various associations. After attending the conference, meeting or training, the Board member who attended on behalf of the District should provide a brief oral report during the Directors’ and General Manager’s Announcements portion of the agenda to share information about the event with fellow Board members and the public.

Mandatory Ethics and Sexual Harassment Prevention Training

The Board Ethics Policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members’ conduct and in achievement of the District’s mission. The proper operation of the District requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. Pursuant to the Board Ethics Policy and provisions of the California Government Code set forth in Assembly Bill 1234, Board members are required to receive two hours of ethics training within the first six months of taking office and every two years thereafter.

Board members must also receive two hours of sexual harassment prevention training within the first six months of taking office and every two years thereafter. The District’s current Sexual Harassment Policy is intended to prevent sexual harassment in the work environment and provides procedures for resolving complaints of sexual harassment.

### Public Records Act Training

All records of the District, except those exempt from disclosure pursuant to the California Public Records Act and/or other applicable laws, are public records. Any person may examine public records during regular business hours of the District or may obtain a copy of requested records in accordance with the California Public Records Act. For convenience to the public, the District has a Public Records Act Request form on its website and provides electronic records at no charge to the public.

The Board Secretary maintains a records retention policy and works with the General Counsel’s Office in responding to Public Records Act requests. The Board Secretary and the General Counsel conduct periodic in-house trainings pertaining to the California Public Records Act. Board members are encouraged to participate in said training.

The Board Secretary maintains certificates of completion and a training log for all Board member training. The Board Secretary keeps Board members informed of all training requirements and applicable due dates to ensure compliance with applicable laws.

### Conflict of Interest/Form 700

State laws attempt to eliminate any action by a Board member that may implicate a conflict of interest. The purpose of such laws and regulations is to ensure that all actions taken are in the public interest. The Political Reform Act of 1974 requires public officials and designated employees to disclose financial interests that could cause a conflict of interest. Public officials may be required to disqualify themselves from making, participating in, or attempting to influence any decision that will materially affect their financial or economic interest. If a Board member is unsure whether or not he or she may have a disqualifying economic interest, he or she should consult the General Counsel as soon as possible.

Economic interests include, but are not limited to, those items public officials are required to report on the Form 700, Fair Political Practices Commission (“FPPC”) “Statement of Economic Interest” and include sources of income, business interests and real estate investments. The Form 700 also requires the annual reporting of all gifts received that are valued at \$50 or greater in a calendar year. The Political Reform Act precludes the acceptance of any gifts with a value totaling more than \$500 in a calendar year. These Form 700s are provided to Board members each calendar year, and within 30 days of assuming or leaving office, and filed with the Board Secretary who forwards them to the FPPC and makes them available for public inspection and reproduction.

*Conflict of Interest Reporting at Board Meetings*

A Board member may be disqualified from participating in agenda items that present a financial conflict of interest. If a Board member is disqualified due to a financial conflict, he or she must abstain from the item, state the reason for the disqualification, and leave the room during the agenda item (unless the item is listed on the consent calendar).

SECTION 5: Compensation/Benefits

Board Compensation

The District has adopted a policy regarding Compensation of Elected or Appointed Officials to address Board member compensation.

Each Board member shall receive as compensation \$200 per day for each day’s attendance at meetings of the Board or for each day’s service rendered as a Board member by request of the Board. No Board member may receive compensation for more than 10 days in any calendar month. The District authorizes payment to Board members at the daily compensation rate for attending Board meetings and committee meetings. In addition, pursuant to Board policy, the District authorizes payment of the daily compensation rate to Board members for attendance at other specified meetings or attendance at other District business as authorized by the General Manager.

Additionally, Board members receive medical and dental benefits consistent with other District employees.

Travel Authorization and Reimbursement of Travel Expenses

In accordance with Board policy, Board members may attend, travel and seek reimbursement of all normal and necessary expenses incurred while attending conferences, training, meetings and other functions from which the District derives a specific benefit through attendance. Only that travel/attendance which serves a District purpose and is deemed necessary and/or advantageous to the District shall be approved and reimbursed. Travel shall be by means most economical to the District. Board members are expected to exercise sound judgment in the incurring and submittal of travel expenses in keeping with the standards and proprieties of a visible and accountable public agency.

Reimbursement of costs shall be based on the minimum number of days and hours required to transact District business. Early departures and late arrivals shall be at the Board member’s own expense, except where savings to the District can be demonstrated. Reimbursement will not be allowed for travel between a Board member’s residence and the location of a meeting that does not exceed the Board member’s normal commute distance to the District’s office.

Items of a personal nature are not reimbursable, including but not limited to: movies, entertainment, premium television services, alcoholic beverages, dry cleaning, spas, gyms, barber, magazines, shoe shines, travel insurance, purchase of clothing or toiletries, loss of tickets, fines or traffic violations, excess baggage costs, spouse and/or guest expenses/ accommodations, repairs to personal vehicles, and office equipment. Optional tours, banquets or other activities not related to District business offered through a conference, but as an additional cost to registration, are solely at the discretion of the Board member and will be considered a personal expense.

## SECTION 6: Other Related Information

### *Human Resources*

The Board has established a District Human Resources (HR) goal to “*Ensure a stable and talented workforce to do the District’s work today and into the future.*” This goal is based on District values of promoting diversity in and equitable treatment of its employees; providing a healthy work environment; and continuously improving through the promotion of initiatives, leadership and personal development and training. Ensuring District HR policy is current and consistent with this strategy is a shared responsibility between staff and the Board. Board members should be familiar with key HR documents including but not limited to: the Equal Employment Opportunity Policy, labor agreements with both represented and non-represented employees, benefit summaries, job descriptions and salary schedules.

### *Risk Management and Emergency Operations*

The District maintains a range of insurance coverage to limit financial risks, which may occur from an uncertain event or loss. The District’s insurance portfolio includes both a self-insured component and third-party insurance coverage. The third-party insurance coverage provides coverage for the following: Property Damage, General & Auto Liability (including vehicle physical damage), Public Officials Errors and Omissions (E&O) and Employee Practices Liability, Employee Fidelity, Workers’ Compensation and Cyber Liability coverage.

The Public Officials E&O coverage insures Board members and District officers against claims made against them for “breach of duty” occurring through negligence, error or unintentional omission. Violations of certain laws and regulations by a Board member, such as discrimination, harassment or fraud, may result in that individual member being personally liable for damages that may not be covered by this insurance policy.

All insurance coverage is annually reviewed and approved by the Board. Additionally, District contract language for procuring equipment, supplies and services (including consultant services), includes general provisions that reduce potential risks to the District. These contracting provisions include, but are not limited to, the following topics: indemnification, insurance, nondiscrimination and conflict of interest.

The District maintains an active emergency preparedness program that includes an Emergency Operations Plan (EOP) to help manage District critical functions during an emergency and ensure the safety of staff. The EOP has been prepared to provide a plan of action in response to various emergencies that may involve the District and/or its facilities. The plan primarily addresses the possible emergencies of earthquake, electrical power failure, fire, flood, hazardous or toxic spills, potential water contamination, vandalism and sabotage, and vehicle or personnel accidents. The District coordinates its EOP, functions and response with first responders from other public and private entities and organizations, and the District designates staff as liaisons with general-purpose government Emergency Operations Centers as necessary. The General Manager, or his designee, may request mutual aid assistance from other local government or public agencies, or commit District resources to other agencies requesting aid. The General Manager provides regular reports to the Board on the District's response to emergency situations and presents annual reports on the District Emergency Preparedness Program. Each Board member receives a copy of the EOP, which is updated from time to time.

When an emergency situation arises, the General Manager may award necessary contracts without competitive bidding. The Board must ratify the emergency contract award within 14 days.

*Electronic Equipment, Data and Software*

The District's employees are given access to the District's software, information and applications to perform the functions of the District. Information and applications developed by employees are added to the District's overall information system. The District purchased data for the District's Geographic Information System from the County of Marin.

Board members are regarded as "District employees" with respect to the use of District electronic equipment, data and software and should follow the same rules as District employees. As with any District employee, Board members should only use these materials for District business and assure no dissemination of the materials to the public. Any requests for use of District electronic data and software will be subject to approval by the General Manager.

*Community Outreach*

Supplementing Board member assignments to participate in broad based regional groups, the District provides extensive community outreach programs through its Water Conservation, Watershed Management and Public Information departments. Outreach activities and opportunities can be located on the District's website and through its social media accounts.

*Association Memberships*

The District holds memberships in and attends meetings of associations, which have applicability to District functions, and looks upon such memberships as opportunities for in-service training. Board members may participate in the following associations with which the District holds memberships: the American Water Works Association (AWWA), the Association of California Water Agencies (ACWA) and the Water Environment Association (WEA). Board members who

vote or hold a formal position in these associations recognize that they are representing the District when attending these functions.

When Board members are attending meetings on their own accord, and are not requested to attend by the Board, Board members are cautioned that they are not authorized to officially represent the District at those meetings.

*Orientation of New Board Members*

Newly elected Board members are subject to the Brown Act immediately upon being elected to office, even though their swearing in does not occur until noon on the first Friday in December. Current and newly elected Board members should remain cognizant of this when communicating with each other in order to prevent an unintentional serial meeting from occurring, which would constitute a violation of the Brown Act.

The Board Secretary is the point of contact for newly elected Board members regarding:

- Filing an assuming office Statement of Economic Interests Form 700 with the FPPC within 30 days of taking office;
- Completing mandatory Ethics and Harassment training;
- Procuring a suitable photograph and developing a brief biography to be posted on the District website;
- Completing employee on-boarding, payroll and benefit paperwork and setting up a District email account; and
- Providing important reading materials including the Board of Directors Handbook, District policies, recent water rate information and Cost of Service Analysis, budgets, capital improvement program information and Water Resources Plan.

The General Manager is the point of contact for newly elected Board members to tour District offices, meet staff, visit key facilities and address pertinent questions.

The General Counsel is the point of contact for all legal matters, including conflicts of interest and the Brown Act.



**MARIN MUNICIPAL  
WATER DISTRICT**

**BOARD POLICY**

**No.: 50**

**DATE: MARCH 5, 2013**

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**SUBJECT: BOARD ETHICS POLICY**

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**IT IS THE POLICY OF THE MARIN MUNICIPAL WATER DISTRICT BOARD OF DIRECTORS TO:**

Promote ethical behavior in the conduct of District business.

**Purpose and Scope**

The proper operation of the District requires that Board Members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the Marin Municipal Water District Board of Directors.

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

**Responsibilities of  
Public Office**

District Board Members are dedicated to the concepts of effective and democratic governance by responsible elected officials. They:

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

*[Government Code Sections 1360 and 53235; Article 20, Section 3 of the California Constitution.]*

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**MARCH 5, 2013**  
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**Fair and Open  
Processes Involving  
the Public**

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

*[Government Code Sections 54950 et seq.; 54952.1 and 54959.]*

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**Fair and Equal  
Treatment**

District Board Members promote diversity and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board Members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.
- Board Members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
- Board Members will cooperate in achieving the equal opportunity objectives of the District.

*[See, e.g., Article 1, Section 31 of the California Constitution; Age Discrimination in Employment Act of 1967; Americans with Disabilities Act of 1990; Fair Employment and Housing Act; Rehabilitation Act of 1973; Title VII of the Civil Rights Act of 1964; Labor Code Section 1102. See also the District's Administrative Policy No. 41 – Equal Employment Opportunity (EEO); Administrative Policy No. 29 – Anti Harassment and Discrimination Policy.]*

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**Proper Use and  
Safeguarding of  
District Property  
and Resources**

District Board Members exercise responsible financial management in the conduct of District business.

- Board Members will safeguard District property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.
- A Board Member will not ask or require a District employee to perform services for the personal benefit or profit of a Board Member or employee.



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- Each Board Member will protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form.
- Board Members will maintain written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the District's behalf.

*[Article 16, Section 6 of the California Constitution; Penal Code Section 424. See also Board Policy No. 13 – Retention of Ownership of District Watershed Lands and Board Policy No. 41 – Travel Authorization and Reimbursement of Travel Expenses for Elected Officials.]*

**Use of Confidential Information**

Board Members will safeguard confidential information.

Board Members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the California Public Records Act.

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

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

**Conflict of Interest**

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

- A Board Member will not have a financial interest in a contract with the District, or be purchaser at a sale by the District or a vendor at a purchase made by the District, unless his or her participation is legally authorized.

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

*[Government Code Sections 87100 et seq.; Government Code Sections 1090 et seq.; 81000 et seq.; 87105 and 89502 and Penal Code Sections 68 and 70.]*

**Soliciting Political Contributions**

Board Members will not solicit political funds or contributions of in-kind services at District facilities.

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

*[Government Code Section 3205.]*

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**Incompatible Offices**

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

*(See, Government Code Section 1099, generally, 73 Cal.Op. Atty.Gen. 357 (1990). See also Government Code Section 53227, under which a special district employee may not be sworn into office as an elected or appointed Member of the same special district unless he or she resigns as an employee.)*

**Board Member-  
General Manager  
Relationship**

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

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

**Exercise  
Responsible  
Financial  
Management**

The Board ensures the District exercises responsible financial management.

- The Board ensures that the District maintains a system of auditing and accounting that completely and at all times shows the financial condition of the District in accordance with generally accepted accounting principles and legal requirements.
- The Board retains an independent auditor who conducts an annual audit of the District's books, records and financial affairs. The District's Finance Manager and auditor will meet with the Board at the conclusion of the audit each year to review the audit results and recommendations.

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

The Board ensures that the District maintains a healthy work environment.

- The General Manager has primary responsibility for ensuring compliance with the District's personnel/administrative policies and procedures, and ensuring that District employees do not engage in improper activities, for investigating allegations of improper activities, and for taking appropriate corrective and disciplinary actions. The Board ensures that the General Manager is operating the District according to law and the policies approved by the Board.
- Board Members will disclose to the General Manager, to the extent not expressly prohibited by law, improper activities within their knowledge. Board Members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the General Manager is not properly carrying out these responsibilities.
- A Board Member will not directly or indirectly use or attempt to use the authority or influence of his or her position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the General Manager or the Board any information that, if true, would constitute: a work-related violation by a Board Member or District employee of any law or regulation, gross waste of District funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of a District official or employee, use of a District office or position or of District resources for personal gain, or a conflict of interest of a District Board Member or District employee.

*[Labor Code Section 1102.5 et seq.; Government Code Sections 53298 and 53298.5.]*

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**Directors’  
Compensation and  
Expense  
Reimbursement**

The District Board Members receive a per diem amount as compensation for each day’s attendance at meetings of the Board or for each day’s service rendered as a member of the Board by request of the Board. That per diem amount is set by ordinance of the Board. No director may receive compensation for more than 10 days in any calendar month. The District reimburses Board Members for reasonable Board authorized expenses actually incurred in the performance of his or her duties.

*[District Code Sections 2.10.060 & 2.10.070; Board Policy Nos. 41 & 42 and Government Code 53232.2.]*

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**Candidate’s  
Statement**

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

*[Elections Code Section 13313.]*

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**Violation of Ethics  
Policy**

A perceived violation of the District’s ethics policy by a Board Member should be referred to the Board President for investigation and consideration of any appropriate action warranted. In the case of a perceived violation by the Board President, the matter should be referred to the Board Vice President. A violation of this policy may be addressed by remedies available by law, including but not limited to:

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



# MARIN MUNICIPAL WATER DISTRICT

## BOARD OF DIRECTORS HANDBOOK

Adopted: February 2, 2021

Revised: September 21, 2021

Revised: \_\_\_\_\_, 2024

### SECTION 1: ~~Introduction~~/Purpose and Background

#### ~~Introduction~~

#### Purpose

This handbook is compiled as a guidance document to provide incumbent and newly elected members of the Marin Municipal Water District (“District”) Board of Directors (“Board”) with general information and specific authorities regarding oversight of the District. This handbook is intended to facilitate the handling of Board affairs, assist the Board in complying with open meeting laws, and is complementary to applicable laws and other requirements.

The proper operation of the District requires that Board Members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. To further these objectives, certain ethical principles govern the conduct of each member of the Marin Municipal Water District Board of Directors.

In addition to providing guidance to the Board on process, this handbook will also promote awareness of ethics, integrity and fidelity as critical elements in Board Members’ conduct and in achievement of the District’s mission.

#### Background

The District is an independent special district, formed pursuant to the Municipal Water District Law of 1911 and approved by voters to provide specific services to residences within the District’s service area. The District is a single function, enterprise special district because it charges its customers for the service provided. The District is governed by a five-member Board elected by voters within a specified limited boundary or division. Each Board member must be a resident of the division from which he or she is elected. Regular elections for Board members are held every



~~2-even~~two years for staggered 4-year terms (i.e., divisions I, III & IV are elected in one 2-year election cycle and divisions II & V in the other 2-year election cycle). The District contracts with the Marin County Department of Elections to facilitate all candidate filings and services for Board member elections.

The Board holds publicly noticed meetings in accordance with the Brown Act where citizens may address the Board regarding matters within the subject matter jurisdiction of the District.

### Governing Laws and Regulations

The District was formed pursuant to California Water Code Section 71000 *et seq.*, commonly known as the Municipal Water District Law of 1911. The California Constitution, the Government Code ~~contains~~and other state statutes contain a number of provisions applicable to the District and Board member activities including, but not limited to: the Ralph M. Brown Act (Open Meetings Law), Public Records Act (Public Access to Information), Government Code Section 1090 and the Political Reform Act and associated regulations (Conflict of Interest), Assembly Bill 1234 (Ethics), and Assembly Bill 1661 (Sexual Harassment Prevention).

### Board Policies and Administrative Procedures

The mission of the District, as established by the Board of Directors, is to manage ~~its natural resources in a sustainable manner~~the lands, water, and facilities in our trust to provide ~~its customers with~~ reliable, high-quality water ~~at a reasonable price~~and adapt and sustain these precious resources for the future. The Board communicates its direction, or its philosophy, toward fulfilling this mission by developing and periodically reviewing its values and goals, and creating and updating various policies and procedures to ensure that the District’s customers and the public are treated in a fair and consistent manner. In most instances, policy is established by an affirmative vote of a majority of the members of the Board. -However, some circumstances may necessitate the approval of a supermajority of the Board. The District’s General Counsel will advise the Board of the approval requirements necessary to bind the Board to a given course of action.

Current District values and goals developed as part of the 2024-2028 Strategic Plan are listed below:

### VALUES

- ~~▪ Promote environmental stewardship and sustainability~~
- ~~▪ Conduct business with integrity and in an ethical manner~~



- ~~▪ Ensure fair, open, and responsive interactions with District **Health and Safety**~~
  - ~~○ We are committed to the health and safety of our colleagues and community.~~
- ~~▪ **Stewardship**~~
  - ~~○ We recognize the essential connection between people and natural resources and manage our lands and facilities for sustained benefits now and in the future.~~
- ~~▪ **Innovation**~~
  - ~~○ We strive for excellence and innovation in managing water and watersheds.~~
- ~~▪ **Efficiency and Responsiveness**~~
  - ~~○ We value efficiency, cost-effectiveness, and timely service in our work with customers and communities.~~
- ~~▪ **Accountability**~~
  - ~~▪○ We operate with the highest levels of individual and organizational accountability to each other members of and the public community.~~
- ~~▪ Promote diversity in and equitable treatment of our employees~~
- ~~▪ **Provide Respect**~~
  - ~~▪ We maintain a healthy workwelcoming environment~~
  - ~~▪ Work cooperatively with other public agencies and groups~~
    - ~~▪○ Treat all individuals with fairness that embraces differences and offers respect, dignity, and respectfairness for all people and partners.~~
  - ~~▪ Continuously improve through the promotion of initiative, leadership, professional development and training~~
  - ~~▪ Exercise responsible financial management~~
- ~~▪ **Listening and Learning**~~
  - ~~○ We enhance ourselves and the organization by listening to others, reflecting on our performance, sharing knowledge with others, and making informed decisions.~~
- ~~▪ **One Water**~~
  - ~~○ We work together to anticipate the challenges ahead and achieve our mission.~~

## DISTRICT GOALS

- ~~▪ Assure that water produced is of **Reliable Water Supply**~~
- ~~▪ Provide a high quality and protects public health from source to the customer's tap~~
  - ~~▪○ Provide a long term, reliable and resilient water supply now and for District customers the future.~~
- ~~▪ Maintain the District's **Resilient Water System**~~
- ~~▪ Invest in and maintain a resilient water system through effective infrastructure in a cost-effective manner to assure reliable operation~~
- ~~▪ Provide a water rate structure that is fair and reasonable, and that adequately funds the long term maintenance and capital needs of the District's supply and delivery systems~~





- ~~▪ Promote conservation and water recycling programs and other practices which encourage the efficient use of water~~
  - ~~▪○ Provide responsible stewardship of land under District management, balancing existing mandates to safeguard ecological integrity, protect against wildfire, and maintain water quality and planning.~~
- ~~▪ Provide for visitor access~~ **Watershed Stewardship**
- ~~▪ Protect and activities on watershed~~ manage Marin Water lands consistent with for the constraints of watershed stewardship
  - ~~○ Maintain excellent communications with customers~~ long-term benefits for the community and assure responsive environment.
- ~~▪~~ **Fiscal Responsibility**
- ~~▪~~ Judiciously manage customer service
  - ~~▪○ Ensure a stable revenue and talented workforce to do the District's work~~ other financial resources for operating, maintaining and upgrading the water system today and in preparation for the future.
- ~~▪~~ **Organizational Excellence**
  - ~~○ Support and sustain an innovative organization that lives by its values, leads by example, delivers valued benefits for its customers and is regarded as an employer of choice.~~

District governing documents include but are not limited to: the Marin Municipal Water District Code, Board Policies, Administrative Policies, ~~Administrative~~Operating Procedures, and applicable state and federal laws, which collectively constitute the policies and procedures ~~which that~~ District staff follow when carrying out their day-to-day duties.

District administrative and operating procedures are approved by the General Manager pursuant to the authority delegated by the Board and are implemented to ensure that the District operates in a uniform and businesslike manner, and in accordance with legal requirements and the established policies and direction of the Board.

## SECTION 2: Board Officers and Board Appointed Staff

### Board Officers and General Board Duties

#### Newly Elected Directors Time of Taking Office

Pursuant to the California Water Code section 71253, newly elected directors shall take office at noon on the first Friday in December succeeding their election. If the election results have not yet been certified by the Marin County Elections Officer by the first Friday in December,



however, then the newly elected directors shall take office as soon as possible thereafter but not later than the next meeting of the Board following certification of the election results.

*Appointment of Officers and Duties*

At its first meeting in January of each year theThe Board elects one of its members President and one of its members Vice President each year. The election of board officers shall take place at the first meeting in January following a nonelection year, and at the first meeting of the board at or after the newly elected directors take office following district elections in November. The Board President and Vice President have no additional powers beyond those of any other Board member except that all committees of the Board are appointed by the President, with the advice and consent of other Board members. Appointment of committee chairs and vice chairs occurs in January. When a committee chair or vice chair vacancy is created following an election, the President may request another member of the board to fill in, or may assume this duty, until such time as new committee appointments are made.

The following are the responsibilities of the Board President:

- Serve as presiding officer of all Board meetings and maintain proper and appropriate parliamentary procedure (Robert’s Rules of Order) and agenda management (e.g. ensure that actions are taken with proper motions and seconds);
- Run effective and efficient Board meetings and keep the Board discussions focused on agenda items to steadfastly move the Board toward making decisions true to its proper role and responsibility;
- Maintain proper conduct at Board meetings and diplomatically facilitate appropriate public participation in the activities of the Board in accordance with the Brown Act, while managing time and avoiding diversions from the agenda or disruptions in conducting District business;
- Allow other Board members to complete their comments on an item before offering his or her own;
- Vote, discuss, and make motions the same as other Board members; however, the President only makes motions and seconds when other Board members are reluctant to do so;
- Sign various Board-approved documents, including every original ordinance and resolution passed and adopted by the Board; and
- Act as the official representative of the District for ceremonial purposes, unless unavailable or delegated to another Board member or the General Manager.

The Vice President exercises the powers and responsibilities of the President in his or her absence.



General Board Duties

Responsibilities of Public Office

District Board Members are dedicated to the concepts of effective and democratic governance by responsible elected officials. As such, the Directors will:

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

District Board Members promote diversity and equality in personnel matters and in contracting, consistent with state and federal laws.

- Board Members, in performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.
- Board Members will not grant any special consideration, treatment, or advantage to any person or group beyond that available to every other person or group in similar circumstances.
- Board Members will cooperate in achieving the equal opportunity objectives of the District.

The Board ensures that the District maintains a healthy work environment.

- The General Manager has primary responsibility for ensuring compliance with the District's personnel/administrative policies and procedures, and ensuring that District employees do not engage in improper activities, for investigating allegations of improper activities, and for taking appropriate corrective and disciplinary actions. The Board ensures that the General Manager is operating the District according to law and the policies approved by the Board.
- Board Members will disclose to the General Manager, to the extent not expressly prohibited by law, improper activities within their knowledge. Board Members will not interfere with the General Manager's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines the General Manager is not properly carrying out these responsibilities.



- A Board Member will not directly or indirectly use or attempt to use the authority or influence of his or her position to intimidate, threaten, coerce, command or influence any other person for the purpose of preventing such person from acting in good faith to bring to the attention of the General Manager or the Board any information that, if true, would constitute: a work-related violation by a Board Member or District employee of any law or regulation, gross waste of District funds, gross abuse of authority, a specified and substantial danger to public health or safety due to an act or omission of a District official or employee, use of a District office or position or of District resources for personal gain, or a conflict of interest of a District Board Member or District employee.

District Board Members exercise responsible financial management in the conduct of District business.

- The Board ensures that the District maintains a system of auditing and accounting that completely and at all times shows the financial condition of the District in accordance with generally accepted accounting principles and legal requirements.
- The Board retains an independent auditor who conducts an annual audit of the District’s books, records and financial affairs. The District’s Finance Director and auditor will meet with the Board at the conclusion of the audit each year to review the audit results and recommendations.
- Board Members will safeguard District property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.
- A Board Member will not ask or require a District employee to perform services for the personal benefit or profit of a Board Member or employee.
- Each Board Member will protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form.
- Board Members will maintain written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the District’s behalf.

The Board is collectively the unit of authority within the District. Apart from a Board member’s normal function as a part of this unit, an individual Board member has no authority to bind the District to a specific course of action.

The Board, as governing body of the District, is charged with full jurisdiction over all water works necessary for the acquisition, storage, treatment, sale and distribution of water served to District customers. The General Manager is charged with carrying out this responsibility on a day-to-day basis. ~~Among other duties the Board has the authority to:~~

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



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

Among other duties the Board has the authority to:

- Acquire or sell the District's real-District property, to construct and operate facilities, to purchase equipment and enter into contracts;
- Adopt and oversee annual District budgets and finances, set water rates and charges, and approve the purchase of resources needed by management to carry out District policies; and
- Appoint and conduct annual performance evaluations of the General Manager and General Counsel, and approve compensation for all District employees.

*Communication to/from the Board*

The tone and content of all communications should reflect the highest degree of professionalism and respect. Board members are responsible for the content of all text, audio, or images that they place or send, including those sent over the District computer network. Messages with fraudulent, harassing, abusive, obscene, vulgar, profane, offensive, or sexually suggestive content are prohibited. Messages with derogatory or inflammatory remarks related to a person's membership in any protected class are also prohibited.

When a Board member receives a complaint or inquiry from the public regarding the District's services and/or staff, the Board member should acknowledge the complaint or inquiry without making any promise or commitment as to what will happen on behalf of the District and forward the message to the General Manager. Board members are encouraged to engage the public on matters of District interest and concern, but cannot guarantee an outcome or result before the Board has acted.

*Emails/ Text Messages*

The District provides each Board member his or her own District email address. Routine communication should be by District email. Board members should refrain from using any communication method that may result in a serial meeting. For example, Board members should refrain from using the "reply all" function to respond to emails sent to the Board and should not use email or other means of communication to develop a consensus on any issue within the Board's subject matter jurisdiction outside of a public meeting. (See later reference to the Brown Act, Section 3)).



Email messages related to District business, sent from either District email accounts or personal accounts, are considered “public records” and accordingly, unless exempt from disclosure pursuant to the provisions of the California Public Records Act, may be disclosed in response to a public records request. These emails may also be subpoenaed as evidence in litigation. The District reserves the right to access and disclose all messages sent over its computer network and email system for any lawful purpose. The use of personal email accounts and personal electronic devices for District business is still subject to the disclosure requirement of the Public Records Act or a subpoena. Board members should carefully consider whether the use of personal email for District business is appropriate.

Board members are responsible for checking their incoming email frequently, reading its contents and responding in a timely manner. Messages transmitted over the District email system should only involve District-related activities for the accomplishment of business-related tasks or any communication directly related to District business, administration or practices. The District email system should not be used for personal correspondence. All email messages received at or sent through the District server system, including emails sent and received by Board members’ District email addresses, are property of the District and are not private.

Board members should remain aware that the rules applicable to emails also apply to text message communications. Therefore, Board members should use good judgment when sending and receiving electronic communications of any kind, including text messages. Board members should refrain from sending any electronic communications regarding matters within the subject matter jurisdiction of the Board during Board or committee meetings. Instead, Board member comments and discussions should occur aloud during the meeting in order to ensure members of the public may properly observe their elected official’s opinions on District matters.

*Social Media*

Board members may use social media to engage in separate conversations or communications on an internet-based social media platform to answer questions, provide information to the public, or to solicit information from the public regarding matters that are within the subject matter jurisdiction of the Board provided that a majority of the members of the Board do not use the internet-based social media platform to discuss among themselves business within the subject matter jurisdiction of the Board. Board members should remain aware that the phrase “discuss among themselves” is broadly defined to include any communications made, posted, or shared on an internet-based social media platform between members of the Board, including comments or use of digital icons that express reactions to communications made by other members of the Board, such as “like”. For this reason, Board members should not comment or use any digital icons (i.e., like, dislike, etc.) expressing reactions to fellow Board members’ social media posts related to District business. Board members should also refrain from taking positions on social media regarding any matter that is pending or may become before the Board.



Board members should remain aware that using social media accounts to discuss District business may create a “public forum”, which may thereafter restrict the Board member’s right to remove public comments on the account or block other users. It is recommended that Board members who utilize social media label personal accounts as such and do not use the accounts to speak on behalf of the District. If the Board member desires to maintain an official account that is intended to speak on District issues, it is recommended that the Board member consult with the District’s Communications Department and General Counsel.

*Contact with Media*

Because the public receives much of its information regarding District programs, policies and operations through the media, it is important that the District provide the media with the most complete and accurate sources of information available. Thus, the General Manager or his designee shall serve as the District’s primary spokesperson and the media’s primary source of contact with the District. Media inquiries about official District business, including requests for explanations of District policy, should be directed to the General Manager or his designee. Press releases and any other media communications are coordinated as part of the District’s communications strategy and should therefore be prepared by and at the direction of the General Manager or his designee, including opinion/editorial pieces, which are reserved to address timely or critical topics, including matters of greater urgency, sensitivity or public interest.

Any Board member communications with the media, including ~~op-ed~~the submission of opinion/editorial pieces by a Board member or members, in which the District is a subject matter of discussion shall be clearly identified as an expression of personal opinion of the individual Board member who is expressing his or her opinion to the media in accordance with Use of Title/Advocacy on Non-Board Approved Matters and as such should not use District time or resources.





*Use of Title/ Advocacy on Non-Board Approved Matters*

Elected or appointed officials may not take positions on behalf of the District without the express prior permission and direction of the Board. When Board members are asked for the District's opinion on an issue, the response should reflect the position of the Board. Any position of the Board is developed through a collective action taken by the entire Board. If a Board member is uncertain as to the official position of the District, he/she should contact the General Manager.

If an individual Board member elects to engage in producing any correspondence, public comment or oral presentation or to engage in advocacy on matters other than in representation of a Board position, the Board member may not use his or her Board title, or otherwise suggest or imply that their positions reflect the position of the Board or the District, ~~without the express prior permission and direction of the Board.~~ If a Board member produces or engages in advocacy that does not reflect a collective action taken by the entire Board and finds that it is necessary to make reference to their Board title, the Board member must include a disclaimer that immediately precedes and follows the opinion expressed by the individual Board member. The disclaimer must indicate that the position being expressed is that of the individual Board member and does not reflect the position of the District or the Board.

## Board Appointed Staff

*General Manager*

The General Manager is appointed by and reports to the Board to carry out the day-to-day activities of the District pursuant to adopted ordinances, resolutions and policies. The General Manager has full charge and control of the maintenance, operation and construction of the waterworks system of the District and authority to employ and discharge employees, except those appointed by the Board, and determine employee duties necessary to carry out these responsibilities. The General Manager shall provide a written monthly report to the Board summarizing the work performed during the month and other items of importance or interest to the Board, and approve, or appropriately delegate, all requisitions for materials, supplies, equipment and services necessary for carrying out the work, with Board approval where required.

*General Counsel*

The General Counsel is appointed by and reports to the Board, and is the legal advisor to the District regarding all legal matters pertaining to the District. The General Counsel performs such duties in relation to the District's legal matters as the General Manager, or Board may request. The General Counsel is authorized to retain outside counsel from time to time to represent the District in various matters.





*Board Secretary*

The Board Secretary is appointed by the Board and reports to the General Manager and attends all Board meetings and committee meetings; keeps a complete record of the proceedings including attendance; prepares and maintains official correspondence as directed; maintains custody of the District seal; countersigns all District warrants; maintains oaths of office of all appointed or elected officials and performs such other duties as may be required by the Board.

*Finance Director/Treasurer*

The Finance Director/Treasurer is appointed by the Board and reports to the General Manager and is the chief financial officer of the District. He or she supervises and administers the financial accounts, records and accounting controls in accordance with generally accepted accounting procedures regarding the financial status and requirements of the District.

*Consulting Auditor*

The Consulting Auditor shall be an independent public accountant annually retained by and reporting solely to the Board to make an examination of the District’s financial position in accordance with generally accepted accounting and auditing standards. The Consulting Auditor may perform other services as requested by the Board from time to time. The Consulting Auditor is not an employee of the District and is engaged on a fee basis for the services rendered.

*Evaluation of Board Appointed Staff*

Annually, the Board should ~~meet and discuss the~~ conduct a performance evaluations of the General Manager and ~~prepare a documented General Counsel. Any discussions among the Board regarding the performance appraisal to be shared individually with the General Manager in closed session.~~

~~Annually, the Board should meet and discuss the performance or the evaluation of the General Counsel and prepare a documented performance appraisal to be shared individually with the Manager or General Counsel will occur in closed session in closed session compliance with the Brown Act.~~

## District Organization and Communications between Board Members and Staff

*Organization*

The District is organized into ~~three~~five divisions with each division leader reporting directly to the General Manager. The ~~four~~five divisions are as follows:

- *Administrative Services Division*, including functional responsibilities of Finance, Customer Service & Meters, and Information Technology;



- ~~Engineering Division, including functional responsibilities of Engineering, and Water Conservation~~Planning, Design, Construction and Real Property;
- ~~and~~
- ~~Water Resources Division, including the functional responsibilities of Water Supply, Water Quality, Water Laboratory Services and Water Conservation;~~
- ~~Operations Division, including Water Treatment and Distribution, Distribution System Maintenance, Water Quality and Laboratory Services, Safety/Emergency Response and the functional responsibilities of Facilities Maintenance & Support;~~and
- ~~Watershed Division, including Watershed Maintenance, Watershed Protection, and Safety/ Emergency Response.~~

Additionally, the District’s Human Resources and Communications, & Public Affairs ~~and Watershed~~ Departments report directly to the General Manager. The General Counsel’s Office reports directly to the Board and provides ongoing support to the General Manager and District staff regarding legal and related matters.

*Communication between Board Members and Staff*

All communication between Board members and staff regarding District business should be coordinated through the General Manager, including requests from individual Board members. The General Manager will then generate a staff assignment to develop information or reports responsive to the Board member(s) request.

Responses from staff shall be communicated through the General Manager’s Office or designee to the requesting Board member(s) and, if the General Manager believes that the information may be of general interest, the response may be sent to all Board members. This does not apply to requests for routine information (e.g. lake storage status, stream flows, fire conditions on the watershed, etc.). Routine information will be provided to Board members in the same way that it is provided to the general public.

## Attachment 4

### SECTION 3: Board Meetings

#### Scheduling Meetings

##### *Regular Meetings*

The principal type of meeting at which District business is conducted is at a regular bi-monthly meeting of the Board. Regular bi-monthly meetings of the Board of Directors will normally be held the first and third Tuesdays of each month, to begin at or after 5p.m., ~~but normally with the typical start time at 7:30p.m.~~, in the boardroom located at the District office (220 Nellen Avenue, Corte Madera, California) unless otherwise stated in a Board adopted calendar for the upcoming year, ~~prior to January 31st of each year.~~ The Board will endeavor to adopt a Board calendar for the upcoming calendar year prior to December 31<sup>st</sup>, but not sooner than the seating of any new Directors elected in the November election. The Board Calendar will include the calendar of regular Board and committee meetings for January into the following calendar year.

Meeting notices and agendas for regular meetings are posted online at [marinwater.org](http://marinwater.org), and physically posted at the District office in Corte Madera, and at the Corte Madera, Fairfax, Mill Valley and San Rafael Civic Center public libraries on the Friday (at least 72 hours) before each meeting. Reports and other materials related to the agenda items are posted on the District's website and hard copies are available for review at the District office.

##### *Special Meetings*

Occasionally, special meetings of the Board are held to consider a particular topic, conduct a workshop or study session or, if necessary, hold a meeting at a time or date other than a regularly scheduled Board meeting. Agendas for special Board meetings must be posted in a public place and online at least one-day (24 hours) prior to the meeting. However, the District makes every effort to provide more than one-day (24 hours) notice prior to the meeting, when possible.

Regular and special meetings of the Board should generally be held within the boundaries of the District's jurisdiction with certain exceptions. The Board may adjourn a regular or special meeting to another place, date or time if the business considered at that particular Board meeting has not yet been completed and/or if Board deliberations would benefit from re-convening the meeting to another place, date or time.

##### *Emergency Meetings*

When an emergency occurs, such as a crippling disaster, work stoppage or other activity that severely impairs public health, safety or both, as determined by a majority of the Board, an emergency meeting may be called. Notice of an emergency meeting must be given to local media at least one hour prior to the meeting. However, in the case of a dire emergency such as mass destruction, terrorist act, or threatened terrorist activity posing peril so immediate and significant that providing one-hour notice may endanger public health, safety or both, as determined by a majority of the Board, notice need only be provided at or near the time that notice is provided to members of the Board.

*Public Hearings*

Public hearings are held on matters of special importance when required by law.

*Closed Sessions*

Meetings of the Board are either fully open or fully closed, and there is nothing in between. The Brown Act strongly favors open meetings and private discussions among a majority of the Board members are prohibited, unless expressly authorized by the Brown Act. Closed sessions are an exception to open meeting requirements, and the authority for such sessions is narrowly construed. The fact that material may be sensitive, embarrassing or controversial does not justify consideration in a closed session unless authorized by a specific statutory exception(s) to the Brown Act. The most commonly cited statutory exceptions relate to litigation (including threat of), real property negotiations, public employment issues, and labor negotiations.

Closed sessions are generally held immediately prior to or following regular bi-monthly meetings of the Board but may also be scheduled at other designated times. Only while public comment is permitted prior to the Board convening to closed session, only individuals having an official role in the closed session subject matter may attend and the confidential information discussed during the closed session is explicitly prohibited from unauthorized disclosure. It is incumbent upon those attending closed sessions to protect the confidentiality of those discussions.

Following a closed session the Board shall reconvene in open session and publicly report out final decisions and the votes for or against any final decisions. The Board President or General Counsel generally makes these public reports.

*Committee Meetings*

Board committees act in an advisory capacity to the Board. Two Board members (Chair and ~~Member~~Vice Chair) are annually appointed to each committee by the Board President with the advice and consent of other Board members.

Committee meetings are typically held in the boardroom at the District office, 220 Nellen Avenue, Corte Madera, California, unless otherwise noticed. Committee meeting notices and agendas are prepared and posted in accordance with the Brown Act similar to regular Board meetings and minutes are prepared for each meeting. The minutes are included in the next committee meeting agenda packet and approved by the committee during a subsequent meeting of the committee.

The District dually notices all committee meetings as both committee meetings and special meetings of the Board. This ensures that a quorum of the Board may attend and participate in the committee meeting, while maintaining compliance with the Brown Act. If less than a quorum of the Board (less than three Board members) participates in the meeting, it is a committee meeting. When a quorum of the Board (three or more Board members) participates in the meeting, it is a Board meeting. The Board, as a practice, generally does not take final action on items during committee meetings, unless District staff determines the urgency of the item

requires immediate action that cannot be delayed until a subsequent regular bi-monthly Board meeting. This practice generally allows members of the public multiple opportunities to submit comments and participate in the Board’s decision-making process prior to the Board taking final action on an item.

Currently there are four Board committees:

- Communications & Water Efficiency Committee, which generally meets quarterly on the 3rd Wednesday of the month in February, May, August and November;
- Finance & Administration Committee, which meets on the 3rd/4th Thursday of each month;
- Operations Committee, which meets on the 3rd Friday of each month; and
- Watershed Committee, which generally meets quarterly on the 3rd Thursday of the month in March, June, September and December.

From time-to-time the Board may establish ad hoc committees to address issues with a limited scope and duration. The Board President may appoint Board members to ad hoc committees. These committees are not subject to the Brown Act, since a quorum of the Board (3 or more Members) does not attend or participate.

Additionally, Board members may be assigned to represent the District before other broad based regional groups—including, such as: Tamalpais Lands Collaborative Executive Committee, Lagunitas Creek Sediment and Riparian Management Plan Technical Advisory Committee, North Bay Watershed Association, Tomales Bay Watershed Council, Sonoma County Water Agency Water Advisory Committee, North Bay Water Reuse Authority, Las Gallinas Recycled Water Committee, and Association of California Water Agencies.

### Preparation of Agenda and Order of Business

#### Agendas

Meeting agendas specify the date, time and location of the meeting, in accordance with Brown Act requirements, and must contain a brief general description of each item of business to be transacted or discussed at the meeting. It should be clear from the agenda wording what will be discussed and what action is being proposed so members of the public can determine if they would like to observe or participate in the meeting. The Brown Act generally prohibits any Board action or substantive Board discussion of items that are not on the agenda.

Most items on the agenda originate from the General Manager and District staff. Staff maintains a detailed list of upcoming agenda items that is updated after each Board and committee meeting. Typical types of agenda items include the following:

- Policy direction from the Board;
- Public hearings;

- Items with overarching policy implications (e.g. strategic planning, budgeting, labor negotiations);
- Actions required by law;
- Actions on the overall implementation of a Board approved project or program (e.g. award of construction contracts, consideration of an environmental review document, etc.);
- Discretionary decisions for which authority has not been delegated to the General Manager; and
- Informational items to update the Board and public on District matters.

A draft agenda for regular Board meetings is developed by the General Manager and reviewed by the Board President prior to the agenda being publicly posted. The Board formally adopts the agenda for each meeting as an initial order of business after each meeting is called to order.

#### *Future Agenda Items*

Board members may request that items be placed on agendas during discussion of the “[Future Board and Committee Meetings and Upcoming](#)” Agenda Items” portion of the agenda. A motion by a Board member and a second by another Board member will initiate bringing the item to a future meeting for discussion and consideration.

#### *Urgency Items*

In rare cases, a legitimate urgent need may arise that must be acted upon even though the item was not included on a posted agenda. The General Counsel shall be consulted on all urgency items. In order for the Board to take action on an urgency item, two determinations must be approved by a two-thirds vote of the Board members present (or by unanimous vote if less than two-thirds (2/3) but more than a quorum of members are present):

- There is an immediate need to take action; and
- The need for action arose after the agenda-posting deadline.

If the above requirements are met, the Board may vote to add the urgency item to the agenda.

#### *Attendance, Conduct, Quorum & Voting, Rules of Order, Brown Act*

Board members should strive to attend all Board and committee meetings in person. If a Board member will be absent, he or she should notify the General Manager and Board President as soon as possible.

#### *Teleconferencing*

A Board member may participate in meetings via teleconference when not able to attend in person. ~~For~~Unless a Board member has an emergency circumstance or just cause, as those events are defined under section 54953 (i)(1) and (2) of the Brown Act, for each meeting that a Board member will participate by teleconference, the Board member should notify the Board

Secretary of his or her teleconference location prior to the agenda being posted, so that the agenda for the meeting will properly identify the teleconference location. All teleconference locations must be accessible to the public, have a copy of the agenda posted, and allow members of the public to address the Board at the teleconference location. A quorum of the Board must be located within the District boundaries, regardless of remote participation.

Alternatively, if the Board member has need to attend the meeting remotely due to familial caregiving needs, a contagious illness, a disability or travel on District business or other physical family or medical emergency to prevents that member from participating in person, the Board member need not provide their remote location, but should notify the Board Secretary as soon as possible. The Board member participating under the just cause or emergency provisions of the Brown Act, will need to inform the Board of the need for remote participation, must disclose whether there is any other person over 18 in the room with them during the meeting and must participate in the meeting via audio and visual technology.

When a Board member or members, participate via teleconference meeting all votes must be taken by roll call.

*Quorum/ Board Action*

~~A majority of Board members (three or more members) constitutes a quorum necessary for conducting business at a Board meeting.~~ The Board shall act only by motion, resolution or ordinance. As long as a quorumA majority of the board shall constitute a quorum for the transaction of Board members is present, a simple majority of those Board members present is satisfactory to approve routine agenda items, such as approving the expenditure of funds, or passing anbusiness; however, no ordinance, motion, or resolution not requiring a supermajorityshall be passed to become effective without the affirmative vote of a majority of the members of the board. A supermajority of votes is necessary to consider an urgency item not previously posted on the Board meeting agenda or to take certain actions in response to an emergency situation. The District utilizes the parliamentary procedure from Robert’s Rules of Order to conduct Board meetings.

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*Brown Act (Opening Meetings Law)*

In compliance with the Ralph M. Brown Act (“Brown Act”), all meetings of the Board are to be held in open session, unless a closed session is expressly permitted by the Brown Act, and the general public is permitted to attend all open sessions. District Board Members promote fair and open public processes. Board Members, and persons elected but who have not yet assumed office as Members of the Board, will fully comply with California’s the Brown Act. In order to ensure proper public participation and that all decisions are reached only during public meetings, Board members should refrain from participating in phone calls or emails that:

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- Discuss issues within the Board’s subject matter jurisdiction and are directed to a majority of the Board members;
- Take a position or make commitments on matters yet to be decided by the Board; and/or

- Communicate his/her position on a matter pending before the Board to all other members of the Board.

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### Safeguard Confidential Information

- Board Members will not disclose information that legally qualifies as confidential to unauthorized persons without approval of the Board of Directors. This includes information that (1) has been received for, or during, a closed session Board meeting, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not disclosable under the California Public Records Act.

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

### Meeting Minutes

Draft meeting minutes are prepared by the Board Secretary and presented to the Board and/or committee for approval at the next meeting of the Board or applicable committee.

## SECTION 4: Conference, Training, Reporting Requirements

### Conferences

In accordance with Board policy, Board members may elect to attend conferences, meetings and other functions from which the District derives specific benefit through attendance, including those affiliated with District membership in various associations. After attending the conference, meeting or training, the Board member who attended on behalf of the District should provide a brief oral report during the Directors’ and General Manager’s Announcements portion of the agenda to share information about the event with fellow Board members and the public.

### Mandatory Ethics and Sexual Harassment Prevention Training

~~The Board Ethics~~This Policy promotes awareness of ethics, integrity and fidelity as critical elements in Board members’ conduct and in achievement of the District’s mission. The proper operation of the District requires that Board members remain objective and responsive to the needs of the public they serve, make decisions within the proper channels of governmental structure, and not use public office for personal gain. Pursuant to ~~the Board Ethics Policy and~~



provisions of the California Government Code set forth in Assembly Bill 1234, Board members are required to receive two hours of ethics training within the first six months of taking office and every two years thereafter.

Board members must also receive two hours of sexual harassment prevention training within the first six months of taking office and every two years thereafter. The District's current Sexual Harassment Policy is intended to prevent sexual harassment in the work environment and provides procedures for resolving complaints of sexual harassment.

The Board Secretary maintains certificates of completion and a training log for all Board member training. The Board Secretary keeps Board members informed of all training requirements and applicable due dates to ensure compliance with applicable laws.

**Public Records Act ~~Training~~**

All records of the District, except those exempt from disclosure pursuant to the California Public Records Act and/or other applicable laws, are public records. Any person may examine public records during regular business hours of the District or may obtain a copy of requested records in accordance with the California Public Records Act. For convenience to the public, the District has a Public Records Act Request form on its website and provides electronic records at no charge to the public.

The Board Secretary maintains a records retention policy and works with the General Counsel's Office in responding to Public Records Act requests. The Board Secretary and the General Counsel conduct periodic in-house trainings pertaining to the California Public Records Act. Board members are encouraged to participate in said training.

**Conflicts of Interest**

Board Members should avoid both actual conflicts of interest and the appearance of conflicts of interest in their roles as Board directors.

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

- A Board member will not recommend the employment of a relative to the District or to any person known by the Board member to be bidding for or negotiating a contract with the District.

~~The Board Secretary maintains certificates of completion and a training log for all Board member training. The Board Secretary keeps Board members informed of all training requirements and applicable due dates to ensure compliance with applicable laws.~~

### Conflict of Interest/Form 700

State laws attempt to eliminate any action by a Board member that may implicate a conflict of interest. -The purpose of such laws and regulations is to ensure that all actions taken are in the public interest. -The Political Reform Act of 1974 requires public officials and designated employees to disclose financial interests that could cause a conflict of interest. -Public officials may be required to disqualify themselves from making, participating in, or attempting to influence any decision that will materially affect their financial or economic interest. If a Board member is unsure whether or not he or she may have a disqualifying economic interest, he or she should consult the General Counsel as soon as possible.

Economic interests include, but are not limited to, those items public officials are required to report on the Form 700, Fair Political Practices Commission (“FPPC”) “Statement of Economic Interest” and include sources of income, business interests and real estate investments. -The Form 700 also requires the annual reporting of all gifts received that are valued at \$50 or greater in a calendar year. -The Political Reform Act precludes the acceptance of any gifts with a value totaling more than \$500 in a calendar year. -These Form 700s are provided to Board members each calendar year, and within 30 days of assuming or leaving office, and filed with the Board Secretary who forwards them to the FPPC and makes them available for public inspection and reproduction.

#### *Conflict of Interest Reporting at Board Meetings*

A Board member may be disqualified from participating in agenda items that present a financial conflict of interest. If a Board member is disqualified due to a financial conflict, he or she must abstain from the item, state the reason for the disqualification, and leave the room during the agenda item (unless the item is listed on the consent calendar).

### Political Contributions/Campaign Rules

The Levine Act (the Political Reform Act section 84308) Prohibits an Official from soliciting, accepting or directing campaign contribution of \$250 or more from a participant (or their agent) having any a proceeding in front of the agency. If a Board member has accepted campaign contributions within the past twelve months, he/she is prohibited from participating in the proceeding involving the donor or donor’s agent, unless the Board member has cured the conflict by returning the donation within thirty days of learning of the donation or proceeding.

Additionally:

- Board Members will not solicit political funds or contributions of in-kind services at District facilities.
- A Board Member will not use the District’s seal, trademark, stationary, or other indicia of the District’s identity or facsimile thereof in any solicitation for political contributions.

### Incompatible Offices

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

### Candidate’s Statement

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

### Ethics Violations

A perceived ethics violation by a Board Member should be referred to the District General Counsel for review and consideration of any appropriate action warranted. An ethics violation may be addressed by remedies available by law, including but not limited to:

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